



WINEFAIR INVESTMENT COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock Code: 0287)

The background of the entire page is a monochromatic orange-red color. It features a wireframe illustration of a city skyline, with various skyscrapers and buildings. The buildings are rendered as white outlines, creating a sense of depth and perspective. The skyline is reflected on a glossy, horizontal surface that appears to be a road or a body of water, with the reflection being slightly offset and dimmer than the original. The overall effect is modern and architectural.

2024/2025 ANNUAL REPORT

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CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Mr. Ng Tai Wai
Mr. Ng Tai Yin, Victor

NON-EXECUTIVE DIRECTORS

Mr. So Kwok Leung
Mr. So Kwok Wai, Benjamin
Ms. Ng Kwok Fun

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Ng Chi Yeung, Simon
Ms. Chan Suit Fei, Esther
Mr. Heng Pei Neng, Roy

AUDITOR

BDO Limited
Certified Public Accountants
Registered Public Interest Entity Auditor

SOLICITORS

Dentons Hong Kong LLP
Lo, Wong & Tsui
Simon Reid-Kay & Associates

PRINCIPAL BANKERS

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

COMPANY SECRETARY

Ms. MIMOONA MA

SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17/F, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

501-2, 5/F, Lee Kiu Building
51 Jordan Road
Kowloon

CORPORATE WEBSITE

<http://www.winfairinvestment.com>

CHAIRMAN'S STATEMENT

On behalf of the board of directors (the "Board") of Winfair Investment Company Limited (the "Company", together with its subsidiaries, the "Group"), I am delighted to report the Group's financial results and activities for the year ended 31 March 2025.

RESULTS AND DIVIDENDS

For the year under review, the revenue of the Group increased by approximately HK\$1,394,000 (or 7.0%), to approximately HK\$21,447,000, as compared to the preceding year. The Group recorded a loss of approximately HK\$74,716,000, representing an increase in loss of approximately HK\$24,967,000 (or 50.2%), as compared to the preceding year. The increase in loss was mainly due to an increase in fair value loss on investment properties.

In January 2025, an interim dividend of HK\$0.02 per share was paid. The Board now recommends a final dividend of HK\$0.12 per share, totaling HK\$4,800,000. Subject to approval by the shareholders of the Company at the forthcoming annual general meeting, such dividend will be payable on or about 29 September 2025.

BUSINESS REVIEW

KEY PERFORMANCE INDICATORS

	2025	2024	Improve/ (decline)	Improve/ (decline)
	HK\$	HK\$	HK\$	
Revenue	21,446,588	20,052,902	1,393,686	7.0%
Loss before tax	(73,076,584)	(48,318,092)	(24,758,492)	(51.2%)
Fair value gain/(loss):				
– Investment properties	(108,906,023)	(48,900,000)	(60,006,023)	(122.7%)
– Equity instruments at fair value through profit or loss ("equity instruments at FVTPL")	18,497,208	(15,085,055)	33,582,263	222.6%
Loss after tax	(74,715,680)	(49,748,225)	(24,967,455)	(50.2%)
EBITDA	(72,795,239)	(47,563,721)	(25,231,518)	(53.0%)
ROCE [#]	(6.99%)	(4.29%)	(2.70%)	(62.9%)
Loss per share	(1.87)	(1.24)	(0.63)	(50.8%)

[#] Return on Capital Employed (ROCE) = Loss before tax and interest divided by average capital employed

The increase in loss of approximately HK\$24,967,000 was mainly due to an increase in fair value loss on investment properties during the year.



CHAIRMAN'S STATEMENT

BUSINESS REVIEW *(Continued)*

PROPERTY LEASING

The rental income of the Group for the year ended 31 March 2025 was approximately HK\$15,262,000, representing an increase of approximately HK\$619,000 (or 4.2%), as compared to the preceding year. The increase was mainly due to an increase in occupancy rate.

Excluding a recurring valuation gain or loss of investment properties, the leasing segment recorded a profit of approximately HK\$10,883,000 for the year ended 31 March 2025, representing an increase of approximately HK\$427,000 (or 4.1%), as compared to the preceding year.

A persistent high interest rate, an increase in northbound consumption trend, tightening policy implemented by the banks and other uncertain external factors have brought challenges to economic recovery and Hong Kong property market sentiment remained cautious during the year ended 31 March 2025. Even though the HIBOR has been reduced from approximately 4% to less than 1% since May 2025, the property market sentiment remains weak due to an over-supply of property and a lack of confidence in the property market. Also, the economic recovery has been weaker-than-expected due to a trade war and tariff issues initiated by the U.S. government which affect Hong Kong's exports. Given the above-mentioned unfavourable factors and uncertainties, the redevelopment project at No. 31 Fuk Tsun Street ("FTS Project") will be put on hold to minimize negative impacts on shareholders' interests, but the Group will continue to take due care to assess the cost and benefit of the FTS Project and review the market changes from time to time. The Group will relaunch and speed up the redevelopment plan, if and when the directors consider it appropriate, subject to prevailing market conditions.

The Group recorded a fair value loss on investment properties of approximately HK\$108,906,000 (2024: HK\$48,900,000) during the year under review. As at 31 March 2025, the Group's investment properties portfolio amounted to HK\$747,800,000 (2024: HK\$856,700,000).

PROPERTY DEVELOPMENT

For the year ended 31 March 2025, the Group recorded no fair value gain or loss (2024: fair value loss of HK\$130,000) on property held for future development.

As at the date of this report, there was no significant progress on the development.

CHAIRMAN'S STATEMENT

BUSINESS REVIEW *(Continued)*

SHARE INVESTMENTS AND DIVIDEND INCOME

Dividend income for the year ended 31 March 2025 increased by approximately HK\$774,000 (equivalent to approximately 14.3%) to HK\$6,185,000, as compared to the preceding year.

During the year under review, the Group recorded a fair value gain on equity instruments at FVTPL of approximately HK\$18,497,000 (2024: fair value loss of HK\$15,085,000) and a fair value gain on equity instruments at fair value through other comprehensive income ("equity instruments at FVTOCI") of approximately HK\$10,396,000 (2024: fair value loss of HK\$10,241,000) which were recorded in the consolidated statement of profit or loss and other comprehensive income respectively. As at 31 March 2025, the Group's listed share investment portfolios had an aggregate fair value of approximately HK\$126,807,000 (2024: HK\$95,328,000).

Details of the top five of the Group's share investment portfolios as at 31 March 2025 for long-term investment and trading purposes are set out in Table 1 and Table 2 below, respectively:

Table 1: Details of the Top Five in the Group's Share Investment Portfolio for Long-Term Investment Purpose

	Stock code	Stock name	Principal Business	Investment Costs (HK\$'000)	Fair value at 31.3.2025 (HK'000)	Proportional to total assets of the Group	Fair value gain/(loss) during the year (HK\$'000)	Dividend income (HK\$'000)
1.	388	Hong Kong Exchanges and Clearing Limited	Financials	9,602	16,043	1.6%	5,444	431
2.	2	CLP Holdings Limited	Utilities	9,023	10,461	1.0%	173	520
3.	1398	Industrial & Commercial Bank of China Limited ("ICBC") – H Shares	Financials	6,881	6,655	0.7%	1,922	531
4.	386	China Petroleum & Chemical Corporation – H shares	Energy	7,030	4,715	0.5%	(391)	392
5.	1	CK Hutchison Holdings Limited	Conglomerates	9,479	4,383	0.4%	596	247
		Other securities (note (1))		26,472	18,116	1.8%	2,652	888
		Total		68,487	60,373	6.0%	10,396	3,009

Note (1): Other securities included ten stocks listed on the Hong Kong Stock Exchange, five of which were current constituents of the Hang Seng Index and their principal businesses mainly included property and construction, conglomerates, financials, and information technology.

Note (2): The Group held less than 1% interest in the issued share capital for each underlying company.

CHAIRMAN'S STATEMENT

BUSINESS REVIEW *(Continued)*

SHARE INVESTMENTS AND DIVIDEND INCOME *(Continued)*

Table 2: Details of the Top Five in the Group's Share Investment Portfolio for Trading Purpose

Table 21 Details of the Top Five in the Group's Share Investment Portfolios for Trading Purposes								
Stock code	Stock name	Principal business	Investment Costs (HK\$'000)	Fair	Proportional	Fair value	Dividend income (HK\$'000)	
				value at 31.3.2025 (HK'000)	to total assets of the Group	gain during the year (HK\$'000)		
1.	9988	Alibaba Group Holdings Ltd – SW	Information Technology	20,312	12,160	1.2%	5,486	153
2.	2628	China Life Insurance Co. Ltd. – H Shares	Financials	14,962	12,000	1.2%	4,488	496
3.	3988	Bank of China – H Shares	Financials	6,556	8,292	0.8%	2,581	620
4.	1398	ICBC – H Shares	Financials	8,388	7,202	0.7%	2,080	574
5.	914	Anhui Conch Cement Co. Ltd. – H shares	Energy	11,558	5,060	0.5%	1,316	218
		Other securities (note (1))		43,762	21,719	2.1%	2,546	1,115
		Total		105,538	66,433	6.5%	18,497	3,176

Note (1): Other securities included 22 stocks listed on the Hong Kong Stock Exchange, eight of which were current constituents of the Hang Seng Index and their principal businesses were properties and construction, financials, energy, consumer staples, automobile, utilities and real estate investment trusts (REIT).

Note (2): The Group held less than 1% interest in the issued share capital for each underlying company.

LIQUIDITY AND FINANCIAL RESOURCES

During the year under review, all of the Group's bank borrowings of approximately HK\$16,295,000 as at 31 March 2024, which were denominated in Hong Kong dollars and at floating interest rates, were fully repaid in accordance with the repayment schedules as set out in the respective loan agreements. As a result, the Group's gearing ratio, which was taken as bank borrowings to total shareholders' equity, dropped from 1.5% to 0 compared to the preceding year.

Cash held by the Group as at 31 March 2025 amounted to approximately HK\$132,365,000 (2024: HK\$140,604,000). The Group's outstanding capital commitments for property redevelopment projects, which were contracted but not provided for, were HK\$12,050,000. The capital expenditures for redevelopment projects are expected to be partly funded by internal resources and partly funded by construction loans. The management of the Group continues to operate under a prudent financial policy and will implement all necessary measures to ensure that the Group maintains adequate cash and appropriate credit facilities to meet its future operating and project development expenditure. The Group will continue to closely monitor the market changes especially in interest rate trends, policies implemented by the Hong Kong Monetary Authority and the Hong Kong Government, and the banker's lending attitude towards the real estate business. The Group will arrange new credit facilities for the Group's property development when the Group considers it in the best of the shareholders as a whole. In the long run, the Group will continue to adopt an optimal financial structure for the best interests of its shareholders in light of changes in economic conditions.

The Group did not have any financial instruments for hedging purposes during the years ended 31 March 2025 and 2024.

CHAIRMAN'S STATEMENT

BUSINESS REVIEW *(Continued)*

ASSETS PLEDGED

As at 31 March 2025, no assets of the Group were pledged to bank to secure general banking facilities granted to the Group. As at 31 March 2024, the Group's investment properties with an aggregate carrying value of HK\$61,300,000 were pledged to a bank to secure general banking facilities granted to the Group.

CONTINGENT LIABILITIES

The Group did not have any contingent liabilities as at 31 March 2025 and 2024.

RISK AND UNCERTAINTY

The Group operates in an ever-changing business and economic environment. The Group's business, financial condition and results of operation are subject to various business risks and uncertainties.

ECONOMIC RISK

The volatility in the U.S. and worldwide credit and financial markets, rising energy costs, inflationary pressure, a continuation of high interest rate environment, trade war, political turbulence, and geopolitical risk have increased the uncertainty of global economic prospects, economic growth and financial markets. The Group's results of property leasing, property development and securities investment would be adversely affected. This also increases the cost of property development and finance costs on bank borrowings.

REGULATORY AND COMPLIANCE RISK

The Group is exposed to and subject to extensive government policies and regulations in Hong Kong.

The value of properties may fluctuate according to property market trends and policies implemented by the Hong Kong Government, which may change from time to time. All demand-side management measures for residential properties in Hong Kong have been cancelled since late February 2024, which may potentially stimulate the number of transactions. In addition, "Interim Housing" and "Lantau Tomorrow Vision" would have an impact on the local property market environment. Those regulatory measures and policies/vision will affect the Group's decision on the acquisition of property for redevelopment and investment purposes. The Group would consider all risk factors as included in this section of "Risk and Uncertainty" when considering potential investment opportunities. The Group expects that the property market will be exposed to these risks.

For each potential material investment, a feasibility assessment will be carried out before the proposed acquisition, and focus will be placed on long-term prospects instead of short-term prospects. The Group would invest in capital expenditure and raise long-term borrowings based on periodic feasibility assessment in line with the market. The strategic risk regarding capital expenditure and financial arrangement is of significance nowadays and the Group will remain cautious and prudent in its investment and borrowing to minimize such risk.

RISK ARISING FROM CHANGE IN CONSUMPTION PATTERNS/CHANGE IN POPULATION

The net population movement will affect the local economic recovery, the rental yield and property market in Hong Kong.

The change in consumption patterns such as an increase in digital/online consumption and northbound consumption will also affect the business environment and consequently indirectly affect the performance of the Group. The value of properties and rental yield will be adversely affected.



CHAIRMAN'S STATEMENT

BUSINESS REVIEW *(Continued)*

RISK AND UNCERTAINTY *(Continued)*

PROJECT RISK

The value of the property is generally subject to prevailing market conditions, expected and recent interest rate trend, expected construction costs and income and the bankers' lending policy or attitudes. The continued tightening of lending policies by the banks in Hong Kong has created obstacles to commence the redevelopment project. High interest rate increases construction costs. If the project is carried out under a high interest rate environment and economic downturn, the Group expects that the project risk, liquidity risk and risk of delay are very high. The Group will assess redevelopment feasibility regularly based on market conditions and review the market trend from time to time. The Group must be cautious and prudent in carrying out projects and borrowing in order to reduce these risks.

PRICE RISK

The actual and expected global and mainland China economic growth and global/local political factors affect the value and performance of listed shares in Hong Kong. Due to the unpredictable ever-changing economic and geopolitical environment, the securities market is expected to be more volatile. Volatility in the securities market may affect the value and composition of shares in the Group's investment portfolio, resulting in timely buy/sell decisions in response to rapidly changing market conditions. The commercial risk in the equity market is safeguarded to a certain extent by the long-established expertise and experience of the Group in securities investment. Details of the Group's price risk management are set out in note 35(d) to the Group's consolidated financial statements.

FINANCIAL RISK

The Group is also subject to credit risk, liquidity risk, and interest rate risk in the normal course of the Group's business. Particulars of financial risk management of the Group are set out in note 35 to the Group's consolidated financial statements.

The Group has no significant exposure to foreign currency risk or fluctuations in exchange rates as the Group's business activities are solely operated in Hong Kong and mainly dominated in Hong Kong Dollars.

CLIMATE CHANGE RISK

The Group may face risks associated with climate change in the long run. Possible rise in sea level resulting from ice melting, severe and frequent typhoon or extreme weather such as flooding or drought, and tsunami resulting from earthquake may arise due to climate change. These possible outcomes may not only be detrimental to physical properties or buildings but also affect the living standards of the global population. Particulars of climate change risk management are set out in the section headed "Climate Change" of the Environmental, Social and Governance Report ("ESG Report") on page 30 of this annual report.

BUSINESS MODEL AND STRATEGY

The core business of the Group focuses on property investment and development in Hong Kong. The Group's strategy for generating and preserving shareholder value is to invest in properties that offer reasonable returns. The Group continues to pursue growth opportunities and make appropriate adjustments to its property investment portfolio.

The Group also focuses on securities investment. The Group's strategy for generating and preserving shareholder value is to adopt a prudent investment policy on securities which have long-term potential growth. The Group continues to exercise prudent and disciplined financial management to ensure sustainable growth.

CHAIRMAN'S STATEMENT

EMPLOYEE AND EMOLUMENT POLICY

As at 31 March 2025, the Group had four (2024: four) employees (excluding two executive directors). The Company's emolument policy is to ensure that the remuneration offered to employees, including executive directors and senior management, is commensurate with their skills, knowledge, responsibilities and involvement in the Company's affairs. The remuneration packages of the Group's employees are periodically reviewed objectively and determined based on each individual's performance. During the year ended 31 March 2025, the total staff costs (including directors' emoluments) were approximately HK\$4,569,000 (2024: HK\$4,453,000).

ENVIRONMENTAL POLICY

The principal activities of the Group are property and shares investment, property development and securities dealings. As the Group has not directly engaged in the construction of property during the year, it considers that it has not operated in any environmentally sensitive business during the year. The "Environmental Policy" was formulated by the Group as a guide for the environmental protection practices in the Group's operations during the year.

For its daily operations, the Group continues to implement feasible measures to reduce paper and electricity consumption in the office. Also, the Group is inclined to let out its properties to eligible tenants with tendencies to carry out environmentally sustainable business practices. The Group believes that the existing laws and regulations do not have any significant adverse effect on the Group's principal activities during the year ended 31 March 2025. Disclosure relating to the Group's environment policy and performance is set out in the section headed "Environmental" of the ESG Report on pages 28 to 36 of this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group continues to commit to compliance with relevant laws and regulations in Hong Kong, such as the Companies Ordinance, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), and other local laws and regulations implemented by the Hong Kong Government. The Group believes the existing laws and regulations do not have any significant adverse effect on the Group's principal activities during the year ended 31 March 2025. There was no confirmed non-compliance incident resulting in fines or prosecution during the year ended 31 March 2025.

STAKEHOLDERS OTHER THAN MEMBERS

The success of the Group hinges on the knowledge, skill, drive, passion, and enthusiasm of its employees. To enhance the value for shareholders of the Company, the Group engages its employees in its recruitment plan to ensure that the right individuals are in place, combining the right mix of skill and experience.

The Group recognises the importance of health and safety, and is committed to providing a safe and healthy environment for its employees and tenants. Also, the Group recognises the importance of maintaining a good long-term relationship with its core business stakeholders such as employees, tenants, agents, repairs sub-contractors, other professional bodies, who are all important to the development of the Group's business. The Group has established at least 10 years of good relationship with its largest tenant, with good creditability. Also, half the number of employees has worked with the Group for at least 10 years.



CHAIRMAN'S STATEMENT

PROSPECTS

Looking ahead, the Company's business will face more challenges due to uncertain geopolitical environment and trade wars among different countries. Also, northbound consumption has become a norm that adversely affects the amusement, retail and catering businesses in Hong Kong. In addition, due to an excessive supply of residential flats in Hong Kong and economic uncertainty, the Hong Kong property market remains weak. Even though a HIBOR has dropped from approximately 4% to less than 1% since May 2025, bankers remain more conservative in their lending policies to property developers under unfavourable economic environment. In the short to medium term, the property market is expected to remain under pressure and the securities market to remain volatile. We will keep monitoring the market sentiment, interest rate trends, lending attitudes of banks, and make appropriate decisions in each business segment and property development plans which would be in the best interest of the shareholders of the Company. When appropriate, the Group will negotiate loan arrangements with banks to get the redevelopment projects back on track.

APPRECIATION

I appreciate the support and co-operation of my fellow directors and staff of the Group and thank them for their dedicated services and contribution.

Ng Tai Wai

Chairman

Hong Kong, 24 June 2025

CORPORATE GOVERNANCE REPORT

CORPORATE CULTURE

The Company is committed to developing a positive and progressive culture across the organization, allowing the Company's employees to meet their potential and enabling the Company to attain sustainable growth and success.

It is the Board's role to foster a corporate culture and to ensure its alignment and consistency with the purpose, vision and values of the Group as defined and established by the Board. The Board ensures the effectiveness and adequacy of the corporate governance system. The management of the Group communicates the Company's values and culture to all level of staff through effective engagement and clear communication of the Group's strategy and business developments. All staff work together to build the Group's culture.

The Group continues to strive to maintain a high standard of business ethics and corporate governance across the organisation. The Directors, management and staff are all required to act lawfully, ethically and responsibly when they conduct the Company's business affairs.

The Group's corporate culture and values are reflected in the Group's practice and/or written policies or guidelines, including but not limited to whistleblowing policy and anti-corruption policy.

The Board is satisfied that the purpose, value and strategic directions of the Group were aligned with its culture during the year ended 31 March 2025. The Board ensures the Group will from time to time review the policies and practice ensuring the corporate culture and value are aligned with objectives of the Group. In the long run, the Group believes that shareholder value will be maximised and the employees will benefit as well.

CORPORATE GOVERNANCE PRACTICE

The Company is committed to maintaining the highest standards of corporate governance practice emphasising transparency, independence and accountability. The Board believes that good corporate governance practices better safeguard the assets and protect the interests of the shareholders of the Company.

The Company has devised and adopted its own code of practice which follows all Code Provisions and some of the Recommended Best Practices under the Corporate Governance Code ("the Code") contained in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), except for the deviations described below.

Save for the exceptions set out below, the Company has complied with all Code Provisions of the Code throughout the year ended 31 March 2025 and up to the latest practicable date prior to the publication of this annual report:

1. The Group has not designated any chief executive. Generally, prior approvals by all executive directors are required for all strategic decisions and are confirmed in formal board meetings or via written board resolutions. The Group believes that the existing organisation and decision making procedures are adequate for the Group to cope with the ever-changing economic environment; and
2. The Group has not arranged insurance cover in respect of legal action against its directors as the Board considers that there is prudent management policy currently in place. However, the need for insurance policy will be reviewed from time to time.



CORPORATE GOVERNANCE REPORT

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix C3 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Specific enquiries were made of all directors and the directors have confirmed that they have complied with the required standard set out in the Model Code throughout the year ended 31 March 2025.

BOARD OF DIRECTORS

The Board comprises two executive directors (one of whom is the Chairman of the Board), three non-executive directors and three independent non-executive directors. Biographical details of the directors and the familial relationship between the directors are set out in the section headed "Directors and Senior Management" on pages 42 to 43 of this annual report.

The Board is responsible for formulation of the Group's strategy, overseeing the management of the business and affairs of the Company. The Board has delegated the following responsibilities to the management of the Group which is overseen and led by the two executive directors. These responsibilities include implementation of the decisions of the Board; supervision and monitoring of daily operations; monitoring and safeguarding the Group's assets, and making recommendations on the Group's development. As per the Company's general practice, prior approvals by all executive directors are required for all strategic decisions such as acquisitions and disposals of the Group's assets. The major decisions are then confirmed in formal board meetings or under written resolutions. The management reports to the Board on their work and business decisions in regular meetings. The key and important decisions including approval of interim and annual results, directors' report, corporate governance report, environmental, social and governance report, dividend policy and nomination of directors are fully discussed at board meetings. Other issues reserved to the full board for decision include any matters involving a conflict of interest of a substantial shareholder or director, major transactions involving acquisition or disposals of assets, investment and capital projects, treasury policies, risk management policies and key human resources issues.

Regarding the full board meetings held during the year, the directors received at least 14 days prior written notice of the relevant meeting and an agenda with supporting paper(s) no less than three days prior to the meeting. With respect to other ad hoc meetings, the directors will be given as much notice as is reasonable and practicable in the circumstances.

CORPORATE GOVERNANCE REPORT

BOARD OF DIRECTORS *(Continued)*

During the year ended 31 March 2025, four full board meetings were held with 100% attendance rate. Individual attendance of the directors is shown in the following table:

Table – Number of board meetings, committee meetings and Annual General Meeting (“AGM”) attended by each director during the year ended 31 March 2025

	Scheduled board meetings (i)	Audit committee meetings (ii)	Remuneration committee meeting	Nomination committee meeting	Corporate governance committee meeting	AGM 2024 (ii)
Executive directors						
Mr. Ng Tai Wai (<i>Chairman</i>)	5/5	N/A	1/1	N/A	1/1	1/1
Mr. Ng Tai Yin, Victor	4/4	N/A	N/A	1/1	N/A	1/1
Non-executive directors						
Mr. So Kwok Leung (iv)	4/4	N/A	N/A	N/A	0/1	0/1
Mr. So Kwok Wai, Benjamin	4/4	3/3	N/A	N/A	N/A	1/1
Ms. Ng Kwok Fun	4/4	N/A	N/A	N/A	1/1	1/1
Independent non-executive directors						
Dr. Ng Chi Yeung, Simon	5/5	3/3	1/1	1/1	1/1	1/1
Ms. Chan Suit Fei, Esther	5/5	3/3	1/1	1/1	1/1	1/1
Mr. Heng Pei Neng, Roy	5/5	3/3	1/1	1/1	1/1	1/1

- (i) Included one meeting held by the Chairman and independent non-executive directors without the attendance of the executive directors in February 2025.
- (ii) External auditors also attended the meetings.
- (iii) 4/4 denotes attendance of four out of a total of four meetings, and so on.
- (iv) Mr. So Kwok Leung was absent from AGM 2024 due to sickness.
- (v) N/A – not applicable

BOARD INDEPENDENCE

Currently, there are three independent non-executive directors in the Board, which represents more than one-third of the Board members and at least one of the independent non-executive directors has appropriate professional qualifications, or accounting or related financial management expertise.

As at 31 March 2025, two long-serving independent non-executive directors, namely Dr. Ng Chi Yeung, Simon and Ms. Chan Suit Fei, Esther, have served the Board for more than nine years. Save for their roles as independent non-executive directors, they do not hold any executive or management role and are not involved in the daily management of the Company and the Group, nor do they have any relationship, nor are there any circumstances which would interfere with the exercise of their independent judgement. The Board is satisfied that they meet the independence requirements of the Listing Rules notwithstanding the length of their service with the Company.

The Company has received confirmations from each of the independent non-executive directors as regards their independence with respect to the Company for the year and considers that each of the independent non-executive directors is independent from the Company. The Board is satisfied that they meet the independence requirements of the Listing Rules.



CORPORATE GOVERNANCE REPORT

BOARD OF DIRECTORS *(Continued)*

MECHANISMS ENSURING INDEPENDENT VIEWS AND INPUT ARE AVAILABLE TO THE BOARD

The Company has established mechanisms to ensure independent views and input are available to the Board.

The Company reviews, from time to time, if the Company meets the minimum threshold of the total number of independent non-executive directors as required under the Listing Rules. The recruitment process of the Company shall strictly adhere to the Nomination Policy. When considering the new appointment or re-appointment of independent non-executive directors, the Company shall take into account the factors as set out in the section of “Selection criteria and board diversity” under the section headed “Nomination Policy” in this Corporate Governance Report. The Board (and the Nomination Committee) shall assess the independence of independent non-executive directors with reference to the independence criteria as set out in the Listing Rules on an annual basis to ensure that they can continually exercise independent judgement. Each independent non-executive director is also required to inform the Company as soon as practicable if there is any change in his/her personal particulars that may materially affect his/her independence. In light of the amendments to the Corporate Governance Code effective from 5 July 2025 (“Amended CG Code”), the Company must not have any long-serving independent non-executive director on the Board by the first AGM held after 1 July 2031. To comply with the Amended CG Code, the Board and the Nomination Committee will develop a succession plan for the existing long-serving independent non-executive directors.

At the time of new appointment, all independent non-executive directors are invited and appointed as chairman or member of all the Board Committees of the Company. The Board believes that independent views and input can be made available to each board committee and subsequently referred to the Board. Occasions may arise when directors consider that they need professional advice in the furtherance of their duties as directors. The independent non-executive directors (as other directors) can seek advice from external professional advisers to discharge his/her duty at the Company’s expense, where necessary. Also, the Chairman of the Board shall hold a meeting at least annually with the independent non-executive directors without the presence of other directors to discuss major issues and any concerns. Each member of the Board (including independent non-executive directors) is required to ensure that he/she can give sufficient time and attention to the affairs of the Company and contribute to the development of the Company’s strategy and policies through independent, constructive and informed comments.

The Board believes that this mechanism ensuring independent views and input are available to allow strong independent elements on the Board.

The Board has reviewed the implementation and effectiveness of this mechanism on an annual basis and the Board considered the mechanism was effective during the year ended 31 March 2025.

CORPORATE GOVERNANCE REPORT

BOARD OF DIRECTORS *(Continued)*

DEVELOPMENT AND TRAINING

Development and training of the directors is an ongoing process to ensure that the directors are able to perform their duties appropriately. The company secretary regularly circulates details of training courses and other regulatory updates which are related to the Company's business. All directors are encouraged to attend relevant training courses.

The Board has received the training record of all directors. Details of continuous professional development are set out below:

	Attending expert briefings/ seminars/webinars/ conferences/forums relevant to the business or directors' duties	Reading regulatory updates, journals/articles/materials, etc
Mr. Ng Tai Wai <i>(Chairman)</i>		✓
Mr. Ng Tai Yin, Victor		✓
Mr. So Kwok Leung		✓
Mr. So Kwok Wai, Benjamin	✓	✓
Ms. Ng Kwok Fun	✓	✓
Dr. Ng Chi Yeung, Simon	✓	✓
Ms. Chan Suit Fei, Esther	✓	✓
Mr. Heng Pei Neng, Roy	✓	✓

CHAIRMAN AND CHIEF EXECUTIVE

Mr. Ng Tai Wai is the Chairman of the Board and none of the directors has been designated as chief executive during the year ended 31 March 2025.

During the year ended 31 March 2025, the Chairman directed the company secretary to draw up the agenda for each board meeting. With the assistance of the directors and the company secretary, the Chairman ensured that all directors were properly briefed on the issues discussed at the Board meetings and all directors received adequate, complete and reliable information in a timely manner.

The role of chief executive was jointly performed by the two executive directors. The responsibilities include: leading the management; implementing and reporting to the Board on the Company's strategy; monitoring the performance of day-to-day management; establishing, maintaining and periodically reviewing proper internal controls, disclosures and procedures; and discharging the duties delegated by the Board.



CORPORATE GOVERNANCE REPORT

NON-EXECUTIVE DIRECTORS

In accordance with the Company's articles of association, the non-executive and independent non-executive directors of the Company are not subject to specific terms of appointment as they are subject to retirement by rotation and re-election at the AGM of the Company.

REMUNERATION COMMITTEE

The Remuneration Committee consists of three independent non-executive directors and one executive director. The terms of reference of the Remuneration Committee align with the code provisions of the Code and are available on the websites of The Stock Exchange of Hong Kong Limited (the "Exchange") and the Company. The main duties of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives. The Remuneration Committee also reviews the existing remuneration packages of the executive directors, non-executive directors and senior management, and makes appropriate recommendations to the Board. Staff remuneration is determined by the Group's management by reference to their qualification, work experience, performance and prevailing market conditions.

The chairman of the Remuneration Committee is Dr. Ng Chi Yeung, Simon and the committee members are Ms. Chan Suit Fei, Esther, Mr. Heng Pei Neng, Roy and Mr. Ng Tai Wai.

During the year ended 31 March 2025, one committee meeting was held at which there was a 100% attendance rate. Individual attendance of each committee member is shown on page 13 of this annual report under the section headed "Board of directors".

The work performed by the Remuneration Committee during the year ended 31 March 2025 included the following:

- reviewing the policy for the remuneration of executive directors;
- reviewing the terms of the directors' appointment letters;
- assessing performance of executive directors; and
- making recommendation on the salary for all executive directors and senior management of the Group.

EMOLUMENT POLICY

The Company's emolument policy is to ensure that the remuneration offered to employees including executive directors and senior management is commensurate with each individual's skill, knowledge, responsibilities and involvement in the Company's affairs. The remuneration packages of executive directors are also determined by reference to the Company's performance and profitability, remuneration level in the industry, the prevailing market conditions and the performance and contribution from each director. The emolument policy for non-executive directors is to ensure that the non-executive directors are adequately compensated for their efforts and the time dedicated to the Company's affairs, including their participation in the Board committees. Individual directors and senior management are not involved in the determination of their own remuneration.

CORPORATE GOVERNANCE REPORT

NOMINATION COMMITTEE

The Nomination Committee consists of three independent non-executive directors and one executive director. The terms of reference of the Nomination Committee align with the code provisions of the Code and are available on the Exchange's and the Company's websites. The main duties of the Nomination Committee include formulating the nomination policy for the Board's consideration and implementing and regularly reviewing such policy and making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.

The chairman of the Nomination Committee is Ms. Chan Suit Fei, Esther and the committee members are Dr. Ng Chi Yeung, Simon, Mr. Heng Pei Neng, Roy and Mr. Ng Tai Yin, Victor.

During the year ended 31 March 2025, one meeting of the committee was held with 100% attendance rate. Individual attendance of each committee member is shown on page 13 of this annual report under the section headed "Board of directors".

The work performed by the Nomination Committee during the year ended 31 March 2025 included the following:

- reviewing the structure, size and composition of the Board;
- assessing the independence of the independent non-executive directors and reviewing their annual confirmations on their independence; and
- making recommendation to the Board for re-election of the retiring directors at the AGM for the year ended 31 March 2024.

Taking into account the measurable objectives under the Board's diversity policy, the Board and the Nomination Committee are of the view that the current mix of our Board members is balanced and diverse (including with respect to gender diversity).

NOMINATION POLICY

The Company's nomination policy was firstly adopted in March 2019. It was revised during the year ended 31 March 2025 and is available on the Company's website. The Nomination Committee makes recommendation to the Board on the appointment or re-appointment of directors and succession planning for directors. The policy sets out the process and procedures which govern the nomination of directors of the Board applicable to both new appointments and re-appointments.

In accordance with article 117 of the Company's articles of association, all newly appointed directors are subject to election by shareholders at the following AGM after appointment.

In accordance with article 112 of the Company's articles of association, at each AGM, one-third of the directors (if the number is not multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and are eligible for re-election.



CORPORATE GOVERNANCE REPORT

NOMINATION POLICY *(Continued)*

SELECTION CRITERIA AND BOARD DIVERSITY

In considering the new appointment or re-appointment of directors, the Board will base its decision on criteria such as integrity, independence, experience, skill and the ability to commit time and effort to carry out his/her duties and responsibilities, etc. The Company adopted its own “Board Diversity Policy”. The Company considers that maintaining or increasing diversity at the Board level will benefit the Company’s overall sustainable development. In designing the Board’s composition, board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional skills, knowledge or length of service. All board appointments will be based on merits, and candidates will be considered based on objective criteria, with due regard to the benefits of diversity on the Board.

The measurable objectives are as follows:

- selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional skills, knowledge or length of service;
- the Board should ensure the balance of skills and experience to ensure an optimal Board and efficient stewardship;
- the Board should ensure that it comprises Directors who are sufficiently experienced and independent in character and judgement; and
- the final decision will be based on merits and their potential contribution that the selected candidates will bring to the Board.

The current composition of the Board is six male directors and two female directors, which is a mixed gender board. The Board believes that gender diversity in the Board would introduce viewpoints from different but complementary perspectives of the two genders. The Board further believes gender diversity will promote effective decision making and enhance corporate governance. To achieve gender diversity at Board level, the Board aims to maintain the level of the female representation on the Board at “at least one female director” or “female director ratio of 25%”, whichever is lower. In considering the Board’s succession, the Nomination Committee would first identify and consider potential candidates from senior management and employees of the Group, which currently has a gender ratio of 1:1. In considering the hiring of new employees of the Group (including senior management), the Company evaluates the candidates based on their experience, skill and their duties and responsibilities, etc. Consideration of “gender diversity” is relatively unimportant. The current gender ratio in the workforce (including senior management) will provide the overall view of gender diversity achieved by the Company. This would be a pathway for better succession planning for the Company.

CORPORATE GOVERNANCE REPORT

NOMINATION POLICY *(Continued)*

NOMINATION PROCEDURES FOR APPOINTMENT AND RE-APPOINTMENT

APPOINTMENTS BY THE BOARD

The Nomination Committee has been delegated authority to identify potential candidates for appointment to the Board through different means, including recommendations from existing directors or any other means that it deems appropriate.

Once a candidate has been identified, the company secretary, on behalf of the Nomination Committee, will request the candidate to provide his/her biographical information and other additional information and documents deemed necessary, including but not limited to (i) information on his/her interests in the securities of the Company (if any); (ii) his/her consent to act as a member and disclosure of information relating to his/her proposed appointment; and (iii) for an independent non-executive director candidate, his/her declaration of independence in accordance with the criteria under the Listing Rules.

The Nomination Committee will review and take reasonable steps to verify the information obtained from the candidate and seek clarification, where required. The Nomination Committee may, at its discretion, invite the candidate to meet with the Committee members in order to assist them in their consideration of the proposed nomination or recommendation. The Nomination Committee will then make recommendations for the Board's consideration and approval.

APPOINTMENTS BY THE SHAREHOLDERS AT A GENERAL MEETING

For the procedures of shareholders' nomination of any proposed candidate for election as a director, please refer to the "Procedure for Nomination of Directors by Shareholders", which is available on the Company's website.

RE-APPOINTMENT AT A GENERAL MEETING

The Nomination Committee will review the profile of the existing directors who have offered themselves for re-appointment to consider their suitability in the light of the Group's corporate strategy, the structure, size and composition of the Board at that time. The Nomination Committee will then make recommendations for the Board's consideration and the Board will, at its discretion, make recommendations to the shareholders.

For those existing independent non-executive directors, who have offered themselves for re-appointment and serve the Company for more than nine years, the Nomination Committee shall consider the reason why they are still independent and therefore eligible for re-election. The Nomination Committee will then make recommendations for the Board's consideration and the Board will make recommendations to the shareholders.



CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee currently consists of three independent non-executive directors, one executive director and two non-executive directors. The terms of reference of the Corporate Governance Committee align with the code provisions of the Code and are available on the Company's website. The main duties of the Corporate Governance Committee include developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board in this regard.

The chairman of the Corporate Governance Committee is Mr. Heng Pei Neng, Roy and the committee members are Dr. Ng Chi Yeung, Simon, Ms. Chan Suit Fei, Esther, Mr. Ng Tai Wai, Mr. So Kwok Leung and Ms. Ng Kwok Fun.

During the year ended 31 March 2025, one meeting of the committee was held with 83% attendance rate. Individual attendance of each committee member is shown on page 13 of this annual report under the section headed "Board of directors".

The work performed by the Corporate Governance Committee during the year ended 31 March 2025 included the following:

- reviewing the Company's policies and practices on corporate governance and compliance with legal and regulatory requirements;
- reviewing the training and continuous professional development of directors and senior management; and
- reviewing the Company's compliance with the Code and disclosure in the Corporate Governance Report for the year ended 31 March 2025.

AUDIT COMMITTEE

The Audit Committee currently consists of three independent non-executive directors and one non-executive director. The terms of reference of the Audit Committee align with the code provisions of the Code and are available on the Exchange's and the Company's websites. The main duties of the Audit Committee include considering the appointment of the external auditor and the audit fee, reviewing the annual report and accounts and the half-year report before submission to the Board, and reviewing the Company's financial controls, internal control and risk management systems.

The chairman of the Audit Committee is Mr. Heng Pei Neng, Roy and the committee members are Dr. Ng Chi Yeung, Simon, Mr. So Kwok Wai, Benjamin, and Ms. Chan Suit Fei, Esther.

During the year ended 31 March 2025, three meetings of the committee were held with 100% attendance rate. Attendance of individual member is shown on page 13 of this annual report under the section headed "Board of directors".

CORPORATE GOVERNANCE REPORT

AUDIT COMMITTEE *(Continued)*

The work performed by the Audit Committee during the year ended 31 March 2025 included the following:

- reviewing and discussing with the management the accounting principles and practices adopted by the Group and other financial reporting matters;
- reviewing the annual and interim results and reports for the completeness, accuracy and truthfulness and fairness of the financial statements of the Group;
- reviewing the results of external audit and discussion with the external auditors on any significant audit findings and issues;
- reviewing and discussing with the management the effectiveness of the financial control, internal controls and risk management systems of the Group;
- discussing with the external auditors on annual audit planning; and
- reviewing the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting, internal audit and financial reporting function.

AUDITORS' REMUNERATION

An analysis of remuneration in respect of audit and non-audit services, which included taxation and other review, provided by the auditors and any entity under common control, ownership or management of the auditors during the year ended 31 March 2025 is as follows:

	HK\$
Audit fee	477,200
Other non-audit services	
Professional service fees in relation to agreed-upon procedures on interim financial information	63,800
	63,800
Other non-audit professional services provided by affiliated company of the auditors	
Taxation service	57,200
	57,200
Total	598,200

CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it has the overall responsibility for the Group's risk management and internal control systems, including evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, ensuring the Company establishes and maintains appropriate and effective risk management and internal control systems and reviewing the effectiveness of such systems.

RISK GOVERNANCE STRUCTURE

- | | | |
|------------------|---|--|
| 1st line defence | – | The risk management team comprises one executive director and one accountant. The team identifies, analyses, evaluates, and manage the Group's financial risk and non-financial risk on an ongoing process. |
| | – | The qualified accountant monitors internal control measures on an ongoing basis and provides oversight of the risk management. The qualified accountant annually submits the in-house report on risk management and internal control issue for the Audit Committee's review and assists the independent professional advisor (the "IPA") to conduct independent risk management and internal control review. |
| 2nd line defence | – | The IPA provides independent and objective assurance on the overall effectiveness of the risk management and internal control system using risk-based approach. |
| 3rd line defence | – | The Board, through the Audit Committee, reviews the effectiveness of the Group's risk management and internal control system. The Audit Committee oversees financial reporting and review the in-house and independent report on risk management and internal control system. |

REVIEW OF RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Group has engaged an IPA to assist the Board and the Audit Committee in ongoing monitoring of the risk management and internal control systems of the Group and in performing the internal audit functions for the Group. The scope of the annual internal audit review by IPA is based on the Group's key business process or risky areas as recommended by the Audit Committee. Deficiencies in the design and implementation of internal controls are identified and recommendations are proposed for improvement. Any significant internal control deficiencies are reported to the Audit Committee and the Board on a timely basis to ensure prompt remediation actions are taken. The independent report on risk management and internal control review are submitted to the Audit Committee and the Board at least once a year. The Board, through the Audit Committee, had performed an annual review on the effectiveness of the Group's risk management and internal control systems for the year ended 31 March 2025, including capability to respond to changes in business and external environment; the scope and quality of management's review on risk management and internal control systems; result of internal audit work by the IPA; the extent and frequency of communication with the Board in relation to result of risk and internal control review; significant failures or weaknesses identified and their related implications; and status of compliance with the Listing Rules. The independent report on risk management and internal control review, with no material weakness was being found, was submitted to the Audit Committee for review. No significant area of concern has been identified. The Board considers the Group's risk management and internal control systems were effective and adequate during the year. The risk management and internal control systems of the Group are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

PROCEDURE AND INTERNAL CONTROL FOR HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Company complies with requirements of the Securities and Futures Ordinance (“SFO”) and the Listing Rules in disclosing inside information. The Company discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Company ensures the information is kept strictly confidential. If the Company believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Company would immediately disclose the information to the public. The Group is committed to ensuring that information contained in announcements is not false or misleading as to a material fact, or false or misleading through the omission of a material fact. The information presented shall be in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

ACCOUNTABILITY

The directors acknowledge their responsibility for preparing the financial statements of the Company which give a true and fair view in accordance with HKFRS Accounting Standards. The directors consider that the financial statements have been prepared in conformity with the generally accepted accounting standards in Hong Kong, and reflect amounts that are based on the best estimates and reasonable, informed and prudent judgement of the Board and management with an appropriate consideration of materiality.

The directors, having made appropriate enquires, are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company’s ability to continue as going concern. Accordingly, the directors have prepared the financial statements of the Company on a going concern basis.

The Board has conducted a review of the effectiveness of the system of internal controls, including financial, operational and compliance controls and risk management functions.

COMPANY SECRETARY

All directors have access to the advice and services of the company secretary, Ms. MIMOONA MA. She is an employee of the Company and is appointed by the Board. The company secretary supports the Chairman, the Board and the Board committees by ensuring good information flow within the Board and that the Board policy and procedures are followed. She reports to the Chairman on board governance matters and facilitates the induction and professional development of directors. The company secretary is also responsible for facilitating communications among directors as well as shareholders and management. Biographical details of the company secretary are set out in the section headed “Directors and Senior Management” on page 43 of this annual report. During the year ended 31 March 2025, the company secretary undertook over 15 hours of professional training to update her skills and knowledge.



CORPORATE GOVERNANCE REPORT

SHAREHOLDERS' RIGHT

THE PROCEDURE FOR SHAREHOLDERS TO CONVENE AND PUT FORWARD PROPOSALS AT MEETINGS

The procedures for shareholders to convene and put forward proposals at meetings are subject to the provisions under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance"), further details of which are set out below:

CONVENING AN AGM

Pursuant to section 610(1) of the Companies Ordinance, a company must, in respect of each financial year of the company, hold a general meeting as its AGM within 6 months after the end of its accounting reference period by reference to which the financial year is to be determined. If the company fails to hold an AGM under section 610(1) of the Companies Ordinance, any shareholder can pursuant to section 610(7) of the Companies Ordinance, apply to the court in Hong Kong, and the court may then call or direct the calling of an AGM and give such ancillary or consequential directions. Usually, the Company holds AGM in every September.

Pursuant to section 615(2) of the Companies Ordinance, a company must give notice of a resolution if it has received requests that it do so from (a) shareholders holding at least 2.5% of the total voting rights of all shareholders who have a right to vote on resolution at the AGM to which the requests relate; or (b) at least 50 shareholders who have a right to vote on the resolution at the AGM to which the requests relate.

Pursuant to section 615(3) of the Companies Ordinance, the request shall state the resolution of which notice is to be given. The request shall be signed by the said shareholder(s) (or 2 or more copies which between them contain the signatures of all the said shareholders) and shall be deposited at the Company's registered office at 501-2, 5/F, Lee Kiu Building, 51 Jordan Road, Kowloon or by electronic mail to cosec@winfairinvestment.com, for the attention of the company secretary not less than 6 weeks before the AGM to which the requests relate; or if later, the time at which notice is given of that meeting. The request will be verified with the Company's share registrar. Once the request is verified as proper and in order, the company secretary will ask the Board to include the resolution in the agenda for the AGM. On the contrary, if the request has been verified as not in order, the said shareholders will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM.

Pursuant to section 616 of the Companies Ordinance, the company that is required under section 615 to give notice of a resolution must send a copy of it at the company's own expense to each shareholder of the company entitled to receive notice of the AGM in the same manner as the notice of the meeting; and at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.

If the proposal relates to the election of a person other than a director of the company retiring at the AGM, at least 7 days' notice commencing no earlier than the day after the dispatch of the notice and ending no later than 7 days prior to the date of the meeting shall be given. "Procedure for Nomination of Directors by Shareholders" is published in the Company's website.

CORPORATE GOVERNANCE REPORT

SHAREHOLDERS' RIGHT *(Continued)*

CIRCULATION OF STATEMENT AT AGM/GENERAL MEETING (GM)

Pursuant to section 580 of the Companies Ordinance, shareholders representing at least 2.5% of the total voting rights of all shareholders who have a relevant right to vote at the meeting; or at least 50 shareholders who have a relevant right to vote at the meeting may request the company to circulate, to shareholders of the company entitled to receive notice of a general meeting, a statement of not more than 1,000 words with respect to (a) a matter mentioned in a proposed resolution to be dealt with at that meeting or (b) other business to be dealt with at that meeting.

The proposed statement must be signed by the said shareholder(s) (or 2 or more copies which between them contain the signatures of all the said shareholders) and shall be deposited at the Company's registered office at 501-2, 5/F, Lee Kiu Building, 51 Jordan Road, Kowloon or by electronic mail to cosec@winfairinvestment.com, for the attention of the company secretary at least 7 days before the meeting to which the request relates. The request will be verified with the Company's share registrar. Once the request is verified as proper and in order, the Company will circulate the statement to each shareholder of the company entitled to receive notice of the meeting provided that:

- (1) if the request relates to an AGM, the proposed statement is received in time to enable the Company to send a copy of the statement when the notice of AGM is dispatched. Otherwise, the said shareholder(s) have to deposit a sum reasonably sufficient to meet the Company's expenses in circulating the statement submitted by the said shareholders not later than 7 days before the AGM.
- (2) if the request relates to a GM, the said shareholders have to deposit a sum reasonably sufficient to meet the Company's expenses in circulating the statement submitted by the said shareholders not later than 7 days before the GM.

On the contrary, if the request has been verified as not in order, not received in time for the Company to include a copy of the proposed statement in the notice of AGM or the said shareholders have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the said shareholders will be advised of this outcome and accordingly, the proposed statement will not be circulated to shareholders who are entitled to receive notice of the meeting.

CONVENING A GM

Pursuant to section 566 of the Companies Ordinance, the directors are required to call a GM if the Company has received requests to do so from shareholders of the company representing at least 5% of the total voting rights of all the shareholders having a right to vote at GMs.

Subject to the Companies Ordinance, the written request shall state the objects of the meeting, shall be signed by the said shareholder(s) (which may be contained in one document or in several documents in like form) and shall be deposited at the Company's registered office at 501-2, 5/F, Lee Kiu Building, 51 Jordan Road, Kowloon or by electronic mail to cosec@winfairinvestment.com, for the attention of the company secretary. The request will be verified with the Company's share registrar. Once the request is verified as proper and in order, the company secretary will ask the Board to convene an extraordinary general meeting ("EGM")/GM by serving sufficient notice in accordance with the statutory requirement. On the contrary, if the request has been verified as not in order, the said shareholder(s) will be advised of this outcome and accordingly, the EGM/GM will not be convened as requested.

Pursuant to sections 567 and 568 of the Companies Ordinance, if the directors do not within 21 days after the date on which they become subject to the requirement or the GM is not called within 28 days after the date of the notice convening the meeting, the said shareholder(s) who requested the GM, or any of them representing more than one-half of the total voting rights of all of shareholders, may themselves convene a GM, but any meeting so convened shall not be held more than 3 months after the date on which the directors become subject to the requirement to call a GM.



CORPORATE GOVERNANCE REPORT

SHAREHOLDERS' RIGHT *(Continued)*

ENQUIRIES TO THE BOARD

The Company convenes its AGM every year. Shareholders are encouraged to participate in GMs or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend. Shareholders may also direct enquires to the Board via email at ir@winfairinvestment.com.

INVESTOR RELATIONS

CONSTITUTIONAL DOCUMENT

The Company has adopted a new set of articles of association on 9 September 2024 which is available on the Exchange's and the Company's websites. Please refer to the circular of the Company dated 25 July 2024 for details of the amendments.

Save as disclosed above, there were no changes to the Company's constitutional document during the year ended 31 March 2025.

SHAREHOLDERS' COMMUNICATION POLICY

The shareholders' communication policy aims to provide the shareholders and the investment community with ready, equal and timely access to balanced and understandable information about the Company, in order to enable them to make informed assessments of the Company, and to allow shareholders and the investment community to engage actively with the Company. The Company ensures the information be timely and effectively disseminated to shareholders and the investment community mainly through the Company's announcements, results announcements, circulars, annual and interim reports, AGM and other GM that may be convened, as well as by making available all disclosures submitted to the Exchange (www.hkexnews.hk) and the Company's website (www.winfairinvestment.com). This shareholders' communication policy is available on the Company's website. The shareholders may make enquiries to the Board through the Company's Investor Relations via email at ir@winfairinvestment.com or phone at (852) 2332 2343 or attend the AGM. For enquiries related to shareholdings matters, shareholders may directly contact Computershare Hong Kong Investor Services Limited, the Company's share registrar via email or phone.

Following the adoption of the new articles of association of the Company on 9 September 2024, the shareholders' communication policy of the Company was revised during the year ending 31 March 2025 and was updated on the Company's website. The Board reviews the implementation and effectiveness of the shareholders' communication policy on an annual basis. During the year, the Board had reviewed if relevant information (including results announcement, dividend announcement, annual and interim reports, notice of AGM, poll results of AGM, profit warning and other announcements) was timely and effectively disseminated through the websites of the Exchange and the Company. The Board is satisfied that the shareholders' communication policy was properly implemented and effective during the year ended 31 March 2025.

CORPORATE GOVERNANCE REPORT

DIVIDEND POLICY

The Company considers stable and sustainable returns to the shareholders of the Company to be our goal.

The Company continues to adopt a stable dividend policy. It is our intention that the Company follows a policy of paying a fixed amount of dividend per ordinary share and dividends will be declared and paid twice per year. Subject to consideration being given to the matters described below, which are extracted from the Company's dividend policy, the Company intends to pay 2 HK cents per ordinary share for interim dividend and pay 12 HK cents per ordinary share for final dividend, and provided that there is sufficient distributable reserve pursuant to the relevant provisions of the Companies Ordinance.

The Board may evaluate "special dividend" on a case-by-case basis especially if the Company has generated substantial capital gain on disposal of the Company's or the Group's assets.

When determining the amount of dividend to be paid to shareholders, the Board shall take into account the following:

- the financial results of the Group;
- the general financial position of the Group;
- the actual and future operations and liquidity position of the Group;
- the earnings trend and potential growth;
- the future capital commitments;
- the future investment plans;
- the future loan repayment and other obligations;
- the shareholders' and investors' expectation and industry's norm;
- the retained profits and distributable reserves of the Company and the Group;
- the general market conditions; and
- any other factors that the Board deems appropriate.

A decision to declare and pay any dividend requires the approval of the Board at its discretion, subject to the Companies Ordinance and the articles of association of the Company. Any final dividends declared by the Company must be approved by an ordinary resolution of the shareholders at an AGM and must not exceed the amount recommended by the Board.

The Board may from time to time review the dividend policy and may exercise at its sole and absolute discretion to update, amend and/or modify the policy at any time as it deems fit and necessary. There is no assurance that dividends will be paid in any particular amount for any given period.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Winfair Investment Company Limited and its subsidiaries (collectively known as “the Group”) believe that sound environmental, social and governance (“ESG”) performance is important to the sustainable development of its business. The Group is committed, not only to minimize the environmental impact of its business activities and operations, but also to promote social responsibility and effective corporate governance.

The board of directors of the Company (the “Board”) is responsible for the Group’s ESG strategy and reporting. The Group has established an ESG working team to identify relevant ESG issues and to assess their materiality to the Group’s business as well as the Company’s stakeholders, through reviewing the Group’s operations and internal discussion.

The Board monitors the Group’s ESG performance and progress annually to ensure the Group’s development direction is in line with its stakeholders’ expectations through reports from the ESG working team. In addition, risk management of ESG-related issues is essential to the Board. Any material ESG-related risk is integrated with the risk management and internal control system of the Group, which is subject to the independent professional advisor’s annual review based on high risk assessment, when necessary. The management has provided a confirmation to the Board on the effectiveness of our ESG risk management.

Pursuant to the general disclosure requirements set forth in the Environment, Social and Governance Reporting Guide in Appendix C2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “ESG Guide”), disclosures relating to the material ESG issues identified have been included in the ESG Report which aims to provide a balanced representation of the Group’s ESG performance, and covers the Group’s operations.

ENVIRONMENTAL

The principal activities of the Group are property investment, securities investment, property development and securities dealings. As the Group has not directly engaged in construction of property during the year and considers that it has not operated in environmentally sensitive business during the year, the environmental impact arising from its course of business activities and operation is considered to be low. During the year, the Group did not generate any material direct or indirect air emissions, hazardous and non-hazardous waste, discharges into water or land, and there were no substantial amounts of packaging materials used. Therefore, disclosures relating to these aspects, as set forth in the ESG Guide, are not applicable to the Group.

The Group has devised and adopted its own “Environment Policy”. The Group continuously encourages its staff to follow the general guidelines under the “Environmental Policy”.

During the year, the Group did not experience any cases of non-compliance relating to environmental laws and regulations in Hong Kong. Also, there were no confirmed environmental non-compliance incidents resulting in fines or prosecution during the year.

EMISSION

Indirect greenhouse-gases (“GHG”) emission from our electricity consumption is our biggest contributor to our emission during the course of our daily operations. The Group continues to commit to reduce electricity consumption in the office as much as possible through various measures as described in the section headed “Use of Resources” below.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ENVIRONMENTAL *(Continued)*

USE OF RESOURCES

The Group is committed to using our resources efficiently in order to reduce our operating costs as well as our carbon footprint during the course of business. During the year, the two major types of resources consumed by the Group were indirect energy (i.e. electricity) and paper. The Group primarily reduces (1) electricity consumption and (2) paper consumption in the office through implementation of the following measures:

Reduction of electricity consumption	Reduction of paper consumption
– Switching off the lights and air-conditioners when the conference/other rooms are not occupied.	– Increasing the use of email instead of traditional fax machine when receiving incoming document/message.
– Buying energy-saving air-conditioners, copiers and other office appliances.	– Using recycled paper for internal use.
– Setting “sleeping mode” for the unused copiers, faxing machine, computers and other office appliances.	– Using both sides of paper for printing and copying.
– Turning off the office appliances at the end of office hours.	– Using “think before you print” approach before printing.
– Raising environmental awareness among staff.	

The electricity and paper usage for the year was within the Group’s emission target which ranged from 7.96 tonnes of carbon dioxide equivalent (CO₂-e) to 9.02 tonnes of CO₂-e (2024: 8.59 tonnes of CO₂-e to 9.64 tonnes of CO₂-e). The Group’s energy use efficiency target for the year ranged from 13,300 kWh to 15,500 kWh (2024: 14,500 kWh to 16,400 kWh). There was no material change in the electricity and paper usage as compared to the previous year. The Group continues to closely monitor the use of resources and reports to the senior management. If necessary, appropriate action will take place to improve the efficiency of the use of resources.

HAZARDOUS AND NON-HAZARDOUS WASTE

The operations of the Group do not involve any generation of material hazardous wastes or non-hazardous wastes. The non-hazardous wastes generated by the Group are mainly paper waste and waste generated from the daily operating activities in the office, which are handled by waste contractors employed by the building management where the Group’s office is situated.

THE ENVIRONMENT AND NATURAL RESOURCES

Although the core business activities and operations of the Group had no significant impact on the environment and natural resources during the year, the Group believes that every corporation has its responsibility to protect our planet, including but not limited to our woodlands, forests, trees, wild animals, fresh air, fresh water, etc. The Group’s “Environmental Policy” has been adopted to minimize the adverse effects on the environment during the course of our business. The Group annually reviews and updates the Environmental Policy, if necessary. Also, the Group regularly assesses the environmental risk of our business and adopts preventive measures in order to minimize the risks and ensure compliance with relevant laws and regulations.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ENVIRONMENTAL *(Continued)*

CLIMATE CHANGE

The Group has conducted a risk assessment and reviewed the potential impact of climate change on our business. Possible rise in sea level resulting from ice melting, severe and frequent typhoon or extreme weather such as flooding or drought, and tsunami resulting from earthquake may arise due to climate change. These possible outcomes may damage facilities, equipment and physical properties, leading to an increase in expenditure for repairs and maintenance. The Group commits to ensure the potential impact to its business will be kept at a minimum by adopting various preventative measures such as placing sandbags in low-lying areas in the event of typhoon or flooding. To reduce the risks associated with climate change, the Group continues to commit to reducing emission by adopting various measures as described in the section headed “Use of Resources” of this ESG report. The Group believes that if every corporation and every employee or individual takes part in protecting the environment by reducing emission in its daily operations or their daily lives, the potential damages arising from climate change will be mitigated.

ENVIRONMENTAL DATA SUMMARY

The performance summary of the environmental data of the Group’s operations in Hong Kong is as follows:

(a) EMISSION

Indicators	Notes	2025 (CO2-e)	(%)	2024 (CO2-e)	(%)	Changes (CO2-e)	(%)
Total GHG emissions (Scope 1, 2 & 3) (tonnes)	(i)	8.03		8.72		(0.69)	(7.9)
Direct emissions (Scope 1)		–	–	–	–	–	–
Indirect emissions (Scope 2) (tonnes)							
– Electricity purchased from the power company	(ii)	5.07	63.1	5.76	66.1	(0.69)	(12.0)
Indirect emissions (Scope 3) (tonnes)							
– Local travel	(iii)	–	–	–	–	–	–
– Disposal of paper waste to landfill							
– office paper	(iv)	0.42	5.2	0.44	5.0	(0.02)	(4.5)
– paper for printing publications	(v)	2.54	31.7	2.52	28.9	0.02	0.8

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ENVIRONMENTAL *(Continued)*

ENVIRONMENTAL DATA SUMMARY *(Continued)*

(a) EMISSION *(Continued)*

Notes

- (i) The classification of scope of GHG emissions follows the “Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Building (Commercial, Residential or Institutional Purposes) in Hong Kong (2010 Edition)” issued by the Electrical and Mechanical Services Department and Environmental Protection Department.
- (ii) GHG emissions were mainly derived from the electricity purchased in Hong Kong and used in office. The GHG emissions of the Group were quantified based on emission factors (i.e. 0.38 kg CO₂-e per 1 kWh) (2024: 0.39 kg CO₂-e per 1 kWh) from CLP Power Hong Kong Limited. Such emission factor is extracted from the information in the Sustainability Report of CLP Holdings Limited (2024).
- (iii) As emission relating to local travel by employees for the years ended 31 March 2025 and 2024 were too minimal, no disclosure is made.
- (iv) GHG emissions due to disposal of paper waste. The amount of paper in storage at the beginning, at the end of reporting period and paper recycling are assumed to be zero as no such data is available. The annual paper waste disposed to landfill is assumed to be the amount of paper purchased during the year.

To simplify the accounting process, the default emission factor assumes that the total raw amount of methane (CH₄) emitted throughout the whole decomposition process of the paper waste disposed at landfills will be emitted into the atmosphere within the same reporting period as paper waste collected. In addition, the default value does not take into account the reduction in emission due to collection, recovery and utilization of landfill gas due to the management practices at landfills.

- (v) Includes paper used for printing corporate financial statements, circulars and notification letters to shareholders (2024: corporate financial statements). The annual paper waste disposed to landfill is assumed to be amount of printed publications during the year.

(b) ELECTRICITY CONSUMPTION

Indicators	Notes	2025	2024	Changes	(%)
Indirect energy consumption (kWh)					
– Electricity	(i)	13,350	14,780	(1,430)	(9.7)
Expenses on energy consumption (HK\$)	(ii)	20,043	23,534	(3,491)	(14.8)

Notes

- (i) Energy consumption data was based on the amount of purchased electricity and the relevant conversion factors provided by the International Energy Agency.
- (ii) No government subsidies were deducted for the years ended 31 March 2025 and 2024.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ENVIRONMENTAL *(Continued)*

ENVIRONMENTAL DATA SUMMARY *(Continued)*

(c) PAPER CONSUMPTION

Indicators	Notes	2025	2024	Changes	(%)
Total paper consumption (kg)					
– Office paper	(i)	87.3	92.3	(5.0)	(5.4)
– Paper for printing publications	(ii)	508.6	497.9	10.7	2.1

Notes

- (i) As no data is available to account for the total number of new paper consumed, either one-side or both-side, or the number of recycled paper used, or envelope used during the operation, the annual office paper consumed is assumed to be the amount of paper purchased during the year.
- (ii) Includes paper used for printing corporate financial statements, circulars and notification letters to shareholders (2024: corporate financial statements).

(d) WATER CONSUMPTION

Indicators	Note	2025	2024	Changes	(%)
Total water consumption (m ³)	(i)	N/A	N/A	N/A	N/A

Notes

- (i) The Group operated in self-owned office premises in Hong Kong of which both water supply and discharge were solely controlled by the relevant building management which did not provide water withdrawal and discharge data or sub-meter for individual occupants. No data is available.
- (ii) While water consumption is not material to the Group in view of its business nature and operations, the Group did not encounter any issues in sourcing water that is fit for purpose.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

SOCIAL

EMPLOYMENT AND LABOUR PRACTICE

The Company's employment policy aims to uphold a fair and equal treatment in areas of recruitment and promotion, compensation and dismissal, working hours, diversity and other benefits and welfare. The Company's emolument policy is to ensure that the remuneration offered to employees is based on each individual's skill, knowledge, responsibilities and involvement in the Company's affairs. The promotion and remuneration of the employees are subject to annual review. Each employee's remuneration package includes public holidays, annual leave, mandatory provident fund contributions, year-end bonus, maternity leave, study and examination leave, sick leave, family leave due to seriously health conditions of close relatives, and bereavement leave. The Group adheres to the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and guidelines issued by the Labour Departments in relation to dismissal of employees.

The Group promotes equal opportunity of employment. The Group aims to maintain diversity of workforce, including in terms of age, gender, personality, cultural and religious backgrounds. The Group prohibits discrimination or harassment based on religion, sex, age, disability, marital status or any other status protected by applicable laws.

The Group also strictly prohibits the employment of children or forced labour. The Group has a strict recruitment procedure including checking identity documents and ensuring the candidates are legally employable. Only candidates meeting the legal age requirement are considered for employment. No employment is allowed before this process is successfully completed. Separately, all kinds of forced or compulsory labour under any conditions, such as by means of physical punishment, abuse, involuntary servitude, peonage or trafficking, are strictly forbidden. It is unlikely that children and forced labour will be hired. During the year, the Group was not aware of non-compliance with child and forced labour-related laws and regulations (including but not limited to the Employment of Children Regulations (Chapter 57B of the Laws of Hong Kong) and the Employment Ordinance). To comply with the laws and regulations related to child and force labour, any employment will be terminated immediately in case of any non-compliance discovered.

As at 31 March 2025, the Group had a total of four permanent and full-time employees based in Hong Kong.

Indicators	2025	2024
Number of employees	4	4
<i>By gender</i>		
– Male	2	2
– Female	2	2
<i>By age group</i>		
– Below 35	0	1
– 35 to 54	3	2
– 55 or over	1	1
Number and rate (%) of employee turnover	0 (0%)	0 (0%)
Average year of services	16.8	15.8
Number of employees eligible to retire		
– Currently (still employ)	1	1
– within the next five years	–	–



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

SOCIAL *(Continued)*

EMPLOYMENT AND LABOUR PRACTICE *(Continued)*

To maintain work-life balance, the Company holds lunch gatherings to celebrate traditional Chinese festivals such as Mid-Autumn Festival and Winter Solstice, etc. The Group also encourages its employees to work and rest in accordance with the working hours and rest periods stipulated by the relevant Hong Kong laws and regulations.

During the year, the Group was not aware of any violations of laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, other benefits and welfare and other relevant employment laws and regulations.

WORKPLACE HEALTH AND SAFETY

The Group is committed to providing a safe and healthy working environment as the Group believes that its employees are valuable assets of the Group. As the Group does not engage in business in a high-risk industry, the management considers there are relatively fewer occupational hazards as compared to other high-risk industries such as the construction industry.

The Group has adopted relevant provisions of the Occupational Safety Health Regulations (Chapter 509A of the Laws of Hong Kong) under the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong) as a general guideline and practice for the Group to maintain a healthy and safe working environment for its employees.

The Group is committed to controlling the incidence or transmission of diseases. The Group has encouraged its staff to take every precautionary measure to ensure good personal hygiene and social distancing in the workplace. The Group has recommended its staff to take rest at home if they are infected. The Group has encouraged its staff and directors to change the means of meeting (if necessary) in place of physical meetings. Flexible working arrangements are permissible at the executive directors' discretion. Also, the Group has encouraged its staff to maintain good health and well-being and strengthen their immune system by adopting a balanced diet and/or taking dietary supplements.

During the year, the Group did not find any violations of laws and regulations relating to providing a safe and healthy working environment and protecting employees from occupational hazards. The Group was not prosecuted in relation to any occupational health and safety violations or matters. The Group had neither any work-related fatalities nor reportable work injuries/occupational disease during the past three years.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

SOCIAL (Continued)

DEVELOPMENT AND TRAINING

The Group encourages employees to self-improve through supplementary training courses or programs (not limited to job-related courses or degrees in approved recognised educational institutions). The Group believes continuous professional training helps employees to develop knowledge and skills for discharging duties at work. For this purpose, the Group grants study and exam leave for employees. In addition, the Group encourages employees to join external courses, seminars or webinar which are related to our business, or legal and regulatory updates.

Indicators	2025	2024
Total number and percentage (%) of employees who received training/education	1 (25%)	1 (25%)
<i>By gender</i>		
– Male	–	–
– Female	1 (50%)	1 (50%)
<i>By employee category</i>		
– Senior management	1 (100%)	1 (100%)
– Other than senior management	–	–
Total training hours completed by employees	40	40
Average training hours completed per employee		
<i>By gender</i>		
– Male	–	–
– Female	20	20
<i>By employee category</i>		
– Senior management	40	40
– Other than senior management	–	–

OPERATIONAL PRACTICE

SUPPLY CHAIN MANAGEMENT

The Group understands the importance of supply chain management for sustainable growth. The supply chain of the Group mainly consists of contractors (all of which are based in Hong Kong and mainly comprises repairs sub-contractors and development contractors). The Group encourages our contractors to maintain a high standard on business ethics and conducts, with satisfactory environmental and social performance. For example, contractors are encouraged not to conduct noisy work on public holidays. For the environmental and health and safety aspect, hazardous materials are prohibited to be used for repairs or construction (if any) in compliance with all relevant local laws and regulations. Contractors are also required to follow waste handling guidelines. The Group monitors and evaluates the performance of contractors through internal assessments with reference to related building management office's complaints, tenants' feedback or site visits.

During the selection and evaluation processes of repairs workers/companies and development contractors, the Group considers various factors, including but not limited to price, relevant project experience and record of completion on time. The Group also requires them to comply with all relevant local laws and standards in terms of quality control, occupational health and safety, and environmental regulations especially in handling materials waste. The Group ensures that all parties involved in the procurement process participate fairly, honestly and in good faith.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

OPERATIONAL PRACTICE *(Continued)*

PRODUCT RESPONSIBILITY

The Group is committed to providing safe structural conditions of commercial shops and residential flats for the tenants. As we are not a manufacturing company, disclosure relating to product responsibility, as set forth in the ESG Guide, are not applicable to the Group.

ANTI-BRIBERY AND ANTI-CORRUPTION

The Group aims to maintain the highest standards of transparency, uprightness and accountability. The code of conduct on anti-corruption has been formulated. It provides guidelines to all of the staff in order to prevent and detect any kinds of bribery and corruption prohibited by local laws and regulations. All of our employees are informed and expected to conduct themselves with integrity, impartiality and honesty. The Group does not tolerate any corruption, bribery, extortion, fraud or money laundering during the course of our business activities. The Group has provided reading materials relating to anti-corruption to the directors as part of the directors' training. The Group has also provided reading materials relating to anti-corruption, bribery and money-laundering, and code of conduct on anti-corruption of the Company to the directors and staff in order to refresh their knowledge and/or keep them abreast of the development on these issues.

In addition, the Group has adopted a whistle-blowing program to encourage report of any misconduct or irregularities to designated persons. If the person or case concerned relates to any executive director, a report should be addressed directly to the chairman of the Audit Committee. If the person or case concerned does not relate to any executive director, a report should be addressed directly to the designated executive director under the Whistleblowing Reporting Section of the Company. All reported cases are handled with care by the Group and investigated in a fair and proper manner.

During the year, the Group was not aware of any violations of the relevant laws and regulations. There were no confirmed incidents or legal cases regarding corruption in relation to the Group or its employees.

COMMUNITY

COMMUNITY INVESTMENT

Throughout the year, the Group continued to encourage its employees and directors to participate in volunteer services or activities held by the charities in their communities. Volunteer work is not limited to participating in the flag days, raffle days or other community events, but the Company has no particular focus area for contribution to those in need. The Group's employees and directors contributed approximately 207 (2024: 95) hours of volunteer services in aggregate during the year.

DIRECTORS' REPORT

The directors have pleasure in submitting their report and the audited financial statements of the Company and of the Group for the year ended 31 March 2025.

PRINCIPAL ACTIVITIES

The principal activities of the Company and its subsidiaries are property and share investments, property development and securities dealing. There were no significant changes in the nature of the activities during the year ended 31 March 2025.

An analysis of the Group's financial performance for the year by business segments is set out in note 6 to the Group's consolidated financial statements.

BUSINESS REVIEW

Discussion and analysis of the Group's principal activities, as required by Schedule 5 of the Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, are included in the Chairman's Statement set out on pages 3 to 10 in this Annual Report. The discussion and analysis form part of this directors' report.

RESULTS AND FINANCIAL POSITION

The results of the Group for the year ended 31 March 2025 and the financial position of the Company and of the Group at that date are set out in the Group's consolidated financial statements on pages 48 to 96.

DIVIDENDS

An interim dividend of HK\$0.02 per share, totaling HK\$800,000, was paid during the year.

The directors now recommend that a final dividend of HK\$0.12 per share on 40,000,000 shares in issue totaling HK\$4,800,000 in respect of the year ended 31 March 2025.

SHARE CAPITAL

Particular of the movements in the share capital of the Company during the year ended 31 March 2025 are set out in note 25 to the Group's consolidated financial statements.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Company during the year or subsisted at the end of the year.

RESERVES

As at 31 March 2025, the Company's distributable reserves, calculated under Part 6 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), amounted to HK\$575,437,919 (2024: HK\$604,860,353).



DIRECTORS' REPORT

RESERVES *(Continued)*

The movements in the reserves of the Company and the Group during the year ended 31 March 2025 are set out in note 28 to the Group's consolidated financial statements and the consolidated statement of changes in equity on page 50 to the Group's consolidated financial statements, respectively.

DIRECTORS

The directors of the Company who held office during the year ended 31 March 2025 and up to the date of this report are as follows:

EXECUTIVE DIRECTORS*:

Ng Tai Wai (*Chairman*)

Ng Tai Yin, Victor

NON-EXECUTIVE DIRECTORS*:

So Kwok Leung

So Kwok Wai, Benjamin

Ng Kwok Fun

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Ng Chi Yeung, Simon

Chan Suit Fei, Esther

Heng Pei Neng, Roy

* All executive and non-executive directors are also directors of all the subsidiaries of the Company.

In accordance with articles 112 and 113 of the Company's articles of association, the directors who have been longest in office shall retire. Mr. So Kwok Leung, Mr. So Kwok Wai, Benjamin, and Dr. Ng Chi Yeung, Simon will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting ("AGM").

INDEPENDENCE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received a confirmation from each of the independent non-executive directors as regards their independence with respect to the Company for the year and considers that each of the independent non-executive directors is independent from the Company.

The Board has also assessed the independence of Dr. Ng Chi Yeung, Simon ("Dr. Ng"), who has served the Board for more than nine years and is due for re-election at the forthcoming annual general meeting. Dr. Ng was appointed as an independent non-executive director of the Company in 1995. Save for his role as an independent non-executive director, Dr. Ng does not hold any executive or management role and is not involved in the daily management of the Company and the Group, nor does he have any relationship or are there any circumstances which would interfere with the exercise of his independent judgement. Dr. Ng has provided a written confirmation of his independence to the Company. The Board is satisfied that Dr. Ng meets the independence requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") notwithstanding the length of his service with the Company and believes that Dr. Ng is still independent and should be re-elected as independent non-executive director at the forthcoming AGM.

DIRECTORS' REPORT

DIRECTORS' INTERESTS IN SECURITIES

As at 31 March 2025, the interests and short positions of the directors of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the directors had taken or deemed to have under the provisions of the SFO) or which were recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to the Model Code are as follows:

Name of Director	Personal interests	Number of issued ordinary shares held			Total	Approximate percentage of issued share capital of the Company
		Family interests	Corporate interests	Other interests		
Executive directors:						
Ng Tai Wai	3,899,077	–	3,370,500*	–	7,269,577	18.2%
Ng Tai Yin, Victor	1,886,000	–	–	12,800,423 [#]	14,686,423	36.7%
Non-executive directors:						
So Kwok Leung	5,961,077	–	–	–	5,961,077	14.9%
So Kwok Wai, Benjamin	4,989,923	36,000	–	–	5,025,923	12.6%
Ng Kwok Fun	105,000	–	–	–	105,000	0.3%

* 3,370,500 shares attributable to Mr. Ng Tai Wai and the estate of the deceased Mr. Ng See Wah, were held by Rheingold Holdings Limited, a company beneficially owned by Mr. Ng Tai Wai and the estate of the deceased Mr. Ng See Wah.

12,800,423 shares attributable to Mr. Ng Tai Yin, Victor, were held by Mr. Ng Tai Yin, Victor in his capacity as administrator of and on trust for the estate of his deceased father, Mr. Ng See Wah. Of the 12,800,423 shares, 3,370,500 shares were held by Rheingold Holdings Limited, a company beneficially owned by Mr. Ng Tai Wai, an executive director, and the estate of the deceased Mr. Ng See Wah.

Save as disclosed above, as at 31 March 2025, so far as is known to any directors of the Company, none of the directors or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

None of the directors, their spouses or their children under the age of 18 had any right to subscribe for the shares of the Company.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2025, no person, other than Mr. Ng Tai Wai, Mr. Ng Tai Yin, Victor, Mr. So Kwok Leung and Mr. So Kwok Wai, Benjamin, all of whom are directors of the Company, and Rheingold Holdings Limited (jointly owned by Mr. Ng Tai Wai and Mr. Ng Tai Yin, Victor as an administrator of the estate of Mr. Ng See Wah), had any notifiable interest or short position in the shares or underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.



DIRECTORS' REPORT

SUBSTANTIAL SHAREHOLDERS *(Continued)*

Saved as disclosed above, none of the Directors is also a director or employee of a company which has an interest or short position in shares or underlying shares of the Company which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO.

CONNECTED TRANSACTIONS

None of the "Related Party Transactions" as disclosed in note 37 to Group's consolidated financial statements constituted "Connected Transactions" or "Continuing Connected Transactions" as defined under Chapter 14A of the Listing Rules. Where applicable, the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

No contract of significance was entered into between the Company or any of its subsidiaries, and the controlling shareholders or any of its subsidiaries during the year ended 31 March 2025 or subsisted as at the end of the financial year, and no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries was entered into during the year ended 31 March 2025 or subsisted as at the end of the financial year.

DIRECTORS' INTERESTS IN CONTRACTS, TRANSACTIONS AND ARRANGEMENTS

None of the directors had any direct or indirect interest in any subsisting contract, transaction or arrangement of significance with the Company or its subsidiaries during and as at the end of the year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

None of the directors had any arrangement with the Company or its subsidiaries to enable them to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate during or at the end of the year.

MANAGEMENT CONTRACTS

None of the directors proposed for re-election at the forthcoming AGM has any unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

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 or at the end of the year.

SHARE PURCHASE, SALE OR REDEMPTION

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities or treasury shares of the Company or any of its subsidiaries during the year under review.

MAJOR CUSTOMERS AND SUPPLIERS

In relation to the Group's property leasing business, the percentages of gross rental income for the year ended 31 March 2025 attributable to the largest tenant and the five largest tenants in aggregate were 36% and 75% respectively.

None of the directors, their close associates (as defined under Listing Rules) or any shareholders (who to the best knowledge of the directors own more than 5% of the Company's issued capital (excluding treasury shares)) had any direct or indirect beneficial interest in the Group's five largest tenants during the year ended 31 March 2025.

The Group had no significant purchases of goods and services during the year ended 31 March 2025.

RETIREMENT SCHEME AND OTHER POST-EMPLOYMENT BENEFITS

The Group operates a mandatory provident fund scheme ("MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for all eligible employees. The scheme is a defined contribution scheme administered by independent trustees. Under the scheme, employer and employees are required to make contributions to the scheme at 5% of the employees' relevant income, subject to a maximum of monthly contribution of HK\$1,500. Contributions to the MPF Scheme is vested immediately. Under the MPF Scheme, the employer's existing level of contributions can be reduced by contributions forfeited by the employers on behalf of those employees who leave the Group's MPF Scheme prior to their entitlements being vested fully. Notwithstanding the above, during the year ended 31 March 2025, there were neither any forfeited contributions nor had there been any utilization of such forfeited contributions to reduce future contributions. The employees employed under the Hong Kong Employment Ordinance are also entitled to long service payment if the eligible criteria are met.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best of the knowledge of the directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

AUDITORS

BDO Limited ("BDO"), Certified Public Accountants, have acted as the auditor of the Company for the preceding three years. The consolidated financial statements for the Group for the year ended 31 March 2025 were audited by BDO. BDO will retire, and being eligible, offer themselves for reappointment at the forthcoming AGM. A resolution for their re-appointment as the auditor of the Company will be proposed at the forthcoming AGM.

On behalf of the Board

Ng Tai Wai

Chairman

Hong Kong, 24 June 2025



DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Ng Tai Wai, aged 64, was appointed on 2 November 1987 as a director of the Company and was appointed as the Chairman of the Company with effect from 31 March 2017. He is a member of the Remuneration Committee and the Corporate Governance Committee of the Company. He is also a member of the investment team and risk management team of the Company. He is responsible for the corporate strategy and policy and the overall management of the Group. He has extensive experience in property development and investment and securities investment during his past tenure. He is also responsible for the financial and risk management of the Group. He is currently a director of several private companies with major businesses in property investment and property management. He is the elder brother of Mr. Ng Tai Yin, Victor, an executive director of the Company and the younger brother of Ms. Ng Kwok Fun, a non-executive director of the Company. In addition, he is a director and shareholder of Rheingold Holdings Limited, a company holding 3,370,500 shares of the Company.

Mr. Ng Tai Yin, Victor, aged 60, was appointed as a non-executive director of the Company on 27 March 2008 and re-designated as an executive director of the Company on 9 March 2010. He was appointed as a member of the Nomination Committee of the Company on 13 March 2012. He is also a member of the investment team of the Company. He holds a Bachelor Degree in Applied Science from the University of Regina, Canada. He has over 26 years of experience in property management as well as information technology. He is responsible for the general administration, information technology and financial management of the Group. He is currently a director of several private companies with major businesses in property investment and property management. He is the younger brother of Mr. Ng Tai Wai, the Chairman and executive director of the Company, and Ms. Ng Kwok Fun, a non-executive director of the Company.

NON-EXECUTIVE DIRECTORS

Mr. So Kwok Leung, aged 67, was appointed on 28 October 1985 as a director of the Company. He was appointed as a member of the Corporate Governance Committee of the Company on 13 March 2012. He is also a member of the investment team of the Company. In previous years, he was responsible for sale of property developed by the Group. He is the elder brother of Mr. So Kwok Wai, Benjamin, a non-executive director of the Company.

Mr. So Kwok Wai, Benjamin, aged 62, was appointed on 9 March 2010 as a non-executive director and a member of the Audit Committee of the Company. He is also a member of the investment team of the Company. He holds a Bachelor Degree in Business Administration in Management Information Systems and a Master Degree of Science in Computer Science from the Eastern Washington University, U.S.A. He had 19 years of experience in business development and systems design. He also has over 26 years of experience in property investments and management related areas. He is currently a director of several private companies. He is the younger brother of Mr. So Kwok Leung, a non-executive director of the Company.

Ms. Ng Kwok Fun, aged 66, was appointed as a non-executive director and a member of the Corporate Governance Committee of the Company with effect from 23 June 2017. She holds a Bachelor Degree in Science from the University of Toronto, majoring in Computer Science and Commerce. She had over 28 years of experience in information technology field providing system consultation and development services in various business. She is the elder sister of Mr. Ng Tai Wai, the Chairman and executive director of the Company, and Mr. Ng Tai Yin, Victor, an executive directors of the Company.

DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Ng Chi Yeung, Simon, aged 67, is a non-practising solicitor in Hong Kong. He was a consultant of Roland Chow & Co, a law firm in Hong Kong for the period from 2003 to 31 December 2020. He is an independent non-executive director of China Castson 81 Finance Company Limited (stock code: 810) and was an independent non-executive director of Be Friends Holding Limited, formerly known as Century Sage Scientific Holdings Limited, (stock code: 1450) for the period from June 2014 to 28 September 2021, both of which are companies listed on The Stock Exchange of Hong Kong Limited. Dr. Ng holds a Bachelor Degree from the Manchester Metropolitan University in the United Kingdom, a Master Degree in Chinese and Comparative Law from the City University of Hong Kong and a Doctor Degree from the Robert E. Webber Institutes for Worship Studies. He has been appointed as an independent non-executive director of the Company since 1 October 1995. He is also the chairman of the Remuneration Committee and a member of the Audit Committee, the Nomination Committee and the Corporate Governance Committee of the Company.

Ms. Chan Suit Fei, Esther, aged 67, is a fellow member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Company Secretaries) and holds a higher diploma in Company Secretary and Administration from The Hong Kong Polytechnic University. She is a chartered secretary and has over 40 years' experience in corporate advisory services and secretarial practice. She is currently a director of a company secretarial services company. She has been appointed as an independent non-executive director of the Company since 28 September 2004. She is the chairman of the Nomination Committee and a member of the Audit Committee, the Remuneration Committee and the Corporate Governance Committee of the Company.

Mr. Heng Pei Neng, Roy, aged 45, was appointed as an independent non-executive director of the Company with effect from 3 April 2018. He is the chairman of the Audit Committee and the Corporate Governance Committee of the Company. He is also a member of the Remuneration Committee and the Nomination Committee of the Company. He is currently a director of Morison Heng CPA Limited. He has over 21 years of experience in accounting and auditing of private and public companies, internal control, taxation and financial consultancy. He is a fellow member of Association of Chartered Certified Accountants and member of Hong Kong Institute of Certified Public Accountants and holds a Bachelor Degree in Art (Hons) from the Lancaster University in the United Kingdom, majoring in Accounting and Finance.

COMPANY SECRETARY

Ms. MIMOONA MA, aged 51, was appointed as the qualified accountant and company secretary of the Company on 1 October 2004 and 12 July 2006 respectively. She holds a Bachelor Degree in Business Administration, and is a fellow member of the Association of Chartered Certified Accountants and a certified public accountant of the Hong Kong Institute of Certified Public Accountants. She has a number of years of experience in auditing, taxation and accounting services. She is a member of the Risk Management Team and the Head of the Accounting Department and is responsible for financial management and reporting, risk management and reviewing the Group's internal controls.



INDEPENDENT AUDITOR'S REPORT



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TO THE MEMBERS OF WINFAIR INVESTMENT COMPANY LIMITED

(incorporated in Hong Kong with limited liability)

OPINION

We have audited the consolidated financial statements of Winfair Investment Company Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 48 to 96, which comprise the consolidated statement of financial position as at 31 March 2025, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and 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 the HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTER

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.

VALUATION OF INVESTMENT PROPERTIES

(refer to notes 4.3, 5(iii) and 36 for the material accounting policy information and disclosure for the estimation of fair value of investment properties, respectively, and note 16 to the consolidated financial statements)

Management estimated the fair value of the Group’s investment properties to be approximately HK\$747,800,000 as at 31 March 2025 with fair value loss of approximately HK\$108,906,000 recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2025.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTER *(Continued)*

VALUATION OF INVESTMENT PROPERTIES *(Continued)*

Management has engaged an independent professional valuer (the "Management Expert") to assist the management in performing the valuation of the Group's investment properties as at 31 March 2025. The valuations of the Group's investment properties are dependent on certain key assumptions and estimations that require significant management judgement. Favourable or unfavourable changes to these assumptions may result in changes in the fair value of the Group's investment properties and corresponding adjustments to the changes in fair value reported in the consolidated statement of profit or loss and other comprehensive income and the carrying amount of these properties included in the consolidated statement of financial position.

We identified the valuation of the investment properties as a key audit matter because the valuation was inherently subjective and requires significant management judgement and estimation and significant changes in these estimates could result in material changes to the valuation of the investment properties.

OUR RESPONSES:

Our key procedures in relation to this key audit matter included:

- Involving an auditor's expert to assist our assessment on the appropriateness of the valuation methodologies and the reasonableness of the key assumptions and estimates used in the valuation of the fair value of the major investment properties;
- Evaluating the reliability and relevance of the sources of key inputs used in the valuation; and
- Evaluating the capabilities, competence and objectivity of the Management Expert and the auditor's expert.

OTHER INFORMATION IN THE ANNUAL REPORT

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

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

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



INDEPENDENT AUDITOR'S REPORT

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional 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.

INDEPENDENT AUDITOR'S REPORT

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

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the work performed for the purposes 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 whether applicable, actions taken to eliminate threats or safeguards applied.

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

BDO Limited

Certified Public Accountants

Cheung Wing Yin

Practising Certificate Number P06946

Hong Kong, 24 June 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2025

		2025	2024
	Notes	HK\$	HK\$
Revenue	7	21,446,588	20,052,902
Other revenue and gains/(losses), net	8	22,292,797	(11,596,265)
Fair value loss on investment properties		(108,906,023)	(48,900,000)
Administrative and general expenses		(7,708,579)	(7,201,354)
Finance costs		(201,367)	(673,375)
Loss before income tax	9	(73,076,584)	(48,318,092)
Income tax expense	13	(1,639,096)	(1,430,133)
Loss for the year attributable to the owners of the Company		(74,715,680)	(49,748,225)
Other comprehensive income:			
<i>Item that will not be reclassified subsequently to profit or loss:</i>			
Changes in fair value of equity instruments at fair value through other comprehensive income		10,395,974	(10,241,447)
Other comprehensive income for the year		10,395,974	(10,241,447)
Total comprehensive income for the year attributable to the owners of the Company		(64,319,706)	(59,989,672)
Loss per share (Basic and diluted)	14	(1.87)	(1.24)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2025

	Notes	2025 HK\$	2024 HK\$
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	15	1,216,254	1,295,805
Investment properties	16	747,800,000	856,700,000
Properties held for future development	17	5,550,000	5,550,000
Equity instruments at fair value through other comprehensive income	18	60,373,305	49,977,331
		814,939,559	913,523,136
Current assets			
Equity instruments at fair value through profit or loss	19	66,433,433	45,350,571
Trade and other receivables	20	833,517	778,692
Tax recoverable		8,763	767
Cash and bank balances	21	132,365,439	140,603,978
		199,641,152	186,734,008
Current liabilities			
Other payables	22	4,359,272	2,989,713
Bank borrowings – secured	23	–	16,295,139
Tax payable		627,423	505,768
		4,986,695	19,790,620
Net current assets		194,654,457	166,943,388
Total assets less current liabilities		1,009,594,016	1,080,466,524
Non-current liabilities			
Other payables	22	750,904	1,882,630
Deferred tax liabilities	24	1,085,465	1,046,414
		1,836,369	2,929,044
NET ASSETS		1,007,757,647	1,077,537,480
EQUITY			
Capital and reserves			
Share capital	25	40,000,000	40,000,000
Reserves	26	967,757,647	1,037,537,480
TOTAL EQUITY		1,007,757,647	1,077,537,480

The consolidated financial statements were approved and authorised for issue by the board of directors on 24 June 2025 and were signed on its behalf.

Ng Tai Wai
Director

So Kwok Leung
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2025

	Share capital HK\$	Capital reserve* HK\$ (Note 26(a))	Fair value reserve* HK\$ (Note 26(b))	Retained profits* HK\$	Total HK\$
At 1 April 2023	40,000,000	251,046	(744,678)	1,103,535,882	1,143,042,250
Loss for the year	–	–	–	(49,748,225)	(49,748,225)
Other comprehensive income:					
Changes in fair value of equity instruments at fair value through other comprehensive income ("FVTOCI")	–	–	(10,241,447)	–	(10,241,447)
Total other comprehensive income	–	–	(10,241,447)	–	(10,241,447)
Total comprehensive income	–	–	(10,241,447)	(49,748,225)	(59,989,672)
Fair value reserve transferred to retained profits upon disposal of equity instruments at FVTOCI	–	–	(234,588)	234,588	–
Dividends approved, net of unclaimed dividend forfeited, in respect of the previous year (Note 27)	–	–	–	(4,715,098)	(4,715,098)
Dividends declared in respect of the current year (Note 27)	–	–	–	(800,000)	(800,000)
At 31 March 2024 and 1 April 2024	40,000,000	251,046	(11,220,713)	1,048,507,147	1,077,537,480
Loss for the year	–	–	–	(74,715,680)	(74,715,680)
Other comprehensive income:					
Changes in fair value of equity instruments at FVTOCI	–	–	10,395,974	–	10,395,974
Total other comprehensive income	–	–	10,395,974	–	10,395,974
Total comprehensive income	–	–	10,395,974	(74,715,680)	(64,319,706)
Dividends approved, net of unclaimed dividend forfeited, in respect of the previous year (Note 27)	–	–	–	(4,660,127)	(4,660,127)
Dividends declared in respect of the current year (Note 27)	–	–	–	(800,000)	(800,000)
At 31 March 2025	40,000,000	251,046	(824,739)	968,331,340	1,007,757,647

* These reserve accounts comprise the consolidated reserves of approximately HK\$967,757,647 in the consolidated statement of financial position as at 31 March 2025 (2024: HK\$1,037,537,480).

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2025

	Notes	2025 HK\$	2024 HK\$
Cash flows from operating activities			
Loss before income tax		(73,076,584)	(48,318,092)
Adjustments for:			
Fair value loss on properties held for future development	8	–	130,000
Fair value (gain)/loss on equity instruments at fair value through profit or loss ("FVTPL")	8	(18,497,208)	15,085,055
Fair value loss on investment properties	16	108,906,023	48,900,000
Interest income	8	(3,795,589)	(3,594,790)
Finance costs	9	201,367	673,375
Depreciation	9	79,978	80,996
Reversal of provision for expected credit losses on trade and other receivables	9	(10,000)	(12,000)
Loss on disposal of property, plant and equipment	9	–	1,501
Operating profit before working capital changes		13,807,987	12,946,045
Increase in equity instruments at FVTPL		(2,585,654)	(1,169,510)
Increase in trade and other receivables		(44,825)	(180,989)
Increase in other payables		301,124	339,601
Cash generated from operations		11,478,632	11,935,147
Income tax paid		(1,486,386)	(1,171,531)
Net cash generated from operating activities		9,992,246	10,763,616
Cash flows from investing activities			
Purchase of property, plant and equipment		(427)	(13,780)
Addition to investment properties		(6,023)	(3,000,000)
Addition to properties held for future development		–	(130,000)
Proceeds on disposal of equity instruments at FVTOCI		–	2,148,479
Interest received		3,795,589	3,594,790
Net cash generated from investing activities		3,789,139	2,599,489
Cash flows from financing activities			
Repayment of bank borrowings		(16,295,139)	(810,588)
Dividends paid		(5,523,418)	(5,531,538)
Interest paid		(201,367)	(673,375)
Net cash used in financing activities		(22,019,924)	(7,015,501)
Net (decrease)/increase in cash and cash equivalents		(8,238,539)	6,347,604
Cash and cash equivalents at the beginning of year		140,603,978	134,256,374
Cash and cash equivalents at the end of year		132,365,439	140,603,978
Analysis of balances of cash and cash equivalents			
Cash and bank balances		132,365,439	140,603,978



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

1. GENERAL

Winfair Investment Company Limited (the “Company”) is a public limited liability company incorporated in Hong Kong. Its shares are listed and traded on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company and its subsidiaries are together referred to as a Group. The address of its registered office is 501-2, 5/F, Lee Kiu Building, 51 Jordan Road, Kowloon, Hong Kong, which is also its principal place of business.

The principal activities of the Company and its subsidiaries are property and share investments, property development and securities dealings.

2. ADOPTION OF HKFRS ACCOUNTING STANDARDS

2.1 ADOPTION OF AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

The Hong Kong Institute of Certified Public Accountants (“HKICPA”) has issued a number of amended HKFRS Accounting Standards that are first effective and relevant to the Group for the current accounting period:

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

The application of the amendments to HKFRS Accounting Standards in the current year has had no material impact on the Group’s results and financial position for the current or prior years and/or on the disclosures set out in these consolidated financial statements.

AMENDMENTS TO HKAS 1 CLASSIFICATION OF LIABILITIES AS CURRENT OR NON-CURRENT AND RELATED AMENDMENTS TO HONG KONG INTERPRETATION 5 (REVISED)

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of ‘settlement’ to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

2. ADOPTION OF HKFRS ACCOUNTING STANDARDS *(Continued)*

2.1 ADOPTION OF AMENDMENTS TO HKFRS ACCOUNTING STANDARDS *(Continued)*

AMENDMENTS TO HKAS 1 CLASSIFICATION OF LIABILITIES AS CURRENT OR NON-CURRENT AND RELATED AMENDMENTS TO HONG KONG INTERPRETATION 5 (REVISED) *(Continued)*

HK Int 5 (Revised) was revised October 2020 as a consequence of the amendments to HKAS 1 issued in August 2020. The revision to HK Int 5 (Revised) updates the wordings in the interpretation to align with the Amendments to HKAS 1 with no change in conclusion and do not change the existing requirements.

The Group has reassessed the terms and conditions of its liabilities as at 1 April 2023 and 1 April 2024 and concluded that the classification of its liabilities as current or non-current remained unchanged upon initial application of the amendments. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

AMENDMENTS TO HKAS 1 NON-CURRENT LIABILITIES WITH COVENANTS

The amendments further clarify that among covenants of a liability arising from a loan agreement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the Amendments issued in December 2022 require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period.

The Group has no non-current liabilities with covenants and concluded that the classification of its liabilities as current or non-current remained unchanged upon initial application of the amendments. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

2. ADOPTION OF HKFRS ACCOUNTING STANDARDS *(Continued)*

2.2 NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE

The following new and amended HKFRS Accounting Standards, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKAS 21 and HKFRS 1	Lack of Exchangeability ¹
Amendments to HKFRS 9 and HKFRS 7	Classification and Measurement of Financial Instruments ²
Annual Improvements to HKFRS Accounting Standards – Volume 11	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7 ²
Amendments to HKFRS 9 and HKFRS 7 HKFRS 18	Contracts Referencing Nature-dependent Electricity ² Presentation and Disclosure in Financial Statements ³
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴

¹ Effective for annual periods beginning on or after 1 January 2025.

² Effective for annual periods beginning on or after 1 January 2026.

³ Effective for annual periods beginning on or after 1 January 2027.

⁴ Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of these new, amendments and improvements to HKFRS Accounting Standards will have no material impact on the Group's accounting policies, results and financial position, except for HKFRS 18. As a consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 Statement of Cash Flows, HKAS 33 Earnings Per Share and HKAS 34 Interim Financial Reporting. In addition, there are minor consequential amendments to other HKFRS Accounting Standards. HKFRS 18 and the consequential amendments to other HKFRS Accounting Standards will be effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. Even though HKFRS 18 will not have any effect on the recognition and measurement of items in the consolidated financial statements, it is expected to have a material effect on the presentation and disclosure of certain items. These changes include categorisation and sub-totals in the statement of profit or loss, aggregation or disaggregation and labelling of information, and disclosure of management defined performance measures.

The Group has not early applied any amended HKFRS Accounting Standards that is not yet effective for the current accounting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

3. BASIS OF PREPARATION

(a) STATEMENT OF COMPLIANCE

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

(b) BASIS OF MEASUREMENT

The consolidated financial statements have been prepared under the historical cost basis except for certain properties and financial instruments, which are measured at fair values as explained in the accounting policies set out in note 4 below.

(c) FUNCTIONAL AND PRESENTATION CURRENCY

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

4. MATERIAL ACCOUNTING POLICY INFORMATION

4.1 BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the “Group”). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

4.2 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of bringing the asset to its present working condition and location for its intended use.

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.

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis or reducing balance method. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives and depreciation method are as follows:

Leasehold land and building	over the shorter of lease term or 40 years on a straight-line basis
Leasehold improvement	10% reducing balance method
Furniture, fixtures and equipment	10% reducing balance method

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

4.3 INVESTMENT PROPERTIES

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction and redevelopment for such purposes). Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Investment properties under construction and redevelopment are measured at fair value at the end of the reporting period. Construction costs incurred for investment properties under construction and redevelopment are capitalised as part of the carrying amount of the investment properties. Any difference between the fair value of the investment properties under construction and redevelopment and their carrying amounts is recognised in profit or loss for the period in which they arise.

4.4 PROPERTIES HELD FOR FUTURE DEVELOPMENT

Properties held for future development include land held for undetermined future use, which is regarded as held for capital appreciation purpose. Such properties held for future development are initially measured at cost, including any directly attributable expenditure, and stated at fair value, subsequent to initial recognition, at each reporting date when fair value can be determined reliably. Gains or losses arising from the changes in the fair values are taken to profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

4.5 FINANCIAL INSTRUMENTS

(i) FINANCIAL ASSETS

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

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

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments as follows:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity instruments at fair value through other comprehensive income ("FVTOCI") are subsequently measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

4.5 FINANCIAL INSTRUMENTS *(Continued)*

(ii) IMPAIRMENT LOSS ON FINANCIAL ASSETS

The Group recognises loss allowances for expected credit loss (“ECL”) on trade receivables and financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets’ original effective interest rate.

The Group has elected to measure loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group’s historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group’s historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

4.5 FINANCIAL INSTRUMENTS *(Continued)*

(ii) IMPAIRMENT LOSS ON FINANCIAL ASSETS *(Continued)*

Write-off policy

The gross carrying amount of a financial asset or contract asset is 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. Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(iii) FINANCIAL LIABILITIES

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including other payables, are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) EFFECTIVE INTEREST METHOD

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) EQUITY INSTRUMENTS

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vi) DERECOGNITION

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

4.6 IMPAIRMENT OF ASSETS (OTHER THAN FINANCIAL ASSETS)

At the end of each reporting period, the Group reviews the carrying amounts of the property, plant and equipment and investment in subsidiaries to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Value in use is based on the estimated future cash flows expected to be derived from the asset, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit.

4.7 LEASING

ACCOUNTING AS A LESSEE

All leases are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities.

Right-of-use asset

The right-of-use asset is initially recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right to use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under HKAS 40 and are carried at fair value. The Group accounts for leasehold land and buildings which is held for own use under HKAS 16 and are carried at cost less accumulated depreciation and any accumulated impairment losses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

4.7 LEASING *(Continued)*

ACCOUNTING AS A LESSEE *(Continued)*

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, which is generally the case of the Group, the Group uses the lessees's incremental borrowing rate.

The following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be the lease payments included in the measurement of the lease liability: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in substance fixed lease.

ACCOUNTING AS A LESSOR

The Group has leased out its investment properties to a number of tenants. Rental income from operating leases is recognised in profit or loss (presented as revenue) on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

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



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

4.8 EMPLOYEE BENEFITS

(a) SHORT TERM EMPLOYEE BENEFITS

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(b) DEFINED CONTRIBUTION RETIREMENT PLAN

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees’ basic salaries and are recognised as an expense in profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

(c) TERMINATION BENEFITS

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

4.9 INCOME TAXES

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income tax.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period, and reflects any uncertainty related to income taxes.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The Group did not rebut such presumption.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

4.10 REVENUE RECOGNITION

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.

Dividend income is recognised when the right to receive the dividend is established.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

4.11 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Company that make strategic decisions.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT

The preparation of consolidated financial statements in the application of the Group's accounting policies requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These judgements, estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

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

KEY SOURCES OF ESTIMATION UNCERTAINTY

In addition to information disclosed elsewhere in these consolidated financial statements, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

(i) **INCOME TAXES**

Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences, of course, will impact upon the income tax and deferred tax provision in the period in which such determination is made.

(ii) **IMPAIRMENT OF NON-FINANCIAL ASSETS**

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of the reporting period in accordance with accounting policy stated in note 4.6 to the consolidated financial statements. They are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculations are undertaken, management estimates the expected future cash flows from the asset or cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows.

(iii) **FAIR VALUE OF INVESTMENT PROPERTIES AND PROPERTIES HELD FOR FUTURE DEVELOPMENT**

The investment properties and properties held for future development are carried in the consolidated statement of financial position at 31 March 2025 and 31 March 2024 at their fair values, details of which are disclosed in notes 16 and 17 to the consolidated financial statements respectively. The fair values of the properties are determined by reference to valuations conducted on these properties by an independent qualified external valuer using property valuation techniques which involve certain assumptions of prevailing market conditions. Favourable or unfavourable changes to these assumptions may result in changes in the fair value of the Group's properties and corresponding adjustments to the changes in fair value reported in the consolidated statement of profit or loss and other comprehensive income and the carrying amount of these properties included in the consolidated statement of financial position. The carrying amount of investment properties and properties held for future development at 31 March 2025 is approximately HK\$747,800,000 and HK\$5,550,000 (2024: HK\$856,700,000 and HK\$5,550,000) respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT *(Continued)*

KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

(iv) FAIR VALUE MEASUREMENT

A number of assets and liabilities included in the Group's consolidated financial statements require measurement at, and/or disclosure of, fair value. The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the "fair value hierarchy"):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs; and
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

For more detailed information in relation to the fair value measurement of investment properties (note 16), properties held for future development (note 17), equity instruments at FVTOCI (note 18) and equity instruments at FVTPL (note 19), please refer to the applicable notes.

(v) IMPAIRMENT OF TRADE AND OTHER RECEIVABLES

The Group's management determines the provision for impairment of receivables on a forward-looking basis. In making the judgement, management considers available reasonable and supportive forward-looking information such as expected significant changes in the operating results of debtors and expected significant adverse changes in business and debtors' financial position.

At each reporting date, the historical observed default rates would be reassessed and changes in the forward-looking estimates are analysed. The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the Group's trade and other receivables and credit policy are disclosed in notes 20 and 35(a) to the consolidated financial statements respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

6. SEGMENT INFORMATION

The Group determines its operating segments based on internal reports reviewed by the Group's chief operating decision maker (i.e. the executive directors) that are used to assess segment performance and make strategic decision.

The reportable segments of the Group are as follows:

Securities investments	– securities investment for short-term and long-term
Property leasing	– letting investment properties
Property development	– properties held for future development

The following is an analysis of the Group's revenue and results by operating segment for the year:

	Securities investments		Property leasing		Property development		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
Segment revenue – external customer	6,184,518	5,410,315	15,262,070	14,642,587	–	–	21,446,588	20,052,902
Segment results before net gains or losses	4,649,852	4,021,599	10,882,777	10,456,260	(34,510)	(31,210)	15,498,119	14,446,649
Fair value gain/(loss) on equity instruments at FVTPL	18,497,208	(15,085,055)	–	–	–	–	18,497,208	(15,085,055)
Fair value loss on investment properties	–	–	(108,906,023)	(48,900,000)	–	–	(108,906,023)	(48,900,000)
Fair value loss on properties held for future development	–	–	–	–	–	(130,000)	–	(130,000)
Segment results	23,147,060	(11,063,456)	(98,023,246)	(38,443,740)	(34,510)	(161,210)	(74,910,696)	(49,668,406)
Bank interest income							3,795,589	3,594,790
Finance costs							(201,367)	(673,375)
Unallocated corporate expenses							(1,760,110)	(1,571,101)
Loss before income tax							(73,076,584)	(48,318,092)

All the Group's activities are carried out in Hong Kong.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

6. SEGMENT INFORMATION *(Continued)*

Revenue and expenses are allocated to the operating segments by reference to revenue generated by those segments and the expenses incurred by those segments including depreciation and impairment losses attributable to those segments. Bank interest income, finance costs and certain corporate expenses are not allocated to the operating segments as they are not included in the measure of the segments results that is used by the chief operating decision-maker for assessment of segment performance.

Revenue attributed from customers that contributing for 10% or more of the Group's total revenue during the year, are as follows:

	2025	2024
	HK\$	HK\$
Customer A	5,514,432	5,408,019
Customer B	3,228,000	3,018,000

For the years ended 31 March 2025 and 2024, both customers A and B are from property leasing segment.

An analysis of the Group's segment assets and liabilities are as follows:

	Securities investments		Property leasing		Property development		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
Assets								
Segment assets	138,556,293	101,369,099	758,658,482	867,718,176	5,550,000	5,550,000	902,764,775	974,637,275
Tax recoverable	-	-	8,763	-	-	767	8,763	767
	138,556,293	101,369,099	758,667,245	867,718,176	5,550,000	5,550,767	902,773,538	974,638,042
Unallocated corporate assets							111,807,173	125,619,102
Total assets							1,014,580,711	1,100,257,144
Liabilities								
Segment liabilities	306,320	273,364	3,390,526	19,419,501	109,208	107,208	3,806,054	19,800,073
Tax payable and deferred tax liabilities	-	-	1,712,888	1,552,182	-	-	1,712,888	1,552,182
	306,320	273,364	5,103,414	20,971,683	109,208	107,208	5,518,942	21,352,255
Unallocated corporate liabilities							1,304,122	1,367,409
Total liabilities							6,823,064	22,719,664

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

6. SEGMENT INFORMATION *(Continued)*

Segment assets principally comprise all tangible assets and current assets directly attributable to each segment with the exception of other unallocated head office and corporate assets (including fixed deposits and bank accounts) as these assets are managed on a group basis. Segment liabilities include all liabilities and borrowing directly attributable to and managed by each segment with the exception of other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Other segment information is as follows:

	Securities investments		Property leasing		Property development		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
Capital expenditure	-	-	6,450	3,013,780	-	130,000	6,450	3,143,780
Loss on disposal of property, plant and equipment	-	-	-	1,501	-	-	-	1,501
Depreciation	1,160	1,193	78,818	79,803	-	-	79,978	80,996
Reversal of provision for expected credit losses on trade and other receivables	-	-	10,000	12,000	-	-	10,000	12,000
Fair value gain/(loss) on equity instruments at FVTOCI	10,395,974	(10,241,447)	-	-	-	-	10,395,974	(10,241,447)
Gains on disposal of equity instruments at FVTOCI transferred from fair value reserve to retained profits	-	234,588	-	-	-	-	-	234,588

7. REVENUE

	2025	2024
	HK\$	HK\$
Gross rental income from investment properties	15,262,070	14,642,587
Dividend income from listed investments		
– Equity instruments at FVTPL	3,175,633	2,660,095
– Equity instruments at FVTOCI		
– related to investments derecognised during the year	-	22,050
– related to investments held at the end of the reporting period	3,008,885	2,728,170
	21,446,588	20,052,902

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

8. OTHER REVENUE AND GAINS/(LOSSES), NET

	2025	2024
	HK\$	HK\$
Bank interest income	3,795,589	3,594,790
Fair value gain/(loss) on equity instruments at FVTPL	18,497,208	(15,085,055)
Fair value loss on properties held for future development	–	(130,000)
Sundry income	–	24,000
	22,292,797	(11,596,265)

9. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging/(crediting):

	2025	2024
	HK\$	HK\$
Auditors' remuneration		
– audit services	477,200	451,000
– non-audit services	121,000	118,800
Depreciation (Note 15)	79,978	80,996
Direct operating expenses in respect of investment properties		
– that generated rental income	760,278	572,029
– that did not generate rental income	86,181	120,870
Interest on bank borrowings	201,367	673,375
Loss on disposal of property, plant and equipment	–	1,501
Reversal of provision for expected credit losses on trade and other receivables (Note 20)	(10,000)	(12,000)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

10. STAFF COSTS

	2025	2024
	HK\$	HK\$
Staff costs (including directors' emoluments (Note 11)) comprise:		
– Directors' fees and salaries	2,346,754	2,298,984
– Salaries and other benefits	2,115,368	2,047,706
– Contributions to defined contribution retirement plans	107,180	106,671
	4,569,302	4,453,361

11. DIRECTORS' REMUNERATION

Directors' emoluments disclosed pursuant to section 383 of the Hong Kong Companies Ordinance (Cap.622) (the Ordinance) and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap.622G) (the Regulation) is as follows:

	Fees	Salaries and allowance	Contributions to defined contribution retirement plans	Total emoluments
	HK\$	HK\$	HK\$	HK\$
For the year ended 31 March 2025				
Executive directors –				
Ng Tai Wai	105,000	832,504	18,000	955,504
Ng Tai Yin, Victor	105,000	674,250	18,000	797,250
Non-executive directors –				
So Kwok Leung	105,000	–	–	105,000
So Kwok Wai, Benjamin	105,000	–	–	105,000
Ng Kwok Fun	105,000	–	–	105,000
Independent non-executive directors –				
Ng Chi Yeung, Simon	105,000	–	–	105,000
Chan Suit Fei, Esther	105,000	–	–	105,000
Heng Pei Neng, Roy	105,000	–	–	105,000
	840,000	1,506,754	36,000	2,382,754

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

11. DIRECTORS' REMUNERATION (Continued)

	Fees HK\$	Salaries and allowance HK\$	Contributions to defined contribution retirement plans HK\$	Total emoluments HK\$
For the year ended 31 March 2024				
Executive directors –				
Ng Tai Wai	105,000	806,114	18,000	929,114
Ng Tai Yin, Victor	105,000	652,870	18,000	775,870
Non-executive directors –				
So Kwok Leung	105,000	–	–	105,000
So Kwok Wai, Benjamin	105,000	–	–	105,000
Ng Kwok Fun	105,000	–	–	105,000
Independent non-executive directors –				
Ng Chi Yeung, Simon	105,000	–	–	105,000
Chan Suit Fei, Esther	105,000	–	–	105,000
Heng Pei Neng, Roy	105,000	–	–	105,000
	840,000	1,458,984	36,000	2,334,984

Notes:

- (i) No directors' retirement benefit is arising on or after or in connection with a director's retirement during the year.
- (ii) No payment made or benefit provided in respect of the termination of the service of all directors, whether in the capacity of directors or in any other capacity while directors.
- (iii) No consideration provided to or receivable by third parties for making available the services of a person as director or in any other capacity while director.
- (iv) No amounts were paid to or were receivable by any director as inducement to join the Group or as compensation for loss of office during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

12. FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, two (2024: two) are executive directors of the Company whose emoluments are included in note 11 above. The emoluments of the remaining three (2024: three) individuals were as follows:

	2025	2024
	HK\$	HK\$
Salaries and other benefits		
– Senior management	666,278	644,562
– Other than senior management	1,049,520	1,016,244
	1,715,798	1,660,806
Contributions to defined contribution retirement plans		
– Senior management	18,000	18,000
– Other than senior management	36,000	36,000
	54,000	54,000
	1,769,798	1,714,806

Their emoluments were within the following band:

	2025	2024
	No. of individuals	No. of individuals
Nil to HK\$1,000,000		
– Senior management	1	1
– Other than senior management	2	2
	3	3

No inducement for joining the Group or compensation for loss of office was paid or payable to any five highest paid individuals during the year (2024: Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

13. INCOME TAX EXPENSE

	2025	2024
	HK\$	HK\$
Current income tax – Hong Kong Profits tax	1,610,000	1,437,000
Over provision in prior years	(9,955)	(11,356)
	1,600,045	1,425,644
Deferred income tax (Note 24)	39,051	4,489
Income tax expense	1,639,096	1,430,133

Hong Kong Profits tax is calculated at the rate of 16.5% (2024: 16.5%) on the estimated assessable profits arising in Hong Kong, except for one subsidiary of the Company which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% (2024: 8.25%) and the remaining assessable profits are taxed at 16.5% (2024: 16.5%).

The income tax expense for the year can be reconciled to the loss before income tax in the consolidated statement of profit or loss and other comprehensive income as follows:

	2025	2024
	HK\$	HK\$
Loss before income tax	(73,076,584)	(48,318,092)
Tax calculated at the domestic tax rate	(12,057,637)	(7,972,485)
Tax effect of expenses not deductible for tax purpose	18,034,110	8,136,724
Tax effect of revenue not taxable for tax purpose	(1,646,718)	(1,485,842)
Tax effect of tax losses not recognised	446	2,985,000
Tax effect of utilisation of unrecognised tax losses	(2,516,652)	(57,999)
Over provision in prior years	(9,955)	(11,356)
Tax concession	(165,000)	(165,000)
Others	502	1,091
Income tax expense	1,639,096	1,430,133

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

14. LOSS PER SHARE

The basic loss per share for the year is calculated by dividing the loss for the year attributable to owners of the Company by the weighted average number of ordinary shares in issue held by the Company of 40,000,000 (2024: 40,000,000) during the year. There were no dilutive potential ordinary share outstanding for both years.

15. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and building HK\$	Leasehold improvement HK\$	Furniture, fixtures and equipment HK\$	Total HK\$
Cost				
At 1 April 2023	3,758,960	462,600	220,643	4,442,203
Additions	–	–	13,780	13,780
Disposals	–	–	(9,000)	(9,000)
At 31 March 2024 and 1 April 2024	3,758,960	462,600	225,423	4,446,983
Additions	–	–	427	427
At 31 March 2025	3,758,960	462,600	225,850	4,447,410
Accumulated depreciation				
At 1 April 2023	2,488,389	442,597	146,695	3,077,681
Charge for the year	70,374	2,000	8,622	80,996
Written back on disposal	–	–	(7,499)	(7,499)
At 31 March 2024 and 1 April 2024	2,558,763	444,597	147,818	3,151,178
Charge for the year	70,374	1,801	7,803	79,978
At 31 March 2025	2,629,137	446,398	155,621	3,231,156
Net book value				
At 31 March 2025	1,129,823	16,202	70,229	1,216,254
At 31 March 2024	1,200,197	18,003	77,605	1,295,805

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

16. INVESTMENT PROPERTIES

	2025	2024
	HK\$	HK\$
Fair value		
At the beginning of year (level 3 recurring fair value)	856,700,000	902,600,000
Additions	6,023	3,000,000
Decrease in fair value recognised in profit or loss	(108,906,023)	(48,900,000)
At the end of year (level 3 recurring fair value)	747,800,000	856,700,000

All investment properties of the Group are situated in Hong Kong and held under following lease terms:

	2025	2024
	HK\$	HK\$
Short-term lease	12,500,000	16,500,000
Medium-term leases	212,300,000	230,800,000
Long-term leases	523,000,000	609,400,000
	747,800,000	856,700,000

Lease payments may be varied periodically to reflect market rentals.

The investment properties were revalued on 31 March 2025 and 31 March 2024 by RHL Appraisal Limited, an independent firm of professional surveyors, on an open market value basis. The fair value measurement is disclosed in note 36 to the consolidated financial statements.

Included in the investment properties, the carrying value of HK\$450,000,000 (2024: HK\$522,000,000) as at 31 March 2025 represents the investment properties under redevelopment in Hong Kong.

At 31 March 2025, no investment properties (2024: HK\$61,300,000) have been pledged to a bank to secure general bank facilities of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

17. PROPERTIES HELD FOR FUTURE DEVELOPMENT

	2025	2024
	HK\$	HK\$
Fair value		
At the beginning of the year (level 3 recurring fair value)	5,550,000	5,550,000
Additions	–	130,000
Decrease in fair value recognised in profit or loss	–	(130,000)
At the end of the year (level 3 recurring fair value)	5,550,000	5,550,000

The properties held for future development are situated in Hong Kong and held under medium term leases. The properties were revalued at 31 March 2025 and 31 March 2024 by RHL Appraisal Limited, an independent firm of professional surveyors, on an open market value basis. The fair value measurement is disclosed in note 36 to the consolidated financial statements.

18. EQUITY INSTRUMENTS AT FVTOCI

	2025	2024
	HK\$	HK\$
Listed shares in Hong Kong, at fair value and classified as non-current assets		
At the beginning of the year	49,977,331	62,367,257
Disposals	–	(2,148,479)
Increase/(decrease) in fair value	10,395,974	(10,241,447)
At the end of the year	60,373,305	49,977,331

The listed equity securities were irrevocably designated at FVTOCI as the Group considers the investment to be long-term strategic capital investment in nature. The Group held less than 1% interest of issued share capital for each underlying investee company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

18. EQUITY INSTRUMENTS AT FVTOCI *(Continued)*

Top five holdings of the Group's equity instruments at FVTOCI are as follows:

Stock Code	Stock name	Principal business	2025	2024
			HK\$'000	HK\$'000
388	Hong Kong Exchanges and Clearing Limited	Financials	16,043	10,599
2	CLP Holdings Limited	Utilities	10,461	10,288
1398	Industrial and Commercial Bank of China Limited – H Shares	Financials	6,655	4,733
386	China Petroleum & Chemical Corporation – H Shares	Energy	4,715	5,106
1	CK Hutchison Holdings Limited	Conglomerates	4,383	N/A
1113	CK Asset Holdings Limited	Properties & Construction	N/A	3,870

N/A: It is not applicable to disclose as they were not the top five holdings of the Group's equity instruments at FVTOCI in the respective financial year.

Changes in fair value of the above equity securities are recognised in other comprehensive income and accumulated within the fair value reserve within equity. The Group transfers amounts from fair value reserve to retained profits when the relevant equity securities are derecognised.

There were no disposal of equity instruments at FVTOCI during the year ended 31 March 2025. For the year ended 31 March 2024, the Group disposed certain equity securities at approximately HK\$2,148,479, resulting in a transfer of accumulated gain on the equity instruments at FVTOCI of approximately HK\$234,588 within equity.

The fair values of listed securities are determined on the basis of their quoted market prices at the end of reporting period.

19. EQUITY INSTRUMENTS AT FVTPL

	2025	2024
	HK\$	HK\$
Listed shares in Hong Kong, at fair value and classified as current asset	66,433,433	45,350,571

The fair values of listed securities are determined on the basis of their quoted market prices at the end of reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

20. TRADE AND OTHER RECEIVABLES

	2025	2024
	HK\$	HK\$
Rental receivables (note)		
– Within 30 days	47,500	100,485
– Within 31 days to 60 days	22,500	47,500
– Within 61 days to 90 days	12,500	–
	82,500	147,985
Other receivables	468,934	343,424
Deposits and prepayments	314,583	329,783
	866,017	821,192
Less: Provision for expected credit losses	(32,500)	(42,500)
Total trade and other receivables, net	833,517	778,692

Note:

Rental receivables from tenants are payable on presentation of invoices. Normally, monthly rentals are payable in advance by tenants in accordance with the respective lease term. As at 31 March 2025 and 2024, all trade and other receivables are expected to be recovered within one year. The ageing analysis is presented based on the invoice date at the end of the reporting period. The Group holds rental deposits as collateral over these balances.

The Group's credit policy with customers is disclosed in note 35(a) to the consolidated financial statements.

Movements on the provision for expected credit losses as follows:

	2025	2024
	HK\$	HK\$
Balance at beginning of the year	42,500	54,500
Reversal of provision	(10,000)	(12,000)
Balance at end of the year	32,500	42,500

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

21. CASH AND BANK BALANCES

	2025	2024
	HK\$	HK\$
Time deposits with original maturity within three months	105,000,000	110,000,000
Cash at banks and in hand	27,365,439	30,603,978
	132,365,439	140,603,978

As at 31 March 2025, the time deposits had a term for original maturity of 1 month and borne interest at 3.15% per annum (2024: 4% per annum).

Cash at banks earns interest at floating rates based on daily bank deposits rates and are deposited with creditworthy banks with no recent history of default.

22. OTHER PAYABLES

	2025	2024
	HK\$	HK\$
Rental deposits received	1,573,128	302,150
Receipts in advance	243,425	131,500
Unclaimed dividends	431,602	494,893
Accrued expenses and other payables (note)	2,111,117	2,061,170
Current portion	4,359,272	2,989,713
Rental deposits received	656,904	1,788,630
Other payables (note)	94,000	94,000
Non-current portion	750,904	1,882,630

Note:

The other payables mainly represent the provision for long service payments made for all employees, including the directors, who had worked under continuous contract for a minimum of five years under certain circumstances as at the end of the reporting period, and is calculated in accordance with the provisions of the Hong Kong Employment Ordinance (Cap.57).

The provision for long service payments recognised in the consolidated statement of financial position was HK\$118,000 as at 31 March 2025 (2024: HK\$118,000).



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

23. BANK BORROWINGS – SECURED

The Group's secured bank loans at the end of the reporting period were repayable as follows:

	2025	2024
	HK\$	HK\$
Current liabilities		
– Within one year	–	16,295,139

Notes:

- (a) All of the Group's secured bank loans of HK\$16,295,139 as at 31 March 2024, were fully repaid in June and August 2024 which were repaid according to the scheduled repayment dates as set out in the loan agreements. As such, no investment properties were pledged and no corporate guarantee was given by the Company in favour of the bank for securing the loans as at 31 March 2025.
- (b) As at 31 March 2024, the Group's bank borrowings were secured by (i) investment properties of the Group amounting to approximately HK\$61,300,000 (note 16) and (ii) a corporate guarantee amounting to HK\$32,900,000 given by the Company in favour of the bank for securing the aforesaid loans.
- (c) During the year, the Group's secured bank loans bore interest at 1.8% per annum below Hong Kong Dollars Best Lending Rate ("BLR") of a commercial bank in Hong Kong (2024: 1.8% below BLR). During the year, the finance costs on bank borrowings amounted to HK\$201,367 (2024: HK\$673,375).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

24. DEFERRED TAX

The components of deferred tax liabilities/(assets) recognised in the consolidated statement of financial position and their movements are as follows:

Deferred tax arising from:	Accelerated depreciation allowances HK\$	Unused tax losses HK\$	Total HK\$
At 1 April 2023	1,099,700	(57,775)	1,041,925
Charged/(credited) to profit or loss for the year	18,756	(14,267)	4,489
At 31 March 2024 and 1 April 2024	1,118,456	(72,042)	1,046,414
Charge to profit or loss for the year	17,370	21,681	39,051
At 31 March 2025	1,135,826	(50,361)	1,085,465

As at 31 March 2025, the Group did not recognise deferred tax assets in respect of losses amounting to approximately HK\$77,887,000 (2024: HK\$93,135,000) that can be carried forward against future taxable income due to uncertainty of availability of future taxable income. The tax losses do not have expiry date.

25. SHARE CAPITAL

HK\$

Issued and fully paid:

At 1 April 2023, 31 March 2024, 1 April 2024 and 31 March 2025

– 40,000,000 ordinary shares

40,000,000

26. RESERVES

(a) CAPITAL RESERVE

The reserve is arising from the capital contribution from equity holders resulted from the reorganisation in prior years.

(b) FAIR VALUE RESERVE

The balance represents the cumulative net change in the fair value of equity investment designated at FVTOCI that are held at the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

27. DIVIDENDS

- (a) Dividends payable to equity shareholders of the Company attributable to the year:

	2025	2024
	HK\$	HK\$
Interim dividend declared and paid of HK\$0.02 (2024: HK\$0.02) per ordinary share	800,000	800,000
Final dividend proposed after the end of the reporting period of HK\$0.12 (2024: HK\$0.12) per ordinary share	4,800,000	4,800,000
	5,600,000	5,600,000

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

- (b) Dividends attributable to the previous financial year, approved and paid during the year:

	2025	2024
	HK\$	HK\$
Final dividend for the year ended 31 March 2024 of HK\$0.12 (2023: HK\$0.12) per ordinary share	4,800,000	4,800,000
Unclaimed dividend forfeited*	(139,873)	(84,902)
	4,660,127	4,715,098

* Pursuant to Article 147 of the New Articles of Association of the company, which was adopted on 9 September 2024, on 25 March 2025 the board of directors resolved that the dividends for the financial years 2017/18 to 2018/19 amounting to HK\$139,873 payable on or before 9 January 2019 remained unclaimed on 25 March 2025 be forfeited and recognised in the equity.

Pursuant to Article 145 of the Articles of Association of the company, on 19 March 2024 the board of directors resolved that the dividends for the financial years 2016/17 to 2017/18 amounting to HK\$84,902 payable on or before 10 January 2018 remained unclaimed on 19 March 2024 be forfeited and recognised in the equity.

The unclaimed dividend forfeited is a non-cash transaction.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

28. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Note	2025 HK\$	2024 HK\$
ASSETS AND LIABILITIES			
Non-current assets			
Investment in subsidiaries		6,471,005	6,471,005
Property, plant and equipment		10,985	12,206
Investment properties		7,300,000	7,300,000
Amounts due from subsidiaries		547,298,299	591,668,600
		561,080,289	605,451,811
Current assets			
Equity instruments at FVTPL		66,433,433	45,350,571
Trade and other receivables		156,287	171,309
Cash and bank balances		10,172,788	18,146,022
		76,762,508	63,667,902
Current liabilities			
Other payables		1,615,722	1,696,209
Amounts due to subsidiaries		15,236,908	17,044,903
		16,852,630	18,741,112
Net current assets		59,909,878	44,926,790
Total assets less current liabilities		620,990,167	650,378,601
Non-current liability			
Other payables		66,400	32,400
		66,400	32,400
NET ASSETS		620,923,767	650,346,201
EQUITY			
Capital and reserves			
Share capital	25	40,000,000	40,000,000
Reserve (note)		580,923,767	610,346,201
		620,923,767	650,346,201

The financial statements were approved by the board of directors on 24 June 2025 and were signed on its behalf.

Ng Tai Wai
Director

So Kwok Leung
Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

28. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

The Company	Reserve – Retained profits HK\$
At 1 April 2023	648,644,389
Loss for the year	(32,783,090)
Dividends approved, net of unclaimed dividend forfeited, in respect of the previous year (Note 27)	(4,715,098)
Dividends declared in respect of the current year (Note 27)	(800,000)
At 31 March 2024 and 1 April 2024	610,346,201
Loss for the year	(23,962,307)
Dividends approved, net of unclaimed dividend forfeited, in respect of the previous year (Note 27)	(4,660,127)
Dividends declared in respect of the current year (Note 27)	(800,000)
At 31 March 2025	580,923,767

29. INVESTMENT IN SUBSIDIARIES

Name of subsidiaries	Place of incorporation/ operation	Issued/fully paid up/ registered share capital	Effective interest held by the Company				Principal activities	
			Directly		Indirectly			
			HK\$	2025	2024	2025		2024
			%	%	%	%		
Allied (HK) Industrial Limited	Hong Kong	1	100	100	–	–	Investment holdings	
Heng Shun Properties Development Limited	Hong Kong	1	100	100	–	–	Property investment/ development	
Hing Full Far East Development Limited	Hong Kong	10,000	100	100	–	–	Property investment	
Hing Shing Far East Development Limited	Hong Kong	10,000	100	100	–	–	Share investment	
Howe Kaye Investments Limited	Hong Kong	10,000	–	–	100	100	Property investment	
Konchoy Limited	Hong Kong	2	100	100	–	–	Property investment	
Wang Fung Far East Development Limited	Hong Kong	10,000	100	100	–	–	Property investment/ development	
Wing Sum Investment Company Limited	Hong Kong	10,000	100	100	–	–	Property investment	
Wing Tai Investment Limited	Hong Kong	1	100	100	–	–	Property investment	
Yick Fu Investment Company Limited	Hong Kong	1,800,000	100	100	–	–	Property investment	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

30. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of the liabilities arising from the financing activities:

	Unclaimed dividends		Bank borrowings, secured	
	2025	2024	2025	2024
	HK\$	HK\$	HK\$	HK\$
At the beginning of year	494,893	511,333	16,295,139	17,105,727
Changes from cash flows:				
– Repayment of bank borrowings	–	–	(16,295,139)	(810,588)
– Interest paid	–	–	(201,367)	(673,375)
– Dividend paid	(5,523,418)	(5,531,538)	–	–
	(5,523,418)	(5,531,538)	(16,496,506)	(1,483,963)
Other changes				
– Interest expenses	–	–	201,367	673,375
– Dividend approved and declared	5,600,000	5,600,000	–	–
– Unclaimed dividend forfeited	(139,873)	(84,902)	–	–
	5,460,127	5,515,098	201,367	673,375
At the end of year	431,602	494,893	–	16,295,139

31. OPERATING LEASE ARRANGEMENTS

The Group's investment properties are leased to a number of tenants for varying terms. At the end of the reporting period, the total future minimum lease receipts under non-cancellable operating leases of investment properties were as follows:

	2025	2024
	HK\$	HK\$
Not later than one year	8,643,422	13,708,901
Later than one year and not later than two years	3,123,947	6,222,079
Later than two year and not later than three years	165,194	1,792,307
	11,932,563	21,723,287

The operating leases normally run from one to three years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

32. CAPITAL COMMITMENT

At the end of the reporting period, the Group had the following commitment:

	2025 HK\$	2024 HK\$
Contracted but not provided for:		
Capital expenditure for the redevelopment of the investment properties	12,050,000	12,050,000
Authorised but not contracted for:		
Capital expenditure for the redevelopment of the investment properties	54,000,000	54,000,000

33. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital structure on the basis of a net debt-to-adjusted capital ratio. For this purpose the Group defines net debt as total debt (which includes interest-bearing borrowings and other payables) plus proposed dividends, less cash and cash equivalents. Adjusted capital comprises all components of equity less proposed dividends.

The Group aims to maintain a manageable net debt-to-adjusted capital ratio. In order to maintain the capital structure, the Group may adjust the amount of dividends to be paid to shareholders, issue new shares, or sell assets to reduce debts, or raise borrowings for acquisition of assets in the light of changes in the Group's business portfolio and economic conditions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

34. FINANCIAL INSTRUMENTS

CATEGORIES OF FINANCIAL INSTRUMENTS

	2025	2024
	HK\$	HK\$
Financial assets		
Measured at fair value		
– Equity instruments at FVTOCI	60,373,305	49,977,331
– Equity instruments at FVTPL	66,433,433	45,350,571
Measured at amortised cost		
– Trade and other receivables	709,051	653,026
– Cash and bank balances	132,365,439	140,603,978
	259,881,228	236,584,906
Financial liabilities		
Measured at amortised cost		
– Other payables	3,908,751	3,782,843
– Bank borrowings – secured	–	16,295,139
	3,908,751	20,077,982

35. FINANCIAL RISK MANAGEMENT

Exposure to credit, liquidity, and market (including interest rate and price) risks arises in the normal course of the Group's business. Exposures to these risks are controlled by the Group's financial management policies and practices described below. No derivative financial instruments are used to hedge any exposure to these risks.

(a) CREDIT RISK

The Group's credit risk is primarily attributable to its financial assets at amortised cost.

In respect of trade receivables, the Group holds rental deposits from tenants to address potential exposure to credit risk. Further, evaluation is made for the tenants with reference to their credit history and financial strength, as well as the economic environment in which the tenant operates. There is no significant concentration of credit risk with respect to rental receivables. The exposure of credit risk on rental receivables is limited due to deposits received from tenants. Full allowance will be made on the balance overdue for 90 days after setting off the relevant tenant's deposit.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

35. FINANCIAL RISK MANAGEMENT (Continued)

(a) CREDIT RISK (Continued)

Other receivables mainly represented dividend receivable from listed investments and interest receivables from financial institutions. Investments and deposits are only made to the listed companies and financial institutions, which have obtained high credit rating with good credit standing. The Group has considered the consistently low historical default rate in connection with payments, and concluded that the credit risk inherent in the Group's outstanding other receivables is insignificant.

Cash is deposited and placed at reputable financial institutions to minimize exposure to credit risk. The counterparties of cash and bank balances are located in Hong Kong. As the Group's bank balances are deposited with a number of reputable banks with sound credit ratings, in the opinion of the directors of the Company, the credit risk of the Group's bank balances is insignificant.

IMPAIRMENT AND PROVISION POLICIES

The Group's impairment requirements under HKFRS 9 are based on an expected credit loss model. The Group applies simplified approach to measure ECL on trade receivables; and general approach to measure ECL on other financial assets accounted for at amortised cost. Under the simplified approach, the Group measures the loss allowance at an amount equal to lifetime ECL. Under the general approach, financial assets migrate through the following three stages based on the change in credit risk since initial recognition: Stage 1: 12-months ECL, Stage 2: Lifetime ECL — not credit-impaired and Stage 3: Lifetime ECL — credit-impaired.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables at the end of the reporting period:

	Expected loss rate	Gross carrying amount	Loss allowance
	(%)	(HK\$)	(HK\$)
31 March 2025			
1-30 days past due	12.6	47,500	6,000
31-60 days past due	68.9	22,500	15,500
61-90 days past due	88.0	12,500	11,000
		82,500	32,500
31 March 2024			
1-30 days past due	9.9	100,485	10,000
31-60 days past due	68.4	47,500	32,500
		147,985	42,500

Expected loss rates are based on actual loss experience over the past 2 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions, forward looking information and the Group's view of economic conditions over the expected lives of the receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

35. FINANCIAL RISK MANAGEMENT *(Continued)*

(b) LIQUIDITY RISK

The Group regularly and closely monitors its current and expected liquidity position to ensure adequate funds are available for its short-term and long-term requirements. Management believes that the Group has sound liquidity position and has sufficient cash reserve for its operations and capital commitment obligation.

The following table details the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which is based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

Specifically, for bank loans which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

	Carrying amounts	Total undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years
	HK\$	HK\$	HK\$	HK\$	HK\$
At 31 March 2025					
Non-derivatives					
Rental deposit received	2,230,032	2,230,032	1,573,128	566,904	90,000
Accruals	1,247,117	1,247,117	1,247,117	–	–
Unclaimed dividends	431,602	431,602	431,602	–	–
	3,908,751	3,908,751	3,251,847	566,904	90,000
At 31 March 2024					
Non-derivatives					
Bank borrowings, secured, subject to a repayment on demand clause	16,295,139	16,516,296	16,516,296	–	–
Rental deposit received	2,090,780	2,090,780	302,150	1,479,128	309,502
Accruals	1,197,170	1,197,170	1,197,170	–	–
Unclaimed dividends	494,893	494,893	494,893	–	–
	20,077,982	20,299,139	18,510,509	1,479,128	309,502

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

35. FINANCIAL RISK MANAGEMENT (Continued)

(b) LIQUIDITY RISK (Continued)

The table that follows summarises the maturity analysis of bank loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on-demand” time band in the maturity analysis. Taking into account the consolidated financial position as at 31 March 2024, the directors did not consider that it was probable that the bank would exercise its discretion to demand immediate repayment. During the year ended 31 March 2025, the bank loans were repaid in accordance with the scheduled repayment dates set out in the loan agreements.

	Carrying amounts	Total undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years
	HK\$	HK\$	HK\$	HK\$	HK\$
At 31 March 2025					
Bank borrowings, secured	–	–	–	–	–
At 31 March 2024					
Bank borrowings, secured	16,295,139	16,516,296	16,516,296	–	–

(c) INTEREST RATE RISK

As the group has fixed deposits placed at banks at floating interest rates, interest rate risk arises from changes in market interest rates which affect the group’s interest income. Except for the surplus funds retained with banks as detailed in note 21 to the financial statements, the group has no other significant interest-bearing assets at floating interest rates which are exposed to cash flow interest rate risk.

The Group’s interest rate risk also arises primarily from bank borrowings. Bank borrowings issued at variable rates expose the Group to cash flow interest rate risk. The Group periodically reviews the market interest rates and manages the risk on an ongoing basis.

The following table details the interest rate profile of the Group’s borrowings at the end of the reporting period:

	2025 Effective Interest rate		2024 Effective Interest rate	
	%	HK\$	%	HK\$
Variable rate borrowings:				
Bank borrowings, secured	–	–	3.84% to 4.08%	16,295,139

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

35. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) **INTEREST RATE RISK** *(Continued)*

SENSITIVITY ANALYSIS

As at 31 March 2025, the Group has no other significant interest-bearing borrowings as the Group fully repaid borrowings during the year. Accordingly, the sensitivity analysis is not presented.

At 31 March 2024, it was estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's loss for the year by approximately HK\$26,000, mainly as a result of higher/lower interest expense on floating rate borrowing.

The sensitivity analysis above had been determined assuming that the change in interest rates had occurred at the end of reporting period and had been applied to the exposure to interest rate risk for the Group's floating rate borrowing in existence at that date. The 50 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual financial year end.

(d) **PRICE RISK**

The Group is exposed to equity price changes arising from equity instruments measured at FVTPL and equity instruments measured at FVTOCI.

The Group's listed investments are listed on the Stock Exchange of Hong Kong. Decisions to buy and sell listed investments at FVTPL are based on daily monitoring of the performance of individual securities compared to that of the index and other industry indicators, as well as the Group's liquidity needs. Listed investments measured at FVTOCI have been chosen based on their longer term growth potential and are monitored regularly for performance against expectations. The portfolio is diversified in terms of industry distribution, in accordance with the limits set by the Group.

Management monitors the market conditions and securities price fluctuations and responds so as to minimise adverse effects on the Group's financial performance.

SENSITIVITY ANALYSIS

The sensitivity analysis on equity price risk includes the Group's financial instruments, which fair value or future cash flows will fluctuate because of changes in their corresponding or underlying asset's equity price. If the prices of the equity instruments at FVTPL and FVTOCI had been 10% higher/lower (2024: 10% higher/lower):

- loss for the year ended 31 March 2025 would decrease/increase by approximately HK\$6.6 million (2024: HK\$4.5 million) due to change in fair value of financial assets at FVTPL; and
- other comprehensive income for the year ended 31 March 2025 would increase/decrease by approximately HK\$6.0 million (2024: HK\$5.0 million) as a result of changes in fair value of financial assets at FVTOCI.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

35. FINANCIAL RISK MANAGEMENT *(Continued)*

(d) **PRICE RISK** *(Continued)*

SENSITIVITY ANALYSIS *(Continued)*

The sensitivity analysis has been determined assuming that the reasonably possible changes in listed shares prices had increased/decreased by 10% with all other variables held constant at the end of reporting period. The changes represent the management's assessment of reasonably possible changes in the relevant share prices over the period until the next financial year end.

The analysis is performed on the same basis for 2024.

(e) **FAIR VALUE ESTIMATION**

The carrying amounts of receivables and payables are assumed to approximate their fair value.

The fair values of the Group's listed investments traded in active market are stated at quoted market price at the end of the reporting period. Unlisted investments in subsidiaries of which fair values cannot be reliably measured are stated at cost less accumulated impairment losses.

FAIR VALUE HIERARCHY

The table below analyses recurring fair value measurements for financial assets and financial liabilities. These fair value measurements are categorised into different levels in the fair value hierarchy based on the inputs to valuation techniques used. The different levels are defined as follows:

Level 1:	Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2:	Inputs other than quoted prices included with Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3:	Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

35. FINANCIAL RISK MANAGEMENT *(Continued)*

(e) FAIR VALUE ESTIMATION *(Continued)*

The financial assets measured at fair value are grouped into the fair value hierarchy as follows:

RECURRING FAIR VALUE MEASUREMENT

Financial assets:

	Level 1	Level 2	Level 3	Total
	HK\$	HK\$	HK\$	HK\$
As at 31 March 2025				
Equity instruments at FVTOCI				
– listed shares in Hong Kong	60,373,305	–	–	60,373,305
Equity instruments at FVTPL				
– listed shares in Hong Kong	66,433,433	–	–	66,433,433
	126,806,738	–	–	126,806,738
As at 31 March 2024				
Equity instruments at FVTOCI				
– listed shares in Hong Kong	49,977,331	–	–	49,977,331
Equity instruments at FVTPL				
– listed shares in Hong Kong	45,350,571	–	–	45,350,571
	95,327,902	–	–	95,327,902

During the year, there was no transfer of financial instruments between different levels of fair value hierarchy. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

36. FAIR VALUE MEASUREMENT ON PROPERTIES

The following table presents the fair value of the Group's properties measured at fair value at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 Fair Value Measurement (note 35(e)). The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Fair value measurements at 31 March 2025				
	Level 1	Level 2	Level 3	Total
	HK\$	HK\$	HK\$	HK\$
Recurring fair value measurements				
Investment properties	–	–	747,800,000	747,800,000
Properties held for future development	–	–	5,550,000	5,550,000
	–	–	753,350,000	753,350,000

Fair value measurements at 31 March 2024				
	Level 1	Level 2	Level 3	Total
	HK\$	HK\$	HK\$	HK\$
Recurring fair value measurements				
Investment properties	–	–	856,700,000	856,700,000
Properties held for future development	–	–	5,550,000	5,550,000
	–	–	862,250,000	862,250,000

During the year, there was no transfer of between different levels of fair value hierarchy. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The directors of the Company had on-going discussions with RHL Appraisal Limited, the independent firm of professional surveyors, upon producing the valuation reports in respect of valuation assumptions use and other inputs relevant for the valuations of the Group's properties.

The fair values of all properties are classified as level 3. The movements of the investment properties and properties held for future development during the year were set out in notes 16 and 17 to the consolidated financial statements respectively. The fair value of the properties is determined by the independent firm of professional surveyors using direct comparison approach by reference to recent sales price of comparable properties on a price per square foot basis. The valuations are taking into account of the characteristic of the properties in terms of the time, size, building age, floor, location, frontage, layout, quality, view, accessibility (including transportation and convenience), site configuration, development scale and other factors collectively. Judgement was exercised, based on factors available and on holistic approach, on the adjustment onto the comparables by comparing the difference of comparables and subject property. Higher premium for the properties reflects in a higher value measurement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

36. FAIR VALUE MEASUREMENT ON PROPERTIES *(Continued)*

INFORMATION ABOUT LEVEL 3 FAIR VALUE MEASUREMENTS

Information about Group's properties classified as level 3 fair value measurement at the end of the reporting period are as follow:

As at 31 March 2025

Description	Fair value	Valuation Technique	Significant unobservable input(s)	Range (per square foot)	Relationship of unobservable inputs to fair value
Commercial properties	HK\$268,500,000	Direct comparison approach	Unit sale rate of similar properties in the relevant market after taking into account of time, size, building age, floor, location, frontage, layout, quality, facilities, accessibility, exposure and others.	HK\$3,928 to HK\$56,000	An increase in the unit sale rate used would result in an increase in the fair value measurement of the properties by the same percentage increase, and vice versa.
Industrial properties	HK\$29,300,000	Direct comparison approach	Unit sale rate of similar properties in the relevant market after taking into account of time, size, building age and floor.	HK\$2,672 to HK\$3,645	An increase in the unit sale rate used would result in an increase in the fair value measurement of the properties by the same percentage increase, and vice versa.
Redevelopment sites at Ma Tau Chung Road and Fuk Tsun Street, Kowloon	HK\$450,000,000	Direct comparison approach	Unit sale rate of similar properties in the relevant market after taking into account of time, size, building age, location, zoning and development scale.	HK\$3,747 to HK\$9,144	An increase in the unit sale rate used would result in an increase in the fair value measurement of the properties by the same percentage increase, and vice versa.
Sites	HK\$5,550,000	Direct comparison approach	Unit sale rate of similar properties in the relevant market after taking into account of time, size, location, accessibility, town planning zoning, structure and layout.	HK\$373 to HK\$1,464	An increase in the unit sale rate used would result in an increase in the fair value measurement of the properties by the same percentage increase, and vice versa.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

36. FAIR VALUE MEASUREMENT ON PROPERTIES *(Continued)*

INFORMATION ABOUT LEVEL 3 FAIR VALUE MEASUREMENTS *(Continued)*

As at 31 March 2024

Description	Fair value	Valuation Technique	Significant unobservable input(s)	Range (per square foot)	Relationship of unobservable inputs to fair value
Commercial properties	HK\$302,600,000	Direct comparison approach	Unit sale rate of similar properties in the relevant market after taking into account of time, size, building age, floor, location, frontage, layout, quality, facilities, accessibility, exposure and others.	HK\$3,623 to HK\$71,515	An increase in the unit sale rate used would result in an increase in the fair value measurement of the properties by the same percentage increase, and vice versa.
Industrial properties	HK\$32,100,000	Direct comparison approach	Unit sale rate of similar properties in the relevant market after taking into account of time, size, building age and floor.	HK\$2,985 to HK\$3,584	An increase in the unit sale rate used would result in an increase in the fair value measurement of the properties by the same percentage increase, and vice versa.
Redevelopment sites at Ma Tau Chung Road and Fuk Tsun Street, Kowloon	HK\$522,000,000	Direct comparison approach	Unit sale rate of similar properties in the relevant market after taking into account of time, size, building age, location, zoning and development scale.	HK\$4,224 to HK\$9,648	An increase in the unit sale rate used would result in an increase in the fair value measurement of the properties by the same percentage increase, and vice versa.
Sites	HK\$5,550,000	Direct comparison approach	Unit sale rate of similar properties in the relevant market after taking into account of time, size, location, accessibility, town planning zoning, structure and layout.	HK\$452 to HK\$1,168	An increase in the unit sale rate used would result in an increase in the fair value measurement of the properties by the same percentage increase, and vice versa.

The fair value measurement of investment properties and properties held for future development is based on the highest and best use, which does not differ from their actual use. There were no changes to the valuation technique during the year.

37. RELATED PARTIES TRANSACTIONS

Details of compensation of key management personnel of the Group and their remunerations are disclosed in notes 11 and 12 of the consolidated financial statements.

SCHEDULE OF PROPERTIES HELD BY THE GROUP

AS AT 31 MARCH 2025

(A) PROPERTIES HELD FOR FUTURE DEVELOPMENT

Location	Site area sq. ft.	Gross floor area sq. ft.	Lot No.	Construction progress	Expected completion date	Group's interest	Existing use
(1) Lot No. 2784 RP Demarcation District No. 130, Lam Tei, Tuen Mun, New Territories	3,470	-	Remaining portion Lot No. 2784, Demarcation District No. 130, Tuen Mun, New Territories	^	-	100%	Vacant
(2) Lot No.129 RP Demarcation District No. 121, Yuen Long, New Territories	3,352	-	Lot No. 129 RP Demarcation District No. 121, Yuen Long, New Territories	*	-	100%	Let

^ The Group remains under discussion with the relevant government authority on land use conversion regarding the relevant land parcel. The property is not currently in the course of construction.

* No significant development progress. The property is not in the course of construction.

(B) PROPERTIES HELD FOR OR UNDER REDEVELOPMENT

Location	Site area sq. ft.	Gross floor area sq. ft.	Lot No.	Construction progress	Expected completion date	Group's interest	Existing use
(1) Remaining Portion of Kowloon Inland Lot No. 2123 ("FTS Project")	4,403	39,627	Remaining Portion of Kowloon Inland Lot No. 2123	@	Around April 2031	100%	Vacant
(2) Nos. 60-66 Ma Tau Chung Road, Kowloon. ("MTC Project")	3,678	33,108	Sub-Section 1 of Section A of Kowloon Inland Lot No. 4311; Remaining Portion of Sub-Section 2 of Section A of Kowloon Inland Lot No. 4311; Section A of Sub-Section 2 of Section A of Kowloon Inland Lot No. 4311; and Remaining Portion of Section A of Kowloon Inland Lot No. 4311.	#	Around September 2034	100%	Vacant

@ No significant construction work is in progress at the end of the reporting period. Due to persistently high interest rates, a slower-than-expected economic recovery, continued downward pressure on property values in Hong Kong, and increasingly stringent lending policies from financial institutions, the FTS Project and MTC Project have been put on hold. Even though the HIBOR has dropped from approximately 4% to below 1% since May 2025, market sentiment remains weak largely due to an over-supply of properties and prevailing lack of confidence in the property market. Financial institutions have adopted a notably cautious and prudent attitude, further tightening their lending policies, particularly for property developers. In addition, the ongoing northbound consumption trend has adversely impacted the local retail sector, leading to a decline in commercial rental rates in Hong Kong. On the external front, trade tensions and retaliatory tariffs introduced by the U.S. government in 2025 have negatively affected Hong Kong's export performance. These external pressures, combined with domestic challenges, have slowed down Hong Kong's economic recovery. Given the above-mentioned unfavorable and uncertain conditions, the Board believes that it would be imprudent to proceed with the Redevelopment Projects at this time. Accordingly, the decision to put both projects on hold, pending a more stable and supportive market environment, is considered by the Board to be in the best interests of the Company and its shareholders.

The Company will continue to periodically assess the costs and potential benefits of the Redevelopment Projects in light of changes in the market conditions. Key areas of assessment will include prevailing interest rate trends, fee proposals from construction companies, available financing options from financial institutions, as well as projected rental income. Assuming that the market conditions will improve by the end of 2025, the Company will resume the FTS Project and expects the completion date will be around April 2031.

The site was vacant at the end of the reporting period. The Group expects to commence the MTC Project after the completion of the FTS Project. Due to the unfavourable business environment and uncertainties as mentioned above, the expected completion date will be around September 2034 provided that the market conditions will improve at the end of 2025.



SCHEDULE OF PROPERTIES HELD BY THE GROUP

AS AT 31 MARCH 2025

(C) PROPERTIES HELD FOR INVESTMENT

	Location	Lot No.	Existing usage	Group's interest	Lease term
(1)	Wing Tak Building, Nos. 18-22 Fan Wa Street, Cha Kwo Ling, Kowloon:- Shops A and C on ground floor and shops B and C on basement floor	New Kowloon Inland Lot No. 4914	Commercial	100%	Medium
(2)	Winfair Building, Nos. 6-10B, Yuk Wah Crescent, Tsz Wan Shan, Kowloon:- Shops 1-10 on lower ground floor, shops 1-6 on ground floor, 1st and 2nd floor	New Kowloon Inland Lot No. 5762	Commercial	100%	Medium
(3)	Wing Shing Building, Nos. 70-82 Sheung Fung Street, Tsz Wan Shan, Kowloon:- Shops A and B on ground floor and Stores A and B on mezzanine floor	New Kowloon Inland Lot No. 5020	Commercial	100%	Medium
(4)	Lee Kiu Building, No. 51 Jordan Road, Kowloon:- Office No. A on 4th floor	Kowloon Inland Lot No. 9894	Commercial	100%	Medium
(5)	Metropolitan Factory and Warehouse Building, Nos. 30-32 Chai Wan Kok Street, Tsuen Wan, New Territories:- Flat B on 5th and 6th floor	Sec. B of Tsuen Wan Inland Lot No. 34	Industrial	100%	Medium
(6)	No. 92 Bonham Strand East, Sheung Wan, Hong Kong:- 3rd floor	RP of SS1 of Sec. F of Inland Lot No. 863	Commercial	100%	Long
(7)	76 Waterloo Road, Kowloon:- Ground floor and mezzanine floor	Section D of Kowloon Inland Lot No. 3903	Commercial	100%	Long
(8)	76A Waterloo Road, Kowloon:- Ground floor and mezzanine floor	Section F of Kowloon Inland Lot No. 3903	Commercial	100%	Long
(9)	Nanking Building, No. 1F Nanking Street, Kowloon:- Shop G on ground floor	Kowloon Inland Lot No. 6533	Commercial	100%	Short

FIVE YEAR FINANCIAL SUMMARY

	For the year ended 31 March				2025
	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	2024 HK\$'000	HK\$'000
Consolidated statement of profit or loss					
Revenue	20,848	18,911	19,240	20,053	21,447
Profit/(loss) before tax	(2,347)	14,782	(34,949)	(48,318)	(73,077)
Taxation	(1,324)	(1,297)	(1,278)	(1,430)	(1,639)
Profit/(loss) for the year	(3,671)	13,485	(36,227)	(49,748)	(74,716)
Consolidated statement of financial position					
Property, plant and equipment	1,481	1,404	1,365	1,296	1,216
Investment properties	918,500	944,200	902,600	856,700	747,800
Properties held for future development	5,110	5,550	5,550	5,550	5,550
Equity instruments at FVTOCI	95,262	70,315	62,367	49,977	60,373
Current assets	197,959	193,808	194,146	186,734	199,641
Current liabilities	(26,713)	(22,759)	(21,642)	(19,791)	(4,987)
Non-current liabilities	(1,049)	(1,087)	(1,344)	(2,929)	(1,836)
Net assets	1,190,550	1,191,431	1,143,042	1,077,537	1,007,757



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Shareholders of Winfair Investment Company Limited (the “Company”) will be held at Tang Room, 3rd Floor, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Wednesday, 3 September 2025 at 9:30 a.m. for the following purposes:–

ORDINARY RESOLUTIONS

1. To receive and adopt the Reports of the Directors and of the Auditor, and the audited financial statements of the Company and of the Group for the year ended 31 March 2025.
2. To declare a final dividend of HK\$0.12 per share for the year ended 31 March 2025.
3. To re-elect Directors and to fix the remuneration of all Directors.
4. To re-appoint BDO Limited as the Auditor of the Company and to authorise the Directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:–

“THAT

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company, to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares), be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power during or after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraphs (a) and (b), otherwise than pursuant to a Rights Issue (as defined below), shall not exceed 20 percent of the number of shares of the Company in issue and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution:–

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:–

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the law to be held; and
- (iii) the revocation or variation of the authority hereby expressly given under this Resolution by ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

By Order of the Board
Mimoona MA
Company Secretary

Hong Kong, 21 July 2025

Registered Office:
Rooms 501-2, Lee Kiu Building
51 Jordan Road
Kowloon, Hong Kong

NOTES:

- (1) For the purpose of ascertaining the entitlement of the shareholders to attend and vote at the forthcoming Annual General Meeting, the register of members of the Company will be closed from Friday, 29 August 2025 to Wednesday, 3 September 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the forthcoming Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 28 August 2025.
- (2) The register of members of the Company will also be closed from Thursday, 11 September 2025 to Friday, 12 September 2025, both days inclusive, during which period no transfer of shares of the Company will be registered for the purpose of ascertaining the entitlement to the proposed final dividend for the year ended 31 March 2025. To qualify for the receipt of the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 10 September 2025.



NOTICE OF ANNUAL GENERAL MEETING

- (3) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company. In order to be valid, the proxy form must be deposited at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at least 48 hours before the time appointed for holding the meeting.
- (4) A shareholder who is a corporation may by resolution of its Directors or other governing body authorise any of its officials or any other persons to act as its representative in the meeting and exercise the same powers on its behalf as if he had been an individual shareholder of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorised is present thereat.
- (5) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), all resolutions set out in this notice will be decided by poll at the meeting.
- (6) Pursuant to Articles 112 and 113 of the Articles of Association of the Company, Mr. So Kwok Leung, Mr. So Kwok Wai, Benjamin and Dr. Ng Chi Yeung, Simon will retire by rotation from office and being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.
- (7) Details of all retiring Directors, their interests in the shares of the Company, their remuneration and basis of determining their emoluments are set out under heading "Directors and Senior Management", "Directors' Interest in Securities" in the Directors' Report, "Directors' Remuneration" in Note 11 to Financial Statements and "Emolument Policy" in the Corporate Governance Report respectively in the Annual Report 2024/2025. Save as disclosed in the Annual Report 2024/2025, there are no other matters that need to be brought to the attention of the shareholders or disclosed pursuant to any of the requirements of the Listing Rule 13.51(2).
- (8) The Board has assessed the independence of Dr. Ng Chi Yeung, Simon who has served the Board for more than nine years and is due for re-election at the forthcoming Annual General Meeting. Dr. Ng was appointed as an independent non-executive director in 1995. Save for his role as an independent non-executive director, Dr. Ng does not hold any executive or management role and is not involved in the daily management of the Company and the Group, nor does he have any relationship or are there any circumstances which would interfere with the exercise of his independent judgment. Dr. Ng has provided a written confirmation of his independence to the Company. The Board is satisfied that Dr. Ng meets the independence requirements of the Listing Rules notwithstanding the length of his service with the Company and believes that Dr. Ng is still independent and should be re-elected as independent non-executive director at the forthcoming Annual General Meeting.
- (9) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at any time after 8:00 a.m. on the date of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on its website (www.winfairinvestment.com) and the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.