Standard Development Group Limited
標 準 發 展 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)
Stock Code : 1867

2025
ANNUAL REPORT

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Liu Zhancheng
(Chairman and Chief Executive Officer)
Mr. Xu Jing
Ms. Qin Mingyue *(retired on 9 September 2024)*
Mr. Zhang Min *(appointed as vice chairman and executive director on 9 January 2025 and resigned on 25 April 2025)*

Independent non-executive Directors

Dr. Su Lixin
Mr. Liang Rongjin
Dr. Yan Bing

BOARD COMMITTEES

Audit Committee

Dr. Su Lixin *(Chairman)*
Mr. Liang Rongjin
Dr. Yan Bing

Remuneration Committee

Mr. Liang Rongjin *(Chairman)*
Mr. Liu Zhancheng
Dr. Su Lixin

Nomination Committee

Mr. Liu Zhancheng *(Chairman)*
Dr. Su Lixin
Mr. Liang Rongjin

COMPANY SECRETARY

Mr. Chu Pui Ki Dickson

AUTHORISED REPRESENTATIVES

Mr. Liu Zhancheng
Mr. Xu Jing

AUDITOR

Asian Alliance (HK) CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditor
8/F, Catic Plaza
8 Causeway Road
Causeway Bay
Hong Kong

LEGAL ADVISERS AS TO HONG KONG LAWS

Jeffrey Mak Law Firm
6th Floor, O.T.B. Building,
259 Des Voeux Road Central,
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

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

Room 1409-10, 14/F, Cosco Tower
183 Queen's Road Central
Sheung Wan
Hong Kong

PRINCIPAL BANKS

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

STOCK CODE

1867

COMPANY'S WEBSITE

www.bzg.cn

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Standard Development Group Limited (the "**Company**"), I would like to present the annual report of the consolidated results of the Company and its subsidiaries (collectively the "**Group**") for the year ended 31 March 2025 to all shareholders of the Company.

The year of 2024 was filled with challenges, as global economic growth lacked momentum, and the domestic economy faced both cyclical and structural issues. There is a need to address challenges such as weak demand, slowing investment, and subdued expectations. Enterprises were under significant operational pressure and have become more sensitive to energy prices, driving increased demand for energy conservation and carbon reduction. The global situation remains volatile and complex, with the world economy expected to continue experiencing instability and low growth.

The Company has been developing integrated utilisation of organic waste (bio-energy/biogas) projects, which can effectively reduce carbon dioxide emissions, tackle local environmental pollution, and generate clean energy, through the process of converting organic waste, such as livestock manure, into biogas. During the process, the by-products can be used as organic fertiliser for the land to grow food crops and improve soil quality, thereby encouraging regenerative agriculture. The projects are also in line with the development concepts of innovation, coordination, green, openness, and sharing stipulated in China's 14th Five-Year Plan, and have responded to a series of central government policies, including the Guiding Opinions on Promoting the Industrialised Development of Bio-natural Gas, Implementation Opinions on Accelerating the Transformation and Development of Rural Energy to Facilitate the Revitalisation of Villages, and Opinions of the State Council on the Key Work of Comprehensively Promoting the Revitalisation of Villages by 2022.

REVIEW

During the year, the Group's total revenue decreased by HK$188.8 million or 38.5% from approximately HK$489.8 million for the year ended 31 March 2024 to approximately HK$301.0 million for the year ended 31 March 2025. A substantial amount of the Group's internal funds was utilised as the investment in the construction of the integrated utilisation of organic waste project in this financial year, resulting in a reduction in the funds available for investment in the petroleum business, which led to a significant decline in revenue from the business. The construction and engineering business faced significant challenges from the downturn in the construction industry cycle, and revenue also fell significantly in the recent years. The bio-energy business commenced operations from around the fourth quarter following completion of development and construction of wastage treatment facilities, which contributed little to revenue. The Group's loss to the shareholders increased by HK$30.8 million or 153% from a loss of approximately HK$20.1 million for the year ended 31 March 2024 to a loss of approximately HK$50.9 million for the year ended 31 March 2025, and the loss was mainly attributable to the significant decrease in revenue from the petroleum business and construction and engineering related business.

During this difficult time, the Board made prudent decisions with rational judgment and a long-term view of the Company's business and investment of resources. In order to reduce its over-reliance on the construction and engineering business and to enhance its corporate resilience, the Group has invested in the integrated development and utilisation of organic waste project with both economic and social benefits. We believe this will bring stable and sustainable returns to our shareholders in the long run.

CHAIRMAN'S STATEMENT

PROSPECTS

Looking ahead, with the objective of protecting and creating value for the shareholders of the Company, the Board has been assessing the current situation and optimising the Group's resource allocation. The Group has been diversifying and developing new businesses, by expanding its business in a wider geographical area, and prudently entering more industry sectors to increase business diversification, so as to reduce the risk of business concentration in the past and lower investment in high-risk business. In view of the challenging market conditions and the gloomy property market, the Group will be prudent in further investment or resource allocation in respect of its construction and engineering business. The Group will concentrate its resources on its core prospective businesses in accordance with the Group's business plan and strategy.

In the long run, with its dimension, we believe that the dynamic Mainland China market will remain to be the driver of the development of the global economy. Based on the analysis of the Group's competitive advantages and resource strengths, the Board will develop more businesses following the national strategic development direction, pay close attention to the changes in the market, formulate business plans and strategies for long-term business development, and actively explore business opportunities in other sectors to expand revenue streams in an effort to offset the adverse impact of the economic hard times. The Group endeavours to streamline its businesses, which may involve a gradual transformation of the business model of the Group into one which the Group will enjoy a competitive edge and has good prospects, with a view to improving its performance and achieving sustainability.

APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to all our colleagues for their unremitting efforts and hard work in the current challenging business environment. I would also like to extend my heartfelt thanks to shareholders, customers and business partners for their continuing confidence in and support to the Group.

Standard Development Group Limited
Liu Zhancheng
Chairman and Executive Director

Hong Kong, 30 June 2025

BUSINESS REVIEW AND OUTLOOK

The Group is principally engaged in bio-energy business and farming business, construction and engineering related business, and petroleum business in Mainland China and Hong Kong.

The Company experienced a net loss of approximately HK$50.9 million for the year ended 31 March 2025. The Board considers that the net loss was mainly attributable to (i) the decrease in revenue due to decrease in petroleum and construction and engineering related business; (ii) the increase in administrative and finance expenses; and (iii) the Group's two bio-energy projects have not created profit yet as only begun to generate revenue from around 4th quarter of the year.

The world economic outlook remains challenging due to trade conflicts, geopolitical tensions and high interest environment. Our traditional business segments in Hong Kong and China are under the threat of weak demand and high interest rate.

The construction and engineering business faced significant challenges from the downturn in the construction industry cycle, and revenue also fell significantly. In view of the challenging market conditions and the gloomy property market, the Group will be prudent in further investment or resource allocation in respect of its construction and engineering business. The Board has made prudent decisions with rational judgment and a long-term view of the Company's business and investment of resources. In order to reduce its over-reliance on the construction and engineering business and to enhance its corporate resilience, the Group has invested in the integrated development and utilisation of organic waste project with both economic and social benefits, which will bring stable and sustainable returns to the Company's shareholders in the long run.

In recent years, the central government successively issued the "Opinions on Implementing Accelerating Rural Energy Transformation and Development to Promote Rural Revitalisation" and the "Opinions of the State Council on Carrying out the Key Work of Comprehensively Promoting Rural Revitalisation in 2022", emphasising on promoting rural revitalisation to safeguard national food security, and proposing the construction of a modern rural energy system with clean, low-carbon and multi-energy integration, in order to make green and low-carbon energy development an important foundation and driving force for rural revitalisation. In the major livestock and poultry breeding areas of China, a large amount of livestock and poultry manure has not been properly treated, causing a great impact on the local ecological environment. Biomass fermentation technology can effectively treat these pollutants and generate green energy such as biogas and bio-natural gas, creating economic and social benefits. Considering the tremendous market opportunities brought by the rural revitalisation, the Company is actively exploring the relevant technologies and market development of grain planting and integrated development and utilisation of rural biomass to seize business opportunities.

Company's bio-energy projects which were listed as a critical project in Shandong Province were successfully completed in construction, and started to contribute revenue from around 4th quarter of the year. Though the projects need more time to ramp up the operational efficiency to achieve a good economic result, the Company is confident that projects will achieve a favorable outcome in a long term, and will also effectively promote the revitalisation of local villages, and contribute to energy security, food security, carbon reduction and environmental protection, thereby realizing the ecological and social benefits of a circular economy.

The Group will concentrate its resources on its core prospective businesses in accordance with the Group's business plan and strategy. The Group endeavours to streamline its businesses, which may involve a gradual transformation of the business model of the Group into one which the Group will enjoy a competitive edge and has good prospects, with a view to improving its performance and achieving sustainability.

Looking forward, the Company is prepared to deploy more resources and efforts in the bio-energy projects to create long-term stable returns for the Company and its Shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's key risk exposures are summarised as follows:

(i) The Group's contracts are not recurring in nature and its future business performance depends on its continuing success on project tendering.

(ii) The Group is exposed to disputes, claims or litigation that may affect its operations and financial positions.

(iii) The Group's profit may be substantially reduced if there are adverse changes in its subcontracting and materials cost after the process of tendering.

(iv) The Group belongs to an industry that requires stable supply of labour in order to carry out its projects.

(v) The industry in which the Group operates is closely linked to the macro economy and energy prices. The geopolitical conflicts have caused fluctuations of global prices of energy. Petroleum prices will continue to fluctuate under geopolitical pressure. Macro economy changes will affect the supply and downstream demand for petroleum, which might adversely affect the Group's performance.

(vi) The Group is exposed to extreme weather conditions, natural disasters, crop diseases, pests and other natural conditions.

(vii) The Group may be affected by cyclical fluctuations in the selling prices of agricultural consumables and planting, which affect the revenue, and by fluctuations in the purchase prices of ingredients, which affect the costs.

(viii) The Group may incur additional capital expenditure, depreciation expenses and other operational expenses as a result of our implementation of strategies, including the development of the bio-energy business.

(ix) Disruptions to the Group's production facilities will affect its business and operations.

(x) Economic, political, social conditions as well as government policies could adversely affect the Group's business, prospects, financial condition and financial results.

(xi) Present or future environmental and safety laws and regulations in the PRC could have an adverse effect on the Group's business, financial condition, results of operations and prospects.

COMPLIANCE WITH LAWS AND REGULATIONS

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Group has complied in all material respects with relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended 31 March 2025, there was no material breach or non-compliance with the applicable laws and regulations by the Group.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Board has overall responsibility for the Group's environmental, social and governance ("**ESG**") strategy and reporting. The Board is responsible for the Group's ESG risk management and internal control systems to ensure that the ESG strategies and report requirements are met.

The Group's operations at work sites are subject to certain environmental requirements pursuant to the laws in Hong Kong, including primarily those in relation to air pollution control, noise control, water pollution control and waste disposal control.

The details of ESG performance of the Group are set out in the ESG Report, which can be viewed or downloaded from the websites of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the Company at the same time as the publication of this annual report.

RELATIONSHIP WITH CUSTOMERS, SUPPLIERS, SUBCONTRACTORS AND EMPLOYEES

Customers

The Group's customers mainly include main contractors and trading business companies. The main contractors are who contract all or part of the engineering works for building services systems to other subcontractors, such as the Group, and landlords or occasionally property developers (or its consultants).

Suppliers and Subcontractors

During the year, suppliers of goods and services to the Group were required on a regular basis to enable the Group to continue to carry on its business including (i) subcontractors engaged by the Group to perform the site works; (ii) petroleum and grain oil trading companies for trading business and (iii) suppliers of other miscellaneous goods and services required for the Group's business operations.

The Group has maintained an internal list of approved suppliers and subcontractors for each category of fitting-out and renovation and A&A works. While engaging subcontractors, the Group generally selects the most suitable subcontractor from the approved list based on their relevant skills and experience, subject to their availability and fee quotations.

The Group generally maintains multiple suppliers and subcontractors for products and services to avoid over-reliance on certain suppliers and subcontractors. The Group did not experience any material difficulties in sourcing materials from suppliers or assigning subcontractors during the year. The Group did not have any significant disputes with any of its top five suppliers and subcontractors during the year.

Employees

The Group recognises employees as valuable assets of the Group. During the year, the Group has complied with the applicable labour laws and regulations and regularly reviewed the existing staff benefits for improvement. The Group uses its best effort to attract and retain appropriate and suitable personnel to serve the Group. The objective of the Group's human resource management is to reward and recognise high performing employees by providing attractive remuneration package. The Group determines the salary of its employees mainly based on each employee's qualifications, relevant experience, position and seniority. The Group conducts annual review on salary raises, bonuses and promotions based on the performance of each employee.

The Directors consider that the Group has maintained good relationship with its employees. The Group has not experienced any strikes, work stoppages or labour disputes which affected its operations during the year. The Directors also consider that the relationship and co-operation between the management team and the employees have been good during the year.

FINANCIAL REVIEW

Revenue

Revenue decrease by approximately HK$188.8 million or approximately 38.5% from approximately HK$489.8 million for the year ended 31 March 2024 to approximately HK$301.0 million for the year ended 31 March 2025, which was mainly due to (i) a decrease in the revenue in construction and engineering related business in Hong Kong and petroleum trading business in Mainland China; after offset by (ii) an increase in bio-energy business in Mainland China, a decrease in revenue of the construction business caused by a decrease in number of projects undertaken. The petroleum trading business decreased due to our group concentrated resource to support the completion of two bio-energy constructions. In general, the Group recorded a decrease in total revenue during this year.

Direct Costs

Direct costs decreased from approximately HK$486.0 million for the year ended 31 March 2024 to approximately HK$300.3 million for the year ended 31 March 2025, representing a decrease of approximately HK$185.7 million or approximately 38.2%. Such decrease was mainly due to a decrease of the costs from petroleum trading business in Mainland China and construction and engineering related business in Hong Kong.

Gross Profit

Gross profit of the Group decreased by approximately 80.0% from approximately HK$3.8 million for the year ended 31 March 2024 to approximately HK$0.8 million for the year ended 31 March 2025. Such decrease was mainly due to a decrease of the revenue from petroleum trading business in Mainland China and construction and engineering related business in Hong Kong. The gross profit margin has decreased during the year.

Impairment losses under expected credit loss model, net of reversal

The Group's impairment loss, net of reversal represents a provision for impairment loss allowance of trade and other receivables and contract assets. The Group recorded impairment loss under expected credit loss model of approximately HK$4.1 million for the year ended 31 March 2025 as compared to impairment credit of HK$5.1 million for the year ended 31 March 2024. Such impairment loss was mainly attributable to the provision of expected credit loss on retention receivables and trade receivables during the year.

Selling Expenses

Selling expenses of the Group increased by approximately HK$0.1 million from approximately HK$2.9 million for the year ended 31 March 2024 to approximately HK$3.0 million for the year ended 31 March 2025. The Group's selling expenses remained stable.

Administrative and Other Operating Expenses

Administrative and other operating expenses of the Group increased by approximately HK$8.8 million from approximately HK$22.5 million for the year ended 31 March 2024 to approximately HK$31.3 million for the year ended 31 March 2025. The Group's administrative and other operating expenses increased was due to the completion of two bio-energy factories construction caused increased in depreciation of property, plan and equipments, salaries and other operation expenses.

Finance Costs

Finance costs of the Group increased by approximately HK$5.1 million from approximately HK$1.3 million for the year ended 31 March 2024 to HK$6.4 million for the year ended 31 March 2025. Finance costs for the years ended 31 March 2025 and 2024 mainly consisted of interest on lease liabilities, loans which include bank and other borrowings. Such increase was mainly due to an increase in loans during the year.

Income Tax (Expense) Credit

The Group recorded income tax expense of approximately HK$5.4 million for the year ended 31 March 2025 as compared to an income tax credit of approximately HK$0.2 million for the year ended 31 March 2024, which was mainly due to the derecognisation of deferred tax assets during the year.

Loss for the year

As a result of the foregoing, loss for the year is approximately HK$50.9 million for the year ended 31 March 2025 (2024: loss of approximately HK$20.1 million).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2025, the Group had total assets of approximately HK$380.6 million (2024: approximately HK$291.7million), which is financed by total liabilities and shareholders' equity (comprising share capital and reserves) of approximately HK$277.3 million (2024: approximately HK$137.3 million) and approximately HK$94.6 million (2024: approximately HK$144.8 million), respectively.

The total interest-bearing borrowings and lease liability of the Group as at 31 March 2025 were approximately HK$187.6 million (2024: approximately HK$75.3 million), and current ratio as at 31 March 2025 was approximately 1.0 times (2024: 1.2 times).

The bank balances and cash of the Group as at 31 March 2025 was approximately HK$39.0 million (2024: approximately HK$23.9 million).

GEARING RATIO

The gearing ratio of the Group as at 31 March 2025 was approximately 181.7% (2024: approximately 48.8%). The increase in gearing ratio was mainly due to an increase in total borrowings during the year.

The gearing ratio is calculated based on the total borrowings and lease liability divided by total equity at the respective reporting date.

TREASURY POLICY

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

CHARGE ON GROUP ASSETS

As at 31 March 2025, the Group pledged bank deposits amounted to approximately HK$6.0 million to a bank as collateral to secure banking facilities granted to the Group (2024: approximately HK$6.0 million).

As at 31 March 2025, the Group pledged its life insurance policies of approximately HK$3.5 million to a bank to secure the banking facilities granted to the Group (2024: approximately HK$3.4 million).

As at 31 March 2025, the Group paid a cash collateral of approximately HK$3.5 million (2024: approximately HK$9.2 million) to insurance companies for the issuance of surety bonds which are included in other receivables, prepayments and deposits.

As at 31 March 2025, the Group pledged two pieces of leasehold lands with carrying amount of approximately HK$23,470,000 as a security for bank loans as set out in Note 28.

FOREIGN EXCHANGE EXPOSURE

The revenue-generating operations and borrowings of the Group are transacted in Hong Kong dollars and RMB. For the year ended 31 March 2025, there was no significant exposure to foreign exchange rate fluctuations and the Group had not maintained any hedging policy against the foreign exchange risk. The management will consider suitable hedging instruments against significant currency exposure should the need arises.

CAPITAL STRUCTURE

The shares of the Company were successfully listed on GEM of the Stock Exchange (the "**Listing**") on 12 January 2017.

The Company successfully transferred the listing of its shares from GEM to the Main Board of the Stock Exchange on 9 May 2019. The capital of the Company only comprises of ordinary shares.

As at 31 March 2025, the Company's issued share capital was HK$14.94 million and the number of its issued ordinary shares was 1,494,000,000 of HK$0.01 each.

CAPITAL COMMITMENTS

As at 31 March 2025, the Group have total capital commitment approximately HK$98,801,000 (2024: HK$185,554,000).

LITIGATION

(i) On 5 March 2021, Bondway Development Limited, a customer of the Group, commenced civil proceedings in the High Court of the Hong Kong Special Administrative Region (the "**High Court**") against Ample Construction Company Limited ("**Ample Construction**"), an indirect wholly-owned subsidiary of the Company, as the 2nd defendant, for water seepage damage from the fitting out project in a sum of not less than HK$267,000. Ample Construction has filed a defence dated 30 June 2021 into court. During the year ended 31 March 2025, Ample Construction received the court judgment and had paid HK$1,150,000 to Bondway Development Limited, the case has been settled.

(ii) On 20 September 2021, PKNG Development and Project Management Limited ("**PKNG**"), a customer of the Group, commenced civil proceedings against Ample Construction in the District Court. According to the Statement of Claim, PKNG claims the sum of approximately HK$6,283,000 for the possession of the 6 post-dated cheques. On 17 December 2021, the Group submitted the defence and counterclaim against PKNG for the sum of HK$6,000,000. As at 31 March 2025, Ample Construction had not received any judgement in relation to the said proceedings. The Directors expected that it is unlikely that Ample Construction will be responsible for the claimed sum and thus no provision had been made.

(iii) On 14 April 2022, Ample Construction commenced civil proceedings against Workshop Decoration Engineering Co., Ltd ("**Workshop**"), a sub-contractor of the Group, in the District Court. Ample Construction has made a claim against Workshop for the sum of approximately HK$1,552,000 for defects and non-performance of the works under the works contract. Workshop did not file any acknowledgement of service for the writ of summons. The Group hence applied for and was granted default judgment. Interlocutory judgment was obtained. The said proceeding is now ongoing pending the application for assessment of damages.

SEGMENT INFORMATION

Segmental information is presented for the Group as disclosed on Note 6 to the consolidated financial statements.

LAPSED PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

On 26 February 2025, the Company entered into a placing agreement (the "**Placing Agreement**") with VC Brokerage Limited (the "**Placing Agent**"), pursuant to which the Company proposed to offer for subscription, and the Placing Agent agreed to procure subscriptions for, the convertible bonds in the principal amount of up to HK$37,000,000 on a best effort basis to not less than six (6) placees who are independent third parties. The Company was informed by the Placing Agent that after using its best effort to procure subscriptions for the convertible bonds, the placing was unsuccessful due to market conditions. The Placing Agreement has lapsed and become null and void.

For details, please refer to the announcements of the Company dated 26 February 2025 and 21 March 2025.

DISCLOSEABLE TRANSACTIONS

1. LAND USE RIGHTS TRANSFER AGREEMENT ("LAND ACQUISITION")

On 29 March 2024, Standard Bio (Juancheng) Co., Ltd. ("**Standard Bio (Juancheng)**") and the Juancheng County Natural Resources and Planning Bureau (as transferor) have entered into the land use rights transfer agreement, pursuant to which the Juancheng County Natural Resources and Planning Bureau has agreed to transfer the land use rights of a piece of land with an area of 70,808 sq.m. located north of Weiwu Road and east of Shuijiaodi, Beijie Village, Juancheng County, Heze City, Shandong Province, the PRC to Standard Bio (Juancheng) at a total consideration of RMB10,630,000.

2. ANAEROBIC FACILITIES CONSTRUCTION AGREEMENT ("ANAEROBIC FACILITIES CONSTRUCTION")

On 13 September 2023, Standard Bio (Juye) Co., Ltd. ("**Standard Bio (Juye)**") and Hebei Wansheng Environmental Construction Co., Ltd. ("**Wansheng Environmental**") (as contractor) have entered into the anaerobic facilities construction agreement, pursuant to which Standard Bio (Juye) has agreed to engage Wansheng Environmental for the provision of construction services for the construction work in relation to anaerobic facilities at a total contract sum of RMB25,105,850.

3. CONSTRUCTION AGREEMENT ("CONSTRUCTION")

On 9 September 2023, Standard Bio (Juye) and Shandong Tengde Construction Group Co., Ltd. ("**Shandong Tengde**") (as contractor) have entered into the construction agreement, pursuant to which Standard Bio (Juye) has agreed to engage Shandong Tengde for the provision of land construction and development services for the construction work pursuant to the construction agreement at a total contract sum of RMB31,795,467.53.

The Company should have complied with the relevant reporting and announcement requirements under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") in respect of each of the Construction, the Anaerobic Facilities Construction and the Land Acquisition, which constituted a discloseable transaction, as and when such obligations arose. The Company did not comply with the announcement requirement under Chapter 14 of the Listing Rules due to a misunderstanding amongst the operations team of the Group that each of the Construction, the Anaerobic Facilities Construction and the Land Acquisition was in the ordinary and usual course of business of the Group and part of the day-to-day business activities of the Group.

The Board has implemented certain remedial actions and measures for the avoidance of future occurrence of non-compliance of the Listing Rules.

For details, please refer to the announcement of the Company dated 27 June 2024.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND ACQUISITION OF CAPITAL ASSETS

Save as disclosed in this report, the Group did not have other future plans for material investments or acquisition of capital assets as of 31 March 2025.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the year ended 31 March 2025, the Group did not have any significant investments held, nor did the Group have any material acquisitions or disposals of subsidiaries, associates or joint ventures.

CONTINGENT LIABILITIES

Certain customers of construction contracts undertaken by the Group require Ample Construction to issue guarantees for the performance of contract works in the form of surety bonds of approximately HK$11,485,000 (2024: approximately HK$26,362,000) at 31 March 2025. The Company and Ample Construction have unconditionally and irrevocably agreed to indemnify the insurance companies that issued such surety bonds for claims and losses the insurance companies may incur in respect of the surety bonds. The surety bonds will be released when the contracts are completed or substantially completed pursuant to the relevant contract. As at 31 March 2025, the Group paid a cash collateral of approximately HK$3,456,000 (2024: approximately HK$9,216,000) to insurance companies for the issuance of surety bonds which are included in other receivables, prepayments and deposits.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2025, the Group employed a total of 102 employees (2024: 77 employees). The staff costs, including Directors' emoluments, of the Group were approximately HK$24.8 million for the year ended 31 March 2025 (2024: approximately HK$21.6 million).

The Group promotes individuals based on their performance and development potential in the positions held. In order to attract and retain high quality staff, competitive remuneration package is offered to employees (with reference to market norms and individual employees' performance, qualification and experience). On top of basic salaries, bonuses may be paid with reference to the Group's performance as well as individual employees' performance. Other staff benefits include provision of retirement benefits, medical benefits and sponsorship of training courses. Share incentives may also be granted to eligible employees by reference to the Group's performance as well as individual employees' contribution.

FINAL DIVIDENDS

The Board does not recommend the payment of final dividend for the year ended 31 March 2025 (2024: Nil).

The Board is not aware of any arrangement pursuant to which a shareholder has waived or agreed to waive any dividends.

EVENTS AFTER THE REPORTING PERIOD

The Directors are not aware of any other significant event requiring disclosure that has taken place subsequent to 31 March 2025 and up to the date of this report.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

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

Executive Directors

Mr. LIU Zhancheng（劉展程）("Mr. Liu"), aged 50, is the executive Director appointed with effect from 20 May 2021, chairman (the "**Chairman**") and chief executive officer of the Board. He is also the chairman of the nomination committee of the Company (the "**Nomination Committee**") and a member of the remuneration committee of the Company (the "**Remuneration Committee**"). Mr. Liu obtained a bachelor's degree in management from Shandong College of Finance and Economics*（山東財政學院）in the PRC in 2005, and a master's degree in engineering from Ocean University of China*（中國海洋大學）in the PRC in 2013. Since 2009, Mr. Liu has started his business ventures and had founded Shandong Fujincheng Investment Co., Ltd.*（山東富金成投資有限公司）("**Shandong Fujincheng**") in the PRC, which is principally engaged in engineering projects involving, among others, high-voltage electricity, municipal administration and building construction, as well as petrochemical supply chain business and financial services business. Mr. Liu has been a director and general manager of Shandong Fujincheng since 2009. Mr. Liu is a director of various subsidiaries of the Company.

Mr. XU Jing（徐景）("Mr. Xu"), aged 39, was appointed as an executive Director, the chief financial officer and an authorized representative of the Company under the Listing Rules with effect from 19 December 2022. He obtained a bachelor degree of business administration with a major in financial services and a minor in accountancy from The Hong Kong Polytechnic University in 2009 and master degree of business administration from The Hong Kong University of Science and Technology in 2017. Mr. Xu became a Chartered Financial Analyst in January 2014 and obtained the qualification of Certified Public Accountant from the Hong Kong Institute of Certified Public Accountants in March 2016. Mr. Xu has more than 10 years of experience in financial management, corporate finance and business development. He was a deputy CEO and general manager of offshore business of Regal Partners Holdings Limited (formerly known as Morris Home Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 1575). Previously, Mr. Xu was the Investment Manager at SEAVI Advent Ocean Private Equity Limited, and worked at CCB International Capital Limited and at Deloitte and Touche Financial Advisory Services Limited involving in corporate finance and investment banking activities. Mr. Xu is a director of various subsidiaries of the Company.

Independent Non-executive Directors

Dr. SU Lixin（蘇黎新）("Dr. Su"), aged 50, was appointed as an independent non-executive Director on 9 June 2021. She is currently the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee. She obtained a Bachelor degree of International Trade from Shanghai University of Finance and Economics in the People's Republic of China in July 1997. She obtained a Doctor degree of Philosophy in Management Science from The University of Texas at Dallas in August 2005. She has over 20 years of experience in accounting studies. She has been employed by The Hong Kong Polytechnic University from August 2005 to January 2017 and her last position was associate professor in the School of Accounting and Finance. She has been employed by Lingnan University from January 2017 to August 2021 and her last position was Professor and Head of Department of Accountancy, Faculty of Business of Lingnan University. She re-joined The Hong Kong Polytechnic University as a professor and Head of School of Accounting and Finance in August 2021. Dr. Su has also been appointed as an independent non-executive director of China Nuclear Energy Technology Corporation Limited, a company listed on the Main Board of the Stock Exchange (stock code: 611) since May 2022.

Dr. Su has a broad research interest in disclosure, reporting, and auditing. She has also worked creatively across accounting, supply chain, and social network. Dr. Su has published in prestigious accounting journals, such as Journal of Accounting and Economics, The Accounting Review, and in other business journals, including Management Science and Journal of Business Ethics. She is a co-editor of the *Journal of Contemporary Accounting and Economics* and has served as the executive editor of China Accounting and Finance Review as well as a special issue editor of Accounting Horizons. She has also served as dissertation or program examiners for other Hong Kong universities as well as the investigation panel of the Hong Kong Institute of Certified Public Accountants.

Mr. LIANG Rongjin (梁榮進) ("Mr. Liang"), aged 65, was appointed as an independent non-executive Director on 9 June 2021. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee.

Mr. Liang had served in Shandong Engineering Consultation Yard* (山東省工程諮詢院) for over 30 years. Mr. Liang held the position of Officer of Social Business Department and senior professional third-level researcher until his retirement in December 2019.

Mr. Liang obtained the specialist qualification of Chemical Defense from People's Liberation Army Defense Chemical Academy* (中國人民解放軍陸軍防化學院) (formerly known as the Defense Chemical Academy* (防化學院)) in July 1986. He further obtained a bachelor degree of Economic Management from Shandong Economic Management Institute* (山東省經濟管理幹部學院) in July 1996.

Mr. Liang became a registered supervision engineer of the Ministry of Transportation of the People's Republic of China in May 1998. Since April 2005, he has been a registered consulting engineer (investment) of the People's Republic of China. Mr. Liang also became a project management professional of Project Management Institute in the United States since December 2008. He was also a FIDIC Certified Consulting Engineer of the International Federation of Consulting Engineers from 2016 until now.

Mr. Liang was appointed as an expert of China Engineering Consulting Association from December 2009 to December 2011, and was appointed as a vice chairman of the 6th session of the Thermal Power Committee of the Chinese Society for Electrical Engineering in December 2016.

Dr. YAN Bing (嚴兵) ("Dr. Yan"), aged 47, was appointed as an independent non-executive Director on 9 June 2021. Dr. Yan is also a member of the Audit Committee.

Dr. Yan obtained a Bachelor degree of International Trade (International Economics) from Shandong University in the People's Republic of China in July 1998. He obtained a Master degree of International Trade from Xiamen University in the People's Republic of China in July 2001. Dr. Yan further obtained a Doctor degree of Global Economics from Nankai University in the People's Republic of China in July 2004.

Dr. Yan has over 21 years of experience in international economics studies. Since July 2004, Dr. Yan was employed by Nankai University. He is currently a professor, a doctoral advisor and a director of the Institute of International Economics of Nankai University.

Dr. Yan has been an independent non-executive director of Tianjin Construction Development Group Co., Ltd. (Stock Code: 2515), a company listed on the Main Board of the Hong Kong Stock Exchange since June 2023.

Save as disclosed in this annual report, there are no other relationship (including financial, business, family or other material/relevant relationship(s)) among members of the Board.

* *For identification purpose only*

Company Secretary

Mr. Chu Pui Ki, Dickson（朱沛祺）**("Mr. Chu")**, aged 40, was appointed as the company secretary of the Company on 30 September 2022. Mr. Chu is primarily responsible for overseeing the company secretarial affairs and the financial matters of the Group.

Mr. Chu has over 10 years of relevant experience in accounting and auditing and has experience in tax, internal control matters and holding the positions of company secretary and authorised representative in other companies listed on the Stock Exchange. He is currently serving as the company secretary and providing professional corporate services to companies listed in the main board and GEM of the Stock Exchange.

Mr. Chu graduated from the Hong Kong Baptist University in Hong Kong with a bachelor's degree of business administration in accounting in November 2006 and he has been a member of Hong Kong Institute of Certified Public Accountants since February 2011.

The Directors present their report together with the audited financial statements of the Company and the audited consolidated financial statements of the Group for the year ended 31 March 2025.

PRINCIPAL ACTIVITIES

The Company is an investment holding company, and its subsidiaries are principally engaged in construction and engineering related business, petroleum business, farming business and bio-energy business. Details of the principal activities of its subsidiaries are set out in Note 36 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 Dividend Policy 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's 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.

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 this 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.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2025 are set out in the consolidated statement of profit or loss and other comprehensive income in this report. The state of affairs of the Group and the Company as at 31 March 2025 are set out in the consolidated statement of financial position and Note 40 to the consolidated financial statements respectively. The Directors do not recommend the payment of a final dividend for the year ended 31 March 2025.

FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 146. This summary does not form part of the audited consolidated financial statements of the Group.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in Note 16 to the consolidated financial statements.

DONATION

During the year ended 31 March 2025, the Group did not make any charitable donations (2024: Nil).

SHARE CAPITAL

Details of movements in the Company's share capital during the year, together with the reasons thereof, are set out in Note 30 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 40 to the consolidated financial statements respectively.

SHARE OPTIONS SCHEME

The Company conditionally adopted a share option scheme on 23 December 2016 (the "**Scheme**").

Set out below are the details of the Scheme:

Purpose

The purpose of the Scheme is to attract and retain the best available personnel, to provide additional incentive to 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.

Participants

Under the Scheme, the board of directors may, at their absolute discretion and subject to the terms of the Scheme, grant options to any employees (full-time or part-time), directors, consultants, advisors or any substantial shareholders of the Group, or any distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group, to subscribe for shares of the Company.

Scheme mandate

The maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the shares in issue upon the date of which the shares are listed and permitted to be dealt in the Stock Exchange. Subject to the approval of the Company's shareholders, the aggregate number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes of the Company must not exceed 30% of the Company's shares in issue from time to time. As at the date of this annual report, the total number of shares available for issue under the Scheme is 112,000,000 shares, representing approximately 7.5% of the issued shares of the Company.

Maximum entitlement

The total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) under the Scheme or any other share option schemes of the Company in any 12-month period up to date of grant shall not exceed 1% of the shares of the Company in issue.

Exercise period

An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Directors may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

Vesting period

There is no fixed vesting period under the scheme rules. The Directors may determine the vesting conditions and provide them in the offer of the grant of the relevant options.

Acceptance price

A nominal consideration of HK$1 is payable on acceptance of the grant of an option with a remittance in favour of the Company within such time as may be specified in the offer (which shall not be later than 7 days from the date of the offer).

Exercise price

The subscription price shall be a price solely determined by the board of directors of the Company and notified to a participant and shall be at least the highest of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the offer date; (ii) the average closing prices of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date; and (iii) the nominal value of the Company's share on the offer date.

Duration

The Scheme shall be valid and effective for a period of 10 years commencing on 23 December 2016 and expiring on the business day immediately preceding the 10th anniversary thereof, subject to early termination provisions contained in the Scheme. The remaining life of the Scheme is approximately 1.48 years.

Movement

There was no share option granted to eligible participants during the year ended 31 March 2025. There was no outstanding share option granted under the Scheme as at 31 March 2024 and 31 March 2025.

As at 1 April 2024 and 31 March 2025, the total number of options available for grant under the scheme mandate of the Scheme was 112,000,000 and 112,000,000.

The Company has no share scheme other than the Scheme.

TAX RELIEF

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

PRE-EMPTIVE RIGHTS

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

CONNECTED TRANSACTION

For the year ended 31 March 2025, there were no connected transactions or continuing connected transactions of the Company which require compliance with any of the reporting, announcement, annual review or independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions entered into by the Group during the year ended 31 March 2025 are set out in Note 34 to the consolidated financial statements. To the best knowledge of the Directors, none of these related party transactions constitutes non-exempt connected transactions or non-exempt continuing connected transactions that need to be disclosed under Chapter 14A of the Listing Rules.

DISTRIBUTABLE RESERVES

As at 31 March 2025, the Company's reserves available for distribution to owners comprising share premium account and accumulated loss, amounted to approximately HK$56.3 million.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2025, the percentage of the Group's aggregate turnover attributable to the Group's largest customer was approximately 18.1% (HK$54.4 million), while the percentage of the Group's total turnover attributable to the five largest customers in aggregate was approximately 50.8% (HK$153.1 million).

During the year ended 31 March 2025, the percentage of the Group's purchase amount attributable to the Group's largest supplier was approximately 18.9% (HK$56.7 million) of the total direct costs, while the percentage of the Group's total purchase amount attributable to the five largest suppliers in aggregate was approximately 47.7% (HK$143.2 million) of the total direct costs.

To the best knowledge of the Directors, none of the Directors, or any of their close associates or shareholders who 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 Board during the year and up to date of this annual report were as follows:

Executive Directors

Mr. Liu Zhancheng *(Chairman and Chief Executive Officer)*
Mr. Xu Jing
Ms. Qin Mingyue *(retired on 9 September 2024)*
Mr. Zhang Min *(appointed as vice chairman and executive director on 9 January 2025 and resigned on 25 April 2025)*

Independent non-executive Directors

Dr. Su Lixin
Mr. Liang Rongjin
Dr. Yan Bing

In accordance with the memorandum and articles of association of the Company, at each annual general meeting one third of the Directors for the time being shall retire from office by rotation provided 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 casual vacancy shall hold office until the first general meeting of shareholders of the Company 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 of 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.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Company or any of its subsidiaries, which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTEREST IN SIGNIFICANT TRANSACTION, ARRANGEMENT OR CONTRACTS

Save as the related party transactions disclosed in Note 34 to the consolidated financial statements, no Director or an entity connected with a Director had a material interest, either directly or indirectly, in any transaction, arrangement or 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 2025.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

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' AND SENIOR MANAGEMENT'S BIOGRAPHIES AND CHANGES IN INFORMATION OF DIRECTORS

Biographical details of the Directors and the senior management of the Group including the changes in the Directors' information (if any) subsequent to the date of release of the interim report of 2024 of the Company are set out on pages 14 to 16 of this annual report.

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 12 and Note 13 respectively 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 2025 are set out in Note 13 to the consolidated financial statements.

The senior management of the Group comprises the Directors. The emoluments of the senior management of the Group other than the Directors for the year ended 31 March 2025 falls within the following band:

Emolument Band	Number of Senior Management
Nil to HK$1,000,000	1
HK$1,000,001 to HK$1,500,000	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 duties, responsibilities, operating results, individual employees' performance, the Group's 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 make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

RETIREMENT BENEFITS PLANS

Particulars of retirement benefits plans of the Group as at 31 March 2025 are set out in Note 32 to the consolidated financial statement.

MANAGEMENT CONTRACTS

Save for the service agreements (for executive Directors) and letters of appointment (for the independent non-executive Directors) with the Company entered into with each of the Directors, no contracts concerning the management and administration of the whole and any substantial part of the business of the Company were entered into or existed during the year ended 31 March 2025.

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 31 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 rights exercised by them; or was the Company, or the Company's subsidiary or holding company or a subsidiary of the Company's holding company a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

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

As at 31 March 2025, the interests and short positions of each of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of Securities and Future Ordinance ("**SFO**")) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions), or which are required, pursuant to Section 352 of the SFO, to be entered in the registered referred to therein or which are required to be notified to the Company and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Companies (the "**Model Code**") set out in Appendix C3 to the Listing Rules, are as follows:

Long positions in shares and underlying shares

Name	Capacity/Nature of interest	Number of Shares held	Approximate percentage of shareholding
Mr. Liu Zhancheng *(Note 1)*	Interest in a controlled corporation	1,118,460,000	74.86%
Mr. Xu	Beneficial owner	10,000	0.00% *(Note 2)*

Notes:

(1) Mr. Liu Zhancheng ("**Mr. Liu**") beneficially owns the entire issued share capital of Fujincheng Investment Holding Co., Ltd. ("**Fujincheng**") which directly holds 74.86% of the issued share capital of the Company. Therefore, Mr. Liu is deemed, or taken to be, interested in all the shares held by Fujincheng for the purpose of the SFO. Mr. Liu is the sole director of Fujincheng.

(2) Less than 0.01%

Save as disclosed above, as at 31 March 2025, 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 Model Code to be notified to the Company and the Stock Exchange.

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

As at 31 March 2025, 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 5% or more of the nominal value of any class of share 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	Approximate percentage of shareholding
Fujincheng	Beneficial owner	1,118,460,000	74.86%
Ms. Qin Hui *(Note)*	Interest of spouse	1,118,460,000	74.86%

Note:

Ms. Qin Hui is the spouse of Mr. Liu. Therefore, Ms. Qin Hui is deemed, or taken to be interested in all the shares in which Mr. Liu is interested for the purpose of Part XV of the SFO.

Save as disclosed above, as at 31 March 2025, 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 336 of the SFO, or who were directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group.

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 (including sale of treasury shares) during the year ended 31 March 2025.

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 which would be required to be disclosed under Rule 8.10 of the Listing Rules during the year ended 31 March 2025.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report 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 2025.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and to the best knowledge of the Directors, the Directors confirm that the Company maintained the public float as required under the Listing Rules during the year ended 31 March 2025 and up to the date of this annual report.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company considers all the independent non-executive Directors to be independent with reference to the independence guidelines in Rule 3.13 of the Listing Rules.

INDEPENDENT AUDITORS

There were no other changes in auditor of the Group during the past three years.

The consolidated financial statements of the Group for the year ended 31 March 2025 were audited by Asian Alliance (HK) CPA Limited. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint Asian Alliance (HK) CPA Limited as auditor of the Company.

ON BEHALF OF THE BOARD
Standard Development Group Limited
Liu Zhancheng
Chairman and executive Director

Hong Kong, 30 June 2025

INTRODUCTION

The Company is committed to achieving and maintaining high standards of corporate governance. The Board treats corporate governance as an integral part of business strategy, as good and effective corporate governance practices are fundamental to obtaining and maintaining the trust of the shareholders' and stakeholders' of the Company. By putting in place the right governance framework, the encouragement of accountability and transparency are the key to sustain the success of the Group and to promote the interests of its shareholders of the Company.

CORPORATE GOVERNANCE PRACTICE

The Company acknowledge the need and importance of corporate governance as one of the key elements in creating shareholders' value. The Company is also committed to achieving a high standard of corporate governance that can protect and promote the interests of all shareholders and enhancing corporate value and accountability of the Company. Accordingly, the Company has adopted sound corporate governance principles that emphasise a quality Board, effective internal control, stringent disclosure practices, transparency and accountability to all stakeholders.

The Company has applied the principles and code provisions in Corporate Governance Code (the "**CG Code**") set out in Part 2 of Appendix C1 to the Listing Rules. Up to the date of this annual report, to the best knowledge of the Board, the Company has complied with all the code provisions in the CG Code except for the deviation from (i) code provision C.2.1 of the CG Code as set out in the sub-section "Chairman and Chief Executive Officer" in "Corporate Governance Report"; (ii) the code provision F.2.2 of the CG Code as set out in the sub-section "Attendance Record of Meetings" in "Corporate Governance Report"; and (iii) code provision C.1.8 of the CG Code as set out in the sub-section "Directors' Responsibilities" in "Corporate Governance Report".

MODEL CODE FOR SECURITIES TRANSACTION BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies (the "**Model Code**") set out in Appendix C3 to the Listing Rules as the code of conduct regarding securities transactions by Directors. After making specific enquiries, all Directors have fully complied with the required standards set out in the Model Code and there was no event of non-compliance throughout the year.

The Company has also established written guidelines on terms no less exacting than the Model Code (the "**Employees Written Guidelines**"), for securities transactions by relevant employees (including directors or employees of a subsidiary or holding company of the Company) who are likely to possess inside information of the Company and/or its securities. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company. In case when the Company is aware of any restricted period for dealings in the Company's securities, the Company will notify its Directors and relevant employees in advance.

DIRECTORS' RESPONSIBILITIES

The Board takes the responsibility to oversee all major matters of the Company, including but not limited to formulating and approving the overall strategies and business performance of the Company, monitoring the financial performance and internal control as well as overseeing the risk management system of the Company and monitoring the performance of senior executives. The Board is also responsible for performing the corporate governance duties including (a) the development and reviewing the Company's policies and practices on corporate governance and make recommendations to the board; (b) reviewing and monitoring the training and continuous professional development of directors and senior management; (c) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; (d) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors; and (e) reviewing the issuer's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

The code provision C.1.8 of the CG Code provides that an issuer should arrange appropriate insurance cover in respect of legal action against its Directors. During the year ended 31 March 2025, the Company did not arrange any insurance for the Directors. Each Directors possesses the requisite qualification and experience to fulfill his/her duty for the Company. The Company estimates that the risk of any event for which any Directors shall take responsibility in the reasonably foreseeable future is remote. Therefore, the Company has not arranged appropriate insurance cover for the Directors.

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 March 2025. The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other financial disclosures required by the Listing Rules and other regulatory requirements. The senior management of the Company has provided such explanation and information to the Board as necessary to enable the Board to carry out an informed assessment of the financial information and position of the Company in order to put forward such information to the Board for approval. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

DELEGATION BY THE BOARD

Daily operation and managing of the business of the Group, inter alia, the implementation of strategies are delegated to the executive Directors along with other senior executives. They report periodically to the Board of their work and business decisions.

Board Composition

The composition of the Board as at this annual report is set out as follows:

Executive Directors

Mr. Liu Zhancheng *(Chairman and Chief Executive Officer)*
Mr. Xu Jing
Ms. Qin Mingyue *(retired on 9 September 2024)*
Mr. Zhang Min *(appointed as vice chairman and executive director on 9 January 2025 and resigned on 25 April 2025)*

Independent non-executive Directors

Dr. Su Lixin
Mr. Liang Rongjin
Dr. Yan Bing

Mr. Zhang Min has obtained the legal advice on 9 January 2025 referred to in Rule 3.09D of the Listing Rules and has confirmed that he understood his obligations as a director of a listed company. Subsequently, he resigned as a director of the Company on 25 April 2025.

Biographical details of the Directors are set out in "Biographical Details of the Directors and Senior Management" of this annual report.

The proportion of independent non-executive Director has complied with Rules 3.10A, 3.10 (1) and (2) of the Listing Rules. At least one of the independent non-executive Directors has appropriate professional qualifications, or accounting or related financial management expertise. With the various experience of both the executive Directors 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.

NOMINATION POLICY

The Board has adopted a nomination policy (the "**Nomination Policy**") on 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.

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.

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.

DIVERSITY OF THE BOARD

The Board has adopted a "Board Diversity Policy" (the "**Policy**") which sets out the approach to achieve diversity on the Board and the Nomination Committee is responsible for monitoring the implementation of the Policy. In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Policy, including but not limited to gender, age, cultural and educational background, or professional experience etc. The Nomination Committee will discuss any revisions which may be required, and recommend any such revisions to the Board for consideration and approval.

The Board will review the implementation and effectiveness of the Policy on an annual basis to ensure its continued effectiveness. The Group will also ensure that there is gender diversity when recruiting staff at mid to senior level and engage more resources in career development and training female staff with the aim of promoting them to the senior management or directorship of the Company; and will continue to apply the principle of appointments based on merits with reference to the Policy as a whole.

The Board places emphasis on diversity (including gender diversity) across all levels of the Group. The employee male-to-female gender ratio of the Group as at 31 March 2025 is 73:27. The Group when hiring employees considers a number of factors, including but not limited to gender, age, cultural and education background, qualification, ethnicity, professional experience, skills, knowledge and length of service, and the Group will make sure achieving gender diversity across the workforce. The Board considers that the gender ratio in the workforce (including senior management) is satisfactory and hence there is no need to set measurable objectives for achieving gender diversity across the workforce (including senior management). Yet, the Group will still (i) periodically review internal records on gender diversity; (ii) identify suitable female candidates for relevant positions within the Company; and (iii) try to ensure that there is gender diversity when recruiting staff at mid to senior level and engage more resources in career development and training female staff with the aim of promoting them to the senior management or directorship of the Company. The Board will ensure that any successors to the Board shall follow the Policy.

The Board currently comprises of five Directors, one of which is female. The Board is currently of the opinion that it generally meets the diversity requirements under the Listing Rules. The Board and the Nomination Committee are of the view that it is not necessary to set numerical targets and timeline for board gender diversity for the time being. Yet, the Board will continue to take opportunities to increase the proportion of female members over time as and when suitable candidates are identified and will review the implementation and effectiveness of the Policy on an annual basis to ensure its continued effectiveness.

During the year ended 31 March 2025, the Nomination Committee has reviewed the independence of the independent non-executive Directors, to consider the qualifications of the retiring directors standing for election at the 2025 annual general meeting, to review the structure, size and composition of the Board and to review the Policy. In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to 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 ensuring 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 considers the independent non-executive Directors to be independent in accordance with the independence criteria set out in Rule 3.13 of the Listing Rules.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Mr. Liu, an executive Director, has entered into a service contract with the Company on 26 May 2021 which is automatically renewable upon expiration. Mr. Xu, an executive Director, has entered into a service contract with the Company on 19 December 2022 which is automatically renewable upon expiration. Each of the independent non-executive Directors has signed the letters of appointment with the Company on 9 June 2021 which is automatically renewable upon expiration. The service contracts with each of the executive Directors and the letters of appointment with each of the independent non-executive Directors are for a term of three years commencing from the date of the service contracts and letters of appointment. The service contracts and letters of appointment are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with the memorandum and articles of association of the Company and the applicable Listing Rules.

According to the Article 108 of the memorandum and articles of association of the Company, one-third of the Directors for the time being 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 annual general meeting after their appointment, and are subject to re-election by shareholders of the Company.

Mr. Liu and Mr. Liang will retire from office at the forthcoming annual general meeting of the Company. Mr. Liu and Mr. Liang 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. Liu and Mr. Liang.

In accordance with Rule 3.09D of the HK Listing Rules, Mr. Zhang Min received legal advice as referred to in Rule 3.09D of the Listing Rules from the Company's legal advisor on 9 January 2025, and confirmed that he understood his obligations as a director of a listed issuer.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision C.2.1 of CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. As Mr. Liu performs the roles of Chairman and Chief Executive Officer, the Company has deviated from this Code Provision from 8 June 2021. However, the Board believes that vesting the roles of both Chairman and Chief Executive Officer in Mr. Liu has the benefit of ensuring consistent and continuous planning and execution of the Company's strategies. The Board considers that the balance of power and authority, accountability and independent decision-making under the present arrangement will not be impaired in light of the diverse background and experience of the independent non-executive Directors, and the composition of the Board which comprises three independent non-executive Directors and three executive Directors also provides added independence to the Board. However, it is the long-term objective of the Company to have these two roles performed by separate individuals when suitable candidates are identified.

DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

In compliance with the code provision C.1.4 of the CG Code, all Directors shall participate in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant. 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 news and knowledge regarding corporate governance.

During the year ended 31 March 2025, the Company has provided and all Directors have attended training courses on the updates of the Listing Rules concerning good corporate governance practices. The Company will, if necessary, provide timely and regular trainings to the Directors to ensure that they keep abreast with the current requirements under the Listing Rules.

The training records of the Directors for the year ended 31 March 2025 are summarised as follows:

Name of Directors	Type of Trainings
Executive Directors	
Mr. Liu Zhancheng	A, B
Mr. Xu Jing	A, B
Ms. Qin Mingyue *(retired on 9 September 2024)*	–
Mr. Zhang Min *(appointed as vice chairman and executive director on 9 January 2025 and resigned on 25 April 2025)*	–
Independent non-executive Directors	
Dr. Su Lixin	A, B
Mr. Liang Rongjin	A, B
Dr. Yan Bing	A, B

A: attending training session/seminars/workshops/conferences/forums

B: reading materials relevant to the business of the Group, regulatory updates, corporate governance and directors' duties and responsibilities

BOARD COMMITTEES

The Board has established three Board committees, namely, the Remuneration Committee, the Nomination Committee and the Audit 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.bzg.cn. All the Board committees should 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.

Remuneration Committee

The Remuneration Committee was established on 23 December 2016. The chairman of the Remuneration Committee is Mr. Liang Rongjin, an independent non-executive Director, and other members include Dr. Su Lixin, an independent non-executive Director and Mr. Liu Zhancheng, the Chairman and an 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 two meetings to review the bonus distribution and the remuneration packages and emoluments of Directors and senior management with reference to their performance and considered that they are fair and reasonable during the year ended 31 March 2025. No director nor any of his or her associates was involved in deciding his or her own remuneration.

The Remuneration Committee is tasked within its term of reference to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules. The remuneration policy and package of the Group's employees are periodically reviewed by the Remuneration Committee. The Remuneration Committee has reviewed the remuneration policy and package of the Group, including an assessment of individual performance, attractiveness of the rewards offered by the Company, talent retention and incentivization, the financial condition and performance of the Group. No share options were recommended to be granted by the Remuneration Committee during the year ended 31 March 2025.

Nomination Committee

The Nomination Committee was established on 23 December 2016. The chairman of the Nomination Committee is Mr. Liu Zhancheng, the Chairman and an executive Director, and other members included Dr. Su Lixin and Mr. Liang Rongjin, both independent non-executive Directors. 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 and assess the composition of the Board and 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 2025, the Nomination Committee held two meetings to review and recommend the appointment and re-election of Directors.

Audit Committee

The Audit Committee comprises of three independent non-executive Directors was established on 23 December 2016. The chairman of the Audit Committee is Dr. Su Lixin and other members include Mr. Liang Rongjin and Dr. Yan Bing, all of whom are 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 mainly to review the financial information and reporting process, internal control procedures and risk management system, audit plan and relationship with external auditors and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During the year, the Audit Committee held two meetings including to, amongst others, review and comment on the Company's 2024 annual results, 2024 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 2025 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 2025 comply with applicable accounting standards, Listing Rules and that adequate disclosures have been made.

ATTENDANCE RECORDS OF MEETINGS

The Board meets 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 presence of any other Director.

Below are details of all Directors' attendance at the Board meeting and Board committees' meeting held during the year ended 31 March 2025:

	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	Annual General Meeting
Executive Directors					
Mr. Liu Zhancheng	1/5	N/A	1/2	1/2	0/1
Mr. Xu Jing	5/5	N/A	N/A	N/A	1/1
Ms. Qin Mingyue [1]	1/1	N/A	N/A	N/A	0/1
Mr. Zhang Min [2]	2/2	N/A	N/A	N/A	N/A
Independent non-executive Directors					
Dr. Su Lixin	4/5	2/2	2/2	2/2	1/1
Mr. Liang Rongjin	5/5	2/2	2/2	2/2	1/1
Dr. Yan Bing	5/5	2/2	N/A	N/A	1/1

Notes:

1. Retired on 9 September 2024

2. Appointed as vice chairman and executive director on 9 January 2025 and resigned on 25 April 2025

N/A represents not applicable

The code provision F.2.2 of the CG Code provides that the chairman of the board of directors of a listed issuer should attend the annual general meeting. Mr. Liu Zhancheng, the chairman of the Board, was unable to attend the annual general meeting held on 9 September 2024 ("**2024 Annual General Meeting**") due to other engagement. Mr. Xu Jing, the executive Director, was appointed to chair the 2024 Annual General Meeting.

INDEPENDENT VIEWS AND INPUT

During the year ended 31 March 2025, the Board also reviewed the implementation and effectiveness of mechanisms to ensure independent views and input are available to the Board. Taking into account the following channels, the Board considered that the Company had in place mechanisms which remain effective to ensure a strong independent element on the Board:

- a sufficient number of three independent non-executive Directors representing more than one-third of the Board and all of them continue to devote adequate time contribution to the Company;
- the independent non-executive Directors have an equal status to other Board members;
- all independent non-executive Directors share their views and opinions through regular quarterly meetings;
- annual meeting between the Chairman and all independent non-executive Directors without presence of other Directors providing effective platform for the Chairman to listen independent views on various issues concerning the Group;
- interaction with management and other Board members including the Chairman outside the boardroom upon request by the Directors; and
- independent professional advice would be provided to independent non-executive Directors upon reasonable request to assist them to perform their duties to the Company.

COMPANY SECRETARY

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.

Mr. Chu was appointed as the company secretary of the Company on 30 September 2022. For the year ended 31 March 2025, Mr. Chu undertook no less than 15 hours of relevant professional training to update his skill and knowledge. The biographies of Mr. Chu is set out in the section headed “Biographical Details of the Directors and Senior Management” of this annual report.

INDEPENDENT AUDITORS’ REMUNERATION

During the year, the remuneration paid or payable to the external auditors of the Company, Asian Alliance (HK) CPA Limited and it affiliates, in respect of the audit and non-audit services were as follows:

	Remuneration paid/payable HK$’000
Statutory audit services	720
Agreed-upon procedures on the preliminary interim results announcement and interim report	150
Tax compliance service	20
	890

SHAREHOLDERS' RIGHTS

As one of the measures to safeguard shareholders' interest and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meetings 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. 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 principal 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.

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 2025 and considered that they are effective and adequate. Nonetheless, the internal control and risk management systems are 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. 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 of the CG Code, 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 auditor 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.

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:

- defines 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.

WHISTLEBLOWING POLICY

The whistleblowing policy has been put in place for all employees and those who have business dealings with the Group (including customers and suppliers) to deal with concerns related to fraudulent or unethical acts or non-compliances with laws and the Group's policies that have or could have significant adverse financial, legal or reputational impacts on the Group. They may raise concerns about the possible improprieties in any matters related to the Group, in person or in writing to the company secretary of the Company who shall report to the chairman of the Audit Committee in confidence and anonymity. The chairman of the Audit Committee shall then determine the course of action to pursue, with power to delegate, with respect to the report.

ANTI-CORRUPTION POLICY

The Group has formulated its own anti-corruption policy to ensure the Directors and employees within the Group comply with the Hong Kong Prevention of Bribery Ordinance, the Criminal Law of the PRC, the Anti– Unfair Competition Law of the PRC and the Anti-Money Laundering Law of the PRC, where applicable. The policy sets out the integrity and conduct requirements and policies or controls in place which applies to all Directors and employees of the Group at all levels, and external parties doing business with the Group and those acting in an agency or fiduciary capacity on behalf of the Group (e.g., agents, consultants and contractors). The policy is reviewed from time to time to ensure that it remains appropriate.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company has adopted shareholders communication policy with an 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 with details 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.bzg.cn”;

(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 branch 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 Board will regularly review the shareholders communication policy to ensure its effectiveness. During the year ended 31 March 2025, the Board reviewed the implementations and effectiveness of the policy and considered that the policy remained effective and was properly implemented given the multiple channels of communication in place during the year.

During the year ended 31 March 2025, there were no changes in the Company’s constitutional documents.

久安(香港)會計師事務所有限公司
Asian Alliance (HK) CPA Limited

TO THE SHAREHOLDERS OF STANDARD DEVELOPMENT GROUP LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Standard Development Group Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") set out on pages 46 to 145, which comprise the consolidated statement of financial position as at 31 March 2025, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

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 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards 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.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to Note 3.1 to the consolidated financial statements, the Group incurred a net loss attributable to owners of the Company of approximately HK$50,034,000 for the year ended 31 March 2025 and, as of that date, the Group's current liabilities exceeded its current assets by approximately HK$2,856,000. These events or conditions, along with other matters as set forth in Note 3.1 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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 *Auditors' 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. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Recognition of revenue from construction contracts	
We identified the recognition of revenue from construction contracts as a key audit matter due to the significance of the amount to the consolidated financial statements as a whole and the degree of judgement and estimation uncertainty involved. As disclosed in Note 5 to the consolidated financial statements, the Group recognised revenue from construction contracts of approximately HK$125,942,000 for the year ended 31 March 2025. Revenue from construction contracts is recognised over time during the course of construction by reference to the progress towards complete satisfaction of relevant performance obligation, measured based on output method with reference to certificates issued by independent surveyors or correspondence with customers.	Our audit procedures in relation to recognition of revenue from construction contracts mainly included: – Obtained an understanding of the processes and controls over recognition of revenue from construction contracts, and evaluated the design and implementation and tested, on a sample basis, the operating effectiveness of the key controls; – Agreed the total budgeted contract revenue to the construction contracts and variation orders, if any, or other form of agreements or other correspondences, and discussed with the management of the Group to evaluate the reasonableness of their estimated total budgeted contract revenue, on a sample basis; – Verified whether value of work has been reasonably recognised as contract revenue including variations in contract work, by agreed to the latest payment certificates issued by the independent surveyors or correspondence with customers; – Performed site visits to the construction sites to observe the progress of individual contracts and discussed with the responsible personnel the status of the projects and evaluated whether the project process was consistent with the agreed timetable and the Group's financial accounting records; – Assessed the reasonableness of the gross profit margin of major projects and obtained management's explanation for significant fluctuations of gross profit margin.

Key audit matter (Continued)	How our audit addressed the key audit matter (Continued)
Valuation of trade receivables and contract assets	
We identified the valuation of trade receivables and contract assets as a key audit matter due to the significance of the balances to the consolidated financial statements as a whole and degree of estimations made by the management of the Group. As set out in Note 3.2 to the consolidated financial statements, the Group estimates the amount of impairment loss for expected credit loss ("**ECL**") on trade receivables and contract assets based on the credit risk of trade receivables and contract assets. The amount of the impairment loss is a function of the probability of default, loss given 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. Where the probability of default is higher than expected, or being revised upwards due to changes in facts and circumstances, a material impairment loss may arise. As disclosed in Note 22 and Note 23 to the consolidated financial statements, as at 31 March 2025, the carrying amounts of trade receivables and contract assets were approximated to HK$18,887,000 and HK$46,474,000, respectively, net of allowance for credit losses of approximately HK$16,069,000 and HK$19,271,000.	Our audit procedures in relation to valuation of trade receivables and contract assets included: – Understood and evaluated the methodologies and assumptions used by the Group in assessing the ECL of trade receivables and contract assets; – Obtained aged analysis of trade receivables and contract assets and tested the accuracy of information used by management by comparing individual items in the analysis with relevant supporting documents, on a sample basis; – Evaluated the reasonableness of management assessment on ECL by challenging the assumptions, including both historical and forward-looking information used to determine the ECL; – Discussed with the management of the Group for their evaluation of the impact of disputes with customers and unforeseen delay of construction and any affairs that have impact on credit risk of trade receivables and contract assets and checked to relevant correspondences and documents to assess the reasonableness of management's evaluation.

OTHER INFORMATION

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

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

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.

- 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.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes 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.

Asian Alliance (HK) CPA Limited
Certified Public Accountants (Practising)
Chan Mei Mei
Practising Certificate Number: P08148

8/F., Catic Plaza
8 Causeway Road
Causeway Bay
Hong Kong

30 June 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2025

	Notes	**2025** **HK$'000**	2024 HK$'000
Revenue	5	**301,030**	489,794
Direct costs		**(300,267)**	(485,978)
Gross profit		**763**	3,816
Other income, other gains and losses, net	7	**767**	(1,989)
Fair value loss on biological assets	21	**(2,261)**	(566)
Impairment losses (recognised) reversed under expected credit loss model, net	8	**(4,080)**	5,143
Selling expenses		**(3,026)**	(2,888)
Administrative and other operating expenses		**(31,302)**	(22,526)
Finance costs	9	**(6,417)**	(1,343)
Loss before tax		**(45,556)**	(20,353)
Income tax (expense) credit	10	**(5,387)**	220
Loss for the year	11	**(50,943)**	(20,133)
Other comprehensive expense:			
Item that will not be reclassified subsequently to profit or loss:			
Remeasurement on the unfunded long service payment obligation		**(19)**	–
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		**(183)**	(4,235)
Other comprehensive expense for the year, net of income tax		**(202)**	(4,235)
Total comprehensive expense for the year		**(51,145)**	(24,368)
Loss for the year attributable to:			
Owners of the Company		**(50,034)**	(19,940)
Non-controlling interests		**(909)**	(193)
		(50,943)	(20,133)
Total comprehensive expense for the year attributable to:			
Owners of the Company		**(50,185)**	(24,088)
Non-controlling interests		**(960)**	(280)
		(51,145)	(24,368)
Loss per share	15		
– Basic *(HK cents)*		**(3.35)**	(1.33)
– Diluted *(HK cents)*		**N/A**	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2025

	Notes	2025 HK$'000	2024 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	16	**201,046**	81,514
Right-of-use assets	17	**41,042**	38,828
Investments in life insurance contracts	19	**3,525**	3,407
Prepayments and deposits paid	22	**406**	17,590
Deferred tax assets	29	**–**	4,634
		246,019	145,973
CURRENT ASSETS			
Inventories	20	**526**	53
Biological assets	21	**1,650**	1,127
Trade and other receivables	22	**46,856**	65,574
Contract assets	23	**46,474**	54,431
Financial assets at fair value through profit or loss	24	**14**	10
Tax recoverable		**–**	621
Cash and cash equivalents	25	**39,016**	23,921
		134,536	145,737
CURRENT LIABILITIES			
Trade and other payables	26(a)	**66,436**	48,230
Contract liabilities	26(b)	**–**	8,359
Borrowings	28	**68,674**	60,078
Lease liabilities	27	**2,282**	7,605
Tax payable		**–**	6
		137,392	124,278
NET CURRENT (LIABILITIES) ASSETS		**(2,856)**	21,459
TOTAL ASSETS LESS CURRENT LIABILITIES		**243,163**	167,432
NON-CURRENT LIABILITIES			
Lease liabilities	27	**8,451**	6,621
Borrowings	28	**108,175**	1,000
Other payables	26(a)	**7,991**	28
Deferred income		**15,301**	5,393
		139,918	13,042
NET ASSETS		**103,245**	154,390
CAPITAL AND RESERVES			
Share capital	30	**14,940**	14,940
Reserves		**79,690**	129,875
Equity attributable to owners of the Company		**94,630**	144,815
Non-controlling interests		**8,615**	9,575
TOTAL EQUITY		**103,245**	154,390

The consolidated financial statements on pages 46 to 145 were approved and authorised for issue by the Board of Directors on 30 June 2025 and are signed on its behalf by:

LIU ZHANCHENG	**XU JING**
DIRECTOR	*DIRECTOR*

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2025

	Attributable to owners of the Company										
	Share capital HK$'000	**Share premium** HK$'000 (Note a)	**Special reserve** HK$'000 (Note b)	**Statutory reserve** HK$'000 (Note c)	**Capital reserve** HK$'000 (Note d)	**Translation reserve** HK$'000	**Other reserve** HK$'000 (Note e)	**Retained profits (accumulated loss)** HK$'000	**Total** HK$'000	**Non-controlling interests** HK$'000	**Total equity** HK$'000
At 1 April 2023	14,940	131,551	876	1,610	–	(754)	–	21,095	169,318	–	169,318
Loss for the year	–	–	–	–	–	–	–	(19,940)	(19,940)	(193)	(20,133)
Other comprehensive expense, net of income tax:											
Item that may be subsequently reclassified to profit or loss:											
Exchange differences arising on translation of foreign operations	–	–	–	–	–	(4,148)	–	–	(4,148)	(87)	(4,235)
Total comprehensive expense for the year	–	–	–	–	–	(4,148)	–	(19,940)	(24,088)	(280)	(24,368)
Asset acquisition through acquisition of a subsidiary (Note 43)	–	–	–	–	–	–	–	–	–	9,440	9,440
Change in non-controlling interests without change in control (Note 36.1(d)(iii))	–	–	–	–	(415)	–	–	–	(415)	415	–
At 31 March 2024	14,940	131,551	876	1,610	(415)	(4,902)	–	1,155	144,815	9,575	154,390
Loss for the year	–	–	–	–	–	–	–	(50,034)	(50,034)	(909)	(50,943)
Other comprehensive expense, net of income tax:											
Item that will not be reclassified subsequently to profit or loss											
Remeasurement on the unfunded long service payment obligation	–	–	–	–	–	–	(19)	–	(19)	–	(19)
Item that may be subsequently reclassified to profit or loss:											
Exchange differences arising on translation of foreign operations	–	–	–	–	–	(132)	–	–	(132)	(51)	(183)
	–	–	–	–	–	(132)	(19)	–	(151)	(51)	(202)
Total comprehensive expense for the year	–	–	–	–	–	(132)	(19)	(50,034)	(50,185)	(960)	(51,145)
At 31 March 2025	**14,940**	**131,551**	**876**	**1,610**	**(415)**	**(5,034)**	**(19)**	**(48,879)**	**94,630**	**8,615**	**103,245**

Notes:

a) Share premium is the excess of the proceeds received over the nominal value of the shares of the Company issued at a premium, less expenses incurred in connection with the issue of the shares.

b) Special reserve represents the reserve arose pursuant to the reorganisation for the purpose of listing the shares of the Company on 12 January 2017.

c) In accordance with the relevant PRC laws and regulations and the respective articles of association of the PRC subsidiaries, the PRC subsidiaries are required to appropriate 10% of their profit after taxation reported in their financial statements prepared in accordance with relevant accounting principles and financial regulations applicable to enterprises established in the PRC to the statutory surplus reserve. The appropriation to statutory surplus reserve may cease if the balance of the statutory surplus reserve has reached 50% of the registered capital of the relevant PRC subsidiaries.

The statutory surplus reserves can be utilised to make up prior year losses, if any, and can be applied in conversion into capital by means of capitalisation issue. However, when converting the statutory surplus reserve of the PRC subsidiaries into capital, the balance of such reserve remaining unconverted must not be less than 25% of the registered capital of the relevant PRC subsidiaries.

d) Capital reserve represents the reserve arising from the Group's obtaining additional shareholding in a subsidiary without change in control on 31 March 2024.

e) The other reserve represents the unfunded long service payment obligation arising from the remeasurement.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2025

	2025 HK$'000	2024 HK$'000
OPERATING ACTIVITIES		
Loss before tax	(45,556)	(20,353)
Adjustments for:		
Depreciation of property, plant and equipment	5,438	849
Loss on disposal of property, plant and equipment	309	–
Depreciation of right-of-use assets	2,834	1,396
Gain on lease modification	(106)	–
(Gain) loss from change in fair value of financial assets at fair value through profit or loss	(4)	1
Fair value loss on biological assets	2,261	566
Impairment losses recognised (reversed) under expected credit loss model, net	4,080	(5,143)
Financial costs	6,417	1,343
Bank interest income	(140)	(714)
Gain on changes in surrender values of investments in life insurance contracts	(118)	(23)
Share of loss of an associate	–	118
Loss on step acquisition	–	2,741
Operating cash flows before movements in working capital	(24,585)	(19,219)
(Increase) decrease in inventories	(473)	434
(Increase) decrease in biological assets	(2,772)	1,571
Decrease in trade and other receivables	16,644	19,788
Decrease (increase) in contract assets	5,283	(27,078)
Increase (decrease) in trade and other payables	13,811	(37,670)
Increase in deferred Income	9,939	5,393
Cash from (used in) operations	17,847	(56,781)
Interest received	140	714
Income tax paid	(142)	(623)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	17,845	(56,690)
INVESTING ACTIVITIES		
Purchases of property, plant and equipment	(108,267)	(47,603)
Proceeds on disposals of property, plant and equipment	29	–
Acquisition of right-of-use asset upon initial recognition	–	(21,154)
Payment for the acquisition of the equity interest of an associate (Note a)	–	(21,767)
Net cash and cash equivalents acquired on acquisition of a subsidiary (Note a)	–	46
NET CASH USED IN INVESTING ACTIVITIES	(108,238)	(90,478)
FINANCING ACTIVITIES		
New borrowings raised	143,722	88,188
Repayment of borrowings	(27,601)	(59,772)
Interest paid	(1,532)	(2,576)
Repayment of lease liabilities	(9,105)	(1,224)
NET CASH FROM FINANCING ACTIVITIES	105,484	24,616
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	15,091	(122,552)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	23,921	153,344
Effect of foreign exchange rate change	4	(6,871)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash	39,016	23,921

Note:

a) The associate has become a subsidiary of the Group upon completion of the step acquisition as referred in Note 36.1(d)(ii) to the consolidated financial statements.

1. GENERAL INFORMATION

Standard Development Group Limited (the "**Company**") was incorporated in the Cayman Islands on 11 February 2016 as an exempted company with limited liability.

The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") with effect from 9 May 2019.

The addresses of the registered office and the principal place of business of the Company are Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and Room 1409-10, 14/F, Cosco Tower, 183 Queen's Road Central, Sheung Wan, Hong Kong, respectively.

The immediate holding company of the Company is Fujincheng Investment Holdings Co. Ltd., a company incorporated in the British Virgin Islands and the ultimate controlling shareholder is Mr. Liu Zhancheng.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the "**Group**") is principally engaged in construction and engineering related business, petroleum business, farming business and bio-energy business.

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is the same as the functional currency of the Company. Other than the subsidiary established in the People's of Republic of China (the "**PRC**" or "**Mainland China**") whose functional currency is Renminbi ("**RMB**"), the functional currency of its subsidiaries is HK$.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards 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 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

Except as described below, the application of the amendments to HKFRS Accounting Standards 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.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year (Continued)

Impacts on application of 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 Group has applied the amendments for the first time in the current year.

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:

- 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 classification should not be affected by management intentions or expectations to settle the liability within 12 months.

- clarify that the settlement of a liability can be a transfer of cash, goods or services, or the entity's own equity instruments to the counterparty. 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*.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the 2022 Amendments specifically clarify that only covenants that 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, even if compliance with the covenant is assessed only after the reporting date. The 2022 Amendments also specify that covenants with which an entity must comply after the reporting date (i.e. future covenants) do not affect the classification of a liability as current or non-current at the reporting date. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants, the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

In accordance with the transition provision, the Group has applied the new accounting policy to the classification of liability as current or non-current retrospectively. The application of the amendments in the current year had no material impact on the consolidated financial statements.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

New and amendments to HKFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following amendments to HKFRS Accounting Standards that have been issued but are not yet effective:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[3]
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature dependent Electricity[3]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[1]
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11[3]
Amendments to HKAS 21	Lack of Exchangeability[2]
HKFRS 18	Presentation and Disclosure in Financial Statements[4]
HKFRS 19	Subsidiaries without Public Disclosures[4]

1 Effective for annual periods beginning on or after a date to be determined.
2 Effective for annual periods beginning on or after 1 January 2025.
3 Effective for annual periods beginning on or after 1 January 2026.
4 Effective for annual periods beginning on or after 1 January 2027.

Except for the amendments to HKFRS Accounting Standards mentioned below, the directors of the Company (the "**Directors**") anticipate that the application of all other new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments

The amendments to HKFRS 9 clarify the recognition and derecognition for financial asset and financial liability and add an exception which permits an entity to deem a financial liability to be discharged before the settlement date if it is settled in cash using an electronic payment system if, and only if certain conditions are met.

The amendments also provide guidance on the assessment of whether the contractual cash flows of a financial asset are consistent with a basic lending arrangement. The amendments specify that an entity should focus on what an entity is being compensated for rather than the compensation amount. Contractual cash flows are inconsistent with a basic lending arrangement if they are indexed to a variable that is not a basic lending risk or cost. The amendments state that, in some cases, a contingent feature may give rise to contractual cash flows that are consistent with a basic lending arrangement both before and after the change in contractual cash flows, but the nature of the contingent event itself does not relate directly to changes in basic lending risks and costs. Furthermore, the description of the term "non-recourse" is enhanced and the characteristics of "contractually linked instruments" are clarified in the amendments.

The disclosure requirements in HKFRS 7 in respect of investments in equity instruments designated at fair value through other comprehensive income are amended. In particular, entities are required to disclose the fair value gain or loss presented in other comprehensive income during the period, showing separately those related to investments derecognised during the reporting period and those related to investments held at the end of the reporting period. An entity is also required to disclose any transfers of the cumulative gain or loss within equity related to the investments derecognised during the reporting period. In addition, the amendments introduce the requirements of qualitative and quantitative disclosure of contractual terms that could affect the contractual cash flow based on a contingent even not directly relating to basic lending risks and cost.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

New and amendments to HKFRS Accounting Standards in issue but not yet effective (Continued)

Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments (Continued)

The amendments are effective for annual reporting periods beginning on or after 1 January 2026, with early application permitted. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Amendments to HKAS 21 Lack of Exchangeability

The amendments specify how to assess whether a currency is exchangeable, and how to determine the exchange rate when it is not.

The amendments state that a currency is exchangeable into another currency when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations.

An entity assesses whether a currency is exchangeable into another currency at a measurement date and for a specified purpose. If an entity is able to obtain no more than an insignificant amount of the other currency at the measurement date for the specified purpose, the currency is not exchangeable into the other currency.

The assessment of whether a currency is exchangeable into another currency depends on an entity's ability to obtain the other currency and not on its intention or decision to do so.

When a currency is not exchangeable into another currency at a measurement date, an entity is required to estimate the spot exchange rate at that date. An entity's objective in estimating the spot exchange rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions.

The amendments do not specify how an entity estimates the spot exchange rate to meet that objective. An entity can use an observable exchange rate without adjustment or another estimation technique. Examples of an observable exchange rate include:

- A spot exchange rate for a purpose other than that for which an entity assesses exchangeability;

- The first exchange rate at which an entity is able to obtain the other currency for the specified purpose after exchangeability of the currency is restored (first subsequent exchange rate).

An entity using another estimation technique may use any observable exchange rate–including rates from exchange transactions in markets or exchange mechanisms that do not create enforceable rights and obligations–and adjust that rate, as necessary, to meet the objective as set out above.

When an entity estimates a spot exchange rate because a currency is not exchangeable into another currency, the entity is required to disclose information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

New and amendments to HKFRS Accounting Standards in issue but not yet effective (Continued)

Amendments to HKAS 21 Lack of Exchangeability (Continued)

The amendments add a new appendix as an integral part of HKAS 21. The appendix includes application guidance on the requirements introduced by the amendments. The amendments also add new Illustrative Examples accompanying HKAS 21, which illustrate how an entity might apply some of the requirements in hypothetical situations based on the limited facts presented.

The amendments are effective for annual reporting periods beginning on or after 1 January 2025, with earlier application permitted. An entity is not permitted to apply the amendments retrospectively. Instead, an entity is required to apply the specific transition provisions included in the amendments.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 *Presentation of Financial Statements*. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7. Minor amendments to HKAS 7 *Statement of Cash Flows* and HKAS 33 *Earnings per Share* are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards 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 Stock Exchange of Hong Kong Limited ("**Listing Rules**") and by the Hong Kong Companies Ordinance.

The Directors have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

During the year ended 31 March 2025, the Group incurred a net loss attributable to owners of the Company of approximately HK$50,034,000 and, as of that date, the Group's current liabilities exceeded its current assets by approximately HK$2,856,000. Such conditions indicate the existence of material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern, and thus, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

The Group continues to adopt the going concern basis in preparing its consolidated financial statements. In order to improve the Group's financial positions, liquidity and cash flows, the Directors have adopted or shall adopt the following measures:

(i) reviewing the business operations of the Group to improve their efficiency;

(ii) negotiating with creditors to extend repayment period;

(iii) reviewing its existing investments and business opportunities;

(iv) actively considering to terminate loss making businesses;

(v) considering other financial tools, such as obtaining new loan, issuing debt or other measures to provide continuing financial support to Group; and

(vi) have unutilised standby loan facilities of up to approximately HK$54 million from financial institutions in Hong Kong and the PRC.

The Directors have reviewed the Group's cash flow projections prepared by the management, which covers a period of not less than twelve months from 31 March 2025, on the basis that the Group's aforementioned plans and measures will be successful, the Directors believe that the Group will have sufficient cash resources to satisfy its future working capital and other financing requirements as and when they fall due in the next twelve months from the end of the reporting period. Accordingly, the Directors believe that the Group will continue as a going concern and therefore consider it is appropriate to adopt a going concern basis in preparing its consolidated financial statements.

The consolidated financial statements do not include any adjustments that would result from the failure of the Group to obtain sufficient future funding. Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the carrying values of the assets of the Group to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

The consolidated financial statements have been prepared on the historical cost basis except for the investments in life insurance contracts are measured at cash surrender value, certain financial instruments are measured at fair value and biological assets are measured at fair value less costs to sell at the end of each reporting period, as explained in the accounting policies set out below.

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

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

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

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

3.2 Material accounting policy information

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.

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.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Basis of consolidation (Continued)

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

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

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

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

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.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS Accounting Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 *Financial Instruments* or, when applicable, the cost on initial recognition of an investment in an associate.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

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 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.

The identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the *Conceptual Framework for Financial Reporting* (the "**Conceptual Framework**") except for transactions and events within the scope of HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or HK(IFRIC)-Int 21 *Levies*, 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.

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 *Income Taxes* 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.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Business combinations (Continued)

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.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Investments in associates

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Investments in associates (Continued)

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group applies HKFRS 9, including the impairment requirements, to long-term interests in an associate to which the equity method is not applied and which form part of the net investment in the investee. Furthermore, in applying HKFRS 9 to long-term interests, the Group does not take into account adjustments to their carrying amount required by HKAS 28 (i.e. adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with HKAS 28).

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (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. 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.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Revenue from contracts with customers (Continued)

Principal versus agent

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

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

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

Investment in a life insurance contract

The Group acquired a key man life insurance contract, which includes both investment and insurance elements. The investment in insurance contract is initially recognised at the amount of the premium paid and subsequently carried at the amount that could be realised under the insurance contract (cash surrender value) at the end of each reporting period, with changes in value recognised in profit or loss.

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.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Leases (Continued)

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 and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on leases of low-value assets are recognised as expense on a straight-line basis or another systematic 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.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, 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.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Refundable rental deposits

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

Lease liabilities

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

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 or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

- a lease contract is modified and the lease modification is not accounted for as a separate lease (see below for the accounting policy for "lease modification").

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications

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

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For the lease modification that is not accounted for as 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 allocated 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.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income. 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 period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

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.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (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 are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other income, other gains and losses, net” line item.

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans, including the Mandatory Provident Fund Scheme (the “**MPF Scheme**”) and state-managed retirement benefit schemes, are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans including the Long Service Payment (“**LSP**”) under the Hong Kong Employment Ordinance, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. In determining the present value of the Group’s defined benefit obligations and the related current service cost and, where applicable, past service cost, the Group attributes benefit to periods of service under the plan’s benefit formula. However, if an employee’s service in later years will lead to a materially higher level of benefit than earlier years, the Group attributes the benefit on a straight-line basis from:

(a) the date when service by the employee first leads to benefits under the plan (whether or not the benefits are conditional on further service) until

(b) the date when further service by the employee will lead to no material amount of further benefits under the plan, other than from further salary increases.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the consolidated statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in other reserve and will not be reclassified to profit or loss.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Employee benefits (Continued)

Retirement benefit costs (Continued)

Past service cost is recognised in profit or loss in the period of a plan amendment or curtailment and a gain or loss on settlement is recognised when settlement occurs. When determining past service cost, or a gain or loss on settlement, an entity shall remeasure the net defined benefit liability or asset using the current fair value of plan assets and current actuarial assumptions, reflecting the benefits offered under the plan and the plan assets before and after the plan amendment, curtailment or settlement, without considering the effect of asset ceiling (i.e. the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan).

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. However, if the Group remeasures the net defined benefit liability or asset before plan amendment, curtailment or settlement, the Group determines net interest for the remainder of the annual reporting period after the plan amendment, curtailment or settlement using the benefits offered under the plan and the plan assets after the plan amendment, curtailment or settlement and the discount rate used to remeasure such net defined benefit liability or asset, taking into account any changes in the net defined benefit liability or asset during the period resulting from contributions or benefit payments.

Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

The retirement benefit obligation recognised in the consolidated statement of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Discretionary contributions made by employees or third parties reduce service cost upon payment of these contributions to the plan.

When the formal terms of the plans specify that there will be contributions from employees or third parties, the accounting depends on whether the contributions are linked to service, as follows:

- If the contributions are not linked to services (for example contributions are required to reduce a deficit arising from losses on plan assets or from actuarial losses), they are reflected in the remeasurement of the net defined benefit liability or asset.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Employee benefits (Continued)

Retirement benefit costs (Continued)

- If contributions are linked to services, they reduce service costs. For the amount of contribution that is dependent on the number of years of service, the Group reduces service cost by attributing the contributions to periods of service using the attribution method required by HKAS 19 paragraph 70 for the gross benefits.

For LSP obligation, the Group accounts for the employer MPF contributions expected to be offset as a deemed employee contribution towards the LSP obligation in terms of HKAS 19.93(a) and it is measure on a net basis. The estimated amount of LSP obligation is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

Termination benefits

A liability for a termination benefit is recognised at the earlier of when the group entity can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs, if any.

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, annual leave and sick leave) after deducting any amount already paid.

Taxation

Income tax expense represents the sum of current and deferred income tax expense.

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Taxation (Continued)

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

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

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

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

The measurement of deferred tax assets and liabilities 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 transaction in which the Group recognizes 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 lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities 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 taxable 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. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Taxation (Continued)

Current and deferred tax are 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 less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Buildings in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended 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.

Depreciation is recognised so as to write-off the cost of assets other than properties under construction less their residual values over their estimated useful lives, using the straight-line 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.

Construction in progress and bearer plants before maturity is stated at cost less any impairment losses, and is not depreciated. Cost of construction in progress comprises by the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Cost of bearer plants comprises by the related deprecation of property, plant and equipment and right-of-use assets and employee benefits expense. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Impairment loss on property, plant and equipment and right-of-use asset

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

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

In 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.

Before the Group recognises an impairment loss for assets capitalised as contract costs under HKFRS 15, the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the cash-generating unit to which they belong for the purpose of evaluating impairment of that cash-generating unit.

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.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

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

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 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.

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

(a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and

(b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group’s cash management. Such overdrafts are presented as short-term borrowings in the consolidated statement of financial position.

Inventories

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Biological assets

Biological assets consist of the growing produce before harvest in field.

The growing produce on field are the growing of wheat and crops of the Group on the cultivation bases. These biological assets are measured at fair value less costs to sell on initial recognition and at the end of each reporting period.

If an active market exists for the biological assets with reference to comparable specie, growing condition and expected yield of the crops, the quoted price in that market is adopted for determining the fair value of that asset. If an active market does not exist, the Group use the most recent market transaction price, provided that there has not been significant change in economic circumstances between the transaction date and the end of the reporting period, or the market prices for similar assets adjusted to reflect differences to determine fair values. The gain or loss arising on initial recognition and subsequent changes in fair values less costs to sell of biological assets is recognised in profit or loss in the period in which it arises. Upon the sale of the growing produce, the carrying amount is transferred to cost of sales in the consolidated statement of profit or loss.

Biological assets that are expected to be realised in the next harvest within the next twelve months are classified under current assets.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Provisions (Continued)

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Warranties

Provisions for the expected cost of assurance-type warranty obligations under the relevant contracts with customers for construction and engineering related services are recognised at the date of completion of the service, at the Directors' best estimate of the expenditure required to settle the Group's obligation.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the net cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

When assessing whether a contract is onerous or loss-making, the Group includes costs that relate directly to the contract, consisting of both the incremental costs (e.g. direct labour and materials) and an allocation of other costs (to specify, e.g. an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling that contract) that relate directly to fulfilling contracts.

Restoration provisions

Provisions for the costs to restore leased assets to their original condition, as required by the terms and conditions of the lease, are recognised at the date of inception of the lease at the Directors' best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

Contingent assets/liabilities

Contingent assets

Contingent assets arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the Group and they are not recognised in the consolidated financial statements. The Group assesses continually the development of contingent assets. If it has become virtually certain that an inflow of economic benefits will arise, the Group recognises the asset and the related income in the consolidated financial statements in the reporting period in which the change occurs.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Contingent assets/liabilities (Continued)

Contingent liabilities

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

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 marketplace.

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 through profit or loss ("**FVTPL**")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

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

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("**FVTOCI**"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting 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.

All other financial assets are subsequently measured at FVTPL, except that initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(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 (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI 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 excludes any dividend or interest earned on the financial asset and is included in the “other income, other gains and losses, net” line item.

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

The Group performs impairment assessment under expected credit loss (“**ECL**”) model on financial assets (including trade receivables, other receivables and bank balances) and 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, contract assets and lease receivables.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless 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.

(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;

- 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.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(ii) Definition of default

The Group has rebutted the 90 days past due presumption of default based on reasonable and supportable information, including the Group's credit risk control practices and the historical recovery rate of financial assets over 180 days past due and considered that default has occurred when a financial asset is over 180 days past due. However, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

(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:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- 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;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

(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. 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.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(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. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

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

Lifetime ECL for trade receivable and contract assets are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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, other receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using effective interest method.

Financial liabilities at amortised cost

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Derecognition of financial liabilities

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

Changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform

For changes in the basis for determining the contractual cash flows of a financial asset or financial liability to which the amortised cost measurement applies as a result of interest rate benchmark reform, the Group applies the practical expedient to account for these changes by updating the effective interest rate, such change in effective interest rate normally has no significant effect on the carrying amount of the relevant financial asset or financial liability.

A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if and only if, both these conditions are met:

- the change is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis (i.e. the basis immediately preceding the change).

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3.2, the Directors 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 underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an 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 judgements in applying accounting policies

The following are the critical judgements, 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.

Principal versus agent consideration (principal)

The Group engages in trading of petroleum and trading of grain oil. 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 petroleum and grain oil. The Group has inventory risk and has discretion in establishing the price for the petroleum and grain oil. 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 2025, the Group recognised revenue relating to trading of petroleum amounted to approximately HK$98,660,000 (2024: HK$222,971,000) and trading of grain oil amounted to approximately HK$59,907,000 (2024: HK$53,052,000).

Going concern and liquidity

As explained in Note 3.1 to the consolidated financial statements, the financial position of the Group indicates the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern. The assessment of the going concern assumptions involves making judgement by the management, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The management considers that the Group has ability to continue as a going concern and the major conditions that may cast significant doubt about the going concern assumptions are set out in Note 3.1 to the consolidated financial statements.

Key sources of estimation uncertainty

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

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Estimation uncertainty on revenue recognition from construction contracts

Revenue from construction contracts is recognised based on value of construction works completed by the Group to date with reference to payment certificates issued by independent surveyors or correspondence with customers. Taking into consideration of timing of issuance of payment certificates and period of works covered by payment certificates, management reviews and estimates the progress of the construction contract as the contract progresses.

Notwithstanding that management reviews and revises the estimates of contract revenue for the construction contract as the contract progresses, the actual outcome of the contract in terms of its total revenue may be higher or lower than the estimates and this will have significant impact on the revenue and profit recognised.

Provision of ECL for trade and other receivables and contract assets

Trade and other receivables and contract assets with significant balances and credit-impaired are assessed for ECL individually. In addition, the Group uses practical expedient in estimating ECL on trade and other receivables and contract assets which are not assessed individually using a provision matrix. The provision rates are based on aging of debtors as groupings of various debtors taking into consideration the Group's historical default rates and forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and contract assets are disclosed in Note 38(b).

Provision for claims on construction works

When accounting for provision for claims on construction works and other items, the Group has taken internal and external advice in considering known claims and actions made by or against the Group and carefully assesses the likelihood of success of a claim or actions. Surety bonds are set up for certain contracts, claims or actions against the Group, but no provisions are made for those contracts, claims or actions which in the view of management are unlikely to succeed. Changes to their assumptions, including the potential risk of having claims or likelihood of success of a claim or an action, would result in changes in the provision for claims on consecution works recognised on the consolidated statement of profit or loss and other comprehensive income. Provision on possible obligations, if appropriate, are made based on management's best estimates and judgements. The information about the provision of litigation and surety bond is disclosed in Notes 26, 33 and 39 respectively.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Deferred tax assets

The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty especially the uncertainty on economic outlook in Hong Kong and Mainland China. In cases where the actual future taxable profits generated are less or more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or further and other deductible temporary differences recognition takes place.

As at 31 March 2025, no deferred tax assets in relation to unused tax losses was recognised for operating subsidiaries as the Group was uncertain whether future assessable profits would be generated to utilise unused tax losses.

Estimated impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash generating unit to which the assets belongs, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash generating units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts. Furthermore, the cash flows projections, growth rate and discount rate are subject to greater uncertainties due to uncertainty on economic outlook in Hong Kong and Mainland China.

As at 31 March 2025, the carrying amounts of property, plant and equipment and right-of-use assets subject to impairment assessment were approximately HK$7,892,000 and HK$4,410,000 (2024: HK$2,407,000 and HK$2,459,000), respectively, for the farming business. There is no impairment is recognised on property, plant and equipment and right-of-use assets for the years ended 31 March 2025 and 2024. Details of the impairment of property, plant and equipment and right-of-use assets are disclosed in Note 18 to the consolidated financial statements.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Depreciation charges of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value, if any. The management of the Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expenses to be recorded during each financial year. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. Construction in progress and bearer plants not reached maturity were not depreciated. The depreciation expenses for future periods is adjusted if there are significant changes from previous estimates. As at 31 March 2025, the carrying amounts of property, plant and equipment of the Group were approximately HK$201,046,000 (2024: HK$81,514,000) respectively.

Fair value of biological assets

Management estimates the current market prices less costs to sell of biological assets at the end of each reporting period with reference to market prices and professional valuations. Un-anticipated volatile changes in market prices of the underlying agricultural produce could significantly affect the fair values of these biological assets and result in fair value re-measurement losses in future accounting periods.

The Group's farming business is subject to the usual agricultural hazards from fire, wind and insects. Forces of nature such as temperature and rainfall may also affect harvest efficiency. Management considers adequate preventive measures are in place and the relevant legislation under laws in the PRC will assist in minimising exposure. To the extent that un-anticipated factors affecting harvestable growing produces may result in re-measurement of harvest losses in future accounting periods.

The carrying amount of biological assets as at 31 March 2025 was approximately HK$1,650,000 (2024: HK$1,127,000).

Net realisable value of inventories

Management reviews the conditions of inventories at the end of each reporting period, and makes allowances for obsolete and slow-moving inventory items identified that are no longer suitable for use in production and/or sales in the market. These estimates are based on current market conditions and the historical experience of selling goods of similar nature. It could change significantly as a result of change in market condition. Management will reassess the estimations at the end of each reporting period.

5. REVENUE

(i) Disaggregation of revenue from contracts with customers

	2025 HK$'000	2024 HK$'000
Construction and engineering related business		
Construction and engineering related services	125,942	201,101
Interior design services	759	425
Sales of construction consumables	–	885
	126,701	202,411
Petroleum business		
Sales of petroleum	98,660	222,971
Farming business		
Sales of grain oil	59,907	53,052
Sales of agricultural consumables	12	574
Sales of agricultural produce	2,645	5,389
	62,564	59,015
Bio-energy business		
Sales of biogas	5,753	–
Collection of poultry manure	3,226	–
	8,979	–
Total	296,904	484,397
Geographical markets:		
Hong Kong	126,701	201,526
Mainland China	170,203	282,871
Total	296,904	484,397
Timing of revenue recognition:		
A point in time	170,203	282,871
Over-time	126,701	201,526
Total	296,904	484,397

5. REVENUE (Continued)

(i) Disaggregation of revenue from contracts with customers (Continued)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

	2025 HK$'000	2024 HK$'000
Construction and engineering related business		
Construction and engineering related services	125,942	201,101
Interior design services	759	425
Sales of construction consumables	–	885
	126,701	202,411
Petroleum business		
Sales of petroleum	98,660	222,971
Farming business		
Sales of grain oil	59,907	53,052
Sales of agricultural consumables	12	574
Sales of agricultural produce	2,645	5,389
	62,564	59,015
Bio-energy business		
Sales of biogas	5,753	–
Collection of poultry manure	3,226	–
	8,979	–
Revenue from contracts with customers	296,904	484,397
Farmland leasing	4,126	5,397
Total	301,030	489,794

(ii) Performance obligations for contracts with customers

Construction and engineering related business (revenue recognised over time)

The Group provides construction and engineering related services and interior design services to customers. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue is recognised for these services based on the progress towards completion of the contract using output method. The Directors consider that output method would faithfully depict the Group's performance towards complete satisfaction of these performance obligations in these contracts under HKFRS 15.

5. REVENUE (Continued)

(ii) Performance obligations for contracts with customers (Continued)

Construction and engineering related business (revenue recognised over time) (Continued)

A contract asset, net of contract lability related to the same contract, is recognised over the period in which the services are performed representing the Group's right to consideration for the services performed because the rights are conditioned on the Group's future performance in achieving specified specific milestones. The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically transfers the contract assets to trade receivables when the approval of progress from the counterparty received.

Retention receivables, prior to expiration of defect liability period, are classified as contract assets, which range from six months to 1 year from the date of the practical completion of the performance obligation. The relevant amount of contract asset is reclassified to trade receivables when the defect liability period expires. The defect liability period serves as an assurance that the services performed comply with agreed-upon specifications and such assurance cannot be purchased separately.

Petroleum business, farming business, sale of construction consumables and bio-energy business (revenue recognised at a point in time)

The Group engaged in sales of construction consumables, petroleum, grain oil, agricultural consumables, agricultural produce and biogas. Revenue related to these sales is recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specified locations. Transportation and handling activities that occur before customers obtain control are considered as fulfilment activities. Following the delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 0 to 90 days upon delivery.

The Group also engaged in collection of poultry manure. Revenue related to this business is recognised at the point in time when poultry manure has been collected by the Group.

(iii) Transaction price allocated to the remaining performance obligations for contracts with customers

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) at 31 March 2025 amounted to approximately HK$118,384,000 (2024: approximately HK$138,823,000). Management expects that all the remaining performance obligations will be recognised as revenue within one year from the end of the reporting period. As permitted by HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

(iv) Leases

	2025 **HK$'000**	2024 HK$'000
For operating leases:		
Lease payments that are fixed	**4,126**	5,397

6. SEGMENT INFORMATION

Information reported to the board of directors of the Company (the "**Board**"), being the chief operating decision maker (the "**CODM**"), for the purpose of resources allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

During the year ended 31 March 2024, the Group commenced the bio-energy business, which include production of renewable energy such as biogas from organic wastages. It is considered as a new operating and reportable segment by the CODM since the year ended 31 March 2024.

Specifically, the Group's reportable segments under HKFRS 8 Operating Segments are as follows:

a.	Construction and engineering related business	– Provision of construction and engineering related services – Provision of interior design services – Sales of construction consumables – Other related business
b.	Petroleum business	– Trading of petroleum
c.	Farming business	– Planation, sales of agricultural produce, agricultural consumables and grain oil, farmland leasing and other related business
d.	Bio-energy business	– Collection of organic wastages and production of renewable energy such as biogas

(a) Segment revenues and results

For the year ended 31 March 2025

	Construction and engineering related business HK$'000	Petroleum business HK$'000	Farming business HK$'000	Bio-energy business HK$'000	Total HK$'000
Segment revenue	126,701	98,660	66,690	8,979	301,030
Segment results	(6,971)	(6,262)	(9,454)	(12,557)	(35,244)
Unallocated corporate income					120
Unallocated corporate expenses					(10,432)
Loss before tax					(45,556)

6. SEGMENT INFORMATION (Continued)

(a) Segment revenues and results (Continued)

For the year ended 31 March 2024

	Construction and engineering related business HK$'000	Petroleum business HK$'000	Farming business HK$'000	Bio-energy business HK$'000	Total HK$'000
Segment revenue	202,411	222,971	64,412	–	489,794
Segment results	(1,163)	(785)	(2,581)	(4,548)	(9,077)
Unallocated corporate income					107
Unallocated corporate expenses					(11,383)
Loss before tax					(20,353)

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3.2. Segment results represent the profit earned by/loss from each segment without allocation of central administration costs, certain other income, gains and losses, certain finance costs and directors' emoluments. This is the measure reported to the CODM for the purposes of resources allocation and performance assessment.

(b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

At 31 March 2025

	Construction and engineering related business HK$'000	Petroleum business HK$'000	Farming business HK$'000	Bio-energy business HK$'000	Total HK$'000
Reportable segment assets	**89,397**	**6,911**	**32,411**	**246,221**	**374,940**
Unallocated assets					**5,615**
					380,555
Reportable segment liabilities	**(18,153)**	**(2,313)**	**(10,135)**	**(225,021)**	**(255,622)**
Unallocated liabilities					**(21,688)**
					(277,310)

6. SEGMENT INFORMATION (Continued)

(b) Segment assets and liabilities (Continued)

The following is an analysis of the Group's assets and liabilities by reportable segments:

At 31 March 2024

	Construction and engineering related business HK$'000	Petroleum business HK$'000	Farming business HK$'000	Bio-energy business HK$'000	Total HK$'000
Reportable segment assets	105,836	24,287	15,986	131,447	277,556
Unallocated assets					14,154
					291,710
Reportable segment liabilities	(47,401)	(7,753)	(1,092)	(65,362)	(121,608)
Unallocated liabilities					(15,712)
					(137,320)

For the purposes of monitoring segment performance and allocating resources between segments:

– All assets other than certain of the Group's property, plant and equipment, right-of-use assets, investments in life insurance contracts, other receivables, financial assets at FVTPL and cash and cash equivalents are allocated to operating segments; and

– All liabilities other than certain of the Group's other payables and lease liabilities are allocated to operating segments.

6. SEGMENT INFORMATION (Continued)

(c) Other segment information

For the year ended 31 March 2025

Amounts included in the measure of segment result or segment assets:

	Construction and engineering related business HK$'000	Petroleum business HK$'000	Farming business HK$'000	Bio-energy business HK$'000	Unallocated HK$'000	Total HK$'000
Addition of property, plant and equipment	20	92	11,136	114,505	1	125,754
Addition of right-of-use assets	–	–	5,292	–	1,483	6,775
Depreciation of property, plant and equipment	(25)	(384)	(788)	(3,314)	(927)	(5,438)
Depreciation of right-of-use assets	–	(54)	(1,104)	(714)	(962)	(2,834)
Gain on changes in surrender values of investments in insurance contracts	–	–	–	–	118	118
Loss on disposal of property, plant and equipment	–	–	–	(309)	–	(309)
Fair value loss on biological asset	–	–	(2,261)	–	–	(2,261)
Impairment loss recognised on trade receivables	(1,433)	–	(9)	(2)	–	(1,444)
Impairment loss reversed on unbilled revenue	71	–	–	–	–	71
Impairment loss recognised on retention receivables	(2,742)	–	–	–	–	(2,742)
Impairment loss reversed (recognised) on other receivables	39	3	(4)	(3)	–	35
Bank interest income	69	48	15	6	2	140
Finance costs	(154)	–	(385)	(5,606)	(272)	(6,417)
Government grants	–	65	1	12	–	78
Gain on lease modification	–	–	66	40	–	106

6. SEGMENT INFORMATION (Continued)

(c) Other segment information (Continued)

For the year ended 31 March 2024

Amounts included in the measure of segment result or segment assets:

	Construction and engineering related business HK$'000	Petroleum business HK$'000	Farming business HK$'000	Bio-energy business HK$'000	Unallocated HK$'000	Total HK$'000
Addition of property, plant and equipment	98	–	2,383	45,115	7	47,603
Addition of right-of-use assets	–	–	–	30,086	4,642	34,728
Right-of-use assets obtained from acquisition of a subsidiary	–	–	–	3,729	–	3,729
Depreciation of property, plant and equipment	(324)	(85)	(10)	(75)	(355)	(849)
Depreciation of right-of-use assets	(72)	–	–	(265)	(1,059)	(1,396)
Gain on changes in surrender values of investments in insurance contracts	–	–	–	–	23	23
Fair value loss on biological asset	–	–	(566)	–	–	(566)
Impairment loss reversed on trade receivables	5,065	–	–	–	–	5,065
Impairment loss recognised on unbilled revenue	(90)	–	–	–	–	(90)
Impairment loss reversed on retention receivables	264	–	–	–	–	264
Impairment loss (recognised) reversed on other receivables	(76)	–	(19)	(3)	2	(96)
Share of loss of an associate	–	–	–	(118)	–	(118)
Loss on step acquisition	–	–	–	(2,741)	–	(2,741)
Bank interest income	633	–	6	2	73	714
Finance costs	(1,146)	–	(1)	(67)	(129)	(1,343)
Government grants	10	–	1	–	–	11

(d) Geographical information

The Group's operations are principally located in Hong Kong and Mainland China.

Information about the Group's revenue from external customers is presented based on the location of the customers. Information about the Group's non-current assets is presented based on the geographical location of the assets.

	Revenue from external customers		Non-current assets	
	2025 HK$'000	2024 HK$'000	**2025 HK$'000**	2024 HK$'000
Hong Kong	**126,701**	201,526	**1,261**	963
Mainland China	**174,329**	288,268	**241,233**	136,969
	301,030	489,794	**242,494**	137,932

Note: Non-current assets excluded deferred tax assets, investments in life insurance contracts and financial instruments.

6. SEGMENT INFORMATION (Continued)

(e) Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the Group's total revenue are as follows:

	2025 HK$'000	2024 HK$'000
Customer A[1]	N/A[3]	103,247
Customer B[1]	N/A[3]	50,063
Customer C[2]	N/A[3]	104,161
Customer D[1]	36,147	N/A[3]
Customer E[2]	54,396	N/A[3]

1 Revenue from petroleum business.
2. Revenue from construction and engineering related business
3. The corresponding revenue did not contribute over 10% of the Group's total revenue.

7. OTHER INCOME, OTHER GAINS AND LOSSES, NET

	2025 HK$'000	2024 HK$'000
Other income		
Bank interest income	140	714
Exchange difference, net	(6)	(6)
Government grants (Note a)	78	11
Compensation income from insurance claim	634	–
Sundry income	2	129
	848	848
Other gains and losses		
Gain on changes in surrender values of investments in insurance contracts	118	23
Gain on lease modification	106	–
Loss on disposal of property, plant and equipment	(309)	–
Share of loss of an associate (Note b)	–	(118)
Loss on step acquisition (Note b)	–	(2,741)
Gain (loss) from change in fair value of financial assets at fair value through profit or loss	4	(1)
	(81)	(2,837)
	767	(1,989)

Notes:

(a) The government grants recognised for the year ended 31 March 2024 represented the Employment Insurance Refunds provided by the PRC Government. During the year ended 31 March 2025, the Group recognised government grants in respect of the Employment Insurance Refunds and Subsidy for Wholesale, Retail, Accommodation and Catering Enterprise provided by the PRC Government. The Group has complied all attached conditions in relation to the government grants recognised for the years ended 31 March 2025 and 31 March 2024.

7. OTHER INCOME, OTHER GAINS AND LOSSES, NET (Continued)

Notes: (Continued)

(b) As stated in Note 36.1(d), the Group has 40% shareholding of and has significant influence on Standard Bio (Juancheng) Co., Ltd ("**Standard Bio (Juancheng)**") through capital injection and Standard Bio (Juancheng) became an associate of the Group on 23 October 2024. Standard Bio (Juancheng) has became a 66.7% owned subsidiary of the Group on 24 January 2024 through step acquisition as stated in Note 43. The Group, under the equity method, recognised share of loss of the associate of approximately HK$118,000 for the period from 23 October 2023 to 23 January 2024. In addition, due to the withdrawal of one of the non-controlling shareholders of Standard Bio (Juancheng) which led to the above-mentioned step acquisition, the Group mutually agreed with the remaining non-controlling shareholder of Standard Bio (Juancheng) to share pre-acquisition loss of approximately HK$2,741,000 of the associate by the Group based on the Group's shareholding on Standard Bio (Juancheng) of 66.7% on 24 January 2024 and the remaining pre-acquisition loss was shared by the remaining non-controlling shareholder of Standard Bio (Juancheng).

8. IMPAIRMENT LOSSES RECOGNISED (REVERSED) UNDER EXPECTED CREDIT LOSS MODEL, NET

	2025 **HK$'000**	2024 HK$'000
Impairment losses recognised (reversed) under expected credit loss model, net (Note):		
– trade receivables	**1,444**	(5,065)
– unbilled revenue	**(71)**	90
– retention receivables	**2,742**	(264)
– other receivables	**(35)**	96
	4,080	(5,143)

Note:

Details of impairment assessment are set out in Note 38(b).

9. FINANCE COSTS

	2025 **HK$'000**	2024 HK$'000
Interests on:		
– bank borrowings and overdrafts	**2,171**	547
– other borrowings	**5,563**	2,029
Total borrowing costs	**7,734**	2,576
Interest on lease liabilities	**547**	181
Interest on LSP (Note 32)	**4**	3
Less: amounts capitalised in the cost of qualifying assets	**(1,868)**	(1,417)
	6,417	1,343

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 24.15% (2024: 55.01%) per annum to expenditure on qualifying assets.

10. INCOME TAX EXPENSE (CREDIT)

	2025 HK$'000	2024 HK$'000
Current tax:		
– PRC Enterprise Income Tax	753	8
– PRC Withholding Tax on distributed profits	–	109
	753	117
Over provision in prior years:		
– PRC Enterprise Income Tax	–	(608)
	753	(491)
Deferred tax (Note 29)	4,634	271
	5,387	(220)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

No provision for taxation in Hong Kong has been made as the assessable profits generated by certain group entities in Hong Kong were offset by tax loss brought forward for the year ended 31 March 2024.

No provision of taxation in Hong Kong has been made as all of the group entities in Hong Kong did not generate any assessable profits for the year ended 31 March 2025.

Pursuant to the relevant laws and regulation in the PRC, small low-profit enterprises enjoyed a preferential tax rate of 20%, with a tax concession to reduce the original required annual taxable profit by 75% given the annual taxable profit is less than or equal to RMB3,000,000 in accordance with the "Announcement on Further implementation on Preferential Income Tax Policies Applicable to Small Low-profit Enterprises" issued by State Taxation Administration of the PRC. Certain of the subsidiaries of the Group are qualified as small low-profit enterprises for the years ended 31 March 2025 and 2024.

The tax expense (credit) for the years can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2025 HK$'000	2024 HK$'000
Loss before tax	(49,556)	(20,353)
Tax calculated at the applicable tax rate	(10,105)	(4,107)
Tax effect of temporary differences not recognised	(15)	7
Tax effect of income not taxable for tax purpose	(179)	(93)
Tax effect of expenses not deductible for tax purpose	8,902	2,421
Tax effect of tax loss not recognised	6,784	2,051
Over provision of PRC Enterprise Income Tax in prior year	–	(608)
Withholding tax on distributed profits	–	109
Income tax expense (credit) for the year	5,387	(220)

11. LOSS FOR THE YEAR

	2025 HK$'000	2024 HK$'000
Loss for the year has been arrived at after charging:		
Auditor's remuneration		
– Audit service	720	720
– Non-audit service	150	150
Depreciation of property, plant and equipment	5,438	849
Depreciation of right-of-use assets	2,834	1,396
	8,272	2,245
Less: amounts capitalised in the cost of construction in progress	(313)	(209)
Less: amounts capitalised in the cost of biological assets	(55)	–
Less: amounts capitalised in the cost of bearer plants	(236)	–
Total depreciation included in loss for the year (Note (a))	7,668	2,036
Cost of inventories recognised as expense	185,461	282,746
Lease payments not included in the measurement of lease liabilities	5,068	4,806
Employee benefits expense (Note (b)):		
Salaries, bonus and other benefits in kind	22,917	20,371
Contributions to retirement benefit scheme	1,831	1,195
Service cost of long service payments	20	84
	24,768	21,650
Less: amounts capitalised in the cost of biological assets	(255)	(328)
Less: amounts capitalised in the cost of bearer plants	(141)	–
Total employee benefits expense, including directors' emoluments included in loss for the year (Note 12)	24,372	21,322

Notes:

(a) During the year ended 31 March 2025, total depreciation amounting to approximately HK$133,000 (2024: approximately HK$152,000) was included in selling expenses, amounting to approximately HK$3,109,000 (2024: approximately HK$1,884,000) was included in administrative and other operating expenses, amounting to approximately HK$4,426,000 (2024: Nil) was included in direct costs. During the year ended 31 March 2025, depreciation of right-of-use assets in relation to leasehold lands, where certain construction in progress were located, amounting to approximately HK$313,000 (2024: approximately HK$209,000) was included as capitalised costs in construction in progress while total depreciation in relation to certain property, plant and equipment and right-of-use assets amounting to approximately HK$55,000 (2024: Nil) was included as capitalised cost in biological assets and amounting to approximately HK$236,000 (2024: Nil) was included as capitalised cost in bearer plants.

(b) During the year ended 31 March 2025, total employee benefits expense amounting to approximately HK$6,697,000 (2024: approximately HK$5,057,000) was included in direct costs, amounting to approximately HK$2,192,000 (2024: approximately HK$1,861,000) was included in selling expenses, amounting to approximately HK$15,483,000 (2024: approximately HK$14,404,000) was included in administrative and other operating expenses, amounting to approximately HK$255,000 (2024: approximately HK$328,000) was included as capitalised cost in biological assets and amounting to approximately HK$141,000 (2024: Nil) was included as capitalised cost in bearer plants.

12. DIRECTORS' EMOLUMENTS

Details of the emoluments paid or payable to each of the Directors disclosed pursuant to the applicable Listing Rules and CO, are as follows:

	Fees HK$'000	Salaries and other benefits in kind HK$'000	Contributions to retirement benefits scheme HK$'000	Total HK$'000
For the year ended 31 March 2025				
Executive directors				
Mr. Liu Zhancheng (Chairman and Chief Executive Officer)	240	3,504	32	3,776
Ms. Qin Mingyue (retired on 9 September 2024)	106	81	–	187
Mr. Xu Jing	240	1,690	18	1,948
Mr. Zhang Min (appointed on 9 January 2025 and resigned on 25 April 2025)	218	–	–	218
Independent non-executive directors				
Dr. Su Lixin	240	–	–	240
Mr. Liang Rongjin	240	–	–	240
Dr. Yan Bing	240	–	–	240
	1,524	5,275	50	6,849

	Fees HK$'000	Salaries and other benefits in kind HK$'000	Contributions to retirement benefits scheme HK$'000	Total HK$'000
For the year ended 31 March 2024				
Executive directors				
Mr. Liu Zhancheng (Chairman and Chief Executive Officer)	240	3,504	32	3,776
Ms. Qin Mingyue	240	351	9	600
Mr. Xu Jing	240	1,690	18	1,948
Independent non-executive directors				
Dr. Su Lixin	240	–	–	240
Mr. Liang Rongjin	240	–	–	240
Dr. Yan Bing	240	–	–	240
	1,440	5,545	59	7,044

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

There was no arrangement under which a director or a chief executive officer nor any of the directors waived or agreed to waive any emoluments during the year ended 31 March 2025 (2024: Nil).

13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year include two (2024: two) directors, details of whose remuneration are set out in Note 12 above. Details of the remuneration for the year of the remaining three (2024: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2025 HK$'000	2024 HK$'000
Salaries and other benefits in kind	**2,638**	2,312
Discretionary bonus	**610**	240
Contributions to retirement benefits scheme	**54**	53
	3,302	2,605

Their remuneration were within the following bands:

	Number of employees	
	2025	2024
Nil to HK$1,000,000	**1**	2
HK$1,000,001 to HK$1,500,000	**2**	1
	3	3

During the year ended 31 March 2025, no emoluments were paid by the Group to any of the directors or the five highest paid individuals of the Group as an inducement to join, or upon joining the Group, or as compensation for loss of office (2024: Nil).

14. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 March 2025, nor has any dividend been proposed since the end of the reporting period (2024: Nil).

15. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

	2025 HK$'000	2024 HK$'000
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	**(50,034)**	(19,940)

	2025 '000	2024 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic loss per share	**1,494,000**	1,494,000

No diluted loss per share for both years ended 31 March 2025 and 2024 were presented as there were no potential ordinary shares in issue for both years ended 31 March 2025 and 2024.

16. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK$'000	Building HK$'000	Machinery HK$'000	Furniture, fixtures and equipment HK$'000	Motor vehicles HK$'000	Construction in progress (Note a) HK$'000	Bearer plants (Note b) HK$'000	Total HK$'000
COST								
At 1 April 2023	1,210	–	–	4,221	367	–	–	5,798
Acquisition of a subsidiary (Note 43)	–	–	–	80	339	32,619	–	33,038
Additions	–	–	–	232	381	46,990	–	47,603
Exchange adjustment	(18)	–	–	(96)	(20)	(299)	–	(433)
At 31 March 2024	1,192	–	–	4,437	1,067	79,310	–	86,006
Additions	–	–	7,159	773	283	115,538	2,001	125,754
Disposal	–	(336)	(2)	(3)	–	–	–	(341)
Transfer (Note a)	–	95,913	94,709	534	–	(191,156)	–	–
Exchange adjustment	(1)	–	–	(8)	(6)	(463)	–	(478)
At 31 March 2025	**1,191**	**95,577**	**101,866**	**5,733**	**1,344**	**3,229**	**2,001**	**210,941**
ACCUMULATED DEPRECIATION								
At 1 April 2023	443	–	–	3,000	124	–	–	3,567
Acquisition of a subsidiary (Note 43)	–	–	–	16	87	–	–	103
Charge for the year	406	–	–	308	135	–	–	849
Exchange adjustment	(3)	–	–	(18)	(6)	–	–	(27)
At 31 March 2024	846	–	–	3,306	340	–	–	4,492
Charge for the year	271	1,304	3,148	446	269	–	–	5,438
Disposal	–	(2)	–	(1)	–	–	–	(3)
Exchange adjustment	(1)	(7)	(18)	(3)	(3)	–	–	(32)
At 31 March 2025	**1,116**	**1,295**	**3,130**	**3,748**	**606**	**–**	**–**	**9,895**
CARRYING AMOUNTS								
At 31 March 2025	**75**	**94,282**	**98,736**	**1,985**	**738**	**3,229**	**2,001**	**201,046**
At 31 March 2024	346	–	–	1,131	727	79,310	–	81,514

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold improvements	Over the term of the lease
Furniture, fixtures and equipment	20%
Motor vehicles	30%
Building	4%-5%
Machinery	7%-20%

Note a: Construction in progress mainly represents the property, plant and equipment under construction regarding treatment facilities used for treatment of organic wastages for energy transformation for bio-energy business to be launched subsequent to the year ended 31 March 2024. During the year ended 31 March 2025, all completed treatment facilities were transferred from construction in progress to the appropriate categories of property, plant and equipment. The management considered no impairment indicators were identified on the remaining construction in progress.

Note b: The bearer plants were not depreciated as they did not reach maturity.

17. RIGHT-OF-USE ASSETS

	Leasehold lands (Note a) HK$'000	Leased properties (Note b) HK$'000	Total HK$'000
As at 31 March 2025			
Carrying amount	**39,868**	**1,174**	**41,042**
As at 31 March 2024			
Carrying amount	38,121	707	38,828
For the year ended 31 March 2025			
Depreciation charge	**1,818**	**1,016**	**2,834**
For the year ended 31 March 2024			
Depreciation charge	343	1,053	1,396

	2025 HK$'000	2024 HK$'000
Total cash outflow for leases	**9,105**	26,304
Additions to right-of-use assets	**6,775**	34,728
Reassessment due to lease modification	**(1,513)**	–
Acquisition of a subsidiary	**–**	3,729
Expenses relating to leases of low-value assets	**–**	2
Expenses relating to short-term leases	**5,068**	4,804

Note (a) The Group is the registered owner of the leasehold lands, where several property and plant, including those classified as construction in progress, are located. During the year ended 31 March 2024, lump sum payment of approximately HK$21,154,000 (equivalent to RMB19,163,000) was made upfront to acquire these leasehold lands during the year and there are no future lease payments to be made. The leasehold lands have a lease term of 50 years (2024: 50 years). Two pieces of leasehold lands were pledged as a security for bank loans as set out in Note 28.

Note (b) For both years, the Group lease farming land and offices for its operation. The lease contracts are entered into fixed term from 2 to 5 years (2024: 2 to 30 years). Lease term is negotiated on an individual basis. In determining the lease term and assessing the length of the non-cancelled period, the Group applied the definition of a contract and determines the period for which the contract is enforceable.

Termination Option

The Group has no termination option in a lease for office (2024: has termination option in a lease for office). It is used to maximise operational flexibility in terms of managing the asset used in the Group's operation. The termination option held are exercisable only by the Group and not by the respective lessor.

The Group assesses at lease commencement date whether it is reasonably certain not to exercise the termination option. In addition, 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 year, there is no such triggering event (2024: Nil).

18. IMPAIRMENT TESTING ON PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

Farming business

During the years ended 31 March 2025, as the farming business in the PRC continued to suffer an operating loss, the management of the Group concluded there was indication for impairment and conducted impairment assessment on property, plant and equipment and right-of-use-assets with carrying amount of approximately HK$7,892,000 and HK$4,410,000 (2024: approximately HK$2,407,000 and HK$2,459,000) respectively, have been allocated to the farming business segment which was divided into two separate cash-generating units of agricultural business ("**CGU-Farming**") and farmland leasing ("**CGU-Leasing**").

In addition, the Group estimates the recoverable amounts of that two cash-generating units in farming business segment in the PRC to which the asset belongs when it is not possible to estimate the recoverable amount individually, including allocation of corporate assets when reasonable and consistent basis can be established.

The recoverable amounts of that two cash-generating units have been determined based on the value in use calculation prepared by the management of the Group. That calculation uses cash flow projections based on financial budgets approved by the management of the Group covering the following 5 years with a pre-tax discount rate 16% and 5.5% (2024: 17% and 17%) used for CGU-Farming and CGU-Leasing respectively. The annual growth rate used is approximately 2% (2024: 2%), which is based on the cash-generating unit past performance and management expectations for the discount rate as at 31 March 2025.

As at 31 March 2025 and 31 March 2024, based on the result of the assessment, management of the Group determined that the recoverable amount of the property, plant and equipment in CGU-Farming and right-of-use-assets in CGU-Leasing exceeded the carrying amount and thus the management of the Group determines that there is no impairment recognised on property, plant and equipment and right-of-use-assets. Management of the Group believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of the cash generating unit to exceed the recoverable amount of the cash generating unit. Management determined the budgeted sales and gross profit margins based on past performance, expectation for the market development and planned business strategy. The discount rate used is pre-tax and reflects specific risks relating to farming business.

Other remaining businesses

As at 31 March 2025 and 31 March 2024, the Directors considered that (i) the net carrying amounts of property, plant and equipment and right-of-use assets in construction and engineering related business and petroleum business were not material to the Group and (ii) bio-energy business was still in development phase (2024: under construction of biogas plants) with no impairment indicators identified, thus the Directors concluded that the carrying amount of the relevant property, plant and equipment and right-of-use assets does not exceed the recoverable amount and no impairment was recognised.

19. INVESTMENTS IN LIFE INSURANCE CONTRACTS

The Group entered into two life insurance policies with an insurance company to insure two senior management of the Company. Under the policies, Ample Construction Company Limited ("**Ample Construction**"), an indirect wholly-owned subsidiary of the Company, is the beneficiary and policy holder and the total insured sum are US$2,000,000. Ample Construction is required to pay upfront deposits of approximately US$333,000. Ample Construction can terminate the policies at any time and receive cash back based on the cash value of the policies at the date of withdrawal, which is determined by the upfront payments of approximately US$333,000 plus accumulated interest earned and minus the accumulated insurance charge and policy expense charge. In addition, if withdrawal is made at any time during the first to the fifteenth policy year, as appropriate, a pre-determined specified amount of surrender charge would be imposed. The insurance company will pay Ample Construction a guaranteed interest of 4.0% per annum for the first ten years, followed by guaranteed interest rate of 3.0% or above per annum for the following years.

19. INVESTMENTS IN LIFE INSURANCE CONTRACTS (Continued)

The Directors consider that the possibility of terminating the policy during the first to fifteenth policy year was low and the expected life of the life insurance policy remains unchanged since its initial recognition. At 31 March 2025, the investments in life insurance contracts amounted to approximately HK$3,525,000 (2024: HK$3,407,000). The investments in life insurance contracts are denominated in US$.

20. INVENTORIES

	2025 **HK$'000**	2024 HK$'000
Raw materials and consumables	**526**	53

21. BIOLOGICAL ASSETS

	2025 **HK$'000**	2024 HK$'000
As at 1 April	**1,127**	3,258
Decrease due to harvest	**(1,127)**	(3,258)
Increase due to cultivation	**3,899**	1,687
Change in fair value less costs to sell	**(2,261)**	(566)
Exchange adjustment	**12**	6
As at 31 March	**1,650**	1,127

	2025 **HK$'000**	2024 HK$'000
Wheat	**1,650**	1,127

(a) Description of the Group's biological assets

As at 31 March 2025 and 2024, the biological assets represented by wheat located in Shandong, the PRC.

At 31 March 2025, the Group grew winter wheat in leased farmland with approximately 2,584 mu (2024: approximately 1,658 mu) in Shandong. Winter wheat was planted in the autumn (i.e. September) and normally harvested in the coming summer (i.e. June) and was classified as current.

(b) Measurement of fair value

The fair value of the Group's growing produce was independently valued by Valtech Valuation Advisory Limited ("**Valtech**"). After due consideration of the experience and credentials of Valtech, the Directors are satisfied that Valtech is competent to determine the valuation of the Group's biological assets. The Directors are of the opinion that Valtech is independent from the Group.

The fair value of growing produce is categorised into level 3 of the fair value hierarchy.

21. BIOLOGICAL ASSETS (Continued)

(b) Measurement of fair value (Continued)

Fair value measurement of growing produce

Valtech has adopted income approach as basis for estimating the fair value less costs to sell of the Group's growing produce. The principal assumptions adopted are as follows:

- Production volume per mu;
- Selling price; and
- Discount rate

Significant unobservable inputs	Input value/range 2025	Relationship of unobservable inputs to fair value
Production volume per mu per kg	334	The higher the production volume per mu, the higher the fair value, and vice versa
Selling price per kg	RMB2.66	The higher the selling price per kg, the higher the fair value, and vice versa
Discount rate	16%	The higher the discount rate, the lower the fair value, and vice versa

Significant unobservable inputs	Input value/range 2024	Relationship of unobservable inputs to fair value
Production volume per mu per kg	441	The higher the production volume per mu, the higher the fair value, and vice versa
Selling price per kg	RMB2.72	The higher the selling price per kg, the higher the fair value, and vice versa
Discount rate	17%	The higher the discount rate, the lower the fair value, and vice versa

21. BIOLOGICAL ASSETS (Continued)

(c) Sensitivity analysis on change in material inputs used in the valuation techniques are as follows:

For the year ended 31 March 2025:

Change on the production volume per mu per kg	Increased by 5% HK$'000	Decreased by 5% HK$'000
Increase (decrease) in fair value	121	(121)

Change on the selling price per kg	Increased by 5% HK$'000	Decreased by 5% HK$'000
Increase (decrease) in fair value	121	(121)

Change on the discount rate	Increased by 1% HK$'000	Decreased by 1% HK$'000
(Decrease) increase in fair value	(3)	3

For the year ended 31 March 2024:

Change on the production volume per mu per kg	Increased by 5% HK$'000	Decreased by 5% HK$'000
Increase (decrease) in fair value	103	(103)

Change on the selling price per kg	Increased by 5% HK$'000	Decreased by 5% HK$'000
Increase (decrease) in fair value	103	(103)

Change on the discount rate	Increased by 1% HK$'000	Decreased by 1% HK$'000
(Decrease) increase in fair value	(3)	3

21. BIOLOGICAL ASSETS (Continued)

(d) Financial risk management strategies

The Group is exposed to a number of risks related to its plantation:

1. Regulatory risks

The Group is subject to laws and regulations in the jurisdiction in which it operates. The Group has established policies and procedures aimed at compliance with local laws. Management performs regular reviews to identify law and regulation risks and to ensure that the systems in place are adequate to manage those risks.

2. Climate and other risks

The Group's corn and winter wheat plantations are exposed to the risk of damage from climatic changes, diseases, heavy rain and other natural forces. The Group has extensive processes in place aimed to minimise those risks, including regular health inspections of the corn and winter wheat, industry pest and disease surveys.

Besides, the Group also has biological insurance coverage for all growing corn and wheat for the natural disasters, pests and accidents. In the opinion of management, the above policies are effective and sufficient against the financial risk arising from planation. There is no restriction on the title of growing wheat owned by the Group and there is no commitment for acquisition of biological assets at the end of reporting period. The management is regularly reviewing the portfolio of biological assets to maximise the return.

22. TRADE AND OTHER RECEIVABLES

	2025 **HK$'000**	2024 HK$'000
Trade receivables		
– contracts with customers	**34,584**	28,313
– operating lease receivables	**372**	226
Less: Allowance for credit losses	**(16,069)**	(14,644)
	18,887	13,895
Other receivables, prepayments and deposits (Note a)	**28,998**	69,928
Less: Allowance for credit losses	**(623)**	(659)
Total other receivables, net	**28,375**	69,269
Prepayments and deposits paid classified as non-current asset (Note b)	**(406)**	(17,590)
Other receivables, net	**27,969**	51,679
Trade and other receivables, net	**46,856**	65,574

As at 1 April 2023, trade receivables from contracts with customers amounted to approximately HK$44,696,000 (net of allowance of credit loss of approximately HK$19,728,000).

22. TRADE AND OTHER RECEIVABLES (Continued)

The Group generally allows a credit period from 0 to 90 days (2024: 0 to 120 days) to its customers. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by management of each business division.

The following is an aged analysis of trade receivables, presented based on the invoice date:

	2025 **HK$'000**	2024 HK$'000
0 – 30 days	**1,425**	4,036
31 – 60 days	**9,151**	712
61 – 90 days	**1,230**	119
91 – 180 days	**1,516**	440
Over 180 days	**21,634**	23,232
	34,956	28,539

As at 31 March 2025, included in the Group's trade receivables balance are debtors with aggregate gross carrying amount of approximately HK$33,531,000 (2024: approximately HK$24,466,000) which are past due as at the reporting date. Out of the past due balances, approximately HK$21,634,000 (2024: approximately HK$20,327,000) has been past due 180 days or more. The Directors considers credit risks have increased significantly and those balances past due more than 180 days are considered as credit-impaired based on the Group's credit risk control practices and the historical recovery rate of financial assets over 180 days.

Details of impairment assessment of trade and other receivables are set out in Note 38(b).

Notes:

(a) As at 31 March 2025, included in other receivables, prepayments and deposits were: (i) prepaid rent of approximately HK$3,343,000 (2024: HK$3,141,000) to village committee; (ii) value-added tax recoverable of approximately HK$15,522,000 (2024: HK$3,176,000) and (iii) a collateral of approximately HK$3,456,000 (2024: approximately HK$9,216,000) paid to insurance companies for the issuance of surety bonds. Details of the surety bonds are set out in Note 33.

(b) As at 31 March 2025, included in the Group's other receivables, amount of approximately HK$406,000 (2024: HK$17,590,000) represent prepayments and deposits paid for acquisition of property, plant and equipment.

23. CONTRACT ASSETS

	2025 HK$'000	2024 HK$'000
Contract assets arise from construction contracts		
– Retention receivables of construction contracts (Note (a))	**24,753**	26,275
– Unbilled revenue of construction contracts (Note (b))	**40,992**	44,755
Less: Allowance for credit losses	**(19,271)**	(16,599)
	46,474	54,431

As at 1 April 2023, contract assets amounted to approximately HK$27,186,000 (net of allowance for credit losses of approximately HK$16,773,000).

Notes:

(a) Retention receivables included in contract assets represent the Group's right to receive consideration for work performed and conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the expiry date of the period for the provision of assurance by the Group on the service quality of the construction work performed by the Group.

(b) Unbilled revenue included in contract assets represents the Group's right to receive consideration for work completed but not yet billed because the rights are conditional upon the satisfaction by the customers on the construction work completed by the Group. The contract assets are transferred to trade receivables when the rights become unconditional, which is typically at the time when the Group obtains the payment certificates of the completed construction work from independent surveyors or when the Group entitled to issue invoices for the completed work to the customers.

The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle. At 31 March 2025, the retention receivables included in contract assets that are expected to be recovered after more than 12 months which is within the normal operating cycle are approximately HK$24,753,000 (2024: HK$26,275,000).

Details of impairment assessment of contract assets are set out in Note 38(b).

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS ("FVTPL")

	2025 HK$'000	2024 HK$'000
Financial assets mandatorily measured at FVTPL		
– Equity securities listed in the Stock Exchange	**14**	10

The fair values of the equity securities were determined based on the quoted market prices in an active market.

25. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include demand deposits and short-term deposits for the purpose of meeting the Group's short-term cash commitments, which carry interest at market rates range from 0.00% to 0.375% (2024: 0.0000% to 0.9250%).

Including in the bank balances, bank deposit of HK$6,000,000 (2024: HK$6,000,000) with maturity less than 3 months were pledged to bank to secure banking facilities granted to the Group as disclosed in Note 28.

Included in bank balances and cash are the following amounts which are subject to foreign exchange control regulations and not freely transferable:

	2025	2024
	HK$'000	HK$'000
Amounts denominated in:		
RMB	**16,328**	4,019

However, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through authorised banks to conduct foreign exchange business.

Details of impairment assessment of bank balances are set out in Note 38(b).

26. TRADE AND OTHER PAYABLES AND CONTRACT LIABILITIES

(a) Trade and other payables

	2025 HK$'000	2024 HK$'000
Trade payables	**15,867**	14,970
Other payables and accruals (Note i)	**48,411**	24,336
Amounts due to directors (Note ii)	**10,149**	8,952
	74,427	48,258
Other payables classified as non-current liabilities (Note iii)	**(7,991)**	(28)
	66,436	48,230

The credit period on trade payables are generally 0 to 90 days (2024: 0 to 90 days).

The following is an aged analysis of trade payables presented based on the invoice date:

	2025 HK$'000	2024 HK$'000
0 – 30 days	**850**	706
31 – 60 days	**104**	203
61 – 90 days	**247**	–
91 – 180 days	**955**	–
Over 180 days	**13,711**	14,061
	15,867	14,970

Notes:

(i) On 5 March 2021, Bondway Development Limited, a customer of the Group, commenced civil proceedings in the High Court of the Hong Kong Special Administrative Region (the "**High Court**") against Ample Construction, an indirect wholly-owned subsidiary of the Company, as the 2nd defendant, for a water seepage damage for the fitting-out project in a sum of not less than HK$267,000. On 10 March 2021, the Group received a writ of summon from the High Court in relations to the legal proceeding. Ample Construction has filed a defence on 30 June 2021 into court. During the year ended 31 March 2025, Ample Construction received the court judgement and had paid HK$1,150,000 to Bondway Development Limited, the case has been settled.

(ii) As at 31 March 2025, the amounts due to Directors represent the accrued salary to Directors. The balances are non-trade nature, unsecured, interest-free and repayable on demand.

(iii) As at 31 March 2025, the amounts include interest payable of HK$7,969,000 (2024: HK$15,000) in relation to other borrowings disclosed in Note 28(b), (c) and (d) which is payable at their respective maturity date disclosed in Note 28.

26. TRADE AND OTHER PAYABLES AND CONTRACT LIABILITIES (Continued)

(b) Contract liabilities

	2025 HK$'000	2024 HK$'000
Contract liabilities		
– related to petroleum business	**–**	7,753
– related to farming business	**–**	606
	–	8,359

As at 1 April 2023, no contract liabilities were noted.

Contract liabilities, that are not expected to be settled within the Group's normal operating cycle, are classified as current and non-current liabilities based on the Group's earliest obligation to transfer goods or services to the customers.

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

	Petroleum business HK$'000	**Farming business** HK$'000	**Total** HK$'000
For the year ended 31 March 2025			
Revenue recognised that was included in the contract liability	7,753	606	8,359
For the year ended 31 March 2024			
Revenue recognised that was included in the contract liability	–	–	–

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

Petroleum business

The Group receives a portion of the contract amount of the sales of petroleum in advance and the contract will be settled in the amount calculated with actual sales volume according to the contract terms in certain contracts entered during the years ended 31 March 2025 and 2024, this will give rise to contract liabilities at the start of a contract.

Farming business

In general, the Group receives a 10% deposit in advance for the sales of grain oil (business started during the year ended 31 March 2024), this will give rise to contract liabilities at the start of a contract.

27. LEASE LIABILITIES

	2025 HK$'000	2024 HK$'000
Lease liabilities payable:		
Within one year	2,282	7,605
Within a period of more than one year but not exceeding two years	1,897	444
Within a period of more than two years but not exceeding five years	3,159	1,231
Over five years	3,395	4,946
	10,733	14,226
Less: Amount due for settlement with 12 months shown under current liabilities	(2,282)	(7,605)
Amount due for settlement after 12 months shown under non-current liabilities	8,451	6,621

The incremental borrowing rates applied to lease liabilities range from 5.51% to 9.64% (2024: 4.25% to 5.12%).

28. BORROWINGS

	2025 HK$'000	2024 HK$'000
Bank loans, secured	68,674	–
Other borrowings, unsecured	108,175	61,078
Total borrowings	176,849	61,078
The carrying amount of borrowing are repayable:		
– Within one year	–	60,078
– Within a period of more than one year but not exceeding two years	33,992	–
– Within a period of more than two years but not exceeding five years	74,183	1,000
	108,175	61,078
The carrying amounts of borrowings that contain a repayment on demand clause (shown under current liabilities) but repayable, with a period of more than five years	68,674	–
	176,849	61,078
Less: Amounts shown under current liabilities	(68,674)	(60,078)
Amounts shown under non-current liabilities	108,175	1,000

28. BORROWINGS (CONTINUED)

Borrowings comprise:	Maturity date	2025 HK$'000	2024 HK$'000
Floating-rate borrowings (Note a):			
China Loan Prime Rate+0.65% revolving loan	24 July 2031	28,280	–
China Loan Prime Rate+0.55% revolving loan	20 May 2031	40,394	–
Fixed-rate borrowings:			
5% unsecured other borrowing with principal amount of HK$1,000,000 (Note b)	11 December 2028	1,000	1,000
5% unsecured other borrowing with principal amount of HK$1,000,000 (Note b)	2 May 2029	1,000	–
5% unsecured other borrowing with principal amount of HK$2,000,000 (Note b)	21 July 2029	2,000	–
5% unsecured other borrowing with principal amount of HK500,000 (Note b)	29 October 2029	500	–
5% unsecured other borrowing with principal amount of HK$1,000,000 (Note b)	28 November 2029	1,000	–
5% unsecured other borrowing with principal amount of HK$500,000 (Note b)	5 January 2030	500	–
5% unsecured other borrowing with principal amount of HK$500,000 (Note b)	22 January 2030	500	–
5% unsecured other borrowing with principal amount of HK$500,000 (Note b)	25 February 2030	500	–
5% unsecured other borrowing with principal amount of HK$700,000 (Note b)	4 March 2030	700	–
Unsecured other borrowing (Note c)	30 June 2027 (2024: 14 January 2025)	66,483	25,886
6% unsecured other borrowing with principal amount of RMB8,700,000 (Note d)	11 April 2024	–	9,383
6% unsecured other borrowing with principal amount of RMB3,000,000 (Note d)	21 August 2024	–	3,236
6% unsecured other borrowing with principal amount of RMB1,000,000 (Note d)	26 September 2024	–	1,079
6% unsecured other borrowing with principal amount of RMB2,500,000 (Note d)	9 October 2024	–	2,697
6% unsecured other borrowing with principal amount of RMB18,000,000 (Note d)	5 April 2024	–	17,797
4% unsecured other borrowing with principal amount of RMB15,200,000 (Note d)	30 September 2026	16,299	–
4% unsecured other borrowing with principal amount of RMB16,500,000 (Note d)	30 September 2026	17,693	–
		176,849	61,078

28. BORROWINGS (CONTINUED)

Notes:

(a) (i) At 31 March 2025, all bank loans contained a repayment on demand clause with variable interest rate and were included in current liabilities.

(ii) As at 31 March 2025, the bank loans were interest bearing at China Loan Prime Rate plus 0.55%-0.65% per annum (2024: Nil).

(iii) At 31 March 2025, the banking facilities of the Group granted by a bank in Hong Kong was secured by the corporate guarantees given by the Company and a subsidiary, deposits amounting to HK$6,000,000 as disclosed in Note 25 and investments in life insurance contracts as disclosed in Note 19. At 31 March 2025, the banking facilities of the Group granted by a bank in PRC was secured by the corporate guarantees given by the Company and two of subsidiaries, the personal guarantees by Mr. Liu Zhancheng and Ms. Qin Hui, the wife of Mr. Liu Zhancheng and Group's two leasehold lands with the carrying amount of approximately HK$23,470,000 (Note 17). As at 31 March 2025, the facilities amounting to approximately HK$54,556,000 (2024: HK$16,000,000) were unutilised.

(b) The unsecured other borrowing was obtained from the director of the Company, Mr. Liu Zhancheng.

(c) On 15 January 2024, the Group obtained a loan facility of RMB70,000,000 with an annual interest rate of 6% ("**Loan Facility**") from Shandong Fujincheng Investment Co., Ltd*（山東富金成投資有限公司）("**Shandong Fujincheng**"), Mr. Liu Zhancheng is the common director of the Company and Shandong Fujincheng.

During the year ended 31 March 2024, the Group has drawn down a loan with principal amount of RMB44,000,000 from Shandong Fujincheng and has repaid RMB20,000,000. As at 31 March 2024, the outstanding loan amount of RMB24,000,000 (equivalent to approximately HK$25,866,000) was interest-bearing at 6% per annum with a maturity date of 14 January 2025.

During the year ended 31 March 2025, the Group has further drawn down a loan with principal of RMB43,500,000 under the Loan Facility and has repaid RMB5,500,000. On 14 March 2025, the Group has signed a supplementary agreement of the Loan Facility with Shandong Fujincheng to (i) lower the annual interest rate from 6% to 4%, (ii) extend the maturity date from 14 January 2025 to 30 June 2027; and (iii) increase the loan facility amount from RMB70,000,000 to RMB100,000,000. As at 31 March 2025, the outstanding loan with an aggregate amount of RMB62,000,000 (equivalent to approximately HK$66,483,000) was interest-bearing at 4% per annum with a maturity date of 30 June 2027.

(d) The unsecured other borrowings were obtained from the non-controlling shareholder of a subsidiary.

* For identification purpose only

29. DEFERRED TAX ASSETS

The following are the major deferred tax assets recognised and the movements thereon during the current and prior year:

	ECL provision HK$'000	Accelerated tax depreciation HK$'000	Unused tax losses HK$'000	Total HK$'000
At 1 April 2023	234	26	4,645	4,905
(Charged) credited to profit or loss (Note 10)	(47)	(1)	(223)	(271)
At 31 March 2024	187	25	4,422	4,634
Charged to profit or loss (Note 10)	(187)	(25)	(4,422)	(4,634)
At 31 March 2025	**–**	**–**	**–**	**–**

As 31 March 2025, the Group has unused tax losses of approximately HK$64,492,000 available for offset against future profits. No deferred tax asset has been recognised in respect of such losses during the year due the unpredictability of future profits streams.

As 31 March 2024, the Group has unused tax losses of approximately HK$35,700,000 available for offset against future profits. A deferred tax asset has been recognised in respect of the tax losses of approximately HK$26,800,000 during the year and the remaining tax losses of approximately HK$8,900,000 has not been recognised due the unpredictability of future profits streams.

30. SHARE CAPITAL

Details of the Company's authorised and issued ordinary share capital are as follows:

	Number of ordinary shares '000	HK$'000
Ordinary shares of HK$0.01 each		
Authorised:		
At 1 April 2023, 31 March 2024 and **31 March 2025**	2,000,000	20,000
Issued and fully paid:		
At 1 April 2023, 31 March 2024 and **31 March 2025**	1,494,000	14,940

31. SHARE OPTION SCHEME

The Company has adopted a share option scheme ("**Scheme**") pursuant to a resolution passed on 23 December 2016. The purpose of the Scheme is to attract and retain the best available personnel, to provide additional incentive to 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.

Under the Scheme, the board of directors may, at their absolute discretion and subject to the terms of the Scheme, grant options to any employees (full-time or part-time), directors, consultants, advisors or any substantial shareholders of the Group, or any distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group, to subscribe for shares of the Company.

Under the Scheme, the maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the shares in issue upon the date of which the shares are listed and permitted to be dealt in the Stock Exchange. The 10% limit may be refreshed at any time by approval of the Company's shareholders provided that the total number of Company's shares which may be issued upon exercise of all options to be granted under the Scheme and any other share options schemes of the Company must not exceed 10% of the Company's shares in issue as at the date of approval of the refreshed limit. Subject to the approval of the Company's shareholders, the aggregate number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes of the Company must not exceed 30% of the Company's shares in issue from time to time. No options may be granted under the Scheme or any other share options schemes of the Company if this will result in the limit being exceeded. As at the date of this annual report, the total number of shares available for issue under the Scheme was 112,000,000 shares, representing approximately 7.5% of the issued shares of the Company as at the date of this annual report.

The total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) under the Scheme or any other share option schemes of the Company in any 12-month period up to date of grant shall not exceed 1% of the shares of the Company in issue. Where any further grant of options to a participant under the Scheme would result in the shares issued and to be issued upon exercise of all options granted and to be granted to such participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the shares in issue, such further grant must be separately approved by shareholders of the Company in general meeting with such participant and his/her close associates abstaining from voting.

31. SHARE OPTION SCHEME (CONTINUED)

Share options granted to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the grantee). Where any share options granted to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates would result in the total number of shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) under the Scheme and any other share option schemes of the Company to such person in any 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the shares of the Company in issue and having an aggregate value in excess of HK$5 million must be approved by the Company's shareholders at the general meeting of the Company, with voting to be taken by way of poll.

The offer of a grant of share options might be accepted in writing within 7 days from the date of the offer. An option may be exercised in accordance with the terms of the Scheme at any time during a period as the directors may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof. A nominal consideration of HK$1 is payable on acceptance of the grant of an option with a remittance in favour of the Company within such time as may be specified in the offer (which shall not be later than 7 days from the date of the offer).

The subscription price shall be a price solely determined by the board of directors of the Company and notified to a participant and shall be at least the highest of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the offer date; (ii) the average closing prices of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date; and (iii) the nominal value of the Company's share on the offer date.

The Scheme shall be valid and effective for a period of ten years commencing on 23 December 2016 and expiring on the business day immediately preceding the 10th anniversary thereof, subject to early termination provisions contained in the Scheme.

There was no share option granted to eligible participants during the year ended 31 March 2025 (2024: Nil). There was no outstanding share option at 31 March 2025 (2024: Nil).

32. RETIREMENT BENEFIT PLANS

Defined contribution plans

Hong Kong

The Group operates a MPF Scheme for all qualifying employees in Hong Kong. Under the Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000. The assets of the Schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the Scheme, which contribution is matched by employees.

Regarding the MPF Scheme, there is no forfeited contributions (by employers on behalf of employees who leave the MPF Scheme prior to vesting fully in such contributions) used by the employer to reduce the existing level of contributions for the years ended 31 March 2025 and 31 March 2024.

The PRC

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 in the PRC are required to contribute a certain percentage of the payroll cost to the state-managed retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes is to make the required contributions under the said scheme.

The total expense recognised in profit or loss of approximately HK$1,793,000 (2024: approximately HK$1,154,000) and the total expense capitalised in biological assets of approximately of HK$38,000 (2024: HK$41,000) represent contributions paid or payable to the above schemes by the Group at rates specified in the rules of the schemes for the year ended 31 March 2025. As at 31 March 2025, no contribution (2024: HK$3,000) that was due in respect of the year ended 31 March 2025 had not been paid over to the MPF Schemes.

Obligation to pay LSP under Hong Kong Employment Ordinance (Chapter 57)

For the Group's subsidiaries operating in Hong Kong, pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay LSP to qualifying employees in Hong Kong under certain circumstances (e.g. dismissal by employers or upon retirement), subject to a minimum of 5 years employment period, based on the following formula:

Last monthly wages (before termination of employment) × 2/3 × Years of service

Last monthly wages are capped at HK$22,500 while the amount of long service payment shall not exceed HK$390,000. This obligation is accounted for as a post-employment defined benefit plan.

Furthermore, the Mandatory Provident Fund Schemes Ordinance passed in 1995 permits the Group to utilise the Group's mandatory MPF contributions, plus/minus any positive/negative returns thereof, for the purpose of offsetting LSP payable to an employee (the "**Offsetting Arrangement**").

32. RETIREMENT BENEFIT PLANS (CONTINUED)

Defined contribution plans (Continued)

Obligation to pay LSP under Hong Kong Employment Ordinance (Chapter 57) (Continued)

The Amendment Ordinance was gazetted on 17 June 2022, which abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset the LSP. The Abolition will officially take effect on the Transition Date (i.e., 1 May 2025). Separately, the Government of the HKSAR is also expected to introduce a subsidy scheme to assist employers for a period of 25 years after the Transition Date on the LSP payable by employers up to a certain amount per employee per year.

Under the Amendment Ordinance, the Group's mandatory MPF contributions, plus/minus any positive/negative returns, after the Transition Date can continue to be applied to offset the pre-Transition Date LSP obligation but are not eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligation before the Transition Date will be grandfathered and calculated based on the last monthly wages immediately preceding the Transition Date and the years of service up to that date. The Amendment Ordinance has impact on the Group's LSP liability with respect to employees that participate in MPF Scheme and the Group has accounted for the offsetting mechanism and its abolition as disclosed in Note 2 and Note 3.2.

LSP obligation

Movements in the present value of unfunded LSP obligation in the current year were as follows:

	2025 **HK$'000**	2024 HK$'000
Opening unfunded obligation at 1 April	**87**	–
Past service cost for prior years	**–**	73
Current service cost for the year	**20**	11
Interest cost	**4**	3
Remeasurement recognised in other comprehensive income:		
Actuarial gains and losses arising from changes in financial and demographic assumptions	**19**	–
Closing unfunded obligation at 31 March (Note)	**130**	87
Less: Closing unfunded obligation shown under current liabilities*	**(108)**	(74)
Closing unfunded obligation shown under non-current liabilities	**22**	13

Note: The weighted average duration of the LSP obligation at 31 March 2025 is 10.68 years (2024: 11.67 years).

* The balances represent the closing unfunded obligation for employees completed an employment period of 5 years or more as at 31 March 2024.

The current service cost of approximately HK$20,000 (2024: HK$11,000) for the year and no past service cost for prior years (2024: HK$73,000) have been included in administrative expenses. The interest expense of approximately HK$4,000 (2024: HK$3,000) for the year has been included in finance cost.

32. RETIREMENT BENEFIT PLANS (CONTINUED)

LSP obligation (continued)

Significant actuarial assumptions for the determination of the LSP obligation are discount rate of 3.47% (2024: 4.17%) and expected salary increase of 1.75% (2024: 2.09%). The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

- If the discount rate is 100 basis points higher (lower), the LSP obligation would decrease by approximately HK$11,000 (increase by approximately HK$13,000) (2024: decrease by approximately HK$8,000 (increase by approximately HK$9,000)).

- If the expected salary increases (decreases) by 1%, the LSP obligation would increase by approximately HK$1,000 (decrease by approximately HK$1,000) (2024: increase by approximately HK$1,000 (decrease by approximately HK$1,000)).

The sensitivity analysis presented above may not be representative of the actual change in the LSP obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

33. SURETY BONDS AND CONTINGENT LIABILITIES

Certain customers of construction contracts undertaken by the Group require Ample Construction to issue guarantees for the performance of contract works in the form of surety bonds of approximately HK$11,485,000 (2024: approximately HK$26,362,000) at 31 March 2025. The Company and Ample Construction have unconditionally and irrevocably agreed to indemnify to the insurance companies that issue such surety bonds for claims and losses the insurance companies may incur in respect of the bonds. The surety bonds will be released when the contracts are completed or substantially completed pursuant to the relevant contract.

At 31 March 2025, included in other receivables was a cash collateral of approximately HK$3,456,000 (2024: approximately HK$9,216,000) paid to insurance companies for the issuance of surety bonds (Note 22).

34. RELATED PARTY TRANSACTIONS

(a) Compensation of key management personnel

Key management includes executive directors and senior management of the Company. The remuneration of key management during the years ended 31 March 2025 and 2024 are as follows:

	2025 **HK$'000**	2024 HK$'000
Fees, salaries and other benefits in kind	**6,799**	6,985
Contributions to retirement benefit scheme	**50**	59
	6,849	7,044

(b) During the years ended 31 March 2025 and 31 March 2024, the Company entered into the following transaction with related parties:

In addition to the transactions and balances disclosed elsewhere in these consolidated financial statements, the Group entered into the following material transactions.

Company	**Transactions**	**2025** **HK$'000**	2024 HK$'000
Shandong Fujincheng (Note 1)	Loan interest during the year	**3,316**	589
	Other borrowing at the end of the year (Note 28)	**66,483**	25,886
Liu Zhancheng	Loan interest during the year	**207**	15
	Other borrowing at the end of the year (Note 28)	**7,700**	1,000

Notes:

1. Mr. Liu Zhancheng is the shareholder of Shandong Fujincheng and the common director of Shandong Fujincheng and the Company.

35. 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.

	Lease liabilities HK$'000	Borrowings HK$'000	Finance costs payable (included in other payables) HK$'000	Total HK$'000
As at 1 April 2023	1,689	14,865	–	16,554
Non-cash changes:				
Finance cost (excluded interest on LSP)	181	–	1,159	1,340
Borrowing costs capitalised in the costs of qualifying assets	–	–	1,417	1,417
New lease entered	13,574	–	–	13,574
Addition of borrowings upon acquisition of a subsidiary	–	17,962	–	17,962
Exchange adjustments	6	(165)	–	(159)
	13,761	17,797	2,576	34,134
Changes from cash flow:				
Proceeds from borrowings	–	88,188	–	88,188
Repayment of borrowings	–	(59,772)	–	(59,772)
Repayment of leases liabilities	(1,224)	–	–	(1,224)
Interest paid	–	–	(2,576)	(2,576)
	(1,224)	28,416	(2,576)	24,616
At 31 March 2024	14,226	61,078	–	75,304
Non-cash changes:				
Finance cost (excluded interest on LSP)	**547**	**–**	**5,866**	**6,413**
Borrowing costs capitalised in the costs of qualifying assets	**–**	**–**	**1,868**	**1,868**
New lease entered	**6,775**	**–**	**–**	**6,775**
Reassessment due to lease modification	**(1,619)**	**–**	**–**	**(1,619)**
Exchange adjustments	**(91)**	**(350)**	**–**	**(441)**
	5,612	**(350)**	**7,734**	**12,996**
Changes from cash flow:				
New borrowings raised	**–**	**143,722**	**–**	**143,722**
Repayment of borrowings	**–**	**(27,601)**	**–**	**(27,601)**
Repayment of leases liabilities	**(9,105)**	**–**	**–**	**(9,105)**
Interest paid	**–**	**–**	**(1,532)**	**(1,532)**
	(9,105)	**116,121**	**(1,532)**	**105,484**
At 31 March 2025	**10,733**	**176,849**	**6,202**	**193,784**

36. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

36.1 General information of subsidiaries

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

Name of subsidiary	Place of incorporation/ operations	Issued and fully paid up share capital	Proportion of ownership interest and voting power held by the Company Directly 2025	Directly 2024	Indirectly 2025	Indirectly 2024	Principal activities
Thrive Tide Limited	British Virgin Islands	US$200	100%	100%	–	–	Investment holding
Ample Construction	Hong Kong	HK$5,000,000	–	–	100%	100%	Provision of construction and engineering related services
Ample Design Company Limited	Hong Kong	HK$10,000	–	–	100%	100%	Provision of interior design services
Ample Investment Company Limited	Hong Kong	HK$10,000	–	–	100%	100%	Inactive
Vitality Development Limited	British Virgin Islands	US$100	100%	100%	–	–	Investment holding
Vitality Investment Group Limited	Hong Kong	HK$100	–	–	100%	100%	Investment holding
Vitality Construction Development Limited	Hong Kong	HK$100	–	–	100%	100%	Inactive
Colorful Development Group Limited	British Virgin Islands	US$100	100%	100%	–	–	Investment holding
Colorful Investment Group Limited	Hong Kong	HK$100	–	–	100%	100%	Inactive
Colorful Trading Group Limited	Hong Kong	HK$100	–	–	100%	100%	Inactive
Standard Development (Shangdong) Limited*# (“**Standard Development (Shangdong)**”)	PRC	Registered capital of US$20,000,000 (Note c)	–	–	100%	100%	Provision of construction and engineering related services and trading of petroleum
Standard Bio (Juye) Co., Ltd+#	PRC	Registered capital of RMB36,000,000 (Note e)	–	–	100%	100%	Collection of poultry manure for production of biogas
Standard Bio (Juancheng) Co., Ltd+# (Note d)	PRC	Registered capital of RMB40,000,000	–	–	75%	75%	Collection of poultry manure for production of biogas
山東標發供應鏈管理有限公司*	PRC	Registered capital of RMB10,000,000	–	–	100%	100%	Sales of grain oil
標發生態(沂南)有限公司+*	PRC	Registered capital of RMB6,000,000	–	–	100%	100%	Inactive
標發農業服務(巨野)有限公司+ (Note a)	PRC	Registered capital of RMB4,000,000	–	–	100%	100%	Crop cultivation and land lease
標發農業服務(沂南)有限公司+ (Note a)	PRC	Registered capital of RMB3,000,000 (Note c)	–	–	100%	100%	Inactive
標發農業服務(鄄城)有限公司+ (Note a)	PRC	Registered capital of RMB3,000,000	–	–	100%	100%	Crop cultivation and land lease
標發生態科技(山東)有限公司+ (Note b)	PRC	Registered capital of RMB3,000,000 (Note c)	–	–	100%	–	Inactive
標發生態科技(濟寧)有限公司+ (Note b)	PRC	Registered capital of RMB1,000,000 (Note c)	–	–	100%	–	Inactive

36. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (CONTINUED)

36.1 General information of subsidiaries (continued)

* A wholly foreign owned enterprise established in the PRC
\+ A PRC domestic company
\# English name for identification purpose only

Notes:

(a) Newly set up during the year ended 31 March 2024.

(b) Newly set up during the year ended 31 March 2025.

(c) The registered capital has not been fully paid up at 31 March 2025.

(d) (i) The Group has 40% shareholding of and obtained significant influence on Standard Bio (Juancheng) on 23 October 2023 through capital injection and Standard Bio (Juancheng) became an associate of the Group.

(ii) On 24 January 2024, the Group further obtained 26.7% shareholding of Standard Bio (Juancheng) under a step acquisition (see details in Note 43) due to withdrawal of one of the non-controlling shareholders of Standard Bio (Juancheng), which has yet injected any capital into Standard Bio (Juancheng), leading to proportional increment of the shareholding of the remaining shareholders of Standard Bio (Juancheng) and Standard Bio (Juancheng) became a 66.7% owned subsidiary of the Group.

(iii) On 31 March 2024, the Group additionally obtained 8.3% shareholding of Standard Bio (Juancheng) by having fully paid an additional capital of RMB10,000,000 into Standard Bio (Juancheng) and Standard Bio (Juancheng) became a 75% owned subsidiary of the Group.

(e) During the year ended 31 March 2024, due to withdrawal of the non-controlling shareholder of these subsidiaries, which has yet injected any capital into these subsidiaries, the shareholding of the Group in these subsidiaries increased from 60% to 100%. The management assessed that there is no respective movement of capital reserve needed to recognise for the change in shareholding without change in control, as the amount is immaterial.

(f) None of the subsidiaries had issued any debt securities at the end of the year.

36.2 Details of non-wholly owned subsidiaries that have material non-controlling interests

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interest and voting rights held by non-controlling interests 2025	2024	Loss allocated to non-controlling interests 2025 HKD'000	2024 HKD'000	Accumulated non-controlling interests 2025 HKD'000	2024 HKD'000
Standard Bio (Juancheng)	PRC	25%	25%	(909)	(193)	8,615	9,575

Note: Standard Bio (Juancheng) became a subsidiary of the Group on 24 January 2024 under a step acquisition, details of which have been disclosed in Note 43.

36. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (CONTINUED)

36.2 Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

Summarised financial information in respect of the Group's subsidiary that have material non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group eliminations:

Standard Bio (Juancheng)

	2025 **HKD'000**	2024 HKD'000
Current assets	**22,924**	2,406
Non-current assets	**129,013**	82,375
Current liabilities	**(82,374)**	(41,088)
Non-current liabilities	**(35,102)**	(5,393)
Equity attributable to owners of the Company	**25,846**	28,725
Non-controlling interest of Standard Bio (Juancheng)	**8,615**	9,575

	2025 **HKD'000**	2024 HKD'000
Revenue	**6,150**	–
Direct costs	**(4,988)**	–
Other income	**4**	–
Impairment losses recognised under expected loss model, net	**(3)**	–
Other operating expenses	**(3,672)**	(579)
Finance cost	**(1,126)**	–
Loss for the year	**(3,635)**	(579)
Loss for the year attributable to owners of the Company	**(2,726)**	(386)
Loss for the year attributable to the non-controlling interests of Standard Bio (Juancheng)	**(909)**	(193)
Other comprehensive expense attributable to owners of the Company	**(154)**	(174)
Other comprehensive expense attributable to the non-controlling interests of Standard Bio (Juancheng)	**(51)**	(87)
Other comprehensive expense for the year	**(205)**	(261)
Total comprehensive expense attributable to owners of the Company	**(2,880)**	(560)
Total comprehensive expense attributable to the non-controlling interests of Standard Bio (Juancheng)	**(960)**	(280)
Total comprehensive expense for the year	**(3,840)**	(840)
Dividend paid to non-controlling interests of Standard Bio (Juancheng)	**–**	–
Net cash inflow from operating activities	**24,667**	18,333
Net cash outflow from investing activities	**(49,784)**	(78,900)
Net cash inflow from financing activities	**32,716**	61,241
Net cash inflow	**7,599**	674

37. 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 shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes borrowings and lease liabilities, net of bank balances and cash and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the risks associated with the capital. Based on the recommendation of the Directors, the Group with balance its overall capital structure through the payment of dividends, new shares issues and share buy-back as well as the issue of new debts or the redemption of existing debts.

38. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2025 **HK$'000**	2024 HK$'000
Financial assets		
Amortised cost	**66,613**	51,567
Mandatorily measured at FVTPL		
– Held for trading	**14**	10
	66,627	51,577
Financial liabilities		
Amortised cost	**261,470**	122,800

38. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, financial assets at FVTPL, bank balances and cash, trade and other payables, borrowings and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risks (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Market risk

(i) Currency risk

Several subsidiaries of the Company have foreign currency bank balances which expose the Group to foreign currency risk. In addition, the Company has intra-group balances with several subsidiaries denominated in foreign currency which also expose the Group to foreign currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets at the end of the reporting period are as follows:

	Assets	
	2025	2024
	HK$'000	HK$'000
RMB	**2**	2
USD	**44**	44

The Group currently does not have a foreign exchange hedging policy. However, the Directors monitor foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

In virtue of the exposure on currency risk being minimal, the respective quantitative disclosures have not been prepared.

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate lease liabilities, as set out in Note 27. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances and bank borrowings as detailed in Notes 25 and 28 respectively.

The Group currently does not have any interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

38. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

(ii) Interest rate risk (continued)

A fundamental reform of major interest rate benchmark is being undertaken globally, including the replacement of some interbank offered rates ("**IBORs**") with alternative nearly risk-free rates. As disclosed in Note 28, the Group's HIBOR bank loans will or may be subject to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators. In view that there is no plan to discontinue HIBOR. the Directors considered the risks arising from the interest rate benchmark reform is minimal.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of reporting period were outstanding for the whole period. A 50 basis points (2024: 50 basis points) increase or decrease in bank and other borrowings are used which represents management's assessment of the reasonably possible change in interest rates. Bank balances are excluded from sensitivity analysis as the Directors consider that the exposure of cash flow interest risk arising from variable-rate bank balances is insignificant.

If interest rates on bank and other borrowings has been 50 basis points (2024: 50 basis points) higher/lower and all of other variables were held constant, the Group's post-tax loss (2024: post-tax loss) for the year ended 31 March 2025 would increase/decrease (2024: increase/decrease) by approximately HK$258,000 (2024: Nil).

(iii) Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities measured at FVTPL. The management of the Group manages this exposure by closely monitoring the price movements and the changes in market conditions that may affect the value of these investments.

The Group currently does not have a policy on hedges of equity price risk. However, the management monitors equity price exposure and will consider hedging significant equity price exposure should the need arise.

In virtue of the exposure on equity price risk being minimal, the respective quantitative disclosures have not been prepared.

38. 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 exposure are primarily attributable to trade and other receivables, contract assets and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets and contract assets.

The Group performed impairment assessment for financial assets and contract assets under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the management has delegated staff responsible for credit approvals and ongoing monitoring procedures to ensure follow-up action is taken to recover overdue debts. The management also performs periodic evaluations and customer visits to ensure the Group's exposure to bad debts is not significant and adequate impairment losses are made for irrecoverable amount. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk as 23.6% and 65.2% (2024: 21.3% and 63.8%) of the total trade receivables was due from the top customers and five largest customers respectively.

Other receivables

The Directors make periodic individual assessment on the recoverability of other receivable based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The Directors believe that there is no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. Reversal of impairment loss of approximately HK$35,000 (2024: impairment loss of approximately HK$96,000) was recognised during the year. Details of the quantitative disclosures are set out below in this note.

38. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Bank balances

Credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit-rating agencies. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. The 12m ECL on bank balances is considered to be insignificant and therefore no loss allowance was recognised.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables/ contract assets	Other financial assets
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12m ECL
Watch list	Debtor frequently repays after due dates but usually settle in full	Lifetime ECL – not credit-impaired	12m ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written-off	Amount is written-off

The tables below detail the credit risk exposures of the Group's financial assets and contract assets, which are subject to ECL assessment:

38. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Bank balances (continued)

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	2025 Gross carrying amounts HK$'000	2025 Gross carrying amounts HK$'000	2024 Gross carrying amounts HK$'000	2024 Gross carrying amounts HK$'000
Financial assets at amortised cost								
Trade receivables	22	N/A	(Note b)	Lifetime ECL (not credit-impaired)	13,322		8,212	
			Loss	Lifetime ECL (credit-impaired)	21,634	34,956	20,327	28,539
Other receivables	22	N/A	(Note a)	12m ECL		9,333		14,410
Bank balances	25	A+ to AA-	N/A	12m ECL		39,005		23,888
Other items								
Contract assets	23	N/A	(Note b)	Lifetime ECL (not credit-impaired)	46,294		53,119	
			Loss	Lifetime ECL (credit-impaired)	19,451	65,745	17,911	71,030

Note a: For the purpose of internal credit risk management, the Group use past due information to assess whether credit risk has increased significantly since initial recognition. No other receivables were past due as at 31 March 2025 and 31 March 2024.

Note b: For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for credit-impaired balances, the Group determined the ECL on these items on a collective basis, grouped by past due status.

38. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables and contract assets which are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired). Significant outstanding balances or credit-impaired trade receivables and contract assets with gross carrying amounts of approximately HK$21,634,000 (2024: HK$20,327,000) and approximately HK$19,451,000 (2024: HK$17,911,000) respectively as at 31 March 2025 were assessed individually.

Gross carrying amount:

	2025		2024	
	Average loss rate	**Trade receivables HK$'000**	Average loss rate	Trade receivables HK$'000
Current (not past due)	**0.30%**	**1,425**	0.79%	4,073
1-30 days past due	**1.15%**	**9,151**	1.31%	711
31-60 days past due	**1.28%**	**1,230**	1.17%	119
61-90 days past due	**1.39%**	**320**	0.73%	38
91-180 days past due	**0.53%**	**1,196**	1.00%	3,271
		13,322		8,212

	2025		2024	
	Average loss rate	**Contract assets HK$'000**	Average loss rate	Contract assets HK$'000
Current (not past due)	**0.76%**	**46,294**	0.80%	53,119

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

As at 31 March 2025, the Group provided approximately HK$136,000 (2024: HK$77,000) and approximately HK$352,000 (2024: HK$425,000) of impairment allowance for trade receivables and contract assets respectively, based on the provision matrix. Impairment allowance of approximately HK$15,933,000 (2024: HK$14,567,000) and approximately HK$18,919,000 (2024: HK$16,174,000) were made for trade receivables and contract assets respectively on significant outstanding balances and credit-impaired balances.

38. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The following table show the movement in lifetime ECL that has been recognised for trade receivables:

	Lifetime ECL (not credit-impaired) HK$'000	Lifetime ECL (credit-impaired) HK$'000	Total HK$'000
As at 1 April 2023	676	19,052	19,728
Change due to financial instruments recognised as at 1 April 2023:			
– Impairment losses recognised	–	1,252	1,252
– Impairment losses reversed	(629)	(5,808)	(6,437)
New financial asset originated	49	71	120
Exchange adjustments	(19)	–	(19)
At 31 March 2024	77	14,567	14,644
Change due to financial instruments recognised as at 1 April 2024:			
– Impairment losses recognised	–	2,592	2,592
– Impairment losses reversed	(47)	(1,924)	(1,971)
– Transfer to credit-impaired	(29)	29	–
New financial asset originated	136	687	823
Exchange adjustments	(1)	(18)	(19)
At 31 March 2025	136	15,933	16,069

38. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Changes in the loss allowances of trade receivables are mainly due to:

	2025 Increase (decrease) in lifetime ECL	
	Not credit-impaired HK$'000	**Credit-impaired HK$'000**
Change in parameters	–	2,592
Settlement of trade receivables with gross amount of approximately HK$5,077,000 and HK$3,343,000 respectively	(47)	(1,924)
Trade receivables with a gross amount of approximately HK$3,113,000 defaulted and transferred to credit-impaired	(29)	29
New trade receivables with gross amount of approximately HK$13,322,000 and HK$1,677,000 respectively	136	687

	2024 Increase (decrease) in lifetime ECL	
	Not credit-impaired HK$'000	**Credit-impaired HK$'000**
Change in parameters	–	1,252
Settlement of trade receivables with gross amount of approximately HK$29,031,000 and HK$12,316,000 respectively	(629)	(5,808)
New trade receivables with gross amount of approximately HK$5,037,000 and HK$155,000 respectively	49	71

38. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The following table show the movement in lifetime ECL that has been recognised for contract assets:

	Lifetime ECL (not credit-impaired) HK$'000	**Lifetime ECL (credit-impaired)** HK$'000	**Total** HK$'000
As at 1 April 2023	334	16,439	16,773
Change due to financial instruments recognised as at 1 April 2023:			
– Impairment losses recognised	69	367	436
– Impairment losses reversed	(93)	(682)	(775)
– Transfer to credit-impaired	(50)	50	–
New financial asset originated	165	–	165
At 31 March 2024	425	16,174	16,599
Change due to financial instruments recognised as at 1 April 2024:			
– Impairment losses recognised	60	3,141	3,201
– Impairment losses reversed	(231)	(416)	(647)
– Transfer to credit-impaired	(19)	19	–
New financial asset originated	117	–	117
Exchange adjustments	–	1	1
At 31 March 2025	352	18,919	19,271

38. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Changes in the loss allowances of contract assets are mainly due to:

	2025 Increase (decrease) in lifetime ECL	
	Not credit-impaired HK$'000	Credit-impaired HK$'000
Change in parameters	60	3,141
Transfer to trade receivables with gross amount of approximately HK$22,675,000 and HK$628,000 respectively	(231)	(416)
Contract assets with a gross amount of approximately HK$2,009,000 defaulted and transferred to credit-impaired	(19)	19
New contract assets with gross amount of approximately HK$15,924,000 and Nil respectively	117	–

	2024 Increase (decrease) in lifetime ECL	
	Not credit-impaired HK$'000	Credit-impaired HK$'000
Change in parameters	69	367
Transfer to trade receivables with gross amount of approximately HK$3,170,000 and HK$1,137,000 respectively	(93)	(682)
Contract assets with a gross amount of approximately HK$640,000 defaulted and transferred to credit-impaired	(50)	50
New contract assets with gross amount of approximately HK$18,653,000 and Nil respectively	165	–

The following table show reconciliation of loss allowances that has been recgonised for other receivables:

	12m ECL HK$'000
As at 1 April 2023	563
Change due to financial instruments recognised as at 1 April 2023:	
– Impairment losses reversed	(13)
New financial asset originated	109
At 31 March 2024	659
Change due to financial instruments recognised as at 1 April 2024:	
– Impairment losses recognised	1
– Impairment losses reversed	(46)
New financial asset originated	10
Exchange adjustments	(1)
At 31 March 2025	**623**

38. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Directors, which has built an appropriate liquidity risk management framework to meet the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities.

The Group is exposed to liquidity risk as the Group had net current liabilities of HK$2,856,000 as at 31 March 2025. The liquidity of the Group primarily depends on the future funding being available and the ability of the Group to meet its financial obligations as they fall due. Details of which are set out in Note 3.1 to the consolidated financial statements.

At 31 March 2025, the Group has available unutilised bank overdraft, business card, and short-term loan facilities with an aggregated amount of approximately HK$54,556,000 (2024: approximately HK$16,000,000).

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment date.

	Weighted average interest rate	On demand or within one year HK$'000	More than one year but less than two years HK$'000	More than two years but less than five years HK$'000	More than five years HK$'000	Total undiscounted cash flows HK$'000	Total carrying amount HK$'000
At 31 March 2025							
Non-derivative financial liabilities							
Trade and other payables	–	73,888	–	–	–	73,888	73,888
Lease liabilities	5.51-9.64%	2,438	2,092	3,641	6,934	15,105	10,733
Borrowings	4-6%	68,674	39,896	85,974	–	194,544	176,849
		145,000	41,988	89,615	6,934	283,537	261,470
At 31 March 2024							
Non-derivative financial liabilities							
Trade and other payables	–	47,496	–	–	–	47,496	47,496
Lease liabilities	4.25-5.12%	7,634	480	1,439	8,421	17,974	14,226
Borrowings	5-6%	61,536	–	1,250	–	62,786	61,078
		116,666	480	2,689	8,421	128,256	122,800

38. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Bank loans with a repayment on demand clause are included in the "on demand or within one year" time band in the above maturity analysis. As at 31 March 2025, the aggregate carrying amounts of these bank loans amounted to approximately HK$68,674,000 (2024: approximately HK$Nil). Taking into account the Group's financial position, the management does not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The management believes that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements, Details of which are set out in the table below:

Maturity Analysis – Bank loans with a repayment on demand clause based on scheduled repayments

	Over five years	Total undiscounted cash outflows	Carrying amount
	HK$'000	HK$'000	HK$'000
At 31 March 2025	**87,711**	**87,711**	**68,674**
At 31 March 2024	–	–	–

(c) Fair value measurements of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. In estimating the fair value, the Group uses market-observable data to the extent it is available.

(i) Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair value of the financial asset is determined.

	Level 1	
	2025	2024
	HK$'000	HK$'000
Financial assets at FTVPL		
– listed equity securities	**14**	10

The fair value of the listed equity securities of FVTPL were determined based on the quoted bid price in an active market.

(ii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The Directors consider that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair values.

39. LITIGATION

Save as disclosed elsewhere in the consolidated financial statements, the Group has also involved in the following litigation:

(a) On 20 September 2021, PKNG Development and Project Management Limited ("**PKNG**"), a customer of the Group, commenced civil proceedings against Ample Construction in the District Court. According to the Statement of Claim, PKNG claims the sum of approximately HK$6,283,000 for the possession of the 6 post-dated cheques. On 17 December 2021, the Group submitted the defence and counterclaim against PKNG for the sum of HK$6,000,000. The said proceedings are currently ongoing. As at 31 March 2025, Ample Construction had not received any judgment in relation to the said proceedings. The Directors expected that it is unlikely that Ample Construction will be responsible for the claimed sum and thus no provision has been made.

(b) On 14 April 2022, Ample Construction commenced civil proceedings against Workshop Decoration Engineering Co., Ltd ("**Workshop**"), a sub-contractor of the Group, in the District Court. Ample Construction has made a claim against Workshop for the sum of approximately HK$1,552,000 for defects and non-performance of the works under the works contract. Workshop did not file any acknowledgement of service for the writ of summons. The Group hence applied for and was granted default judgment. interlocutory judgment was obtained. The said proceeding is now ongoing pending the application for assessment of damages.

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2025 HK$'000	2024 HK$'000
NON-CURRENT ASSETS		
Property, plant and equipment	1	3
Investment in subsidiaries	29,423	29,423
	29,424	29,426
CURRENT ASSETS		
Amounts due from subsidiaries	96,602	93,910
Cash and cash equivalents	266	410
	96,868	94,320
CURRENT LIABILITIES		
Other payables	12,468	9,292
Amounts due to subsidiaries	5,253	5,253
	17,721	14,545
NET CURRENT ASSETS	79,147	79,775
TOTAL ASSETS LESS CURRENT LIABILITIES	108,571	109,201
NON-CURRENT LIABILITIES		
Borrowings	7,700	1,000
Other payables	231	20
	7,931	1,020
NET ASSETS	100,640	108,181
CAPITAL AND RESERVES		
Share capital	14,940	14,940
Reserves (Note)	85,700	93,241
TOTAL EQUITY	100,640	108,181

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 30 June 2025 and are signed on its behalf by:

LIU ZHANCHENG	**XU JING**
DIRECTOR	*DIRECTOR*

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note:

A summary of the Company's reserve is as follows:

	Share premium HK$'000	Special reserve HK$'000	Other reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 April 2023	131,551	29,423	–	(59,775)	101,199
Loss and total comprehensive expense for the year	–	–	–	(7,958)	(7,958)
At 31 March 2024	131,551	29,423	–	(67,733)	93,241
Loss and total comprehensive expense for the year	–	–	(1)	(7,540)	(7,541)
At 31 March 2025	**131,551**	**29,423**	**(1)**	**(75,273)**	**85,700**

Special reserve

Special reserve represents the difference between the total equity of Thrive Tide Limited acquired by the Company pursuant to the reorganisation over the nominal value of the Company's shares issued in exchange therefore.

Other reserve

The other reserve represents the unfunded long service payment obligation arising from the remeasurement.

41. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 March 2025, the Group entered into new lease agreements for the use of leasehold lands and farming land (2024: for the use of leasehold lands and farming land). On the lease commencement, the Group recognised right-of-use assets and lease liabilities of approximately HK$6,775,000 and approximately HK$6,775,000 respectively (2024: right-of-use assets and lease liabilities of approximately HK$13,574,000 and approximately HK$13,574,000 respectively).

42. COMMITMENTS

	2025 HK$'000	2024 HK$'000
Contracted for but not provided in the consolidated financial statements:		
(i) Unpaid registered capital for subsidiaries	**92,548**	107,804
(ii) Construction cost of property, plant and equipment	**6,253**	77,750
	98,801	185,554

43. STEP ACQUISITION

The Group has acquired 40% shareholding of Standard Bio (Juancheng) on 23 October 2023 through the capital injection of RMB20,000,000 (equivalent to HK$21,767,000) and recognised share of loss of Standard Bio (Juancheng) as an associate of approximately HK$118,000 as referred in Note 7(b) for the period from 23 October 2023 to 23 January 2024.

On 24 January 2024, due to withdrawal of one of the non-controlling shareholders of Standard Bio (Juancheng), who has yet injected any capital into Standard Bio (Juancheng), leading to proportional increment of the shareholding of the remaining shareholders of Standard Bio (Juancheng), the Group was deemed to further acquire 26.7% shareholding of Standard Bio (Juancheng) under a step acquisition and Standard Bio (Juancheng) became a 66.7% owned subsidiary of the Group and the Group mutually agreed with the remaining non-controlling shareholder of Standard Bio (Juancheng) to share by the Group pre-acquisition loss of approximately HK$2,741,000 of Standard Bio (Juancheng) as an associate based on the Group's shareholding on Standard Bio (Juancheng) of 66.7% on 24 January 2024 and the remaining pre-acquisition loss was shared by the remaining non-controlling shareholder of Standard Bio (Juancheng). Management of the Company accounted for the step acquisition as an acquisition of a group of assets and liabilities that do not constitute a business and the Group allocated the purchase price, which is the same as the carrying amount of the investment in Standard Bio (Juancheng) as an associate right before it has become a subsidiary of the Group of HK$18,908,000, to identifiable assets and liabilities on the basis of their relative fair values at the date of purchase as measured by independent professional valuer, Valtech as summarised below:

	HK$'000
Property, plant and equipment	32,935
Right-of-use assets	3,729
Prepayment	13,896
Other receivable	8,757
Cash and bank balances	46
Borrowings	(17,962)
Other payables	(13,053)
Non-controlling interests	(9,440)
Total identifiable net assets as fair value acquired	18,908
Purchase price, being the carrying amount of investment in Standard Bio (Juancheng) right before the step acquisition	(18,908)
	–

An analysis of the cash flow in respect of the acquisition is as follows:

	HK$'000
Cash and bank balances acquired	46
Net inflow of cash and cash equivalents included in cash flows used in investing activities	46

43. STEP ACQUISITION (CONTINUED)

Impact of acquisition on the results of the Group

Included in the loss for the year ended 31 March 2024 is approximately HK$579,000 attributable to the additional business generated by Standard Bio (Juancheng). Had the acquisition of Standard Bio (Juancheng) been completed on 1 April 2023, revenue for the year ended 31 March 2024 of the Group from continuing operations would have been approximately HK$489,794,000 and loss for the year ended 31 March 2024 from continuing operations of the Group would have been approximately HK$20,133,000. The pro forma information is for illustrative purposes only and is 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 2023, nor is it intended to be a projection of future results.

In determining the "pro-forma" revenue and profit of the Group had Standard Bio (Juancheng) been acquired at the beginning of the current year, the Directors calculated depreciation of property, plant and equipment based on the recognised amounts of property, plant and equipment at the date of the acquisition.

FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements and the Prospectus is set out below:

RESULTS

	For the year ended 31 March				
	2025	2024	2023	2022	2021
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue	**301,030**	489,794	661,230	306,558	221,894
Direct costs	**(300,267)**	(485,978)	(639,114)	(296,377)	(207,992)
Gross profit	**763**	3,816	22,116	10,181	13,902
(Loss) profit before tax	**(45,556)**	(20,353)	(7,351)	(21,676)	1,850
Income tax credit (expense)	**(5,387)**	220	(1,478)	666	(844)
(Loss) profit for the year	**(50,943)**	(20,133)	(8,829)	(21,010)	1,006
(Loss) profit for the year attributable to:					
Owners of the Company	**(50,034)**	(19,940)	(8,829)	(21,010)	1,006
Non-controlling interests	**(909)**	(193)	–	–	–

ASSETS AND LIABILITIES

	At 31 March				
	2025	2024	2023	2022	2021
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Total assets	**380,555**	291,710	273,975	253,754	149,411
Total liabilities	**(277,310)**	(137,320)	(104,657)	(108,430)	(31,706)
Total equity	**103,245**	154,390	169,318	145,324	117,705
Equity attributable to:					
Owners of the Company	**94,630**	144,815	169,318	145,324	117,705
Non-controlling interests	**8,615**	9,575	–	–	–