

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

Stock code 股份代號: 6829



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CORPORATE INFORMATION 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Yip Yuk Kit (Chairman) (Chief Executive Officer)

Mr. Cheung Chun Fai

Independent Non-executive Directors

Mr. Lee Kwok Lun

Mr. Chan Wa Shing

Ms. Ding Xin (appointed on 12 December 2024)

Mr. Chan Ka Yu (resigned on 31 December 2024)

AUDIT COMMITTEE

Mr. Lee Kwok Lun (Chairman)

Mr. Chan Wa Shing

Ms. Ding Xin (appointed on 31 December 2024)

Mr. Chan Ka Yu (resigned on 31 December 2024)

REMUNERATION COMMITTEE

Mr. Chan Wa Shing (Chairman)

(re-designated as Chairman on 31 December 2024)

Mr. Yip Yuk Kit

Ms. Ding Xin (appointed on 31 December 2024)

Mr. Chan Ka Yu (resigned on 31 December 2024)

NOMINATION COMMITTEE

Mr. Yip Yuk Kit (Chairman)

Mr. Lee Kwok Lun

Ms. Ding Xin (appointed on 31 December 2024)

Mr. Chan Ka Yu (resigned on 31 December 2024)

COMPANY SECRETARY

Mr. Leung Hoi Ki

AUTHORISED REPRESENTATIVES

Mr. Cheung Chun Fai

Mr. Leung Hoi Ki

REGISTERED OFFICE

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 09, 28/F, North Tower

Concordia Plaza

1 Science Museum Road

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Hong Kong

董事會

執行董事

葉育杰先生(主席)(行政總裁)

張振輝先生

獨立非執行董事

李國麟先生

陳華勝先生

丁昕女士(於二零二四年十二月十二日獲委任)

陳家宇先生(於二零二四年十二月三十一日辭任)

審核委員會

李國麟先生(主席)

陳華勝先生

丁昕女士(於二零二四年十二月三十一日獲委任)

陳家宇先生(於二零二四年十二月三十一日辭任)

薪酬委員會

陳華勝先生(主席)

(於二零二四年十二月三十一日調任主席)

葉育杰先生

丁昕女士(於二零二四年十二月三十一日獲委任)

陳家宇先生(於二零二四年十二月三十一日辭任)

提名委員會

葉育杰先生(主席)

李國麟先生

丁昕女士(於二零二四年十二月三十一日獲委任)

陳家宇先生(於二零二四年十二月三十一日辭任)

公司秘書

梁海祺先生

授權代表

張振輝先生

梁海祺先生

註冊辦事處

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

總部及香港主要營業地點

香港

九龍

尖沙咀

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康宏廣場

北座28樓09室

CORPORATE INFORMATION 公司資料

LEGAL ADVISER

As to Hong Kong Law

ZM Lawyers
Solicitors, Hong Kong
20/F, Central 88
Nos. 88–98 Des Voeux Road Central
Central
Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited 2103B, 21/F 148 Electric Road North Point Hong Kong

AUDITOR

Grant Thornton Hong Kong Limited 11/F, Lee Garden Two 28 Yun Ping Road Causeway Bay Hong Kong

PRINCIPAL BANKS

The Hongkong and Shanghai Banking Corporation Limited Hang Seng Bank Limited

COMPANY'S WEBSITE

www.kitkee.com.hk

STOCK CODE

6829

法律顧問

有關香港法律

ZM Lawyers 香港律師 香港 中環 德輔道中88-98號 中環88・20樓

開曼群島股份過戶登記總處

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

香港股份過戶登記分處

寶德隆證券登記有限公司 香港 北角 電氣道148號 21樓2103B室

核數師

致同(香港)會計師事務所有限公司 香港 銅鑼灣 恩平道28號 利園二期11樓

主要來往銀行

香港上海滙豐銀行有限公司 恒生銀行有限公司

公司網站

www.kitkee.com.hk

股份代號

6829

CORPORATE PROFILE

企業簡介

CORPORATE PROFILE

Dragon Rise Group Holdings Limited ("Dragon Rise") is a comprehensive enterprise group serving Hong Kong's construction and infrastructure sector, built on a foundation of operational excellence since 1977. With decades of experience, the Group specialises in foundation works for both public and private sector developments across the city.

In recent years, Dragon Rise has embarked on a strategic transformation, evolving from its roots in construction into a diversified platform spanning new construction material trading, next-generation energy solutions. The Group remains firmly committed to supporting Hong Kong's transition toward a more sustainable and intelligent urban future.

At the heart of this transformation is its pioneering battery-swapping business for commercial electric vehicles (EVs). By delivering fast, scalable energy solutions that overcome the limitations of conventional EV charging, Dragon Rise is helping reshape Hong Kong's green mobility landscape. With strong industry partnerships in place, the Group is laying the groundwork for a cleaner, smarter transportation network.

Powered by decades of operational expertise and guided by a forward-looking vision, Dragon Rise Group is poised to play a vital role in the next chapter of Hong Kong's construction and energy evolution.

企業簡介

龍昇集團控股有限公司(「龍昇集團」)是一間服務香港建造及基建行業的綜合企業集團,始創於一九七七年,基於卓越的營運表現而發展。 憑藉數十載的豐富經驗,本集團專門從事全港公營及私營發展項目的地基工程。

近年來, 龍昇集團展開策略轉型, 從傳統建造業發展為一個多元化平台, 涵蓋新型建築材料貿易及新世代能源解決方案。本集團將繼續堅定不移地支持香港在未來邁向可持續發展及智能城市的願景。

轉型核心乃其創新的商用電動車電池更換業務。通過提供快速且可擴展的能源解決方案, 龍昇集團旨在克服傳統電動車充電的限制,並 協助重塑香港的綠色交通格局。憑著現有的強 大行業夥伴關係,本集團正為建立更潔淨、更 智能的交通網絡奠定基礎。

憑藉數十載的專業營運經驗及前瞻性視野, 龍 昇集團經已做好準備, 在香港建造及能源發展 的新篇章中扮演重要角色。

CHAIRMAN'S STATEMENT 主席報告

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Dragon Rise Group Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group"), I am pleased to present the annual report of the Group for the year ended 31 March 2025 (the "Review Year").

In the past year, the global economy has begun to stabilise, albeit with modest growth. While a global recession was avoided, momentum remained subdued compared to pre-pandemic levels. Geopolitical uncertainties also continued to cast a shadow over global markets. As an international financial centre in the Asia-Pacific region, Hong Kong remains sensitive to these dynamics while retaining distinct local characteristics. In 2024, its real GDP grew 2.5%, showing a relatively stable performance among developed economies.

Real estate has long been a cornerstone of Hong Kong's economy, and its slowdown in recent years has had a ripple effect across industries, including construction. According to the Rating and Valuation Department of Hong Kong, as of the end of 2024, the private residential price index in Hong Kong had declined by 26.93% from September 2021, signalling subdued sentiment. More directly relevant to the Group, the Census and Statistics Department of the Government of Hong Kong Special Administrative Region (the "Government") reported a 17.2% year-on-year decrease in the total value of piling and related foundation works in 2024, highlighting the fierce competition and margin pressure faced by players in our sector.

Amid these challenges, our Group strategically expanded both the scope of services it provides and the sectors it engages in. From its origins in foundation works, our Group has evolved into a broader infrastructure platform encompassing: construction services (including foundation and micro-infrastructure construction); trading of construction materials; and new energy infrastructure, with a focus on battery-swapping solutions for electric vehicles.

While the new energy segment is still in its early stages and has yet to generate revenue during the Review Year, construction services and materials trading remained strong revenue contributors. During the Review Year, our Group's total revenue amounted to approximately HK\$1,314.1 million, increasing approximately 38.9% compared to HK\$945.9 million from the year ended 31 March 2024 ("Last Year"). With the increase in revenue, it recorded a gross profit of HK\$48.3 million, an increase of approximately 22.3% from Last Year's HK\$39.5 million. These results reflect not only our operational discipline but also the resilience of our diversified business model.

致各位股東:

本人謹代表龍昇集團控股有限公司(「本公司」 及其附屬公司(統稱「本集團」))董事(「董事」))會 (「董事會」),欣然提呈本集團截至二零二五年 三月三十一日止年度(「回顧年度」)之年報。

過去一年,全球經濟開始回穩,儘管增長幅度 有限。全球經濟幸免於衰退,惟與疫情前的水 平相比,增長動力仍然疲弱。地緣政治的不明 確定性繼續為全球市場構成挑戰。作為亞太地 區的國際金融中心,香港在保持自身獨特特色 的同時,對這些變化仍然敏感。於二零二四 年,本地生產總值實質增長2.5%,在已發展經 濟體中表現相對穩定。

房地產一直是香港經濟的基石,近年來房地產發展放緩,對包括建造業在內的多個行業產生了漣漪效應。根據香港差餉物業估價署的資料,截至二零二四年底,香港私人住宅價格指數較二零二一年九月下跌26.93%,顯示市場氣氛低迷。與本集團更直接相關的是,據香港特別行政區政府(「政府」)統計處報告,二零二四年打樁及相關地基工程的總值按年下跌17.2%,突顯建造業競爭激烈及利潤率面對的壓力。

面對這些挑戰,本集團策略性地擴大服務範圍及涉足新行業。從最初的地基工程,本集團已發展為一個更廣泛的基建平台,涵蓋建築服務(包括地基及小型基建工程);建築材料貿易;以及專注於電動汽車電池交換解決方案的新能源基礎設施。

儘管新能源分部仍處於早期階段,並未在回顧年度產生收益,但建築服務及材料貿易仍為本集團貢獻強勁的收益。於回顧年度,本集團的總收益約為1,314.1百萬港元,較截至二零二四年三月三十一日止年度(「去年」)的945.9百萬港元增加約38.9%。隨著收益增加,本集團錄得毛利48.3百萬港元,較去年的39.5百萬港元增加約22.3%。該等業績不僅反映嚴謹的營運紀律,同時亦顯示出多元化業務模式的適應能力。

CHAIRMAN'S STATEMENT 主席報告

A highlight of our Group's future-oriented transformation is the launch of our new energy initiative, focused on battery-swapping infrastructure for introducing electric taxis to Hong Kong. This milestone reflects our commitment to advancing sustainable mobility in Hong Kong, and lays the groundwork for broader industry collaboration and future growth.

推出新能源計劃乃本集團面向未來的轉型重點 之一,專注於為香港電動的士引入電池交換基 建。此項里程碑反映了我們對推動香港可持續 交通的承諾,並為更廣泛的業界合作及未來增 長奠定基礎。

Looking ahead, we remain mindful of continued uncertainty. According to research from the CBRE Research Department, the market is expected to continue facing challenges of oversupply and economic uncertainty in 2025. The economic policies of the new U.S. administration, as well as interest rates, will also influence the trends in the residential and property investment market in Hong Kong. Nevertheless, with the Government's plans to continuously improve the city's infrastructure and provide affordable housing, our Group sees emerging potential in both infrastructure and clean energy.

展望未來,我們仍需注意持續的不確定性。根據世邦魏理仕研究部的分析,預計市場在二零二五年將繼續面臨供過於求及經濟不明朗的挑戰。美國新政府的經濟政策及利率走勢亦會影響香港住宅及物業投資市場的趨勢。儘管如此,隨著政府計劃持續改善城市基建及提供可負擔房屋,本集團認為基建及清潔能源均具備新興潛力。

In a complex business environment, we believe that both perseverance and adaptability are key to survival and profitability. Our Group is committed to excelling in the traditional construction industry with a focus on quality, safety, and customer satisfaction. At the same time, we are open to strategic adjustments to embrace new trends and explore new areas for increased profits. We believe that only by doing so can we achieve sustainable development and meet the expectations of our shareholders.

在複雜的商業環境中,我們相信毅力與適應力都是生存及獲利的關鍵。本集團致力於在傳統建造業中脱穎而出,專注於品質、安全及客戶滿意度。同時,我們也樂於接受策略調整,以迎接新的趨勢,探索新的領域,以增加利潤。我們相信,唯有如此,方能實現可持續發展,符合股東的期望。

Yip Yuk Kit

Chairman and Executive Director

主席兼執行董事 **葉育杰**

INDUSTRY OVERVIEW

Over the past year, the Government has introduced various initiatives to stimulate the economy, focusing on enhancing exchanges and trade between Hong Kong, the international community, and mainland China. Key measures included the adjustments made to the "New Capital Investment Entrant Scheme" and the promotion of the "Event Economy", injecting fresh energy into Hong Kong's economic recovery. However, the benefits brought about by these measures remained limited in the context of broader economic headwinds.

In a bid to revive the local real estate sector, the Government removed several taxes for non-permanent residents buying properties and raised loan-to-value ratios. While these measures initially boosted transaction volumes, the effect on overall property prices was marginal, underscoring weak end-user demand. This environment also led to a decline in the number of new construction sites breaking ground.

As a comprehensive enterprise group offering construction and infrastructure services in Hong Kong, the Group is navigating a competitive landscape. The local construction industry is also grappling with structural issues such as an ageing workforce and elevated labour costs, resulting in extended construction timelines and cost pressures, particularly when benchmarked against regional peers. In response, the Group has sought to build resilience by diversifying its operations while reinforcing its core strengths.

BUSINESS REVIEW AND OUTLOOK

The Group is a comprehensive enterprise group serving Hong Kong's construction and infrastructure sector, with decades of experience, mainly engaging in construction services (specialising in foundations and Micro-Infrastructure Construction) and trading of construction materials. The Group has established capabilities across a broad spectrum of foundation-related works, including (i) ELS and pile cap construction works; (ii) disposal of excavated materials from piling; and (iii) ancillary services including dismantling of shoring, site formation, steel fixing and site clearance. Kit Kee Engineering Limited ("Kit Kee Engineering"), the principal operating subsidiary, is registered with the Construction Industry Council under the Subcontractor Registration Scheme under the sub-register of the structural and civil trade group.

行業概覽

過去一年,政府推出多項刺激經濟措施,重點加強香港與國際社會及中國內地的交流與貿易。主要措施包括調整「新資本投資者入境計劃」及推動「盛事經濟」,為香港經濟復甦注入新動力。然而,在更廣泛的經濟逆境下,這些措施所帶來的裨益仍然有限。

為了重振本地房地產業,政府已取消多項針對 非永久性居民購買房地產的税項,並提高貸款 成數。儘管這些措施初期能刺激成交量,但對 整體房地產價格的影響輕微,突顯終端使用者 需求疲弱。這種環境也導致新動工建築地盤數 量下降。

作為一間在香港提供建築及基建服務的綜合企業集團,本集團正處於競爭激烈的環境。本地建造業亦面對結構性問題,例如勞動力老化及勞工成本上升,導致施工時間延長及成本壓力,尤其是與鄰近地區同業比較,差異更見明顯。有見及此,本集團在鞏固核心優勢的同時,亦致力透過多元化業務增強應變能力。

業務回顧及展望

本集團乃於香港建築及基建行業屹立數十年的綜合企業集團,主要從事建造服務(專門從事地基及小型基建工程)及建築材料貿易。本集團在地基相關工程方面已建立廣泛的承辦能力,包括(i)厚積挖掘及樁帽工程:(ii)處置打樁的挖掘物料;及(iii)配套服務(包括拆除側向承托、地盤平整、紮固鋼筋及地盤清理)。主要營運附屬公司杰記工程有限公司(「杰記工程」)於建造業議會根據分包商註冊制度於結構及土木行業組別分冊註冊。

During the Review Year, despite the overall market downturn, the Group, with its strong customer relationships and excellent reputation for construction quality, had been awarded 14 projects with a total original contract sum of approximately HK\$1,227.7 million. The year's overall revenue reached HK\$1,314.1 million, an increase of 38.9% compared to the year ended 31 March 2024. The Group's gross profit amounted to HK\$48.3 million, an increase of approximately 22.3% compared to HK\$39.5 million for the year ended 31 March 2024.

固的客戶關係及卓越的建築質素聲譽,本集團獲授14個項目,原合約總額約為1,227.7百萬港元。本年度的總收益達到1,314.1百萬港元,較截至二零二四年三月三十一日止年度增加38.9%。本集團的毛利為48.3百萬港元,較截至二零二四年三月三十一日止年度的39.5百萬港元增加約22.3%。

於回顧年度,儘管市場整體表現低迷,憑藉穩

During the Review Year, the Group made initial progress in its newly established new energy segment. New subsidiaries were set up to engage in the trading of commercial electric vehicles and the construction and operation of battery-swapping stations. Although the segment has not yet generated revenue, it marks the Group's first step into the clean energy sector and provides a foundation for future development.

於回顧年度內,本集團新成立的新能源分部取得初步進展。本集團成立了新附屬公司,從事電動商用汽車貿易以及電池更換站的興建與營運。儘管該分部尚未產生收益,但標誌著本集團向潔淨能源領域邁出了第一步,為未來發展奠定基礎。

Geopolitical tensions continued to weigh on the macroeconomic environment. Notably, the first half of 2025 witnessed many significant economic events, among which one of the most significant impacts on Hong Kong is the United States' imposition of additional tariffs on China as a trade pressure measure. While this current trade standoff has been gradually de-escalating through multiple rounds of discussions between the involved parties, the outlook for future macroeconomic development remains shrouded in uncertainty.

地緣政治的緊張局勢繼續拖累宏觀經濟環境。 特別是二零二五年上半年發生的若干重大的經濟事件,當中以美國向中國徵收額外關稅作為 貿易施壓措施,對香港的影響尤為突出。儘管 目前這場貿易對峙經已透過有關各方的多輪磋 商逐漸緩和,但未來宏觀經濟的發展前景仍被 不明朗因素所籠罩。

The Group's core business remains anchored in foundation and construction-related services. The Government continues to implement infrastructure plans across the city, especially in the New Territories, to alleviate pressure on the central urban areas. However, projects by private developers are still being affected by the sluggish real estate market, making any near-term improvements unlikely.

本集團的核心業務依然集中於地基及建築相關服務。政府持續在全港(特別是新界)落實基建計劃,以緩解市中心壓力。然而,私人發展商的項目仍受房地產市場低迷的影響,短期內難有改善。

Under such circumstances, the Group has begun diversifying into adjacent growth sectors. Observing the escalating trend of electric vehicles becoming increasingly mainstream, alongside the rising market share of domestically produced electric vehicles, the Group has established new subsidiaries dedicated to the trading of commercial electric vehicles and the operation of battery swapping stations. Management believes the battery-swapping model remains underdeveloped in Hong Kong and represents a promising "blue sea" opportunity for early movers.

在此等情況下,本集團向相關成長行業作多元 化發展。鑒於電動汽車漸成主流,加上國產電 動汽車的市場佔有率不斷攀升,本集團已成立 新附屬公司,專門從事電動商用汽車貿易及營 運電池更換站。管理層相信,電池更換模式在 香港尚未被充分開發,對先行者來説是極具潛 力的「藍海」機會。

Looking ahead, the Group remains committed to delivering quality service in its established businesses while proactively identifying new areas for expansion. Continued collaboration with mainland Chinese partners and participation in emerging infrastructure and clean energy projects are expected to support future development.

展望未來,本集團將繼續致力於為既有業務提供優質服務,同時積極探索新的拓展領域。與中國內地夥伴的持續合作以及參與新興基建及 潔淨能源項目,預計將有助於未來發展。

FINANCIAL REVIEW

Revenue

For the Review Year, the revenue of the Group has increased by approximately HK\$368.2 million, or approximately 38.9% compared to Last Year, from approximately HK\$945.9 million to approximately HK\$1,314.1 million. The increase was primarily attributable to an increase in contract revenue due to an increase in the number of sizable projects during the Review Year.

The Board regards the Group's business as a single operating segment and reviews the overall results of the Group as a whole to make decisions about resources allocation. Accordingly, no segment analysis information is presented and no separate analysis of segment information by geographical segment is presented as the Group's revenue and non-current assets are mainly attributable to a single geographical region, which is Hong Kong.

Gross Profit and Gross Profit Margin

Our direct costs increased by approximately HK\$359.4 million or approximately 39.7% from approximately HK\$906.4 million for the Last Year to approximately HK\$1,265.8 million for the Review Year. The gross profit of the Group has increased by approximately HK\$8.8 million, or approximately 22.3% compared to Last Year, from approximately HK\$39.5 million to approximately HK\$48.3 million. The gross profit margin for the Review Year was approximately 3.7%, compared to that for the Last Year of approximately 4.2%. The decrease in gross profit margin was mainly due to the relatively low profit margin for certain sizable projects.

Other Gains/Losses, Net

Other gain/(loss), net mainly included consultancy fee income, interest income, changes in fair value on investment property and exchange differences. For the Review Year, other gains, net amounted to approximately HK\$2.2 million as compared with other loss, net approximately HK\$0.2 million for Last Year. The increase in other gain/(loss), net for the Review Year was mainly due to the consultancy fee income of approximately HK\$1.4 million recognised for the Review Year.

財務回顧

收益

於回顧年度,本集團收益由去年約945.9百萬港元增加約368.2百萬港元或約38.9%至約1,314.1百萬港元。該增加主要由於回顧年度內大型項目數量增加導致合約收益增加所致。

董事會將本集團的業務視為單一經營分部,並審閱本集團整體之業績,以就資源分配作出決策。因此,並無呈報分部分析資料,而由於本集團的收益及非流動資產主要來自單一地區(香港),故並無呈報按地域分部劃分的分部資料之單獨分析。

毛利及毛利率

我們的直接成本由去年約906.4百萬港元增加約359.4百萬港元或約39.7%至回顧年度約1,265.8百萬港元。本集團的毛利由去年約39.5百萬港元增加約8.8百萬港元或約22.3%至約48.3百萬港元。回顧年度的毛利率約為3.7%,而去年約為4.2%。毛利率減少主要由於大型項目利潤率相對較低所致。

其他收益/虧損,淨額

其他收益/(虧損),淨額主要包括顧問費收入、利息收入、投資物業的公平值變動及匯兑差額。於回顧年度,其他收益,淨額約為2.2百萬港元,去年則為其他虧損,淨額0.2百萬港元。回顧年度其他收益/(虧損),淨額增加主要是由於回顧年度確認了顧問費收入1.4百萬港元。

Administrative Expenses

For the Review Year, the administrative expenses increased by approximately HK\$9.0 million or approximately 32.4% compared to Last Year, from approximately HK\$27.8 million to approximately HK\$36.8 million. The increase was primarily due to (1) an increase in staff costs included in administrative expenses of approximately HK\$5.5 million and (2) an increase in consulting fee and marketing fee for new business development of approximately HK\$3.0 million for the Review Year.

Reversal/(provision) of Expected Credit Loss ("ECL") Allowance on Trade Receivables and Contract Assets, net

For the Review Year, the reversal of ECL allowance on trade receivables and contract assets increased by approximately HK\$3.9 million compared to Last Year, from provision of approximately HK\$3.7 million to reversal of approximately HK\$0.2 million. The increase of reversal was mainly due to the financial conditions and repayment abilities of certain customers in the Group's business have been improved.

Finance Costs

For the Review Year, the finance costs amounted to approximately HK\$3.4 million as compared to Last Year of approximately HK\$1.0 million. The increase was primarily due to the increase in average balance of bank borrowings during the Review Year.

Income Tax Expense

For the Review Year, the income tax expense increased by approximately HK\$0.8 million or approximately 30.8% compared to the Last Year, from approximately HK\$2.6 million to approximately HK\$3.4 million. Such increase was mainly due to the increase in taxable income for the Review Year.

Net Profit

For the Review Year, the net profit amounted to approximately HK\$7.2 million, as compared to approximately HK\$4.2 million from Last Year. Our net profit margin for the Review Year was approximately 0.5%, as compared with approximately 0.4% for Last Year. The increase in the net profit margin for the Review Year was mainly due to increase in gross profits during the Review Year.

行政開支

於回顧年度,行政開支由去年的約27.8百萬港元增加約9.0百萬港元或約32.4%至約36.8百萬港元。該增加主要是由於回顧年度(1)計入行政開支的員工成本增加約5.5百萬港元;及(2)新業務開發之顧問費及營銷費增加約3.0百萬港元所致。

撥回/(計提)貿易應收款項及合約資 產的預期信貸虧損(「預期信貸虧損」)撥 備,淨額

於回顧年度,撥回貿易應收款項及合約資產的預期信貸虧損減值由去年計提約3.7百萬港元增加約3.9百萬港元至撥回約0.2百萬港元。撥回增加主要因本集團業務若干客戶的財務狀況及還款能力得到改善。

財務費用

於回顧年度,財務費用約為3.4百萬港元,而去年則約為1.0百萬港元。該增加主要是由於回顧年度銀行借款的結餘增加所致。

所得税開支

於回顧年度,所得税開支由去年約2.6百萬港元增加約0.8百萬港元或約30.8%至約3.4百萬港元。該增加主要是由於回顧年度應課税收入增加所致。

淨溢利

於回顧年度,淨溢利約為7.2百萬港元,而去年 則約為4.2百萬港元。我們於回顧年度的淨利率 約為0.5%,而去年則約為0.4%。回顧年度淨 利率增加主要是由於回顧年度毛利增加所致。

Key Financial Ratio

主要財務比率

			As at	As at
			31 March	31 March
		Notes	2025	2024
			於二零二五年	於二零二四年
		附註	三月三十一日	三月三十一日
Current ratio	流動比率	(1)	2.5 times 倍	2.7 times 倍
Gearing ratio	資產負債比率	(2)	12.0%	23.1%
Return on total assets	總資產回報率	(3)	1.4%	1.1%
Return on equity	股本回報率	(4)	2.2%	1.6%
Net profit margin	純利率	(5)	0.5%	0.4%

Notes:

- Current ratio is calculated as current assets divided by current liabilities as at the respective reporting dates.
- 2. Gearing ratio is calculated as total borrowings (including lease liabilities) divided by the total equity as at the respective reporting dates
- 3. Return on total assets is calculated as profit for the year divided by the total assets as of the respective reporting dates.
- 4. Return on equity is calculated as profit for the year divided by the total equity as of the respective reporting dates.
- 5. Net profit margin is calculated as profit divided by the revenue for the respective reporting years.

Current Ratio

Our Group's current ratio decreased from approximately 2.7 times as at 31 March 2024 to approximately 2.5 times as at 31 March 2025. The decrease was mainly due to the increase in trade payable as at 31 March 2025.

Gearing Ratio

Our Group's gearing ratio decreased from approximately 23.1% as at 31 March 2024 to approximately 12.0% as at 31 March 2025. The decrease was primarily due to the decrease in bank borrowings as at 31 March 2025.

附註:

- 流動比率乃按各報告日期的流動資產除以流動 負債計算。
- 2. 資產負債比率乃按各報告日期的借款總額(包括租賃負債)除以總權益計算。
- 3. 總資產回報率乃按本年度溢利除以各報告日期 總資產計算。
- 4. 股本回報率乃按本年度溢利除以各報告日期權 益總額計算。
- 5. 純利率乃按各報告年度溢利除以收益計算。

流動比率

本集團的流動比率由二零二四年三月三十一日約2.7倍減少至二零二五年三月三十一日約2.5倍,主要是由於二零二五年三月三十一日貿易應付款項增加所致。

資產負債比率

本集團的資產負債比率由二零二四年三月三十 一日約23.1%減少至二零二五年三月三十一日 約12.0%。減少主要是由於二零二五年三月三 十一日銀行借款減少所致。

Return on Total Assets

Our Group's return on total assets amounted to approximately 1.4% as at 31 March 2025, as compared to the return on total assets of approximately 1.1% as at 31 March 2024. The increase in ratio was primarily due to the increase in net profit for the Review Year.

Return on Equity

Our Group's return on equity amounted to approximately 2.2% as at 31 March 2025, as compared to the return on equity of approximately 1.6% as at 31 March 2024. The increase in ratio was primarily due to the increase in net profit for the Review Year.

Net Profit Margin

Our Group's net profit margin amounted to approximately 0.5% as at 31 March 2025, as compared to the net profit margin of approximately 0.4% as at 31 March 2024. The slight increase was mainly due to the increase in net profit for the Review Year.

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors are aware that the Group is exposed to various risks and uncertainties. The following are the key risks and uncertainties faced by the Group:

Industry Risks

The future development of the foundation industry and the availability of foundation projects in Hong Kong depends largely on the continued development of the property market in Hong Kong. The nature, extent and timing of available foundation projects will be determined by an interplay of a variety of factors, including the Government's policies on the property market in Hong Kong, its land supply and public housing policy, the investment of property developers and the general conditions and prospects of Hong Kong's economy. These factors may affect the availability of foundation projects in Hong Kong. If there is any slowdown (in terms of transaction volume and price) of the property market in Hong Kong, there is no assurance that the availability of foundation projects in Hong Kong would not decrease significantly and our Group's business and financial position and prospect may be adversely and materially affected.

總資產回報率

本集團的總資產回報率由二零二四年三月三十 一日約1.1%上升至二零二五年三月三十一日約 1.4%。回報率有所上升主要是由於於回顧年度 淨溢利增加所致。

股本回報率

本集團的股本回報率由二零二四年三月三十一日約1.6%增加至二零二五年三月三十一日約2.2%。股本回報率有所上升主要是由於於回顧年度淨溢利增加所致。

純利率

本集團的純利率由二零二四年三月三十一日約 0.4%增至二零二五年三月三十一日約0.5%。 有關輕微增加主要是由於於回顧年度純利增加 所致。

主要風險及不確定因素

董事認為本集團面對各種風險及不確定因素, 本集團面對的主要風險及不確定因素如下:

行業風險

地基行業的未來發展及可供發展的香港地基項 目主要視乎香港物業市場是否持續發展。可供 發展地基項目的性質、規模及時間,將視可供 類因素的相互作用,包括政府的香港物業務 政策、土地供應及公共房屋政策、物業發展 投資及香港經濟的普遍狀況及前景。倘然香港可 能影響香港可供發展的地基項目。。倘然不 業市場放緩(就成交量及價格而言),概不本集團 的業務、財務狀況及前景可能遭受重大不利影響。

Compliance Risks

Many aspects of our business operation are governed by various laws and regulations and Government policies. There is no assurance that the Government will not extend the scope of the existing laws and regulations or interpretation of new Government policies. Further, we may not be able to respond to any such changes in a timely manner. Such changes may also increase our costs and burden in complying with them, which may materially and adversely affect our business, financial condition and results of operation. In particular, if there are any changes to and/or imposition of the requirements for qualification in the foundation industry in relation to environment protection and labour safety, and we fail to meet the new requirements in a timely manner or at all, our business operation will be materially and adversely affected.

Our executive Directors would hold regular meetings to ensure the Group's operations are in compliance with all applicable statutory requirements.

Uncertainties in Construction Progress

Unexpected geological or sub-soil conditions

Prior to commencement of the foundation works, the customers would normally provide ground investigation reports to the Group. However, information contained in these reports may not be sufficient to reveal the actual geology beneath the construction site due to limitation in the scope of the underground investigation works that can be carried out at the site and/or other technical limitations. There may be discrepancies between the actual geological conditions and the findings set out in these investigation reports, and the investigation may not be able to reveal the existence of rocks or to identify any antiquities, monuments or structures beneath the site.

All these may eventually present potential issues and uncertainties in the carrying out of our foundations works, such as the possible increase in the complexity of the project resulting from additional work procedures, workers, equipment and times required to deal with any unexpected existence of rocks, antiquities or monuments, which may also lead to additional costs to be incurred. Nevertheless, in case of any significant unexpected difficult geological or subsoil conditions, the Group may incur additional costs in dealing with such unforeseen conditions, which may lead to cost overruns and may thus materially and adversely affect the Group's business operation and financial position.

合規風險

我們業務營運的很多方面受到多項法律及規例以及政府政策的監管。無法保證政府不會擴出有法律及規例或新政府政策詮釋的範圍。該外,我們或無法及時應對任何有關變動。的數學動亦可能會增加我們的合規成本及負擔產生,則務們的業務、財務狀況及經營業績產生環境保護及勞工安全的資格規定出現任何變動及人或強制規定且我們未能及時或未能遵守新規定,則我們的業務營運將受到重大不利影響。

我們的執行董事將定期舉行會議,以確保本集 團營運遵守所有適用法定規定。

施工進度的不確定性

不可預料的地質或底土情況

開始地基工程之前,客戶一般會向本集團提供地面調查報告。然而,由於可於工地進行的地下調查工程的範圍限制及/或其他技術限制,該等報告所載資料未必足以揭示建築工地下的實際地質情況。實際地質狀況與該等調查報告載列的結果或會有所差異,而調查未必能夠發現工地下存在石塊或任何古董、文物或構築物。

以上種種最終均構成進行地基工程的潛在問題 及不確定性,譬如,由於需增加工序、工人、 設備及時間處理任何預期外的石塊、古董或 物,最終可能加大項目難度,而有關情況亦实 會產生額外成本。然而,倘出現任何預料之外 的重大地質或底土難題,本集團或會因處理該 等無法預料的情況而產生額外成本,導致成本 超支,如此或會對本集團業務營運及財務狀況 造成重大不利影響。

Damage of various underground service utilities

Services utilities may be laid underground or below carriageways and footways in Hong Kong. The Group may be obstructed by those service utilities when carrying out foundation works. There is no assurance that damage to those utilities will not occur during the foundation works. Accordingly, the Group may be liable for the costs of repairing such damaged service utilities to the extent not covered by insurance.

Failure to Guarantee New Business

Our revenue is typically derived from projects which are nonrecurrent in nature and our customers are under no obligation to award projects to us. During the Review Year, we secured new businesses mainly through direct invitation for quotation or tender by customers. There is no assurance that (i) we would be invited to provide quotations or participate in the tendering process for new projects; and (ii) our submitted quotations and tenders would be selected by customers. There is no guarantee that the Group will be able to secure new businesses from customers. The number and scale of projects from which the Group derives revenue from may vary significantly from period to period, and it may be difficult to forecast the volume of future business. In the event that the Group fails to secure new contracts or there is a significant decrease in the number of tender invitations or contracts available for bidding in the future, the business and financial positions and prospect of the Group could be materially and adversely affected.

Nevertheless, the Group considers that a public listing status enable us to enjoy several competitive advantages, such as transparent financial disclosures, enhanced internal control and corporate governance practices. Our Directors believe the customers would give weight to these competitive edges when they select and engage subcontractors for foundation services.

破壞各種地下公用服務設施

香港的公用服務設施可能鋪設於地下或在行車 道及行人道以下。本集團在進行地基工程時, 或會受到該等公用服務設施的妨礙。無法保證 在地基工程過程中不會破壞該等設施。因此, 若無保險保障,本集團或須承擔維修受損的公 用服務設施的成本。

無法保證獲得新業務

我們的收益通常來自非經常性項目,我們的客戶並無責任向我們授出項目。於回顧年度,我們主要從客戶直接報價或招標邀請獲取不保證(i)我們會就新項目獲邀請提供會或紹標程序;及(ii)我們所提呈的稅與招標程序;及(ii)我們所提呈的稅機不集團產生收益的項目數難報及戶獲得新業務。本集團產生收益的項目數數量模在不同期間內或會大相徑庭,且可能對對人會,以合為數量,以合為數量,以合為數量,以為數量,以為數量,以為數量,以為數量,以為數量,以為數量,與本集團的業務,財務狀況及前景可能蒙受重大不利影響。

儘管如此,本集團認為公開上市地位使我們能享有若干競爭優勢,例如透明的財務披露、加強內部控制及企業管治常規。董事認為,客戶於甄選及委聘分包商提供地基服務時會重視該等競爭優勢。

ENVIRONMENTAL POLICIES

In undertaking foundation works, our operations may result in: (i) emission of air pollutants; (ii) emission of noise from construction activities; (iii) discharge of effluent from construction activities; and (iv) disposal of construction waste. Therefore, our foundation works are subject to the requirements of the following laws and regulations in relation to environmental protection.

The laws and regulations which have a significant impact on the Group includes, among others, Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong), Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation (Chapter 311Z of the Laws of Hong Kong) (the "NRMM Regulation"), Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong), Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong), Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong), Dumping at Sea Ordinance (Chapter 466 of the Laws of Hong Kong), Environmental Impact Assessment Ordinance (Chapter 499 of the Laws of Hong Kong) and Public Health and Municipal Services Ordinance (Chapter 132 of the Laws of Hong Kong).

The Group is committed to minimise the adverse impact on the environment resulting from our business activities. In order to comply with the applicable environmental protection laws, the Group has established an environmental management system in accordance with the ISO 14001:2015 international standards. Since January 2017, the environmental management system of Kit Kee Engineering has been certified to be in accordance with the requirements of the ISO 14001:2015 standards. Our environmental management system includes measures and work procedures governing environmental protection compliance that are required to be followed by our employees and our subcontractors.

As at 31 March 2025, the Group has 143 machines regulated under the NRMM Regulation and out of which 38 machines were exempted and 105 machines were approved by the Hong Kong Environmental Protection Department under the NRMM Regulation. In compliance with the NRMM Regulation on the emissions of machinery, all of the 38 exempted machines are expected to be phased out. To keep the Group abreast of the industry changes due to the implementation of the NRMM Regulation, we plan to acquire new machines and equipment which are more environmental friendly and are able to obtain approval under the NRMM Regulation if applicable.

環境政策

承接地基工程時,我們的營運可能造成:(i)空氣污染物的排放;(ii)建造活動的噪音排放;(iii)建造活動的污水排放;及(iv)建築廢料的棄置。因此,我們的地基工程受下列有關環境保護的法例及規例規定所限。

對本集團有重大影響的法例及規例其中包括《空氣污染管制條例》(香港法例第311章)、《空氣污染管制(非道路移動機械)(排放)規例》(香港法例第311章)(「非道路移動機械規例」)、《噪音管制條例》(香港法例第400章)、《水污染管制條例》(香港法例第358章)、《廢物處置條例》(香港法例第354章)、《海上傾倒物料條例》(香港法例第466章)、《環境影響評估條例》(香港法例第499章)及《公眾衛生及市政條例》(香港法例第132章)。

本集團致力於盡量減少業務活動對環境的任何不利影響。為符合適用的環保法律,本集團已根據 ISO 14001:2015國際標準設立環境管理體系。自二零一七年一月以來,杰記工程的環境管理體系已獲認證符合ISO 14001:2015標準的要求。環境管理體系包括我們的僱員及分包商均須遵守的規管環境保護合規性的措施及工作程序。

於二零二五年三月三十一日,本集團有143台受非道路移動機械規例規管的機械,其中38台及105台分別獲香港環境保護署根據非道路移動機械規例豁免及核准。為遵守有關機械排放的非道路移動機械規例,所有38台豁免機器預期將淘汰。為了讓本集團緊跟因實施非道路移動機械規例導致的行業變化,我們計劃購買更加環保且可獲得非道路移動機械規例項下批准(如適用)的新機器及設備。

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

During the Review Year, as far as the Board and the management are aware, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has material impact on the business and operation of the Group.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS, SUPPLIERS AND SUB-CONTRACTORS Employees

The Group considers its employees the key to sustainable business growth and also recognises its employees as its valuable assets. Further, in light of the shortage of skilled labour in the local construction industry, it is crucial to maintain a competitive remuneration package and fringe benefits for our potential and existing employees. In this regard, the Group provides comprehensive remuneration package includes salary, discretionary bonuses and other cash subsidies to attract, motivate and retain appropriate and suitable employees to serve the Group. In general, the Group determines employee salaries based on each employee's qualifications, position and seniority. The Group has designed an annual review system to assess the performance of our employees, which forms the basis of our decisions with respect to salary raises, bonuses and promotions. The Group also provides on-the-job training and development opportunities to enhance its employees' career development and learning.

Customers

The Group is aware of the risk of customer concentration, and sought to reduce the reliance on major customer by undertaking more sizable projects for other customers.

Besides that, the Group believes a strong and good relationship with customers would increase its recognition and visibility in the foundation industry. As such, the Group values the views and opinions of all customers through various means and channels, including regular review and analysis on customer feedback.

The Group also believes that a strong and good relationship with customers can further develop new business opportunities in the foundation industry.

遵守相關法律及法規

於回顧年度,就董事會及管理層所知,本集團 概無嚴重違反或不遵守適用法律及法規的情 況,以致對本集團業務及營運產生重大影響。

與僱員、客戶、供應商及分包商的 主要關係

僱員

客戶

本集團注意到客戶集中的風險,透過承接更多 其他客戶的大規模項目,務求減低對主要客戶 的依賴。

此外,本集團相信,與客戶維持深厚良好的關係將提升其在地基行業的認可度及知名度。因此,本集團通過不同方法及渠道(包括定期審閱及分析客戶反饋)了解所有客戶的觀點及意見。

本集團亦相信,與客戶建立牢固良好的關係, 可進一步發展在地基行業的新業務機遇。

Suppliers and Sub-contractors

The Group has developed stable and strong working relationships with suppliers and sub-contractors to meet the Group's customers' needs in an effective and efficient manner. The Group works closely with the suppliers and sub-contractors to make sure the tendering, procurement and sub-contracting are conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to them before the commencement of the project.

LIQUIDITY AND FINANCIAL RESOURCE

The Group continued to finance its working capital with internally generated cash flows and bank borrowings.

As at 31 March 2025, the Group had total cash, bank balances and pledged deposits of approximately HK\$92.7 million (31 March 2024: approximately HK\$134.0 million).

CAPITAL STRUCTURE

As at 31 March 2025, the Company's issued capital was HK\$28.8 million and the number of its issued ordinary shares was 288,000,000 shares of HK\$0.1 each.

The Placing of New Shares under General Mandate in August 2024

In August 2024, the Company raised net proceeds of approximately HK\$15.0 million (the "Placing Proceeds") from its placing of 240,000,000 Shares to not less than six placees at the placing price of HK\$0.064 each per placing share under general mandate for the general working capital of the Group.

By October 2024, all of the Placing Proceeds were utilised for the general working capital of the Group.

供應商及分包商

本集團與供應商及分包商建立穩定且牢固的合作關係,以有效及高效地滿足本集團客戶的需求。本集團與供應商及分包商緊密合作,確保招標、採購及分包過程公開、公平及公正。本集團於項目動工前已向彼等清楚説明本集團的規定及標準。

流動資金及財務資源

本集團繼續以內部產生的現金流及銀行借貸撥 付營運資金。

於二零二五年三月三十一日,本集團之現金、 銀行結餘及已抵押存款總額約為92.7百萬港 元(二零二四年三月三十一日:約134.0百萬港 元)。

資本架構

於二零二五年三月三十一日,本公司已發行股本為28.8百萬港元及已發行普通股數目為每股面值0.1港元的288,000,000股股份。

於二零二四年八月根據一般授權配售 新股份

於二零二四年八月,本公司根據一般授權以配售價每股配售股份0.064港元向不少於六名承配人配售240,000,000股股份,並自此籌得所得款項淨額約15.0百萬港元(「配售事項所得款項」)以用作本集團的一般營運資金。

截至二零二四年十月,所有配售事項所得款項 已用作本集團的一般營運資金。

Share consolidation and Rights Issue

On 13 September 2024, the Company announced (i) the proposed consolidation on the basis that every ten (10) issued and unissued shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.1 each (the "Consolidated Share") (the "Share Consolidation"); and (ii) the proposed issued by way of the rights of up to 144,000,000 rights shares of HK\$0.1 each (the "Rights Shares") to the qualifying shareholders on the record date at a subscription price (the "Subscription Price") of HK\$0.2 per Rights Share on the basis of one (1) Rights Share for every one (1) Consolidated Shares (the "Rights Issue").

The Share Consolidation was effective from 14 November 2024. Upon the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$100,000,000 divided into 1,000,000,000 Consolidated Shares of HK\$0.1 each, of which 144,000,000 Consolidated Shares (which are fully-paid or credited as fully-paid) would be in issue.

Further to the Share Consolidation, the Rights Issue became unconditional on 19 December 2024. The gross proceeds from the Rights Issue (before deducting the necessary expenses) were approximately HK\$28.8 million and the net proceeds from the Rights Issue (after deducting the estimated expenses of approximately HK\$1.2 million) were approximately HK\$27.6 million. As disclosed in the prospectus of the Company dated 28 November 2024 in respect of the Rights Issue, the Company intends to apply the net proceeds from the Rights Issue (a) as to approximately HK\$19.4 million, being 70% of the net proceeds, for upfront costs of the ongoing construction projects; (b) as to approximately HK\$4.2 million, being 15% of the net proceeds, for partial repayment of principal amounts of bank loan installments which will be due in January 2025; and (c) the remaining balance of approximately HK\$4.0 million, being 15% of the net proceeds, for general working capital of the Group including but not limited to directors' remuneration and staff costs, audit and other professional fees, administrative and general expenses as well as printing fees and listing fees.

Details of the above are set out in the Company's announcements on 13 September 2024 and 20 December 2024, the Company's circular dated 18 October 2024 and the Company's prospectus dated 28 November 2024 respectively.

By March 2025, all of the net proceeds from the Rights Issue were utilised as intended.

股份合併及供股

於二零二四年九月十三日,本公司公佈:(i)建議按本公司股本中每十(10)股每股面值0.01港元之已發行及未發行股份合併為一(1)股每股面值0.1港元之合併股份(「合併股份」)之基準進行合併(「股份合併」);及(ii)建議以供股方式發行最多144,000,000股每股面值0.1港元之供股股份(「供股股份」)予合資格股東,基準為於記錄日期每持有一(1)股合併股份獲發一(1)股供股股份,認購價(「認購價」)為每股供股股份0.2港元(「供股」)。

股份合併自二零二四年十一月十四日起生效。 於股份合併生效後,本公司之法定股本將為 100,000,000港元,分為1,000,000,000股每股 面值0.1港元之合併股份,其中144,000,000股 合併股份(已繳足或入賬列作繳足)將為已發行 股份。

繼股份合併,供股於二零二四年十二月十九日成為無條件。供股所得款項總額(未扣除必要開支)約為28.8百萬港元,所得款項淨額(扣除估計開計約1.2百萬港元)約為27.6百萬港元。如本公司日期為二零二四年十一月二十八日關供股之供股章程所披露,本公司擬將供股所得款項淨額:(a)約19.4百萬港元(即所得款項淨額的70%)用作進行中的建設項目的前期成本所。(b)約4.2百萬港元(即所得款項淨額的15%)用作進行中的建設項目的前期成本於部分償還將於二零二五年一月到期的銀行資款可分期付款本金:(c)約4.0百萬港元(即所得款項淨額的15%)的餘額用作本集團一般營運資金,包括但不限於董事薪酬及員工成本、審計及與也專業費用、行政及一般開支以及印刷費用及上市費用。

上述詳情分別載於本公司於二零二四年九月十 三日及二零二四年十二月二十日刊發的公告、 本公司日期為二零二四年十月十八日的通函及 本公司日期為二零二四年十一月二十八日的供 股章程。

供股所得款項淨額已於二零二五年三月前計劃 悉數動用。

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policy. 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 all the time.

Pledge of Assets

As at 31 March 2025, the Group had pledged (i) approximately HK\$9.6 million bank deposits (31 March 2024: approximately HK\$19.8 million and RMB13.0 million bank deposits and an investment property situated in Hong Kong of approximately HK\$3.9 million); and (ii) corporate guarantee given by the Company in order to secure bank facilities granted to Kit Kee Engineering.

FOREIGN EXCHANGE EXPOSURE

As the Group mainly operates in Hong Kong and most of the revenue and transactions arising from its operations were settled in Hong Kong dollars, the Directors are of the view that the Group's foreign exchange rate risks are insignificant. Thus, the Group has not entered into any derivative contracts to hedge against the foreign exchange rate risk for the Review Year.

During the Review Year, the Group placed a portion of its cash reserves in RMB in time deposit for interest return, and the Group incurred an exchange loss of approximately HK\$0.4 million (For Last Year: approximately HK\$1.0 million).

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 March 2025, the Group had capital commitments of approximately HK\$2.0 million (For Last Year: nil) for acquiring machine.

As at 31 March 2025 and 2024, the Group had been involved in a number of claims, litigations and potential claims against the Group in relation to work-related injuries and non-compliances. The Directors are of the opinion that the claims, litigations and non-compliances are not expected to have a material impact on the consolidated financial statements, and the outcome for potential claims is uncertain. Accordingly, no provision has been made to the consolidated financial statements.

庫務政策

本集團已就庫務政策採取審慎的財務管理方法。董事會密切監督本集團流動資金狀況,以確保本集團資產、負債及其他承擔的流動資金架構可一直滿足其資金需求。

資產抵押

於二零二五年三月三十一日,本集團已就杰記 工程獲授銀行融資而抵押(i)約9.6百萬港元銀行 存款(二零二四年三月三十一日:約19.8百萬港 元及人民幣13.0百萬元的銀行存款以及位於香 港的投資物業約3.9百萬港元);及(ii)本公司提 供的企業擔保。

外匯風險

由於本集團主要於香港經營業務,經營產生的大部份收益及交易均以港元結算,故董事認為本集團匯率風險不大。因此,回顧年度本集團並無訂立任何衍生工具合約以對沖匯率風險。

本集團於回顧年度投放一部分人民幣現金儲備 以定期存款獲取利息回報,本集團並產生匯兑 虧損約0.4百萬港元(去年:約1.0百萬港元)。

資本承擔及或然負債

於二零二五年三月三十一日,本集團就收購機械而言擁有資本承擔約2.0百萬港元(去年:零)。

於二零二五年及二零二四年三月三十一日,本 集團涉及多項針對本集團的工傷以及不合規事 件的申索、訴訟及潛在申索。董事認為該等申 索、訴訟及不合規事件預期不會對綜合財務報 表造成重大影響,且潛在申索的結果為不確 定。因此,概無於綜合財務報表作出撥備。

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

During the Review Year, the Group did not have any significant investment held, nor any material acquisitions or disposals of subsidiaries or associated companies.

FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed in the prospectus of the Company dated 26 January 2018 (the "Prospectus"), the Group did not have any other plans for material investments or capital assets during the Review Year.

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2025, we employed a total of 322 full-time employees (including two executive Directors but excluding three independent non-executive Directors), as compared to a total of 338 full-time employees as at 31 March 2024. The remuneration packages that the Group offers to employees includes salary, discretionary bonuses and other cash subsidies. In general, the Group determines employee salaries based on each employee's qualifications, position and seniority. The Group has designed an annual review system to assess the performance of its employees, which forms the basis of its decisions with respect to salary raises, bonuses and promotions. The Group also adopted a share option scheme whereby qualified participants may be granted options to acquire shares in the Company. The total staff cost incurred by the Group for the Review Year was approximately HK\$187.6 million compared to approximately HK\$140.0 million of Last Year.

The remuneration of the Directors is decided by the Board upon the recommendation from the remuneration committee of the Company having regard to the Group's operating results, individual performance and comparable market statistics.

DIVIDENDS

The Board has resolved not to recommend the declaration of final dividend for the Review Year (For Last Year: nil).

重大投資、重大收購或出售附屬公司 司及聯營公司

於回顧年度,本集團並無持有任何重大投資,亦無重大收購或出售附屬公司或聯營公司事項。

未來重要投資或資本資產計劃

於回顧年度,除本公司日期為二零一八年一月二十六日的招股章程(「招股章程」)所披露者外,本集團並無任何其他重要投資或資本資產計劃。

僱員及薪酬政策

於二零二五年三月三十一日,我們共僱用322 名全職僱員(包括兩名執行董事但不包括三名獨立非執行董事),而二零二四年三月三十一日共 僱用338名全職僱員。本集團向僱員提供的薪 酬待遇包括工資、酌情花紅及其他現金補貼。一般而言,本集團根據每位僱員員金補貼。 一般而言,本集團根據每位僱員人會 位及資歷確定僱員薪資。為評估僱員績效。 集團制定一項年度審核制度,形成我們釐 新、花紅及晉升的依據。本集團亦已採納 購股權計劃,據此合資格參與者可獲授購股權 以收購本公司股份。回顧年度,本集團產生的 僱員成本總額約為187.6百萬港元,而去年約為 140.0百萬港元。

董事薪酬由董事會根據本公司薪酬委員會的建議並參考本集團經營業績、個人表現及同類市場統計數字而釐定。

股息

董事會議決不建議宣派回顧年度的末期股息(去年:無)。

Biographical Details of the Directors and Senior Management are set out as follows:

董事及高級管理層履歷資料載列如下:

DIRECTORS

Executive Directors

Mr. YIP Yuk Kit (葉育杰) ("Mr. Yip"), aged 69, is one of the controlling shareholders, the chairman of the Board, an executive Director and chief executive officer of the Group. He joined the Group in August 1993 and is one of the founders of the Group. He is also a director of each and every wholly-owned subsidiary of the Group.

Mr. Yip is responsible for the overall business development and business strategies of the Group. He has more than 45 years of experience in the foundation industry. In 1977, Mr. Yip commenced his business of earthwork and air compressor rental in Hong Kong through Kit Kee Mechanics* (杰記機械) which was first registered as a sole proprietorship. In 1986, Mr. Yip established Kit Kee Engineering Company* (杰記工程公司) where he engaged in ELS and foundation works in Hong Kong. On 19 August 1993, Mr. Yip co-founded Kit Kee Engineering where Mr. Yip is responsible for overseeing the projects and business development. From August 1993 and up to the present, Mr. Yip is the managing director of Kit Kee Engineering.

Mr. Yip has entered into a service agreement with the Company for an initial term of three years commencing on 8 February 2018 and will continue thereafter until terminated in accordance with the terms of the agreement. The amount of emoluments paid for the year ended 31 March 2025 to Mr. Yip is set out in note 12 to the consolidated financial statements for the year ended 31 March 2025 of the Company's annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee and he is also entitled to a discretionary bonus with reference to his performance and the operating results of the Group.

Mr. Yip has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the date of this report, he was interested in 193,252,326 Shares held through Fame Circle (representing 67.1% of the aggregate number of Shares in issue). Save as disclosed above, Mr. Yip was not interested in any Shares within the meaning of Part XV of the SFO as at the date of this report. Save as disclosed above, Mr. Yip does not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholder of the Company.

董事

執行董事

葉育杰先生(「葉先生」),69歲,為本集團控股股東之一、董事會主席、執行董事兼行政總裁。彼於一九九三年八月加入本集團並為本集團創始人之一。彼亦為本集團各個及每個全資附屬公司的董事。

葉先生負責本集團整體業務發展及業務策略。彼擁有逾45年地基行業經驗。於一九七七年,葉先生於香港透過杰記機械(當時初步註冊為獨資經營)開展其土方工程及空氣壓縮機租賃業務。於一九八六年,葉先生在香港成立杰記程公司,從事挖掘及側向承托及地基工程。於一九九三年八月十九日,葉先生共同創立杰記工程,而葉先生負責監管項目及業務開發。葉先生自一九九三年八月至今為杰記工程的董事總經理。

葉先生已與本公司訂立服務協議,自二零一八年二月八日起計,初步為期三年,並將於此後持續有效直至根據協議之條款終止為止。截至二零二五年三月三十一日止年度已支付予葉先生之酬金數額載於本公司截至二零二五年三月三十一日止年度年報之綜合財務報表附註12。有關薪酬/酬金將由董事會及薪酬委員會每年進行檢討,及彼亦有權享有參照其表現及本集團之經營業績釐定之酌情花紅。

葉先生過去三年並無於其證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。於本報告日期,彼於透過Fame Circle持有之193,252,326股股份(相當於已發行股份總數之67.1%)中擁有權益。除上文所披露者外,於本報告日期,葉先生並無擁有任何證券及期貨條例第XV部所界定的股份權益。除上文所披露者外,葉先生與本公司任何其他董事、高級管理層或主要股東或控股股東並無任何關係。

^{*} For identification purpose only

Mr. CHEUNG Chun Fai (張振輝) ("Mr. Cheung"), aged 55, is an executive Director of the Group. He joined the Group in October 1996

張振輝先生(「張先生」),55歳,為本集團執行 董事,於一九九六年十月加入本集團。

Mr. Cheung is responsible for the overall management and business operations of the Group. Mr. Cheung has over 25 years of experience in the foundation industry. Mr. Cheung was a technician at Fugro-McClelland Geotechnical Services (Hong Kong) Limited from July 1990 to September 1991 and a resident technical officer (laboratory) of Maunsell Consultants Asia Limited from December 1991 to January 1993. From March 1993 to April 1995, Mr. Cheung worked in the Water Suppliers Department of the Government as a technical officer. He then worked in High-Point Rendel (HK) Limited as a technical officer from May 1995 to June 1996 and was a site engineer at Hsin Chong (Foundations) Limited from June 1996 to September 1996. Mr. Cheung joined the Group in October 1996 as a site engineer. He was subsequently promoted to the position of project manager in 2006 and was further promoted to the position of director in 2017. Mr. Cheung obtained a Higher Diploma in Building from the City University of Hong Kong in November 1995.

張先生負責本集團的整體管理及業務營運。 張先生擁有逾25年地基行業經驗。張先生自 一九九零年七月至一九九一年九月擔任Fugro-McClelland Geotechnical Services (Hong Kong) Limited 的技術員;自一九九一年十二月至一 九九三年一月擔任茂盛(亞洲)工程顧問有限公 司常駐技術員(實驗室)。張先生自一九九三年 三月至一九九五年四月任職於政府水務署, 擔任技術專員。彼其後於一九九五年五月至 一九九六年六月任職於High-Point Rendel (HK) Limited,擔任技術專員,及自一九九六年六月 至一九九六年九月擔任新昌(地基工程)有限公 司地盤工程師。張先生於一九九六年十月加入 本集團任地盤工程師,彼其後於二零零六年晉 升為工程項目經理,於二零一七年再度晉升為 董事。張先生於一九九五年十一月取得香港城 市大學建築專業高級文憑。

Mr. Cheung has entered into a service agreement with the Company for an initial term of three years commencing on 8 February 2018 and will continue thereafter until terminated in accordance with the terms of the agreement. The amount of emoluments paid for the year ended 31 March 2025 to Mr. Cheung is set out in note 12 to the consolidated financial statements for the year ended 31 March 2025 of the Company's annual report. Such remuneration/ emoluments will be reviewed annually by the Board and the remuneration committee and he is also entitled to a discretionary bonus with reference to his performance and the operating results of the Group.

張先生已與本公司訂立服務協議,自二零一八年二月八日起計,初步為期三年,並將於此後持續有效直至根據協議之條款終止為止。截至二零二五年三月三十一日止年度已支付予張先生之酬金數額載於本公司截至二零二五年三月三十一日止年度年報之綜合財務報表附註12。有關薪酬/酬金將由董事會及薪酬委員會每年進行檢討,及彼亦有權享有參照其表現及本集團之經營業績釐定之酌情花紅。

Mr. Cheung has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

張先生過去三年並無於其證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。彼與本公司任何董事、高級管理層、主要或控股股東並無任何關係,亦無擁有根據證券及期貨條例第XV部須予披露之任何股份權益。

Independent Non-executive Directors

Mr. LEE Kwok Lun (李國麟) ("Mr. Lee"), aged 41, was appointed as an independent non-executive Director on 18 January 2018. He has entered into a letter of appointment for a fixed term of three years with effect from 8 February 2018 and will continue thereafter until terminated in accordance with the terms of the appointment. He is entitled to an annual director's fee of HK\$180,000. Mr. Lee is mainly responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Company. He is the chairman of the audit committee and a member of the nomination committee. Save as disclosed above, Mr. Lee does not hold any position in the Group.

Mr. Lee has over 15 years of experience in accounting, audit, corporate finance and financial management. Mr. Lee obtained a degree of Bachelor of Arts (Hons) in Accounting from the University of Hertfordshire in September 2006. He is a member of the Association of Chartered Certified Accountants since January 2013 and a member of the Hong Kong Institute of Certified Public Accountants since September 2013. Mr. Lee is currently an independent non-executive Director of Wing Chi Holdings Limited (stock code: 6080), and Ever Reach Group (Holdings) Company Limited (stock code: 3616), the shares of which are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Lee has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

獨立非執行董事

李國麟先生(「李先生」),41歲,於二零一八年一月十八日獲委任為獨立非執行董事,李先生已訂立委任函,自二零一八年二月八日起生效,固定年期為三年,將於此後持續有效直至根據委任條款終止為止。李先生有權享有有效直至實事袍金 180,000港元。李先生主要負責獨立監督管理及就本公司策略、表現、資源及行為審則事宜提供獨立判斷。彼為審核委員會成員。除上文所披露者外,李先生並無於本集團擔任任何職務。

李先生於會計、審計、企業融資及財務管理方面具有逾15年豐富經驗。李先生於二零零六年九月獲得赫特福德大學會計學榮譽學士學位。自二零一三年一月及二零一三年九月起,彼分別為英國特許公認會計師公會及香港會計師公會會員。李先生目前分別為榮智控股有限公司(股份代號:6080)及恒達集團(控股)有限公司(股份代號:3616)(該等公司股份於聯交所主板上市)的獨立非執行董事。

除上文所披露者外,李先生過去三年並無於其證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。彼與本公司任何董事、高級管理層、主要或控股股東並無關連,亦無擁有根據證券及期貨條例第XV部須予披露之任何股份權益。

Mr. CHAN Wa Shing (陳華勝) ("Mr. WS Chan"), aged 63, was appointed as an independent non-executive Director on 26 March 2019. He has entered into a letter of appointment for a fixed term of three years with effect from 1 April 2019 and will continue thereafter until terminated in accordance with the terms of the appointment. He is entitled to an annual director's fee of HK\$180,000. Mr. WS Chan is mainly responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Company. He is the chairman of the remuneration committee and a member of the audit committee. Save as disclosed above, Mr. WS Chan does not hold any position in the Group.

Mr. WS Chan, is a barrister-at-law of Hong Kong. He joined the Hong Kong Police Force in 1986 and retired in 2016 with his last position being chief superintendent. During his employment with the Hong Kong Police Force, he was called to the bar in Hong Kong in 1996.

Mr. WS Chan graduated with a bachelor of science in pharmacology from the University of Portsmouth (previously known as Portsmouth Polytechnic) in 1983. He obtained a postgraduate diploma in business studies from London School of Economics in 1985 and further obtained a master degree in public administration from the University of Hong Kong in 1998.

Save as disclosed above, Mr. WS Chan has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

陳華勝先生,為香港大律師。彼於一九八六年 加入香港警務處,於二零一六年離職時為總警 司。於香港警務處任職期間,彼於一九九六年 取得香港大律師資格。

陳華勝先生於一九八三年畢業於 University of Portsmouth(前稱為Portsmouth Polytechnic),獲得藥理學學士學位。彼於一九八五年獲得倫敦經濟學院商科研究生文憑,並於一九九八年獲香港大學公共管理碩士學位。

除上文所披露者外,陳華勝先生過去三年並無於其證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。彼與本公司任何董事、高級管理層、主要或控股股東並無關連,亦無擁有根據證券及期貨條例第XV部須予披露之任何股份權益。

Ms. Ding Xin (丁昕) ("Ms. Ding"), aged 38, has over 10 years of experience in accounting, audit and assurance. Ms. Ding obtained a bachelor degree of Business Administration in Accounting and Finance from the University of Hong Kong in June 2010. Ms. Ding is a member of the Hong Kong Institute of Certified Public Accountants since March 2014. Ms. Ding is currently a practicing certified public accountant in Hong Kong. She is also currently an independent non-executive Director of China Wacan Group Company Limited (formerly known as Hands Form Holdings Limited) (stock code: 1920), and Wah Wo Holdings Group Limited (stock code: 9938), the shares of which are listed on the Main Board of the Stock Exchange.

丁昕女士(「丁女士」),38歲,於會計、審計及鑒證方面擁有逾10年經驗。丁女士於二零一零年六月取得香港大學工商管理學(會計及財務)學士學位。丁女士自二零一四年三月起為香港會計師公會會員。丁女士目前為香港執業會計師。彼目前亦為中國網成集團有限公司(前稱恆新豐控股有限公司)(其股份於聯交所主板上市,股份代號:1920)及華和控股集團有限公司(其股份於聯交所主板上市,股份代號:9938)的獨立非執行董事。

Ms. Ding has entered into a letter of appointment with the Company for a fixed term of three years with effect from 12 December 2024 and will continue thereafter until terminated in accordance with the terms of her engagement. She is entitled to an annual director's fee of HK\$180,000. Ms. Ding is mainly responsible for overseeing the management independently and providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Company. She is a member of the audit committee, remuneration committee and nomination committee. Save as disclosed above, Ms. Ding does not hold any position in the Group.

丁女士已與本公司訂立委任函,自二零二四年十二月十二日起生效,固定年期為三年,將於此後持續有效直至根據委聘條款終止為止。 有權享有年度董事袍金 180,000港元。丁女士主要負責獨立監督管理層,並對本公司的工 略、績效、資源及行為標準等問題提供獨立文略、統為審核委員會、薪酬委員會及提名委本集團擔任任何職務。

Save as disclosed above, Ms. Ding has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. She is not connected with any Directors, senior management, substantial or controlling shareholders of our Company, nor does she has any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

除上文所披露者外,丁女士於過去三年並無於 其證券於香港或海外任何證券市場上市的公眾 公司擔任任何董事職務。丁女士與本公司任何 董事、高級管理層、主要股東或控股股東概無 關連,亦無根據證券及期貨條例第XV部須予披 露之任何股份權益。

Saved as disclosed above, there was no change to any information required to be disclosed in relation to any Director pursuant to Rule 13.51(2)(a) to (e) and (g) of the Listing Rules during the Review Year. The Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

除上文所披露者外,於回顧年度,根據上市規則第13.51(2)(a)至(e)及(g)條須予披露的有關任何董事的任何資料概無變動。董事會並不知悉任何資料須根據上市規則第13.51(2)(h)至(v)條的規定予以披露,亦無任何其他事宜須提請股東垂注。

Senior Management

Mr. CHAN Ho Shing (陳浩成) ("Mr. HS Chan"), aged 56, has been the contracts manager of Kit Kee Engineering since July 2005. He is mainly responsible for overseeing tender process, contract management, administration and quality assurance matters.

Mr. HS Chan obtained a Certificate in Building Studies from the Morrison Hill Technical Institute (currently known as the Hong Kong Institute of Vocational Education (IVE) (Morrison Hill)) in July 1988, a Higher Certificate in Building Studies from the Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in November 1990.

Mr. HS Chan has over 35 years of experience in the foundation industry. Prior to joining our Group, Mr. HS Chan worked for various construction companies in various capacities. He was a site foreman at Kin Ming & Co. (健明公司) from August 1987 to August 1988 and an assistant quantity surveyor at Gammon Construction Limited from October 1988 to July 1992. He was employed by Fanta (CFC) Construction Co. Limited from August 1992 and later left with his last position being commercial manager. Mr. HS Chan was a quantity surveyor at Yat Ming Construction Co., Limited from July 1997 to May 2005.

Mr. HS Chan is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

高級管理層

陳浩成先生(「陳浩成先生」),56歲,自二零零五年七月起為杰記工程合約經理,主要負責監管投標程序、合約管理、行政工作及品質保證事宜。

陳浩成先生於一九八八年七月取得摩理臣山工 業學院(目前稱作香港專業教育學院摩理臣山分 校)建築學證書,於一九九零年十一月取得香 港理工大學(前稱香港理工學院)建築學高級證 書。

陳浩成先生擁有逾35年地基行業經驗。於加入本集團前,陳浩成先生曾就職於多家建築公司 擔任不同職務。陳浩成先生自一九八七年八月 至一九八八年八月擔任健明公司地盤管工;自 一九八八年十月至一九九二年七月擔任金門建 築有限公司助理工料測量師;彼自一九九二年 八月受僱於汛達(中福)建築有限公司及其後離 職,最後任職商務經理。陳浩成先生自一九九 七年七月至二零零五年五月擔任一鳴建築有限 公司工程測量師。

陳浩成先生與本公司任何董事、高級管理層、 主要或控股股東並無任何關係,亦無擁有根據 證券及期貨條例第XV部須予披露之任何股份權 益。

Mr. LEUNG Hoi Ki (梁海祺) ("Mr. Leung"), aged 36, has been the financial controller of our Group since January 2017. He is primarily responsible for the management of financial, accounting and company secretarial matters of our Group.

Mr. Leung received a degree of Bachelor of Business Administration in Accountancy from the Hong Kong Polytechnic University in October 2011. Mr. Leung was admitted as a Certified Public Accountant in March 2015. He has over 10 years of accounting experience. From September 2011 to May 2014, he was employed by BDO Limited, with his last position being a senior associate of the Assurance Department. From June 2014 to November 2014, Mr. Leung worked as a senior accountant at the Assurance Department of Ernst & Young. From December 2014 to January 2017, he was employed by KPMG with his last position being a manager.

Mr. Leung has been appointed as the company secretary of Easy Smart Group Holdings Limited (怡俊集團控股有限公司), a company listed on the Stock Exchange (Stock Code: 2442), with effect from 9 May 2023.

Mr. Leung is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares, which are required to be disclosed pursuant to Part XV of the SFO.

梁海祺先生(「梁先生」),36歲,自二零一七年 一月起擔任本集團財務總監,主要負責管理本 集團財務、會計及公司秘書事宜。

梁先生於二零一一年十月取得香港理工大學會計學商業管理學士學位。梁先生於二零一五月獲認可為會計師。梁先生擁有逾10年會計經驗。梁先生自二零一一年九月至二零一四年五月受僱於香港立信德豪會計師事務所有四年六月至二零一四年十一月,梁先生擔自二零一四年十二月至二零一七年一月,彼受僱於畢馬威會計師事務所,最後任職經理。

梁先生於二零二三年五月九日獲委任為怡俊集 團控股有限公司(一間於聯交所上市的公司,股份代號: 2442)的公司秘書。

梁先生與本公司任何董事、高級管理層、主要 或控股股東並無任何關係,亦無擁有根據證券 及期貨條例第XV部須予披露之任何股份權益。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Group recognises the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability. The Group is committed to maintaining good corporate governance to safeguard the interest of shareholders and to achieve effective accountability because the Group believes that is the best way to maximise our shareholder's value.

本集團認可在本集團管理架構及內部監控程序 內引入良好企業管治元素的重要性,藉以達致 有效的問責制。本集團致力於維持良好的企業 管治,以保障股東利益及達致有效的問責制, 乃由於本集團認為此乃實現股東價值最大化的 最佳方式。

The Company has adopted the corporate governance code (the "CG code") contained in Appendix C1 to the Listing Rules. Pursuant to code provision C.2.1 of the CG Code, the roles of the chairman of the Board ("the Chairman") and the chief executive officer of the Company (the "Chief Executive Officer") should be separated and should not be performed by the same individual. Mr. Yip was the Chairman and Chief Executive Officer during the Review Year. As Mr. Yip has been assuming day-to-day responsibilities in operating and managing Kit Kee Engineering since August 1993, the Board is of the view that it is in the best interest of the Group to have Mr. Yip taking up both roles for effective management and business development.

本公司已採納上市規則附錄C1所載企業管治守則(「企業管治守則」)。根據企業管治守則的守則條文第C.2.1條,本公司董事會主席(「主席」)與本公司行政總裁(「行政總裁」)之角色應分開而不應由同一人擔任。於回顧年度,葉先生兼任主席與行政總裁。鑒於葉先生自一九九三年八月以來一直承擔杰記工程的日常經營管理職責,董事會認為由葉先生兼任兩職有助有效管理及業務發展,符合本集團最佳利益。

Save for the above deviation, the Board considers that during the period from 8 February 2018 (the "Listing Date") to 31 March 2025, the Company has complied with all the code provisions set out in the CG Code.

除上述偏離外,董事會認為自二零一八年二月 八日(「上市日期」)至二零二五年三月三十一日 期間,本公司已遵守企業管治守則所載所有守 則條文。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed issuers (the "Model Code") as set out in Appendix C3 of the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries of the Directors, all the Directors have confirmed that they have complied with the requirements of the Model Code during the period from the Listing Date and up to the date of this annual report.

THE BOARD

Composition

The Company is committed to the view that the Board should include a balanced composition of executive Directors and non-executive Directors (including independent non-executive Directors), so that there is a strong independent element on the Board, which can effectively exercise independent judgement. As at the date of this report, the Board is chaired by Mr. Yip and comprised of five members including two executive Directors and three independent non-executive Directors.

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

Executive Directors

Mr. Yip Yuk Kit (Chairman) (Chief Executive Officer)

Mr. Cheung Chun Fai

Independent Non-executive Directors

Mr. Lee Kwok Lun

Mr. Chan Wa Shing

Ms. Ding Xin (appointed on 12 December 2024)

Mr. Chan Ka Yu (resigned on 31 December 2024)

Mr. Chan Ka Yu ceased to be an independent non-executive Director on 31 December 2024 in order to focus on his other business and personal commitments.

上市發行人董事進行證券交易的標 準守則

本公司已採納上市規則附錄C3上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易的行為守則。經向董事作出特定詢問,全體董事確認彼等於自上市日期起至本年報日期止期間已遵守標準守則的規定。

董事會

組成

本公司堅持認為董事會中執行董事及非執行董事(包括獨立非執行董事)之構成應當平衡,從而使董事會中擁有可有效行使獨立判斷的強大獨立元素。於本報告日期,董事會由葉先生擔任主席,包括五名成員,其中包括兩名執行董事及三名獨立非執行董事。

董事履歷資料載於本報告「董事及高級管理層履歷資料」一節。

執行董事

葉育杰先生(主席)(行政總裁) 張振輝先生

獨立非執行董事

李國麟先生

陳華勝先生

丁昕女士(於二零二四年十二月十二日獲委任) 陳家宇先生(於二零二四年十二月三十一日辭任)

陳家宇先生已於二零二四年十二月三十一日辭 任獨立非執行董事,以專注於其他業務及個人 事務。

Board Diversity Policy

The Board has adopted a board diversity policy (the "Board Diversity Policy") since the Listing Date. The summary of the Board Diversity Policy is disclosed as below:

- the Company recognises the benefits of having a diverse Board to enhance the quality and effectiveness of the Board;
- in designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- all Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board;
- the selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board; and
- the nomination committee of the Board will report on the Board's composition under diversified perspectives, monitor the implementation of the Board Diversity Policy, review the Board Diversity Policy to ensure effectiveness and recommend any revisions to the Board for consideration and approval.

The Board's current composition comprises 4 male Directors and 1 female Director with different ages, lengths of service and diversity perspectives, which have been disclosed in biographical information shown in "Biographical Details of the Directors and Senior Management" on pages 21 to 27 of this report.

As at 31 March 2025, the Group's total workforce comprised of 45 female and 277 male. The current gender diversity of workforce was appropriate taking into account the business models and operational needs. The Group continually strives to ensure equal opportunity across the workplace, including recruitment, hiring, compensation, training and promotion for all employees based on their knowledge, experience and individual performance, regardless of their gender.

董事會成員多元化政策

自上市日期起,董事會已採納董事會成員多元 化政策(「董事會成員多元化政策」)。董事會成 員多元化政策之概要披露如下:

- 本公司認可設置多元化董事會對提升董事 會質素及效能裨益良多;
- 本公司在設計董事會成員組成時,會從多個方面考慮董事會成員多元化,包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期;
- 董事會所有委任均以用人唯才為原則,並 在考慮人選時憑客觀條件充分顧及董事會 成員多元化的裨益;
- 甄選人選將按一系列多元化範疇為基準, 包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務 任期。最終將按人選的長處及可為董事會 提供的貢獻作決定;及
- 董事會提名委員會將從多元化角度就董事會組成作報告、監督董事會成員多元化政策實施、檢討董事會成員多元化政策以確保行之有效,及向董事會提出修訂建議,供其考慮及審批。

董事會目前由四位男性董事及一位女性董事組成,年齡、服務年資及多元化觀點各不相同,並已在本報告第21頁至第27頁的「董事及高級管理層履歷資料」中披露。

於二零二五年三月三十一日,本集團的總員工包括45名女性及277名男性。考慮到業務模式及營運需要,目前員工的性別多樣性是合適的。本集團持續致力確保工作場所的平等機會,包括根據所有員工的知識、經驗及個人表現(不論性別),提供招聘、僱用、薪酬、培訓及晉升機會。

Considering that the objective of the Board Diversity Policy had been met, the Board considered that no measurable objective for the implementation of the Board Diversity Policy is required to be set. The Company will continue to enforce and review our Board Diversity Policy. In particular, when the Board identifies potential Director candidates in the future, it will ensure that sufficient consideration will be given to gender diversity in light of the gender distribution of the boards of listed issuers on the Stock Exchange which operates in the same industry as the Company.

考慮到董事會多元化政策的目標已達成,董事會認為毋須就董事會多元化政策的執行訂立可衡量的目標。本公司將繼續執行及檢討董事會多元化政策。具體而言,董事會在未來物色潛在董事候選人時,將確保根據與本公司從事相同行業的聯交所上市發行人董事會的性別分布情況,充分考慮性別多元化。

Independent Non-executive Directors

The independent non-executive Directors have been appointed by the Company for an initial fixed term of three years commencing either from 8 February 2018 or from 1 April 2019 or from 12 December 2024 and shall continue thereafter unless and until terminated by either the Company or the Director giving to the other three months of notice in writing and subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company.

The independent non-executive Directors have brought in a wide range of business and financial expertise, experience and independent judgement to the Board. Through active participation in the Board meetings and serving on various Board committees, all independent non-executive Directors will continue to make various contributions to the Company.

Throughout the Review Year, the Company had three independent non-executive Directors, meeting the requirements of the Listing Rules that the Board must include at least three independent non-executive Director, the number of independent non-executive Directors must represent at least one-third of the Board members, and that at least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise.

Each of the independent non-executive Directors has given an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. As at the date of this annual report, the Company is of the view that all independent non-executive Directors are independent in accordance with the relevant requirements under the Listing Rules.

Ms. Ding Xin has obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 12 December 2024 and has confirmed that she understood her obligations as director of the Company.

獨立非執行董事

獨立非執行董事已獲本公司委任,自二零一八年二月八日起或自二零一九年四月一日起或自二零二四年十二月十二日起初始固定年期為三年,其後將繼續獲委任,除非及直至由本公司或董事向另一方發出三個月的書面通知予以終止則另作別論,並須根據本公司組織章程細則的規定,在本公司股東週年大會上輪值退任及重選連任。

獨立非執行董事為董事會提供了多個領域的業務及財務專業知識、經驗及獨立判斷。透過積極參與董事會會議及任職於不同的董事委員會,全體獨立非執行董事將繼續為本公司作出多重貢獻。

在整個回顧年度,本公司委任三名獨立非執行董事,符合上市規則要求董事會最少有三名獨立非執行董事,獨立非執行董事人數須至少佔董事會成員三分之一,至少有一名獨立非執行董事具備合宜的專業資質或會計或相關財務管理經驗的規定。

各獨立非執行董事已根據上市規則第3.13條向本公司發出年度獨立性確認書。於本年報日期,本公司根據上市規則的相關規定,認為全體獨立非執行董事乃屬獨立。

丁昕女士已於二零二四年十二月十二日取得上市規則第3.09D條所述的法律意見,並確認其瞭解其作為本公司董事的責任。

Appointment, Re-election and Removal of Directors

Each of the Directors has entered into a service agreement or a letter of appointment with the Company for a specific term and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the amended and restated memorandum and articles of association (the "Restated Articles"). Pursuant to code provision B.2.2 of the CG code, every director, including those appointed for a specific term should be subject to retirement by rotation at least once every three years.

In accordance with article 108 of the Restated Articles, at each annual general meeting, one third of the Directors for the time being will retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment but as between persons who become or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

In accordance with article 112 of the Restated Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

In accordance with article 108 of the Restated Articles, Mr. Yip Yuk Kit and Mr. Cheung Chun Fai will retire as Directors by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

In accordance with article 112 of the Restated Articles, Ms. Ding Xin will hold office only until the forthcoming annual general meeting of the Company and, being eligible, offer herself for re-election.

委任、重選及罷免董事

各董事已與本公司訂立具特定年期的服務協議或委任函,服務協議或委任函可根據當中所列終止條文以及經修訂及重列組織章程大綱及細則(「經重列細則」)所載董事輪值退任條文予以終止。根據企業管治守則的守則條文第B.2.2條,每名董事(包括有特定任期的董事)應至少每三年輪值退任一次。

根據經重列細則第108條,於每屆股東週年大會上,當時三分之一的董事應輪值告退。然而,倘董事人數並非三的倍數,則退任董事人數以最接近但不少於三分之一的人數為準。每年須退任的董事為自上次獲重選連任或委任以來任期最長的董事,惟倘多名董事均於同一日任職或獲重選連任,則以抽籤決定須告退的董事名單(彼等之間另有協定則除外)。

根據經重列細則第112條,獲董事會委任以增加現有董事會成員名額的董事的任期僅至本公司下屆股東週年大會為止,並可於該大會上膺選連任。

根據經重列細則第108條,葉育杰先生及張振 輝先生將作為輪值退任董事,並符合資格及願 意於本公司應屆股東週年大會上膺選連任。

根據經重列細則第112條,丁昕女士將的任期 僅至本公司應屆股東週年大會為止,並符合資 格且願意膺選連任。

Role and Responsibilities

The Board is responsible for the overall management of the Group and all day-to-day operations and management of the Company's business has been delegated to management under the leadership of the chief executive officer of the Company. The delegated functions and work tasks are periodically reviewed. Approvals have to be obtained from the Board prior to any significant transaction being entered into by the management.

The principal roles of the Board are:

- set long term objectives and strategies;
- approve major policies and guidelines;
- prepare and approve financial statements, annual report and interim report;
- approve major capital expenditures, acquisition and disposals;
- approve connected transactions;
- approve material borrowings and expenditures;
- review and monitor internal control and risk management; and
- declare and recommend the payments of dividends.

No corporate governance committee has been established and the Board is responsible for the corporate governance functions of the Company, which includes:

- develop and review the Company's policies and practices on corporate governance;
- review and monitor the training and continuous professional development of directors and senior management;
- review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- develop, review and monitor the code of conduct and compliance manual applicable to employees and directors;
- review the Company's compliance with the CG Code and disclosure in the corporate governance report.

角色及職責

董事會負責本集團的整體管理,而本公司所有 業務的日常經營管理已授權予管理層在本公司 行政總裁的領導下開展。所委託的職能及工作 任務會定期檢討。管理層在進行任何重大交易 之前,必須獲得董事會的批准。

董事會的主要角色為:

- 制定長期目標及策略;
- 批准重要政策及指引;
- 編製及批准財務報表、年度報告及中期報告;
- 批准重大資本開支、收購及出售事項;
- 批准關連交易;
- 批准重大借貸及開支;
- 檢討及監督內部監控及風險管理;及
- 宣派及建議派付股息。

並未成立企業管治委員會,而董事會承擔本公司企業管治職能,其中包括:

- 制定及檢討本公司企業管治政策及常規;
- 檢討及監督董事及高級管理層的培訓及持續專業發展;
- 檢討及監督本公司為遵守法例法規規定採 取的政策及常規:
- 制定、審閱及監督適用於僱員及董事的行為準則及合規手冊;及
- 檢討本公司遵守企業管治守則的情況及在 企業管治報告中作出披露。

The Directors will review the Group's corporate governance policies and compliance with the CG code each financial year and comply with the "comply or explain" principle in the corporate governance report.

董事將審閱本集團的企業管治政策,並於各財政年度遵守企業管治守則,採用企業管治報告中的「遵守或解釋」原則。

Directors' Insurance

The Company has arranged appropriate insurance coverage for all directors in relation to the discharge of their responsibilities.

Directors' Training and Professional Development

The Company, from time to time, provides in-house training for the Directors in the form of seminars, workshops and/or reading relevant material on the latest development of applicable laws, rules and regulations, management, financial and business issues to develop and refresh their knowledge and skills. The above training costs are borne by the Company.

The Directors are required to provide the Company with details of the training's records. Based on those training's record, the Directors received the following training during the Review Year:

董事保險

本公司已就全體董事履行彼等責任為彼等安排合宜的保險。

董事培訓及專業發展

本公司不時向董事提供內部培訓,形式包括內容關乎適用法例、規則及法規最新發展、管理、財務及業務事項的研討會、研習會及/或組織閱讀相關資料,以發展及更新彼等的知識及技能。上述培訓的成本由本公司承擔。

董事須向本公司提供培訓記錄的詳細資料。根據該等培訓記錄,董事已於回顧年度接受以下 培訓:

Type of trainings

		培訓類型
Mr. Yip Yuk Kit	葉育杰先生	A and B
		A及B
Mr. Cheung Chun Fai	張振輝先生	A and B
		A及B
Mr. Chan Ka Yu (resigned on 31 December 2024)	陳家宇先生(於二零二四年	A and B
	十二月三十一日辭任)	A及B
Mr. Lee Kwok Lun	李國麟先生	A and B
		A及B
Mr. Chan Wa Shing	陳華勝先生	A and B
		A及B
Ms. Ding Xin (appointed on 12 December 2024)	丁昕女士(於二零二四年	A and B
	十二月十二日獲委任)	A及B

A: attending seminars/conferences/forums

B: reading newspapers, journals and updates relating to the economy, general business, corporate governance and directors' duties and responsibilities A: 出席研討會/會議/論壇

B: 閲覽報紙、刊物及關乎經濟、整體業務、企業 管治及董事職責及責任的最新資料

Board and General Meetings

The Board meets regularly with at least 14 days' advanced notice being provided for quarterly meetings. For all other Board meetings, notice will be given in a reasonable time in advance. The Directors are allowed to include any matter in the agenda that is required for discussion and resolution at the meeting. To enable the Directors to be properly briefed on issues arising at each of the Board meetings and to make informed decisions, an agenda and the accompanying Board papers will be sent to all Directors at least three days before the intended date of the Board meeting, or such other period as agreed.

Minutes of the Board and committee meetings are prepared and kept by the company secretary of the Company, and are open for inspection by Directors upon request. All Directors have access to the advice and services of the company secretary, and are allowed to seek external professional advice if needed.

The Board seeks to maintain an ongoing dialogue with the Shareholders through the holding of general meetings. The Board and external auditor will attend the general meeting to answer any questions that may be raised by the Shareholders. A separate resolution shall be proposed at the general meetings to address each separate issue.

During the Review Year, the Board held seven meetings and one general meeting. The attendance record of each member of the Board is set out below:

董事會會議

董事會定期舉行會議,並於召開季度會議前發出至少14日之通知。就所有其他董事會會議而言,將會提前於合理時間發出通知。董事獲准將任何事宜納入須於會上討論及決議的會議議程。為使董事妥為知悉各董事會會議將予提呈之事宜及作出知情決定,會議議程連同董事會文件將於董事會會議擬定舉行日期前至少3日(或協定的有關其他時期)送交全體董事。

董事會及董事委員會會議的會議記錄由本公司公司秘書編製及保管,且於董事要求時可供其查閱。全體董事可向公司秘書尋求建議及服務,並獲准於需要時尋求外部專業建議。

董事會透過舉行股東大會尋求與股東之間的持續對話。董事會及外部核數師將參加股東大會回答股東可能提出的任何問題。於股東大會將提呈獨立決議案解決各項獨立事宜。

於回顧年度,董事會舉行七次會議及一次股東 大會,而各董事會成員出席記錄載列如下:

General Meetings

Roard Meetings

100 miles (100 miles)		Board Meetings attended/ Board Meetings convened 出席董事會會議次數/ 舉行董事會會議次數	attended/ General Meetings convened 出席股東大會次數/ 舉行股東大會次數
	** ** * * * * / * * \	ule till	
Mr. Yip Yuk Kit (Chairman)	葉育杰先生(主席)	7/7	1/1
Mr. Cheung Chun Fai	張振輝先生	7/7	1/1
Mr. Chan Ka Yu (resigned on	陳家宇先生(於二零二四年		
31 December 2024)	十二月三十一日辭任)	7/7	1/1
Mr. Lee Kwok Lun	李國麟先生	7/7	1/1
Mr. Chan Wa Shing	陳華勝先生	7/7	1/1
Ms. Ding Xin (appointed on	丁昕女士(於二零二四年		
12 December 2024)	十二月十二日獲委任)		

Subsequent to the Review Year and up to the date of this report, the Board held one meeting and the attendance record of each member of the Board is set out below:

於回顧年度後及直至本報告日期,董事會舉行 一次會議,而各董事會成員出席記錄載列如 下:

> Meeting attended/ Meeting convened 出席會議次數/ 舉行會議次數

Mr. Yip Yuk Kit (Chairman)	葉育杰先生(主席)	1/1
Mr. Cheung Chun Fai	張振輝先生	1/1
Mr. Lee Kwok Lun	李國麟先生	1/1
Mr. Chan Wa Shing	陳華勝先生	1/1
Ms. Ding Xin (appointed on 12 December 2024)	丁昕女士(於二零二四年	
	十二月十二日獲委仟)	1/1

BOARD COMMITTEES

To facilitate the work of the Board, the Board has established three board committees to oversee specific aspects of the Company's affairs, namely audit committee (the "Audit Committee"), remuneration committee (the "Remuneration Committee") and nomination committee (the "Nomination Committee"). Each board of committee has its own terms of reference relating to its authority and duties, which have been approved by the Board and are reviewed periodically. The terms of reference of each committee are available on the websites of the Company and the Stock Exchange.

Each board of committee has been provided with sufficient resources to discharge its duties and, upon reasonable request, is able to seek independent professional advice in appropriate circumstances, at the Company's expense.

董事委員會

為便於董事會工作,董事會已成立三個董事委員會監督本公司事務的特定範疇,即審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」) 及提名委員會(「提名委員會」)。每個董事委員會就其權限及職責制定各自的職權範圍,並已由董事會批准及定期檢討。於本公司及聯交所網站可查閱每個委員會的職權範圍。

每個董事委員會均已獲提供充足資源履行其職 責,及於合理要求時可在適當情況下尋求獨立 專業意見,費用由本公司承擔。

Audit Committee

The Company established an Audit Committee on 18 January 2018 with written terms of reference in compliance with the CG code. The primary roles of the Audit Committee include, but are not limited to, (a) making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal; (b) monitoring the integrity of the financial statements and annual reports and accounts, half-yearly reports and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgements contained in them; and (c) reviewing the financial controls, internal control and risk management systems.

The Audit Committee consists of three members who are all independent non-executive Directors, namely, Ms. Ding Xin, Mr. Lee Kwok Lun and Mr. Chan Wa Shing. Mr. Lee Kwok Lun is the Chairman of the Audit Committee.

During the Review Year, the Audit Committee held three meetings and the attendance record of each member of the Audit Committee is set out below:

審核委員會

本公司於二零一八年一月十八日成立審核委員會並採納符合企業管治守則的書面職權範圍。審核委員會的主要職責包括但不限於(a)就委任、重新委任及罷免外聘核數師向董事會提供建議,批准外聘核數師薪酬及其委聘條款以及其離職或免職的任何問題;(b)監督財務報表及其離職或免職的任何問題;(b)監督財務報表及年度報告及賬目、半年度報告及(倘為刊發而無製)季度報告的完整性,審閱當中載列的重大財務申報判斷;及(c)檢討我們的財務控制、內部監控及風險管理體系。

審核委員會包括三名成員,由全體獨立非執行 董事組成,即丁昕女士、李國麟先生及陳華勝 先生。李國麟先生為審核委員會主席。

於回顧年度,審核委員會舉行三次會議,而各 審核委員會成員出席記錄載列如下:

> Meeting attended/ Meeting convened 出席會議次數/ 舉行會議次數

Mr. Lee Kwok Lun <i>(Chairman)</i> Mr. Chan Ka Yu (resigned on 31 December 2024)	李國麟先生(主席) 陳家宇先生(於二零二四年	3/3
	十二月三十一日辭任)	3/3
Mr. Chan Wa Shing	陳華勝先生	3/3
Ms. Ding Xin (appointed on 31 December 2024)	丁昕女士(於二零二四年	
	十二月三十一日獲委任)	_

Subsequent to the Review Year and up to the date of this report, the Audit Committee held two meeting, and the following is a summary of the work performed by the Audit Committee during the Review Year and up to the date of this report:

- reviewed the annual results of the Group for the year ended 31 March 2025:
- reviewed the Group's financial information, financial report system, risk management and internal control procedures;
- reviewed the Company's Auditor's independence and objectivity;
- made recommendations to the Board on the re-appointment of the Company's external auditor;
- reviewed the Company's external auditor's management letter, significant findings and recommendations;
- reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- reviewed and discussed the reports from the Company's external consultant with the management; and
- met with the Company's external auditor, in the absence of the management.

There had been no disagreement between the Board and the Audit Committee from the Listing Date and up to the date of this report.

於回顧年度後及直至本報告日期,審核委員會舉行兩次會議,審核委員會於回顧年度至本報告日期所進行的工作概述如下:

- 審閱本集團截至二零二五年三月三十一日 止年度的年度業績;
- 審閱本集團財務資料、財務報告體系、風險管理及內部監控程序;
- 檢討本公司核數師的獨立性及客觀性;
- 就重新委任本公司外聘核數師向董事會提供建議;
- 審閱本公司外聘核數師管理函、重大發現 及建議;
- 檢討資源充足與否、員工資質及經驗、培訓計劃及本公司會計及財務申報職能預算;
- 審閱及與管理層討論本公司外聘顧問發出的報告;及
- 在管理層不在場的情況下,與本公司外聘 核數師會面。

自上市日期及直至本報告日期,董事會與審核 委員會之間並無任何分歧。

Remuneration Committee

Band of remuneration

The Company established a Remuneration Committee on 18 January 2018 with written terms of reference in compliance with the CG code. The primary roles of the Remuneration Committee include, but are not limited to, (a) making recommendations to the Board on our policy and structure for the remuneration of all of the Directors and senior management personnel and on the establishment of a formal and transparent procedure for developing remuneration policy; (b) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; (c) making recommendations to the Board on the remuneration of non-executive Directors; and (d) reviewing and/ or approving matters in relation to share option scheme.

The Remuneration Committee consists of an executive Director, namely Mr. Yip Yuk Kit and two independent non-executive Directors, namely Mr. Chan Wa Shing and Ms. Ding Xin. Mr. Chan Wa Shing is the Chairman of the Remuneration Committee.

The remuneration of the Directors and senior management is determined with reference to the responsibilities, workload, the time devoted and the performance of the Group. The Remuneration Committee also ensures that no individual will be involved in determining his own remuneration.

During the Review Year, the remuneration of senior management is listed as below by band:

薪酬委員會

本公司於二零一八年一月十八日成立薪酬委員會並採納符合企業管治守則的書面職權範圍。薪酬委員會的主要職責包括但不限於(a)就我們全體董事及高級管理人員的薪酬政策及結構以及就設立正式透明的薪酬政策制定程序向董事提供建議;(b)參照董事會的企業目標及宗董審閱及批准管理層的薪酬方案;(c)就非執行董事的薪酬向董事會提供建議;及(d)檢討及/或批准有關購股權計劃的事宜。

薪酬委員會由一名執行董事(即葉育杰先生)及 兩名獨立非執行董事(即陳華勝先生及丁昕女 士)組成。陳華勝先生先生為薪酬委員會主席。

董事及高級管理層的薪酬乃參照彼等的職責、 工作量、服務本集團年限及本集團的表現釐 定。薪酬委員會亦確保概無人士將參與釐定自 身薪酬。

於回顧年度,高級管理層的薪酬範圍列示如下:

No. of person 人數

nil-HK\$1,000,000 0至1,000,000港元 2

薪酬範圍

Further details of the Directors' and chief executives' emoluments and the five highest paid individuals is set out in note 12 to the consolidated financial statements.

有關董事及最高行政人員以及五大高薪人士的 薪酬詳情載於綜合財務報表附註12。

During the Review Year, the Remuneration Committee held two meetings and the attendance record of each member of the Remuneration Committee is set out below: 於回顧年度,薪酬委員會舉行兩次會議,而各 薪酬委員會成員出席記錄載列如下:

> Meeting attended/ Meeting convened 出席會議次數/ 舉行會議次數

Mr. Chan Wa Shing <i>(Chairman)</i> Mr. Chan Ka Yu (resigned on 31 December 2024)	陳華勝先生 <i>(主席)</i> 陳家宇先生(於二零二四年	2/2
,	十二月三十一日辭任)	2/2
Mr. Yip Yuk Kit	葉育杰先生	2/2
Ms. Ding Xin (appointed on 31 December 2024)	丁昕女士(於二零二四年	
	十二月三十一日獲委任)	_

Subsequent to the Review Year and up to the date of this report, the Remuneration Committee held one meeting, and the following is a summary of the work performed by the Remuneration Committee during the Review Year and up to the date of this report:

於回顧年度後及直至本報告日期,薪酬委員會舉行一次會議,薪酬委員會於回顧年度及直至本報告日期所進行的工作概述如下:

- considered the remuneration paid to Directors and senior management with reference to their responsibilities, workload, the time devoted and the performance of the Group, as well as remuneration paid by other comparable listed companies;
- reviewed and made recommendations on the management remuneration proposals with reference to the corporate goals and objectives of the Board;
- made recommendations to the Board on the remuneration of independent non-executive Directors; and
- reviewed and/or approved matters in relation to share option scheme.

- 參照董事及高級管理層的職責、工作量、 服務本集團年限及本集團的表現,以及其 他可資比較上市公司支付者,考慮董事及 高級管理層薪酬;
- 參照董事會的企業目標及宗旨審閱及就管 理層的薪酬方案提供建議;
- 就獨立非執行董事之薪酬向董事會提供建 議;及
- 檢討及/或審批有關購股權計劃的事宜。

Nomination Committee

The Company established a Nomination Committee on 18 January 2018 with written terms of reference in compliance with the CG code. The primary roles of the Nomination Committee include, but are not limited to, (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement our corporate strategy; (b) identifying individuals suitably qualified to become the Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships; (c) assessing the independence of the independent non-executive Directors; (d) making recommendations relating to nomination procedures, process and criteria; and (e) assessing each Director's time commitment and contribution to the Board and Director's ability to discharge his/her responsibilities effectively.

The Nomination Committee consists of an executive Director, namely Mr. Yip Yuk Kit and two independent non-executive Directors, namely Ms. Ding Xin and Mr. Lee Kwok Lun. Mr. Yip Yuk Kit is the Chairman of the Nomination Committee.

During the Review Year, the Nomination Committee held two meetings and the attendance record of each member of the Nomination Committee is set out below:

提名委員會

本公司於二零一八年一月十八日成立提名委員會並採納符合企業管治守則的書面職權範至提名委員會的主要職責包括但不限於(a)至年檢討一次董事會的架構、規模及組成(包括雙入知識及經驗)並就董事會的任何建議以與我們的企業策略互補;(b)物企業策略互補;(b)物企業策略互補;(b)物上,並提供適資格可擔任董事或就此向董事會提入就是名有關人士出任董事可就此向董事會提入就是不過程及標準提供意見;及(e)評估獨立非執行職責則。及(e)評估事有效履行職責的能力。

提名委員會由一名執行董事(即葉育杰先生)及 兩名獨立非執行董事(即丁昕女士及李國麟先 生)組成。葉育杰先生為提名委員會主席。

於回顧年度,提名委員會舉行兩次會議,而各 提名委員會成員出席記錄載列如下:

> Meeting attended/ Meeting convened 出席會議次數/ 舉行會議次數

> > 2/2

2/2

2/2

Mr. Yip Yuk Kit *(Chairman)* 葉育杰 Mr. Chan Ka Yu (resigned on 31 December 2024) 陳家宇

Mr. Lee Kwok Lun
Ms. Ding Xin (appointed on 31 December 2024)

葉育杰先生(主席) 陳家宇先生(於二零二四年 十二月三十一日辭任) 李國麟先生 丁昕女士(於二零二四年 十二月三十一日獲委任)

Subsequent to the Review Year and up to the date of this report, the Nomination Committee held one meeting. The Nomination Committee had reviewed the Board Diversity Policy and reported on the Board's composition under diversified perspectives, and had monitored the implementation of the Board Diversity Policy. The Nomination Committee had also recommended to re-elect Mr. Yip Yuk Kit, Mr. Cheung Chun Fai and Ms. Ding Xin at the forthcoming AGM.

回顧年度後及直至本報告日期,提名委員會舉行一次會議,提名委員會已檢討董事會成員多元化政策,及從多元化角度就董事會組成作出報告,並監督董事會成員多元化政策的實施。 提名委員會亦已建議於應屆股東週年大會上重 選葉育杰先生、張振輝先生及丁昕女士。

DIRECTORS' AND AUDITOR'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Group. The Directors also acknowledge their responsibility to ensure the financial statements are published in a timely manner. The Directors are not aware of any material uncertainty that may cast significant doubt upon the Group's ability to continue as a going concern.

The Auditor's reporting responsibilities are set out in the section headed "Independent Auditor's Report" in this report.

AUDITOR'S REMUNERATION

For the Review Year, the fee paid/payable to Grant Thornton Hong Kong Limited by the Group, is set out as follows:

董事及核數師就財務報表的責任

董事知悉彼等編製本集團財務報表之責任。董 事亦知悉彼等確保財務報表適時刊發的責任。 董事並不知悉可能導致對本集團持續經營能力 產生重大懷疑的任何重大不確定性因素。

核數師的申報責任載於本報告「獨立核數師報告」一節。

核數師酬金

就回顧年度,本集團已付/應付致同(香港)會計師事務所有限公司的費用載列如下:

HK\$ 港元

Audit services
Non-audit services

審核服務 非審核服務 1,046,700 157,500

The amount of fee incurred for the non-audit services represented HK\$157,500 of the service fee paid to Grant Thornton Hong Kong Limited in relation to review of interim financial information. The Audit Committee was satisfied that non-audit services for the Review Year did not affect the independence of the auditor.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the Company's risk management and internal control systems, and for reviewing its effectiveness.

In meeting its responsibility, the departmental heads of the Group have to complete a risk management and internal control self-assessment questionnaires, identify and evaluate those significant risks and confirm to the management that appropriate internal control policies and procedures have been established and properly complied with. The management then reviewed the findings and summarised all material issues to the Board and Audit Committee annually. Review of risk management and internal control functions are conducted on an annual basis.

就非審核服務產生的費用指就審閱中期財務資料支付予致同(香港)會計師事務所有限公司的服務費用157,500港元。審核委員會信納回顧年度的非審核服務並不影響核數師的獨立性。

風險管理及內部監控

董事會確認負責本公司的風險管理及內部監控系統及檢討其成效。

在履行彼等責任時,本集團各部門領導須完成 風險管理及內部監控自我評估問卷、識別及評 估該等重大風險及向管理層確認已制定及妥為 遵守適當的內部監控政策及程序。管理層其後 會審核結果並每年將所有重大問題匯總提交董 事會及審核委員會。本集團會按年度基準審閱 風險管理及內部監控職能。

The Group has established guidelines and procedures for the approval and control of expenditures, to ensure the reliability of the financial reporting, effectiveness and efficiency of operation and the compliance with applicable laws and regulations. Whilst these guidelines and procedures are designed to identify, monitor, report and follow up on risks that could adversely impact the achievement of the Group's business objectives, they do not provide absolute assurance against material misstatement, errors, losses, fraud or non-compliance.

本集團已制定批准及控制開支的指引及程序, 以確保財務報告的可靠性、營運的效益及效率 以及遵守適用法律法規。儘管該等指引及程序 旨在識別、監察、報告及跟進可能對本集團實 現業務目標有不利影響的風險,但無法絕對保 證避免重大失實陳述、錯誤、損失、詐騙或不 合規。

Although the Company does not have an internal audit function, the Board has put in place adequate measures to perform the internal audit function at different aspects of the Group. The Group has engaged an independent internal control consultant to review the effectiveness and efficiency of the Group's risk management and internal control systems in relation to the financial, operational and compliance controls, and the results were summarised and discussed with the Audit Committee and the Board. The Audit Committee and the Board are satisfied with the effectiveness and adequacy of the risk management and internal control systems of the Group.

儘管本公司並未設置內部審核職能,但董事會已採取充分措施以對本集團不同範疇履行內部審核職能。本集團委聘一名獨立內部控制顧問檢討本集團財務、經營及合規控制相關風險管理及內部監控體系的效能及效益,檢討結果會與審核委員會及董事會總結及討論。審核委員會及董事會信納本集團的風險管理及內部監控體系乃屬有效及充分。

INSIDE INFORMATION POLICY

The Company has established policy for ensuring that inside information is disseminated to the public in an equal and timely manner in accordance with applicable laws and regulations. Procedures such as limit access to inside information to those who need to know and requiring external parties to execute confidentiality agreement have been implemented by the Company to guard against mishandling of inside information. The Company also reminds those relevant personnel and other professional parties to preserve confidentiality of the inside information until it is publicly disclosed.

內幕消息政策

本公司已制定政策,以確保內幕消息根據適用 法例及法規公平及適時地向公眾發佈。本公司 執行多項程序,例如限制接觸內幕消息的人士 及要求外界人士簽署保密協議,以避免不當處 理內幕消息。本公司亦提醒相關人員及其他專 業人士將內幕消息保密,直至公開披露為止。

COMPANY SECRETARY

The Company has appointed Mr. Leung Hoi Ki, who is responsible for facilitating the Board process, as well as communications among the Directors, with shareholders and management. Mr. Leung has confirmed that for the Review Year, he has taken no less than 15 hours of professional training to upgrade his skills and knowledge. The biography of Mr. Leung is set out in the section headed "Biographical Details of the Directors and Senior Management" in this report.

公司秘書

本公司已委任梁海祺先生負責推動董事會進程,以及促進董事之間及董事與股東及管理層之間的溝通。梁先生確認於回顧年度,彼已接受不少於15小時之專業培訓以提高其技能及豐富其知識。梁先生的履歷載於本報告「董事及高級管理層履歷資料」一節。

DIVIDEND POLICY

The Company has adopted a dividend policy setting out the principles and guidelines in relation to the declaration, payment or distribution of its net profits as dividends to the shareholders. The distribution of dividend will be considered and determined by the Board based on the Group's operating results, cash flow, financial position, business prospects, and statutory and regulatory restrictions relating to dividend distribution as well as other factors that the Board would consider.

股息政策

本公司已採納股息政策,列明有關將其淨溢利 作為股息宣派、支付或分派予股東的原則及指 引。股息分派將由董事會根據本集團的經營業 績、現金流量、財務狀況、業務前景、與股息 分派有關的法定及監管限制,以及董事會可能 考慮的其他因素而考慮及釐定。

SHAREHOLDERS' RIGHTS

Procedures for Convening General Meetings by Shareholders

Pursuant to Article 64 of the Restated Articles, the Board may, whenever it thinks fit, convene an extraordinary general meeting.

Extraordinary general meetings shall also be convened on the requisition of one or more shareholder holding, at the date of deposit of requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings.

Such requisition shall be made in writing to the Board or the Company Secretary by mail at Unit 09, 28/F, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

Procedures for Putting Forward Proposals at Shareholders' Meeting

Shareholders are requested to follow Article 64 of the Restated Articles for including a resolution at an extraordinary general meeting. The requirements and procedures are set out above in the paragraph headed "Procedures for Convening General Meetings by Shareholders".

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

股東權利 股東召開股東大會之程序

根據經重列細則第64條,董事會可於其認為合 適的時間召開股東特別大會。

股東特別大會亦可應一名或多名股東要求召開,惟該等股東於提出要求當日須持有不少於 十分之一之附帶權利於股東大會上投票之本公司繳足股本。

有關請求須以書面形式向董事會或公司秘書提出(郵寄至香港九龍尖沙咀科學館道1號康宏廣場北座28樓09室),藉以要求董事會就處理有關要求所指明之任何事務而召開股東特別大會。有關會議須於提出要求後兩個月內石開內重事會在提出要求日起計21日內未能安排召開有關會議,則請求人(或多名請求人)可按相同方式自行召開會議,而該(等)請求人因董事會未能妥為召開會議而招致的所有合理費用概由本公司賠償。

於股東大會上提呈議案之程序

股東須根據經重列細則第64條在股東特別大會 上提呈決議案。相關規定及程序載於上文「股東 召開股東大會之程序」一段。

根據經重列細則第113條,除非一項有意推舉該名人士擔任董事的書面通知及一項該被推舉人士簽發表明其願意選舉之書面通知已呈交至總部或註冊辦事處,否則任何人士(退任董事除外)無權在任何股東大會上應選出任董事(除非由董事會推選)。遞交所須通知的期間應不早於指定為進行選舉而召開的股東大會通告寄發之翌日,且不遲於該股東大會召開日期前七日,而向本公司發出該等通知之最短期間須為七日。

Procedures by which Enquiries may be Put to the Board

The Group values feedback from shareholders on its efforts to promote transparency and foster investor relationship. Shareholders are welcomed to send their enquiries to the Board by post to the principal place of business set out in the section headed "Corporation Information" in this report or by email at info@dragonrise-group.com.

INVESTOR RELATIONS

The Board strives to maintain on-going dialogue with shareholders and the investment community, the Company has established a shareholders' communication policy to set out the Company's procedures in providing the shareholders and investment community with ready, equal and timely access to balanced and understandable information about the Company.

Latest information on the Group including, but not limited to annual and interim reports, circulars, announcements and notices of annual general meetings are updated on the website of the Stock Exchange (www.hkexnews.hk) and on the website of the Company (www.kitkee.com.hk).

In addition, the Company regards the annual general meeting as the primary forum for communication by the Company with its shareholders and for shareholder participation. Shareholders are encouraged to attend the annual general meeting, where all Board members and external auditor are available to answer questions on the Group's business.

The annual general meeting will be held on Monday, 29 September 2025, the notice of which shall be sent to the shareholders of the Company at least 20 clear business days prior to the meeting.

In light of the availability of various channels to communicate with the shareholders, the Board considered the implementation and effectiveness of the shareholders' communication policy to be effective and adequate during the years.

SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENTS

Save for the adoption of the Restated Articles for the purpose of the Listing, during the Review Year, there had been no significant changes in the constitutional documents of the Company.

向董事會作出查詢之程序

本集團十分重視股東的回應,藉以提高透明度及促進投資者關係。歡迎股東將有關查詢寄送至本報告「公司資料」一節所載的主要營業地點或發送郵件至info@dragonrise-group.com,向董事會作出查詢。

投資者關係

董事會致力於與股東及投資人士保持持續對話,且本公司已制定股東通訊政策,載列本公司以完備、公平與適時方式向股東及投資人士提供關乎本公司的均衡及易於理解的資料的程序。

有關本集團的最新資料包括但不限於在聯交所網站(www.hkexnews.hk)及本公司網站(www.kitkee.com.hk)更新的年度及中期報告、通函、公告及股東週年大會通告。

此外,本公司將股東週年大會視為實現本公司 與股東溝通及實現股東參與的重要會議。本公 司謹此建議全體股東出席股東週年大會,會上 全體董事會成員及外聘核數師將就本集團之業 務作答。

股東週年大會將於二零二五年九月二十九日(星期一)召開,本公司將於會議召開日期前至少20個完整營業日向本公司股東寄發會議通告。

鑒於已有多種渠道與股東溝通,董事會認為年內股東通訊政策的實施及有效性為有效及足物。

章程文件之重要變動

除就上市採納經重列細則外,於回顧年度,本公司之章程文件並無重大變動。

INTRODUCTION

Dragon Rise Group Holdings Limited and its operating subsidiary, namely Kit Kee Engineering Limited ("KKE" or the "Company") (collectively, called "DRG" or "the Group") are a long-established subcontractor of foundation works services in Hong Kong. Our services are mainly required in the construction of commercial and residential buildings. We principally provides excavation and lateral support works, pile cap construction works, and the disposal of excavated materials from piling and ancillary services, including dismantling of shoring, site formation, steel fixing and site clearance, in Hong Kong.

The board of Directors (the "Board") is fully committed to formulating and implementing ESG strategies. Its ESG performance is supervised by the Board members. Relevant risks and opportunities have been embedded into the Group's strategic goals, which are also closely aligned with the overall mission and vision on sustainability. While developing the Group's goals, we firmly adhered to principles of good corporate governance and had carefully considered our activities' influences on the environment and the Hong Kong society. Corporate social responsibilities were also integrated into the Group's business strategy and management approach.

The Group is delighted to present the Environmental, Social and Governance ("ESG") Report for the year ended 31 March 2025 ("Review Year") in the following to illustrate and highlight our efforts and performance in achieving sustainable development in both the environment and social aspects.

This ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide as set out in Appendix C2 to the Rules Governing the Listing of Securities on Main Board of the Stock Exchange of Hong Kong Limited ("the Listing Rules") ("ESG Reporting Guide"), with the aim to inform relevant parties and stakeholders of our policies, measures and performance regarding environmental, social and governance issues. To ensure a comprehensive ESG reporting, we would continuously take note of different ESG issues and assess their relevance to our ESG reporting.

REPORTING PRINCIPLES AND BOUNDARY

This Report mainly covers the major operation of the Group in Hong Kong which is provision of foundation works service. Information in this Report was sourced from the official documents, statistical data and operational information of the Group. We adhered to the reporting principles of the ESG Guide, namely "Materiality", "Quantitative", "Balance" and "Consistency" principles that are described below.

緒言

龍昇集團控股有限公司及其營運附屬公司杰記 工程有限公司(「杰記工程」或「本公司」)(統稱「龍 昇集團」或「本集團」)為香港歷史悠久的地基工 程服務分包商。我們服務需求主要源自商業及 住宅樓宇的建設。我們主要在香港提供挖掘及 側向承托與樁帽工程、處置打樁的挖掘物料及 配套服務(包括拆除側向承托、地盤平整、紮固 鋼筋及地盤清理)。

董事會(「董事會」)全面致力於制定及落實環境、社會及管治策略。董事會成員負責監督其環境、社會及管治表現。本集團的戰略目標當中已計及相關風險及機遇,與可持續發展的整體使命和願景密切保持一致。於制定本集團目標時,我們堅定地奉行良好企業管治的原則,並已審慎考慮我們的活動對環境及香港社會的影響。本集團亦將企業社會責任納入其業務策略及管理方針。

本集團欣然於下文呈列截至二零二五年三月三十一日止年度(「回顧年度」)的環境、社會及管治(「環境、社會及管治」)報告,以闡述及強調我們為實現可持續發展而在環境及社會方面作出的努力及表現。

本環境、社會及管治報告乃根據香港聯合交易所有限公司主板證券上市規則(「上市規則」)附錄C2所載的環境、社會及管治報告指引(「環境、社會及管治報告指引」)而編製,旨在讓有關人士及持份者了解我們有關環境、社會及管治報告,我們會持續關注不同的環境、社會及管治報告,我們會持續關注不同的環境、社會及管治報告的相關性。

報告原則及界限

本報告主要涵蓋本集團於香港的主要業務營運,即提供地基工程服務。本報告所載資料來源自本集團的官方文件、統計數字及經營資料。我們遵守環境、社會及管治指引的報告原則,即下文所述的「重要性」、「量化」、「平衡」及「一致性」原則。

Materiality: The Group has identified key ESG issues through its annual materiality assessment topics that are relevant and important to the stakeholder and the Group are covered in this Report.

Quantitative: Key performance indicators (KPIs) in this Report explained its purpose and are applicable for comparisons.

Balance: An unbiased picture of the Group's performance is provided in this Report.

Consistency: Consistent methodologies are adopted over time to allow meaningful comparisons of ESG data.

BOARD STATEMENT

The Group's internal strategies, policies and procedures are designed with the objective of creating sustainable values for its stakeholders and minimising the Group's unavoidable environmental impacts generated from operation. The Board has ultimate responsibility for ensuring the effectiveness of the Group's ESG management.

The governance structure is led by the Board while power and authority are delegated to the management of the Group. The management of the Group has embedded ESG issues in the Group's overall direction and strategies, and is responsible for establishing an ESG strategy, managing risk management, and keeping updated on regulatory updates with assistance from key members of the operational department (the "ESG workgroup"). The ESG workgroup is responsible for identifying business related ESG issues, determining the Group's ESG goals and target, monitoring ESG performance and reporting to the management. All business entities and departments are covered by the risk governance structure and risk management process of the Group.

The Board, the management and the ESG workgroup organise and hold an ESG management meeting quarterly to review the implementation of ESG work, the content of policy and strategies established, and the goals and targets set so as to ensure that appropriate policy and effective ESG risk management are in place.

STAKEHOLDER COMMUNICATION

Communication with stakeholders is extremely crucial to our group, we insist on continually seeking opportunities to do so. We work to thoroughly understand the needs and expectations of various stakeholders through daily communication, the Group's official website, e-mail, and other channels and respond to them. The Group has established a communication mechanism for stakeholder expectations and concerns and proactively builds a relationship of mutual trust. The people and groups that significantly influence the Group's activities or are significantly affected by its operations serve as our key stakeholder group.

重要性:本集團已通過每年重要性評估識別關鍵環境、社會及管治問題。本報告涵蓋與持份者及本集團相關的重要議題。

量化:本報告中的關鍵績效指標(KPI)解釋其目的並適用於比較。

平衡:於本報告中不偏不倚地提供本集團的表現。

一**致性**:隨著時間推移採用一致的方法,以允許對環境、社會及管治數據進行有意義的比較。

董事會聲明

本集團的內部策略、政策及議程旨在為持份者 創造可持續價值及降低本集團營運對環境的不 可避免影響。董事會對確保本集團環境、社會 及管治方面的管理成效負有最終責任。

本集團實行董事會制的企業管治架構,並將有 關權力及權限授權予本集團管理層。本集團 實理層已將環境、社會及管治議題納不人員(「會 的整體方向及策略,由營運部門主要人員(「會 及管治工作組」)協助制定環境 及管治策略、維持風險管理及監管更新關 境、社會及管治問題,確定本集團的境 境、社會及管治問題,確定本集團的 管理層報告。本集團風險管治治 風險管理流程涵蓋所有業務實體及部門。

董事會、管理層及環境、社會及管治工作組按 李組織及舉行環境、社會及管治管理會議,以檢討及落實環境、社會及管治工作、訂立政策及策略的內容以及目標及指標,確保實行適當政策及有效環境、社會及管治管理。

持份者溝通

與持份者的溝通對本集團至關重要,我們致力持續尋求促進溝通的機會。我們透過日常溝通、本集團官方網站、電郵及其他渠道全面了解不同持份者的需要及訴求。本集團就持份者的訴求及關切制定溝通機制,積極建立互信關係。對本集團業務造成重大影響或受本集團業務重大影響的人士及群體,構成我們的關鍵持份者群體。

MATERIALITY ASSESSMENT

The Group conducts materiality assessment annually to identify the material ESG factors. The Board and the ESG workgroup have taken part in the assessment to be one of the key stakeholders to provide opinions on the selection of material ESG factors.

In the materiality assessment, we first identify potential ESG reporting issues. The issues are then being analysed to determine the importance to the Group's stakeholders and business in aspects such as the Group's strategies, market development and stakeholders' concerns. Following this, the identified ESG issues are listed, discussed and given priority. Finally, it is evaluated and approved by the management.

I. ENVIRONMENTAL

I.1 Environmental Policies

The Group complies with its industry relevant environmental laws, regulations, codes of practice, and other requirements. The Group implements different measures to avoid, reduce or control pollution where technically and economically feasible in order to reduce greenhouse gas emissions and air emissions to safeguard the health of both our workers and our stakeholders.

 Air pollution control: ensure strict compliance with the Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong) in areas including "construction dust" and "open burning".

Procedures are set up to mitigate and control dust or air pollutants emission. The procedures cover areas relevant to storing, handling and transporting construction materials, using tools and vehicles, and using eco-friendly fuel.

• Waste control: ensure strict compliance with the Waste Disposal (Chemical Waste) (General) Regulation (Chapter 354C of the Laws of Hong Kong) in the handling of "general waste", "construction waste" and "chemical waste".

Procedures are set up for handling and disposing wastes, setting up and maintaining waste storage conditions, and regulating protective gear for personnel handling different types of wastes.

重要性評估

本集團每年進行重要性評估以識別重要的環境、社會及管治因素。董事會及環境、社會及管治工作組已參與評估,成為關鍵持份者之一,就重要環境、社會及管治因素的選擇提供意見。

在進行重要性評估時,我們首先確定潛在環境、社會及管治報告事宜,然後對有關事宜展開分析,以釐定在本集團策略、市場開發及持份者關切等方面對本集團持份者及業務重要性。其後,我們編製確定環境、社會及管治事宜的清單,並就此展開討論及進行排序。最後,管理層會對有關清單進行評估及審批。

I. 環境

I.1 環境政策

本集團遵守其行業相關環境法律、 法規、行為準則及其他規定。在 技術及經濟上可行的情況下,本集 團實施不同措施避免、減少或控制 污染,以在技術上及以經濟上可行 的方式減少溫室氣體排放及廢氣排 放,保障我們的工人及持份者的健 康。

空氣污染管制:確保在「建造工程塵埃」及「露天焚燒」等方面嚴格遵守《空氣污染管制條例》(香港法例第311章)。

本集團制定程序減輕及控制塵 埃或空氣污染物的排放。有關 程序涵蓋與儲存、處理及運輸 建築材料、使用工具與車輛及 使用環保燃料有關的方面。

 廢物管制:確保在處理「一般 廢物」、「建築廢物」及「化學廢物」時嚴格遵守《廢物處置(化 學廢物)(一般)規例》(香港法例 第354C章)。

> 本集團制定程序處理及處置廢物、確立及維持廢物儲存條件 並為處理不同類型廢物的人員 調配防護裝備。

• **Noise pollution control:** ensure strict compliance with the Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong) in terms of "construction time regulation" and "construction noise mitigation and control".

Procedures are set up to regulate the allowable time and the specific types of equipment for conducting percussive piling works. Measures to mitigate the impact of noise pollution such as choosing tools that would emit less noise, scheduling noisy works to be further away from residential areas, schools and hospitals, and installing noise shields around equipment that is expected to emit a lot of noise.

 Water pollution control: ensure strict compliance with the Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong) concerning sewage that would result from concrete works, vehicle cleaning, other construction procedures, and site canteen and toilet facilities.

Procedures are set up to regulate the discharge of waste water into designated waste water discharge points. Measures to prevent leakage of waste water into non-designated discharge point are instructed to foremen to control the impact of waste water to the neighbouring communities.

We ensure that the execution of all construction works complies with the relevant laws and regulations, namely, the Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong), the Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong), the Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong) and the Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong).

During the Review Year, the Group was not aware of any material non-compliance with laws and regulations relating to greenhouse gas emissions and air emissions and generation of hazardous and non-hazardous waste that would have a significant impact on the Group. • **噪音污染管制**:確保在「建築時間規定」及「建築噪音緩解及控制」方面嚴格遵守《噪音管制條例》(香港法例第400章)。

本集團制定程序規管進行撞擊 式打椿工程的許可時間及特定 設備類型。本集團採取措施減 輕噪音污染的影響,如選擇擇 較小的工具、將嘈雜的及 安排在遠離住宅區、學校 院的地方以及在預期會產生展 院晚音的設備周圍安裝隔音 暗。

• 水污染管制:確保就因混凝土工程、車輛清潔、其他建築程序以及工地食堂及衞生間設施產生的污水嚴格遵守《水污染管制條例》(香港法例第358章)。

本集團制定程序規定將廢水排 放至指定的廢水排放點。管工 根據指示採取措施防止廢水滲 漏至非指定排放點,以控制廢 水對鄰近社區的影響。

我們確保所有建築工程的執行均遵守相關法律法規,即《空氣污染管制條例》(香港法例第311章)、《噪音管制條例》(香港法例第400章)、《水污染管制條例》(香港法例第358章)及《廢物處置條例》(香港法例第354章)。

於回顧年度,本集團概不知悉任何 重大違反有關溫室氣體排放及廢氣 排放以及產生有害與無害廢物的法 律法規而對本集團產生重大影響的 情況。

I.2 Emissions

Plants, machineries and vehicles consuming fossil fuels is the major source of greenhouse gas emissions from our operations.

The following presents the Group's Greenhouse Gas ("GHG") emissions for the Review Year:

GHG emissions from use of vehicles

Aspects 1.1 Unit 2025 2024 單位 二零二五年 層面1.1 二零二四年 Nitrogen Oxides gram 347,897 355,178 氮氧化物 克 **Respiratory Suspended Particles** 33,743 gram 29,296 可吸入懸浮顆粒 克

In 2022, the Group set target to reduce 10% of GHG emissions by 2027, using 2022 as the baseline year. To manage the exhausts from our machineries and to comply with the Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation (Chapter 311Z of the Laws of Hong Kong), all our machineries to be used at construction sites comply with the prescribed emission standards. Further, all our plants, machineries and motor vehicles use diesels with sulphur content not exceeding 0.005%.

I.3 Use of Resources

In 2022, the Group set target to reduce 10% of energy consumption by 2027, using 2022 as the baseline year. The Group is committed to minimising the impact of its business activities to the environment by following the below principles:

- comply with all the legal requirements and contractual obligations relevant to the environmental aspects in the construction contracts in which the Group engaged.
- reduce and avoid creating wastes.
- obtain and renew the mandatory environmental licenses, registrations and permits.
- turn off the air-conditioning system at night or when leaving the office.

I.2 排放物

消耗礦物燃料的廠房、機器及車輛 是我們營運中溫室氣體排放的主要 來源。

下文列示本集團於回顧年度的溫室氣體(「溫室氣體」)排放物:

使用車輛的溫室氣體排放物

於二零二二年,本集團已設定目標,以二零二二年為基準年,計劃在二零二七年前內減少10%的排放。為管理機器所排放的強守《空氣污染管制(非道的路域)(排放)規例》(香港法例的路域域)(排放)規例》(香港法例的路域域域)(排放)規例》(香港法例的海域。 到機器均符合規定的排放器的的系列,我們在建築工地標路均符合規定的排放器均的所有機器均的所有廠房,我們的時期。 此外,我們的所有廠房。此外使用含硫量不超過0.005%的柴油。

I.3 資源使用

於二零二二年,本集團已設定目標,以二零二二年為基準年,計劃在二零二七年前減少10%的耗能量。本集團致力通過遵循以下原則盡量減少其業務活動對環境的影響:

- 遵守本集團所訂立建築合約內 與環境方面有關的所有法律規 定及合約責任。
- 減少及避免造成浪費。
- 取得強制性環境牌照、註冊及 許可證並續期。
- 在夜間或離開辦公室時關閉空 調系統。

- keep the office temperature at 25°C in summer.
- use LED lights or energy-saving lighting at our office.

The following presents the Group's direct energy consumption for the Review Year:

Direct Energy Consumption in total and intensity

- 夏季將辦公室溫度保持在 25℃。
- 在辦公室使用LED燈或節能照 明設備。

本集團於回顧年度的直接能源消耗 呈列如下:

直接能源消耗總量及密度

Aspects 2.1 層面2.1	Unit 單位	2025 二零二五年	2024 二零二四年
Electricity Usage	kWh	11,016	11,021
用電量	千瓦時		
Electricity Usage Intensity	kWh/office	11,016	11,021
用電密度	千瓦時/辦公室		

Owing to the nature of our operations, other than the consumption of drinking water, our operations do not require the use of water or raw materials or other natural resources. There is also an absence of packing materials involved in our operations. As such, the Group has not placed emphasis on the development of policies in these areas.

由於我們的業務性質,除消耗飲用 水外,我們的業務並不需要使用 水或原材料或其他自然資源。我們 的業務亦不涉及包裝材料。因此, 本集團並無著重制定該等範疇的政 策。

I.4 Waste Management

Due to the nature of our construction works, our major non-hazardous waste is construction and demolition ("C&D") materials composed principally of soil. To control air pollution during transportation of C&D materials to landfills, we ensure the dump trucks used by our subcontractors are installed with a mechanical cover system which is in good service condition to cover the dump bed containing the C&D materials. Further, all dump trucks exiting construction sites are required to have the dust or debris on top of the mechanical to be cleaned so as not to obstruct its operation or pollute areas close to the vicinity of construction sites.

Although we are well aware of potential pollutions C&D materials can bring to the environment, the Group is unable to control the quantity of C&D materials to be disposed in a project. The required disposal quantity is stipulated in the construction program in the construction contract, and the program is designed by the main contractor or the employer to the contract.

I.4 廢物管理

儘管我們知悉拆建物料會對環境帶來潛在污染,本集團無法控制項目中將要處置的拆建物料數量。建築合約中的施工方案規定所需處置數量,並由主要承包商或發包人對合約進行方案設計。

Regarding hazardous waste, the Group does not produce any from its operations and thus consider ESG reporting in this aspect irrelevant to the Group. During the Review Year, the Group had 26 projects that disposed of soil as compared to 20 for the year ended 31 March 2024. The following presents the relevant comparison:

Non-hazardous waste in total and intensity

就有害廢物而言,本集團的業務並 無產生任何有害廢物,故認為有關 此方面的環境、社會及管治與本集 團無關。於回顧年度,本集團擁有 26個須處置土壤的項目,而截至二 零二四年三月三十一日止年度則為 20個。相關比較呈列如下:

無害廢物總量及密度

Aspects 1.4 層面1.4	Unit 單位	2025 二零二五年	2024 二零二四年
Construction disposal: Soil 建築處置物:土壤	tonnes 噸	3,262,768	2,694,926
Construction disposal intensity 建築處置物密度	tonnes/per construction projects 噸/每個建築項目	125,491	134,746

The soil that is required to be disposed as a part of our operations are disposed of in designated locations as prescribed under applicable laws. The quantity of soil to be disposed of is determined by our customers and is otherwise proportionate to the number of projects undertaken by the Company. As such, the Company does not have a reduction policy that may apply to the disposal of soil.

The main type of waste disposed of in the course of the Company's operations is that of soil. The Company is not required to dispose of hazardous waste.

I.5 Climate Change

The Group recognises the importance of the identification and mitigation of significant climate-related matters; therefore, the Group is committed to managing the potential climate-related risks which may impact the Group's business activities. The Group has established risk management policy in identifying and mitigating different risks including climate-related risks. The Board meets regularly and cooperates closely with key management to identify and evaluate climate-related risks and to formulate strategies to manage the identified risks.

作為我們業務的一部分,須予處置的土壤會按照適用法例規定於指定地點處置。將予處置的土壤數量由我們的客戶決定,如若不然則與本公司承接的項目數量成比例。因此,本公司並無可能適用於處置土壤的減排政策。

本公司的業務過程中所處置的主要 廢物類型為土壤。本公司毋須處置 有害廢物。

I.5 氣候變化

本集團明白識別及減低重大氣候相關問題的重要性;因此,本集團的重要性;因此,事的潛在氣候相關風險。本氣候相關風險)方面制訂了風險(包括政策團相關風險)方面制訂了風險管理主主與相關重擊密合作,以識別及評估氣解則與於,並制定策略去管理所識別的風險。

Through the above method, the Group identified the material impacts on the Group's business arising from the following risks:

Climate-related matters

Physical Risks

The increased frequency and severity of extreme weather such as typhoons, storms and heavy rains can disrupt the Group's operations by damaging the power grid and communication infrastructures, and injuring its employees during their work, leading to reduced capacity and decreased in productivity, or expose the Group to risks associated with non-performance and delayed performance. To minimise the potential risks and hazards, the Group has flexible working arrangements and precautionary measures during bad or extreme weather conditions.

Transition Risks

The Group anticipates that there will be more stringent climate legislations and regulations to support the global vision of carbon neutrality. From a listed company's perspective, we acknowledge the increasing requirements of climate-related information disclosures. One example is the update of the ESG Reporting Guide with respect to significant climaterelated impact disclosures of an issuer. Stricter environmental laws and regulations may expose enterprises to higher risks of claims and lawsuits. Corporate reputation may also decline due to failure to meet the compliance requirements for climate change. The related capital investment and compliance costs thus increase. In response to the policy and legal risks as well as reputation risks, the Group regularly monitors existing and emerging trends, policies and regulations relevant to climate and be prepared to alert the top management where necessary to avoid cost increments, non-compliance fines and/or reputational risks due to delayed response.

透過上述方法,本集團識別出從以下風險產生並對本集團的業務造成的重大影響:

氣候相關問題

實體風險

過渡風險

本集團預計將有更嚴格的氣候法例 法規來支持全球碳中和願景。從上 市公司的角度來看,我們認為氣候 相關訊息披露的要求正不斷提高。 例如,環境、社會和管治報告指引 更新了有關發行人的重大氣候相關 影響的披露。更嚴格的環境法例法 規可能會使企業面臨更高的索賠和 訴訟風險。企業聲譽也可能因未能 達到氣候變化的合規要求而下降。 公司相關的資本投資和合規成本亦 會因此增加。為應對政策及法律風 險以及聲譽風險,本集團定期監 測與氣候變化有關的現有及新興趨 勢、政策及法規,並準備在必要時 提醒高級管理層,以避免成本增 加、違規罰款及/或因反應遲緩而 導致的聲譽風險。

II. SOCIAL

II.1 Employment and Labor Practices

Employees are our most invaluable assets. It is our priority to ensure that the occupational health and safety of all employees, subcontractor workers and the surrounding communities to our construction sites is adequately maintained. Our comprehensive Safety Management System provides a framework for monitoring and evaluating the implementation of our safety policies and measures. We further strive to continuously improve our workplace safety policies in accordance with guidance received from the Labor Department from time to time.

It is also our aim to enhance the well-being and development of our employees. As an equal opportunity employer, the Group has put in place policies to ensure that it treats all employees on an equal footing in matters related to, among others, recruitment, promotion, appraisals, discipline, remuneration and benefits, compensation and dismissal, working hours and rest periods, and to emphasise strict prohibiting of engaging child labour and forced labour. An employee's age, gender, family status, sexual orientation, physical disability, ethnicity and religion would not affect his career with us. During the Review Year, we received no complaints regarding discrimination issues from any of our stakeholders. Needless to say, we ensured that no child nor forced labor was employed by the Group.

Apart from providing competitive remuneration and benefits, we continue to support and nurture our employees through staff development and training programmes.

The Group has devised a staff handbook for its employees to understand important information relating to the Group's human resources policies, rules, and work ethics surrounding employment. It is an essential tool in helping to define the expectations of both the management and the employees, and also to protect them from unfair and/ or inconsistent treatment and discrimination.

During the Review Year, there was no incidence of labor dispute or litigation regarding compliance to the Employment Ordinance (Chapter 57). Save as disclosed above, the Group complied with all relevant laws with respect to employment and labor, and child and forced labor.

Ⅱ. 社會

Ⅱ.1 僱傭及勞工常規

除提供具競爭力的薪酬及福利外, 我們亦通過員工發展及培訓計劃不 斷支持及培養僱員。

本集團已為其僱員制定員工手冊, 以了解有關本集團人力資源政策、 規則及就業相關職業道德的重要資 料。員工手冊在幫助確立管理層及 僱員的預期以及在保障彼等免受不 公正及/或不一致的待遇及歧視方 面發揮重要作用。

於回顧年度,並無發生有關《僱傭條例》(第57章)合規方面的勞資糾紛或訴訟。除上文所披露者外,本集團遵守所有有關僱傭及勞工、童工及強迫勞動的相關法例。

Workforce

The Group had employed 322 full-time employees as at 31 March 2025, all of whom are from Hong Kong. Out of the total number of staff, 277 of our employees were male and 45 of them were female. Majority of the workforce were within the 41–70 age group, accounting for 237 of our staff, while 55 employees were under 40 years old. Since our business nature is mostly labour intensive, majority of our staff are male. The Group plans to employ at least 45 female employees by 2027.

During the Review Year, the Group's overall full-time employee turnover rate was approximately 31%. The employee turnover rate for male and female were approximately 31% and 30% respectively. Majority turnover was within the 41-70 age group, accounting for 77% of our resigned staff. The employee turnover rate for under 40 age group was approximately 20%.

II.2 Health and Safety

The management of the Group is responsible for the overall health and safety of employees. The Group has been accredited with, and our policies follow, OHSAS 18001:2007 for our occupational health and safety management system.

We place emphasis on occupational health and work safety and provide safety training to our staff covering topics such as our safety measures and procedures for reporting accidents. Due to the nature of works in construction sites, risks of accidents or injuries to workers are inherent. As such, we devised a safety management system to govern our site workers and subcontractors.

Work injuries will be reported according to our internal guidelines which was set up with reference to the work injury reporting requirement by the Labor Department. Based on our safety management system, we ensured safety and health of our employees in connection with the use, handling, storage and transport of articles and substances; providing all necessary information, instructions, training and supervision for ensuring safety and health; providing and maintaining safe access to and egress from the workplaces; and providing and maintaining a safe and healthy working environment.

During the Review Year, 17 incidents of work injuries arose, which led to 5,162 lost labor days (31 March 2024: 15 incidents of work injuries occurred, which led to 4,347 lost labor days). There was 1 work-related fatality case occurred during the Review Year (None for the year ended 31 March 2024 and 31 March 2023). Subsequent to the accident happened, the Group performed investigation and implemented safety improvement plan to mitigate the potential risks.

員工團隊

於回顧年度,本集團的整體全職僱員流失率約為31%。男性及女性僱員的流失率分別約為31%及30%。僱員流失主要集中於41至70歲的年齡層,佔辭任員工數目77%。40歲以下年齡層的僱員流失率約為20%。

II.2 健康與安全

本集團管理層負責僱員的整體健康 與安全。本集團的職業健康與安全 管理體系已通過OHSAS 18001:2007 認證,且我們的政策遵循此標準。

我們重視職業健康及工作安全,,並向員工提供安全培訓,內內程力,內內工提供安全培訓,內內程力,內內理, 們的安全措施及事故報告程序等, 題。鑒於建築工地的工作性質 外事故或工傷為固有風險, 我們已制定安全管理體系, 我們的工地工人及分包商。

於回顧年度,已發生17宗工傷事故,造成損失5,162個工作日(二等本),造成損失5,162個工作日(二等工傷事故,造成損失4,347個工作日)。於回顧年度發生一宗因工死亡事故(截至二零二四年三月三十一日止年度及二零二三年三月三十一日止年度並無死亡事故)。事故發生後,許劃以減低潛在風險。

Our safety officer and board of directors are responsible for overseeing our Group's health and safety management system to ensure our compliance with the relevant statutory requirements. A safety committee meeting is held on a monthly basis with our foremen for reviewing the health and safety issues related to our operations. Under the direction of our safety officer, our foremen are responsible for monitoring on-site implementation of our safety management system.

Save as disclosed above, the Company complied with all relevant laws with respect to the provision of a safe working environment and protecting employees from occupational hazards.

II.3 Training and Development

The knowledge and skill levels of our employees are vital to the Group's success, and hence we provide sufficient training and development programmes to allow them to excel at their work.

Our training programmes range from professional and technical training to personal development skills and our employees are required to attend an induction training to ensure they thoroughly understood the Group's safety and health policies. In addition, the Group provides adequate job and safety training to employees to equip them with the required safety knowledge and work skills to tackle situations and challenges to be encountered at diverse work sites.

During the Review Year, the percentage breakdown of employees trained and the average training hours per employee, by gender and employee category are as follows: 我們的安全主任及董事會負責監督本集團的健康與安全管理體系。每月確保我們遵守相關法定要求,每月與管工舉行安全委員會會議,以安制與我們的營運有關的健康與安全問題。根據安全主任的指示,我們的管工負責監察安全管理體系的現場實施情況。

除上述披露者外,本公司已遵守所 有與提供安全工作環境及保護僱員 免受職業危疾有關的相關法例。

II.3 培訓及發展

僱員的知識及技能水平對本集團的 成功至關重要,因此,我們提供充 足的培訓及發展計劃,使其能夠勝 任工作。

我們的培訓計劃涵蓋專業及技術培訓以至個人發展技能,且僱員須了納入職培訓,以確保彼等。是僱員了外本集團的安全及健康政策。工作安全培訓,以使彼等具備所查查。 知識及工作技能,可應對在知識及工作場所遇到的情況及挑戰。

於回顧年度,按性別及僱員類別劃 分的受訓僱員百分比及每名僱員平 均受訓時數明細如下:

		Percentage of employees trained 受訓僱員百分比 (%)	Average training hours per employee 每名僱員 平均受訓時數 (hours)
	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	(%)	(小時)
By Gender Female Male	按性別劃分 ● 女性 ● 男性	100 100	17.6 12.7
By Employee CategorySenior ManagementMiddle Management	按僱員類別劃分 ■ 高級管理層 ■ 中級管理層	100 100	24.0 24.0

III. OPERATING PRACTICES

III.1 Supply Chain Management

As mentioned, our quality management system which governs our daily operation for quality control and improvement meets the requirements of ISO 9001:2015. Our internal policies and thus the procurement process are governed by this standard. Apart from background, reputation, cost and ability, important consideration also include if the supplier has applicable ISO certificate for environment and social management certificate. We maintain an approved suppliers list set up by the Board of Directors. Only suppliers meeting our stringent quality standards can be added to the list for our purchases.

Under our policies, our Purchasing Department will only purchase supplies from these approved suppliers to ensure quality of our purchases. During the Review Year, the Group had engaged 47 (31 March 2024: 43) suppliers and subcontractors while all of them were located in Hong Kong. Further, with reference to the quality requirement of our construction projects, our project staff or the directors would also pay visits to suppliers to communicate our requirements, while at the same time inspect the suppliers' warehouse to conduct a sample check on the quality of the goods. Upon reception of goods at project sites, the foremen are responsible for the inspection of the delivered goods to ensure they can meet our quality requirements before settling payment.

For subcontractors' quality management, similar to that of purchasing, we maintain a list of approved subcontractors. Regular inspection on the quality of works and progress as delivered by our subcontractors would be performed by our project managers. We have made it clear to our subcontractors that compliance with the labor laws and regulations is mandatory when handling safety and employment matters at construction sites.

During the Review Year, the Group did not identify any non-compliances in relation to safety and labor laws and regulations.

Ⅲ. 營運慣例

Ⅲ.1 供應鏈管理

如上文所述,用於監管我們日常營運的質量控制及改進的質量空制及改進的質量或。 系符合ISO 9001:2015的要求。 的內部政策及採購流程乃按該標別 監管。除背景、較大成本人抵 監管。 所有適用的 ISO環境及社應會的 是否擁有適用的 ISO環境及制們設有由董事會我們設有由董事會我們設有的 理證書。 經濟學 認可供應商方能加入採購 名單。

對於分包商的質量管理,與採購類似,我們設有一份認可分包商名單。我們的項目經理定期檢查分包商交付的工程質量及進展。我們向分包商明確説明,在處理建築工地的安全及僱傭事項時必須遵守勞動法律法規。

於回顧年度,本集團並未發現任何 與安全及勞動法律法規有關的不合 規情況。

III.2 Product Responsibility

Achieving and maintaining high quality standard for projects are the most important for the sustainable growth of the Group. The Group strives to maintain good relationship with our major customers to establish good reputation and to gain future business opportunity.

Acknowledging our responsibility in protecting intellectual property rights, we protect intellectual property rights by not infringing other's intellectual property rights and purchasing licensed software from authorised suppliers.

In relation to data privacy, the Group manages all information provided by clients, employees, business partners in accordance with the related laws and regulations such as Personal Data (Privacy) Ordinance to ensure that information is under proper protection.

During the Review Year, the Group was not aware of any material non-compliance with any laws and regulations in Hong Kong related to product health and safety, advertising, labelling and privacy matters in respect of products and services provided and methods of redress including but not limited to, the Trade Descriptions Ordinance and Personal Data (Privacy) Ordinance, that would have a significant impact to the Group. There was no complaint received during the Reporting Period. Given the Group's business nature, the Group was not involved in the sale of products, therefore disclosure on product recall procedures and number of products recalled are not applicable.

Ⅲ.2 產品責任

實現和保持項目的高質量標準是本集團可持續發展的重中之重。本集團致力與主要客戶維持良好關係,以建立良好聲譽及爭取未來商機。

我們認識到保護知識產權的責任, 因此通過不侵犯他人知識產權並從 授權供應商購買正版軟件,以保障 知識產權。

在資料私隱方面,本集團根據相關 法律法規(如個人資料(私隱)條例)管 理客戶、僱員、業務夥伴提供的所 有資料,確保資料得到妥善保護。

III.3 Anti-corruption

Over the years, we have witnessed no incidences of suspected or actual bribery, extortion, fraud and money laundering activities occurring within the Group. We stand firmly by our anti-corruption policies and procurement practices as stated in our internal manuals which comply with applicable laws. Acceptance of kickbacks, commissions or any form of benefit is strictly prohibited during any procurement exercise, contract negotiation or other business dealings.

During the Review Year, the Group was not aware of any material non-compliance with any laws and regulations in Hong Kong related to bribery, extortion, fraud and money laundering including but not limited to, the Prevention of Bribery Ordinance, that would have a significant impact to the Group.

III.4 Conflict of Interest Management

In order to prevent employees and directors from not taking corresponding measures because of their personal interests, the Group has formulated the "Declaration of Interest" which provides guidelines and procedures to employees and directors in exercising their utmost good faith and honesty in all transactions involving their duties and under no circumstances should they use their positions or knowledge gained for their own personal benefits. Employees and directors must ensure that there is no conflict of interest between their personal interests and their duties, obligations and responsibilities to the Group. Those who have or have had a personal relationship with related person where a conflict of interest is perceived should provide written declarations at the earliest possible opportunity.

III.5 Whistleblowing Mechanism

Committed to the highest possible standards of openness, probity and accountability, the Group expects and encourages our employees and directors who have concerns about any suspected misconduct or malpractice within the Group to come forward and voice those concerns. Therefore, the Group adopts a "Whistleblowing Policy" for all levels and operations. Complainants are assured of protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the concerns turn out to be unsubstantiated. The Audit Committee is responsible for monitoring and reviewing the effectiveness of the "Whistleblowing Policy" and make recommendations for further improvement based on investigation results.

Ⅲ.3 反貪污

過去數年,我們已見證本集團內並 無發生任何涉嫌賄賂或實際賄賂 勒索、欺詐或洗錢活動。我們堅決 支持內部手冊(遵守適用法律)中 述的反貪污政策及採購慣例。於 何採購工作、合約洽談或其他 業務 交往過程中,嚴禁收受回扣、佣金 或任何形式的福利。

於回顧年度,本集團並不知悉任何 重大違反與賄賂、勒索、欺詐及洗 錢有關的香港法例法規(包括但不限 於《防止賄賂條例》)且會對本集團產 生重大影響的情況。

Ⅲ.4 利益衝突管理

Ⅲ.5 舉報機制

III.6 Community Investment

We believe that the success of a business is intrinsically linked to the well-being of the communities in which it operates. As part of our ESG commitments, we continued to deepen our community engagement efforts, with a focus on supporting the underprivileged and fostering a more inclusive society.

We participated in a series of seasonal charity initiatives aimed at bringing warmth and care to marginalised groups. During the Dragon Boat Festival, we supported outreach efforts led by local charitable organisations to visit and deliver care packages to elderly residents living in remote areas. This was followed by a Mid-Autumn Festival initiative in which we donated mooncakes and daily necessities to families in need. Around the 2025 Lunar New Year season, we once again partnered with community-based charities to distribute festive supplies to low-income households, helping them to celebrate the new year with peace of mind.

These activities reflect the Group's enduring commitment to social responsibility. We view community investment not as an obligation, but as a fundamental expression of our corporate values – one that strengthens our relationship with society and contributes to long-term, sustainable development.

IV. FUTURE APPROACH TO SUSTAINABLE DEVELOPMENT

In the future, we will:

- continue to raise our staff and subcontractors' awareness in relation to environmental protection;
- maintain the highest standards for occupational health and safety to protect our staff members and the communities located in the vicinity of our operations; and
- further extend our care to the community by participating in more charity services.

Ⅲ.6 社區投資

我們相信,企業的成功與其營運所在社區的福祉息息相關。作為我們ESG承諾的一部分,我們繼續深化我們的社區參與工作,重點是支持弱勢群體,促進更包容的社會。

這些活動反映本集團對社會責任的 持久承諾。我們認為,社區投資並 非一項義務,而是我們企業價值的 基本體現 — 能夠加強我們與社會的 關係,並有助長遠及可持續發展。

IV. 未來可持續發展的方式

我們將於未來:

- 繼續提高僱員及分包商的環保意識;
- 維持職業健康與安全的最高標準, 以保護我們的員工及位於我們業務 營運範圍附近的社區人員;及
- 通過參與更多慈善服務,進一步展 現我們對社區的關懷。

DIRECTORS' REPORT 董事會報告

The Board is pleased to submit this annual report together with the audited financial statements of the Group for the Review Year.

董事會欣然呈列本年報以及本集團回顧年度經 審核財務報表。

PRINCIPAL ACTIVITIES

The Company is an investment holding company, the principal activities of its principal subsidiaries are set out in note 15 to the consolidated financial statements.

主要活動

本公司為一家投資控股公司,其主要附屬公司 的主要活動載於綜合財務報表附註15。

REORGANISATION AND SHARE OFFER

The Company was incorporated in the Cayman Islands on 22 February 2017 as an exempted company with limited liability. The Shares were listed on the Main Board of the Stock Exchange on 8 February 2018.

Pursuant to the Reorganisation, the Company became the holding

重組及股份發售

本公司於二零一七年二月二十二日在開曼群島 註冊成立為獲豁免有限公司。本公司股份於二 零一八年二月八日在聯交所主板上市。

company of the Group on 21 August 2017.

根據重組,本公司於二零一七年八月二十一日 成為本集團控股公司。

RESULTS/BUSINESS REVIEW

The results of the Group for the Review Year are set out in the section headed "Consolidated Statement of Profit or Loss" and "Consolidated Statement of Comprehensive Income" on pages 81 to 82 in this report. The business review of the Group for the Review Year is set out in the section headed "Management Discussion and Analysis" on pages 7 to 20.

業績/業務回顧

本集團於回顧年度的業績載於本報告第81及82 頁[綜合損益表]及[綜合全面收益表]章節。本 集團於回顧年度的業務回顧載於第7至20頁「管 理層討論及分析」一節。

SHARE CAPITAL

Details of movement in the share capital of the Company during the Review Year are set out in note 24 to the consolidated financial statements.

股本

本公司於回顧年度的股本變動詳情載於綜合財 務報表附註24。

RESERVES

Details of movements in the reserves of the Group during the Review Year are set out in the section headed "Consolidated Statement of Changes in Equity" on page 85.

儲備

本集團於回顧年度的儲備變動詳情載於第85頁 「綜合權益變動表」一節。

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 March 2025, calculated under the Companies Law of Cayman Islands amounted to approximately HK\$89.7 million (31 March 2024: HK\$63.9 million).

可分配儲備

本公司可分配儲備乃根據開曼群島公司法計 算,於二零二五年三月三十一日約為89.7百萬 港元(二零二四年三月三十一日:63.9百萬港 元)。

FINAL DIVIDEND

The Board has resolved not to recommend the declaration of a final dividend for the Review Year.

末期股息

董事會已議決不建議就回顧年度宣派末期股 息。

DIRECTORS' REPORT 董事會報告

PURCHASE, SALE OR REDEMPTION OF THE GROUP'S SECURITIES

During the Review Year, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Group's securities.

PROPERTY, PLANT AND EQUIPMENT

Details of movement in property, plant and equipment of the Group during the Review Year are set out in note 13 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company are set out in the section headed "Corporate Governance Report" on pages 28 to 45 in this report.

TAX RELIEF

The Company is not aware of any relief from taxation to which the Shareholders are entitled by reason of their holding of such securities.

ANNUAL GENERAL MEETING ("AGM")

The 2025 AGM will be held on 29 September 2025. The notice of the AGM will be published and dispatched to shareholders of the Company in the manner as required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

The Hong Kong branch register of members of the Company will be closed from 24 September 2025 to 29 September 2025 (both dates inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the forthcoming AGM. No transfer of shares may be registered on those dates. The record date for determining the eligibility of shareholders to attend and vote at the AGM will be 29 September 2025. In order to qualify for the shareholders' entitlement to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates should be lodged with the Company's Branch Registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric Road, North Point Hong Kong not later than 4:30 p.m. on 23 September 2025.

購買、出售或贖回本集團證券

於回顧年度,本公司及其任何附屬公司概無購買、出售或贖回本集團任何證券。

物業、機械及設備

本集團於回顧年度的物業、機械及設備變動詳 情載於綜合財務報表附註13。

優先購買權

經重列細則或開曼群島法例概無條文訂明優先 購買權,致使本公司須按比例向現有股東發售 新股份。

企業管治

本公司採納企業管治常規之資料載於本報告第 28至45頁「企業管治報告」一節。

税務減免

本公司並不知悉股東因持有該等證券而享有任 何税務減免。

股東週年大會(「股東週年大會」)

二零二五年股東週年大會將於二零二五年九月 二十九日舉行。股東週年大會通告將按上市規 則規定方式適時公佈及寄發予本公司股東。

暫停辦理過戶登記

本公司香港股份過戶登記分處將於二零二五年九月二十四日至二零二五年九月二十九日(包括 首尾兩日)暫停辦理股份過戶登記,以確定股東 合資格出席應屆股東週年大會並於會上投票。於該等日期將暫停辦理股份過戶登記手續會上投票,所有過戶文件連同有關股票須於二五年九月二十三日下午四時三十分前,送達記有限公司(地址為香港北角電氣道148號21樓21038室)。

DIRECTORS' REPORT 董事會報告

DIRECTORS

The Directors of the Company during the Review Year and up to the date of this report are:

Executive Directors

Mr. Yip Yuk Kit *(Chairman)* Mr. Cheung Chun Fai

Independent Non-executive Directors

Mr. Chan Ka Yu (resigned on 31 December 2024)

Mr. Lee Kwok Lun Mr. Chan Wa Shing

Ms. Ding Xin (appointed on 12 December 2024)

In accordance with article 108 of the Restated Articles, at each annual general meeting, one third of the Directors for the time being will retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment but as between persons who become or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

In accordance with article 112 of the Restated Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

In accordance with article 108 of the Restated Articles, Mr. Yip Yuk Kit and Mr. Cheung Chun Fai will retire as Directors by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

In accordance with article 112 of the Restated Articles, Ms. Ding Xin will hold office only until the forthcoming annual general meeting of the Company and, being eligible, offer herself for re-election.

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

Ms. Ding Xin has obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 12 December 2024 and has confirmed that she understood her obligations as director of the Company.

董事

本公司於回顧年度及截至本報告日期的董事如 下:

執行董事

葉育杰先生*(主席)* 張振輝先生

獨立非執行董事

陳家宇先生(於二零二四年十二月三十一日辭任) 李國麟先生 陳華勝先生 丁昕女士(於二零二四年十二月十二日獲委任)

根據經重列細則第108條,於每屆股東週年大會上,當時三分之一的董事應輪值告退。然而,倘董事人數並非三的倍數,則退任董事人數以最接近但不少於三分之一的人數為準。每年須退任的董事為自上次獲重選連任或委任以來任期最長的董事,惟倘多名董事均於同一日任職或獲重選連任,則以抽籤決定須告退的董事名單(彼等之間另有協定則除外)。

根據經重列細則第112條,獲董事會委任以增加現有董事會成員名額的董事的任期僅至本公司下屆股東週年大會為止,並可於該大會上膺 選連任。

根據經重列細則第108條,葉育杰先生及張振輝先生將作為輪值退任董事,並符合資格及願意於本公司應屆股東週年大會上膺選連任。

根據經重列細則第112條,丁昕女士將的任期 僅至本公司應屆股東週年大會為止,並符合資 格且願意膺選連任。

本公司已接獲各獨立非執行董事根據上市規則 第3.13條寄發的年度獨立性確認書。本公司認 為全體獨立非執行董事乃屬獨立。

丁昕女士已於二零二四年十二月十二日取得上市規則第3.09D條所述的法律意見,並確認其瞭解其作為本公司董事的責任。

DIRECTORS' REPORT 董事會報告

DIRECTORS' SERVICE CONTRACTS

Details of Director's service contracts are set out in the section headed "Biographical Details of the Directors and Senior Management" on pages 21 to 27.

None of the Directors being proposed for re-election at the forthcoming AGM has a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

COMPETING INTERESTS

The Directors confirm that neither the controlling shareholders of the Company nor their respective close associates is interested in a business apart from the Group's business which competes or is likely to compete, directly or indirectly, with the Group's business during the Review Year, and is required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

NON-COMPETITION UNDERTAKINGS

As disclosed in the prospectus of the company dated 26 January 2018, Mr. Yip and Fame Circle Limited (the "Controlling Shareholders") entered into a deed of non-competition in favour of the Company on 18 January 2018 regarding the non-competition undertakings given by each of the Controlling Shareholders in favour of the Company (for itself and as trustee for its subsidiaries) (the "Non-competition Undertakings"). A summary of the principal terms of the Non-competition Undertakings is set out in the section headed "Relationship with our Controlling Shareholders" of the prospectus of the Company.

The Controlling Shareholders have provided a written confirmation to the Company confirming that he/it has fully complied with the Non-competition Undertakings. The independent non-executive Directors have reviewed the confirmations of the Controlling Shareholders and were satisfied that the Controlling Shareholders have fully complied with the terms of the Non-competition Undertakings during the Review Year. No new competing business was reported by the Controlling Shareholders throughout the Relevant Period.

SUMMARY OF FINANCIAL INFORMATION

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 in this report, is set out on page 172.

董事服務合約

董事服務合約的詳情載於第21至27頁「董事及 高級管理層履歷資料」一節。

概無擬於應屆股東週年大會上膺選連任之董事 與本集團任何成員公司訂有服務合約(不可由本 集團於一年內終止而毋須支付賠償(法定賠償除 外))。

競爭權益

董事確認,於回顧年度,本公司控股股東及彼 等各自緊密聯繫人概無於直接或間接與本集團 業務構成競爭或可能構成競爭的業務(本集團業 務除外)中擁有任何權益,且須根據上市規則第 8.10條予以披露。

不競爭契據

誠如本公司日期為二零一八年一月二十六日的招股章程所披露者,葉先生及Fame Circle Limited(「控股股東」)於二零一八年一月十八日以本公司為受益人訂立了不競爭契據,內容有關各控股股東以本公司為受益人(為其自身及作為附屬公司的信託人)作出的不競爭契據(「不競爭契據」)。有關不競爭契據的主要條款的概要載於本公司招股章程「與控股股東的關係」一節。

控股股東已向本公司作出書面確認,確認其已 全面遵守不競爭契據。獨立非執行董事已審閱 控股股東的確認函,並信納控股股東已於回顧 年度內全面遵守不競爭契據的條款。於整個相 關期間,控股股東概無報告任何新競爭業務。

財務資料概要

本集團最近五個財政年度的業績以及資產及負債的概要,乃摘錄自本報告經審核綜合財務報表,載於第172頁。

DIRECTORS' REPORT 董事會報告

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance coverage for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising from corporate activities.

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

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

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as otherwise disclosed, no contract of significance to which the Company, its holding companies, or any of its subsidiaries was a party or contract of significance for the provision of services to the company, its holding companies, or any of its subsidiaries, and in which the controlling shareholders' of the Company had a material interest, either directly or indirectly, subsisted or at any time during the Review Year.

MANAGEMENT CONTRACTS

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

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management of the Group are set out in the section headed "Biographical Details of the Directors and Senior Management" on pages 21 to 27.

EMOLUMENT POLICY FOR DIRECTORS

A 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. The Remuneration Committee recommends Directors' remuneration to the Board by reference to the benchmarking of the market. The Company also looks into individual Director's competence, duties, responsibilities, performance and the results of the Group in determining the exact level of remuneration for each Director.

獲准許彌償條文

針對董事及高級管理層可能面對因企業活動產 生的法律訴訟,本公司已為董事及職員安排適 當的責任保險。

董事於重大交易、安排或合約中的 權益

於回顧年度內,概無董事或與董事有關連的任何實體於本公司或其任何附屬公司為訂約方之 一且對本集團業務而言屬重大的任何交易、安 排或合約中擁有任何直接或間接權益。

控股股東於重大合約的權益

除另有披露者外,於回顧年度內任何時間概無存有本公司、其控股公司或任何其附屬公司為訂約方之重大合約或向本公司、其控股公司或任何其附屬公司提供服務之重大合約,而本公司控股股東於當中直接或間接擁有重大權益。

管理合約

於回顧年度,概無訂立或存在有關管理及施行本公司全部或任何重大部分業務的合約。

董事及高級管理層履歷資料

本集團董事及高級管理層履歷資料載於第21至 27頁「董事及高級管理層履歷資料」一節。

董事薪酬政策

已設立的薪酬委員會旨在檢討本集團薪酬政策及本集團所有董事及高級管理層薪酬架構。薪酬委員會通過參考市場基準向董事會建議董事薪酬。本公司在釐定各董事的實際薪酬水平時亦調查個別董事的工作能力、職務、責任、表現及本集團業績。

DIRECTORS' REPORT 董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' and chief executives' emoluments and the five highest paid individuals are set in note 12 to the consolidated financial statements.

INTERESTS OF DIRECTORS AND CHIEF **EXECUTIVE IN SHARES, UNDERLYING SHARES** AND DEBENTURES OF THE COMPANY AND THE ASSOCIATED CORPORATIONS

As at 31 March 2025, the interests and short positions of the Directors or chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of the associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which, pursuant to section 352 of the SFO, have been entered in the register referred to therein, or have been, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Listing Rules, notified to the Company and the Stock Exchange, were as follows:

Long Position in Our Shares

Name of Directors

董事姓名

Mr. Yip Yuk Kit

葉育杰先生 受控法團的權益(附註) Note: The Company will be owned as to 67.10% by Fame Circle Limited. Fame Circle Limited is legally and beneficially owned as to 100% by Mr. Yip. Under the SFO, Mr. Yip is deemed to be interested in the

same number of Shares held by Fame Circle Limited.

董事及最高行政人員以及五大高薪 人士薪酬

董事及最高行政人員以及五大高薪人十薪酬詳 情載於綜合財務報表附註12。

董事及最高行政人員於本公司及其 相聯法團股份、相關股份及債權證 中的權益

於二零二五年三月三十一日,本公司董事或最 高行政人員於本公司或其任何相聯法團(定義見 證券及期貨條例(「證券及期貨條例」)第XV部)的 股份、相關股份及債權證中擁有根據證券及期 貨條例第XV部第7及8分部規定須知會本公司及 聯交所的權益及淡倉(包括根據證券及期貨條例 有關條文被當作或被視作擁有的權益或淡倉), 或根據證券及期貨條例第352條,須記錄於該 條所指登記冊的權益及淡倉,或根據上市規則 上市公司董事進行證券交易的標準守則(「標準 守則」)須知會本公司及聯交所的權益及淡倉如 下:

於股份的好倉

Capacity/Nature	Number of ordinary Shares held/interested in 持有/擁有權益	Percentage of shareholding
身份/性質	的普通股數目	股權百分比
		40 44
Interest in a controlled corporation (Note)	193,252,326	67.10%
受控法團的權益(附註)	193,252,326	67.10%

附計:本公司將由Fame Circle Limited擁有67.10%。 Fame Circle Limited由葉先生合法及實益擁有全 部權益。根據證券及期貨條例,葉先生被視為 於Fame Circle Limited所持相同數目股份中擁有 權益。

DIRECTORS' REPORT 董事會報告

Long Position in the Shares of Associated Corporation

於相聯法團股份中的好倉

Name of Directors	Name of associated corporation	Capacity/Nature	Number of ordinary shares held/interested in 持有/擁有權益	Percentage of interest
董事姓名	相聯法團名稱	身份/性質	的普通股數目	權益百分比
	'	'		
Mr. Yip Yuk Kit	Fame Circle Limited	Beneficial interest	50,000	100%
葉育杰先生	Fame Circle Limited	實益權益	50,000	100%

Save as disclosed above, as at 31 March 2025, none of the Directors had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange under the Model Code.

除上文所披露者外,於二零二五年三月三十一日,概無董事於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有任何權益或淡倉,須根據證券及期貨條例第352條記錄於登記冊,或根據標準守則知會本公司及聯交所。

INTERESTS OF SUBSTANTIAL AND OTHER SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES

As at 31 March 2025, so far as is known to the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in Shares or underlying Shares which would fell to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group, or which would be required, pursuant to section 336 of the SFO, to be entered in the register required referred to therein, were as follows:

主要股東及其他股東於股份及相關 股份的權益

就董事所知,於二零二五年三月三十一日,下列人士(並非本公司董事或最高行政人員)於股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部規定須知會本公司及聯交所的權益或淡倉,或直接或間接擁有附帶權利可在任何情況下於本公司或本集團任何其他成員公司股東大會上投票的任何類別股本的面值10%或以上權益,或須根據證券及期貨條例第336條登記於規定所述登記冊:

Name	Capacity/Nature	Number of ordinary Shares held/interested in 持有/擁有權益	Percentage of interest
名稱/姓名	身份/性質	的普通股數目	權益百分比
Fame Circle Limited	Beneficial interest (Note 1)	193,252,326	67.10%
Fame Circle Limited	實益權益(附註1)	193,252,326	67.10%
Ms. Yip Lai Ping	Interest of spouse (Note 2)	193,252,326	67.10%
葉麗萍女士	配偶權益(附註2)	193,252,326	67.10%

DIRECTORS' REPORT 董事會報告

Notes:

- Fame Circle is owned as to 100% by Mr. Yip. Mr. Yip is the sole director of Fame Circle. Under the SFO, Mr. Yip is deemed to be interested in the same number of Shares held by Fame Circle.
- 2. Ms. Yip is the spouse of Mr. Yip. Under the SFO, Ms. Yip is deemed to be interested in the same number of Shares in which Mr. Yip is interested

Save as disclosed above, as at 31 March 2025, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under Part XV of the SFO or which were records in the register required to be kept by the Company pursuant to Section 336 of the SFO.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 18 January 2018 which will remain in force for ten years from that date. The remaining life of the Share Option Scheme is approximately three years. The purpose of the Share Option Scheme is to attract and retain the best available personnel of our Group, and to allow the participants of the scheme an opportunity to have a personal stake in the Company.

Eligible participants of the Share Option Scheme include any employee (full-time or part-time), director, consultant or advisor of any member of the Group, or any substantial shareholder of the Company, or any distributor, contractor, supplier, agent, customer, business partner or service provider of any member of the Group. The basis of eligibility of any participant to the grant of an option under the scheme will be determined by the Board from time to time based on their contribution or potential contribution to the development and growth of the Group.

The number of shares issuable under options granted to each eligible participant in accordance with the Share Option Scheme shall be limited to 30% of the shares of the Company in issue from time to time, and limited to 10% of the shares in issue as at the date of the Company's listing.

附註:

- Fame Circle由葉先生全資擁有。葉先生為Fame Circle的唯一董事。根據證券及期貨條例,葉先 生被視為於Fame Circle所持的相同數目股份中 擁有權益。
- 葉女士為葉先生的配偶。根據證券及期貨條例,葉女士被視為於葉先生擁有權益的相同數目股份中擁有權益。

除上文披露者外,於二零二五年三月三十一日,董事並不知悉任何人士(並非本公司董事或最高行政人員)於本公司股份或相關股份擁有根據證券及期貨條例第XV部規定須向本公司及聯交所披露的權益或淡倉,或記錄於根據證券及期貨條例第336條存置之登記冊內的權益或淡倉。

購股權計劃

本公司於二零一八年一月十八日採納了一項購股權計劃(「購股權計劃」),其將自該日起十年內有效。購股權計劃的餘下年期約為三年。購股權計劃的目的為吸引及挽留本集團最優秀的人才,以及向計劃參與者提供一個於本公司擁有個人權益的機會。

購股權計劃的合資格參與者包括本集團任何成員公司的任何僱員(全職或兼職)、董事、顧問,或本公司任何主要股東,或本集團任何成員公司的任何分銷商、承建商、供應商、代理、客戶、業務合夥人或服務供應商。參與者是否有資格獲授計劃項下的購股權,將由董事會不時根據該等人士對本集團發展及增長所作的貢獻或潛在貢獻而決定。

根據購股權計劃可授予每名合資格參與者的可發行股份數目應以本公司不時已發行股份的30%為限,以及於本公司上市日期已發行股份的10%為限。

DIRECTORS' REPORT 董事會報告

Each grant of options to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by our independent non-executive Directors (excluding independent non-executive Director who is the grantee of the option). Where any grant of options to a substantial shareholder or an independent non-executive Director (or any of their respective associates) would result in the Company's shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in excess of 0.1% of the issued shares of the Company in aggregate and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, is subject to shareholders' approval in advance in general meeting.

向董事、本公司行政總裁或主要股東(或彼等各自任何聯繫人)授出購股權必須獲獨立非執行董事(不包括身為購股權承授人的獨立非執行董事)批准。倘向主要股東或獨立非執行董事(或等各自任何聯繫人)授出購股權將導致本公司於任何十二個月期間內因悉數行使向有關人士已授出或將予授出之購股權(包括已行使、註銷及尚未行使之購股權)而已發行及須予發行之股份總值超過本公司已發行股份之0.1%,及根據本公司於各授出日期股份之收市價計算之總值超過5百萬港元,則須得到股東於股東大會上事先批准。

The exercise price of options is determined by the Board, but 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 date of grant of the option, which must be a business day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the par value of the Company's shares.

購股權的行使價將由董事會釐定,惟至少須 為下列最高者:(i)本公司股份在購股權授出當 日(須為營業日)在聯交所每日報價表上之收市 價;(ii)緊接授出購股權日期前五個營業日本公 司股份在聯交所每日報價表上之平均收市價; 及(iii)本公司股份面值。

The number of options available for grant under the Share Option Scheme as at 1 April 2024 and 31 March 2025 were 12,000,000 and 12,000,000 respectively, representing 10.00% and 4.17% of total issued shares of the Company (excluding treasury shares, if any).

於二零二四年四月一日及二零二五年三月三十一日,根據購股權計劃可供授出的購股權數目分別為12,000,000份及12,000,000份,佔本公司已發行股份總數(不包括庫存股份(如有))約10.00%及4.17%。

As at the date of this annual report, the total number of securities of the Company available for issue under the Share Option Scheme was 12,000,000, representing 4.17% of the issued shares as at the date of this annual report. No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption on 18 January 2018, and there is no outstanding share option as at 31 March 2025.

於本年報日期,本公司根據購股權計劃可供發行的證券總數為12,000,000,佔本年報日期已發行股份的4.17%。自二零一八年一月十八日採納之日起,概無購股權根據購股權計劃授出、行使、註銷或失效,於二零二五年三月三十一日,概無未行使購股權。

ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

收購股份或債權證安排

At no time during the Review Year and up to the date of this report was the Company or any of its subsidiaries or a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any body corporate.

於整個回顧年度及直至本報告日期,本公司或 其任何附屬公司或任何一方概無訂立任何安 排,致使本公司董事可透過收購本公司或任何 法人團體的股份或債權證而取得利益。

DIRECTORS' REPORT 董事會報告

MAJOR SUPPLIERS AND CUSTOMERS

The percentage of sales and purchases for the Review Year attributable to the Group' major customers and suppliers are as follow:

Sales

- the largest customer 30.9% (For the year ended 31 March 2024: 40.4%)

– five largest customers 91.7% (For the year ended 31 March

2024: 91.1%)

Purchases

- the largest supplier 17.9% (For the year ended 31 March 2024: 22.0%)

- five largest suppliers 44.2% (For the year ended 31 March 2024: 38.3%)

None of the Directors, their close associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major customers or suppliers noted above.

RELATED PARTIES TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are set out in the note 28 to the consolidated financial statements, and none of which constitutes a discloseable connected transaction as defined under the Listing Rules.

SUBSIDIARIES

Details of the subsidiaries of the Company are set out in note 15 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient amount of public float for its Shares as required under the Listing Rules during the Review Year and up to the date of this report.

主要供應商及客戶

於回顧年度,本集團主要客戶及供應商應佔的 銷售及採購百分比載列如下:

銷售

-最大客戶 30.9%(截至二零二四年三月

三十一日止年度:40.4%)

- 五大客戶 91.7%(截至二零二四年三月

三十一日止年度:91.1%)

採購

-最大供應商 17.9%(截至二零二四年三月

三十一日止年度: 22.0%)

- 五大供應商 44.2%(截至二零二四年三月

三十一日止年度:38.3%)

概無董事、彼等緊密聯繫人或任何股東(據董事所悉,擁有本公司股本5%以上)於上述主要客戶或供應商中擁有權益。

關聯方交易

在日常業務過程中進行的重大關聯方交易詳情 載於綜合財務報表附註28,而當中並無任何交 易構成上市規則界定的須予披露關連交易。

附屬公司

本公司附屬公司詳情載於綜合財務報表附註 15。

充足公眾持股量

根據本公司公開可得之資料及據董事所悉,董 事確認於回顧年度及直至本報告日期,本公司 就其股份一直維持上市規則規定的充足公眾持 股量。

DIRECTORS' REPORT 董事會報告

RETIREMENT SCHEME

The Group participates in the mandatory provident fund prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). Save as the aforesaid, the Group did not participate in any other pension schemes during the Review Year.

AUDITOR

The consolidated financial statements for the Review Year have been audited by Grant Thornton Hong Kong Limited, who will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting of the Company. There has been no change in the auditor of the Company since its Listing.

EVENTS AFTER THE REVIEW YEAR

On 13 June 2025, Dragon Rise Auto Services Limited, a non-wholly-owned subsidiary of the Company, entered into a strategic cooperation framework agreement with (i) an automotive trader, (ii) a mobile energy solutions provider, and (iii) a digital energy service provider to jointly promote the development of new energy industry in Hong Kong by constructing energy replenishment infrastructure and promoting electrification in transportation with an aim to establish a comprehensive battery-swapping network. For details, please refer to the Company's announcement dated 17 June 2025.

By Order of the Board Dragon Rise Group Holdings Limited Yip Yuk Kit

Chairman and executive Director

Hong Kong, 26 June 2025

退休計劃

本集團參與香港法例第485章《強制性公積金計 劃條例》規定的強制性公積金。除前文所述者 外,本集團於回顧年度並無參與任何其他退休 金計劃。

核數師

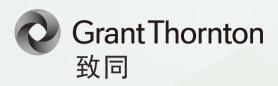
回顧年度之綜合財務報表已由致同(香港)會計師事務所有限公司審核,而該公司將退任及合資格並願意於本公司應屆股東週年大會上接受續聘。本公司核數師自上市以來並無變更。

回顧年度後事項

於二零二五年六月十三日,本公司非全資附屬公司龍昇汽車服務有限公司與(i)一間汽車貿易商:(ii)一間流動能源解決方案供應商:及(iii)一間數字能源服務供應商訂立戰略合作框架協議,以透過建設能源補充基礎建設及推動交通電氣化,共同於香港推動新能源產業發展,致力建立完善的電池更換網絡。詳情請參閱本公司日期為二零二五年六月十七日的公佈。

承董事會命 **龍昇集團控股有限公司** *主席兼執行董事* **葉育杰**

香港,二零二五年六月二十六日



To the members of Dragon Rise Group Holdings Limited (incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Dragon Rise Group Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 81 to 172, which comprise the consolidated statement of financial position as at 31 March 2025, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy 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 as issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

致龍昇集團控股有限公司股東 (於開曼群島註冊成立之有限公司)

意見

吾等已審核第81至172頁所載龍昇集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,綜合財務報表包括於二零二五年三月三十一日的綜合財務狀況表及截至該日止年度的綜合損益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括主要會計政策資料概要。

吾等認為,綜合財務報表已按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則會計準則真實而公平地反映 貴集團於二零二五年三月三十一日的綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量,並已按照香港公司條例之披露規定妥為編製。

意見基礎

吾等已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。吾等於該等準則項下的責任已在本報告「核數師對審核綜合財務報表之責任」一節中詳述。根據香港會計師公會職業會計師道德守則(「守則」),吾等獨立於 貴集團。吾等已遵守守則履行其他道德責任。吾等相信,吾等所獲得的審核憑證可充足及適當地為吾等的審核意見提供基礎。

關鍵審核事項

根據吾等的專業判斷,關鍵審核事項為吾等審 核本期間綜合財務報表的最重要事項。吾等在 整體審核綜合財務報表及就此形成意見時處理 此等事項,而不會就此等事項單獨發表意見。

KEY AUDIT MATTERS (continued) Accounting for construction contracts

關鍵審核事項(續) 建築合約的會計處理

Refer to material accounting policies in note 2.14 and note 5 to the consolidated financial statements.

Key Audit Matter

How our audit addressed the Key Audit Matter

We identified construction contract revenue and contract assets as a key audit matter as they are quantitatively significant to the consolidated financial statements as a whole.

As disclosed in notes 5 and 18 to the consolidated financial statements, the construction contracts revenue amounted to approximately HK\$1,222,588,000 for the year ended 31 March 2025 and the contract assets amounted to approximately HK\$273,125,000 as at 31 March 2025. As set out in note 5 to the consolidated financial statements, the Group recognised contract revenue by reference to the progress of satisfying the performance obligation at the reporting date.

Our audit procedures in relation to the construction contracts included the following:

- understanding the Group's internal controls over the recognition of contract revenue for construction contracts;
- discussing with management of the Group and checking on a sample basis, the supporting documents such as contracts and variation orders to evaluate the reasonableness of the revenue recognised;
- assessing the revenue from construction contracts by comparing, on a sample basis, with the latest certificates issued by the customers or their agents before and after year end; and
- checking the revenue to underlying construction contracts entered into with customers and other relevant correspondences and supporting documents in respect of variations in construction works or price adjustments on a sample basis.

KEY AUDIT MATTERS (continued)

Estimation of expected credit losses on trade and other receivables and contract assets

關鍵審核事項(續) 計量貿易應收款項及合約資產的預期 信貸虧損

Refer to material accounting policies in note 2.7, note 4 for the critical accounting estimates involved, note 16, note 18 and note 32.4 to the consolidated financial statements.

Key Audit Matter

How our audit addressed the Key Audit Matter

As at 31 March 2025, the net carrying amount of trade and other receivables and contract assets amounted to HK\$122,753,000 and HK\$273,125,000 respectively (net of expected credit losses ("ECL") of HK\$1,492,000 and HK\$3,790,000, respectively), accounting for approximately 77% of the Group's total assets in aggregate.

Management performed periodic review on the status of construction projects and individual credit evaluations on significant customers. These evaluations focused on the customer's settlement history and current and future ability to pay, and took into account the information specific to the customer as well as pertaining to the current and future economic environment in which the customer operates. Independent valuer was engaged by the management for the valuation of the ECL as at the end of reporting date.

We identified the ECL measurement on trade and other receivables and contract assets as a key audit matter due to the significant management's judgements and estimates involved in the ECL assessment.

Our audit procedures in relation to the management's assessment on the ECL measurement of trade and other receivables and contract assets included:

- understanding, evaluating and validating the design of the controls over impairment assessment of trade and other receivables and contract assets. Those controls related to the identification of events that triggered the provision for impairment of receivables from construction contracts and estimation of the impairment provisions;
- evaluating the independent external valuer's competence, capabilities and objectivities;
- discussing with the independent valuer engaged by the management and obtaining the independent ECL valuation report to reassess the ECL allowance of trade receivables and contract assets; and
- evaluating, with the assistant of our internal valuation specialist, the reasonableness of management's ECL allowance estimates by examining the information used by the independent valuer engaged by the management to form such judgement, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forwardlooking information.

KEY AUDIT MATTERS (continued) **Accounting for construction contracts**

請參閱綜合財務報表附註2.14的及附註5的主要會計政策。

關鍵審核事項(續) 建築合約的會計處理

關鍵審核事項

吾等的審核如何處理關鍵審核事項

由於建築合約收益及合約資產對整體綜合財務報表在數 量上有重大影響,因此吾等確定建築合約收益及合約資 產為關鍵審核事項。

誠如綜合財務報表附註5及18所披露,截至二零二五年 三月三十一日止年度之建築合約收益約1,222,588,000 港元,而於二零二五年三月三十一日之合約資產約 273.125.000港元。誠如綜合財務報表附註5所載, 貴 集團參考於報告日期履約責任的履行進度確認合約收 益。

吾等就建築合約進行之審核程序包括以下各項:

- 了解 貴集團對建築合約收益確認的內部控制;
- 與 貴集團管理層討論,並抽查合約及更改訂單 等證明文件,以評估已確認收益的合理性;
- 以抽樣方式比較客戶或其代理人於年終前後出具 的最新證明,以評估建築合約的收益;及
- 以抽樣方式檢查與客戶簽訂的相關建築合約的收 益,以及與更改建築工程或價格調整有關的其他 相關通信及證明文件。

KEY AUDIT MATTERS (continued)

Estimation of expected credit losses on trade and other receivables and contract assets

關鍵審核事項(續)

計量貿易及其他應收款項及合約資產的預期信貸虧損

請參閱綜合財務報表附註2.7的重大會計政策概要、附註4有關所涉及的主要會計估計、附註16、附註18及附註 32.4。

關鍵審核事項

吾等的審核如何處理關鍵審核事項

於二零二五年三月三十一日,貿易及其他應收款項及合約資產的賬面淨值分別為122,753,000港元及273,125,000港元(分別扣除預期信貸虧損(「預期信貸虧損」)1,492,000港元及3,790,000港元後),合共佔 貴集團總資產約77%。

管理層定期審閱建築項目的進度,以及對主要客戶進行 個別信貸評估。該等評估主要關注客戶的結算記錄及目 前及未來付款的能力,並計及客戶及客戶經營所在的目 前及未來經濟環境相關之特定資料。管理層委聘獨立估 值師以就於報告日期末的預期信貸虧損進行估值。

由於管理層於評估預期信貸虧損時須作出重大判斷及估計,吾等將貿易應收款項及合約資產的預期信貸虧損計量識別為關鍵審核事項。

吾等就管理層評估貿易及其他應收款項及合約資產的預期信貸虧損計量進行之審核程序包括以下各項:

- 了解、評估及測試貿易及其他應收款項及合約資產的減值評估的控制的設計。該等控制與觸發計 提建築合約應收款項減值撥備及估計減值撥備的 事件之識別有關;
- 評估獨立外部估值師的能力及客觀性;
- 與管理層委聘的獨立估值師討論,以及取得獨立 預期信貸虧損評估報告,以重新評估貿易應收款 項及合約資產的預期信貸虧損撥備;及
- 透過檢查管理層委聘的獨立估值師於作出判斷時所用的資料,包括測試過往違約數據的準確性、根據目前經濟狀況及前瞻性資料評估過往虧損率是否已獲適當調整,與內部評估專家的助理一同評估管理層對預期信貸虧損撥備的估計的合理性。

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the 2025 annual report of the Company, 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 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 as issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors assisted by the Audit Committee are responsible for overseeing the Group's financial reporting process.

其他資料

董事須對其他資料負責。其他資料包括 貴公司二零二五年年報內所載之全部資料,惟不包括綜合財務報表及相關核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料,吾等亦不對其他資料發表任何形式的核證 結論。

審核綜合財務報表時,吾等的責任為閱讀其他資料,於此過程中,考慮其他資料是否與綜合財務報表或吾等於審核過程中所了解的情況有重大抵觸,或者似有重大失實陳述。基於吾等已完成的工作,倘吾等認為其他資料有重大失實陳述,吾等須報告該事實。於此方面,吾等並無任何事項須報告。

董事對綜合財務報表之責任

董事負責按香港會計師公會頒佈的香港財務報告準則會計準則及香港公司條例的披露規定編製真實而公平的綜合財務報表,以及進行董事認為必要之內部控制,確保綜合財務報表之編製不存在由於欺詐或錯誤而導致的重大失實陳述。

在編製綜合財務報表時,董事負責評估 貴集 團持續經營的能力,並在適當情況下披露與持 續經營相關的事項,以及使用持續經營為會計 基礎,除非董事有意將 貴集團清盤或停止經 營,或別無其他實際的替代方案。

審核委員會協助董事監督 貴集團的財務報告 流程。

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. We report 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.

核數師對審核綜合財務報表之責任

吾等的目的為對綜合財務報表整體是否不存在 由於欺詐或錯誤而導致的重大失實陳述取得合 理保證,並出具載有吾等意見的核數師報告。 吾等按協定的委聘條款,僅向 閣下(作為一個 整體)報告,除此之外本報告無其他用途。吾 等並不就本報告內容對其他人士負責或承擔責 任。

合理保證為高水平的保證,惟不能保證根據香港審計準則進行的審核總能識別存在重大失實的陳述。失實陳述可由欺詐或錯誤引致,倘合理預期其單獨或匯總後,可能影響綜合財務報表使用者依賴該等綜合財務報表所作出的經濟決定,則被視為屬重大失實陳述。

根據香港審計準則進行審核時,吾等運用專業 判斷,於整個審核過程中保持專業懷疑態度, 吾等亦:

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大失實陳述的風險,因應該等風險設計及執行審核程序,以及獲取充足及適當的審核憑證,作為吾等提供意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述,或凌駕於內部監控之上,因此未能發現因欺詐而導致出現重大失實陳述的風險高於未能發現因錯誤而導致出現重大失實陳述的風險。
- 了解與審核相關的內部監控,以設計在有關情況下屬適當的審核程序,但目的並非對 貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作 出會計估計及相關披露的合理性。

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

- 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 Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purpose of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師對審核綜合財務報表之責任

- 評估綜合財務報表的整體列報方式、結構 及內容(包括披露)以及綜合財務報表是否 公平反映相關交易及事項。
- 就 貴集團內實體或業務單位的財務資料 計劃並執行 貴集團審核,以獲取充足適 當的審核憑證,以便作為對 貴集團財務 報表發表意見的基礎。吾等負責 貴集團 審核工作的指導、監督及審查進行集團審 計。吾等對審核意見承擔全部責任。

吾等與審核委員會溝通審核的計劃範圍及時間 以及重大審核發現,其中包括吾等於審核時識 別的內部監控的任何重大不足之處。

吾等亦向審核委員會提交聲明,表明吾等已遵守有關獨立性的相關道德要求,並就所有可能合理認為會影響吾等獨立性的關係及其他事項以及為減低威脅而採取的行動或所採取的防範措施(如適用)與審核委員會溝通。

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

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

核數師對審核綜合財務報表之責任

從與審核委員會進行溝通的事項中,吾等決定該等對本期間綜合財務報表審核最為重要的事項,即構成關鍵審核事項。吾等在核數師報告中闡釋該等事項,除非法律或規例不允許公開披露該等事項,或在極端罕見的情況下,若合理預期於吾等報告中註明該事項造成的負面後果將超過其產生的公眾利益,則吾等決定不在報告中註明該事項。

Grant Thornton Hong Kong Limited

Certified Public Accountants 11th Floor, Lee Garden Two 28 Yun Ping Road Causeway Bay Hong Kong SAR

26 June 2025

Kan Kai Ching

Practising Certificate No.: P07816

致同(香港)會計師事務所有限公司

執業會計師 香港特別行政區 銅鑼灣 恩平道28號 利園二期11樓

二零二五年六月二十六日

簡啟正

執業證書編號: P07816

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

		Notes 附註	2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
Revenue	收益	5	1,314,136	945,852
Direct costs	直接成本	5	(1,265,827)	(906,389)
Gross profit	毛利		48,309	39,463
Other gain/(loss), net	其他收益/(虧損),淨額	6	2,228	(177)
Administrative expenses	行政開支		(36,834)	(27,759)
Reversal/(provision) of expected credit losses ("ECL") allowance on trade and	撥回/(計提)貿易及其他 應收款項及合約資產的			
other receivables and contract assets,	預期信貸虧損(「預期信貸			
net	虧損」)撥備,淨額		246	(3,733)
Finance costs	財務費用	7	(3,448)	(1,000)
Profit before income tax	除所得税前溢利	8	40 504	6.704
Income tax expense	所得税開支	9	10,501 (3,351)	6,794 (2,626)
			(=)== /	()
Profit for the year	年內溢利		7,150	4,168
	以工工工产生工工工工			
Profit for the year attributable to: Equity holders of the Company	以下人士應佔年內溢利: 本公司權益持有人		9,032	4,188
Non-controlling interests	非控股權益		(1,882)	(20)
			(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	(- /
			7,150	4,168
			HK cents	HK cents
			港仙	港仙
			, 5 IA	(Restated)
				(經重列)
Earnings per share attributable to	本公司權益持有人應佔之			
equity holders of the Company	每股盈利			
Basic and diluted	基本及攤薄	11	3.98	2.36

The notes on pages 88 to 172 are an integral part of these consolidated financial statements.

第88至172頁之附註構成該等綜合財務報表之 不可分割部分。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

		Notes 附註	2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
Profit for the year	年內溢利		7,150	4,168
Other comprehensive gain: Items that may be reclassified subsequently to profit or loss: Exchange differences on translation of	其他全面收益: 其後可能重新分類至損益計 算表的項目: 換算海外業務的匯兑差額			
overseas operations			(231)	27
Total comprehensive income for the year	年度全面收益總額		6,919	4,195
Total comprehensive income for	以下人士應佔之			
the year attributable to: Equity holders of the Company Non-controlling interests	年度全面收益總額 本公司權益持有人 非控股權益		8,819 (1,900)	4,215 (20)
			6,919	4,195

The notes on pages 88 to 172 are an integral part of these consolidated financial statements.

第88至172頁之附註構成該等綜合財務報表之 不可分割部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2025 截至二零二五年三月三十一日止年度

		Notes 附註	2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、機械及設備	13	19,808	21,712
Investment property	投資物業	14	3,740	3,910
Trade and other receivables	貿易及其他應收款項	16	902	-
Financial asset at fair value through	按公平值計入損益的金融			
profit and loss	資產	17	2,000	1,000
				25.522
			26,450	26,622
Current assets	流動資產			
Trade and other receivables	貿易及其他應收款項	16	123,656	30,377
Contract assets	合約資產	18	273,125	228,219
Cash, bank balances and pledged	現金、銀行結餘及已抵押			,
deposits	存款	19	92,730	133,962
			489,511	392,558
Current liabilities	流動負債			(<u>)</u>
Trade and other payables	貿易及其他應付款項	20	(157,670)	(85,673)
Contract liabilities	合約負債	18	(701)	(464)
Borrowings	借款	21	(30,481)	(58,505)
Lease liabilities	租賃負債	22	(2,808)	(806)
Current tax liabilities	流動税項負債		(706)	(1,585)
			(192,366)	(147,033)
Net current assets	流動資產淨值		297,145	245,525
		no d		
Total assets less current liabilities	總資產減流動負債		323,595	272,147
Non-current liabilities	非流動負債			
Borrowings	借款	21	-	(2,000)
Lease liabilities	租賃負債	22	(4,862)	(521)
Deferred tax liabilities	遞延税項負債	23	(955)	(1,791)
			(5,817)	(4,312)
		(F)E	10	1000000
Net assets	淨資產	THE PERSON NAMED IN	317,778	267,835

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 March 2025 截至二零二五年三月三十一日止年度

		Notes 附註	2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$′000 千港元
CAPITAL AND RESERVES Share capital Reserves	資本及儲備 股本 儲備	24 25	28,800 290,174	12,000 255,497
Equity attributable to equity holders of the Company Non-controlling interests	本公司權益持有人應佔權益非控股權益		318,974 (1,196)	267,497 338
TOTAL EQUITY	總權益		317,778	267,835

Approved and authorised for issue by the Board of Directors on 26 June 2025.

獲董事會於二零二五年六月二十六日批准及授 權刊發。

Mr. Yip Yuk Kit 葉育杰先生 Director 董事

The notes on pages 88 to 172 are an integral part of these consolidated financial statements.

Mr. Cheung Chun Fai 張振輝先生 Director 董事

第88至172頁之附註構成該等綜合財務報表之 不可分割部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

		Share capital 股本 HK\$'000 千港元	Share premium* 股份溢價* HK\$'000 千港元	Translation Reserve* 換算儲備* HK\$'000 千港元	Other reserve* 其他儲備* HK\$'000 千港元	Retained earnings* 保留盈利* HK\$'000 千港元	Total 總計 HK \$ '000 千港元	Non- controlling interests 非控股權益 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 April 2023 Profit for the year Other comprehensive income	於二零二三年四月一日結餘 年內溢利 其他全面收益 換算海外業務的匯兑差額	12,000	96,898 -	- -	686	153,698 4,188	263,282 4,188	_ (20)	263,282 4,168
Exchange differences on translation of overseas operations	(次异/阿尔未/苏·时匹 尤左使	-		27		-	27	-	27
Total comprehensive income for the year	年內全面收益總額	-	-	27	-	4,188	4,215	(20)	4,195
Transaction with owners: Capital injection by a non-controlling interest	與擁有人交易: 一名非控股權益的注資	-	-	-		-		358	358
Balance at 31 March 2024 and 1 April 2024	於二零二四年三月三十一日及 二零二四年四月一日結餘	12,000	96,898	27	686	157,886	267,497	338	267,835
Profit for the year Other comprehensive income Exchange differences on translation of	年內溢利 其他全面收益 換算海外業務的匯兑差額	-	-	-	-	9,032	9,032	(1,882)	7,150
overseas operations	Mr.	<u> </u>		(213)	-	-	(213)	(18)	(231)
Total comprehensive income for the year	年內全面收益總額	-	-	(213)	_	9,032	8,819	(1,900)	6,919
Placing of shares (note 24) Issuance of shares under rights issue	配售股份(附註24) 因供股發行股份(附註24)	2,400	12,960	-	-	-	15,360	-	15,360
(note 24) Transaction costs attributable to placing	配售股份應佔交易成本	14,400	14,400	-	-	-	28,800		28,800
of shares		-	(309)	-		-	(309)	-	(309)
Transaction costs attributable to rights issue	供股應佔交易成本	* L., -	(1,193)	-		4	(1,193)	((-	(1,193)
Capital injection by a non-controlling interest	一名非控股權益的注資	-	-		11 27 4	1 = 1 1 = 1	T	366	366
Transaction with owners	與擁有人交易	16,800	25,858				42,658	366	43,024
Balance at 31 March 2025	於二零二五年三月三十一日 結餘	28,800	122,756	(186)	686	166,918	318,974	(1,196)	317,778

^{*} The reserves accounts comprise the Group's reserves of HK\$290,174,000 (2024: HK\$255,497,000) as at 31 March 2025 in the consolidated statement of financial position.

該等儲備賬目包括本集團於二零二五年三月三十一日的綜合財務狀況表中290,174,000港元(二零二四年:255,497,000港元)的儲備。

The notes on pages 88 to 172 are an integral part of these consolidated financial statements.

第88至172頁之附註構成該等綜合財務報表之不可分 割部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

		Notes	2025 二零二五年 HK\$′000	2024 二零二四年 HK\$'000
		附註	千港元	千港元
Cash flows from operating activities	經營活動所得現金流量			
Profit before income tax	除所得税前溢利		10,501	6,794
Adjustments for:	就以下各項作出調整:		10,501	0,731
Depreciation	折舊	13	11,630	18,449
ECL (reversal)/allowance on:	以下項目的預期信貸虧損之			
	(撥備撥回)/撥備:			
– contract assets, net	- 合約資產,淨額	18	(1,711)	3,968
– trade and other receivables, net	- 貿易及其他應收款項,			
	淨額	16	1,465	(235)
Changes in fair value of investment	投資物業公平值變動			
property	되나는 기는 그	14	170	570
Interest income Finance costs	利息收入 財務費用	6 7	(955)	(1,202)
Gain on disposal of property, plant and	出售物業、廠房及設備之	/	3,448	1,000
equipment	收益 收益	6	(250)	_
Net foreign exchange loss	匯	O	(231)	842
			(== -,	
Operating profit before working capital	營運資金變動前經營溢利			
changes			24,067	30,186
(Increase)/Decrease in trade and other	貿易及其他應收款項			
receivables	(增加)/減少		(94,671)	9,893
Increase in contract assets	合約資產增加		(43,195)	(100,117)
Increase in trade and other payables	貿易及其他應付款項增加		71,964	45,450
Increase in contract liabilities	合約負債增加		237	365
Cash used in operations	經營所用現金		(41,598)	(14,223)
Tax paid	已支付税項		(F.046)	(4.2)
- Hong Kong profits tax	- 香港利得税		(5,019)	(12)
- Overseas tax	-海外税項		(47)	(15)
Not each used in operating activities	狐然迁乱66.田田 春溪館		(46.664)	(14.250)
Net cash used in operating activities	經營活動所用現金淨額		(46,664)	(14,250)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

		Notes 附註	2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
Cash flows from investing activities Purchase of property, plant and	投資活動所得現金流量 購買物業、機械及設備	4.2	(2.254)	(4.100)
equipment Purchase of financial asset at fair value	購買按公平值計入損益的	13	(2,254)	(4,188)
through profit and loss	金融資產	17	(1,000)	(1,000)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得 款項		250	-
Purchase of financial asset at amortised	購買按攤銷成本列賬的			
cost Redemption of financial asset at	金融資產 贖回按攤銷成本列賬的		-	(14,079)
amortised cost	金融資產		-	14,079
Interest received Advance from/(Repayment to) a director	已收利息 來自/(償款)一名董事的	6	955	1,202
	墊款		33	(267)
(Decrease)/Increase in pledged bank deposits	已抵押銀行存款(減少)/增加		23,560	(9,600)
0.00				
Net cash from/(used in) investing activities	投資活動所得/(所用)現金 淨額		21,544	(13,853)
Cash flows from financing activities Proceeds from bank borrowings	融資活動所得現金流量 銀行借款所得款項	21	26,215	62,150
Repayments of bank borrowings Proceed from corporate bond	償還銀行借款 公司債券所得款項	21	(56,239) –	(5,633) 2,000
Principal portion of lease payments Proceeds from placing of shares,	租賃付款的本金部分 配售股份所得款項,	22	(2,104)	(961)
net of issue costs Proceeds from issuance of shares under	扣除發行成本 因供股發行股份所得	24	15,051	
rights issue, net of issue costs Capital contribution from a non-	款項,扣除發行成本 一名非控股權益的注資	24	27,607	
controlling interest			366	358
Interest paid	已付利息		(3,448)	(895)
Net cash from financing activities	融資活動所得現金淨額		7,448	57,019
Net (decrease)/increase in cash and	現金及現金等價物(減少)/			
cash equivalents	增加淨額		(17,672)	28,916
Cash and cash equivalents at the beginning of the year	於年初的現金及現金等價物	1 m 1/1	99,998	71,082
Cook and sook annively to the	补左士的用 秦豆甲 <i>春烟</i>			
Cash and cash equivalents at the end of the year (note 19)	於牛木的現金及現金等價物 (附註 19)		82,326	99,998
			,•	111111

The notes on pages 88 to 172 are an integral part of these consolidated financial statements.

第88至172頁之附註構成該等綜合財務報表之 不可分割部分。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

1. GENERAL INFORMATION

Dragon Rise Group Holdings Limited ("the Company") was incorporated in the Cayman Islands 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").

The addresses of the registered office and principal place of business of the Company are disclosed in "Corporate Information" section to the annual report. As at 31 March 2025, the directors considered the Company's immediate and ultimate holding company is Fame Circle Limited ("Fame Circle"), a company incorporated in the British Virgin Islands (the "BVI") and is wholly owned by Mr. Yip Yuk Kit ("Mr. Yip", Mr. Yip and Fame Circle each being a "Controlling Shareholder").

The Company is an investment holding company. The principal activities of the Company's subsidiaries are set out in note 15 to the consolidated financial statements.

The consolidated financial statements for the year ended 31 March 2025 were approved for issue by the Board of Directors on 26 June 2025.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards as issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which collective term includes all applicable individual HKFRS accounting standards, Hong Kong Accounting Standards and Interpretations ("HKFRS Accounting Standards") and the accounting principles generally accepted in Hong Kong.

1. 一般資料

龍昇集團控股有限公司(「本公司」)在開曼群島註冊成立為獲豁免有限公司。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司註冊辦公室及主要營業地點的地址披露於本年報「公司資料」一節。於二零二五年三月三十一日,董事認為本公司直接及最終控股公司為Fame Circle Limited (「Fame Circle」),一家於英屬處女群島 (「英屬處女群島」)註冊成立的公司,由葉育杰先生(「葉先生」,葉先生及Fame Circle 各自為一名「控股股東」)全資擁有。

本公司為投資控股公司,其附屬公司主要 業務載於綜合財務報表附註15。

截至二零二五年三月三十一日止年度的該 等綜合財務報表於二零二五年六月二十六 日獲董事會批准刊發。

2. 重大會計政策概要

2.1 編製基準

該等綜合財務報表乃根據由香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(該統稱包括所有適用個別香港財務報告準則會計準則、香港會計準則及詮釋(「香港財務報告準則會計準則」))及香港公認會計原則編製。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

The consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance ("CO") and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The material accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented in the consolidated financial statements. The adoption of new or amended HKFRS Accounting Standards and the impacts on the Group's consolidated financial statements, if any, are disclosed in note 3.

The consolidated financial statements have been prepared on the historical cost basis except for investment property and financial asset at fair value through profit and loss, which are stated at fair value. The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the functional currency of the Group, and all values are rounded to the nearest thousands ("HK\$'000"), except when otherwise indicated.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

2. 重大會計政策概要(續)

2.1 編製基準(續)

綜合財務報表亦符合香港公司條例 (「公司條例」)的適用披露規定及聯 交所證券上市規則(「上市規則」)的 適用披露規定。

編製該等綜合財務報表採用的主要會計政策概述於下文。該等政策於綜合財務報表呈列的所有年度貫徹應用。採納新訂或經修訂香港財務報告準則會計準則及對本集團綜合財務報表的影響(如有)於附註3披露。

綜合財務報表已根據歷史成本法編製,惟投資物業及按公平值計入損益的金融資產按公平值列賬。綜合財務報表以港元([港元])列示,港元亦為本集團功能貨幣。除另有指示外,所有價值均約整至最接近千元([千港元])。

謹請留意,編製綜合財務報表時採用會計估計及假設。雖然該等估計乃基於管理層對當前事件及行動的最佳認知及判斷,但實際結果度則數等估計有異。涉及較高程度判斷或複雜性之範疇或對綜合財務,於附註4披露。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.2 Basis of consolidation

The consolidated financial statements for the year ended 31 March 2025 incorporate the financial statements of the Company and its subsidiaries (collectively, the "Group"). The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies.

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power over the entity, only substantive rights relating to the entity (held by the Group and others) are considered.

The Group includes the income and expenses of a subsidiary in the consolidated financial statements from the date it gains control until the date when the Group ceases to control the subsidiary.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

2. 重大會計政策概要(續)

2.2 綜合基準

截至二零二五年三月三十一日止年度的綜合財務報表包括本公司及其附屬公司(統稱「本集團」)的財務報表。附屬公司的財務報表按與本公司相同的報告期間採用一致會計政策編製。

附屬公司為本集團控制的實體。當本集團因參與該實體而承擔可變回報的種內 報的風險或享有可變回報的權益, 並有能力透過其對該實體的權力影 響此等回報時,本集團即控制該實體 。評估本集團是否擁有對該實體 的權力時,僅考慮本集團及其他方 所持有關該實體的實質權利。

本集團自取得附屬公司控制權之日 起將附屬公司的收入及開支列入綜 合財務報表,直至本集團不再擁有 附屬公司控制權之日為止。

於編製綜合財務報表時,集團內公司間交易、結餘及集團公司之間交易的未變現收益及虧損會對銷。附屬公司的財務報表中呈報的金額已作出必要調整,以確保與本集團採納的會計政策一致。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.2 Basis of consolidation (continued)

Non-controlling interests represent the equity on a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from the equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. Cost also includes directly attributable costs of investment.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the end of the reporting period. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

2. 重大會計政策概要(續)

2.2 綜合基準(續)

非控股權益指不直接或間接歸屬於本公司的一間附屬公司權益,而本集團尚未與該等權益的持有人達成任何其他條款,其將導致本集團整體上具有合同性質符合金融負債定義的該等利益的義務。

非控股權益於綜合財務狀況表及綜合權益變動表中呈列為權益分,亦宗與本公司擁有人應佔權益分開列乃呈列於綜合損益及其他全面收益表,所以為年度溢利或虧損及全面收益表在非控股權益與本公司擁有人之間的分配。

於本公司財務狀況表中,除非附屬 公司乃持作銷售或納入出售組別, 否則附屬公司按成本減任何減值虧 損列賬。成本亦包括直接應佔投資 成本。

附屬公司業績由本公司於報告期末 按已收及應收股息基準入賬。所有 股息不論以被投資方的收購前或收 購後溢利撥付均於本公司損益中確 認。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.3 Foreign currency translation

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the end of the reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the end of the reporting period retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated (i.e. only translated using the exchange rates at the transaction date).

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the end of the reporting period. Income and expenses have been converted into the HK\$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

2. 重大會計政策概要(續)

2.3 外幣換算

於綜合實體之獨立財務報表內,外幣交易按交易當日之現行匯率換類為個別實體之功能貨幣。於報告期末,外幣計值的貨幣資產及負債第一次分別。因結算的外匯匯率換算。因結算該等交易及因報告期末換算貨幣資產及負債所產生之匯兑收益及虧損,均於損益確認。

以外幣計值按歷史成本計量之非貨 幣項目概不重新換算(即僅使用交易 日期的匯率換算)。

於綜合財務報表內,原以本集團呈列貨幣以外之貨幣呈列之海外為為所有個別財務報表,均已轉換為港元。資產及負債按報告期末之按與第一次與第為港元。收入及開支上匯率或按報告期間之數不可經率(倘匯率並無出現顯著之任何之數為港元。上述步驟產生之於權益額已於其他全面收益確認及於權益內之換算儲備獨立累計。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.4 Property, plant and equipment

Property, plant and equipment (other than right-of-use assets) are stated at cost less accumulated depreciation and impairment losses (see note 2.8). Cost includes expenditure that is directly attributable to the acquisition of the asset. Costs of right-of-use assets are described in note 2.11. Depreciation commences when the assets are ready for their intended use.

Depreciation is provided to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Plant and machinery 20–30%
Motor vehicles 30%
Furniture, fixtures and 20%
equipment

Leasehold improvements Shorter of lease term

or 5 years

Accounting policy for depreciation of right-of-use assets is set out in note 2.11.

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other costs, such as repairs and maintenance, are charged to profit or loss during the financial period in which they are incurred.

2. 重大會計政策概要(續)

2.4 物業、機械及設備

物業、機械及設備(除了使用權資產之外)乃按成本減累計折舊及減值虧損入賬(見附註2.8)。成本包括購買資產的直接應佔開支。使用權資產的成本載於附註2.11。當資產可用於擬定用途時,即開始計算折舊。

折舊按估計可使用年期以直線法撇 銷資產成本減其剩餘價值計提,所 採用年率如下:

廠房及機械20-30%汽車30%傢俬、固定裝置及20%

設備

租賃物業裝修 租期或5年

(以較短者為準)

使用權資產折舊的會計政策載於附 註2.11。

資產的剩餘價值、折舊方法及可使 用年期於各報告期末進行檢討及調 整(如適用)。

廢棄或出售時產生的收益或虧損按 銷售所得款項與資產賬面值間的差 額釐定,並於損益確認。

其後成本僅在項目相關的未來經濟 利益將會流入本集團及能夠可靠 計量項目成本時,方會在適當情況 下計入資產賬面值或確認為獨立資 產。更換部分的賬面值終止確認。 維修及保養等所有其他成本,均於 產生的財務期間自損益扣除。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.5 Investment properties

Investment properties are land and buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation.

On initial recognition, investment property is measured at cost, and subsequently at fair value, unless its fair value cannot be reliably determined at that time.

Cost includes expenditure that is directly attributable to the acquisition of the investment property.

Fair value is determined by external professional valuers, with sufficient experience with respect to both the location and the nature of the investment property. The carrying amounts recognised at the end of the reporting period reflect the prevailing market conditions at the end of the reporting period.

Gains or losses arising from either changes in the fair value or the sale of an investment property are included in profit or loss in the period in which they arise.

2.6 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instruments.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all of its risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

2. 重大會計政策概要(續)

2.5 投資物業

投資物業是指為賺取租金收入及/ 為資本增值而以租賃權益擁有或持 有的土地及建築物。

初步確認時,投資物業按成本計量,除非在當時其公平值不能可靠 釐定,則之後再按公平值計量。

成本包括因收購投資物業直接產生 的開支。

公平值由在投資物業所在位置及性 質方面經驗豐富的外界專業估值師 釐定。於報告期末確認的賬面值反 映報告期末的現行市況。

投資物業的公平值變動或出售所產 生的收益或虧損計入產生期間的損 益。

2.6 金融工具

確認及終止確認

金融資產及金融負債在本集團成為 金融工具合約條文的訂約方時確 認。

當金融資產的現金流量的合約權利 到期,或金融資產及其絕大部分風 險及回報轉移時,金融資產終止確 認。金融負債於其責任已履行、註 銷或屆滿時獲終止確認。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.6 Financial instruments (continued)

Financial assets

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with HKFRS 15 "Revenue from Contracts with Customers" ("HKFRS 15"), all financial assets are initially measured at fair value, in case of a financial asset not at fair value through profit or loss ("FVTPL"), plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in the consolidated statement of profit or loss and other comprehensive income.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost;
- FVTPL; or
- fair value through other comprehensive income.

The classification is determined by both:

- the entity's business model for managing the financial asset; and
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs and "Other gain/(loss), net" except for ECL allowance of financial assets which is presented as a separate item in profit or loss.

2. 重大會計政策概要(續)

金融資產的分類及初始計量

除不包含重大融資成分且按交易價格按照香港財務報告準則第15號「5號「香港財務報告準則第15號」)計量的貿易應收款項計量的貿易應收款計量的貿易應收額計量於一個金融資產並非按公平值計入損益」),,益等國際企業的交易所有金融資產的金融資產的金融資產的金融資產的交易成本於綜合損益及其他全面收益表支銷。

金融資產(不包括指定及有效作對沖工具之金融資產)分為以下類別:

- 攤銷成本;
- 按公平值計入損益;或
- 按公平值計入其他全面收益。

分類由以下兩者決定:

- 實體管理金融資產的業務模式;及
- 金融資產的合約現金流量特 徵。

所有與損益中確認的金融資產相關的收入及開支均在財務成本及「其他收益/(虧損),淨額」中呈列,惟金融資產的預期信貸虧損撥備則在損益中單獨呈列。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.6 Financial instruments (continued)

Financial assets (continued)

Subsequent measurement of financial assets

Debt investments

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

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

After initial recognition, these are measured at amortised cost using the effective interest method. Interest income from these financial assets is included in "Other gain/(loss), net" in profit or loss. Discounting is omitted where the effect of discounting is immaterial. The Group's cash, bank balances, pledged deposits and trade and other receivables fall into this category of financial assets.

Financial assets at FVTPL

Financial assets that are held within a different business model other than "hold to collect" or "hold to collect and sell' are categorised at FVTPL. Further, irrespective of business model, financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

2. 重大會計政策概要(續)

2.6 金融工具(續)

金融資產(續)

金融資產的後續計量

按攤銷成本列賬的金融資產

倘資產符合以下條件(並且未指定為 按公平值計入損益),則金融資產按 攤銷成本計量:

- 彼等為在一種業務模式中持 有,其目的是持有金融資產並 收取其合約現金流量;及
- 金融資產的合約條款產生的現金流量僅為支付本金及未償還本金額的利息。

於初始確認後,使用實際利率法以 攤銷成本法計量。來自該等金融資 產的利息收入計入損益之「其他收 益/(虧損),淨額」項下。倘貼現的 影響並不重要,則省略貼現。本集 團的現金、銀行結餘、已抵押存款 以及貿易及其他應收款項均屬於此 類金融資產。

按公平值計入損益的金融資產

在「持有收集」或「持有收集和出售」 之外的不同商業模式中持有的金融 資產按公平值計入損益的金融資產 分類。此外,無論任何業務模式, 其合約現金流並非純粹為支付本金 及利息之財務資產均以按公平值計 入損益的金融資產列賬。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.6 Financial instruments (continued)

Financial liabilities

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, lease liabilities and trade and other payables.

Financial liabilities (other than lease liabilities) are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at FVTPL.

Subsequently financial liabilities (other than lease liabilities) are measured at amortised cost using the effective interest method.

All interest-related charges reported in profit or loss are included within finance costs.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of new liability, and the difference in the respective carrying amount is recognised in profit or loss.

Accounting policy of lease liabilities is set out in note 2.11.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless as at the end of the reporting period, the Group has a right to defer settlement of the liability for at least twelve months after the end of the reporting period.

2. 重大會計政策概要(續)

2.6 金融工具(續) 金融負債

金融負債的分類及計量

本集團的金融負債包括借款、租賃 負債以及貿易及其他應付款項。

金融負債(除租賃負債外)按公平值 初步計量,並於適用時就交易成本 作出調整,惟本集團指定按公平值 計入損益的金融負債除外。

隨後,金融負債(除租賃負債外)使 用實際利率法按攤銷成本計量。

所有於損益內呈報的利息相關費用 均計入融資成本內。

當現有金融負債由同一貸款人根據實質不同條款提供的新負債取代,或對現有負債的條款作重大修改改,此類取代或修改被視作終止確認原有負債及同時確認新負債,而相關賬面值的差額在損益中確認。

租賃負債的會計政策載於附註2.11。

借款

借款最初以公平值扣除已產生的交易成本確認。借貸隨後以攤銷成本列賬;所得款項(扣除交易成本)與贖回價值之間的任何差額按實際利率法於借款期間損益中確認。

除非本集團於報告期末擁有權利可 將負債遞延至報告期末後至少十二 個月清償,否則借款將分類為流動 負債。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.6 Financial instruments (continued)

Financial liabilities (continued)

Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

2.7 Impairment of financial assets and contract assets

The impairment requirements under HKFRS 9 "Financial Instruments" ("HKFRS 9") use forward-looking information to recognise ECL – the "ECL model". Instruments within the scope included loans and other debt-type financial assets measured at amortised cost, trade and other receivables and contract assets recognised and measured under HKFRS 15.

The Group considers a broader range of information when assessing credit risk and measuring ECL, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ("Stage 1"); and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ("Stage 2").

"Stage 3" would cover financial assets that have objective evidence of impairment at the end of the reporting period.

"12-month ECL" are recognised for the Stage 1 category while "lifetime ECL" are recognised for the Stage 2 category.

Measurement of the ECL is determined by a probabilityweighted estimate of credit losses over the expected life of the financial instrument.

2. 重大會計政策概要(續)

2.6 金融工具(續) 金融負債(續)

貿易及其他應付款項

貿易及其他應付款項最初以其公平 值確認,隨後使用實際利率法按攤 銷成本計量。

2.7 金融資產及合約資產減值

香港財務報告準則第9號「金融工具」 (「香港財務報告準則第9號」)的減值 規定採用前瞻性資料確認預期信貸 虧損一「預期信貸虧損模式」。屬 範疇內之工具包括根據香港財務報 告準則第15號確認及計量的按攤銷 成本計量之貸款及其他債務類金約 資產。

於評估信貸風險及計量預期信貸虧 損時,本集團考量更為廣泛的資料,包括過往事件、現時狀況以及 可影響有關工具未來現金流量預期 可收回性之有理據的預測。

採用該前瞻法時,須對下列各項作 出區別:

- 由初步確認以來其信貸質素未 發生重大惡化或具較低信貸風 險之金融工具(「第一階段」);
- 由初步確認以來其信貸質素發生重大惡化且其信貸風險不低之金融工具(「第二階段」)。

「第三階段」覆蓋於報告期末出現減 值的客觀證據之金融資產。

「十二個月預期信貸虧損」於第一階段下確認,而「全期預期信貸虧損」 於第二階段下確認。

預期信貸虧損之計量乃按概率加權 估計於金融工具預計全期之信貸虧 損釐定。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.7 Impairment of financial assets and contract assets (continued)

Trade receivables and contract assets

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECL and recognises a loss allowance based on lifetime ECL at the end of each reporting period. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. See note 32.4 for further details.

Other financial assets measured at amortised cost

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

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial assets at the end of the reporting period with the risk of default occurring on the financial assets 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;

2. 重大會計政策概要(續)

2.7 金融資產及合約資產減值(續)

貿易應收款項及合約資產

就貿易應收款項及合約資產而言,本集團採用簡化方法計算預期信貸虧損,並於各報告期末根據全期預期信貸虧損確認虧損撥備。考慮到金融資產有效期內任何時候違約的可能性,該等為合約現金流量的預期缺口。進一步詳情載於附註32.4。

按攤銷成本計量之其他金融資產

本集團計算其他應收款項的虧損撥備等於12個月預期信貸虧損,除非自初始確認後信貸風險大幅增加,本集團確認全期預期信貸虧損。確認是否全期預期信貸虧損的評估是基於自初始確認以來發生違約的可能性或風險的顯著增加。

於評估自初始確認後信貸風險是否顯著增加時,本集團將報告期末金融資產發生違約的風險與初比較可用金融資產違約風險進行比較較極大。在進行評估時,本集團會考慮括理且可靠的定量及定性信息,包括無需過多的成本或努力即可獲得之歷票經驗及前瞻性資料。

特別是,在評估信貸風險是否顯著 增加時,會考慮以下資料:

- 金融工具外界(如果有)或內部 信用評級的實際或預期顯著惡 化;
- 信貸風險的外部市場指標顯著 惡化,例如信貸利差大幅增 加,債務人的信用違約掉期價 格;

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.7 Impairment of financial assets and contract assets (continued)

Other financial assets measured at amortised cost (continued)

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

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

Despite the aforegoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the end of each reporting period. A debt instrument is determined to have low credit risk if it has a low risk of default, the borrower has strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

2. 重大會計政策概要(續)

2.7 金融資產及合約資產減值(續)

按攤銷成本計量之其他金融資產(續)

- 預期會導致債務人履行債務能力大幅下降的監管、業務、財務、經濟狀況或技術環境的現有或預測的不利變動;及
- 債務人經營業績的實際或預期 顯著惡化。

無論上述評估的結果如何,當合約 付款逾期超過30天,本集團假定信 貸風險自初始確認起已顯著增加, 惟本集團擁有合理及有依據資料顯 示情況並非如此,則另作別論。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.7 Impairment of financial assets and contract assets (continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group);

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

Detailed analysis of ECL assessment of trade receivables, contract assets and other financial assets at amortised cost are set out in note 32.4

2. 重大會計政策概要(續)

2.7 金融資產及合約資產減值(續)

違約之定義

本集團認為,就內部信貸風險管理 而言,以下事件構成違約事件,因 過往經驗顯示符合以下任何標準之 應收款項通常無法收回:

- 對手方違反財務契諾時;或
- 內部產生或外部來源資料顯示,債務人很可能無法向債權 人(包括本集團)悉數還款(未 計本集團所持有的任何抵押 品);

無論上文分析如何,本集團認為, 倘財務資產逾期超過90天,則違約 已經發生,惟本集團擁有合理及有 依據資料顯示一項更滯後的違約標 準更為合適,則另作別論。

貿易應收款項、合約資產及按攤銷 成本列賬之其他金融資產之預期 信貸虧損評估分析詳情載於附註 32.4。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.8 Impairment of non-financial assets

Property, plant and equipment (including right-ofuse assets) and the Company's interests in subsidiaries are subject to impairment testing. They are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions 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 pretax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e., a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Corporate assets are allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

The impairment loss is charged pro rata to the assets in the cash-generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost of disposal or value in use, if determinable.

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

2. 重大會計政策概要(續)

2.8 非金融資產減值

物業、機械及設備(包括使用權資產)以及本公司於附屬公司的權益須接受減值測試。當有跡象表明資產 賬面值可能無法收回,則會進行減值測試。

減值虧損按資產賬面值超出其可收 回金額的差額,即時確認為開支 可收回金額為反映市況的公平值 出售成本與使用價值兩者的較高 者。評估使用價值時,估計未來現 金流量採用稅前折現率折現至其間 值,以反映現時市場對金錢時 及有關資產特有風險的評估。

為評估減值,倘資產並無產生大致 上獨立於其他資產的現金流之,可 收回金額則按可獨立產生現金流之 的最小資產組別(即現金產生單位) 釐定。因此,部分按現金產生單位 值測試,另有部分按現金產生單配 連時,企業資產會分配到個別現金 產生單位;或者,企業資產會和 配列。 配到的分配基準的 最小現金產生單位。

減值虧損按比例計入現金產生單位 的資產,惟資產賬面值不會減少至 低於其個別公平值減出售成本或使 用價值(如可釐定)。

倘用於釐定資產可收回金額的估計 出現有利變動,則撥回減值虧損, 惟以資產賬面值不得高於並無確認 減值虧損時原應釐定的賬面值(扣除 折舊)為限。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.9 Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in note 2.7 and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

2.10 Cash and cash equivalents

Cash and cash equivalents include cash at bank and on hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.11 Leases

(a) Definition of a lease and the Group as a lessee

At inception of a contract, the Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an identified asset (the underlying asset) for a period of time in exchange for consideration'.

2. 重大會計政策概要(續)

2.9 合約資產及合約負債

在本集團有權無條件獲取合約所載 付款條款代價前確認收益時確認合 約資產。合約資產按附註2.7所載政 策就預期信貸虧損而獲評估,並在 代價權利成為無條件後獲重新分類 至應收款項。

本集團確認相關收益前,合約負債 在客戶支付代價時確認。倘本集團 有無條件權利在本集團確認相關收 益前收取代價,則合約負債亦會獲 確認。在相關情況下,相應應收款 項亦會獲確認。

就與客戶的單一合約而言,淨合約 資產或淨合約負債得以呈列。就多 份合約而言,不相關合約的合約資 產及合約負債不按淨額基準呈列。

2.10 現金及現金等價物

現金及現金等價物包括銀行及手頭 現金、銀行活期存款及原訂期限為 三個月或以下、可隨時轉換為已知 金額現金且價值變動風險小的短期 高流動性投資。

2.11租賃

(a) 租賃的定義及本集團作為 承租人

於合約開始時,本集團會考慮合約是否為或包含租賃。租賃定義為「合約或合約的一部分,轉移已識別資產(相關資產)於一段時間的使用權以換取代價」。

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2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.11 Leases (continued)

(a) Definition of a lease and the Group as a lessee (continued)

To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contracts contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract;
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of

For contracts 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 and non-lease component on the basis of their relative stand-alone prices.

2. 重大會計政策概要(續)

2.11 租賃(續)

(a) 租賃的定義及本集團作為 承租人(續)

為應用該定義,本集團評估合 約是否符合三個主要評估因 素:

- 合約是否包含已識別資產,其於合約中明確識別或透過於資產可供本集團使用時識別以暗示方式指定:
- 經計及其於合約界定範 園內的權利後,本集團 是否有權利獲得於整個 使用期間使用已識別資 產的絕大部分經濟利 益;及
- 本集團是否有權於整個 使用期間內主導使用已 識別資產。本集團評估 其是否有權指示資產於 整個使用期間的使用「方 式及目的」。

就包含租賃部分的合約及一項 或以上額外租賃或非租賃組成 部分的合約而言,本集團將合 約中訂明的代價分配至各租賃 和非租賃組成部分(以其相對 獨立價格為基準)。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.11 Leases (continued)

(a) Definition of a lease and the Group as a lessee (continued)

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the underlying asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any lease incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term unless the Group is reasonably certain to obtain ownership at the end of the lease term. The Group also assesses the right-of-use asset (except for those meeting the definition of investment properties) for impairment when such indicator exists.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments.

2. 重大會計政策概要(續)

2.11租賃(續)

(a) 租賃的定義及本集團作為 承租人(續)

作為承租人之租賃的計量 及確認

於租賃開始日期,本集團於綜 合財務狀況表中確認使用權產 及租賃負債。使用權資負債 成本計量,成本由租賃負債何 始直接成本、任何於租賃何后屆 時拆卸及移除相關資產的日期 成本的租賃付款(扣除任何 收取的租賃優惠)組成。

本集團按直線基準於租賃開始 日期至使用權資產之有效期結 東或租期結束(以較早者為準) 對使用權資產計提折舊,除非 本集團合理確定於租期結束該 獲得所有權。本集團亦於該 標存在時評估使用權資產(符 合投資物業定義的資產除外) 的減值。

於租賃開始日期,本集團按該日未支付租賃款項的現值計量租賃負債,並使用租賃中的隱含利率,或倘該利率不可釐定,則採用本集團的遞增借款利率進行貼現。

計入租賃負債計量的租賃款項由固定款項組成。

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2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.11 Leases (continued)

(a) Definition of a lease and the Group as a lessee (continued)

Measurement and recognition of leases as a lessee (continued)

Subsequent to initial measurement, the liability will be reduced for lease payments made and increased for interest cost on the lease liability. It is remeasured to reflect any reassessment or lease modification, or if there are changes in insubstance fixed payments.

When the lease is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these leases are recognised as an expense in profit or loss on a straight-line basis over the lease term. Short-term leases are leases with a lease term of 12 months or less

On the consolidated statement of financial position, right-of-use assets have been included in "Property, plant and equipment".

Refundable rental deposits paid 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 and included in the cost of right-of-use assets.

(b) The Group as a lessor

As a lessor, the Group classifies its leases as either operating or finance leases.

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset, and classified as an operating lease if it does not.

The Group also earns rental income from operating leases of its investment property. Rental income is recognised on a straight-line basis over the term of the lease.

2. 重大會計政策概要(續)

2.11 租賃(續)

(a) 租賃的定義及本集團作為 承租人(續)

作為承租人之租賃的計量 及確認(續)

於初始計量後,負債將就已付租賃款項而減少及就租賃負債的利息成本而增加。為反映任何重新評估或租賃修訂,或倘實質固定款項出現變動,負債予以重新計量。

於重新計量租賃時,相應調整 於使用權資產中反映,或倘使 用權資產已減至零時則於損益 中反映。

本集團已選擇使用權宜實行方 法對短期租賃進行會計處理。 該等租賃的付款並非確認為使 用權資產及租賃負債,而是於 租賃期內以直線法於損益確認 為開支。短期租賃為租賃期為 12個月或以下的租賃。

於綜合財務狀況表中,使用權 資產已計入「物業、機械及設 備」。

已付之可退還租賃按金根據香港財務報告準則第9號入賬及初步按公平值計量。於初步確認時對公平值之調整被視為額外租賃付款及計入使用權資產成本。

(b) 本集團作為出租人

作為出租人,本集團將其租賃 分類為經營租賃或融資租賃。

倘相關資產擁有權附帶的絕大 部分風險及回報已轉讓時,租 賃分類為融資租賃,否則分類 為經營租賃。

本集團亦自其投資物業經營租 賃賺取租金收入。收入於租期 內以直線法確認。

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2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.12 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

An onerous contract exists when 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. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of fulfilling the contract (which includes both incremental costs and an allocation of other costs that relate directly to fulfilling that contract).

2.13 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued. Any transaction costs associated with the issuing of shares (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction are deducted from share premium.

2. 重大會計政策概要(續)

2.12 撥備及或然負債

當本集團因過往事件而須承擔現有法定或推定責任,而履行該責任時有可能涉及經濟利益流失,並能可靠地衡量涉及金額,則會確認撥備。倘貨幣的時間價值屬重大,則撥備按預計結清責任所需開支的現值列賬。

所有撥備均於各報告期末作出檢討 並作出調整以反映現時的最佳估 計。

倘經濟利益流出的可能性不大,或 無法可靠估計金額時,該責任會會 露為或然負債,除非經濟利益流出 的可能性極低,則作別論。潛在 任(其存在僅可通過日後是否發生本 集團無法完全控制的一宗或多宗未 確定事件而確定)亦披露為或然負 債,除非經濟利益流出的可能性極 低,則作別論。

當本集團為達成合約責任所產生的 不可避免成本超越預期自該合約收 取的經濟利益,即視為存在虧損合 約。虧損合約撥備按終止合約的預 期成本及履行合約的成本淨額(包括 增加成本及與履行該合約直接有關 的其他成本分配)兩者之較低者之現 值計量。

2.13股本

普通股分類為權益。股本按已發行股份的面值釐定。發行股份有關的任何交易成本(扣除任何相關所得稅利益)自股份溢價扣減,惟以權益交易直接應佔的增加成本為限。

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2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.14 Revenue recognition

Revenue arises mainly from the contracts for the construction services and sales of construction materials.

To determine whether to recognise revenue, the Group follows a 5-step process:

- 1. Identifying the contract with a customer
- 2. Identifying the performance obligations
- 3. Determining the transaction price
- 4. Allocating the transaction price to the performance obligations
- 5. Recognising revenue when/as performance obligation(s) are satisfied

In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method.

2. 重大會計政策概要(續)

2.14 收益確認

收益主要來自建築服務及銷售建築 材料合約。

為釐定是否確認收益,本集團遵從 五個步驟流程:

- 1. 識別與客戶的合約
- 2. 識別履約責任
- 3. 釐定交易價格
- 4. 將交易價格分攤至履約責任
- 5. 當/於履約責任獲達成時確認 收益

於所有情況下,合約的總交易價格 根據其相對獨立的銷售價格在各項 履約責任之間分配。合約的交易價 格不包括代表第三方收取的任何金 額。

收益當(或於)本集團透過轉讓承諾 的貨品或服務予客戶時達致履約 責任於一個時間點或一段時間內確 認。

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2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.14 Revenue recognition (continued)

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Construction contracts

Revenue from construction contracts are recognised over time as the Group's performance creates and enhances an asset that the customer controls which referred as the designated areas where the construction work services performed. 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 services transferred to the customer to date relative to the remaining services promised under the contract, that best depict the Group's performance in transferring control of services. The value of the services transferred to customer to date is measured according to the progress certificate (by reference to the construction works certified by the customers or their agents).

Contract costs are recognised when incurred. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.

(ii) Sales of construction materials

Revenue from the sales of construction materials is recognised at the point in time when control of the asset is transferred to the customers, generally on delivery of the construction materials.

(iii) Interest income

Interest income is recognised on a time proportion basis using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset.

(iv) Rental income

Accounting policies for rental income are set out in note 2.11.

(v) Consultancy income

Service income of consultancy service is recognised at a point in time when the service is provided.

2. 重大會計政策概要(續)

2.14 收益確認(續)

本集團收益及其他收入確認政策的 進一步詳情如下:

(i) 建築合約

合約成本於產生時確認。倘建 築合約的結果無法可靠估計, 合約收益僅按有可能收回的已 產生合約成本確認。

(ii) 銷售建築材料

建築材料銷售收益在資產控制 權轉移至客戶時確認,通常在 交付建築材料時確認。

(iii) 利息收入

利息收入按時間比例採用實際 利率法確認。就按攤銷成本入 賬且無信貸減值的金融資產而 言,實際利率會被應用於資產 的賬面總值。

(iv) 租金收入

有關租金收入的會計政策載於 附註2.11。

(v) 顧問收入

顧問服務的服務收入於提供服務時確認。

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2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.15 Employee benefits

Retirement benefits

Retirement benefits to employees are provided through defined contribution plans. In addition, the employees employed under the Hong Kong Employment Ordinance are also entitled to long service payment ("LSP") if the eligibility criteria are met. The LSP are defined benefits plans.

Defined contribution plans

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the Mandatory Provident Fund ("MPF") Scheme. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of independent trustees. The minimum monthly contribution is made at the lower of (i) HK\$1,500; or (ii) 5% of the relevant monthly payroll costs to the MPF Scheme, which contribution is matched by employees.

Contributions are recognised as an expense in profit or loss as employees render services during the year. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

2. 重大會計政策概要(續)

2.15 僱員福利

退休福利

退休福利乃通過界定供款計劃向僱員提供。此外,根據香港僱傭條例受僱的僱員倘符合資格標準,亦可領取長期服務金(「長期服務金」)。 長期服務金屬於定額福利計劃。

界定供款計劃

本集團根據《強制性公積金計劃條例》為其所有合資格參與強制性公積金(「強積金」)計劃的僱員參加界定供款退休福利計劃。強積金計劃的資產與本集團的資產分開持有,的強積金計劃繳納的每月最低供款額為(i)1,500港元;或(ii)相關每月工資成本的5%之間的較低者,而僱員應提供相應的供款。

供款於年內隨僱員提供服務於損益 確認為開支。本集團根據該等計 劃的責任僅限於應付固定百分比供 款。

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2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.15 Employee benefits (continued)

Retirement benefits (continued)

Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

2.16 Borrowing costs

Borrowing costs are recognised in profit or loss in which they are incurred.

2.17 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the end of the reporting period. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

2. 重大會計政策概要(續)

2.15僱員福利(續)

退休福利(續)

短期僱員福利

僱員應得的年假於其可享有時確認。截至報告期末,僱員因提供服務而可享有年假的估計負債已作撥 備。

病假及產假等非累積補假於休假時 方予確認。

2.16 借款成本

借款成本在其產生時確認於損益。

2.17 所得税的會計處理

所得税包括即期税項及遞延税項。

即期所得稅資產及/或負債包括本報告期間或過往報告期間(且於報告期間(主報告期間)向財政當局繳稅稅稅,的責任或來自有關財政中內稅繳稅繳稅,所得稅以年內稅稅職財政有關財政有關財政項間適產稅稅稅,即期稅項資產稅,有變動於損益中確認為稅項開支的一部分。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.17 Accounting for income taxes (continued)

Deferred tax is calculated using the liability method on temporary differences at the end of the reporting period between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss and does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

For investment property measured using the fair value model in accordance with the accounting policy above, the measurement of the related deferred tax liability or asset reflects the tax consequences of recovering the carrying amount of the investment property entirely through sale, unless the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies the requirements in HKAS 12 to the lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to the 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.

2. 重大會計政策概要(續)

2.17 所得税的會計處理(續)

遞延税項乃按於報告期末綜合財務 報表內資產與負債賬面值與其計算 税基的暫時差額使用負債法應到 暫時差額確認。遞延稅項資產的 暫時差額確認。遞延稅項資產時差額 所有可扣稅暫時差額、可結轉免 虧損以及其他未運用稅務抵包括 可應課稅暫時差額)可抵銷可扣稅暫 時差額、未運用稅項虧損及未運用 稅務抵免的情況為限。

倘暫時性差異乃產生自初始確認(業務合併除外)不影響應課税或會計損益的交易的資產及負債,且不會產生相同應課税及可扣税暫時差額,則不會確認遞延税項資產及負債。

於附屬公司的投資產生的應課税暫時差額確認為遞延税項負債,除非本集團可控制暫時差額的撥回,及暫時差額於可見將來不會撥回。

就根據上述會計政策按公平值模式 計量的投資物業而言,相關遞延稅 項負債或資產的計量反映完全透 出售收回投資物業賬面值的稅及 果,除非投資物業可予折舊, 是 業務目標為隨時間而非透過 話 投資物業所包含之絕大部分 經 新益之商業模式持有則作別論。

就税項扣減歸因於租賃負債的租賃 交易而言,本集團會對租賃負債及 相關資產分別應用香港會計準則第 12號的規定。僅在很可能有應課税 溢利可抵銷可扣税暫時差額的情況 下,本集團將確認與租賃負債相關 的遞延税項資產,並就所有應課税 暫時差異確認遞延税項負債。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.17 Accounting for income taxes (continued)

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the end of the reporting period.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

When different tax rates apply to different levels of taxable income, deferred tax assets and liabilities are measured using the average tax rates that are expected to apply to the taxable income of the periods in which the temporary differences are expected to reverse.

The determination of the average tax rates requires an estimation of (1) when the existing temporary differences will reverse and (2) the amount of future taxable profit in those years. The estimate of future taxable profit includes:

- income or loss excluding reversals of temporary differences; and
- reversals of existing temporary differences.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

(a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

2. 重大會計政策概要(續)

2.17 所得税的會計處理(續)

遞延税項乃按預期於清償負債或變現資產期間適用的税率計算(不作折現),惟有關税率於報告期末須為已頒佈或實際上頒佈的税率。

遞延税項資產或負債變動於損益中確認,或倘與於其他全面收益或直接於權益扣除或計入的項目有關,則於其他全面收益或直接於權益中確認。

當不同稅率適用於不同水平的應課 税收入時,遞延稅項資產及負債按 預期適用於預計暫時差額撥回期間 的應課稅收入的平均稅率計量。

釐定平均税率需要估計(1)當現有暫時差額將撥回時及(2)該等年度的未來應課税溢利金額。未來應課税溢 利的估計包括:

- 扣除暫時差額撥回的收入或虧 損;及
- 現有暫時差額撥回。

即期税項資產與即期税項負債於及僅於以下情況以淨額呈列:

- (a) 本集團依法有強制執行權可以 將已確認金額對銷;及
- (b) 計劃以淨額基準結算或同時變 現資產及清償負債。

本集團會於且僅會於以下情況以淨額呈列遞延稅項資產與遞延稅項負債:

(a) 該實體依法有強制執行權可以 將即期税項資產與即期税項負 債對銷:及

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.17 Accounting for income taxes (continued)

- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.18 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the chief operating decision maker (the "CODM") for their decisions about resources allocation to the Group's business components and for their review of the performance of those components.

2.19 Related parties

For the purposes of the consolidated financial statements, a party is considered to be related to the Group if:

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

2. 重大會計政策概要(續)

2.17 所得税的會計處理(續)

- (b) 遞延税項資產與遞延税項負債 是關於同一稅務機關就以下任 何一項所徵收的所得稅:
 - (i) 同一應課税實體;或
 - (ii) 計劃於各未來期間(而預期在有關期間內將結清期在有關期間內將結清或收回大額的遞延稅稅項負債或資產)以淨額基準結算即期稅項負債與資產或同時變現資產及清價負債的不同應課稅實體。

2.18分部報告

本集團根據定期向主要經營決策者 (「主要經營決策者」)呈報以便彼等 就本集團業務組成部分的資源分配 作出決定及檢討該等組成部分的表 現的內部財務資料確定經營分部及 編製分部資料。

2.19 關聯方

就綜合財務報表而言,符合以下條件的人士被視為與本集團有關聯:

- (a) 該人士為符合以下條件的人士 或其緊密家族成員:
 - (i) 對本集團有控制權或共 同控制權;
 - (ii) 對本集團有重大影響; 或
 - (iii) 為本集團或本集團母公司的主要管理層成員。

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2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.19 Related parties (continued)

- (b) the party is an entity and if any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a party, provides key management personnel services to the Group or to the parent of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

2. 重大會計政策概要(續)

2.19 關聯方(續)

- (b) 該人士為實體且符合以下任何 條件:
 - (i) 該實體及本集團為同一 集團的成員公司;
 - (ii) 該實體為其他實體(或為 該實體所屬集團成員公 司的聯營公司或合營企 業)的聯營公司或合營企 業;
 - (iii) 該實體及本集團為同一 第三方的合營企業;
 - (iv) 一個實體為某第三方實體的合營企業,而另一實體為該第三方實體的聯營公司;
 - (v) 該實體屬本集團或與本 集團有關聯的實體為僱 員利益設立的離職後福 利計劃;
 - (vi) 該實體由一名於(a)指 明的人士控制或共同控 制;
 - (vii) 於(a)(i)指明的對該實體 有重大影響或為該實體 (或該實體的母公司)的 主要管理層成員的人 士:及
 - (viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供關鍵管理人員服務。

個別人士的緊密家族成員指與該實 體交易時預期可影響該個別人士或 受該個別人士影響的家族成員。

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3. ADOPTION OF NEW AND AMENDED HKFRS ACCOUNTING STANDARDS

(i) Amended HKFRS Accounting Standards that are effective for annual periods beginning on 1 April 2024

In the current year, the Group has applied for the first time the following amended HKFRS Accounting Standards issued by the HKICPA effective for the Group's consolidated financial statements for the annual period beginning on 1 April 2024:

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 Supplier Finance Arrangements and HKFRS 7

The adoption of the amended HKFRS Accounting Standards had no material impact on how the results and financial position of the Group for the current and prior periods have been prepared and presented.

3. 採納新訂及經修訂香港財務報 告準則會計準則

(i) 於二零二四年四月一日開始 之年度期間生效之新訂及經 修訂香港財務報告準則會計 準則

> 於本年度,本集團已首次應用以下 由香港會計師公會頒佈與本集團營 運相關且就本集團於二零二四年四 月一日開始之年度期間之綜合財務 報表生效的新訂及經修訂香港財務 報告準則會計準則:

香港財務報告準則 第16號(修訂本) 香港會計準則第1號 (修訂本) 售後回租的租賃 負債 將負債分類為 流動或非流動及 香港詮釋第5號的 相關修訂

相關修訂 (二零二零年)

香港會計準則第1號 (修訂本)

附帶契諾的非流動 負債

香港會計準則第7號及 供應商融資安排 香港財務報告準則 第7號(修訂本)

採納經修訂香港財務報告準則會計 準則對本集團本期間及過往期間的 業績及財務狀況編製及呈報方式並 無重大影響。

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3. ADOPTION OF NEW AND AMENDED HKFRS ACCOUNTING STANDARDS (continued)

(ii) Issued but not yet effective HKFRS Accounting Standards

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRS Accounting Standards have been published but are not yet effective, and have not been adopted early by the Group.

HKFRS 18	Presentation and Disclosure in Financial
HKFRS 19	Statements ³ Subsidiaries without Public Accountability: Disclosures ³
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to HKFRS 9 and HKFRS 7	Contacts Referencing Nature-dependent Electricity ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKAS 21	Lack of Exchangeability ¹
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11 ²
Amendments to Hong Kong Interpretation 5	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ³
1 Effective for ann	ual periods beginning on or after

Effective for annual periods beginning on or after

Effective for annual periods beginning on or after

1 January 2025

1 January 2026

1 January 2027

Effective date not yet determined

3

3. 採納新訂及經修訂香港財務報 告準則會計準則(續)

(ii) 已頒佈但尚未生效的香港財 務報告準則會計準則

於該等綜合財務報表授權刊發日期,本集團並無提早採納若干已刊 發但尚未生效的新訂及經修訂香港 財務報告準則會計準則。

香港財務報告準則	財務報表之呈列及
第18號	披露3
香港財務報告準則	無公眾問責性之附屬
第19號	公司:披露3
香港財務報告準則	金融工具分類及
第9號及香港財務	計量之修訂 ²
報告準則第7號	
(修訂本)	
香港財務報告準則	涉及依賴自然能源
第9號及香港財務	的電力合約 ²
報告準則第7號	
(修訂本)	
香港財務報告準則	投資者與其聯營公司
第10號及香港會計	或合營企業之間資
準則第28號	產出售或投入4
(修訂本)	
香港會計準則第21號	缺乏可兑換性1
(修訂本)	
香港財務報告準則	香港財務報告準則
會計準則(修訂本)	會計準則之年度
	改進 - 第11冊 ²
香港詮釋第5號	財務報表之呈列 -
(修訂本)	借款人對包含按
	要求償還條款之
	定期貸款之分類3

- 1 於二零二五年一月一日或之後開始的年度期間生效
- 2 於二零二六年一月一日或之後開始的年度期間生效
- 3 於二零二七年一月一日或之後開始的年度期間生效
- 4 生效日期尚未釐定

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

3. ADOPTION OF NEW AND AMENDED HKFRS ACCOUNTING STANDARDS (continued)

(ii) Issued but not yet effective HKFRS Accounting Standards (continued)

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning on or after the effective date of the pronouncement. Information on new and amended HKFRS Accounting Standards that are expected to have impact on the Group's accounting policies is provided below. Other new and amended HKFRS Accounting Standards are not expected to have a material impact on the Group's consolidated financial statements.

HKFRS 18 "Presentation and Disclosure in Financial Statements" and related amendments to Hong Kong Interpretation

HKFRS 18 replaces HKAS 1 "Presentation of Financial Statements". It carries forward many of the existing requirements in HKAS 1, with limited changes, and some HKAS 1 requirements will be moved to HKAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" and HKFRS 7 "Financial Instruments: Disclosures".

HKFRS 18 will not impact the recognition and measurement of financial statements items but the presentation of them. It introduces three major new requirements, including:

- reporting newly defined subtotals (namely "operating profits" and "profits before financing and income tax"), and classifying items into five newly defined categories (namely "operating", "investing", "financing", "income tax" and "discontinued operation"), depending on the reporting entity's main business activities, in the statement of profit or loss;
- Disclosure of management-defined performance measures ("MPMs") in a single note to the financial statements; and
- enhanced guidance of aggregation and disaggregation of information in the financial statements.

3. 採納新訂及經修訂香港財務報 告準則會計準則(續)

(iii) 已頒佈但尚未生效的香港財 務報告準則會計準則(續)

董事預計,所有公佈的準則將於公佈生效日期或之後開始的首個期間在本集團會計政策內採用。以下為預期會對本集團會計政策產生影響的新增及經修訂香港財務報告準則會計準則,其他新訂及經修訂香港財務報告準則會計準則預期不會對務報告準則會計學,其會對務報表產生重大影響。

香港財務報告準則第18號「財 務報表中的呈列及披露」以及 對香港詮釋第5號所作的相關 修訂

香港財務報告準則第18號取代了香港會計準則第1號「財務報表的列報」。它延續了「香港會計準則第1號」中許多現有的要求,僅作出有限的更改,其中一些要求將移至香港會計準則第8號「會計政策、會計估計變更及錯誤」以及香港財務報告準則第7號「金融工具:披露」。

香港財務報告準則第18號不會影響財務報表項目的確認和計量,但會影響其列報。它引入了三項主要的新要求,包括:

- 在損益表中列報新定義的小計 (即「經營溢利」和「融資及所得 税前溢利」),並根據報告實體 的主要業務活動,將項目分 類為五個新定義的類別(即「經 營」、「投資」、「融資」、「所得 税」及「已終止經營」);
- 在財務報表附註中披露管理層 定義的表現指標(「MPM」);及
- 加強對財務報表中資訊的匯總 和拆分的指引。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

3. ADOPTION OF NEW AND AMENDED HKFRS ACCOUNTING STANDARDS (continued)

(ii) Issued but not yet effective HKFRS Accounting Standards (continued)

HKFRS 18 "Presentation and Disclosure in Financial Statements" and related amendments to Hong Kong Interpretation 5 (continued)

Besides, narrow-scope amendments have been made to HKAS 7 "Statement of Cash Flows", which includes:

- using "operating profit or loss" as the starting point for indirect method for the presentation of operating cash flows purposes; and
- the option for classifying interest and dividend cash flows as operating activities is eliminated.

In addition, there are consequential amendments to several other standards.

HKFRS 18, and the amendments to the other HKFRS Accounting Standards, are effective for annual period beginning on or after 1 January 2027 and must be applied retrospectively with specific transition provisions. The directors of the Group are still in the process of assessing the impact of HKFRS 18, particularly with respect to the structure of the Group's consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact of how information is grouped in the consolidated financial statements.

3. 採納新訂及經修訂香港財務報 告準則會計準則(續)

(iii) 已頒佈但尚未生效的香港財 務報告準則會計準則(續)

香港財務報告準則第18號「財務報表中的呈列及披露」以及對香港詮釋第5號所作的相關修訂(續)

此外,對香港會計準則第7號「現金 流量表」進行了範圍較窄的修訂,包 括:

- 使用「經營溢利或虧損」作為間接法列報經營現金流量的起點;及
- 取消將利息和股息現金流量分 類為經營活動的選項。

此外,對其他幾項準則進行了相關 修訂。

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3. ADOPTION OF NEW AND AMENDED HKFRS ACCOUNTING STANDARDS (continued)

(ii) Issued but not yet effective HKFRS Accounting Standards (continued)

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

The major changes in amendments to HKFRS 9 and HKFRS 7 are summarised as follows:

- clarified the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarified and added further guidance for assessing whether a financial asset meets the solely payments of principal and interest ("SPPI") criterion;
- added new disclosures for certain instruments with contractual terms that can change cash flows (e.g. some financial instruments with features linked to the achievement of environment, social and governance targets); and
- updated the disclosures for equity instruments designated at FVOCI.

The amendments are effective for annual reporting periods beginning on or after 1 January 2026 and are applied retrospectively with an adjustment to opening retained earnings. The amendments that relate to the classification of financial assets as well as the related disclosures can be early adopted and the other amendments can be applied later. The directors of the Group expect that the amendments have no material impact on the consolidated financial statements.

3. 採納新訂及經修訂香港財務報 告準則會計準則(續)

(iii) 已頒佈但尚未生效的香港財 務報告準則會計準則(續)

香港財務報告準則第9號及香港財務報告準則第7號之修訂「金融工具分類及計量之修訂

香港財務報告準則第9號及香港財務報告準則第7號之修訂的主要變動概述如下:

- 澄清若干金融資產及金融負債 的確認及終止確認日期,並針 對若干以電子現金轉賬系統結 算的金融負債新增一項豁免規 定;
- 對評估一項金融資產是否符合 純粹支付本金及利息(「SPPI」) 的標準作出澄清並提供進一步 指引;
- 針對包含可能會導致現金流量 出現變動的合約條款的特定工 具(如若干具備達致環境、社 會及管治目標特徵的金融工 具)增加新的披露規定;及
- 更新針對指定為按公平值計入 其他全面收益的權益工具的披 露規定。

該等修訂於自二零二六年一月一日 或以後開始之年度期間生效,可 追溯應用,並對期初留存盈利作出 調整。有關金融資產分類及相關披 露的修訂可提早採納,而其他修訂 可於日後應用。本集團董事預期該 等修訂對綜合財務報表並無重大影 響。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities with the next financial year are discussed below:

(a) Key sources of estimation uncertainties

Estimation of impairment of trade and other receivables measured at amortised costs and contract assets within the scope of ECL under HKFRS 9

The Group makes allowances on items subjects to ECL (including trade and other receivables and contract assets) based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forwardlooking estimates at the end of each reporting period as set out in notes 2.7 and 32.4. As at 31 March 2025, the carrying amounts of trade and other receivables measured at amortised costs and contract assets amounted to HK\$122,753,000 (net of ECL allowance of HK\$1,492,000) (31 March 2024: HK\$29,498,000 (net of ECL allowance of HK\$27,000)) and HK\$273,125,000 (net of ECL allowance of HK\$3,790,000) (31 March 2024: HK\$228,219,000 (net of ECL allowance of HK\$5,501,000)) respectively. Details of the trade and other receivables and contract assets are disclosed in notes 16 and 18 respectively.

4. 主要會計估計及判斷

本集團對未來作出估計及假設。所有的會計估計正如其定義很少會與有關實際結果相符。於下個財政年度有重大風險會導致資產及負債賬面值作重大調整的會計估計及假設如下:

(a) 估計不確定性的主要因素

根據香港財務報告準則第**9**號 在預期信貸虧損範圍內的按攤 銷成本計量的貿易及其他應收 款項以及合約資產估計減值

本集團對受限於預期信貸虧損的項 目(包括貿易及其他應收款項以及 合約資產)基於有關違約風險及預 期虧損率之假設作出撥備。於各報 告期末,本集團根據其過往歷史、 現時市況及前瞻性估計,通過判斷 作出該等假設及選擇減值計算之輸 入數據(如附註2.7及32.4所載)。 於二零二五年三月三十一日,按攤 銷成本計量的貿易及其他應收款 項以及合約資產的賬面值分別為 122,753,000港元(扣除預期信貸虧 損撥備1,492,000港元)(二零二四年 三月三十一日:29,498,000港元(扣 除預期信貸虧損撥備27,000港元) 及273,125,000港元(扣除預期信貸 虧損撥備3,790,000港元)(二零二 四年三月三十一日: 228,219,000 港元,扣除預期信貸虧損撥備 5,501,000港元)。貿易及其他應收 款項以及合約資產的詳情分別披露 於附註16及附註18。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(a) Key sources of estimation uncertainties (continued)

Impairment assessment of items of property, plant and equipment

Management estimates the recoverable amount of items of property, plant and equipment when an indication of impairment exists. This requires an estimation of the value in use of the cash-generating units. Estimating the value in use requires management to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test. The carrying amount of property, plant and equipment as at 31 March 2025 was HK\$19,808,000 (2024: HK\$21,712,000). Based on the impairment assessment of the management, no impairment of property, plant and equipment was made for the years ended 31 March 2025 and 2024. Further details are set out in note 13 to the consolidated financial statements.

4. 主要會計估計及判斷(續)

(a) 估計不確定性的主要因素(續)

物業、機械及設備的減值評估

管理層於存在減值跡象時估計物 業、機械及設備項目的可收回金 額。此需要估計現金產生單位的使 用價值。估計使用價值需要管理層 估計現金產生單位的預期未來現金 流量,並選擇合適的貼現率以計算 有關現金流量的現值。更改管理層 選擇的假設以確定減值水平(包括貼 現率或現金流量預測中的增長率假 設)可能會對減值測試中使用的淨現 值產生重大影響。於二零二五年三 月三十一日,物業、機械及設備的 賬面值為19,808,000港元(二零二四 年:21,712,000港元)。根據管理層 的減值評估,本集團於截至二零二 五年及二零二四年三月三十一日止 年度概無就物業、機械及設備作出 減值。進一步詳情載於綜合財務報 表附註13。

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5. REVENUE AND SEGMENT INFORMATION

5.1 Revenue

The Group's principal activities are disclosed in note 1 of the consolidated financial statements.

Revenue recognised for the years ended 31 March 2025 and 2024 are as follows:

5. 收益及分部資料

5.1 收益

本集團的主要業務於綜合財務報告 附註1披露。

截至二零二五年及二零二四年三月 三十一日止年度確認的收益如下:

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
		1,270	17070
Revenue from contracts with customers within the scope of	於香港財務報告準則第 15 號 的範圍內的客戶合約收益		
HKFRS 15	H3 +5 III 3 H3 II / II / II / II / II		
Contracting revenue	合約收益	1,222,588	911,778
Sales of construction materials	銷售建築材料	91,548	34,074
		1,314,136	945,852
Timing of revenue recognition under	在香港財務報告準則第15號		
HKFRS 15	項下確認收益的時間點		
Services transferred over time	隨時間轉移的服務	1,222,588	911,778
Good transferred at a point in time	於時間點轉移的貨品	91,548	34,074
		1,314,136	945,852

Contracting revenue

Revenue from construction contracts are recognised over time as the Group's performance creates and enhances an asset that the customer controls which referred as the designated areas where the construction work services performed. 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 services transferred to the customer to date relative to the remaining services promised under the contract.

Sales of construction materials

Revenue from sales of construction materials are recognised at a point in time when the Group transfers control of the goods to the customer.

合約收益

來自建築合約收益於一段時間內確認,原因為本集團的履約行為創造及改良了客戶所控制的資產(即指履行建築工程服務指定區域)。完全達成履約責任期間的進度乃根據輸出法計量,即透過直接計量迄今已轉讓予客戶之服務之價值,相對合約下承諾提供的餘下服務之價值確認收益。

銷售建築材料

來自銷售建築材料的收益於本集團 將商品的控制權轉移至客戶的時間 點確認。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

5. REVENUE AND SEGMENT INFORMATION

(continued)

5.2 Segment information

The CODM has been identified as the executive directors of the Company. The CODM regard the Group's business as a single operating segment and review the overall results of the Group as a whole to make decision about resources allocation. Accordingly, no segment analysis information is presented.

Geographical information

The following is an analysis of the Group's revenue by the geographical locations of customers:

5. 收益及分部資料(續)

5.2 分部資料

主要經營決策者已被認定為本公司 的執行董事。主要經營決策者將本 集團的業務視為單一經營分部,並 審閱本集團整體之業績,以就資源 分配作出決策。因此,並無呈列分 部分析資料。

地理資料

以下為本集團收益按客戶地區劃分 的分析:

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
Hong Kong Mainland China	香港 中國大陸	1,222,588 91,548	911,778 34,074
		1,314,136	945,852

Since majority of the Group's non-current assets were located in Hong Kong, no separate analysis of segment information in non-current assets is presented.

Information about major customers

Revenue from customers which individually contributed over 10% of the Group's revenue is as follows:

由於本集團大部分非流動資產均位 於香港,故並無呈報非流動資產分 部資料的單獨分析。

有關主要客戶的資料

個別佔本集團收益超過10%的客戶 收益如下:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Customer A ¹ Customer B ¹ Customer C ¹ Customer D ¹	客戶A ¹	406,641	333,580
	客戶B ¹	367,011	N/A² 不適用²
	客戶C ¹	304,952	N/A² 不適用²
	客戶D ¹	N/A ² 不適用 ²	382,183

- 1 The customer represents a collection of companies within a group.
- 2 The corresponding revenue did not individually contribute over 10% of the Group's revenue during the year.
- 客戶為同一集團內的多間公司。
- 2 相應收益並無個別佔本集團年內 收益超過10%。

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6. OTHER GAIN/(LOSS), NET

6. 其他收益/(虧損),淨額

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$′000 千港元
Net losses from changes in fair value on investment property (note 14) Consultancy fee income Rental income Interest income Net foreign exchange loss Gain on disposal of property, plant and	投資物業公平值變動虧損 淨額(附註14) 顧問費收入 租金收入 利息收入 配兑虧損淨額 出售物業、廠房及設備之	(170) 1,375 156 955 (353)	(570) - 156 1,457 (978)
equipment Others	收益 其他	250 15	(242)
		2,228	(177)

7. FINANCE COSTS

7. 財務費用

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
Interests on borrowings Finance charges on lease liabilities	借款利息 租賃負債的融資費用	3,183 265	921 79
in in the later of		3,448	1,000

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8. PROFIT BEFORE INCOME TAX

8. 除所得税前溢利

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK \$ '000 千港元
Profit before tax is stated after charging: (a) Staff costs (including directors' remuneration (note 12(a)) – Salaries, wages, bonus and other	除所得税前溢利已扣除: (a) 員工成本(包括董事薪酬)(附註12(a)) - 薪金、工資、花紅及		
benefits Retirement scheme contributions	其他福利 - 退休計劃供款	182,837	136,383
(note a)	(附註a)	4,725	3,651
Staff costs (including directors' remuneration) (note b)	員工成本(包括董事薪 酬)(附註b)	187,562	140,034
(h) Other thans	(L) 甘ル香口		
(b) Other items Depreciation, included in:	(b) 其他項目 折舊,計入:		
Direct costs	直接成本		
Owned assetsAdministrative expenses	- 自有資產 行政開支	9,018	17,196
- Owned assets	- 自有資產	_	200
- Right-of-use assets	- 使用權資產	2,612	1,053
		11,630	18,449
		·	
Lease charges:	租賃開支:		
- Short term lease of office	- 辦公室短期租賃	97	155
- Short term lease of machinery	- 機器短期租賃	22,946	24,091
Total lease charges	租賃開支總額	23,043	24,246
The same of			
Subcontracting charges (included in direct costs)	分包開支(計入直接 成本)	209,850	156,750
Cost of sales of construction materials	銷售建築材料成本	203,030	130,730
(included in direct costs)	(計入直接成本)	85,569	32,934
Outgoings in respect of investment	投資物業之支銷	20	10
property Auditor's remuneration	核數師酬金	30 1,328	18 1,204
(Reversal)/provision of ECL allowance on	撥回/(計提)貿易及		
trade and other receivables and	其他應收款項及		
contract assets, net	会約資產的預期信貸 虧損撥備,淨額	(246)	3,733
Donation	捐贈	(240)	48

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8. PROFIT BEFORE INCOME TAX (continued)

Notes:

- (a) During the years ended 31 March 2025 and 2024, there were no contributions forfeited by the Group on behalf of its employees who left the plan prior to vesting fully in such contribution, nor had there been any utilization of such forfeited contributions to reduce future contributions. As at 31 March 2025 and 2024, no forfeited contributions were available for utilization by the Group to reduce the existing level of contributions.
- (b) Staff costs (including directors' remuneration) are as follows:

8. 除所得税前溢利(續)

附註:

- (a) 於截至二零二五年及二零二四年三月三十一日止年度,本集團並無代表完全歸屬有關供款前離開計劃的僱員沒收任何供款,亦無動用任何已沒收的供款去減低未來供款。截至二零二五年及二零二四年三月三十一日,概無已沒收供款可供本集團動用以減低現有供款水平。
- (b) 員工成本(包括董事薪酬)如下:

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK \$ '000 千港元
Direct costs Administrative expenses	直接成本 行政開支	167,302 20,260	125,208 14,826
		187,562	140,034

9. INCOME TAX EXPENSE

9. 所得税開支

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Current tax: Hong Kong profit tax (note a) Overseas tax (note b) Deferred tax (note 22)	即期税項: 香港利得税(附註a) 海外税項(附註b) 遞延税項(附註22)	3,998 189 (836)	1,590 22 1,014
Income tax expense for the year	年內所得税開支	3,351	2,626

Notes:

- (a) Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying entities will be taxed at 8.25%, and the profits above HK\$2 million will be taxed at 16.5%. The profits of entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at 16.5%. For the years ended 31 March 2024 and 2025, Hong Kong profits tax of a subsidiary of the Company is calculated in accordance with the two-tiered profits tax rate regime.
- (b) Taxation on overseas profit has been calculated on the assessable profit for the year at the rates of taxation prevailing in the country in which the Group operates.

附註:

- (a) 根據利得稅兩級制,合資格實體的首2百萬港元的溢利將按8.25%的稅率徵稅, 而超過2百萬港元的溢利將按16.5%的稅 率徵稅。不符合利得稅兩級制的實體的 溢利將繼續按16.5%的稅率徵稅。截至 二零二四年及二零二五年三月三十一日 止年度,本公司附屬公司的香港利得稅 按利得稅兩級制計算。
- (b) 海外溢利之税項乃按本集團經營所在國家現行稅率依本年度應課稅溢利計算。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

9. INCOME TAX EXPENSE (continued)

The taxation for the year can be reconciled to the profit before income tax per consolidated statement of profit or loss and other comprehensive income as follows:

9. 所得税開支(續)

根據綜合損益及其他全面收益表,年內稅 項與除所得稅前溢利對賬如下:

		2025 二零二五年 HK\$′000 千港元	:	2024 二零二四年 HK\$'000 千港元
Profit before income tax	除所得税前溢利	10,501		6,794
Tax at Hong Kong profits tax rates of 16.5% (2024: 16.5%) Tax effect of non-deductible expenses Tax effect of non-taxable income Tax effect of tax losses not recognised Tax effect of different tax rates of overseas operations	按香港利得税税率16.5% (二零二四年:16.5%) 計算的税 不可扣除開支的税務影響 毋須課税收入的税務影響 未確認税項虧損的税務影響 海外業務税率差異的税務 影響	1,733 2,064 (261) - 46		1,121 1,901 (236) 64 (53)
Tax effect of two-tiered profit tax regime Utilisation of tax losses previously not recognised Others	利得税兩級制的税務影響 動用以往未確認之税項虧損 其他	(165) (23) (43)		(165) - (6)
Income tax expense for the year	年內所得税開支	3,351		2,626

10. DIVIDENDS

No dividend was paid or proposed for the years ended 31 March 2025 and 2024, nor has any dividend been proposed since the end of the reporting period.

10. 股息

截至二零二五年及二零二四年三月三十一 日止年度,本公司董事並無已付或建議派 付任何股息。自報告期末以來,亦無建議 派付任何股息。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

11. EARNINGS PER SHARE

11. 每股盈利

The calculation of basic earnings per share attributable to equity holders of the Company is based on the following:

本公司權益持有人應佔每股基本盈利按以 下基準計算:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$′000 千港元
Earnings Profit for the year attributable to equity holders of the Company	盈利 本公司權益持有人應佔 年內溢利	9,032	4,188
		′000 千股	'000 千股 (Restated) (經重列)
Number of shares Weighted average number of ordinary shares (note 24)	股份數目 普通股加權平均數 (附註24)	226,658	177,662

The weighted average number of ordinary shares for the purpose of earnings per share for the year ended 31 March 2024 has been adjusted and restated for the effect of share consolidation and rights issue. Details as set out in note 24.

There were no dilutive potential ordinary shares during the years ended 31 March 2025 and 2024 and therefore, diluted earnings per share equals to basic earnings per share.

截至二零二四年三月三十一日止年度用於計算每股盈利的普通股加權平均數已就股份合併及供股的影響作出調整及重列。詳情載於附註24。

截至二零二五年及二零二四年三月三十一 日止年度並無具攤薄潛力的普通股,因此 每股攤薄盈利相等於每股基本盈利。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' and chief executive's emoluments

Emoluments of the directors and chief executive disclosed pursuant to the Listing Rules, section 383(1) of the CO and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

12. 董事及最高行政人員酬金及五名最高酬金人士

(a) 董事及最高行政人員酬金

根據上市規則、公司條例第383(1) 條及公司(披露董事利益資料)規則 第2部披露的董事及最高行政人員的 酬金如下:

		Fees	Salaries, allowances and benefits	Discretionary bonuses	Retirement scheme contributions	Total
			薪金、	Donases	continuations	
		袍金	津貼及利益	酌情花紅	退休計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Year ended 31 March 2025	截至二零二五年 三月三十一日止年度					
Executive directors:	執行董事:					
Mr. Yip	葉先生	-	794	66	-	860
Mr. Cheung Chun Fai	張振輝先生	-	1,110	94	18	1,222
Independent non-executive directors:	獨立非執行董事:					
Mr. Chan Ka Yu	陳家宇先生	135	-	-	-	135
Mr. Lee Kwok Lun	李國麟先生	180	-	-	-	180
Mr. Chan Wa Shing	陳華勝先生	180	-	-	-	180
Mr. Ding Xin	丁昕女士	55	-	-	-	55
	200	550	1,904	160	18	2,632
	#. T					
Year ended 31 March 2024	截至二零二四年 三月三十一日止年度					
Executive directors:	執行董事:					
Mr. Yip	葉先生	-	794	66	_	860
Mr. Cheung Chun Fai	張振輝先生	-	1,114	94	18	1,226
Independent non-executive directors:	獨立非執行董事:					
Mr. Chan Ka Yu	陳家宇先生	180	1	XII :	-	180
Mr. Lee Kwok Lun	李國麟先生	180	0-0		= 0	180
Mr. Chan Wa Shing	陳華勝先生	180	_	-		180
		540	1,908	160	18	2,626

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (continued)

(a) Directors' and chief executive's emoluments (continued)

For the years ended 31 March 2025 and 2024, no emoluments were paid by the Group to the above directors as an inducement to join or upon joining the Group or as compensation for loss of office.

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2024: Nil).

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 March 2025 included two (2024: two) directors whose emoluments are disclosed in note 12(a). The aggregate emoluments in respect of the remaining three (2024: three) individuals are as follows:

12. 董事及最高行政人員酬金及五名最高酬金人士(續)

(a) 董事及最高行政人員酬金(續)

截至二零二五年及二零二四年三月 三十一日止年度,本集團並無向上 述董事支付任何酬金,作為加盟本 集團或於加盟本集團時的獎勵或離 職補償。

年內並無董事放棄或同意放棄任何 酬金的安排(二零二四年:無)。

(b) 五名最高酬金人士

截至二零二五年三月三十一日止年度,本集團五名最高酬金人士包括兩名董事(二零二四年:兩名董事),其酬金披露於附註12(a)。其餘三名(二零二四年:三名)人士的酬金總額如下:

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$′000 千港元
Salaries, fee and allowances Discretionary bonuses	薪金、袍金及津貼 酌情花紅	2,730 232	2,747 232
Retirement scheme contributions	退休計劃供款	54	54
		3,016	3,033

The emoluments fell within the following bands:

酬金範圍如下:

		Number of individuals 人數	
		2025 二零二五年	2024 二零二四年
Emolument bands: Nil – HK\$1,000,000 HK\$1,000,001 – HK\$1,500,000	酬金範圍: 零港元至1,000,000港元 1,000,001港元至	2	2
טטט,טטכ,ונארו וטט,טטט,ונארו	1,500,000港元	1	1

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

13. PROPERTY, PLANT AND EQUIPMENT 13. 物業、機械及設備

		Furniture, fixtures and equipment 傢俬、固定裝置	Plant and machinery	Motor vehicles	Right-of-use assets	Leasehold improvement	Total
		及設備 HK\$'000 千港元	廠房及機械 HK\$'000 千港元	汽車 HK\$′000 千港元	使用權資產 HK\$'000 千港元	租賃物業裝修 HK\$'000 千港元	總計 HK\$′000 千港元
		17670	17670	1/6/6	17670	17670	17676
Cost	成本						
As at 1 April 2023	於二零二三年四月一日	1,161	162,188	9,522	1,773	240	174,884
Additions	添置	_	3,952	236	794		4,982
As at 31 March 2024 and	於二零二四年三月三十一日						
1 April 2024	及二零二四年四月一日	1,161	166,140	9,758	2,567	240	179,866
Additions	添置	-	919	360	8,447	_	9,726
Write-off	淞銷	_	-	(2,608)	-	Maria	(2,608)
Disposal	出售	_	_	(2,012)	_	100 M _ E	(2,012)
Termination of lease	終止租約	-	-	-	(1,773)	-	(1,773)
As at 31 March 2025	於二零二五年三月三十一日	1,161	167,059	5,498	9,241	240	183,199
	- 1124						
Accumulated depreciation	累計折舊	(4.454)	(400.000)	(2.222)	(0.05)	(40)	(400 505)
As at 1 April 2023	於二零二三年四月一日	(1,161)	(129,200)	(9,009)	(295)	(40)	(139,705)
Charge for the year	年內開支	<u> </u>	(16,649)	(547)	(1,053)	(200)	(18,449)
As at 31 March 2024 and	於二零二四年三月三十一日						
1 April 2024	及於二零二四年四月一日	(1,161)	(145,849)	(9,556)	(1,348)	(240)	(158,154)
Charge for the year	年內開支	ane Ta	(8,905)	(113)	(2,612)		(11,630)
Depreciation written back	撇銷時撥回的折舊						
upon write-off		-	-	2,608		1000-	2,608
Disposal	出售		-	2,012) - J	- 1	2,012
Termination of lease	終止租約		_	-	1,773	1 # 1	1,773
As at 31 March 2025	於二零二五年三月三十一日	(1,161)	(154,754)	(5,049)	(2,187)	(240)	(163,391)
Net book value	賬面淨值						
As at 31 March 2025	於二零二五年三月三十一日	-	12,305	449	7,054	-	19,808
As at 31 March 2024	於二零二四年三月三十一日		20,291	202	1,219	- 1	21,712

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

13. PROPERTY, PLANT AND EQUIPMENT

(continued)

Note:

The Group has obtained the right to use office premises through the tenancy agreements. These leases typically run on an initial period of two to three years. The Group makes fixed payments during the contract period.

As at 31 March 2025, the carrying amount of the Group's right-of-use assets in relation to the office premise and motor vehicle are HK\$6,720,000 and HK\$334,000 respectively (2024: HK\$649,000 and HK\$570,000).

14. INVESTMENT PROPERTY

Movements of the carrying amounts presented in the consolidated statement of financial position can be summarised as follows:

13. 物業、機械及設備(續)

附註:

本集團已透過租賃協議獲得一項辦公室物業的 使用權。該等租賃的一般初始期限為兩至三 年。本集團於合約期內支付固定款項。

於二零二五年三月三十一日,本集團辦公室物業及汽車的使用權資產的賬面值分別為6,720,000港元及334,000港元(二零二四年:649,000港元及570,000港元)。

14. 投資物業

綜合財務狀況表所呈列賬面值之變動可概 述如下:

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$′000 千港元
Carrying amount as at 1 April Changes in fair value of investment property recognised in profit or loss	於四月一日的賬面值 於損益確認的投資物業的 公平值變動	3,910 (170)	4,480 (570)
Carrying amount as at 31 March	於三月三十一日的賬面值	3,740	3,910

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14. INVESTMENT PROPERTY (continued)

Fair value measurement of investment property

The following table shows the Group's investment property measured at fair value in the consolidated statement of financial position on a recurring basis, categorised into three levels of a fair value hierarchy. The levels are based on the observability and significance of inputs to the measurements, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or

liability, either directly or indirectly, and not using significant unobservable inputs.

Level 3: significant unobservable inputs for the asset or liability.

14. 投資物業(續) 投資物業的公平值計量

下表列示綜合財務狀況表內本集團的投資物業按經常性基準以公平值計量,分為三層公平值等級。有關等級基於計量的輸入數據之可觀察性及重要程度,詳情如下:

第一層:相同資產及負債於活躍市場的報

價(未經調整)。

第二層:資產或負債於第一層所包括的報 價以外直接或間接可觀察的輸入 數據。並不使用重大不可觀察輸

入數據。

第三層:資產或負債的重大不可觀察輸入

數據。

		2025 二零二五年 Level 3 第三層 HK\$'000 千港元	2024 二零二四年 Level 3 第三層 HK\$'000 千港元
Recurring fair value measurement Investment property: Residential property in Hong Kong	經常性公平值計量 投資物業: 香港的住宅物業	3,740	3,910

There have been no transfers into or out of Level 3 during the years ended 31 March 2025 and 2024.

The investment property was revalued by an independent qualified valuer as at 31 March 2025 and 2024, who have the relevant experience in the location and category of property being valued. There was no change to the valuation techniques during the year.

截至二零二五年及二零二四年三月三十一 日止年度,概無轉入或轉出第三層。

於二零二五年及二零二四年三月三十一日,投資物業經一名獨立合資格估值師 (對所估值物業的地段及類別具有近期經驗)重估。年內,估值技術概無變動。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

14. INVESTMENT PROPERTY (continued)

Fair value measurement of investment property (continued)

Set out below are information about the fair value of investment property categorised under Level 3 fair value hierarchy:

14. 投資物業(續) 投資物業的公平值計量(續)

以下載列有關根據第三層公平值等級分類 的投資物業公平值的資料:

				oservable input 入數據的範圍
	Valuation technique	Unobservable input	31 March 2025	31 March 2024
	估值方法	不可觀察輸入數據	三零二五年三月三十一日	二零二四年 三月三十一日
Investment property: 投資物業:				
– Residential property	Income capitalisation approach	Market yearly rental rate taking into account of individual factors such as location, environment, age,	HK\$450 per square feet	HK\$450 per square feet
- 住宅物業	收入資本化方法	accessibility, floor, size, etc. 市場每年租金(計及位置、 環境、樓齡、交通、樓層、 面積等個別因素)	每平方呎 450 港元	每平方呎 450港元
		Capitalisation rate of reversionary income	4.3%	3.9%
		復歸收入資本化率	4.3%	3.9%

The fair value of the residential investment property in Hong Kong are determined using income capitalisation approach by capitalisation of future rental, which largely use unobservable inputs (e.g. market yearly rental rate, capitalisation rate, etc.) and taking into account the significant adjustment on term yield to account for the risk upon reversionary. In the valuation, the capitalisation rate adopted is by reference to the yield rates observed by the valuer for similar properties in the locality and adjusted for the valuer's knowledge of factors specific to the respective properties. The fair value measurement is positively correlated to the future rental and negatively correlated to the capitalisation rate.

Fair value adjustment of the investment property is recognised in the line item 'Other gain/(loss), net' in the consolidated statement of profit or loss and other comprehensive income.

The Group's borrowings and banking facilities are secured by the investment property with carrying amount of HK\$3,910,000 as at 31 March 2024 (note 21).

香港住宅投資物業的公平值採用收入資本 化方法透過將未來租金資本化而釐定,主 要使用不可觀察輸入數據(如市場每年租 金、資本化率等),並考慮到對期限 率的重大調整(以承擔復歸後的風險)。在 店值時,所採用的資本化率乃參考估值 就當地類似物業所觀察到的收益率,並 據估值師對各自物業特定因素的了解進行 調整。公平值計量與日後租金呈正相關, 與資本化率呈負相關。

投資物業公平值調整計入綜合損益及其他全面收益表「其他收益/(虧損),淨額」。

本集團的借款及銀行融資乃以投資物業作抵押,相關投資物業於二零二四年三月三十一日的賬面值為3,910,000港元(附註21)。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

15. INTERESTS IN SUBSIDIARIES

15. 於附屬公司的權益

Particulars of the principal subsidiaries as at 31 March 2025 and 2024 are as follows:

於二零二五年及二零二四年三月三十一 日,主要附屬公司詳情如下:

Company name		Place of incorporation/ establishment and operation	Type of legal entity	Issued and paid up capital/registered capital	Equity in		Principal activities
		註冊成立/		已發行及繳足股本/			
公司名稱		成立及營運地點	法人實體類型	註冊資本	本集團應		主要業務
					2025 二零二五年	2024 二零二四年	
Directly held 直接持有							
Richer Ventures Lim	ited	The BVI	Limited liability company	350,000 ordinary shares of US\$1	100%	100%	Investment holding
Richer Ventures Lim	ited	英屬處女群島	有限公司	350,000股每股面值 1美元的普通股	100%	100%	投資控股
Top Growth Ventur	es Limited	The BVI	Limited liability company	50,000 ordinary shares of US\$1	100%	100%	Investment holding
Top Growth Ventur	es Limited	英屬處女群島	有限公司	50,000股每股面值 1美元的普通股	100%	100%	投資控股
Able Standard Enter	prise Limited	The BVI	Limited liability company	1 ordinary shares of US\$1	100%	100%	Investment holding
Able Standard Enter (附註(a))	prise Limited	英屬處女群島	有限公司	1股每股面值 1美元的普通股	100%	100%	投資控股
Treasure Apex Enter	prise Limited	The BVI	Limited liability company	1 ordinary shares of US\$1	100%	100%	Investment holding
Treasure Apex Enter (附註(b))	prise Limited	英屬處女群島	有限公司	1股每股面值 1美元的普通股	100%	100%	投資控股
Vast Perfect Enterpr (note (b))	ise Limited	The BVI	Limited liability company	1 ordinary shares of US\$1	100%	100%	Investment holding
Vast Perfect Enterpr (附註(b))	ise Limited	英屬處女群島	有限公司	1股每股面值 1美元的普通股	100%	100%	投資控股
Essential Quality Ent (note (c))	erprises Limited	The BVI	Limited liability company	1 ordinary shares of US\$1	100%	100%	Investment holding
Essential Quality Ent (附註(c))	erprises Limited	英屬處女群島	有限公司	1股每股面值 1美元的普通股	100%	100%	投資控股

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15. INTERESTS IN SUBSIDIARIES (continued)

15. 於附屬公司的權益(續)

Company name	Place of incorporation/ establishment and operation 註冊成立/	Type of legal entity	Issued and paid up capital/registered capital 已發行及繳足股本/		interest to the Group	Principal activities
公司名稱	成立及營運地點	法人實體類型	註冊資本		應佔股權	主要業務
				2025 二零二五年	2024 二零二四年	
Indirectly held 間接持有						
Kit Kee Engineering Limited	Hong Kong	Limited liability company	300,000 ordinary shares	100%	100%	Undertaking foundation works in Hong Kong
杰記工程有限公司	香港	有限公司	300,000股普通股	100%	100%	在香港承接地基工程
Dragon Rise Asia Limited	Hong Kong	Limited liability company	10,000 ordinary shares	100%	100%	Trading of construction material and investment holding
龍昇亞洲貿易有限公司	香港	有限公司	10,000股普通股	100%	100%	買賣建築材料及 投資控股
Dragon Rise Construction Technology Limited (note (d))	Hong Kong	Limited liability company	10,000 ordinary shares	100%	100%	Investment holding
龍昇建築科技有限公司(附註(d))	香港	有限公司	10,000股普通股	100%	100%	投資控股
Dragon Rise Investment Limited	Hong Kong	Limited liability	10,000 ordinary shares	100%	100%	Investment holding
龍昇投資控股有限公司	香港	company 有限公司	10,000股普通股	100%	100%	投資控股
Dragon Rise New Energy Holdings Limited (note (e))	Hong Kong	Limited liability company	10,000,000 ordinary shares	51%	51%	Investment holding
能昇新能源控股有限公司(附註(e))	香港	有限公司	10,000,000股普通股	51%	51%	投資控股
Dragon Rise New Energy (HK) Limited (note (f))	Hong Kong	Limited liability	10,000,000 ordinary shares	51%	51%	Inactive
能昇新能源(香港)有限公司(附註(f))	香港	company 有限公司	10,000,000股普通股	51%	51%	不活躍
Ocean Summit Credit Limited (note (g))	Hong Kong	Limited liability company	10,000 ordinary shares	100%	100%	Inactive
傲鋒信貸有限公司(附註(g))	香港	有限公司	10,000股普通股	100%	100%	不活躍

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15. INTERESTS IN SUBSIDIARIES (continued)

15. 於附屬公司的權益(續)

Company name	Place of incorporation/ establishment and operation 註冊成立/	Type of legal entity	Issued and paid up capital/registered capital 已發行及繳足股本/	attributable	interest to the Group	Principal activities
公司名稱	成立及營運地點	法人實體類型	註冊資本	本集團原 2025 二零二五年	態佔股權 2024 二零二四年	主要業務
Dragon Rise IOT Company Limited (note (h))	Hong Kong	Limited liability company	100 ordinary shares	51%	-	Inactive
龍昇物聯科技有限公司(附註(h))	香港	有限公司	100股普通股	51%	10 m	不活躍
Dragon Rise Auto Services Limited (note (i))	Hong Kong	Limited liability company	100 ordinary shares	51%	-	Inactive
龍昇汽車服務有限公司(附註(i))	香港	有限公司	100股普通股	51%	-	不活躍
Guangdong Dragon Rise Investment Limited	The People's Republic of China ("PRC")	Limited liability company	Registered capital of RMB 5,000,000	100%	100%	Investment holding
廣東龍昇投資有限公司	中華人民共和國 (「中國」)	有限公司	人民幣5,000,000元 的註冊資本	100%	100%	投資控股
Guangdong Dragon Rise Trade Development Limited	The PRC	Limited liability company	Registered capital of RMB 10,000,000	100%	100%	Trading of construction material and investment holding
廣東龍昇貿易發展有限公司	中國	有限公司	人民幣10,000,000元 的註冊資本	100%	100%	買賣建築材料及 投資控股
Guangdong Dragon Rise Intelligent Construction Limited (note (j))	The PRC	Limited liability company	Registered capital of RMB 5,000,000	100%	* 2 i -	Inactive
廣東龍昇智能建造有限公司(附註(j))	中國	有限公司	人民幣5,000,000 人民幣5,000,000元 的註冊資本	100%	-	不活躍
Dragon Rise Top New Energy (Shenzhen) Limited (note (k))	The PRC	Limited liability	Registered capital of RMB 1,000,000	51%	-	Inactive
能昇濤新能源(深圳)有限公司(附註(k))	中國	company 有限公司	人民幣1,000,000元 的註冊資本	51%		不活躍

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15. INTERESTS IN SUBSIDIARIES (continued)

15. 於附屬公司的權益(續)

Company name	Place of incorporation/ establishment and operation 註冊成立/	Type of legal entity	Issued and paid up capital/registered capital 已發行及繳足股本/		interest to the Group	Principal activities
公司名稱	成立及營運地點	法人實體類型	註冊資本	本集團 2025 二零二五年	怎佔股權 2024 二零二四年	主要業務
Yunnan FTZ Longzheng Industry Limited (note (I)) 雲南自由貿易試驗區龍政實業 有限公司(附註(I))	The PRC 中國	Limited liability company 有限公司	Registered capital of RMB 3,350,000 人民幣3,350,000元 的註冊資本	67% 67%	67% 67%	Trading of construction material 建築材料貿易
Guangdong Longfei Trade Limited (note (a) & (n)) 廣東龍菲建材有限公司(附註(a)&(n))	The PRC 中國	Limited liability company 有限公司	Registered capital of RMB 13,400,000 人民幣13,400,000元 的註冊資本	67% 67%	67% 67%	Trading of construction material 建築材料貿易
Guangdong Longyu Trade Limited (note (b) & (n)) 廣東龍裕建材有限公司(附註(b)&(n))	The PRC 中國	Limited liability company 有限公司	Registered capital of RMB 6,700,000 人民幣6,700,000元 的註冊資本	67% 67%	67% 67%	Trading of construction material 建築材料貿易
Guangdong Longyu Engineering Limited (note (o) & (n)) 廣東龍裕工程有限公司(附註(o)&(n))	The PRC 中國	Limited liability company 有限公司	Registered capital of RMB 6,700,000 人民幣6,700,000元 的註冊資本	67% 67%	67% 67%	Inactive 不活躍

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15. INTERESTS IN SUBSIDIARIES (continued)

Notes:

- (a) Guangdong Longyu Trade Limited was established and incorporated on 11 December 2023 in PRC.
- (b) Guangdong Longyu Engineering Limited was established and incorporated on 25 December 2023 in PRC.
- (c) Essential Quality Enterprises Limited was established and incorporated on 28 November 2023 in the BVI.
- (d) Dragon Rise Construction Technology Limited was established and incorporated on 6 February 2024 in Hong Kong.
- (e) The Group acquired 51% equity interest of Dragon Rise New Energy Holdings Limited on 27 November 2023.
- (f) Dragon Rise New Energy (HK) Limited was established and incorporated on 27 November 2024 in Hong Kong.
- (g) The Group acquired the entire equity interest of Ocean Summit Credit Limited on 11 July 2024 in Hong Kong.
- (h) Dragon Rise IOT Company Limited was established and incorporated on 27 September 2024 in the Hong Kong.
- Dragon Rise Auto Services Limited was established and incorporated on 27 September 2024 in the Hong Kong.
- (j) Guangdong Dragon Rise Intelligent Construction Limited was established and incorporated on 21 June 2024 in the PRC.
- (k) Dragon Rise Top New Energy (Shenzhen) Co., Limited was established and incorporated on 26 February 2025 in the PRC.
- (l) Yunnan FTZ Longzheng Industry Limited was established and incorporated on 14 November 2023 in the PRC.
- (m) Guangdong Longfei Trade Limited was established and incorporated on 31 August 2023 in the PRC.
- (n) The English names of the PRC companies refer to in this note represents management's best efforts in translating the Chinese names of those companies as no English names have been registered or available.

15. 於附屬公司的權益(續)

附註:

- (a) 廣東龍裕建材有限公司於二零二三年十 二月十一日在中國成立及註冊成立。
- (b) 廣東龍裕工程有限公司於二零二三年十 二月二十五日在中國成立及註冊成立。
- (c) Essential Quality Enterprises Limited於二零二三年十一月二十八日在英屬處女群島成立及註冊成立。
- (e) 本公司於二零二三年十一月二十七日收 購龍昇新能源控股有限公司51%股權。
- (f) 龍昇新能源(香港)有限公司於二零二四 年十一月二十七日在香港成立及註冊成 立。
- (g) 本集團於二零二四年七月十一日在香港 收購傲鋒信貸有限公司所有股權。

- (j) 廣東龍昇智能建造有限公司於二零二四 年六月二十一日在中國成立及註冊成 立。
- (k) 龍昇濤新能源(深圳)有限公司於二零二 五年二月二十六日在中國成立及註冊成 立。
- (I) 雲南自由貿易試驗區龍政實業有限公司 於二零二三年十一月十四日在中國成立 及註冊成立。
- (m) 廣東龍菲建材有限公司於二零二三年八 月三十一日在中國成立及註冊成立。
- (n) 本附註提及的中國公司英文名稱為管理 層盡最大努力翻譯該等公司的中文名 稱,乃由於該等公司尚未註冊或可用的 英文名稱。

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16. TRADE AND OTHER RECEIVABLES

16. 貿易及其他應收款項

		Notes 附註	2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
Trade receivables – from third parties	貿易應收款項 −來自第三方	(a)	62,559	28,753
Less: ECL allowance, net	減:預期信貸虧損撥備, 淨額		(314)	(27)
			62,245	28,726
Deposit, prepayment and other receivables	按金、預付款項及其他 應收款項			
Other receivables	其他應收款項		529	480
Performance deposits (note i)	履約保證金(附註i)		60,000	_
Prepayment (note ii)	預付款項(附註ii)		1,805	879
Utility and other deposits Amount due from the ultimate	公用事業費及其他按金 應收最終控股公司款項		1,047	182
holding company		(b)	110	110
			62.404	1,651
Less: ECL allowance, net	減:預期信貸虧損,淨額		63,491 (1,178)	1,051
			62,313	1,651
			124,558	30,377
			124,550	30,377
Representing:	代表:			
Non-current assets	非流動資產的部分		902	-
Current assets	流動部分	100	123,656	30,377
	and entreplies	100	124,558	30,377

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16. TRADE AND OTHER RECEIVABLES (continued)

Note:

- (i) The amount was paid to a Group's customer as security for the due performance and observance of the Group's obligations under the contract entered into between the Group and the customer.
- (ii) Prepayment of HK\$236,000 and HK\$975,000 was made for purchasing materials and property, plant and equipment as at 31 March 2025 (2024: HK\$408,000 and nil).

The directors of the Company consider that the fair values of trade and other receivables which are expected to be recovered within one year are not materially different from their carrying amounts, because their balances have short maturity periods on their inception.

The Group usually provides customers with a credit term of 28 to 90 days (2024: 28 to 90 days). For the settlement of trade receivables from provision of construction services, the Group usually reaches an agreement on the term of each payment with the customer by taking into account of factors such as, among other things, the credit history of the customer, its liquidity position and the Group's working capital needs, which varies on a case-by-case basis that requires the judgement and experience of the management.

The details of ECL measurement for trade and other receivables are set out in note 32.4 to the consolidated financial statements. As at 31 March 2025, ECL allowance of HK\$1,492,000 (31 March 2024: HK\$27,000) was recognised on these debtors.

(a) Trade receivables

Based on the invoice dates (or date of revenue recognition, if earlier), the ageing analysis of the trade receivables, net of ECL allowance, was as follows:

16. 貿易及其他應收款項(續)

附註:

- (i) 該款項已支付予本集團的客戶,作為本 集團與客戶訂立合約項下本集團妥為履 約及遵守其責任的擔保。
- (ii) 於二零二五年三月三十一日,就購買材料以及物業、機械及設備支付預付款項236,000港元及975,000港元(二零二四年:408,000港元及無)。

本公司董事認為,由於該等結餘自開始起計的 到期日較短,故貿易及其他應收款項(預期於 一年內收回)的公平值與其賬面值並無重大差 異。

本集團通常向客戶提供28至90天(二零二四年:28至90天)信用期。就結算提供建築服務的貿易應收款項而言,本集團通常就每筆付款的期限與客戶達成協議,計及(其中包括)客戶的信貸歷史、流動資金狀況及本集團營運資金需求等因素,其按個別情況而有所不同,並須依靠管理層的判斷及經驗。

有關貿易及其他應收款項的預期信貸虧損計量詳情載於綜合財務報表附註32.4。於二零二五年三月三十一日,已就該等應收賬款確認1,492,000港元(二零二四年三月三十一日:27,000港元)的預期信貸虧損撥備。

(a) 貿易應收款項

根據發票日期(或收益確認日期,以較早者為準),貿易應收款項扣除預期信貸虧 損撥備的賬齡分析如下:

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
0 – 30 days 31 – 60 days 61 – 90 days	0至30天 31至60天 61至90天	40,952 17,206 4,087	22,868 4,894 964
ne.	2 10 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	62,245	28,726

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16. TRADE AND OTHER RECEIVABLES (continued)

(a) Trade receivables (continued)

The movement in the ECL allowance on trade receivables is as follows:

16. 貿易及其他應收款項(續)

(a) 貿易應收款項(續)

貿易應收款項的預期信貸虧損撥備 變動如下:

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$′000 千港元
Balance as at 1 April ECL recognised/(reversal) during the	於四月一日的結餘 年內確認/(撥回)的預期	27	262
year, net	信貸虧損,淨額	287	(235)
Balance as at 31 March	於三月三十一日的結餘	314	27

The movement in the ECL allowance on other receivables is as follows:

其他應收款項的預期信貸虧損撥備 變動如下:

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
Balance as at 1 April	於四月一日的結餘	-	-
ECL recognised during the year, net	年內確認的預期信貸虧損, 淨額	1,178	
Balance as at 31 March	於三月三十一日的結餘	1,178	<u> </u>

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16. TRADE AND OTHER RECEIVABLES (continued)

(b) Amounts due from the ultimate holding company

The amounts due are unsecured, interest-free and repayable on demand.

Particulars of amounts due from the ultimate holding company, disclosed pursuant to section 383(1)(d) of the CO, are as follows:

16. 貿易及其他應收款項(續)

(b) 應收最終控股公司款項

有關款項為無抵押、免息及須按要 求償還。

根據公司條例第383(1)(d)條披露的 應收最終控股公司的款項詳情如 下:

Name 姓名/名稱		二零二五年	Maximum amount outstanding during the year 年內最多 尚未清償款項 HK\$'000 千港元	31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元
Fame Circle (note)	Fame Circle(附註)	110	110	110
Balance as at 31 March	於三月三十一日的結餘	110		110

Note:

Fame Circle is wholly owned by Mr. Yip and Mr. Yip is the sole director of Fame Circle.

附註:

Fame Circle由葉先生全資擁有及葉先生為Fame Circle的唯一董事。

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17. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT AND LOSS

17. 按公平值計入損益的金融資產

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$′000 千港元
Life insurance policy 人壽保單	2,000	1,000

The amount represents the insurance premium paid for a 10-year life insurance policy (the "Insurance Policy") to insure a director of the Company. Under the Insurance Policy, the beneficiary and policy holder is the Group. The Group can terminate the Insurance Policy at any time and receive cash at the date of termination based on the account value of the Insurance Policy (the "Cash Surrender Value"), which is determined based on the premium paid with the accrued returns after netting of the charges (including a surrender charge) in accordance with the terms and conditions of the Insurance Policy.

的十年期人壽保單(「保單」)保費。根據保單,受益人及保單持有人均為本集團。本集團可隨時終止保單,並在終止日期收取一筆按保單賬戶價值(「現金退保價值」)計算的現金,而賬戶價值則根據已付保費及經扣除根據保單的條款及條件收取的費用(包括退保費用)的應計回報釐定。

該金額指為本公司一名董事投保而支付

The total insured sum is HK\$2,000,000. At the inception of the Insurance Policy, the Group was required to pay an upfront payment of HK\$1,000,000.

Payment for the Insurance Policy is classified as a financial asset at FVTPL as contractual rights to cash flows do not represent contractual cash flows that are solely payments of principle and interest on the principal amount outstanding. The Insurance Policy is measured under Level 2 fair value hierarchy. The fair value is measured with reference to the quotation of the Insurance Policy from the insurance company.

The directors of the Company have no intention to terminate the Insurance Policy within 12 months after the end of the reporting period and, therefore, the amount was classified as a non-current asset.

The following table shows the reconciliation of Level 2 fair value measurement:

總投保額為2,000,000港元。於保單開始時,本集團須支付首筆款項1,000,000港元。

由於有關現金流量的合約權利不代表僅為 支付本金及未償還本金金額的利息的合約 現金流量,故保單付款分類為按公平值計 入損益的金融資產。保單按第二級公平值 層級計量。公平值參考保險公司所提供保 單的報價計量。

本公司董事無意於報告期末後12個月內 終止保單,故有關款項被分類為非流動資 產。

下表列示按第二級公平值層級計量之對 賬:

			HK\$'000 千港元
As at 1 April 2023 Purchased		於二零二三年四月一日 已購買	1,000
As at 31 March 2024		於二零二四年四月一日	1,000
Purchased	100 mm	已購買	1,000
As at 31 March 2025	1.00	於二零二五年三月三十一日	2,000

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18. CONTRACT ASSETS AND CONTRACT LIABILITIES

18.1 Contract assets

18. 合約資產及合約負債

18.1 合約資產

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
Unbilled revenue Retention receivables Less: ECL allowance, net	未發單收益 應收保留金 減:預期信貸虧損撥備,	186,030 90,885	161,438 72,282
	淨額	(3,790)	(5,501)
		273,125	228,219

Note

Unbilled revenue represents the Group's right to receive consideration for work completed and not yet billed because the rights are conditional upon the satisfaction by the customers on the construction work completed by the Group and the work is pending for the certification by the customers. Unbilled revenue are transferred to the trade receivables when the rights become unconditional, which is typically at the time the Group obtains the certification of the completed construction work from the customers.

Retention receivables included in contract assets represent certified contract payments in respect of works performed, for which payments are withheld by customers for retention purposes, and the amount retained is withheld on each payment up to a maximum amount calculated on a prescribed percentage of the contract sum.

Changes of contract assets during the year ended 31 March 2025 were mainly due to:

- Changes in retention receivables as a result of changes in number of ongoing and completed contracts during the year; and
- (ii) Changes in number of contract works that the relevant services were completed but yet been certified at the end of each reporting period.

附註:

未發單收益指本集團有權就已完工工程 收取代價但因收款權利須待客戶信納本 集團所完成建築工程方可作實且工程正 待客戶認證而尚未開具賬單。於權利成 為無條件時,未發單收益乃轉撥至貿易 應收款項,一般為本集團獲得客戶對已 完工建築工程的認證時。

計入合約資產的應收保留金指已履約工程的認可合約付款,而有關付款乃由客戶扣留作保留金。就每筆付款項所保留的金額最多為按合約總額既定百分比計算的最高金額。

於截至二零二五年三月三十一日止年度,合約資產變動主要由於:

- (i) 年內進行中及已完成合約的數目 出現變動,導致應收保留金出現 變動;及
- (ii) 於各報告期末,相關服務已完成 但未認證的合約工程的數目出現 變動。

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18. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

18.1 Contract assets (continued)

Retention receivables 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. The gross amount of contract assets expected to be recovered/settled over one year is HK\$67,463,000 (2024: HK\$29,751,000), all of the remaining balances were expected to be recovered/settled within one year.

The details of ECL measurement for contract assets are set out in note 32.4 to the consolidated financial statements. Based on ECL assessment, ECL allowance of HK\$3,790,000 (2024: HK\$5,501,000) has been recognised as at 31 March 2025.

The movement in the ECL allowance on contract assets are as follows:

18. 合約資產及合約負債(續)

18.1合約資產(續)

於權利成為無條件時(一般為本集團就其進行的建築工程的服務質素提供保證的期限屆滿時),應收保留金乃轉撥至貿易應收款項。預期將於超過一年收回/結算之合約資產總額為67,463,000港元(二零二四年:29,751,000港元),所有餘額預期將於一年內收回/結算。

有關計量合約資產預期信貸虧損的 詳情載於綜合財務報表附註32.4。 根據預期信貸虧損評估,於二零二 五年三月三十一日已確認3,790,000 港元(二零二四年:5,501,000港元) 的預期信貸虧損撥備。

合約資產的預期信貸虧損撥備的變 動如下:

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
Balance as at 1 April ECL (reversal)/allowance recognised during the year, net	於四月一日的結餘 年內確認的預期信貸虧損 (撥回)/撥備,淨額	5,501 (1,711)	1,533 3,968
Balance as at 31 March	於三月三十一日的結餘	3,790	5,501

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18. CONTRACT ASSETS AND CONTRACT

18. 合約資產及合約負債(續)

LIABILITIES (continued)

18.2 合約負債

18.2 Contract liabilities

	2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$′000 千港元
Contract liabilities arising from 建築合約履約前付款產生的 construction contracts from billings in advance of performance	701	464
All of the contract liabilities are expected to be recovered/settled within one year.	所有合約負債預 回/結算。	期將於一年內收
Revenue recognised in relation to contract liabilities	已確認合約負債	責收益

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$′000 千港元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘的 已確認收益	464	99

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18. CONTRACT ASSETS AND CONTRACT

LIABILITIES (continued)

18.2 Contract liabilities (continued)

Unsatisfied long-term construction contracts

The transaction price allocated to the remaining unsatisfied or partially satisfied performance obligation as at 31 March are as follows:

18. 合約資產及合約負債(續)

18.2合約負債(續) 未履約長期建築合約

於三月三十一日,分配到未履約或 僅部分履約的餘下履約責任的交易 價格如下:

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
Within one year	一年內	927,038	985,204

The amounts disclosed above do not include transaction price allocated to performance obligations which have been satisfied but not yet recognised due to variable consideration constraint.

上文披露的款項並不包括分配到已 履約但因有可變代價限制而尚未獲 確認的履約責任的交易價格。

19. CASH, BANK BALANCES AND PLEDGED DEPOSITS

19. 現金、銀行結餘及已抵押存款

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$′000 千港元
Cash, bank balances and pledged deposits Less: bank deposits, pledged	現金、銀行結餘及 已抵押存款 減:已抵押銀行存款	92,730 (10,404)	133,962 (33,964)
Cash and cash equivalents per the consolidated statement of cash flows	綜合現金流量表項下的 現金及現金等價物	82,326	99,998

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19. CASH, BANK BALANCES AND PLEDGED DEPOSITS (continued)

Cash at banks earns interest at floating rates based on daily bank deposit rates.

Pledged bank deposits earn effective interest rate at 3.52% (2024: 0.68% – 0.93%) per annum and have a maturity of 3 months (2024: 1 to 2 month). They have been pledged to secure bank facilities (note 21).

Included in bank and cash balances of the Group is HK\$15,058,000 (2024: HK\$23,363,000) of bank balances denominated in Renminbi ("RMB") placed with banks in the PRC. RMB is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

The directors consider that the fair values of cash at bank are not materially different from their carrying amounts, because their balances have short maturity periods on their inception.

19. 現金、銀行結餘及已抵押存款

(續)

銀行現金按每日銀行存款利率以浮動利率賺取利息。

已抵押銀行存款按3.52%(二零二四年: 0.68%至0.93%)的實際年利率賺取利息,於三個月(二零二四年:一至兩個月)到期。銀行存款作為獲取銀行融資的抵押(附註21)。

本集團的銀行及現金結餘包括15,058,000港元(二零二四年:23,363,000港元)存放在中國的銀行的以人民幣(「人民幣」)計值的銀行結餘。根據中國的外匯管制條例以及結匯、銷售及支付外匯管理規定,本集團被允許通過經授權從事外匯業務的銀行將人民幣兑換為外幣。

董事認為,銀行現金的公平值與其賬面值 相若,因為該等結餘自開始起擁有較短的 到期期間。

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20. TRADE AND OTHER PAYABLES

20. 貿易及其他應付款項

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$′000 千港元
Trade payables (note (a)) Accruals and other payables (note (b))	貿易應付款項(附註(a)) 應計費用及其他應付款項 (附註(b))	151,834 5,836	80,159 5,514
	(ri3 £±(0 //	157,670	85,673

Notes:

附註:

(a) Payment terms granted by suppliers are 0 to 90 days (2024: 0 to 90 days) from the invoice date of the relevant purchases.

(a) 供應商授予的付款期限為自有關採購發票日期起計0至90天(二零二四年:0至90天)。

The ageing analysis of trade payables based on the invoice date is as follows:

貿易應付款項按發票日期的賬齡分析如 下:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
0 – 30 days 31 – 60 days 61 – 90 days Over 91 days	0至30天 31至60天 61至90天 超過91天	125,527 18,469 7,474 364	72,258 6,667 1,234
		151,834	80,159

- (b) As at 31 March 2025, accruals and other payables mainly comprised of: (1) accrued professional fee which amounted to HK\$1,608,000 (2024: HK\$1,938,000); (2) accrued employee benefits of approximately HK\$1,830,000 (2024: HK\$1,247,000); and (3) amount due to a director which amounted to HK\$1,509,000 (2024: HK\$1,476,000). The amount due is unsecured, interest-free and repayable on demand.
- (c) All amounts are short-term and hence, the carrying values of the Group's trade payables and accruals and other payables are considered to be a reasonable approximation of fair value.
- (b) 於二零二五年三月三十一日,應計費用及其他應付款項主要包括:(1)應計專業費用1,608,000港元(二零二四年:1,938,000港元):(2)應計僱員福利約1,830,000港元(二零二四年:1,247,000港元):及(3)應付一名董事款項1,509,000港元(二零二四年:1,476,000港元)。到期款項為無抵押、免息及須按要求償還。
- (c) 所有款項均為短期款項,因此,本集團 的貿易應付款項以及應計費用及其他應 付款項的賬面值被視為與公平值合理相 若。

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21. BORROWINGS

21. 借款

As at 31 March 2024 and 2025, the borrowings were repayable as follows:

於二零二四年及二零二五年三月三十一 日,須償還的借款如下:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Secured bank loans repayable on demand (note (a)) Unsecured corporate bond (note (c))	應要求償還的有抵押銀行 貸款(附註(a)) 無抵押的公司債券(附註(c))	28,376 2,105	58,400 2,105
Portion classified as non-current liabilities	分類為非流動負債的部分	30,481 -	60,505 (2,000)
Current portion	流動部分	30,481	58,505

Notes:

- (a) As at 31 March 2025, the bank loans are interest-bearing at 5.00% to 5.04% (2024: 4.22% to 6.19%) per annum.
- (b) As at 31 March 2025, the banking facilities of the Group were secured by:
 - (1) Corporate guarantee given by the Company; and
 - (2) Charges on certain bank deposits (note 19) made by the Group.

As at 31 March 2024, the bank facilities of the Group were secured by:

- (1) Corporate guarantee given by the Company; and
- (2) Charges on certain bank deposits (note 19) made by the Group; and
- (3) Charges on the investment property (note 14) owned by the Group.
- (c) On 18 July 2023, the Company issued an unsecured two-year corporate bond with a principal amount of HK\$2,000,000 to an independent third party at an issue price equal to the face value of the bond. The principal of the corporate bond bears interest at rate of 7% per annum and interest is payable annually in arrears.

附註:

- (a) 於二零二五年三月三十一日,銀行貸款 按年利率5.00%至5.04%(二零二四年: 4.22%至6.19%)計息。
- (b) 於二零二五年三月三十一日,本集團的 銀行融資透過以下方式擔保:
 - (1) 本公司提供的企業擔保;及
 - (2) 本集團的若干銀行存款(附註19) 之押記。

截至二零二四年三月三十一日,本集團 的銀行融資由以下擔保:

- (1) 本公司提供的公司擔保;及
- (2) 本集團若干銀行存款(附註19)之 押記:及
- (3) 本集團擁有的投資物業(附註14) 之押記。
- (c) 於二零二三年七月十八日,本公司以相等於債券面值的發行價向一名獨立第三方發行本金額為2,000,000港元的無抵押兩年期公司債券。公司債券的本金按年利率7%計息且利息須每年支付一次。

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22. LEASE LIABILITIES

22. 租賃負債/融資租賃下的義務

The analysis of the Group's lease liabilities is as follows:

本集團和賃負債分析如下:

		2025 二零二五年	2024 二零二四年
		HK\$′000 千港元	HK\$'000 千港元
Total minimum lease payments:	最低租賃付款總額:		
Within one year	一年內	3,168	856
After one year but within two years	一年後,但於兩年內	3,472	375
After two years but within five years	兩年後,但於五年內	1,612	196
5. torre Correct de corre	十九日改井口	8,252	1,427
Future finance charges	未來財務費用	(582)	(100)
Present value of lease liabilities	租賃負債現值	7,670	1,327
C: 10, 10 10 10 10 10 10 10			
Present value of minimum lease payment:	最低租賃付款現值:		
Within one year	一年內	2,808	806
After one year but within two years	一年後,但於兩年內	3,282	333
After two years but within five years	兩年後,但於五年內	1,580	188
		7,670	1,327
	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\		
Less: Portion due within one year included under current liabilities	減:一年內到期的部分 (列於流動負債內)	(2.909)	(906)
under current habilities	(グリバ・川野) 貝 貝 (り)	(2,808)	(806)
Portion due after one year included under	於一年後到期的部分		
non-current liabilities	(列於非流動負債內)	4,862	521

Note:

During the year ended 31 March 2024, the Group has entered into lease arrangement for a motor vehicle. The lease periods are for four and a half year. At the end of the lease term, the Group has the option to purchase the leased assets at a price that is expected to be sufficiently lower than the fair value of the leased asset at the end of the lease. The lease does not including contingent rentals and the effective interest rate on the lease was 6.08% per annum.

The Group has also entered into lease arrangement for office premises during the years ended 31 March 2025 and 2024, details of which are included in note 13 to the consolidated financial statements.

During the year ended 31 March 2025, the total cash outflows for the leases are HK\$2,464,000 (2024: HK\$1,195,000).

附註:

於截至二零二四年三月三十一日止年度,本集團就一輛汽車訂立租賃安排。租賃期為四年半。於租賃期完結時,本集團有權選擇以預期遠低於租賃資產於租賃期完結時之公平值的價格購買租賃資產。是項租賃並不包括或然租金,而是項租賃的實際利率為每年6.08%。

於截至二零二五年及二零二四年三月三十一日 止年度,本集團亦就辦公室物業訂立若干租賃 安排,有關詳情載於綜合財務報表附註13。

截至二零二五年三月三十一日止年度,租賃的現金流出總額為2,464,000港元(二零二四年:1,195,000港元)。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

23. DEFERRED TAXATION

23. 遞延税項

The net movement in deferred tax assets/(liabilities) and recognised in the consolidated statement of the financial position during the year are as follows:

於綜合財務狀況表內確認年內的遞延稅項 資產/(負債)變動淨額如下:

			Deferred tax liabilities attributable to accelerated tax depreciation 加速税項折舊 導致的遞延税項 負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2023 Recognised in profit or loss (note 9)	於二零二三年四月一日於損益確認(附註9)	2,608	(3,385)	(777) (1,014)
As at 31 March 2024 and 1 April 2024 Recognised in profit or loss (note 9)	於二零二四年 三月三十一日及 二零二四年四月一日 於損益確認(附註9)	(<u>2</u> ,000)	(1,791)	(1,791)
As at 31 March 2025	於二零二五年 三月三十一日	_	(955)	(955)

At the end of the reporting period, the Group had total estimated unused tax losses of approximately HK\$452,000 (2024: HK\$595,000) available to carry forward against future taxable income. No deferred tax assets have been recognised in respect of tax loss of approximately HK\$452,000 (2024: HK\$595,000) due to unpredictability of future profit streams. Tax losses of HK\$211,000 (2024: HK\$211,000) do not expire under current legislation and HK\$241,000 (2024: HK\$384,000) will be expired in 4 years.

於報告期末,本集團合共有約452,000港 元(二零二四年:595,000港元)的估計未 動用税項虧損可總額結轉,以抵銷未來應 課税收入。由於未來溢利流的不可預測 性,並無就有關稅項虧損約452,000港元 (二零二四年:595,000港元)確認遞延税 項資產。根據現時法例,211,000港元(二 零二四年:211,000港元)的税項虧損並不 會失效,而241,000港元(二零二四年: 384,000港元)將於4年內失效。

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24. SHARE CAPITAL

24. 股本

		2025 二零二五年		2024 二零二四年	
		Number of shares 股份數目	HK \$′000 千港元	Number of shares 股份數目	HK\$'000 千港元
Authorised: As at 1 April Share consolidation (note b)	法定: 於四月一日 股份合併(附註b)	10,000,000,000 (9,000,000,000)	100,000	10,000,000,000	100,000
As at 31 March	於三月三十一日	1,000,000,000	100,000	10,000,000,000	100,000
Issued and fully paid: As at 1 April Placing of shares (note a) Share consolidation (note b) Issuance of shares under rights issue (note c)	已發行及繳足: 於四月一日 配售股份(附註a) 股份合併(附註b) 因供股發行股份 (附註c)	1,200,000,000 240,000,000 (1,296,000,000) 144,000,000	12,000 2,400 - 14,400	1,200,000,000 - - -	12,000 - - -
As at 31 March	於三月三十一日	288,000,000	28,800	1,200,000,000	12,000

Note:

- (a) On 26 July 2024, the Company entered into the placing agreement with a placing agent pursuant to which the placing agent has agreed, as agent of the Company, to procure to not less than six places to subscribe for up to 240,000,000 placing shares with nominal value of HK0.01 each at the placing price of HK\$0.064 per placing share. The shares issued rank pari passu with other shares in issue in all aspects. The net proceeds from placing were approximately HK\$15,051,000 after deducting the related expenses. The placing of shares was completed on 9 August 2024.
- (b) On 13 September 2024, the Company implemented the Share Consolidation on the basis that every ten issued and unissued shares with a par value of HK\$0.01 each in the share capital of the Company be consolidated into one consolidated share (the "Consolidated Share") with a par value of HK\$0.1 each in the share capital of the Company. The Share Consolidation was duly passed by the shareholders of the Company by way of poll on 12 November 2024. Further details were set out in the Company's circular dated 18 October 2024.
- (c) Further on 13 September 2024, the Company implemented the rights issue on the basis of every one rights share for every one Consolidated Share held on 25 November 2024 at the subscription price of HK\$0.2 per rights share. The rights issue became unconditional on 19 December 2024 and was completed on 23 December 2024. Total 144,000,000 ordinary shares with nominal value of HK\$0.1 each were issued, the gross proceeds from the rights issue were approximately HK\$28,800,000 and the net proceeds were approximately HK\$27,607,000 after deducting the related expenses. These rights shares issued rank pari passu with the existing shares in all respects.

附註:

- (a) 於二零二四年七月二十六日,本公司與配售代理訂立配售協議,據此,配售代理同意作為本公司代理促使不少於六名承配人認購最多240,000,000股每股面值0.01港元之配售股份,配售價為每股配售股份0.064港元。所發行股份在各方面與其他已發行股份享有同等權益。配售所得款項淨額在扣除有關開支後約為15,051,000港元。是次配售已於二零二四年八月九日完成。
- (b) 於二零二四年九月十三日,本公司進行股份合併,基準為將本公司股本中每十股每股面值0.01港元之已發行及未發行股份合併為本公司股本中一股每股面值0.1港元之合併股份(「合併股份」)。股份合併已於二零二四年十一月十二日獲本公司股東以投票表決方式正式通過。進一步詳情已載於本公司日期為二零二四年十月十八日之通函內。
- (c) 此外,於二零二四年九月十三日,本公司按於二零二四年十一月二十五日 持有一股合併股份獲發一股供股股份之基準進行供股,認購價為每股供股股份0.2港元。供股於二零二四年十二月十九日成為無條件,並於二零二四年十二月二十三日完成。本公司發行合共144,000,000股每股面值0.1港元之普通股。供股所得款項總額約為28,800,000港元,扣除相關開支後所得款項淨額約為27,607,000港元。該等所發行供股份在各方面與現有股份享有同等權益。

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

25. RESERVES

The amounts of the Group's reserves and the movements therein for the years ended 31 March 2025 and 2024 are presented in the consolidated statement of changes in equity of the consolidated financial statements.

Share premium

The share premium represents the difference between the par value of the shares of the Company and net proceeds received from the issuance of the shares of the Company.

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to the shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

Other reserve

Other reserve of the Group represents the difference between the nominal values of the share capital of subsidiaries acquired by the Group and the nominal value of the Company's share issued under the Group's Reorganisation (the "Reorganisation") in connection with the listing of its shares on the Stock Exchange. Details of the Reorganisation are set out in the paragraph headed "Reorganisation" in the section headed "History and Development" in the Company's prospectus dated 26 January 2018.

Translation reserve

Translation reserve comprises all foreign exchange differences for the translation of financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy in note 2.3.

25. 儲備

本集團儲備額及其於截至二零二五年及二 零二四年三月三十一日止年度之變動於綜 合財務報表之綜合權益變動表內呈列。

股份溢價

股份溢價指本公司股份面值與發行本公司 股份所得款項淨額之間的差額。

根據開曼群島公司法,本公司股份溢價賬 可用於支付向股東所作的分派或股息,惟 在緊隨建議支付分派或股息的日期後本公 司有能力償還日常業務過程中到期的債 項。

其他儲備

本集團其他儲備指本集團所收購附屬公司的股本面值與根據本集團重組(「重組」)發行的本公司股份於聯交所上市的面值之間的差額。重組詳情載於本公司日期為二零一八年一月二十六日的招股章程「歷史及發展」一節「重組」一段。

換算儲備

換算儲備由換算海外業務財務報表之所有 換算差異組成。儲備乃根據附註2.3的會 計政策進行處理。

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26. STATEMENT OF FINANCIAL POSITION OF 26. 本公司財務狀況表 THE COMPANY

			2025 二零二五年	2024 二零二四年
		Notes 附註	HK\$'000 千港元	HK\$′000 千港元
ASSETS AND LIABILITIES	資產及負債			
Non-current asset	非流動資產			
Investments in subsidiaries	於附屬公司的投資	15	143,765	143,765
Current assets	流動資產			
Other receivables	其他應收款項		288	253
Amounts due from subsidiaries	應收附屬公司款項		114,514	77,197
Cash and cash equivalents	現金及現金等價物		1,718	1,722
			446 520	70 172
			116,520	79,172
Current liabilities	流動負債			
Other payables	其他應付款項		(1,462)	(1,596)
Borrowings	借款		(2,105)	(105)
			(3,567)	(1,701)
Net current assets	流動資產淨值		112,953	77,471
Total assets less current	總資產減流動負債			
liabilities			256,718	221,236
Non-current liability	非流動負債			
Borrowings	并加到貝貝 借款		-	(2,000)
	Vin she was to			
Net assets	資產淨值		256,718	219,236
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	24	28,800	12,000
Reserves	儲備		227,918	207,236
Total equity	總權益		256,718	219,236

Mr. Yip Yuk Kit 葉育杰先生 Director 董事 Mr. Cheung Chun Fai 張振輝先生 Director 董事

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26. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

26. 本公司財務狀況表(續)

The movement of the Company's reserves are as follows:

本公司儲備的變動如下:

		Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$000 千港元
Balance as at 1 April 2023 Loss and total comprehensive	於二零二三年四月一日之結餘 年內虧損及全面開支總額	96,898	143,371	(29,837)	210,432
expense for the year		_		(3,196)	(3,196)
Balance as at 31 March 2024 and as at 1 April 2024 Loss and total comprehensive	於二零二四年三月三十一日及 二零二四年四月一日之結餘 年內虧損及全面開支總額	96,898	143,371	(33,033)	207,236
expense for the year		-	-	(5,176)	(5,176)
Placing of shares (note 24) Issuance of shares upon rights issue (note 24)	配售股份(附註24) 供股時發行股份(附註24)	12,960 14,400	-	_	12,960 14,400
Transaction costs attributable to placing of shares Transaction costs attributable to	配售股份應佔交易成本 供股應佔交易成本	(309)	1	-	(309)
rights issue		(1,193)			(1,193)
Transactions with owners	與擁有人交易	25,858	-	1.	25,858
Balance as at 31 March 2025	於二零二五年三月三十一日 之結餘	122,756	143,371	(38,209)	227,918

Note:

Other reserve of the Company represents the difference between the total equity of subsidiaries acquired by the Company and the nominal value of the Company's share issued under the Reorganisation.

附註:

本公司其他儲備指本公司所收購附屬公司的權 益總額與根據重組發行的本公司股份面值之間 的差額。

27. COMMITMENTS

(a) Capital commitment

27. 承擔

(a) 資本承擔

			2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$′000 千港元
Property, plant and equipment Contracted but not provided for: Property, plant and equipment	物業、機械及設備 已簽約但未撥備: 物業、機械及設備	11 TO 1	2,042	70 mm

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27. COMMITMENTS (continued)

(b) Lease commitment

As lessee

As at 31 March 2025 and 2024, the lease commitments for short-term leases are as follows:

27. 承擔(續)

(b) 租賃承擔

作為承租人

於二零二五年及二零二四年三月三 十一日,短期租賃的租賃承擔如 下:

	2025 二零二五年 HK \$ ′000 千港元	2024 二零二四年 HK\$′000 千港元
Within one year — — — — — — — — — — — — — — — — — — —	_	138

As lessor

As at 31 March 2025 and 2024, the future aggregate minimum lease receipts under non-cancellable operating leases in respect of the Group's investment property are receivables as follows:

作為出租人

於二零二五年及二零二四年三月三十一日,本集團就投資物業根據不可撤銷經營租賃而應收之未來最低租赁應收款總額如下:

	2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
-年內 -年後,但於兩年內	56 -	156 56
	56	212

The Group leases its investment property (note 14) under operating lease arrangements which run for an initial period of two years (2024: two years), with an option to renew the lease terms at the expiry date or at dates as mutually agreed between the Group and the respective tenant.

本集團在經營租賃安排下出租投資物業(附註14),初始為期兩年(二零二四年:兩年)。租賃包含於租賃屆滿日期或本集團與相關租戶協定的日期重續租賃條款的選擇權。

28. RELATED PARTY TRANSACTIONS

In addition to the balances and transactions detailed elsewhere in this report, the Group had the following transactions with its related parties during the year.

28. 關聯方交易

除本報告其他地方所詳述結餘及交易之 外,本集團於年內與其關聯方進行以下交 易。

			2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$′000 千港元
Rental expenses paid to a director	已付董事的租金開支	# 10 cm 	71	144

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28. RELATED PARTY TRANSACTIONS (continued) Key management personnel remuneration

The emoluments of the directors and senior management of the Company, who represent the key management personnel during the years ended 31 March 2025 and 2024 are as follows:

28. 關聯方交易(續)

主要管理人員酬金

截至二零二五年及二零二四年三月三十一日止年度,本公司董事及高級管理層(為主要管理人員)酬金如下:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Salaries, fee and allowances Discretionary bonuses Retirement benefit scheme contributions	薪金、袍金及津貼 酌情花紅 退休福利計劃供款	3,639 303 54	3,602 303 54
		3,996	3,959

29. CONTINGENT LIABILITIES

As at 31 March 2025 and 2024, the Group has been involved in a number of claims, litigations and potential claims against the Group in relation to work-related injuries and non-compliances. The potential claims and litigations against the Group, as a subcontractor, are insured by main contractor's insurance policy, the directors are of the opinion that the claims, litigations and non-compliances are not expected to have a material impact on the consolidated financial statements, and the outcome for potential claims is uncertain. Accordingly, no provision has been made to the consolidated financial statements.

30. PERFORMANCE BOND

As at 31 March 2025, the Group has no (2024: one) outstanding performance bond (2024: HK\$3,067,000) given by a bank in favor of the Group's customer as security for the due performance and observance of the Group's obligations under the contract entered into between the Group and its customer. If the Group fails to provide satisfactory performance to its customer to whom performance bond has been given, such customer may demand the bank to pay it the sum or sum stipulated in such demand. The Group will become liable to compensate such bank accordingly. The performance bond will be released upon completion of the contracting works.

29. 或然負債

於二零二五年及二零二四年三月三十一日,本集團涉及多項針對本集團的工傷以及不合規事件的申索、訴訟及潛在申索。針對本集團(作為分包商)的潛在申索及訴訟均由總承建商的保險單承保,董事認為該等申索、訴訟及不合規事件預期不會對綜合財務報表造成重大影響,且潛在申索的結果為不確定。因此,概無於綜合財務報表作出撥備。

30. 履約保證金

於二零二五年三月三十一日,本集團並無 (二零二四年:有一筆)未償還的履約保證 金(二零二四年:3,067,000港元),其為 一間銀行以本集團的客戶為受益人,作為 本集團在本集團與客戶訂立的合約項下妥 為履約及遵守其責任的擔保。倘本集團無 法向客戶(已向其給予履約保證金)作出令 其滿意的表現,則有關客戶可以要求銀行 向其支付有關要求中訂明的金額或數額。 本集團將有責任向有關銀行作出相應的賠 償。履約保證金將在完成合約工程後被解 除。

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31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The changes in the Group's liabilities arising from financing activities can be classified as follows:

31. 融資活動產生的負債之對賬

本集團融資活動所產生負債之變動可分類 如下:

		Bank loans 借款 HK\$'000 千港元	Corporate bond 公司債券 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2023	於二零二三年四月一日	1,883	-	1,494	3,377
Cash-flows:	現金流量:				
Capital element of lease rentals paid	已付租賃租金的資本部分	_	-	(961)	(961)
Proceeds	所得款項	62,150	2,000	_	64,150
Repayments	償還	(5,633)	-	-	(5,633)
Interest paid	已付利息	(816)	-	(79)	(895)
Other changes:	其他變動:				
Reassessment of lease term	重新評估租期	-	-	794	794
Interest expense for lease liabilities	租賃負債利息開支	-	-	79	79
Interest expense for borrowings	借款利息開支	816	105	-	921
As at 31 March 2024	於二零二四年三月三十一日	58,400	2,105	1,327	61,832
As at 1 April 2024	於二零二四年四月一日	58,400	2,105	1,327	61,832
Cash-flows:	現金流量:				
Capital element of lease rentals paid	已付租賃租金的資本部分	-	_	(2,104)	(2,104)
Proceeds	所得款項	26,215	-	_	26,215
Repayments	償還	(56,239)	-	-	(56,239)
Interest paid	已付利息	(3,043)	(140)	(265)	(3,448)
Other changes:	其他變動:				
New lease entered	新訂租約	-	_	8,447	8,447
Interest expense for lease liabilities	租賃負債利息開支	-	-	265	265
Interest expenses for borrowings	借款利息開支	3,043	140	-	3,183
As at 31 March 2025	於二零二五年三月三十一日	28,376	2,105	7,670	38,151

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32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations. The financial risks include foreign currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group and approved by the board of directors.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

32.1 Categories of financial assets and liabilities

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and liabilities:

32. 財務風險管理及公平值計量

本集團於日常業務過程中使用金融工具而 承擔財務風險。財務風險包括外幣風險、 利率風險、信貸風險及流動資金風險。本 集團的整體風險管理策略旨在將對本集團 財務表現的潛在不利影響降至最低。風險 管理乃由本集團高級管理層執行並經董事 會批准。

本集團對該等風險的承擔及本集團管理該 等風險所用的財務風險管理政策及慣例載 於下文。

32.1 金融資產及負債分類

綜合財務狀況表所列賬面值與下列金融資產與負債分類有關:

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
Financial assets Financial assets at amortised cost: - Trade and other receivables	金融資產 按攤銷成本列賬的金融資產: - 貿易及其他應收款項	122,643	29,388
Cash, bank balances and pledged depositsAmount due from the ultimate	- 現金、銀行結餘及已抵押存款 - 應收最終控股公司款項	92,730	133,962
holding company	Managarian	215,483	163,460
Financial asset at FVTPL: Financial asset at fair value through profit and loss	按公平值計入損益的金融資產:按公平值計入損益的金融資產	2,000	1,000
n and a	The Page	217,483	164,460
Financial liabilities Financial liabilities measured at amortised cost: Trade and other payables Lease liabilities Borrowings	金融負債 按攤銷成本計量的金融負債: 一貿易及其他應付款項 一租賃負債 一借款	(157,670) (7,670) (30,481)	(85,673) (1,327) (60,505)
		(195,821)	(147,505)

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32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.2 Foreign currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposures to currency risk arise from its cash at bank, and its overseas sales and purchase, which are denominated in RMB, which are not the functional currency of the respective group companies.

The following table details the Group's exposure as at 31 March 2025 and 2024 to significant currency risks arising from recognised monetary assets and liabilities denominated in foreign currency which are different from the Group's functional currency.

32. 財務風險管理及公平值計量(續)

32.2 外幣風險

外幣風險指外匯匯率變動導致金融 工具公平值或未來現金流量出現波 動的風險。本集團面臨的貨幣風險 來自以人民幣(並非相關集團公司的 功能貨幣)計值的銀行現金及其海外 銷售及採購。

下表詳列本集團於二零二五年及二零二四年三月三十一日因以本集團功能貨幣以外的外幣計值的已確認貨幣資產及負債而產生的重大貨幣風險。

		2025 二零二五年 RMB 人民幣 Equivalent 相當於 HK\$'000	2024 二零二四年 RMB 人民幣 Equivalent 相當於 HK\$'000
Original currency	原貨幣	千港元	千港元
Trade and other receivables Cash, bank balances and pledged	貿易及其他應收款項 現金、銀行結餘及已抵押存款	20,749	21,308
deposits		31,023	23,363
Trade and other payables	貿易及其他應付款項	(11,029)	(3,028)
Net exposure	風險淨額	40,743	41,643

The following table illustrates the sensitivity of the Group's profit after income tax during the year and equity in regards to the strength in the functional currencies of the group companies against relevant currencies. Weakens in the same % of functional currencies of the group companies against relevant currencies will have equal and opposite impact on the results of the year. The sensitivity rate is the rate used when reporting foreign currency risk internally to key management personnel and represents management's best assessment of the possible change in foreign exchange rates.

For the year ended 31 March 2025 截至二零二五年三月三十一日止年度

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.2 Foreign currency risk (continued)

32. 財務風險管理及公平值計量(續)

32.2 外幣風險(續)

		Sensitivity rate 敏感度比率	Decrease in profit after income tax 除所得税後 溢利減少 HK\$'000 千港元	Decrease in equity 權益減少 HK\$'000 千港元
31 March 2025 RMB	二零二五年三月三十一日 人民幣	5%	(1,692)	(1,692)
31 March 2024 RMB	二零二四年三月三十一日 人民幣	5%	(1,739)	(1,739)

The sensitivity analysis of the Group's exposure to foreign currency risk at the end of the year has been determined based on the assumed percentage change in foreign currency exchange rates taking place at the beginning of the financial year and held constant throughout the year.

於年末,本集團所面對外幣風險之 敏感性分析乃假設外幣匯率變動百 分比於財政年初發生並於整年內維 持不變而釐定。

32.3 Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from borrowings and lease liabilities/obligation under finance lease. Borrowings and lease liabilities/obligation under finance lease bearing fixed rates expose the Group to fair value interest rate risk and the exposure to the Group is considered immaterial.

The exposure to interest rate risk for the Group bank balances and pledged bank deposits are considered immaterial.

32.3 利率風險

利率風險與金融工具的公平值或現金流量將會因市場利率的變動不良動的風險有關。本集團的利率團的利率要來自借款及租賃負債/融資計息內借款及租賃負債/融資租貨項下責任使本集團面對公平值利率風險大。

本集團銀行結餘及已抵押銀行存款的利率風險承擔被視為並不重大。

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32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.4 Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations. The Group's maximum exposure to credit risk on recognised financial assets is limited to the carrying amount as at 31 March 2025 and 2024 as summarised in note 32.1.

(i) Trade receivables and contract assets

As at 31 March 2025, for trade receivables, the Group usually provides customers with a credit term of 28 to 90 days (2024: 28 to 90 days). For the settlement of trade receivables from provision of construction services, the Group usually reaches an agreement on the term of each payment with the customer by taking into account of factors such as, among other things, the credit history of the customer, its liquidity position and the Group's working capital needs, which varies on a caseby-case basis that requires the judgement and experience of the management.

The Group applies the simplified approach for trade receivables and contract assets to provide ECL prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for these receivables due from third parties. These evaluations focus on the counterparty's financial position, past history of making payments and take into account information specific to the counterparty as pertaining to the economic environment in which the counterparty operates. Monitoring procedures have been implemented to ensure that follow-up action is taken to recover overdue balance.

32. 財務風險管理及公平值計量(續)

32.4信貸風險

(i) 貿易應收款項及合約資產

本集團就貿易應收款項及合約 9號規定的簡化方法,有關 9號規定的簡化方法, 預期信貸虧損撥備, 前期的 前期虧損發備。 該等 對手方之財務 對手方之財務 對手方之財務 對手方之財務 對手 資濟環境。 本集團 已經濟環境。 來程序來確保 來 收回逾期結餘。

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32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.4 Credit risk (continued)

(i) Trade receivables and contract assets (continued)

As at 31 March 2025 and 2024, individual credit evaluation on significant customers is performed by an independent valuer engaged by the management to estimate the ECL of trade receivables and contract assets. These evaluations focused on the customer payment history and current and future ability for payment taking into account the information specific to the customer as well as pertaining to the current and future general economic environment in which the customer operated.

The expected 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. At the end of each reporting period, the historical default rates are updated and changes in the forward-looking estimates are analysed.

Trade receivables and contract assets are written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. The directors of the Group reviewed and considered no irrecoverable amounts should be taken account for the overdue trade receivables balances as at 31 March 2025 and 2024.

As at 31 March 2025, the Group has concentration of credit risk as 24% and 85% (2024: 42% and 98%) of the total trade receivables were due from the Group's largest customer and five largest customers respectively and the aggregate amounts of trade receivables from the Group's largest customer and five largest customers amounted to HK\$15,005,000 and HK\$53,441,000 (2024: HK\$12,036,000 and HK\$28,198,000) of the Group's total trade receivables as at 31 March 2025 respectively.

32. 財務風險管理及公平值計量(續)

32.4信貸風險(續)

(i) 貿易應收款項及合約資產 (續)

預期虧損率乃根據債務人預期 年期的過往觀察所得的違約率 估計,並按毋需不必要成本或 努力即可獲得的前瞻性資料作 出調整。於各報告期末,歷史 違約率予以更新及前瞻性估計 變動予以分析。

倘並無實際可收回的前景,貿易應收款項及合約資產(部本收款項及合約資產(部本的)會被撇銷。此產或恐為債務人並無資產金分別,與不源可產生足夠的現立一般,以付還將予撇董事審閱並認為是一日逾期貿易應收款,但是不可收回金額。

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32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.4 Credit risk (continued)

(i) Trade receivables and contract assets (continued)

As at 31 March 2025, the Group has adopted expected loss rate ranging from 0.001% to 30.98% (2024: 0.001% to 25.43%) and 0.001% to 30.98% (2024: 0.001% to 25.43%) on the gross carrying amounts of the trade receivables and contract assets amounted to HK\$62,559,000 (2024: HK\$28,753,000) and HK\$276,915,000 (2024: HK\$233,720,000), respectively. The loss allowance of trade receivables and contract assets as at 31 March 2025 are HK\$314,000 (2024: HK\$27,000) and HK\$3,790,000 (2024: HK\$5,501,000), respectively.

(ii) Other financial assets at amortised cost

Other financial assets at amortised cost include other receivables and deposits, cash, bank balances and pledged deposits and amounts due from a director and the ultimate holding company. In order to minimise the credit risk of other receivables and deposits, the management make periodic collective and individual assessment on their recoverability based on historical settlement records and past experience as well as available forward-looking information. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In these regards, the credit risk of other receivables and deposits are considered to be low.

32. 財務風險管理及公平值計量(續)

32.4信貸風險(續)

(i) 貿易應收款項及合約資產 (續)

於二零二五年三月三十一日, 本集團就貿易應收款項及合約 資產的賬面總值62,559,000港 元(二零二四年:28,753,000 港元)及276,915,000港元 (二零二四年:233,720,000 港元)分別採納介乎0.001% 至30.98%(二零二四年: 0.001%至25.43%)及0.001% 至30.98%(二零二四年: 0.001%至25.43%)的預期虧 損率。於二零二五年三月三十 一日,貿易應收款項及合約資 產的虧損撥備分別為314,000 港元(二零二四年:27,000港 元)及3,790,000港元(二零二四 年:5,501,000港元)。

(ii) 按攤銷成本計量之其他金 融資產

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32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.4 Credit risk (continued)

(ii) Other financial assets at amortised cost (continued)

Besides, the management is of opinion that there is no significant increase in credit risk on these other receivables and deposits, amount due from a director and amount due from the ultimate holding company since initial recognition as the risk of default is low after considering the factors as set out in note 2.7 and, thus, ECL recognised is based on 12-month ECL.

The credit risks on bank balances and pledged deposits are considered to be insignificant because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

32.5 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

Management monitors the cash flow forecasts of the Group in meeting its liabilities.

Analysed below is the Group's remaining contractual maturities for its non-derivative financial liabilities as at 31 March 2025 and 2024. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

32. 財務風險管理及公平值計量(續)

32.4信貸風險(續)

(ii) 按攤銷成本計量之其他金 融資產(續)

此外,管理層認為該等其他應 收款項及按金、應收一名主 款項及應收最終控股公司款項 自初步確認以來的信貸風險 無顯著增加,因為經計及附 無顯著增加,因為經計及附 是 2.7所載因素後,其違資虧損 為低。因此,預期信貸虧損確 認。

由於交易對手為獲國際信貸評級機構授予高信貸評級的銀行,故銀行結餘及已抵押存款的信貸風險並不重大。

32.5流動性風險

管理層於履行其責任時監控本集團的現金流量預測。

下文顯示本集團於二零二五年及二零二四年三月三十一日有關其非衍生金融負債的餘下合約年期分析。倘債權人有權選擇償還負債的時間,此等負債將於本集團獲要求償還的最早日期入賬。倘此等負債須分期償還,每筆還款將於本集團承諾償還的最早期間入賬。

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32. FINANCIAL RISK MANAGEMENT AND FAIR 32. 財務風險管理及公平值計量(續) VALUE MEASUREMENT (continued)

32.5 Liquidity risk (continued)

The contractual maturity analysis below is based on the undiscounted cash flows of the financial liabilities.

32.5 流動性風險(續)

以下合約到期分析乃基於金融負債 的未貼現現金流量作出。

		On demand or within one year 按要求或 於一年內 HK\$'000 千港元	Over 1 year but within 5 years 一年後但 於五年內 HK\$'000 千港元	Total undiscounted cash flow 未貼現現金 流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 31 March 2025 Trade and other payables Lease liabilities Borrowings (note)	於二零二五年三月三十一日 貿易及其他應付款項 租賃負債 借款(附註)	(157,670) (3,168) (31,037)	(5,084) -	(157,670) (8,252) (31,037)	(157,670) (7,670) (30,481)
		(191,875)	(5,084)	(196,959)	(195,821)
As at 31 March 2024 Trade and other payables Lease liabilities Borrowings (note)	於二零二四年三月三十一日 貿易及其他應付款項 租賃負債 借款(附註)	(85,673) (856) (60,893)	– (571) (2,035)	(85,673) (1,427) (62,928)	(85,673) (1,327) (60,505)
		(147,422)	(2,606)	(150,028)	(147,505)

Note:

Borrowings of HK\$28,375,000 (2024: HK\$58,400,000) with a repayment on demand clause are included in the "on demand or within one year" time band in the above maturity analysis. Taking into account the Group's financial position, the directors do not believe that it is probable that the bank will exercise its discretionary right to demand immediate repayment. The directors believe that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the principal and interest cash outflows computed using contractual rates with scheduled repayment dates within one year time-band amounted to HK\$28,897,000 (2024: within one year time-bank amounted to HK\$1,907,000 and within second year time-bank amounted to HK\$24,867,000).

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular, its cash resources and other liquid assets that readily generate cash. The Group's existing cash resources and other liquid assets significantly exceed the cash outflow requirements.

附註

附帶按要求償還條款的借款28,375,000港元(二零二四年:58,400,000港元)計入上述到期分析「按要求或於一年內」時間段內。考慮到本集團的財務狀況,董事認為,銀行不大可能行使其酌情權數求即時還款。董事認為,有關銀行質之款,將按照貸款協議所載計劃還款日期為一年以內的有關款項達1,907,000港元,而兩年以內的有關款項則達24,867,000港元)。

本集團於評估及管理流動資金風險時會 考慮來自金融資產的預期現金流量,尤 其是可隨時產生現金的現金資源及其他 流動資產。本集團現有的現金資源及其 他流動資產的金額顯著超逾現金流出規 定的金額。

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32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.6 Fair value measurement of financial instruments

The carry amounts of the Group's financial assets and liabilities are not materially different from their fair values as at 31 March 2025 and 2024 due to their short maturities.

33. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods and services commensurately with the level of risk.

The Group actively and regularly reviews its capital structure and makes adjustments in light of changes in economic conditions. The Group monitors its capital structure on the basis of the gearing ratio. For this purpose, gearing ratio is calculated based on total borrowings divided by the total equity as at the end of each reporting period and multiplied by 100%. Total borrowings include bank loans, corporate bond and lease liabilities. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

The gearing ratio at the end of each reporting period was:

32. 財務風險管理及公平值計量(續)

32.6 金融工具之公平值計量

由於年期較短,本集團金融資產及 負債之賬面值與其於二零二五年及 二零二四年三月三十一日之公平值 並無重大差異。

33. 資本管理

本集團資本管理旨在確保本集團仍能持續 經營並透過配合風險水平的商品及服務定 價,為股東提供豐裕回報。

本集團積極定期檢討其資本架構並就經濟狀況變動而作出調整。本集團基於資產負債比率監察其資本架構。就此而言,資債比率按各報告期末的借款總額額包養額額,公司債券及租賃負債。管理人。 透過審議資金成本及各類資本有關的能調整支付予股東的股息金額、發行新股別的股惠。 整支付予股東的股息金額、發行新股份售資產以減低債務。

於各報告日期末的資產負債比率為:

		2025 二零二五年 HK\$′000 千港元	2024 二零二四年 HK\$'000 千港元
Total borrowings Borrowings Lease liabilities	借款總額 借款 租賃負債	30,481 7,670	60,505 1,327
Total equity	權益總額	38,151 317,778	61,832 267,835
Gearing ratio	資產負債比率	12.0%	23.1%

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34. EVENT AFTER REPORTING DATE

On 13 June 2025, Dragon Rise Auto Services Limited, a non-wholly-owned subsidiary of the Company, entered into a strategic cooperation framework agreement with (i) an automotive trader, (ii) a mobile energy solutions provider, and (iii) a digital energy service provider to jointly promote the development of new energy industry in Hong Kong by constructing energy replenishment infrastructure and promoting electrification in transportation with an aim to establish a comprehensive battery-swapping network. For details, please refer to the Company's announcements dated 17 June 2025.

34. 報告期後事項

於二零二五年六月十三日,本公司非全資附屬公司龍昇汽車服務有限公司與(i)一間汽車貿易商:(ii)一間流動能源解決方案供應商;及(iii)一間數字能源服務供應商訂立戰略合作框架協議,以透過建設能源補充基礎建設及推動交通電氣化,共同於香港推動新能源產業發展,致力建立完善的電池更換網絡。詳情請參閱本公司日期為二零二五年六月十七日的公佈。

SUMMARY OF FINANCIAL INFORMATION 財務資料概要

The financial summary of the Group for the last five years is set as 本集團過往五年的財務概要載列如下:follows:

		For the year ended 31 March 截至三月三十一日止年度				
		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元 (Restated) (經重列)	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue Direct costs	收益 直接成本	1,314,136 (1,265,827)	945,852 (906,389)	786,209 (762,014)	613,617 (594,243)	922,888 (936,164)
Gross profit/(loss) Other gains/(losses), net Administrative expenses Reversal/(provision) of ECL allowance	毛利/(毛損) 其他收益/(虧損),淨額 行政開支 撥回/(計提)貿易應收款項及合約	48,309 2,228 (36,834)	39,463 (177) (27,759)	24,195 7,127 (22,023)	19,374 1,814 (18,958)	(13,276) 15,450 (21,143)
on trade receivables and contract assets, net Finance costs	資產的預期信貸虧損撥備,淨額 財務成本	246 (3,448)	(3,733) (1,000)	(74) (186)	336 (547)	(1,071) (771)
Profit/(loss) before income tax Income tax (expense)/credit	除所得税前溢利/(虧損) 所得税(開支)/抵免	10,501 (3,351)	6,794 (2,626)	9,039 (1,116)	2,019 5,412	(20,811) 701
Profit/(loss) and total comprehensive income/(loss) for the year	年度溢利/(虧損)及全面收益/ (虧損)總額	7,150	4,168	7,923	7,431	(20,110)
Other comprehensive gain: Items that may be reclassified subsequently to profit or loss: Exchange differences on translation of overseas operations	其他全面收益: <i>其後可能重新分類至損益計 算表的項目:</i> 換算海外業務的匯兑差額	(231)	27		_	
Total comprehensive income/(loss) for the year attributable to equity holders of the Company	本公司權益持有人應佔之年度全面收益/(虧損)總額	6,919	4,195	7,923	7,431	(20,110)
Earnings/(loss) per share attributable to equity holders of the Company: Basic and diluted	本公司股權持有人應佔每股盈利/ (虧損): 基本及攤薄	3.98 cents 仙	2.36 cents 仙	0.66 cents 仙	0.62 cents 仙	(1.68) cents 仙

	As at 31 March 於三月三十一日				
	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元 (Restated) (經重列)	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK \$ ′000 千港元	2021 二零二一年 HK \$ ′000 千港元
Assets and Liabilities 資產及負債 Non-current assets 非流動資產 Current assets 流動資產 Non-current liabilities 非流動負債 Current liabilities 流動負債	26,450 489,511 5,817 192,366	26,622 392,558 4,312 147,033	39,827 268,198 1,395 43,348	50,263 247,600 - 42,504	52,578 249,529 5,562 48,617
Total equity 總權益	317,778	267,835	263,282	255,359	247,928

