沛然環保

ALLIED SUSTAINABILITY AND ENVIRONMENTAL CONSULTANTS GROUP LIMITED

沛然環保顧問有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8320

ANNUAL REPORT

2022/23

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CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

This annual report, for which the directors (the "Directors") of Allied Sustainability and Environmental Consultants Group Limited (the "Company", and together with its subsidiaries, the "Group") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this annual report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this annual report misleading.

This annual report is written in both English and Chinese. If there is any inconsistency between the English version and the Chinese version of this annual report, the English version will prevail.

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Corporate Information

Board of Directors

Executive Directors

Kwok May Han Grace *(Chairman)*
Wu Dennis Pak Kit *(Chief Executive Officer)*

Independent Non-executive Directors

Lam Kin Che
Li Wing Sum Steven
Wong Yee Lin Elaine
Szeto Chi Hang Clive

Company Secretary

Siu Chun Pong Raymond

Compliance Officer

Kwok May Han Grace

Board Committees

Audit Committee

Li Wing Sum Steven *(Chairman)*
Lam Kin Che
Wong Yee Lin Elaine

Nomination Committee

Kwok May Han Grace *(Chairman)*
Li Wing Sum Steven
Wong Yee Lin Elaine
Lam Kin Che
Wu Dennis Pak Kit

Remuneration Committee

Wong Yee Lin Elaine *(Chairman)*
Li Wing Sum Steven
Lam Kin Che
Kwok May Han Grace
Wu Dennis Pak Kit

Environmental, Social and Governance Committee

Kwok May Han Grace *(Chairman)*
Wu Dennis Pak Kit
Li Wing Sum Steven
Lam Kin Che
Wong Yee Lin Elaine

Risk Management Committee

Kwok May Han Grace *(Chairman)*
Wu Dennis Pak Kit
Li Wing Sum Steven
Lam Kin Che
Wong Yee Lin Elaine

Responsible Investment Committee

Wu Dennis Pak Kit *(Chairman)*
Kwok May Han Grace
Li Wing Sum Steven
Szeto Chi Hang Clive

Authorised Representatives

Kwok May Han Grace
Siu Chun Pong Raymond

Company's Website

http://www.asecg.com

Auditor

Moore Stephens CPA Limited
Registered Public Interest Entity Auditor
801–806 Silvercord, Tower 1
30 Canton Road, Tsimshatsui
Kowloon, Hong Kong
(resigned on 20 April 2023)

CWK CPA Limited
Registered Public Interest Entity Auditor
Units 2110–2111, 21/F, Cosco Tower
No. 183 Queen's Road, Central, Hong Kong
(appointed on 20 April 2023)

Legal Adviser

Raymond Siu & Lawyers
Units 1302–3 & 1802, Ruttonjee House
11 Duddell Street, Central, Hong Kong

Registered Office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong

27/F, Overseas Trust Bank Building
160 Gloucester Road
Wan Chai
Hong Kong

Principal Bankers

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

Principal Share Registrar and Transfer Office in the Cayman Islands

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

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

Stock Code

8320

Financial Highlights

Revenue of the Group increased from approximately HK$43.1 million for the year ended 31 March 2022 to approximately HK$46.7 million for the year ended 31 March 2023, representing an increase of 8.4%. The increase in the revenue was mainly driven by the contribution from the segments of (1) green building certification consultancy; and (2) sustainability and environmental consultancy due to increase in the number of new contracts awarded and awarded contracts with larger contract value.

The loss attributable to owners of the Company for the year ended 31 March 2023 in the amount of approximately HK$3.3 million as compared to the loss attributable to owners of the Company of approximately HK$4.9 million for the year ended 31 March 2022, mainly attributed to the increase in the amount of government subsidies under the "Employment Support Scheme" during the year as compared to the year ended 31 March 2022.

The board of Directors (the "Board") has resolved not to declare the payment of any final dividend for the year ended 31 March 2023.

Chairman's Statement

Dear Valued Shareholders,

With pride, Allied Sustainability and Environmental Consultants Group Limited (the "Company") and its subsidiaries (together referred to as the "Group" or the "AEC Group") have reached their 29th year of establishment since 1994. Going on its 30th Anniversary, the Group is robust to persist in its market leader status in the harsh time of the year 2022 and present to you the audited and consolidated results of the Group for the year ended 31 March 2023 (the "Year").

Kwok May Han, Grace
Chairman and Executive Director

AEC Group's perspectives on 2022 Hong Kong events and Asia Pacific businesses

COVID-19 pandemic

The year 2022 was a year with full of challenges. Stood by Hong Kong, we experienced the toughest time of the COVID-19 pandemic at the beginning of the Year. When viewing global economic development from a macroscopic perspective, the economies of many countries have been undergoing a slowdown. COVID-19 has been gradually recognized as a norm throughout 2022. We observe that the sustainability topic has gone mainstream across industries and nations. Everyone is concerned about the ongoing impacts that climate change has brought to us and the next generations. The demand for the Group's environmental and sustainability solutions remains strong.

New offices in Asia Pacific

Upholding the leading position in the environmental and sustainability sectors, the Group has ventured into the Asia Pacific region to further expand its market influence to Malaysia by establishing an office there in the second half of 2022. The Group ceaselessly enhances its status as a top-notch sustainability and environmental consultancy services provider in the Green Building, Sustainability, ESG, Green Finance, Green Technology, Renewable Energy, Carbon Credit, Climate Change, and Carbon Neutrality market and grows its portfolio outside Hong Kong and China.

The Group's diversified project portfolios enriching the Group's industry reputation and business value

Environmental, Social, and Governance ("ESG")

Capitalizing on the situations of sustainability and ESG issues, the Group has proactively captured the market demand to bring value to the Group and its shareholders. The Group's ESG Team carried out various ESG schemes boosting the Group's revenue, such as Carbon Footprint Assessment and Life Cycle Assessment for a healthy food company, Science-Based Target (SBT) setting, and ESG reporting for property developers, Partnership and Industry Sharing with CRREM providing more climate risk assessment for real estate sector.

Sustainable design

The circumstances of health and safety coming up from the COVID-19 and ESG matters; the market became more alert on the people-oriented indoor environment of different aspects. The Group gained business opportunities from the situation. The audio-visual team drove with audio-visual and acoustic design for a capital-raising venue for Hong Kong, Mainland Chinese, and international issuers, the enhancement of the conference center for a university multi-purpose hall, the retrofitting works of the international school, and the art exhibition with hearty experience of human senses.

Green and wellness building

The outstanding consultancy service provider position of the Group has remained prominent in the green and healthy building market. Remarkably, the Group's Green and Wellness Building Team sustained its position by obtaining the green building projects certified with internationally recognizable green and wealthy building standards and design awards: (1) O • PARK1, the first organic resources recovery center, achieved BEAM Plus Final Platinum certification; (2) Hongkong Land Head Office in One Exchange Square achieved WELL Platinum certification; (3) Four of Sun Hung Kai Property's Flagship Commercial Buildings attained LEED Platinum certification; (4) Hang Seng Bank's Head Office achieved LEED Gold certification; and (5) Henderson Land's "Baker Circle" project won The 3rd APIGBA Awards – Design Award: Gold.

The Group's organization further undergoing to align its pursuits toward sustainability accomplishment in 2022

To accelerate our journey towards carbon neutrality and building a more sustainable and greener future for all, the Group's organization approach took into account the impact of various environmental, social, and governance (ESG), sustainability, climate resilience, biodiversity, and carbon neutrality factors on the long-term investment returns and their respective positive impacts. We have established a responsible investment committee to exercise delegated authority from the Board, to handle any issues (including risks and returns) or affairs related to the responsible investment of the Company. Mr. Wu Dennis Pak-kit ("Mr. Dennis Wu"), who was an executive Director and the Chairman of the Responsible Investment Committee, has been appointed as the Chief Executive Officer ("CEO") of the Company with effect from 1 July 2022. Mr. Dennis Wu will provide advice on the Group's strategic development to create a greater synergy between the Group's existing business segments, including green finance, environmental, social, and governance advisory, as well as Smart & Green IoT, further expanding the Group's client base and geographical coverage to the Asia-Pacific region.

The Group's leadership influence in the industry

As a top-notch and professional environmental and sustainability consultancy firm retaining well-established renown in the industry, the Group has proactively stayed engaged by being appointed as the core committee member in the international and local standard organizations to stay influential in the industry. As the GRESB Foundation Real Estate Standards Committee member for an initial two-year term, I, as the Chairman and Executive Director of the Company, uphold the GRESB Real Estate Standards and formulate strategies with other members for the GRESB Standards Roadmap, holding a vision to create a sustainable future. We, as the founding corporate member of the Greater Bay Area Carbon Neutrality Association (GBACNA), initiated GBA Low Carbon Buildings TOP 100 Award to foster the NetZero environment and boost the low-carbon building momentum among property development industry players to continue driving the decarbonization roadmap. As the Chairman and Executive Director of the Company, I outlined the actions that leaders should take and key ask for policymakers by participating in the 12th UN Global Compact-Accenture CEO Study – a new study with the United Nations Global Compact. By partnering with Carbon Risk Real Estate Monitor Project (CRREM), the Group endeavored to accelerate the real estate decarbonization journey in the Asia Pacific region by stepping up to manage the net zero transition for our clients in the real estate sector.

The Group's advocacy for sustaining the world with NetZero

Advocacy through collaboration is the Group's engagement in sustaining the NetZero world. In 2022, the Group walked the talk by co-organizing advocacy events with international bodies to raise sustainability awareness among the industry members. Moderated by the Group, Mr. Dennis Wu, the CEO and an Executive Director of the Group, as well as our Group's ESG professional team at the "Net Zero Solutions Around the World in 24 hours" organized by WorldGBC, shared insights on how to go through the decarbonization journey and reached the NetZero goal from the perspectives of green finance, ESG management, and green technology. Mr. Dennis Wu also shared insights about how Green FinTech facilitates Carbon Neutrality in the online forum Promoting Green FinTech for Carbon Neutrality, co-organized by the Hong Kong Institute of Business Studies, Lingnan University, and The Investment Association of China (Hong Kong). Another insight shared by Mr. Dennis Wu was on the topic of "Risk considerations of a financial institution for green finance services for green building projects" at the Seminar on Preventing of Green Washing for Green Building Performance Disclosure organized by the School of Science and Technology, Hong Kong Metropolitan University. The Group, as the GRESB Asia-Pacific training partner, co-organized "2022 GRESB Regional Insights (Hong Kong)" with GRESB following the release of the Global Real Estate Sustainability Benchmark 2022 results. The event dived into the real estate benchmark for Asia-Pacific, sharing insights on the ESG performance of real estate portfolios in the region and touching on emerging trends.

The Group's recognition across the industry and in corporate governance

Achievement and performance recognized by the respectable third-party award bodies, the Group was nominated and awarded for its dedicated professional enactment and thought leadership to drive climate action and build up climate resilience, including Women In Sustainability Leadership, BDO ESG Awards 2022 (Best in ESG – GEM, Best in Reporting – GEM, ESG Report of the Year – GEM), HKCT Business Awards 2022, InnoESG Prize – People-Centric, ESG Goodwill, Certificate of Merit under Servicing and Trading sector under the Hong Kong Awards for Environmental Excellence for the fifth year, 5+ Year Caring Certificate under Industry Cares 2022, and Caring Company Logo by the Hong Kong Council of Social Service (HKCSS) for seven consecutive years.

Chairman's Statement

Prospect

We pledge to enrich the Group's status by enhancing well-being, promoting sustainability awareness, delivering sustainable solutions, and engaging stakeholders for value creation to strengthen its presence in Asia Pacific Region and Greater Bay Area. The Group envisions stepping up in the decarbonization journey in the Asia Pacific through partnership and industry sharing.

The extreme weather conditions due to climate change have posed serious threats to the sustenance of lives and the long-term economic prosperity of a country. The Group has a concerted push on the business houses towards using safe and sustainable solutions. The shifting trend in environmental protection to sustainability and ESG has substantially inspired the Group, and we induce a strong sense of morality and sensibility into business. We took this as an opportunity to transform society for a greater cause. The concrete manifestation of the Group's vision to bridge the gap between economic and environmental resilience. Our entire team strives towards building a sustainable community that would as well ensure commercial success for all the clients and stakeholders.

Internally, the Group commits to set higher goals of creating excellence through client satisfaction. We will continue to walk onto our framework – "Excellence", "Integrity", "Clients", "People", and "Environment" – "Excellence" in delivering top-notch solutions to clients and setting the benchmark in creating values, "Integrity" promising strong work ethics and zero tolerance to corrupt practices, "Clients" who are the prime revenue drivers must be treated with utmost priority. "People" is the lifeblood of an organization, and finally, the "Environment" by offering sustainable solutions and services.

Appreciation

On behalf of the Board and the management team, I would like to express my sincere gratitude to all shareholders, clients, and business partners. My heartfelt appreciation also goes to all the Directors for their contributions and all the staff members for their hard work and collective efforts. As always, we will continue to build on our strengths, keep abreast of industry trends, and capture new business opportunities as the market becomes increasingly competitive in the forthcoming years.

Kwok May Han Grace
Chairman and Executive Director

27 June 2023

Management Discussion and Analysis

Industry Review

The Group sees potential opportunities of providing green building certification consultancy and sustainability and environmental consultancy services with the metropolization and surging population in Hong Kong. The Environmental Protection Department of Hong Kong, along with other related government departments, have implemented various laws to regulate environmental issues, such as the Environmental Impact Assessment Ordinance (《環境影響評估條例》) (Chapter 499 of the laws of Hong Kong) which has made the preparation of the environmental impact assessment report a mandatory requirement before the construction and operation of various types of designated projects. Moreover, environmental impact assessment usually forms part of the planning application under the Town Planning Ordinance (《城市規劃條例》) (Chapter 131 of the laws of Hong Kong) or is required as one of the conditions of development projects.

The Buildings Energy Efficiency Ordinance (《建築物能源效益條例》) (Chapter 610 of the laws of Hong Kong) imposes mandatory control requirements for building development works in Hong Kong on building developers and owners. It indicates the importance of energy saving performance of both public and residential buildings and leads to a demand for sustainability and environmental consultancy and green building certification consultancy services. The Hong Kong Government also issued (i) the Practice Note of Sustainable Building Design Guidance to enhance the quality and sustainability of the built environment in Hong Kong; (ii) the Works Technical Circulars of Green Government Building to integrate green features in government managed buildings; and (iii) the Energy Saving Plan (《香港都市節能藍圖》) to cap the energy consumption of buildings and form the basis of general development schemes or reports related to the energy saving strategy in Hong Kong. It imposes a mandatory requirement on new government buildings with construction floor area of more than 5,000 square metres with central air conditioning or more than 10,000 square metres to achieve at least BEAM Plus Gold. The Hong Kong Housing Authority also requires public housing development to obtain BEAM Plus Gold award or above to distinct green housing design. According to the Residential Properties (First-hand Sales) Ordinance (《一手住宅物業銷售條例》) (Chapter 621 of the laws of Hong Kong), a BEAM Plus certification is required in order to obtain the concession on gross floor area for certain green and amenity features in development projects.

The Hong Kong Government has announced the Hong Kong's Climate Action Plan 2050 (《香港氣候行動藍圖2050》), which includes the Hong Kong Roadmap on Popularization of Electric Vehicles (《香港電動車普及化路線圖》), Net-zero Electricity Generation, Energy Saving, and Green Buildings, infrastructures towards decarbonization to catch up with global efforts to address sustainability and climate change.

Business Review

The Company's subsidiaries are specialised in providing (i) green building certification consultancy; (ii) sustainability and environmental consultancy; (iii) acoustics, noise and vibration control and audio-visual design consultancy; and (iv) ESG reporting and consultancy. The four business segments contributed approximately 58.8%, 24.4%, 7.4% and 9.4% to the Group's total revenue for the year ended 31 March 2023, respectively. For the year ended 31 March 2023, the Group derives the majority of its revenue from green building certification consultancy and sustainability and environmental consultancy.

Green Building Certification Consultancy

This segment mainly provides environmental design and one-stop certification application services for developers and owners to enhance environmental performance and sustainability of their buildings. The Group provides professional consultancy services for its customers to meet global green building standards, including but not limited to Building Environmental Assessment Method (BEAM/BEAM Plus), Leadership in Energy and Environmental Design (LEED) and China Green Building Design Label (China GBL). As at 31 March 2023, the Group had 270 (as at 31 March 2022: 257) engagements with clients which mainly comprised property developers, contractors, architects, designers and government departments.

Business Review (continued)

Sustainability and Environmental Consultancy

This segment is mainly engaged in the provision of sustainable design solutions to architects for urban regeneration, sustainable development and integrated planning. The solutions include but are not limited to providing environmental impact assessment, noise impact assessment, air quality impact assessment, air ventilation assessment, carbon/energy audit and built environmental study. As at 31 March 2023, the Group had 107 (as at 31 March 2022: 89) projects on hand which were mainly from property developers, contractors, architects, designers and government departments.

Acoustics, Noise and Vibration Control and Audio-visual Design Consultancy

This segment provides services to assist architects and engineers to test and evaluate environmental performance of various materials and products for buildings. The services include but are not limited to architectural acoustics, building acoustics, mechanical service and airborne noise control, sound reinforcement and public address system, architectural and facade lighting system as well as theatre planning and stage equipment system. As at 31 March 2023, the Group had 77 (as at 31 March 2022: 95) projects on hand which were mainly from property developers, architects and designers.

ESG Reporting and Consultancy

This segment provides consultancy services on ESG Reporting for companies listed on the Stock Exchange, which is required by the Stock Exchange to encourage listed companies to identify and disclose ESG issues and key performance indicators that are non-financial information but reflect significant environmental and social impacts, and ultimately influence the assessments and decisions of stakeholders. The Group provides comprehensive solution from identifying the material aspects of ESG issues and formulating ESG implementation plan to the preparation of an ESG report. Recently, a one-stop ESG online management platform, namely Sustainature, has been launched that simplifies the process of ESG data processing for enterprises of all types, analyzes and manages data in one place, and helps generating ESG reports in compliance with the requirements of the Stock Exchange. As at 31 March 2023, the Group had 57 (as at 31 March 2022: 119) projects on hand across various industries.

Prospects

Sustainability is undergoing continuous debate and has became an unavoidable commitment, both locally and worldwide. Furthermore, the focus would shift to NetZero and decarbonization. Digitalization, green finance, and sustainable city design and infrastructure are acknowledged as readily accessible alternatives. The government is keeping an eye on the issue. The Budget for 2023-24 highlights key measures on quality development, livable cities, and housing land. The Budget announces the formation of a Council for Carbon Neutrality and Sustainable Development to advise on decarbonization methods for building a green metropolis. To launch an International GreenTech and GreenFi Centre, the government will organize a Green Technology and Finance Development Committee to formulate an action plan including green technology, green finance, green standard certification, and other topics. In addition, HK$75 million has been set aside to study the establishment of the Building Testing and Research Institute, the construction of advanced construction industry buildings, and the strengthening of the supply chain of Modular Integrated Construction (MiC) modules to promote the development of innovation and technology applications in the construction industry.

Prospects (continued)

Across the globe, well-known international sustainability benchmarking organizations announced new tools and efforts for ESG reporting and decarbonization acceleration. Global Real Estate Sustainability Benchmark (GRESB), for example, announced a shift in focus to NetZero, Physical Climate Risk, and Transition Risk Diversity, Equity, and Inclusion and developed a new tool to elevate reporting transparency, particularly product- and entity-level ESG characteristics, to ensure greater transparency around investments flowing towards more sustainable businesses. The Intergovernmental Panel on Climate Change (IPCC) report issued an urgent call to the industry on decarbonization to provide a sustainable and resilient future for all global people. The IPCC Lead has shown how we may draw greenhouse gases and distinguish between NetZero and Zero emissions. The International Sustainability Standards Board (ISSB) just unveiled a new article on Initial IFRS Sustainability Disclosure Standards for the whole sustainability area. The initiative includes emerging and developing economies and smaller businesses in the sustainability crusade by collaborating with local specialized skills to understand local market demands.

As a result of this international development, the Stock Exchange has proposed that all listed issuers shall make mandatory climate-related disclosures in their ESG reports and introduce new climate-related disclosures aligned with the ISSB Climate Standard, which has served as a global baseline for sustainability reporting. These recommendations represent a substantial step towards meeting the Hong Kong Green and Sustainable Finance Cross-Agency Steering Group's pledge to mandate TCFD-aligned disclosures by 2025.

As a Hong Kong-based professional sustainability and environmental consulting firm, the Group welcomes and supports the Government's and international bodies' initiatives to move towards the Dual Carbon Goal and promote Green and Low-carbon technology development in order to accelerate the green transformation. The Group provides a comprehensive range of ESG consulting services, including ESG compliance and due diligence for local and international reporting requirements and ESG enhancement services for global sustainability efforts. The Group will continue to provide consultancy services such as green building certification, green finance, ESG, green technology, and sustainability development, as well as collaborate with all sectors to create a more liveable and sustainable city and achieve our shared goal of carbon neutrality.

Financial Review

Revenue

The total revenue of the Group increased from approximately HK$43.1 million for the year ended 31 March 2022 to approximately HK$46.7 million for the year ended 31 March 2023, representing an increase of approximately 8.4%. As at 31 March 2023, the Group had 511 projects on hand, the aggregate contract sum of which amounted to approximately HK$213.9 million.

The revenue of green building certification consultancy increased by 26.7% from approximately HK$21.7 million for the year ended 31 March 2022 to approximately HK$27.5 million for the year ended 31 March 2023, which was resulted from increments of new contracts awarded.

The revenue of sustainability and environmental consultancy increased by 21.3% from approximately HK$9.4 million for the year ended 31 March 2022 to approximately HK$11.4 million for the year ended 31 March 2023 which was mainly resulted from increments of new contracts awarded.

The revenue of acoustics, noise and vibration control and audio-visual design consultancy decreased by approximately 44.4% from approximately HK$6.3 million for the year ended 31 March 2022 to approximately HK$3.5 million for the year ended 31 March 2023 which was mainly due to slowdown in the progress of our ongoing projects under the impact of outbreak of COVID-19.

Financial Review (continued)

Revenue (continued)

The revenue of ESG reporting and consultancy decreased by approximately 22.8% from approximately HK$5.7 million for the year ended 31 March 2022 to approximately HK$4.4 million for the year ended 31 March 2023, which was due to the keen market competition.

The table below sets forth the breakdown of the revenue by segment for each of the years ended 31 March 2023 and 2022:

	2023		2022	
	HK$'000	%	HK$'000	%
Green building certification consultancy	27,506	58.8	21,749	50.4
Sustainability and environmental consultancy	11,387	24.4	9,427	21.9
Acoustics, noise and vibration control and audio-visual design consultancy	3,451	7.4	6,275	14.5
ESG reporting and consultancy	4,397	9.4	5,687	13.2
Total	46,741	100.0	43,138	100.0

Cost of Services Provided and Gross Profit

The majority of the Group's cost of services provided comprised subcontracting cost and direct labour cost. The Group's cost of services provided increased by approximately 22.9% from approximately HK$24.5 million for the year ended 31 March 2022 to approximately HK$30.1 million for the year ended 31 March 2023.

The Group's gross profit decreased by approximately 10.8% from approximately HK$18.6 million for the year ended 31 March 2022 to approximately HK$16.6 million for the year ended 31 March 2023, which was primarily due to increase in staff costs for retaining talents and other direct costs for the year ended 31 March 2023.

Other Income, Gains and Losses, net

The Group's other income, gains and losses, net increased by approximately 285.7% from approximately HK$0.7 million for the year ended 31 March 2022 to approximately HK$2.7 million for the year ended 31 March 2023 which was mainly resulted from the increase in government subsidies under the "Employment Support Scheme" during the year as compared to the year ended 31 March 2022.

Administrative Expenses

The Group's administrative expenses increased by approximately 3.4% from approximately HK$20.8 million for the year ended 31 March 2022 to approximately HK$21.5 million for the year ended 31 March 2023 mainly because there is increase in administrative staff cost to reward their contribution and retain talents.

Loss Attributable to the Owners of the Company

The loss attributable to the owners of the Company was approximately HK$3.3 million for the year ended 31 March 2023 as compared to the loss attributable to the owners of the Company of approximately HK$4.9 million for the corresponding period in 2022 which was mainly attributed to (i) the reverse of impairment of trade receivables; and (ii) the increase of government subsidies from the COVID-19 Anti-epidemic Fund under the "Employment Support Scheme" for the year ended 31 March 2023 as compared to the year ended 31 March 2022.

Financial Review (continued)

Net Cash Used in Operating Activities

The Group's net cash used in operating activities for the year ended 31 March 2023 was approximately HK$1.5 million, whereas there was net cash used in operating activities of approximately HK$5.1 million for the year ended 31 March 2022. There is a decrease in net cash used in operating activities for the year ended 31 March 2023 as compared to that for the year ended 31 March 2022 was mainly due to the improvement in billing process and trade receivables management.

Liquidity, Financial Resources and Capital Structure

Historically, the Group has met the liquidity and capital requirements primarily through operating cash flows and capital contribution from its shareholders ("Shareholders").

The Group requires cash primarily for its working capital needs. As at 31 March 2023, the Group had approximately HK$12.9 million in cash and bank balances (31 March 2022: approximately HK$16.4 million), representing a decrease of approximately HK$3.5 million as compared to that as at 31 March 2022. The decrease was mainly due to the decrease in net proceeds of bank loan.

The Company monitors its liquidity requirements on a short to medium term basis and arranges refinancing of the Group's bank borrowings (including short-term bank loan) as appropriate. The bank borrowings are secured, repayable on demand and denominated in Hong Kong dollars, and bear interest at a floating rate.

As at 31 March 2023, the Group had banking facilities in an aggregate amount of approximately HK$21 million, of which approximately HK$8.5 million was utilised.

Dividend

The Board has resolved not to declare any final dividend in respect of the year ended 31 March 2023 (2022: Nil).

Employees and Remuneration Policies

As at 31 March 2023, the Group had a total of 78 employees (2022: 68). The Group's remuneration policies are in line with the prevailing market practice and are determined on the basis of the role and function, performance, qualification and experience of individual employee. The Group recognizes the importance of a good relationship with its employees. The remuneration payable to its employees includes salaries and allowances.

The Company adopted a Share Option Scheme on 23 September 2016 and a Share Award Scheme on 8 February 2017 to complement its human resources policy for enhancing staff (including directors, employees, officers, consultants, etc.) welfares to ensure talents can be retained and their productivity and potentials can be elevated.

Gearing Ratio

The gearing ratio of the Group, calculated as total borrowings divided by total share capital and reserves, was approximately 12.3% as at 31 March 2023 (2022: 12.6%).

Foreign Exchange Exposure

The Group mainly operates in Hong Kong with most of the transactions denominated and settled in Hong Kong dollars. Nevertheless, the Directors will closely monitor the Group's foreign currency position and consider natural hedge technique to manage its foreign currency exposures by non-financial methods, managing the transaction currency, leading and lagging payments and receivables management, etc. The Group did not engage in any derivatives agreement and did not have any financial instruments to hedge against its foreign exchange exposure during the year ended 31 March 2023.

Financial Review (continued)

Treasury Policies

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the year ended 31 March 2023. The Group strives to reduce its exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

Significant Investments and Future Plans for Material Investments and Capital Assets

Save as disclosed in this annual report, as at 31 March 2023, the Group did not hold any significant investments in equity interest in any other companies nor have any definite future plans for material investments and capital assets.

Material Acquisitions and Disposals of Subsidiaries, Associates or Joint Ventures

Acquisition of Equity Interest in a PRC Company

On 18 December 2019, 前海沛然環保顧問深圳有限公司 (Qianhai Allied Environmental Consultants Shenzhen Company Limited), an indirect wholly-owned subsidiary of the Company ("Purchaser"), entered into a capital injection and equity transfer agreement with Mr. Shen Hong Ming ("Vendor"), 深圳達實智能股份有限公司 (Shenzhen Dashi Intellitech Co., Ltd.), Mr. Li Kui and 北京達實德潤能源科技有限公司 (Beijing Dashi Derun Energy Technology Co. Ltd, as the target company) ("Dashi Derun"), pursuant to which the Vendor agreed to sell an aggregate of approximately 31.5789% equity interest in Dashi Derun and the Purchaser agreed to acquire the same and further subscribe for additional equity interest by contributing capital injection to Dashi Derun at a total consideration of RMB7,000,000 (equivalent to approximately HK$7.7 million) (the "Acquisition").

Dashi Derun is a private company principally engaged in providing green building and environmental consulting services in the PRC. The Directors expected that the Acquisition would (i) expand the Group's business scale and coverage; (ii) enhance the Group's market influence; and (iii) increase the Group's market share and competitiveness in the PRC.

On 21 March 2023, the Group entered into a termination agreement whereby the parties have mutually agreed to terminate the capital injection and equity transfer agreement and to release and discharge each other from their respective obligations thereunder with effect from the date of the termination agreement. Further details of the termination are set out in the announcement of the Company dated 29 March 2023.

Strategic Cooperation with Business Partners

A responsible investment committee was established in 2022 to handle any concerns (including risks and returns) or business about the company's responsible investment. This committee will act under the Board's delegated power. Investment is started in the green transportation industry. The Group considers that the community's shift to electric vehicles will be accelerated by the current decarbonization momentum. To hasten the decarbonization process, the Group is willing to assist in the creation of innovative EV ecosystem applications, infrastructure, and services. The Group invested in SMAC Computing Company Limited, which via its brand "Linked Charge, powered by 令狐充" creates innovative goods & services promoting environmental-friendly transportation. The entire consideration of the new shares was agreed to be HK$1,190,000.

The Company has recently expanded its business venture to the Malaysian Green Building, Sustainability, Environmental, Social and Governance ("ESG") market and established an office in Kuala Lumpur, Malaysia in the 2nd half of 2022. The presence of the Group in the Asia Pacific Region has started in Thailand and Singapore in 2020 and now the strategic hub in Malaysia.

The Group strives to develop China market, and has collaborated with its business partners in Macau and Hong Kong to establish a branch office in Hengqin, Zhuhai in January 2023, adding a stronghold to capture the substantial business opportunities of green and low-carbon industries in the Mainland China. The Group endeavours to expand its project portfolio across Southeast Asia riding on the Belt and Road Initiative, as well as from the Greater Bay Area to the other parts of Mainland China. The Group is of the view that this strategic action will significantly enhance its status as a leading sustainability and environmental consultancy services provider in the Green Building, Sustainability, ESG, Green Finance, Green Technology, Renewable Energy, Carbon Credit, Climate Change, Carbon Neutrality market. The Group also believes that the cooperation with regional partners will complement the Group's existing expertise and elevate its services to the Asia Pacific Region and Mainland China.

On 26 April 2023, a new partnership with AI-powered analytics platform service provider, Farseer International Limited ("Farseer"), will combine internet intelligence tracking, big data intelligence monitoring, and industry peer analysis with the ESG key components to assist the corporate in quickly tracking, searching, and analyzing various industry data. In order to meet the digitalization demands brought by the sustainable ESG and low-carbon practices, the joint venture commits to develop a Carbon, ESG, and Sustainability – AI & ChatGPT Big Data Analytic Platform.

The Group considers that the collaboration will add to the Group's current expertise and elevate its services in the Asia Pacific Region and Mainland China. As a result, the action will boost the Group's sustainability initiatives and ESG advisory business by deploying cutting-edge innovation and technology and carving out a niche in an increasingly competitive industry.

In the future, the Group will continue to identify possibilities to broaden its regional coverage of environmental advice, solutions, and products.

Corporate Guarantee and Pledge of Assets

As at 31 March 2023 and 2022, the Group's bank borrowings were guaranteed or secured by the followings:

(i) corporate guarantees provided by the Company and one of its wholly-owned subsidiaries;

(ii) the pledge of the Group's bank deposits of approximately HK$Nil (2022: approximately HK$4.5 million); and

(iii) personal guarantees provided by two Executive Directors (31 March 2022: personal guarantees provided by two Executive Directors).

Contingent Liabilities

The Group had no significant contingent liabilities as at 31 March 2023 (2022: Nil).

Other Commitments

On 16 February 2021, the Group entered into a shareholders' agreement with Share News Media Limited in respect of China Enterprise Green Financial PR Limited (formerly known as New Economy Communications Limited). Pursuant to the agreement, the parties have agreed to inject initial capital amounted to HK$1,000,000. As at 31 March 2023, the outstanding capital commitment by the Group amounted to approximately HK$500,000 (2022: approximately HK$500,000).

On 18 February 2021, the Group entered into a shareholders' agreement with Luk Advisor Limited and Mr. Cho Shiu Ming in respect of Marine Sustainature Limited. Pursuant to the agreement, the parties have agreed to inject initial capital amounted to HK$1,000,000. As at 31 March 2023, the outstanding capital commitment by the Group amounted to approximately HK$505,000 (2022: approximately HK$505,000).

On 22 February 2021, the Group entered into a shareholders' agreement with Bamboo International (Group) Co., Ltd. in respect of Bamboo Technology Limited. Pursuant to the agreement, the parties have agreed to inject initial capital amounted to HK$1,500,000. As at 31 March 2023, the outstanding capital commitment by the Group amounted to HK$445,000 (2022: approximately HK$447,000).

The Company expects all capitals to be injected by the Group to the above companies will be funded by the internal resources of the Group.

On 3 January 2023, the Group entered into an investment agreement with SMAC Computing Company Limited. Pursuant to the agreement, the Group has committed to acquire approximately 5% equity interest in SMAC Computing Company Limited at a total consideration of HK$1,190,000. As at 31 March 2023, the outstanding capital commitment of the Group amounted to approximately HK$1,190,000, which the consideration and the related acquisition expense will be funded by the remaining unused net proceeds from the listing of the Company on the Stock Exchange (the "Listing").

Financial Risk Management

Risk management is carried out by the Company's risk management committee pursuant to the policies approved by the Board. The finance department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides guidance for overall risk management and specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

Principal Risks and Uncertainties

The Group's financial condition, operation and business prospect may be affected by the following principal risks and uncertainties directly or indirectly. There may be other risks and uncertainties in addition to those set out below which are not presently known to the Group or are currently considered to be immaterial but may adversely affect the Group in future.

1. Reliance on Bidding for Revenue

Most of the Group's revenue were derived from projects awarded through bidding which are not recurrent in nature and there is no assurance that its customers will provide new businesses in the future. The ability of the Group to achieve success in the bidding processes will be essential to its revenue.

In view of the intense market competition, the Company's project team has dedicated more time and efforts in exploring additional business opportunities or strengthening its professional accreditations, such as:

(i) submitting bidding for other types of properties (e.g. infrastructure projects) in the sustainability and environmental consultancy sector;

(ii) encouraging its project team members to obtain the new certifications in the green building certification consultancy sector as clients may award extra score to companies with certified staff, thereby increasing the Group's competitiveness and successful rate in bidding; and

(iii) extending its scope of services to lighting design projects in the acoustic, noise and vibration control, and audio-visual designs sector.

The Group has also involved more professional staff in the bidding process of a project, including preparing fee proposal, dealing with potential clients and negotiating the service fees after the bid, in order to secure more projects on hand and to maximise the profitability of the Group which may lead to a further increase in such costs.

To reduce the Group's reliance on bidding for new business, the Group has also sent its project team members to team up with engineering consultancy companies in the industry as it plans to venture to provide services for other types of property in the sector of sustainability and environmental consultancy and submit proposal for tender projects offered by property developers and the Government.

Principal Risks and Uncertainties (continued)

2. Keen Competition

There is no legal entry barrier to the industry. The Group faces keen competition from the other players in the market, some of which may have greater financial and other resources, a larger variety of services, greater pricing flexibility, stronger brand recognition or more established and solid customer base.

3. Additional Operating Costs for Team Expansion

In view of the intense competition in the market, the Group has further strengthened and expanded its in-house team of professional staff. The expansion of the in-house team resulted in a decrease in gross profit. There is a risk that incurrence of such additional costs might not generate revenues proportionately.

The Board is of the view that the new staff members can strengthen the Group's ability to secure bids in the future and maintain its relationship with existing clients. They can also share their work experience they gained with their previous firms and bring synergy to the Group. The Board thus believes that the expansion of its in-house team is beneficial to the gross profit margin in the future.

Furthermore, the Group's pricing and revenue recognition are determined based on the estimated time and costs to be involved in a project which may subsequently deviate from the actual time and costs involved and any material inaccurate estimation may adversely affect its financial results. It is essential that the Group controls and manages its costs of services carefully and effectively.

The costs of services include both direct labour costs and sub-contractors costs. The Board will continue to adjust the ratio of consultancy work between those outsourced to sub-contractors and performed by the in-house team with an aim to improve the service quality and to enhance our profitability.

Use of Proceeds from the Listing

On 9 August 2018, the Company has resolved to change the use of net proceeds ("Net Proceeds") of the initial public offering of the Company ("IPO") (the "First Change in UOP"). Details of the revised allocation of the funds under the First Change in UOP are set out as follows:

Proposed use of Net Proceeds	**Original allocation of the Net Proceeds** HK$'000	**Approximate percentage of total Net Proceeds**	**Actual use of Net Proceeds up to 31 July 2018** HK$'000	**Unused Net Proceeds up to 31 July 2018 (before the Change)** HK$'000	**Revised use of Net Proceeds**	**Revised allocation of unused Net Proceeds (after the Change)** HK$'000	**Reasons for the revised use and allocation of Net Proceeds as stated in the announcement of the Company dated 9 August 2018**
Expand into the PRC market through acquisition or establishment of subsidiaries	13,358	40%	45	13,313	No Change	13,313	–
Expand through strategic mergers and acquisitions in Hong Kong	6,679	20%	–	6,679	Acquisition and development of subsidiaries in Hong Kong for acoustics and lighting business	5,800	The revised use of proceeds is to better reflect the Company's current direction of expansion. The allocation of proceeds was adjusted downward because under the recent preliminary term-sheet discussion in relation to an acquisition of a target company, the cash consideration was not expected to exceed HK$5.8 million.
Further expand and develop the Group's services to ESG	6,679	20%	3,708	2,971	Strengthen ESG and environmental project team to expand and develop both ESG consultancy and environmental consultancy business	3,634	The revised use and allocation of proceeds is to combine the resources of both ESG consultancy and environmental consultancy business in order to expand the business in an effective and efficient manner.
Further strengthen and expand the Group's in-house team of professional staff	5,010	15%	4,347	663			
Provide funding for the Group's working capital and other general corporate purposes	1,670	5%	1,670	–	Transferred from the original purpose of strategic mergers and acquisitions in Hong Kong	879	The extra amount of HK$879,000 (available from the reduced amount of HK$5.8 million used in mergers and acquisitions in Hong Kong) was applied towards the Group's working capital and general corporate purposes since the Company anticipated that it is unlikely to identify another suitable acquisition target in the near future.
Total	33,396	100%	9,770	23,626		23,626	

Use of Proceeds from the Listing (continued)

On 25 March 2019, the Company has resolved to have a second change to the use of Net Proceeds from the IPO (the "Second Change in UOP"). Details of the Second Change in UOP are set out as follows:

Proposed use of Net Proceeds as disclosed in the Prospectus	Use of Proceeds (as revised by the First Change in UOP) HK$'000	Unused Net Proceeds up to 28 February 2019 (before Second Change in UOP) HK$'000	Revised allocation of unused Net Proceeds (the Second Change in UOP)	Revised allocation of unused Net Proceeds after Second Change in UOP HK$'000	Reasons for the revised use and allocation of Net Proceeds (the Second Change in UOP) as stated in the announcement of the Company dated 25 March 2019
Expand into the PRC market through acquisition or establishment of subsidiaries	13,313	13,268	Acquisition and development of subsidiaries in the PRC for green building certification and environmental consultancy services which the target company has operations in both Northern and Southern China.	12,500	The revised use of proceeds is to better reflect the Company's current direction of expansion. The allocation of proceeds is adjusted downward because under the recent preliminary term sheet signed in relation to an acquisition of a target company, the funding needs are not expected to exceed HK$12.5 million.
Acquisition and development of subsidiaries in Hong Kong for acoustics and lighting business	5,800	5,800	Acquisition and development of subsidiaries or associate companies in Hong Kong for ESG consultancy services business.	3,000	The Company cannot locate a suitable acquisition target for acoustics and lighting business. Alternatively, the Company has set up its own subsidiary for development of lighting business. Due to outstanding growth of ESG consultancy services business in the 2 years preceding the Second Change in UOP, the Company would like to further expand the ESG business and has entered into a memorandum in relation to the subscription of shares in a target company which provides ESG and sustainability consultancy services in Asia and HK$3.0 million of the subscription is expected to be funded by the Net Proceeds.

Use of Proceeds from the Listing (continued)

Proposed use of Net Proceeds as disclosed in the Prospectus	Use of Proceeds (as revised by the First Change in UOP) HK$'000	Unused Net Proceeds up to 28 February 2019 (before Second Change in UOP) HK$'000	Revised allocation of unused Net Proceeds (the Second Change in UOP)	Revised allocation of unused Net Proceeds after Second Change in UOP HK$'000	Reasons for the revised use and allocation of Net Proceeds (the Second Change in UOP) as stated in the announcement of the Company dated 25 March 2019
Further expand and develop the Group's services to ESG and further strengthen and expand the Group's in-house team of professional staff	3,634	476	Transferred from the original purpose of acquisition and development of subsidiaries in Hong Kong for acoustics and lighting business	2,176	The extra amount of HK$1.7 million (available from the reduced amount of HK$3.0 million used in acquisition and development of subsidiaries in Hong Kong for acoustics and lighting business) is applied towards the Group's further expansion of ESG consultancy service since the Company anticipates that it is unlikely to identify another suitable acquisition target in the near future.
Provide funding for the Group's working capital and other general corporate purposes	879	–	Transferred from the original purpose of acquisition and development of subsidiaries in Hong Kong for acoustics and lighting business and expand into the PRC market through acquisition or establishment of subsidiaries	1,868	This extra amount of approximately HK$1.0 million is available from the reduced amount of HK$3.0 million used in acquisition and development of subsidiaries in Hong Kong for acoustics and lighting business and the reduced amount of HK$12.5 million for proposed use of expanding into the PRC market through acquisition or establishment of subsidiaries since the Company anticipates that it is unlikely to identify another suitable acquisition target in the near future.
Total	23,626	19,544		19,544	

Use of Proceeds from the Listing (continued)

On 20 December 2019, the Company has resolved to have a third change to the use of Net Proceeds from the IPO (the "Third Change in UOP"). Details of the Third Change in UOP are set out as follows:

Proposed use of Net Proceeds as disclosed in the Prospectus	Use of Proceeds (as revised by the Second Change in UOP) HK$'000	Unused Net Proceeds up to 20 December 2019 (before the Third Change in UOP) HK$'000	Revised allocation of unused Net Proceeds (the Third Change in UOP)	Revised allocation of unused Net Proceeds after Third Change in UOP HK$'000	Reasons for the revised use and allocation of Net Proceeds (the Third Change in UOP)
Expand into the PRC market through acquisitions or establishment of subsidiaries	12,500	12,500	Acquisitions and development of subsidiaries in the PRC for green building certification and environmental consultancy services for which the target company has operations in both Northern and Southern China.	7,800	The revised use of proceeds is to better reflect the Company's current direction of expansion. The allocation of proceeds is adjusted downward because the valuation of target company was less than expected and upon negotiations with the counterparties, it was agreed that less equity interest will be acquired under the revised capital injection and equity transfer agreement signed on 18 December 2019 in relation to an acquisition of and capital injection in ("Acquisition") 35% equity interest of a target company (namely Beijing Dashi Derun Energy Technology Co. Ltd. (北京達實德潤能源科技有限公司)) at the total consideration of RMB7,000,000 (equivalent to approximately HK$7,700,000).
Acquisition and development of subsidiaries in Hong Kong for acoustics and lighting business	3,000	–	–	–	–
Further expand and develop the Group's services to ESG and further strengthen and expand the Group's in-house team of professional staff	2,176	–	–	–	–

Use of Proceeds from the Listing (continued)

Proposed use of Net Proceeds as disclosed in the Prospectus	Use of Proceeds (as revised by the Second Change in UOP) HK$'000	Unused Net Proceeds up to 20 December 2019 (before the Third Change in UOP) HK$'000	Revised allocation of unused Net Proceeds (the Third Change in UOP)	Revised allocation of unused Net Proceeds after Third Change in UOP HK$'000	Reasons for the revised use and allocation of Net Proceeds (the Third Change in UOP)
Provide funding for the Group's working capital and other general corporate purposes	1,868	–	Transferred from the original purpose of expanding into the PRC market through acquisitions or establishment of subsidiaries.	4,700	The Board is of the view that the unutilised net proceeds of approximately of HK$4.7 million originally allocated to expand into the PRC market through acquisitions or establishment of subsidiaries shall now be better utilised to meet the current needs on financial activities of the Group. The re-allocation of the unutilised net proceeds could provide a better allocation of cash resources and strategic planning on working capital allocation and future investment opportunities. The proposed change is in line with the business strategy of the Group and will meet the financial needs of the Group more efficiently. It will also enhance the flexibility in the financial management of the Company.
Total	19,544	12,500		12,500	

Use of Proceeds from the Listing (continued)

On 16 March 2022, the Company has resolved to have a forth change to the use of Net Proceeds from the IPO (the "Forth Change in UOP"). Details of the Forth Change in UOP are set out as follows:

Proposed use of Net Proceeds as disclosed in the Prospectus	Use of Proceeds (as revised by the Third Change in UOP) HK$'000	Unused Net Proceeds up to 16 March 2022 (before the Fourth Change in UOP) HK$'000	Revised allocation of unused Net Proceeds (the Fourth Change in UOP)	Revised allocation of unused Net Proceeds after Fourth Change in UOP HK$'000	Reasons for the revised use and allocation of Net Proceeds (the Fourth Change in UOP)
Expand into the PRC market through acquisitions or establishment of subsidiaries	7,800	7,800	Expand existing PRC subsidiary for PRC expansion together with local partners	3,300	The revised use of proceeds is to better reflect the Company's current direction of expansion. The allocation of proceeds is adjusted because the COVID-19 situation is still evolving rapidly and there remains a substantial uncertainty of the global outbreak. Hence, the Company tends to focus on expansion in existing PRC subsidiary with direct control from headquarters in Hong Kong rather than acquisition or establishment of a new subsidiary to promptly react to potential uncertainty and to effectively align with the Company's PRC expansion strategy.
			Invest in diversified portfolio of investments products proposed by responsible investment committee	2,800	The Board is of the view that responsible investment as an investment approach that takes into account the impact of various environmental, social and governance, sustainability, climate resilience, biodiversity and Carbon Neutrality factors on the long-term investment returns and their respective positive impacts.

Use of Proceeds from the Listing (continued)

Proposed use of Net Proceeds as disclosed in the Prospectus	Use of Proceeds (as revised by the Third Change in UOP) HK$'000	Unused Net Proceeds up to 16 March 2022 (before the Fourth Change in UOP) HK$'000	Revised allocation of unused Net Proceeds (the Fourth Change in UOP)	Revised allocation of unused Net Proceeds after Fourth Change in UOP HK$'000	Reasons for the revised use and allocation of Net Proceeds (the Fourth Change in UOP)
					The Company believes that, by putting an appropriate emphasis on responsible investment, it can improve risk management, enhance long-term financial return and contribute positive societal change. The re-allocation of the unutilised net proceeds could deploy its financial resources more effectively to enhance the financial performance of the Group and therefore is in the interests of the Company.
Provide funding for the Group's working capital and other general corporate purposes	4,700	–	Transferred from the original purpose of expanding into the PRC market through acquisitions or establishment of subsidiaries.	1,700	The Board is of the view that the unutilised net proceeds in the sum of approximately HK$1.7 million originally allocated for expansion into the PRC market through acquisitions or establishment of subsidiaries shall now be better utilised to meet the current needs on daily operation of the Group. The re-allocation of the unutilised net proceeds could provide a better allocation of cash resources and strategic planning on working capital allocation. The proposed change is in line with the business strategy of the Group and will meet the financial needs of the Group more efficiently. It will also enhance the flexibility in the financial management of the Group.
Total	12,500	7,800		7,800	

Use of Proceeds from the Listing (continued)

As at 31 March 2023, the Net Proceeds have been applied and utilized as follows:

Proposed use of net proceeds as at 31 March 2021	Unused net proceeds as at 31 March 2021 HK$'000	Unused net proceeds up to 16 March 2022 HK$'000	Revised use of net proceeds on 16 March 2022 (Note 1)	Revised allocation of unused net proceeds upon change on use of net proceeds on 16 March 2022 HK$'000	Actual use of net proceeds up to 31 March 2023 HK$'000	Unused net proceeds up to 31 March 2023 HK$'000
Expand into the PRC market through acquisition or establishment of subsidiaries	7,800	7,800	Expand an existing PRC subsidiary for PRC expansion together with local partners	3,300	3,300 (Note 2)	–
			Invest in diversified portfolio of investments products proposed by responsible investment committee	2,800	1,570 (Note 3)	1,230 (Note 5)
Provide funding for the Group's working capital and other general corporate purposes	–	–	Provide funding for the Group's working capital and other general corporate purposes	1,700	1,700 (Note 4)	–
Total	7,800	7,800		7,800	6,570	1,230

Notes:

1. The Board has resolved to change the allocation of the use of net proceeds on 16 March 2022. For details, please refer to the announcement of the Company dated 16 March 2022.

2. The net proceeds had been injected into a subsidiary of the Company incorporated in the PRC for its establishment, operation and business development.

3. The net proceeds was used for the subscription of the convertible notes issued by Intensel Limited, details of which are set out in note 19 to the consolidated financial statements of this report.

4. The net proceeds had been used as payment of staff costs and other operation overheads of the Group.

5. The remaining net proceeds of approximately HK$1.23 million would be used for settlement of consideration of HK$1.19 million for approximately 5% equity interest in SMAC Computing Company Limited and related expenses. It is expected to be utilized on or before 31 December 2023.

Events After Reporting Period

Potential Joint Venture with Farseer

On 26 April 2023, the Group entered into an agreement to form a joint venture (the "Joint Venture Agreement") and a non-legally binding memorandum of understanding (the "MOU") to form a joint venture with Farseer International Limited ("Farseer"). Pursuant to the MOU, the collaboration between Farseer and the Group utilizes the Group's expertise in Environmental, Social, and Governance ("ESG") consultancy and carbon and sustainability consultancy and Farseer's expertise in big data intelligence monitoring, artificial intelligence ("AI") powered analytics services with cloud and API solutions relating to ESG and risk management. The joint venture aims to develop a Carbon, ESG, and Sustainability – AI & ChatGPT big data analytic platform ("Platform"), which is empowered by AI and big data business analysis, to fulfil the needs for digitalization emerging from the sustainable ESG and low carbon practices. For details of the cooperation with Farseer, please refer to the announcement of the Company dated 2 May 2023.

Utilization of Unused Net Proceeds of Listing in Acquisition of Equity Interest of SMAC

Save as disclosed elsewhere in the Management Discussion and Analysis, the Group entered into an investment agreement with SMAC Computing Company Limited. As at the date of this report, the Group has utilized HK$0.2 million of unused Net Proceeds from Listing for the investment.

Disclosures under Rules 17.22 to 17.24 of the GEM Listing Rules

As at 31 March 2023, there is no circumstance which would give rise to a disclosure obligation on the part of the Group under Rules 17.22 to 17.24 of the GEM Listing Rules.

Disclosure of Change of Directors' Information

The Directors are not aware of any change in the information in respect of Directors and chief executives required to be disclosed pursuant to Rule 17.50A of the GEM Listing Rules during the year ended 31 March 2023.

Directors' Report

The Directors submit herewith their annual report together with the audited consolidated financial statements for the year ended 31 March 2023.

Principal Activities and General Information

The Company is an exempted company with limited liability incorporated in the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company's principal place of business is at 27/F, Overseas Trust Bank Building, 160 Gloucester Road, Wan Chai, Hong Kong.

The Company is an investment holding company. During the year ended 31 March 2023, the Company's subsidiaries were principally engaged in the provision of consultancy services relating to green building certification consultancy, sustainability and environmental consultancy, acoustics, noise and vibration control and audio-visual design consultancy and environmental, social and governance ("ESG") reporting and consultancy in Hong Kong, Macau and the mainland of the People's Republic of China ("Mainland China" or the "PRC"). Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance"), including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments of the Group's business, are set out in the Management Discussion and Analysis set out on pages 10 to 27 of this annual report. This discussion forms part of this Directors' report. The Board has resolved not to declare any final dividend in respect of the year ended 31 March 2023.

Results and Appropriations

The financial performance of the Group for the year ended 31 March 2023 and the financial position of the Group as at that date are set out in the consolidated financial statements on pages 67 to 147 of this annual report.

Non-competition Undertaking by Controlling Shareholders

Each of the controlling shareholders (as defined under the GEM Listing Rules) of the Company, i.e. Gold Investments Limited, Ms. Kwok May Han, Grace and Mr. Wu Dennis Pak Kit (the "Controlling Shareholders"), entered into a deed of non-competition dated 23 September 2016 (the "Deed of Non-competition") in favour of the Company, details of which were set out in the Prospectus, mainly to the effect that at any time the Controlling Shareholders are interested, directly or indirectly, in 30% or more of the Shares, they will not, and will procure their associates (other than members of the Group) (1) not to directly or indirectly, either on their own account, in conjunction with, on behalf of or through any person, body corporate, partnership, joint venture or other contractual arrangement and whether for profit or otherwise, participate, acquire or hold any right or interest, provide any support to, financial or otherwise, or otherwise be interested, involved or engaged in or concerned with any business that directly or indirectly competes with the Restricted Business (as defined below), or acquire or hold shares or interest (in each case whether as a shareholder, partner, agent or otherwise and whether for profit, reward or otherwise) in any companies or business that compete directly or indirectly with the Restricted Business (as defined below); and (2) not to engage, invest, participate or be interested (economically or otherwise) in any business involving the provisions of consultancy services in respect of (i) green building certification consultancy; (ii) sustainability consultancy and environmental consultancy; (iii) acoustics, noise and vibration control and audio-visual design consultancy; and (iv) ESG reporting and consultancy (the "Restricted Business") except where the Controlling Shareholders hold less than 5% of the total issued share capital of any company (whose shares are listed on the Stock Exchange or any other stock exchange) which is engaged in any business that is or may be in competition with any business engaged by any member of the Group.

Non-competition Undertaking by Controlling Shareholders (continued)

During the year ended 31 March 2023, none of the Controlling Shareholders or their respective associates had any business or interest in a business which competes or may compete with the business of the Group and any other conflict of interest with the Group.

The Controlling Shareholders have confirmed to the Company that during the year ended 31 March 2023, they and their respective associates have complied with the undertakings contained in the Deed of Non-competition.

Directors' Interest in Competing Business

Save and except for the interests of our Directors in our Company and its subsidiaries, during the year ended 31 March 2023, none of our Directors had any interest in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business.

Environmental Policy

The Group recognizes its responsibility to protect the environment from its business activities. The Group has endeavoured to comply with the laws and regulations regarding environmental protection and encourages environmental protection and promotes awareness towards environmental protections among our staff.

Dividend Policy

The Group has adopted a dividend policy ("Dividend Policy") to enhance the transparency of the Company and to facilitate its shareholders ("Shareholders") and investors to make informed investment decisions relating to the Company. According to the Dividend Policy, in addition to final dividends, the Company may declare interim dividends or special dividends to the Shareholders from time to time. The recommendation of the payment of any dividend is subject to the absolute discretion of the Board. In proposing any dividend payout, the Board will take into account, *inter alia*, the Group's general financial position, current and future operations, working capital requirements, liquidity position and any other factors it may deem relevant from time to time. Any payment of the dividend by the Company is also subject to the applicable laws of the Cayman Islands and the articles of association of the Company.

The Dividend Policy will be reviewed from time to time and there is no assurance that any dividend will be paid in any particular amount for any given period or that the Company is obliged to declare any dividend at any time.

Key Relationship with Customers and Suppliers

The Group maintains good relationship with its customers and suppliers. During the year ended 31 March 2023, there was no dispute between the Group and its customers and suppliers.

Major Customers and Suppliers

The information in respect of the Group's sales and subcontracting cost attributable to the major customers and suppliers respectively during the year ended 31 March 2023 is as follows:

	Percentage of the Group's total	
	Revenue	Subcontracting cost
The largest customer	9.8%	N/A
Five largest customers in aggregate	29.3%	N/A
The largest supplier	N/A	9.1%
Five largest suppliers in aggregate	N/A	39.7%

At no time during the year have the Directors, their close associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the number of issued Shares) had any interest in these major customers and suppliers.

Reserves

Details of movements in the reserves of the Group during the year ended 31 March 2023 are set out in note 30 to the consolidated financial statements and in the consolidated statement of changes in equity included in this annual report.

Distributable Reserves

Pursuant to the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, share premium of the Company is distributable to the shareholders. As at 31 March 2023, the Company's reserve available for distribution to equity shareholders of the Company amounted to approximately HK$13.0 million (2022: approximately HK$16.0 million).

Share Capital

Details of the movements in share capital of the Company during the year ended 31 March 2023 are set out in note 29 to the consolidated financial statements of this annual report.

Capital Expenditure

The Group purchased property, plant and equipment amounting to approximately HK$0.6 million for the year ended 31 March 2023 which comprised acquisition of furniture, fixtures and office equipment and leasehold improvement.

Directors

The Directors during the year ended 31 March 2023 were:

Executive Directors

Ms. Kwok May Han Grace *(Chairman)*
Mr. Wu Dennis Pak Kit *(Chief Executive Officer)*

Independent Non-executive Directors

Professor Lam Kin Che
Ms. Wong Yee Lin Elaine
Mr. Li Wing Sum Steven
Mr. Szeto Chi Hang Clive

Further details of the Directors are set forth in the section headed "Biographical Details of Directors and Senior Management" of this annual report. To the best knowledge of the Directors, save as disclosed under the section headed "Biographical Details of Directors and Senior Management", there is no financial, business, family or other material or relevant relationships among members of the Board.

No Director who is required to retire by rotation and offer himself or herself for re-election at the forthcoming annual general meeting of the Company (the "Annual General Meeting") has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

Debenture

The Group has not issued any debentures during the year ended 31 March 2023.

Equity-linked Agreements

Details of the equity-linked agreements entered into during the year ended 31 March 2023 or subsisting as at 31 March 2023 are set out below:

Share Option Scheme

The Company has adopted a share option scheme (the "Share Option Scheme") by the resolutions in writing of the Shareholders on 23 September 2016. No options had lapsed or had been granted, exercised or cancelled under the Share Option Scheme during the year ended 31 March 2023. As at 31 March 2023, there was no outstanding option under the Share Option Scheme.

The GEM Listing Rules on share schemes of listed issuers have been amended with effect from 1 January 2023 and the Share Option Scheme shall be subject to the amended GEM Listing Rules.

Equity-linked Agreements (continued)

Share Option Scheme (continued)

1. Purpose	(i) to motivate the Eligible Participants (defined below) to optimise their performance efficiency for the benefit of the Group; and (ii) to attract and retain or otherwise maintain on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.
2. Who may join	(i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any Directors (including Executive Directors, Non-executive Directors and Independent Non-executive Directors) of the Company or any of its subsidiaries; and (iii) any advisers, consultants, suppliers, customers, agents and related entities to the Company or any of its subsidiaries, each an "Eligible Participant", subject to the requirements and restrictions under the GEM Listing Rules.
3. Maximum number of shares	120,000,000 shares of HK$0.01 each, being 10% of the total number of shares of HK$0.01 each in issue immediately following completion of the placing on the date of Listing. Upon the Share Consolidation of every two shares of HK$0.01 each into one share of HK$0.02 each which took effect on 10 March 2021, the maximum number of shares to be issued pursuant to the options which may be granted under the Share Option Scheme was adjusted to 60,000,000 Consolidated Shares of HK$0.02 each.
4. Maximum number of options which may be granted to any one individual	1% of the shares in issue as of the date of grant in any 12-month period up to the date of grant.
5. Period within which the securities must be taken up under an option	An option may be exercised in accordance with the terms of the Share Option Scheme and the terms of grant as may be determined by the Directors provided that no option may be exercised after the expiry of 10 years from the date of grant.
6. Minimum period or performance target for which an option must be held before it can be exercised	There is no such express requirement imposed by the Share Option Scheme, provided that all grants shall be subject to the requirements under the GEM Listing Rules and the Directors may impose such requirement upon grant of the option on which the option is deemed to be granted and accepted.
7. Amount payable on application or acceptance of the options	Upon acceptance of the option, the grantee shall pay HK$1.00 to the Company by way of consideration for the grant.

Equity-linked Agreements (continued)

Share Option Scheme (continued)

8.	Exercise price of shares	The exercise price must not be less than the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of grant; (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.
9.	Remaining life of the scheme	Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme will expire on 22 September 2026, provided that the provision of the Share Option Scheme shall remain in force to the extent of any option granted prior thereto.

Share Award Scheme

On 8 February 2017 (the "Adoption Date"), the Company approved the adoption of the Share Award Scheme. The purpose of the share award scheme is to complement its human resources policy for enhancing staff welfares to ensure talents can be retained and their productivity and potentials can be elevated.

The GEM Listing Rules on share schemes of listed issuers have been amended with effect from 1 January 2023 and the Share Award Scheme shall be subject to the amended GEM Listing Rules.

Subject to the requirements and restrictions under the GEM Listing Rules, the participants of the Share Award Scheme comprise any individual being a Director (including Executive and Non-executive Director), employee, officer, agent or consultant of the Group.

The Share Award Scheme shall be valid for a period of 10 years commencing from the Adoption Date.

All award shares are subject to a vesting schedule in tranches of 33.3% of the award shares respectively on the first and second anniversary dates of the grant date and the balance of the remaining awarded shares on the third anniversary date of the grant date.

The maximum number of award shares which may be granted to a participant may not, in aggregate, exceed 1% of the issued share capital of the Adoption Date.

In April 2018, the Administration Committee has resolved to grant 12,100,000 restricted shares ("the Grant Shares") to a selected participant. The vesting of the Grant Shares is subject to the selected participant remaining at all times after the grant date and on the vesting date a participant of the Company or any of its subsidiaries.

On 24 December 2020, the Board resolved to top up the maximum number of shares under the Share Award Scheme to 37,200,000 shares (with par value of HK$0.01 each) in order to enable the Company to provide more incentives to the staff and retain those capable staff to continue to serve the Company. The Company and BOCI-Prudential Trustee Limited ("BOCI Trustee"), the trustee under the Share Award Scheme, entered into a supplemental deed to the trust deed in this regard and the Company received the executed supplemental deed from BOCI Trustee on 5 January 2021.

Equity-linked Agreements (continued)

Share Award Scheme (continued)

On 22 March 2022, the Board resolved to further top up the maximum number of shares under the Share Award Scheme from 37,200,000 shares (with par value of HK$0.01 each) to 60,000,000 shares (with par value of HK$0.02 each) in order to enable the Company to provide more incentives to the staff and retain those capable staff to continue to serve the Company. The Company and BOCI Trustee entered into a second supplemental deed to the trust deed in this regard and the Company received the executed supplemental deed from BOCI Trustee on 12 April 2022. For details, please refer to the announcement of the Company dated 12 April 2022.

On 19 April 2022 and 22 April 2022, 6,000,000 and 2,000,000 issued shares had been purchased by BOCI Trustee respectively, acting as the trustee, on the Stock Exchange to hold on trust for any participant selected by the Remuneration Committee and the Board pursuant to the terms and conditions of the Share Award Scheme. For details, please refer to the announcements of the Company dated 19 April 2022 and 22 April 2022. As at 31 March 2023, 15,313,333 issued shares were held by the trustee.

During the year ended 31 March 2023, restricted shares were awarded to selected participants pursuant to the Share Award Scheme. Details of the restricted shares awarded were as follows:

	Number of shares					
Date of grant	As at 1 April 2022	Granted during the year	Vested during the year	Lapsed during the year	As at 31 March 2023	Vesting period
18 December 2019	1,440,000	–	(1,440,000)	–	–	18 December 2020 – 18 December 2022 (Notes (a), (b))
31 August 2021	8,650,000	–	(2,623,333)	(780,000)	5,246,667	31 August 2022 – 31 August 2024 (Notes (a), (b))
30 December 2022	–	9,600,000 (Note (c))	–	–	9,600,000	29 December 2023 – 30 December 2025 (Notes (a), (b))
	10,090,000	9,600,000	(4,063,333)	(780,000)	14,846,667	

Notes:

(a) The award shares are subject to a vesting schedule in tranches of 33.3% of the awarded shares respectively on the first and second anniversary dates of the grant date and the balance of the remaining awarded shares on the third anniversary date of the grant date. In case such anniversary date is not a business date, the date of vesting shall be the business day immediately thereafter.

(b) During the years ended 31 March 2022 and 2023, Ms. Kwok May Han Grace and Mr. Wu Dennis Pak Kit, being Directors of the Company, participated in the Share Award Scheme.

(c) The closing price of the Shares immediately before the date of grant was HK$0.087. There is no performance target for the award shares.

(d) During the year ended 31 March 2023, there was no award share which has been cancelled.

Further details of the Share Award Scheme are also set out in note 33 to the consolidated financial statements of this annual report.

Save as disclosed above, at no time during the year was the Company, or any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of Shares in or debentures of the Company or any other body corporate.

The COVID-19 Pandemic's Impact

The outbreak of COVID-19 has spread across the PRC and globally and the prevention and control measures to combat the disease continued to be implemented worldwide. So far, the Group has fully resumed work and normal operations. As the COVID-19 continues to cause concern on the public health, there is adverse impact on the Group to certain extent. The Directors will continue to closely monitor the development of the COVID-19 outbreak and assess its impact on the financial position and operational results of the Group. Given that the major operations of the Group are in Hong Kong, the Directors anticipate the impact on the Group's operation and financial performance is likely to be immaterial as at the date of this annual report.

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As at 31 March 2023, the interests and short positions of Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (《證券及期貨條例》) (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests which they are taken or deemed to have under such provisions of the SFO) and required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, are as follows:

Interests in the Company

Name of Directors	Capacity	Number of Shares	Approximate percentage of shareholding
Ms. Kwok May Han Grace ("Ms. Kwok") (Note)	Beneficial owner, interest of a controlled corporation and interest of spouse	371,430,800 (long position)	52.95%
Mr. Wu Dennis Pak Kit ("Mr. Wu") (Note)	Beneficial owner and interest of spouse	371,430,800 (long position)	52.95%

Note: Among these 371,430,800 Shares, (i) 360,850,800 Shares are held by Gold Investments Limited ("Gold Investments"), a company incorporated in the British Virgin Islands (the "BVI") and the issued share capital of which is owned as to 70% by Ms. Kwok, an Executive Director and the chairman of the Board and 30% by Mr. Wu, an Executive Director and the chief executive officer and the husband of Ms. Kwok, (ii) 5,425,000 Shares are held by Ms. Kwok as beneficial owner and (iii) 5,155,000 Shares are held by Mr. Wu as beneficial owner. Accordingly, Ms. Kwok is deemed to be interested in those Shares held by Gold Investments and Mr. Wu under the SFO, and Mr. Wu is deemed to be interested in those Shares held by Ms. Kwok under the SFO.

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations (continued)

Interests in the associated corporation

Name of associated corporation	Name of Directors	Capacity	Number of Shares	Percentage of shareholding
Gold Investments	Ms. Kwok (Note)	Beneficial owner	70 shares of HK$1.00 each (long position)	70%
		Interest of spouse	30 shares of HK$1.00 each (long position)	30%
	Mr. Wu (Note)	Beneficial owner	30 shares of HK$1.00 each (long position)	30%
		Interest of spouse	70 shares of HK$1.00 each (long position)	70%

Note: Gold Investments is a company incorporated in the BVI and the issued share capital of which is owned as to 70% by Ms. Kwok and 30% by Mr. Wu. Accordingly, Ms. Kwok is deemed to be interested in the Shares held by Gold Investments and Mr. Wu under the SFO, and Mr. Wu is deemed to be interested in the Shares held by Ms. Kwok under the SFO.

Save as disclosed above, as at 31 March 2023, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the standard of dealings by Directors as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules.

Directors' Interests in Transactions, Arrangements or Contracts of Significance

Save for the Share Option Scheme and the Share Award Scheme as disclosed in this annual report, no transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or an entity connected with a Director had, directly or indirectly, a material interest subsisted as at 31 March 2023 or at any time during the year ended 31 March 2023.

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

As far as the Directors are aware, as at 31 March 2023, the following persons (other than a Director or chief executive of the Company) have or are deemed or taken to have an interest and/or short position in the Shares or the underlying Shares 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 under Section 336 of the SFO.

Name of Shareholders	Capacity	Number of Shares	Approximate percentage of shareholding
Gold Investments (Note 1)	Beneficial owner	360,850,800 (long position)	51.44%
Ms. Choy Wei Ling	Beneficial owner	54,965,800 (long position)	7.84%
City Beat Limited ("City Beat") (Note 2)	Beneficial owner	42,776,200 (long position)	6.10%

Notes:

1. Gold Investments is a company incorporated in the BVI and the issued share capital of which is owned as to 70% by Ms. Kwok and 30% by Mr. Wu, each a Director.

2. City Beat is a company incorporated in the BVI and is wholly owned by Ocean Equity Partners Fund II L.P. which is an exempted limited partnership registered in the Cayman Islands. The general partner of Ocean Equity Partners Fund II L.P. is Ocean Equity Partners Fund II GP Limited. Accordingly, each of Ocean Equity Partners Fund II L.P. and Ocean Equity Partners Fund II GP Limited is deemed to be interested in the Shares held by City Beat.

Save as disclosed above, as at 31 March 2023, the Company has not been notified by any persons (other than Directors or chief executive of the Company) who have interests or short positions in the Shares or underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Rights to Acquire Shares or Debentures

Other than the Share Option Scheme, the Share Award Scheme and as disclosed under the section headed "Directors' interests and short positions in shares, underlying shares and debentures of the Company and its associated corporations" above, at no time during the year ended 31 March 2023 and up to the date of this annual report, has the Company or any of its subsidiaries, or any of its fellow subsidiaries, been a party to any arrangement to enable the Directors or chief executive of the Company or their respective associates (as defined in the GEM Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) or to acquire benefits by means of acquisitions of shares in, or debentures of, the Company or any other body corporate.

Remuneration of Directors and Five Individuals with Highest Emoluments

Details of the emoluments of the Directors and five individuals with highest emoluments are set out in notes 9 and 10 to the consolidated financial statements of this annual report, respectively. No Director has waived or has agreed to waive any emolument during the year ended 31 March 2023.

Sufficiency of Public Float

Based on information that is publicly available to the Company and based on the best knowledge of the Directors, the Company has maintained the prescribed public float under the GEM Listing Rules of at least 25% of the Company's total number of issued Shares which was held by the public during the year ended 31 March 2023 and as of the date of this annual report.

Connected Transactions

Details of the related party transactions of the Group are set out in note 35 to the consolidated financial statements of this annual report. The related party transactions of the Group did not constitute connected transactions or continuing connected transactions of the Group under Chapter 20 of the GEM Listing Rules which are required to comply with the reporting, announcement and/or independent shareholders' approval requirements under the GEM Listing Rules.

Compliance with Laws and Regulations

As far as the Board and the management are aware, the Group has complied in all material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended 31 March 2023, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

Emolument and Remuneration Policy

The Company has established a remuneration committee for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practice.

Management Contracts

No contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year ended 31 March 2023.

Bank Borrowings

Particulars of bank borrowings of the Group as at 31 March 2023 are set out in note 26 to the consolidated financial statements of this annual report.

Confirmation of Independence

In accordance with Rule 5.09 of the GEM Listing Rules, the Company has received from each of its independent non-executive Directors the written confirmation of his/her independence. The Company, based on such confirmations and its internal assessment, considers Professor Lam Kin Che, Mr. Li Wing Sum Steven, Ms. Wong Yee Lin Elaine and Mr. Szeto Chi Hang Clive are independent.

Tax Relief and Exemption

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

Pre-emptive Rights

There are no provision for pre-emptive rights under the Articles of Association of the Company (the "Articles") nor the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated.

Permitted Indemnity Provision

A permitted indemnity provision (as defined in section 469 of the Companies Ordinance) for the benefit of the Directors is currently in force and was in force throughout the year ended 31 March 2023.

Pursuant to the Articles and subject to the laws of the Cayman Islands, every Director or his or her heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which he or she shall or may incur or sustain or by reason of any act done, incurred in or omitted in or about the execution of his or her duties, or supposed duty, in his or her office.

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

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

Save as disclosed in note 30 to the consolidated financial statements of this annual report, none of the Company or any of its subsidiaries purchased or sold or redeemed any of the Company's listed securities during the year ended 31 March 2023 and thereafter up to the date of this annual report.

Corporate Governance Code

The Company is committed to maintaining good corporate governance standard and procedures.

In accordance with code provision C.2.1 of the Corporate Governance Code (the "CG Code"), the roles of chairman and chief executive should be separate and should not be performed by the same individual. Ms. Kwok May Han Grace was appointed as the chairman of the Board on 11 November 2016 and the role and function of the chief executive of the Company have been de facto carried out by Ms. Kwok since then and up to 30 June 2022. The Board considers that such arrangement has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning of the Group. Mr. Wu Dennis Pak Kit, an Executive Director, was appointed as the chief executive officer of the Company with effect from 1 July 2022 and the Company has complied with code provision C.2.1 of the CG Code since then.

Save as disclosed above, during the year ended 31 March 2023 and up to the date of this annual report, the Group has complied with all the code provisions of the CG Code.

Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 46 to 61 of this annual report.

Compliance with Code of Conduct for Directors' Securities Transactions

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries by the Company, all Directors confirmed that they had complied with the standard of dealings and the code of conduct regarding securities transactions by the Directors adopted by the Company during the year ended 31 March 2023 and up to the date of this annual report.

Corporate Governance, Environmental and Social Responsibility

The Group is committed to the principles of good corporate governance, and strives to integrate corporate social responsibility into its business strategy and management approach.

The Sustainability Report of the Group is published in accordance with Appendix 20 to the GEM Listing Rules.

Charitable Donations

Charitable donations made by the Group during the year ended 31 March 2023 amounted to HK$5,000 (31 March 2022: HK$80,000).

Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out in the financial summary on page 148 of this annual report.

Audit Committee

The Board has established an audit committee (the "Audit Committee") on 23 September 2016 with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the Audit Committee are, among other things, to review and supervise the financial reporting process and internal control procedures of the Group. During the year ended 31 March 2023, the Audit Committee comprised three Independent Non-executive Directors, namely Mr. Li Wing Sum Steven, Professor Lam Kin Che and Ms. Wong Yee Lin Elaine. Mr. Li Wing Sum Steven, who has appropriate professional qualifications and experience in accounting matters, was appointed as the chairman of the Audit Committee. During the year ended 31 March 2023, the Audit Committee held four meetings to review the Group's annual report, interim report and quarterly reports. The Group's audited consolidated financial statements for the year ended 31 March 2023 and this annual report have been reviewed by the Audit Committee. The Audit Committee is of the view that such financial information has been prepared in compliance with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures has been made.

Change of Independent Auditor

On 20 April 2023, Moore Stephens CPA Limited resigned as the auditor of the Company and CWK CPA Limited was appointed by the Directors to fill the casual vacancy so arising on the same date. The consolidated financial statements of the Group for the year ended 31 March 2023 have been audited by CWK CPA Limited whose term of office will expire upon the conclusion of the forthcoming Annual General Meeting. A resolution to re-appoint CWK CPA Limited as independent auditor of the Company will be proposed at the forthcoming Annual General Meeting.

Closure of the Register of Members

The forthcoming Annual General Meeting is scheduled to be held on Wednesday, 9 August 2023. For the purpose of determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Thursday, 3 August 2023 to Wednesday, 9 August 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 August 2023.

By order of the Board
Allied Sustainability and Environmental Consultants Group Limited
Kwok May Han Grace
Chairman and Executive Director

Hong Kong, 27 June 2023

Biographical Details of Directors and Senior Management

The biographical details of the Directors and Senior Management of the Group as at the date of this annual report are as follow:

Executive Directors

Ms. Kwok May Han Grace (郭美珩), aged 49, was appointed as the Executive Director of the Company on 11 November 2015 and the chairman of the Board on 11 November 2016. Ms. Kwok is also the compliance officer of the Company and one of the authorised representatives under Rule 5.24 of the GEM Listing Rules. She is responsible for the overall planning, management and strategic development of the Group and oversees the operations of the Group's business. Ms. Kwok joined the Group in April 1999 and has over 20 years' experiences working as acoustics, environmental and sustainability consultant. She was appointed as a director of AEC Hong Kong on 10 June 2004. She was accredited as a member of the Green Building Faculty since 2012. She also possessed various professional qualifications, including LEED Accredited Professional recognized by the Green Building Certification Institute in November 2007, BEAM Professional since July 2010 (including accredited as BEAM Pro Neighbourhood in 2017) by the Hong Kong Green Building Council, BREEAM Accredited Professional and BREEAM In-Use Assessor in 2016 by the BRE Academy and authorized GBL Manager by the China Green Building (Hong Kong) Council in 2017. She received a certificate on training from the China Green Building Council in March 2015 and certificate from GRI on G4 exam on sustainability reporting in January 2016. Ms. Kwok is an Immediate Past Chairperson of the Construction Environmental Management Expert Panel of the BEAM Society Limited. She has been appointed as the Board of Director of Hong Kong Green Building Council (HKGBC) and served as member in various standing committees, including Communications and Membership Committee, and Sustainable Development Committee, Environment and Conservation Fund (ECF) Committee, Expanded Building Committee. Her another prominent role is in cultural heritage to achieve sustainable development. The Government of Hong Kong announced in March 2023 to appoint Ms. Kwok as a member of the Board of Trustees of the Lord Wilson Heritage Trust. She is a founding fellow and serves on the Board of Directors of the Hong Kong Institute of Qualified Environmental Professionals (HKIQEP) and also a fellow member of the Hong Kong Institute of Acoustics (HKIOA).

On 24 February 2021, Ms. Kwok has been appointed as a member of the Council for Sustainable Development under the Environment Bureau, the Government of Hong Kong for a two-year term starting from 1 March 2021.

Ms. Kwok graduated from The Hong Kong Polytechnic University with a degree of Bachelor of Engineering in Environmental Engineering in November 1998. She is the wife of Mr. Wu Dennis Pak Kit, an Executive Director of the Company and chief executive officer of the Group.

Mr. Wu Dennis Pak Kit (胡伯杰), aged 48, has been re-designated as an Executive Director with effect from 1 July 2020 and appointed as the chief executive officer of the Group with effect from 1 July 2022. He was appointed as our Non-executive Director on 16 November 2015 and has been providing advice on strategic development of the Group. Mr. Wu helped to create a greater synergy between the Group's existing business segments, including green finance, ESG advisory as well as Smart & Green IoT, so as to further expand our Group's customer base and extend our customers' geographical coverage to the Asia-Pacific region. Mr. Wu is also the Founder and CEO of AEC Capital Limited focusing on sustainable finance, real estate and investment management. Mr. Wu has 20 years of experience in finance industry. He worked as an accounting supervisor at Techno Group, a company engaging in manufacturing of plastic moulds for home appliances, in Hong Kong from April 1998 to June 2000. From September 2000, he worked as a staff accountant at the Assurance and Business Advisory Services Department of Arthur Andersen (which was acquired by PricewaterhouseCoopers since July 2002) and he left the firm as a senior associate in April 2003. He was the Executive Director in the finance department of CITIC Capital Holdings Limited, a company focusing on alternative asset management including private equity, real estate, mezzanine venture capital and marketable securities from April 2003. During the period of 1 July 2017 to 30 June 2020, he was appointed as the Executive Director in the principle investment department of the same company. He is also a director of Hong Kong Private Equity Finance Association which aims to promote the private equity and venture capital industry in Hong Kong. Mr. Wu received a certificate on training from China Green Building Council in March 2015. Since April 2023, Mr. Wu has served on the Panel of Film Censorship Advisers, appointed by Film Censorship Authority (FCA) under the Film Censorship Ordinance (FCO) (Cap. 392).

Executive Directors (continued)

Mr. Wu is the husband of Ms. Kwok May Han Grace, the Executive Director of the Company and the chairman of the Board.

Mr. Wu graduated from the University of Southern California in the United States with a bachelor's degree in Business Administration, majoring in Finance, in December 1996. He obtained a master degree of Accountancy from The Chinese University of Hong Kong in November 2001. He completed courses in Sustainable Finance at Cambridge Institute for Sustainable Leadership in 2020, the GRI Professional Certification Program, and Digital Transformation at Imperial College Business School in 2021, acquiring knowledge of sustainability and digital transformation.

Independent Non-executive Directors

Professor Lam Kin Che (林健枝) ("Professor Lam"), *SBS, JP*, aged 75, was appointed as an Independent Non-executive Director of the Company on 23 September 2016.

Professor Lam was admitted as an honorary fellow of The Chartered Institution of Water and Environmental Management, the United Kingdom in April 2006, of Hong Kong Institute of Acoustics in June 2012 and The Hong Kong Institute of Environmental Impact Assessment in June 2012.

For community services in Hong Kong, Professor Lam was a council member of the Sustainable Council from March 2003 to February 2011, the Advisory Committee on Water Resources and Quality of Water Supplies from April 2000 to March 2004, Hong Kong Observatory from October 2006 to September 2010, and the Advisory Committee on Agriculture and Fisheries from May 1988 to May 1992. He served as the Chairman of the Advisory Council on the Environment from January 2003 to December 2009 and has been the Chairman of the Biodiversity Strategy and Action Plan Steering Committee from June 2013 to May 2016. He was also a member of the Appeal Board Panel (Town Planning) from November 1991 to December 1999, Registration of Persons Tribunal from June 1999 to May 2005, Air Pollution Control Appeal Board Panel from March 1989 to January 2001, Noise Control Appeal Board Panel from February 1989 to January 2004, Environmental Impact Assessment Appeal Board Panel from the April 2013 to March 2016, and Waste Disposal Appeal Board Panel from February 2013 to January 2016, all of which are boards, committees or councils of the Government of Hong Kong.

Professor Lam has been an adjunct professor of the Department of Geography & Resources Management of The Chinese University of Hong Kong since August 2012.

Professor Lam graduated from The University of Hong Kong with a degree of Bachelor in Arts in November 1970 and a degree of Master of Philosophy in November 1974. He obtained a degree of Doctor of Philosophy from The University of New England in Australia in April 1981.

Mr. Li Wing Sum Steven (李永森) ("Mr. Li"), aged 66, was appointed as an Independent Non-executive Director of the Company on 30 June 2018.

Mr. Li is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Li has accumulated over 30 years' experience in auditing, accounting, company secretarial services, taxation and financial management. Mr. Li once served as financial controller, executive director, independent non-executive director and company secretary in several Hong Kong listed companies, and currently, he is still acting as an independent non-executive director in other two Hong Kong listed companies, namely Wang On Properties Limited (Stock Code: 1243) and Amasse Capital Holdings Limited (Stock Code: 8168) . He was the independent non-executive director of Xinjiang Xinxin Mining Industry Co., Ltd. (Stock Code: 3833) for the period from 14 October 2011 to 24 May 2019.

Independent Non-executive Directors (continued)

Ms. Wong Yee Lin Elaine (王綺蓮) ("Ms. Wong"), aged 68, was appointed as an Independent Non-executive Director of the Company on 23 September 2016.

Ms. Wong is a season Human Resources professional. She is a fellow member of Hong Kong Institute of Human Resources Management ("HKIHRM"), also member of the Talent Management Committee and Remuneration Committee of HKIHRM.

Ms. Wong is currently a member of the Human Resources Committee of Scout Association of Hong Kong, and Human Resource Advisor for master students in Hong Kong Baptist University.

Ms. Wong was the Managing Director, Head of Human Resources of CITIC Securities International Company Limited. She has served various organizations including China CITIC Bank International Limited, CITIC Capital Holdings Limited, Jardine Fleming Holdings Limited (now known as J.P. Morgan Holdings Limited), Standard Chartered Bank, Unisys Computers Limited, Tandem Computers Limited (now known as Hewlett Packard Ltd.), Enviropace Limited (now known as Ecospace Limited) and Northwest Airlines (now known as Delta Airlines).

Ms. Wong obtained a Master degree in Human Resources Management through a distance learning program from American States University in USA. She also got Certificates of Competence in Occupational Testing from the British Society of Psychology.

Mr. Szeto Chi Hang Clive (司徒智恒) ("Mr. Szeto"), aged 52, was appointed as an Independent Non-executive Director of the Company on 4 June 2019.

Mr. Szeto has accumulated over 29 years' experience in electronic engineering, sales and marketing, business development and solid team management. Mr. Szeto once served as a business development director, director of marketing, director of sales and Vice-President of sales and business development in several Hong Kong and multinational electronics, engineering and technology companies, and he is the founder of a consulting platform and supporting a number of business development and initial public offering projects. Mr. Szeto graduated from The University of Hong Kong with a bachelor's degree in electrical and electronic engineering in 1993.

Senior Management

Mr. Lai Ka Yeung Andy (黎家揚) ("Mr. Lai"), aged 37, is our Associate Director, with extensive experience in the environmental and green building consultancy industry across a diversified project portfolio, including residential buildings, commercial offices, retail, industrial buildings and data centers, in both public and private sectors. Mr. Lai joined our Group in November 2011. Mr. Lai is responsible for project management, coordination, and progress monitoring of ongoing green building certification projects including Building Environmental Assessment Method (BEAM Plus), Leadership in Energy and Environmental Design (LEED), WELL Building Standard, Fitwel Standard, RESET Air, Building Research Establishment Environmental Assessment Method (BREEAM) and Civil Engineering Environmental Quality Assessment and Award Scheme (CEEQUAL). He obtained his Bachelor of Science degree from the University of Nottingham in July 2008 and a Master of Science in Environmental Engineering degree from The University of Hong Kong in November 2016.

Senior Management (continued)

Ms. Lin Yu (林宇) ("Ms. Lin"), aged 37, is our Associate Director. Ms. Lin joined our Group in April 2015. She has extensive experience in providing green building design and certification consultancy services for various certification schemes, including BEAM Plus, Leadership in Energy and Environmental Design (LEED), and China Green Building Design Label (GBL). She has been involved in various types of green building design and certification projects, including public housing development projects, government, and community development projects, private residential projects, and commercial development projects. Ms. Lin graduated from HKUST with a Master's degree in 2009. She holds various professional qualifications, including BEAM Professional (NB, EB, BI & ND), LEED Green Rater, LEED Accredited Professional (BD+C), and GBL Manager.

Ms. Man Yi Hang Cathy (文爾珩) ("Ms. Man"), aged 37, is our Associate Director, with extensive experience in environmental assessments, from environmental planning support to EIAs, for developments in both public and private sectors. Ms. Man joined our Group in September 2010 and is responsible for project execution, management, coordination, and progress monitoring of ongoing projects. She obtained a Bachelor of Social Science Degree in 2008 and a Master of Environmental Science Degree from the University of Sydney in July 2010. She holds various professional qualifications, including BEAM Professional (BEAM Pro), certified professional in noise modeling by the Hong Kong Institute of Qualified Environmental Professionals, Member of the Hong Kong Institution of Qualified Environmental Professional (MHKIQEP), Member of the Chartered Institution of Water and Environmental Management (MCIWEM), and CEEQUAL Assessor.

Ir. Cheung Siu Ming (張兆明) ("Ir. Cheung"), aged 35, is our Associate Director, with diversified experience in building sustainability and environmental assessment. He is a Chartered Professional Engineer (CPEng) in Engineers Australia and Member (MHKIE) in the Hong Kong Institution of Engineers. Ir. Cheung joined our Group in April 2012 and played a key role in innovative projects across disciplines including corporate sustainability, ESG strategies, decarbonization roadmap, net-zero & carbon neutrality design and life cycle carbon assessment. Ir. Cheung has been leading green building design projects for both new and existing developments such as HK BEAM Plus, LEED, WELL and EDGE from government to commercial sectors. He is also familiar with environmental assessment to discharge requirement of land lease or planning application and promote sustainable design of buildings. He is a certified professional in noise modelling by the Hong Kong Institute of Qualified Environmental Professionals (MHKIQEP, CNM) and has been involved in noise reduction window design and noise impact assessment. Ir. Cheung obtained his Bachelor of Engineering in Electronic and Information Engineering in 2009 and Master of Science in Environmental Management and Engineering in 2010 from the Hong Kong Polytechnic University.

Company Secretary

Mr. Siu Chun Pong Raymond (蕭鎮邦) ("Mr. Siu") has been appointed as the company secretary of the Company on 18 June 2019.

Mr. Siu, aged 43, has been a practising solicitor of The High Court of Hong Kong since 2005. Mr. Siu has over 17 years of practical experiences in corporate finance and regulatory compliance. He is the founder and the senior partner of Raymond Siu & Lawyers. Mr. Siu graduated from The University of Hong Kong with a Bachelor of Laws degree and University College London with a Master of Laws degree.

Corporate Governance Report

Corporate Governance Practices

The Company is committed to maintaining good corporate governance standard and procedures. The Company's corporate governance practices for the year ended 31 March 2023 were based on the principles and code provisions as set out in Corporate Governance Code (the "CG Code") as set out in Appendix 15 of the GEM Listing Rules.

In accordance with code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Ms. Kwok May Han Grace was appointed as the chairman of the Board on 11 November 2016, which the role and function of the chief executive of the Company have been de facto carried out by Ms. Kwok since then and up to 30 June 2022. The Board considers that such arrangement has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning of the Group. Mr. Wu Dennis Pak Kit, an Executive Director, was appointed as the chief executive officer of the Company with effect from 1 July 2022 and the Company has complied with code provision C.2.1 of the CG Code since then.

Save as disclosed above, during the year ended 31 March 2023 and up to the date of this annual report, the Group has complied with all the code provisions of the CG Code.

Compliance with Code of Conduct for Directors' Securities Transactions

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings"). Having made a specific enquiry by the Company with each of the Directors, all Directors confirmed that they had complied with the Required Standard of Dealings and the code of conduct regarding securities transactions by the Directors adopted by the Company since 1 April 2021 and up to the date of this annual report.

Board of Directors

As at 31 March 2023, the Board comprised six Directors, including two executive Directors and four Independent Non-executive Directors. All Directors were directors throughout the year ended 31 March 2023. Details of their composition by category are as follows:

Name	Position	Date of appointment/ re-designation
Ms. Kwok May Han Grace	Executive Director	11 November 2015
	Chairman of the Board	11 November 2016
Mr. Wu Dennis Pak Kit (Note)	Executive Director	1 July 2020
	Chief Executive Officer	1 July 2022
Professor Lam Kin Che	Independent Non-executive Director	23 September 2016
Ms. Wong Yee Lin Elaine	Independent Non-executive Director	23 September 2016
Mr. Li Wing Sum Steven	Independent Non-executive Director	30 June 2018
Mr. Szeto Chi Hang Clive	Independent Non-executive Director	4 June 2019

Note: Mr. Wu Dennis Pak Kit was a Non-executive Director between 16 November 2015 to 30 June 2020 and was re-designated as an Executive Director on 1 July 2020. He was also appointed as the chief executive officer on 1 July 2022.

Responsibilities, Accountability and Contributions of the Board and Management

The Board's main functions include:

(i) approving the Group's overall business plans and strategies, monitoring the implementation of these policies and strategies and the management of the Group;

(ii) developing and reviewing the Company's policies and practices on corporate governance;

(iii) reviewing the Group's compliance with the CG Code and disclosure in the Corporate Governance Report;

(iv) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; and

(v) monitoring the risk management and internal control systems of the Company and reviewing their effectiveness. Daily business operations and administrative functions of the Group are delegated to the Executive Director and the senior management of the Group. The Board acts collectively by majority decisions in accordance with the Articles and the applicable laws, and no single Director has any decision-making power unless otherwise authorised by the Board.

Board Meetings and Board Practices

The Directors can attend meetings in person or through other means of electronic communication in accordance with the Articles. All minutes of the Board meetings were recorded in sufficient detail the matters considered by the Board and the decisions reached.

During the year ended 31 March 2023, five board meetings and one general meeting were held. Details of the attendance of the Directors are as follows:

Directors	Attendance/Number of general meeting entitled to attend	Attendance/Number of Board meetings entitled to attend
Ms. Kwok May Han Grace *(Chairman)*	1/1	5/5
Mr. Wu Dennis Pak Kit *(Chief Executive Officer)*	1/1	5/5
Professor Lam Kin Che	1/1	5/5
Mr. Li Wing Sum Steven	1/1	5/5
Ms. Wong Yee Lin Elaine	1/1	5/5
Mr. Szeto Chi Hang Clive	1/1	5/5

Appointment, Re-election and Removal of Directors

The Articles provide that subject to retirement by rotation of Directors as from time to time prescribed by the GEM Listing Rules, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation and that every Director shall be subject to retirement by rotation at least once every three years.

The Company has entered into a service contract with Ms. Kwok May Han Grace for a term of three years commencing from 17 October 2022, and a service contract with Mr. Wu Dennis Pak Kit for a term of three years commencing from 1 July 2020, subject to the early removal, retirement and re-election provisions in the Articles. The Company has also entered into (i) letters of appointment with Professor Lam Kin Che and Ms. Wong Yee Lin Elaine for a term of three years commencing from 23 September 2022; (ii) a letter of appointment with Mr. Li Wing Sum Steven for a term of three years commencing from 30 June 2021; and (iii) a letter of appointment with Mr. Szeto Chi Hang Clive for a term of three years commencing from 4 June 2022, all subject to the early removal, retirement and re-election provisions in the Articles.

Continuous Professional Development

According to the code provision C.1.4 of the CG Code, all Directors shall participate in continuous professional development to develop their knowledge and skills to ensure their contribution to the Board remains informed and relevant.

During the year ended 31 March 2023, all the Directors had participated in seminars/courses and read articles, as below, in relation to Director's responsibilities and obligations under the GEM Listing Rules and relevant statues, laws, rules and regulations arranged by accredited service providers.

Name of Directors	**Attending seminars/courses**	**Reading articles**
Ms. Kwok May Han Grace	✔	✔
Mr. Wu Dennis Pak Kit	✔	✔
Professor Lam Kin Che	✔	✔
Mr. Li Wing Sum Steven	✔	✔
Ms. Wong Yee Lin Elaine	✔	✔
Mr. Szeto Chi Hang Clive	✔	✔

Independent Non-executive Directors

During the year ended 31 March 2023, the Company has four Independent Non-executive Directors in compliance with Rule 5.05(1) of the GEM Listing Rules. Among the four Independent Non-executive Directors, Mr. Li Wing Sum Steven has appropriate professional qualifications or accounting or related financial management expertise as required by Rule 5.05(2) of the GEM Listing Rules.

The Company has also complied with Rule 5.05A of the GEM Listing Rules as the four Independent Non-executive Directors represent more than one-third of the Board.

In accordance with Rule 5.09 of the GEM Listing Rules, the Company has received from each of the Independent Non-executive Directors the written confirmation of his/her independence. The Company, based on such confirmations and its internal assessment, considers Professor Lam Kin Che, Mr. Li Wing Sum Steven, Ms. Wong Yee Lin Elaine and Mr. Szeto Chi Hang Clive are independent.

Chairman and Chief Executive

According to code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Ms. Kwok May Han Grace was appointed as the chairman of the Board on 11 November 2016 and the role and function of the chief executive of the Company have been de facto carried out by Ms. Kwok since then and up to 30 June 2022. The Board considers that such arrangement has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning of the Group. Mr. Wu Dennis Pak Kit, an executive Director, was appointed as the chief executive officer of the Company with effect from 1 July 2022 and the Company has complied with code provision C.2.1 of the CG Code since then.

Company Secretary

Mr. Siu Chun Pong Raymond has taken not less than 15 hours of relevant professional training in accordance with Rule 5.15 of the GEM Listing Rules during the year ended 31 March 2023.

Compliance Officer

Pursuant to Rule 5.19 of the GEM Listing Rules, Ms. Kwok May Han Grace, who is also an Executive Director and the chairman of the Board, was appointed as the compliance officer of the Company on 10 June 2016. The biographical details of Ms. Kwok are set out under the section headed "Biographical Details of Directors and Senior Management" of this annual report.

Board Committees

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

With the establishment of the Audit Committee, the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee"), the Independent Non-executive Directors will be able to effectively devote their time to perform the duties required by the respective Board committees.

The Board has also established the environmental, social and governance committee (the "ESG Committee") and the risk management committee (the "Risk Management Committee") to review and monitor the Group's specific policies and practices to ensure compliance with the relevant legal and regulatory requirements.

Besides, the Board has also established the responsible investment committee (the "Responsible Investment Committee") to handle any issues or affairs related to responsible investment of the Company. The investment approach takes into account the impact of ESG, sustainability, climate resilience, biodiversity and carbon neutrality factors on the long-term investment returns and their respective positive impacts.

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

Board Committees (continued)

Audit Committee

The Board established the Audit Committee on 23 September 2016 with written terms of reference in compliance with the GEM Listing Rules. The terms of reference of the Audit Committee are available on both the Stock Exchange's website and the Company's website. The primary duties of the Audit Committee include (but without limitation):

(i) assisting the Board by providing an independent view of the effectiveness of the financial reporting process;

(ii) making recommendation to the Board on the appointment and removal of external auditors;

(iii) reviewing the Group's financial information and disclosures;

(iv) overseeing the audit process, to develop and review the Group's policies and practices on compliance with legal and regulatory requirements; and

(v) performing other duties and responsibilities as assigned by the Board.

The composition of the Audit Committee during the year ended 31 March 2023 is as follows:

Mr. Li Wing Sum Steven *(Chairman)*
Professor Lam Kin Che
Ms. Wong Yee Lin Elaine

Mr. Li Wing Sum Steven, who has appropriate professional qualifications and experience in accounting matters, was appointed as the Chairman of the Audit Committee.

Four Audit Committee meetings were held during the year ended 31 March 2023. During the year ended 31 March 2023, the Audit Committee has:

(i) reviewed the audited annual results for the year ended 31 March 2022;

(ii) reviewed the unaudited quarterly and interim results during the periods in the year ended 31 March 2023;

(iii) reviewed the necessity to establish an internal audit function; and

(iv) monitored the audit and non-audit (if any) services rendered to the Group by its auditor and ensure that their engagement in other non-audit services will not impair their audit independence or objectivity.

Board Committees (continued)

Audit Committee (continued)

Apart from the Audit Committee meetings, the Independent Non-executive Directors have met its external auditor to discuss matters relating to the Company's audit fees and other issues arising from the audit for the year ended 31 March 2023. The attendance record of each member at the Audit Committee meetings is set out as follows:

Directors	Attendance/Number of Audit Committee meetings entitled to attend
Professor Lam Kin Che *(Independent Non-executive Director)*	4/4
Mr. Li Wing Sum Steven *(Independent Non-executive Director)*	4/4
Ms. Wong Yee Lin Elaine *(Independent Non-executive Director)*	4/4

Remuneration Committee

The Board established the Remuneration Committee on 23 September 2016 with written terms of reference in compliance with the GEM Listing Rules. The terms of reference of the Remuneration Committee are available on both the Stock Exchange's website and the Company's website. The primary duties of the Remuneration Committee include (but without limitation):

(i) making recommendations to the Directors regarding the Group's policy and structure for the remuneration of all of our Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies;

(ii) making recommendations to the Board on the remuneration packages of the individual Executive Director and senior management;

(iii) reviewing and approving the management's remuneration proposals by reference to the Board's corporate goals and objectives;

(iv) considering and approving the grant of share options to eligible participants pursuant to the Share Option Scheme; and

(v) reviewing matters relating to the share schemes of the Company.

The composition of the Remuneration Committee during the year ended 31 March 2023 is as follows:

Ms. Wong Yee Lin Elaine *(Chairman)*
Mr. Li Wing Sum Steven
Professor Lam Kin Che
Ms. Kwok May Han Grace
Mr. Wu Dennis Pak Kit

Board Committees (continued)

Remuneration Committee (continued)

One Remuneration Committee meeting was held during the year ended 31 March 2023. The Remuneration Committee reviewed the policy for the remuneration of all the Directors, assessed the performance of the Executive Directors and approved the terms of the Executive Directors' service contracts for the year ended 31 March 2023. The Remuneration Committee also made recommendations to the Board on the remuneration packages of the individual Executive Director and senior management for the year ended 31 March 2023. The attendance record of each member at the Remuneration Committee meeting is as follows:

Directors	**Attendance/Number of Remuneration Committee meetings entitled to attend**
Ms. Wong Yee Lin Elaine *(Independent Non-executive Director)*	1/1
Mr. Li Wing Sum Steven *(Independent Non-executive Director)*	1/1
Professor Lam Kin Che *(Independent Non-executive Director)*	1/1
Ms. Kwok May Han Grace *(Executive Director)*	1/1
Mr. Wu Dennis Pak Kit *(Executive Director)*	1/1

Nomination Committee

The Board established the Nomination Committee on 23 September 2016 with written terms of reference in compliance with the GEM Listing Rules. The terms of reference of the Nomination Committee are available on both the Stock Exchange's website and the Company's website. The primary duties of the Nomination Committee include (but without limitation):

(i) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(ii) identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;

(iii) assessing the independence of Independent Non-executive Directors; and

(iv) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman.

The composition of the Nomination Committee during the year ended 31 March 2023 is as follows:

Ms. Kwok May Han Grace *(Chairman)*
Mr. Li Wing Sum Steven
Ms. Wong Yee Lin Elaine
Professor Lam Kin Che
Mr. Wu Dennis Pak Kit

Board Committees (continued)

Nomination Committee (continued)

One Nomination Committee meeting was held during the year ended 31 March 2023. The Nomination Committee determined the policies for the nomination of directors, including the nomination procedures and the process and criteria to select and recommend candidates for directorship during the year ended 31 March 2023. It also reviewed the Company's policies concerning board diversity for the year ended 31 March 2023. The attendance record of each member at the Nomination Committee meeting is as follows:

Directors	**Attendance/Number of Nomination Committee meeting entitled to attend**
Ms. Kwok May Han Grace *(Executive Director)*	1/1
Mr. Li Wing Sum Steven *(Independent Non-executive Director)*	1/1
Ms. Wong Yee Lin Elaine *(Independent Non-executive Director)*	1/1
Professor Lam Kin Che *(Independent Non-executive Director)*	1/1
Mr. Wu Dennis Pak Kit *(Executive Director)*	1/1

Board Diversity Policy

The Company recognises and embraces the benefits of having a Board with diversified skills, talents and experiences, and sees diversity at Board level as an essential element in maintaining a competitive advantage. The Company has therefore adopted a board diversity policy which sets out the approach to achieve and maintain diversity on the Board.

Pursuant to the policy, the Nomination Committee seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to the talents, skills, regional and industrial experience, background, gender and other qualities of the members of the Board. These factors will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All appointments of the members of the Board are made on merit, in the content of the talents, skills and experience the Board as a whole requires to be effective.

The Nomination Committee reviews and assesses the composition of the Board and makes recommendations to the Board on the appointment of new Directors. The Nomination Committee also oversees the conduct of the annual review of the effectiveness of the Board.

In reviewing and assessing the composition of the Board, the Nomination Committee will consider the benefits of all aspects of diversity, including without limitation, those described above, in order to maintain an appropriate range and balance of talents, skills, experience and background on the Board.

In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

In overseeing the conduct of the annual review of the effectiveness of the Board, the Nomination Committee will consider the balance of talents, skills, experience, independence and knowledge on the Board and the diversity of the Board.

As at the date of this annual report, (i) 4 Directors and 2 senior management are male and (ii) 2 Directors and 2 senior management are female.

Board Committees (continued)

Nomination Committee (continued)

Directors Nomination Policy

The directors nomination policy ("Directors Nomination Policy") of the Company serves to improve the transparency of the process and criteria in selecting and recommending candidates as Directors for the Board's approval from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board.

The Directors and the Nomination Committee will consider and nominate candidates, according to the Directors Nomination Policy based on objective criteria with due regard to the benefits of diversity as set out in the Board Diversity Policy, to the Board for approval. In identifying individuals and making recommendations for nominations, the Nomination Committee considers whether such individuals have the appropriate qualifications, abilities and perspectives that would enable them to effectively fulfil their roles and responsibilities as Directors.

Where a candidate is proposed to be appointed as an Independent Non-executive Director, his/her independence will be assessed in accordance with, among others, the independence factors as set out under the GEM Listing Rules, the totality of the candidate's education, qualifications and experience will also be evaluated to consider whether he/she has the appropriate professional qualifications or accounting or related financial management expertise for taking up the office of an Independent Non-executive Director.

Measurable Objectives

The Nomination Committee discusses annually the measurable objectives for achieving diversity of the Board and recommends them to the Board for adoption. The Board will consider such recommendation and may seek to improve the diversity of the board composition.

Monitoring and Reporting

The Nomination Committee and the Board monitor the progress of the improvement measures on an annual basis and make relevant disclosure in the corporate governance reports of the Company on the process the Board has used in relation to Board appointments.

Reviewing the Policies

The Nomination Committee will review the design, implementation and the effectiveness of the policy in its annual meeting on Board Diversity Policy and the Directors Nomination Policy. The Nomination Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

ESG Committee

The Board established the ESG Committee on 23 September 2016. The terms of reference of the ESG Committee are available on both the Stock Exchange's website and the Company's website. The primary function of the ESG Committee is to report and advise the Board on matters relating to environmental protection, social responsibility and corporate governance of the Group.

The composition of the ESG Committee during the year ended 31 March 2023 is as follows:

Ms. Kwok May Han Grace *(Chairman)*
Mr. Wu Dennis Pak Kit
Mr. Li Wing Sum Steven
Ms. Wong Yee Lin Elaine
Professor Lam Kin Che

Board Committees (continued)

ESG Committee (continued)

One ESG Committee meeting was held during the year ended 31 March 2023. The attendance record of each member at the ESG Committee meeting is as follows:

Directors	Attendance/Number of ESG Committee meeting entitled to attend
Ms. Kwok May Han Grace *(Executive Director)*	1/1
Mr. Wu Dennis Pak Kit *(Executive Director)*	1/1
Mr. Li Wing Sum Steven *(Independent Non-executive Director)*	1/1
Ms. Wong Yee Lin Elaine *(Independent Non-executive Director)*	1/1
Professor Lam Kin Che *(Independent Non-executive Director)*	1/1

Risk Management Committee

The Board established the Risk Management Committee on 23 September 2016. The terms of reference of the Risk Management Committee are available on both the Stock Exchange's website and the Company's website. The primary duties of the Risk Management Committee include (but without limitation):

(i) considering the necessity of an internal audit function of the Group;

(ii) evaluating and determining the nature and extent of the significant risks faced by the Group;

(iii) making recommendations to the Board on the Group's risk management and internal control systems; and

(iv) overseeing the Group's risk management framework to identify and deal with financial, operational, legal, regulatory, technology, business and strategic risks faced by the Group.

The composition of the Risk Management Committee during the year ended 31 March 2023 is as follows:

Ms. Kwok May Han Grace *(Chairman)*
Mr. Wu Dennis Pak Kit
Mr. Li Wing Sum Steven
Ms. Wong Yee Lin Elaine
Professor Lam Kin Che

Board Committees (continued)

Risk Management Committee (continued)

One Risk Management Committee meeting was held during the year ended 31 March 2023. The Risk Management Committee has identified the risks faced by the Group and discussed the designs of the risk management and internal control systems for the year ended 31 March 2023. The committee also reviewed the adequacy of resources, qualifications and experience of the Group's staff in implementing the risk management and internal control systems for the year ended 31 March 2023. The attendance record of each member at the Risk Management Committee meeting is as follows:

Directors	**Attendance/Number of Risk Management Committee meeting entitled to attend**
Ms. Kwok May Han Grace *(Executive Director)*	1/1
Mr. Wu Dennis Pak Kit *(Executive Director)*	1/1
Mr. Li Wing Sum Steven *(Independent Non-executive Director)*	1/1
Ms. Wong Yee Lin Elaine *(Independent Non-executive Director)*	1/1
Professor Lam Kin Che *(Independent Non-executive Director)*	1/1

Responsible Investment Committee

The Board established the Responsible Investment Committee on 16 February 2022. The Company sees responsible investment as an investment approach that takes into account the impact of various environmental, social and governance, sustainability, climate resilience, biodiversity and Carbon Neutrality factors on the long-term investment returns and their respective positive impacts.

The primary duties of the Responsible Investment Committee include (but without limitation):

(i) assess the viability and the terms of any major investment project or financing arrangements;

(ii) evaluate the feasibility, forecast, profits and loss calculations of the investment projects;

(iii) analyze, consider and determine whether any proposed responsible investment project is in the best interests of the Company and its shareholders as a whole;

(iv) oversee the incorporation of considerations relating to environmental, social and governance, climate change, climate resilience, biodiversity, sustainability and Carbon Neutrality into the investment and risk management processes;

(v) oversee progress against goals of the Group for addressing responsible investment issue relating to environmental, social and governance, climate change, sustainability, climate resilience, biodiversity and Carbon Neutrality; and

(vi) review the Company's investing capital and financing strategies.

Board Committees (continued)

Responsible Investment Committee (continued)

The composition of the Responsible Investment Committee during the year ended 31 March 2023 is as follows:

Mr. Wu Dennis Pak Kit *(Chairman)*
Ms. Kwok May Han Grace
Mr. Li Wing Sum Steven
Mr. Szeto Chi Hang Clive

Two Responsible Investment Committee meetings were held during the year ended 31 March 2023. The Responsible Investment Committee (i) discussed 2 potential projects, one of which was related to building information modelling and another was related to the development of software platforms for electronic vehicle charger, and (ii) approved the acquisition of 5% of the total issued share capital of SMC Computing Co. Ltd. The attendance record of each member at the Responsible Investment Committee meeting is as follows:

Directors	Attendance/ Number of Responsible Investment Committee entitled to attend
Mr. Wu Dennis Pak Kit *(Executive Director)*	2/2
Ms. Kwok May Han Grace *(Executive Director)*	2/2
Mr. Li Wing Sum Steven *(Independent Non-executive Director)*	2/2
Mr. Szeto Chi Hang Clive *(Independent Non-executive Director)*	2/2

Corporate Governance Function

The Board is responsible for overseeing the corporate governance of the Group. During the year ended 31 March 2023, the Board has reviewed the corporate governance practices of the Company by reference to the CG Code as set out in Appendix 15 of the GEM Listing Rules. The summary of their work is as follows:

(i) reviewed the Company's policies and practices on corporate governance and made recommendations;

(ii) reviewed and monitored the training and continuous development of Directors and senior management of the Group;

(iii) reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements;

(iv) developed, reviewed and monitored the code of conduct and compliance manual applicable to employees of the Group and the Directors; and

(v) reviewed the Company's compliance with the CG Code and disclosure in the corporate governance report.

Accountability and Audit

The Board acknowledges its responsibility for the preparation of the Company's consolidated financial statements for the year ended 31 March 2023 which give a true and fair view in accordance with the statutory requirements and accounting standards and other financial disclosure requirements under the GEM Listing Rules. The financial results of the Group are announced in a timely manner in accordance with the statutory and/or regulatory requirements.

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

The statement by the external auditor about their reporting responsibilities is set out in the independent auditor's report on pages 62 to 66 of this annual report.

External Auditor's Remuneration

On 20 April 2023, Moore Stephens CPA Limited, the predecessor external auditor, resigned and the Company engaged CWK CPA Limited as the external auditor to fill the casual vacancy. The fee in respect of audit services provided by CWK CPA Limited for the year ended 31 March 2023 amounted to HK$538,000. No non-audit services was provided by the external auditor during the year ended 31 March 2023.

The Audit Committee has expressed its view to the Board that the level of fees paid/payable by the Company to the Company's external auditor for annual audit services is reasonable. There has been no disagreement between the auditor and the management of the Company during the year ended 31 March 2023.

Remuneration Payable to Senior Management

The remuneration payable to the four (31 March 2022: five) members of senior management during the year ended 31 March 2023 fell within the band of Nil to HK$1,000,000.

Risk Management and Internal Control Systems

The Board is responsible for monitoring the risk management and internal control systems of the Company and reviewing their effectiveness. These risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

Assisted by the Risk Management Committee, the Board evaluates and determines the nature and extent of significant risks it is willing to take in achieving the Company's strategic objectives. The Board also oversees the management in the design, implementation and monitoring of the risk management and internal control systems. Procedures have been designed and implemented to safeguard the Company's assets against unauthorised use or disposal, ensure maintenance of proper accounting records for provision of reliable financial information for internal use or for publication and ensure the Company's compliance with applicable laws, rules and regulations. The Board also ensures the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting functions.

Risk Management and Internal Control Systems (continued)

To ensure the effectiveness of the risk management and internal control systems, the Board requests the management to facilitate each of the departments of the Company to identify major risk events in the area it operates and assess the possibility of occurrence and potential impacts of these risk events to the Company. Each department also prepares solutions and mitigation measures to deal with the possible risk events to the management. Based on the information from the management, the Board conducted an annual review on the effectiveness of the Company's risk management and internal control systems for the year ended 31 March 2023.

The Group appointed internal control advisor for the year ended 31 March 2023. The management is of the view that our internal control system has not changed and it remains effective in all aspects. The Board reviewed the effectiveness of the risk management and internal control systems for the year ended 31 March 2023 in the Board meetings, and is of the opinion that the Group's risk management and internal control systems are effective and adequate and that nothing has come to its attention to cause the Board to believe the Group's risk management and internal control systems are inadequate.

The Company does not have an internal audit function as the Board presently considers that the size, nature and complexity of the Group's business does not require such function.

With respect of the procedures and internal controls of the handling and dissemination of inside information, the Company is fully aware of its obligation under Part XIVA of the SFO and the GEM Listing Rules. The Board has adopted a policy which contains the guidelines of the Directors, officers and relevant employees of the Company to ensure that the inside information of the Company is to be disseminated to the public in an equal and timely manner in accordance with the applicable laws and regulations.

Disclosure of Inside Information

The Group has adopted and implemented its own disclosure policy aiming to provide a general guide to the Directors and senior management of the Company in the handling of confidential information and/or monitoring of information disclosure pursuant to the applicable laws and regulations in compliance with the GEM Listing Rules and the SFO. The disclosure policy provides the procedures and internal controls for the handling and dissemination of inside information by publication of the announcement to the websites of the Stock Exchange and the Company on a timely basis to enable the public, shareholders, institutional investors, potential investors and other stakeholders of the Company to access the latest information of the Group, unless such information falls within the safe harbours under the SFO. Briefing and training on the implementation of the disclosure policy have been provided to Directors, officers and senior management of the Group. In addition, the relevant policy has been uploaded onto the intranet of the Company for easy access by all employees.

Communication with Shareholders and Investors

The Company regards high quality reporting as an essential element in building successful relationships with its Shareholders. The Company always endeavours to provide relevant information to existing and potential investors to enhance transparency and communications with Shareholders and the investing public. Regular and publicly available disclosures about important issues, including performance, fundamental business strategy, governance and management of risk are made through various channels:

- the Company's annual general meeting and extraordinary general meetings;
- quarterly, interim and annual results announcements published on the respective websites of the Company and the Stock Exchange;
- quarterly, interim and annual reports of the Company delivered to all Shareholders;
- timely update of the respective websites of the Stock Exchange and the Company;
- circulars and other corporate communications to Shareholders; and
- announcements regarding major corporate actions and business initiatives.

The Company maintains a website at www.asecg.com where the Company's announcements, circulars, notices of general meetings, financial reports, business developments, press releases and other information are posted.

The Company has reviewed its communication policy and its implementation and considered the same to be effective during the year ended 31 March 2023 given the above measures.

Shareholders' Rights

Set out below is a summary of certain rights of the Shareholders as required to be disclosed pursuant to the mandatory disclosure requirements:

Convening extraordinary general meeting and putting forward proposals at Shareholders' meetings

Any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary at 27/F, Overseas Trust Bank Building, 160 Gloucester Road, Wan Chai, Hong Kong, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Any Shareholders who wish to put forward proposals at Shareholders' meeting shall request for convening a general meeting in accordance with the above procedure.

Shareholders' Rights (continued)

Procedures for directing Shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary by mail, facsimile or email:

Address	:	27/F, Overseas Trust Bank Building, 160 Gloucester Road, Wan Chai, Hong Kong
Facsimile number	:	2815 5399
Email	:	info@aechk.com

Shareholders may also make enquiries with the Board at the general meetings of the Company or through the online information request form on the website of the Company at www.asecg.com.

Constitutional Documents

On 10 August 2022, a special resolution was passed by the shareholders of the Company at the annual general meeting approving the adoption of the second amended and restated memorandum and articles of association of the Company in order to (i) allow a general meeting to be held as an electronic meeting (also referred to as virtual general meeting) or a hybrid meeting; (ii) bring the articles of association in line with the amendments made to Appendix 3 to the GEM Listing Rules, which became effective on 1 January 2022 and the applicable laws of the Cayman Islands; and (iii) make certain minor housekeeping amendments to the articles of association.

The second amended and restated memorandum and articles of association of the Company is available on the website of the Stock Exchange and the website of the Company.

Independent Auditor's Report

CWK
中主環球

Independent Auditor's Report
to the Shareholders of Allied Sustainability and Environmental Consultants Group Limited
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Allied Sustainability and Environmental Consultants Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 67 to 147, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

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

Key audit matters

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

Key audit matters (continued)

Revenue recognition

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

Key audit matter

We identified the recognition of contract revenue from provision of consultancy services as a key audit matter as they are quantitatively significant to the consolidated financial statements as a whole and there are significant judgements exercised by the management of the Group in determining the budgeted costs of each contract and the progress towards complete satisfaction of the performance obligation and the amount of revenue from the provision of consultancy services recognised.

As disclosed in note 5 to the consolidated financial statements, the revenue from provision of consultancy services amounted to HK$46,741,000 for the year ended 31 March 2023. As set out in note 5 to the consolidated financial statements, the Group recognised revenue from provision of consultancy services by reference to the progress of satisfying the performance obligation at the reporting date.

How our audit addressed the key audit matter

Our procedures in relation to the recognition of contract revenue from provision of consultancy services included:

- Understanding the design and implementation relating to recognition of contract revenue and contract costs, and budget estimation;
- Performing retrospective review over the estimated budget costs of projects, on a sample basis, by comparing the estimations of costs to complete contracts by comparing the costs incurred for contracts completed in the current year to assess the reliability of management's budgeting process;
- Discussing with the project managers and the management of the Group to understand the status of the projects, identifying any variations, provision on loss making contracts and obtaining explanations for fluctuations in margins as to their reasonableness;
- Inspecting the contract agreements with customers, on a sample basis, to identify key terms and conditions, including contracting parties, contract period, contract sum, scope of work and evaluating whether these key terms and conditions had been appropriately reflected in the total estimated revenue;
- Checking the allocation of staff costs to contracts, being the major component of contract costs, on a sample basis, by reference to the timesheet recording system and human resources records;
- Performing comparisons between the percentage of completion and the percentage of progress billings on selected contracts for any significant differences; and
- Inspecting the progress billings to invoices issued.

Information other than the consolidated financial statements and auditor's report thereon

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company 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 of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the Audit of the Consolidated Financial Statements

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

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

Auditor's responsibilities for the Audit of the Consolidated Financial Statements (continued)

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

Auditor's responsibilities for the Audit of the Consolidated Financial Statements (continued)

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

The engagement partner on the audit resulting in the independent auditor's report is Chan Lok Hei.

CWK CPA Limited
Certified Public Accountants

Chan Lok Hei
Practising Certificate Number: P06654

Hong Kong, 27 June 2023

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2023

	Note	2023 HK$'000	2022 HK$'000
Revenue	5	**46,741**	43,138
Cost of services provided		**(30,189)**	(24,532)
Gross profit		**16,552**	18,606
Other income, gains and losses, net	6	**2,724**	653
Administrative expenses		**(21,499)**	(20,798)
Finance costs	7	**(428)**	(415)
Share of results of associates		**–**	(11)
Share of results of joint ventures		**(4)**	(3)
Net provision for impairment on trade receivables and contract assets	38(a)	**(757)**	(3,401)
Loss before income tax	8	**(3,412)**	(5,369)
Income tax credit	11	**99**	359
Loss for the year		**(3,313)**	(5,010)
Loss for the year attributable to:			
Owners of the Company		**(3,288)**	(4,936)
Non-controlling interests		**(25)**	(74)
		(3,313)	(5,010)
Other comprehensive income			
Item that may be reclassified subsequently to profit or loss:			
– Exchange differences arising on translation of foreign operations		**(427)**	94
Item that will not be reclassified to profit or loss:			
– Change in fair value of equity investments designated at fair value through other comprehensive income		**(117)**	(189)
Other comprehensive income for the year, net of income tax		**(544)**	(95)
Total comprehensive income for the year		**(3,857)**	(5,105)
Total comprehensive income for the year attributable to:			
Owners of the Company		**(3,832)**	(5,031)
Non-controlling interests		**(25)**	(74)
		(3,857)	(5,105)
Loss per share attributable to owners of the Company			
– Basic loss per share (HK cents)	12	**(0.48)**	(0.72)
– Diluted loss per share (HK cents)	12	**(0.47)**	(0.72)

Consolidated Statement of Financial Position

As at 31 March 2023

	Note	2023 HK$'000	2022 HK$'000
Non-current assets			
Property, plant and equipment	13	**701**	741
Intangible assets	14	**105**	245
Right-of-use assets	15	**6,583**	2,082
Interest in associates	16	**114**	114
Interest in joint ventures	17	**11**	13
Financial assets at fair value through other comprehensive income	18	**102**	219
Financial assets at fair value through profit or loss	19	**4,707**	4,395
Deposits and prepayment	22	**1,014**	204
Deferred tax assets	28	**836**	836
		14,173	8,849
Current assets			
Contract assets	20	**52,143**	46,537
Trade receivables	21	**11,161**	13,132
Prepayments, deposits and other receivables	22	**3,809**	5,783
Tax recoverable		**68**	–
Pledged bank deposits	23(c)	**–**	4,503
Cash and cash equivalents	23(a)	**12,940**	16,449
		80,121	86,404
Current liabilities			
Trade payables	24	**3,182**	1,880
Other payables and accruals	25	**5,170**	5,115
Bank loans	26	**8,542**	9,282
Contract liabilities	20	**1,058**	2,685
Lease liabilities	27	**2,828**	1,958
Tax payable		**63**	201
		20,843	21,121
Net current assets		**59,278**	65,283
Total assets less current liabilities		**73,451**	74,132
Non-current liability			
Lease liabilities	27	**3,838**	218
Net assets		**69,613**	73,914

Consolidated Statement of Financial Position

As at 31 March 2023

	Note	2023 HK$'000	2022 HK$'000
Equity			
Share capital	29	**14,030**	14,030
Reserves	30	**55,561**	59,837
Total equity attributable to owners of the Company		**69,591**	73,867
Non-controlling interests		**22**	47
Total equity		**69,613**	73,914

The consolidated financial statements on pages 67 to 147 were approved and authorised for issue by the Board of Directors on 27 June 2023 and are signed on its behalf by:

KWOK May Han Grace
Executive Director

WU Dennis Pak Kit
Executive Director

Consolidated Statement of Changes in Equity

For the year ended 31 March 2023

	Attributable to owners of the Company									
	Share capital HK$'000 (Note 29)	Other reserves* HK$'000 (Note 30)	Revaluation reserve* HK$'000 (Note 30)	Translation reserve* HK$'000 (Note 30)	Shares held under share award scheme* HK$'000 (Note 30)	Share award reserve* HK$'000 (Note 30)	Accumulated losses* HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total Equity HK$'000
At 1 April 2021	14,030	68,795	(75)	211	(3,721)	270	(1,118)	78,392	76	78,468
Loss for the year	–	–	–	–	–	–	(4,936)	(4,936)	(74)	(5,010)
Other comprehensive income for the year:										
Exchange differences arising on translation of foreign operations	–	–	–	94	–	–	–	94	–	94
Change in fair value of equity investments designated at fair value through other comprehensive income	–	–	(189)	–	–	–	–	(189)	–	(189)
Total comprehensive income for the year	–	–	(189)	94	–	–	(4,936)	(5,031)	(74)	(5,105)
Incorporation of non-wholly owned subsidiaries	–	–	–	–	–	–	–	–	5	5
Disposal of a subsidiary (Note 16)	–	–	–	–	–	–	–	–	40	40
Release of revaluation reserve upon disposal of equity investments designated at fair value through other comprehensive income	–	–	(17)	–	–	–	17	–	–	–
Issuance of shares to share award grantee (Note 30)	–	(515)	–	–	515	–	–	–	–	–
Equity-settled share-based payments (Note 33)	–	–	–	–	–	506	–	506	–	506
Lapsed shares	–	–	–	–	–	(155)	155	–	–	–
Ordinary shares to be issued upon vesting of share award (Note 33)	–	216	–	–	–	(216)	–	–	–	–
At 31 March 2022	14,030	68,496	(281)	305	(3,206)	405	(5,882)	73,867	47	73,914

Consolidated Statement of Changes in Equity

For the year ended 31 March 2023

	Attributable to owners of the Company									
	Share capital HK$'000 (Note 29)	Other reserves* HK$'000 (Note 30)	Revaluation reserve* HK$'000 (Note 30)	Translation reserve* HK$'000 (Note 30)	Shares held under share award scheme* HK$'000 (Note 30)	Share award reserve* HK$'000 (Note 30)	Accumulated losses* HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total Equity HK$'000
At 1 April 2022	14,030	68,496	(281)	305	(3,206)	405	(5,882)	73,867	47	73,914
Loss for the year	–	–	–	–	–	–	(3,288)	(3,288)	(25)	(3,313)
Other comprehensive income for the year:										
Exchange differences arising on translation of foreign operations	–	–	–	(427)	–	–	–	(427)	–	(427)
Change in fair value of equity investments designated at fair value through other comprehensive income	–	–	(117)	–	–	–	–	(117)	–	(117)
Total comprehensive income for the year	–	–	(117)	(427)	–	–	(3,288)	(3,832)	(25)	(3,857)
Purchase of shares under share award scheme	–	–	–	–	(801)	–	–	(801)	–	(801)
Issuance of shares to share award grantee (Note 30)	–	(381)	–	–	381	–	–	–	–	–
Equity-settled share-based payments (Note 33)	–	–	–	–	–	357	–	357	–	357
Lapsed shares	–	–	–	–	–	(26)	26	–	–	–
Ordinary shares to be issued upon vesting of share award (Note 33)	–	355	–	–	–	(355)	–	–	–	–
At 31 March 2023	14,030	68,470	(398)	(122)	(3,626)	381	(9,144)	69,591	22	69,613

* These accounts comprise the consolidated reserves of approximately HK$55,561,000 (2022: HK$59,837,000) in the consolidated statement of financial position.

Consolidated Statement of Cash Flows

For the year ended 31 March 2023

	2023 HK$'000	2022 HK$'000
Cash flows from operating activities		
Loss before income tax	**(3,412)**	(5,369)
Adjustments for:		
Finance costs	**428**	415
Interest income	**(140)**	(16)
Depreciation of property, plant and equipment	**635**	775
Depreciation of right-of-use assets	**3,722**	3,991
Amortisation of intangible assets	**140**	140
Equity-settled share-based payment expenses	**357**	506
Provision for long service payment	**–**	30
Fair value gain on financial assets at fair value through profit or loss	**(312)**	(117)
(Reversal of)/provision for impairment on trade receivables, net	**(247)**	1,047
Provision for impairment on contract assets, net	**1,004**	2,354
Gain on disposal of a subsidiary	**–**	(47)
Share of results of associates	**–**	11
Share of results of joint ventures	**4**	3
Operating cash flow before movements in working capital	**2,179**	3,723
Increase in contract assets	**(6,610)**	(5,730)
Decrease/(increase) in trade receivables	**2,218**	(6,148)
Decrease/(increase) in prepayments, deposits and other receivables	**878**	(21)
Increase in trade payables	**1,302**	860
Increase in other payables and accruals	**208**	1,044
(Decrease)/increase in contract liabilities	**(1,627)**	1,652
Cash used in operations	**(1,452)**	(4,620)
Interest received	**47**	16
Hong Kong Profits Tax paid	**(107)**	(496)
The People's Republic of China Corporate Income Tax paid	**–**	(3)
Net cash used in operating activities	**(1,512)**	(5,103)
Cash flows from investing activities		
Payments for acquisition of property, plant and equipment	**(595)**	(418)
Payments for acquisition of right-of-use assets	**(8)**	(25)
Payment for purchase of convertible instruments classified as financial assets at fair value through profit or loss	**–**	(1,570)
Proceeds from disposal of equity investment classified as financial assets at fair value through other comprehensive income	**–**	328
Net cash flow arising on disposal of a subsidiary	**–**	(113)
Release of pledged bank deposits	**4,503**	639
Advance to an associate	**–**	(57)
Advance to a joint venture	**(100)**	(42)
Repayment from/(advance to) related parties	**380**	(265)
Net cash from/(used in) investing activities	**4,180**	(1,523)

Consolidated Statement of Cash Flows

For the year ended 31 March 2023

	2023 HK$'000	2022 HK$'000
Cash flows from financing activities		
Proceeds from new bank loans	**6,500**	15,000
Repayment of bank loans	**(7,240)**	(14,218)
Payment for purchase of shares of the Company under share award scheme	**(801)**	–
Repayment of lease liabilities – Principal	**(3,725)**	(4,016)
Repayment of lease liabilities – Interest	**(162)**	(159)
Interest paid	**(266)**	(256)
Repayment to related parties	**–**	(21)
Advance from a director	**99**	–
Repayment to a director	**(155)**	–
Net cash used in financing activities	**(5,750)**	(3,670)
Net decrease in cash and cash equivalents	**(3,082)**	(10,296)
Cash and cash equivalents at beginning of the year	**16,449**	26,651
Effect of foreign exchange rate changes	**(427)**	94
Cash and cash equivalents, representing cash and bank balances, at end of the year	**12,940**	16,449

1. General Information

Allied Sustainability and Environmental Consultants Group Limited (the "Company") is an exempted company with limited liability incorporated in the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company's shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The Company's subsidiaries were principally engaged in the provision of consultancy services relating to green building certification consultancy, sustainability and environmental consultancy, acoustics, noise and vibration control and audio-visual design consultancy and environmental, social and governance ("ESG") reporting consultancy in Hong Kong, Macau and the People's Republic of China (the "PRC").

In the opinion of the directors of the Company, the ultimate holding company is Gold Investments Limited, a company incorporated in the British Virgin Islands (the "BVI"). Ms. Kwok May Han Grace ("Ms. Kwok") and Mr. Wu Dennis Pak Kit ("Mr. Wu"), Executive Directors of the Company, being the controlling shareholders of Gold Investments Limited, are the ultimate controlling parties of the Company.

2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the Group's annual period beginning on 1 April 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020

The application of the amendments to HKFRSs in the current year had no material impact on the Group's financial positions and performance for the current year and/or on the disclosures set out in these consolidated financial statements.

2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") (continued)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts[1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[2]
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback[3]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)[3]
Amendments to HKAS 1	Non-current Liabilities with Covenants[3]
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies[1]
Amendments to HKAS 8	Definition of Accounting Estimates[1]
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction[1]

1 Effective for annual periods beginning on or after 1 January 2023.
2 Effective for annual periods beginning on or after a date to be determined.
3 Effective for annual periods beginning on or 1 January 2024.

Except for the amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:

  (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and

  (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation.*

2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") (continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (continued)

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

Based on the Group's outstanding liabilities as at 31 March 2023, the application of the amendments will not result in reclassification of the Group's liabilities.

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

HKAS 1 is amended to replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 *Making Materiality Judgements* (the "Practice Statement") is also amended to illustrate how an entity applies the "four-step materiality process" to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group's significant accounting policies.

Amendments to HKAS 8 Definition of Accounting Estimates

The amendments define accounting estimates as "monetary amounts in financial statements that are subject to measurement uncertainty". An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group's consolidated financial statements.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited ("**Listing Rules**") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

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

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

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.1 Basis of preparation of consolidated financial statements (continued)

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.

Judgements made by management in the application of HKFRSs that have significant effect on these consolidated financial statements and major sources of estimation uncertainty are discussed in Note 4.

3.2 Significant accounting policies

3.2.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

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

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.2 Investments in associates and joint ventures

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

A joint venture is a joint arrangement whereby the parties have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Appropriate adjustments have been made to conform the associate's and the joint venture's accounting policies to those of the Group. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

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

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

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.2 Investments in associates and joint ventures (continued)

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

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

Changes in the Group's interests in associates and joint ventures

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

Acquisition of additional interests in associates or joint ventures

When the Group increases its ownership interest in an associate or joint ventures but the Group continues to use the equity method, goodwill is recognised at acquisition date if there is excess of the consideration paid over the share of carrying amount of net assets attributable to the additional interests in associates or joint ventures acquired. Any excess of share of carrying amount of net assets attributable to the additional interests in associates or joint ventures acquired over the consideration paid are recognised in the profit or loss in the period in which the additional interest are acquired.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.3 Property, plant and equipment and depreciation

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purpose. Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its estimated residual value over its estimated useful life as follow:

– Furniture, fixtures and office equipment	3 to 5 years
– Leasehold improvement	shorter of lease term and 3 years
– Motor vehicles	4 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Estimated residual values, estimated useful lives and depreciation methods are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.4 Intangible assets

Intangible assets acquired separately are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any impairment loss. Amortisation for intangible assets with finite useful lives is provided on straight-line method over their estimated useful lives of five years.

Amortisation of computer software is amortised on the straight-line basis over 5 years.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

3.2.5 Lease

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application of HKFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract
For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

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

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.5 Lease (continued)

The Group as a lessee (continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities, other than adjustments to lease liabilities resulting from COVID-19-related rent concessions in which the Group applied the practical expedient.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.5 Lease (continued)

The Group as a lessee (continued)

Lease liabilities

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

The lease payments include:

– fixed payments (including in-substance fixed payments), less any lease incentives receivable;

– variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;

– amounts expected to be payable by the Group under residual value guarantees;

– the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and

– payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

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

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

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

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.5 Lease (continued)

The Group as a lessee (continued)

Lease modifications

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

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

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

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

COVID-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the COVID-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

– the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

– any reduction in lease payments affects only payment originally due on or before 30 June 2022; and

– there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.6 Impairment of property, plant and equipment, rights-of-use assets and intangible assets

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

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

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.7 Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivable and contract assets arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

Interest income which are derived from the Group's ordinary course of business are presented under other income, gains and losses, net.

Financial assets

Classification and measurement of financial assets
Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

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

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

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.7 Financial instruments (continued)

Financial assets (continued)

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

A financial asset is classified as held for trading if:

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

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

(i) Amortised cost and interest income
Financial assets are recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) Equity instruments designated as at FVTOCI
Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the fair value reserve under revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to accumulated losses.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the other income, gains and losses, net in profit or loss.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.7 Financial instruments (continued)

Financial assets (continued)

Classification and measurement of financial assets (continued)

(iii) Financial assets designated as at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the other income, gains and losses, net in profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset; or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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

On derecognition of an equity investments designated at FVTOCI, the cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to accumulated losses.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.7 *Financial instruments (continued)*

Financial liabilities and equity

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

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

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

Financial liabilities at amortised cost
The Group's financial liabilities including trade and other payables, bank loans and lease liabilities are subsequently measured at amortised cost, using the effective interest method.

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

Financial liabilities are classified, at initial recognition, as financial liabilities at amortised costs. All financial liabilities are recognised initially at fair value and net of directly attributable transaction costs.

3.2.8 *Impairment of financial assets*

The Group performs impairment assessment under expected credit loss ("ECL") model subject to impairment assessment under HKFRS 9 on financial assets (including trade receivable, contract assets, deposits and other receivables, pledged bank deposits and cash and cash equivalents). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivable and contract assets without significant financing component. The ECL on these assets are assessed individually for debtors with significant balances and collectively using a provision matrix with appropriate groupings.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.8 Impairment of financial assets (continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

– an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

– significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

– existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

– an actual or expected significant deterioration in the operating results of the debtor; or

– an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.8 *Impairment of financial assets (continued)*

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

– significant financial difficulty of the issuer or the borrower;

– a breach of contract, such as a default or past due event;

– the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

– it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

– the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.8 Impairment of financial assets (continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

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

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped based on:

– Nature of financial instruments (i.e. the Group's trade receivables together with contract assets and deposits and other receivables are each assessed as a separate group);

– Past-due status;

– Nature, size and industry of debtors; and

– External credit ratings where available.

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

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account.

3.2.9 Cash and cash equivalents

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

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

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

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.10 *Taxation*

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

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

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.10 Taxation (continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

3.2.11 Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.11 Revenue from contracts with customers (continued)

Revenue from provision of consultancy services

Revenue is recognised progressively based on input method, which the contract costs incurred to date as a percentage of total forecast costs to depict the transfer of control of the goods or services to the customer. The Group recognises revenue over time only if it can reasonably measure its progress towards complete satisfaction of the performance obligation. However, if the Group cannot reasonably measure the outcome but expects to recover the costs incurred in satisfying the performance obligation, then it recognises revenue to the extent of the costs incurred.

Incremental cost of obtaining a contract is capitalised if the Group expects to recover those costs, unless the amortisation period for such costs would be one year or less. Costs that will be incurred regardless of whether the contract is obtained are expensed as they are incurred.

The Group presents a contract liability or a contract asset in its consolidated statement of financial position when either party to the contract has performed. The Group performs by transferring goods or services to the customer, and the customer performs by paying consideration to the Group.

Any unconditional rights to consideration are presented separately as "Trade receivable".

Contract liabilities are obligations to transfer goods or services to a customer for which the Group has received consideration, or for which an amount of consideration is due from the customer.

Contract assets are rights to consideration in exchange for goods or services that the Group has transferred to a customer when that right is conditional on something other than the passage of time.

3.2.12 Employee benefits

Short term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.12 Employee benefits (continued)

Share award scheme

The Group operates a share award scheme for the purposes of providing the selected participants with an opportunity to acquire a proprietary interest in the Company, to encourage and retain such individuals to work with the Group and provide additional incentive for them to achieve performance goals with a view to achieve the objectives of increasing the value of the Group and aligning the interests of the selected participants directly to the shareholders of the Company through ownership of shares.

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Shares held under share award scheme

The shares held under share award scheme are acquired from open market. The net consideration paid, including any directly attributable incremental costs, is presented as "Shares held under share award scheme" and deducted from total equity.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.12 Employee benefits (continued)

Retirement benefit costs

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance in Hong Kong for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to 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.

There were no forfeited contributions utilised by the Group to reduce existing level of contributions for each of the years.

3.2.13 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

3.2.14 Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

3.2.15 Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of "Translation reserve".

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.16 *Related parties*

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or jointly-controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to a parent of the Company.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

3.2.17 Segment reporting

Operating segments, and the amounts of each segment item reported in these consolidated financial statements, are identified from the financial information provided regularly to the executive director of the Company, being the chief operating decision maker, for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. Significant Accounting Estimates and Judgements

In the adoption of the Group's accounting policies, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

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

Key sources of estimation uncertainty

(i) Contract revenue from provision of consultancy services

Revenue recognition from provision of consultancy services is dependent on the estimation of the progress of the satisfaction of performance obligation of a service contract over time. Based on the Group's past experience and the nature of the contract activities undertaken by the Group, there are significant judgements exercised by the management of the Group in determining the budgeted costs of each contract and the progress towards complete satisfaction of the performance obligation and the amount of revenue from the provision of consultancy services recognised.

4. Significant Accounting Estimates and Judgements (continued)

Key sources of estimation uncertainty (continued)

(ii) Provision of ECL for trade receivables and contract assets

The Group uses provision matrix to calculate ECL for trade receivables and contract assets. The provision rates are based on the Group's historical settlement experience as groupings of various debtors that have similar loss patterns.

The provision matrix is based on the provision rates, taking into forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

In addition, trade receivables and contract assets with significant balances and credit impaired are assessed for ECL individually.

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

5. Revenue and Segment Information

(a) Revenue from contracts with customers

(i) Disaggregation of revenue from contracts with customers

Revenue represents income arising from the Group's principal activities which are provision of consultancy services. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. Under the contracts with customers, each consultancy service contract relates to facts and circumstances that are specific to each customer.

Revenue is recognised over time and is disaggregated by nature of consultancy services and primary geographical market and set out in (b).

(ii) Performance obligations for contract with customers

Information about the Group's performance obligations is summarised below:

Revenue is recognised progressively based on input method, which the contract costs incurred to date as a percentage of total forecast costs to depict the transfer of control of the goods or services to the customer. The Group recognises revenue over time only if it can reasonably measure its progress towards complete satisfaction of the performance obligation.

5. Revenue and Segment Information (continued)

(a) Revenue from contracts with customers (continued)

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

Remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at 31 March 2023 and 2022.

	2023 HK$'000	2022 HK$'000
Within one year	**20,128**	17,080
Over one year	**61,397**	50,885
	81,525	67,965

(b) Segment information

For management purposes, the Group is organised into business units based on their services and has four reportable operating segments as follows:

(a) Green building certification consultancy segment involves consultancy on the application of green building certification for new buildings, existing buildings and interiors of buildings;

(b) Sustainability and environmental consultancy segment involves consultancy on sustainability and environmental impact assessment for compliance with statutory requirements in relation to environmental impact and pollution control;

(c) Acoustic, noise and vibration control and audio-visual design consultancy segment involves designs for architectural acoustic, mechanical vibration, noise control and audio-visual systems; and

(d) ESG reporting and consultancy segment involves ESG reporting and consultancy.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profits, which is a measure of adjusted loss before income tax. The adjusted loss before income tax is measured consistently with the Group's loss before income tax except that share of results of associates, share of results of joint ventures, finance costs as well as head office and corporate income and expenses are excluded from such measurement.

Segment assets exclude property, plant and equipment, intangible assets, right-of-use assets, interest in associates, interest in joint ventures, financial assets at FVTOCI, financial assets at FVTPL, deferred tax assets, tax recoverable, pledged bank deposits, cash and cash equivalents and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude bank loans, lease liabilities, current tax payable and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

5. Revenue and Segment Information (continued)

	Green building certification consultancy		Sustainability and environmental consultancy		Acoustics, noise and vibration control and audio-visual design consultancy		ESG reporting and consultancy		Total	
	2023 HK$'000	2022 HK$'000	**2023 HK$'000**	2022 HK$'000	**2023 HK$'000**	2022 HK$'000	**2023 HK$'000**	2022 HK$'000	**2023 HK$'000**	2022 HK$'000
Segment revenue:										
Revenue – over time										
Hong Kong	**26,525**	20,373	**11,387**	9,427	**3,329**	5,596	**4,260**	5,511	**45,501**	40,907
The PRC	**589**	1,376	**–**	–	**–**	490	**137**	176	**726**	2,042
Macau	**392**	–	**–**	–	**122**	189	**–**	–	**514**	189
	27,506	21,749	**11,387**	9,427	**3,451**	6,275	**4,397**	5,687	**46,741**	43,138
Segment results	**12,226**	8,756	**4,141**	2,710	**(1,100)**	1,235	**528**	2,504	**15,795**	15,205
Reconciliation										
Unallocated income									**2,724**	653
Unallocated expenses									**(21,499)**	(20,798)
Share of results of associates									**–**	(11)
Share of results of joint ventures									**(4)**	(3)
Finance costs									**(428)**	(415)
Loss before income tax									**(3,412)**	(5,369)
Segment assets	**40,337**	33,183	**12,224**	12,395	**9,468**	12,155	**2,203**	2,726	**64,232**	60,459
Reconciliation										
Property, plant and equipment									**701**	741
Intangible assets									**105**	245
Right-of-use assets									**6,583**	2,082
Interest in associates									**114**	114
Interest in a joint venture									**11**	13
Financial assets at FVTOCI									**102**	219
Financial assets at FVTPL									**4,707**	4,395
Deferred tax assets									**836**	836
Tax recoverable									**68**	–
Pledged bank deposits									**–**	4,503
Cash and cash equivalents									**12,940**	16,449
Unallocated head office and corporate assets									**3,895**	5,197
Total unallocated assets									**30,062**	34,794
Total assets									**94,294**	95,253

5. Revenue and Segment Information (continued)

	Green building certification consultancy		Sustainability and environmental consultancy		Acoustics, noise and vibration control and audio-visual design consultancy		ESG reporting and consultancy		Total	
	2023	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Segment liabilities	**1,861**	1,422	**2,004**	2,135	**240**	624	**135**	384	**4,240**	4,565
Reconciliation										
Other payables and accruals									**5,170**	5,115
Bank loans									**8,542**	9,282
Lease liabilities									**6,666**	2,176
Current tax payable									**63**	201
Total unallocated liabilities									**20,441**	16,774
Total liabilities									**24,681**	21,339
Other segment information										
Provision for/(reversal of) impairment on trade receivables, net	**27**	223	**(30)**	232	**(167)**	497	**(77)**	95	**(247)**	1,047
Provision for/(reversal of) impairment on contract assets, net	**516**	985	**330**	1,111	**162**	243	**(4)**	15	**1,004**	2,354
Unallocated:										
– Depreciation and amortisation									**4,497**	4,906
– Capital expenditure										
– Additions to property, plant and equipment									**595**	418
– Additions to intangible asset and right-of-use assets									**8,222**	1,608

Geographical information

The principal place of the Group's operation is mainly in Hong Kong. For the purpose of segment information disclosures under HKFRS 8, the Group regarded Hong Kong as its place of domicile.

The Group's revenue from external customers is classified based on the geographical locations of the customers and the details are disclosed above.

All the Group's non-current assets were located in Hong Kong as at 31 March 2023 and 2022.

Information about major customers

There is no customer contributing over 10% of the total revenue of the Group for both years.

6. Other Income, Gains and Losses, Net

	2023 HK$'000	2022 HK$'000
Interest income	**140**	16
Fair value gain on financial assets at FVTPL	**312**	117
Rent concession in relation to COVID-19 (Note (i))	**209**	56
Government subsidies (Note (ii))	**1,882**	243
Gain on disposal of a subsidiary (Note 16)	**–**	47
Others	**181**	174
	2,724	653

Notes:

(i) The Group was granted a rent concession of HK$209,000 (2022: HK$56,000) in relation to COVID-19 for office premises during the year. The Group applied the practical expedient in paragraph 46A of HKFRS 16 for its rent concession in relation to COVID-19, such that the Group elects not to assess whether the rent concession that meets the conditions in paragraph 46B of HKFRS 16 is a lease modification.

(ii) The government subsidies recognised for the year was the COVID-19 Anti-epidemic Fund under the Employment Support Scheme amounted to HK$1,316,000 and the approved Environmental Protection Department (EPD) under the Graduates Subsidy Programme amounted to HK$566,000. (2022: Green Employment Scheme under the Graduates Subsidy Programme) as promulgated by the Government of the Hong Kong Special Administrative Region.

7. Finance Costs

	2023 HK$'000	2022 HK$'000
Interest on bank loans	**266**	256
Interest on lease liabilities	**162**	159
	428	415

8. Loss before Income Tax

The Group's loss before income tax is arrived at after charging/(crediting):

	2023 **HK$'000**	2022 HK$'000
Amortisation of intangible assets* (Note 14)	**140**	140
Depreciation of property, plant and equipment* (Note 13)	**635**	775
Depreciation of right-of-use assets* (Note 15)	**3,772**	3,991
Auditor's remuneration		
– Audit services	**538**	730
Employee benefits expense*** (including directors' emoluments (Note 9)):		
– Salaries, allowances and benefits in kind	**28,811**	23,094
– Discretionary bonuses	**1,722**	2,684
– Retirement benefit scheme contributions (defined contribution scheme)	**1,060**	842
– Provision for long service payment	**30**	30
– Equity-settled share-based payment expenses (Note 33)	**357**	506
	31,980	27,156
(Reversal of)/provision for impairment on trade receivables, net** (Note 38(a))	**(247)**	1,047
Provision for impairment on contract assets, net** (Note 38(a))	**1,004**	2,354
Net foreign exchange gain	**(27)**	(95)

* Included in "administrative expenses" in profit or loss.

** Included in "net provision for impairment on trade receivables and contract assets" in profit or loss.

*** Total employee benefits expense of approximately HK$23,326,000 (2022: approximately HK$19,445,000) and HK$8,654,000 (2022: approximately HK$7,711,000), has been charged to cost of services provided and administrative expenses, respectively, for the year ended 31 March 2023.

9. Directors' Emoluments

Directors' emoluments paid or payable disclosed pursuant to the Listing Rules and section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	Directors' fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Discretionary bonuses HK$'000	Retirement benefit scheme contributions HK$'000	Equity-settled share-based payment expenses HK$'000	Total HK$'000
For the year ended 31 March 2023						
Executive Directors						
Ms. Kwok (Note (ii))	**333**	**1,260**	**210**	**18**	**204**	**2,025**
Mr. Wu	**333**	**1,200**	**200**	**18**	**153**	**1,904**
Independent Non-executive Directors						
Mr. Szeto Chi Hang Clive	**153**	**–**	**–**	**–**	**–**	**153**
Mr. Li Wing Sum Steven	**153**	**–**	**–**	**–**	**–**	**153**
Ms. Wong Yee Lin Elaine	**153**	**–**	**–**	**–**	**–**	**153**
Professor Lam Kin Che	**153**	**–**	**–**	**–**	**–**	**153**
	1,278	**2,460**	**410**	**36**	**357**	**4,541**
For the year ended 31 March 2022						
Executive Directors						
Ms. Kwok (Note (ii))	323	1,057	253	18	206	1,857
Mr. Wu	317	1,010	228	18	120	1,693
Independent Non-executive Directors						
Mr. Szeto Chi Hang Clive	141	–	–	–	–	141
Mr. Li Wing Sum Steven	142	–	–	–	–	142
Ms. Wong Yee Lin Elaine	144	–	–	–	–	144
Professor Lam Kin Che	144	–	–	–	–	144
	1,211	2,067	481	36	326	4,121

Notes:

(i) The Company has no chief executive.

(ii) Ms. Kwok is the chairman of the Company.

During the year, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office (2022: Nil).

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2022: Nil).

Fees, salaries, allowances and benefits in kind paid to or for the Executive Directors of the Company are generally emoluments paid or receivable in respect of the Executive Directors' services in connection with the management of the affairs of the Company and the Group. The Independent Non-executive Directors' emoluments shown above were for their services as directors of the Company.

10. Five Highest Paid Employees Emoluments

Two (2022: two) of the five highest paid individuals were directors of the Company for the year ended 31 March 2023. Details of their emoluments are set out in Note 9. Details of the emolument of the remaining three (2022: three) non-director highest paid employees for the year are as follows:

	2023 **HK$'000**	2022 HK$'000
Salaries, allowances and benefits in kind	**2,592**	2,149
Discretionary bonuses	**324**	144
Retirement benefit scheme contributions	**54**	54
Equity-settled share-based payment expenses	**–**	93
	2,970	2,440

The emolument of the three (2022: three) non-director highest paid employees for the year were within the following bands:

	2023 **Number of** **individuals**	2022 Number of individuals
Emolument bands		
Nil – HK$1,000,000	**3**	3

During the years ended 31 March 2023 and 2022, no remuneration was paid by the Group to any of the non-director highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

11. Income Tax Credit

	2023 HK$'000	2022 HK$'000
Current tax		
Hong Kong Profits Tax	–	57
PRC Corporate Income Tax ("CIT")	25	3
Over-provision in respect of prior year		
Hong Kong Profits Tax	(2)	(208)
PRC CIT	(122)	–
Deferred tax (Note 28)	–	(211)
Income tax credit	(99)	(359)

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI (2022: Nil).

There is no tax effect relating to other comprehensive income for the year ended 31 March 2023 (2022: Nil).

Under the two-tiered profits tax rates regime of the Hong Kong Profits Tax, the first HK$2,000,000 of profits of the qualifying group entity will be taxed at 8.25% during the year and profits above HK$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profit tax rates regime will continue to be taxed at a flat rate of 16.5% during the year.

Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% of the first HK$2,000,000 of the estimated assessable profits and at 16.5% on the estimated profits above HK$2,000,000, taking into account the tax concession granted by the Hong Kong Special Administrative Region Government during the year.

PRC CIT has been provided at the rate of 25% (2022: 25%) on the estimated assessable profits arising in the PRC for the year.

A reconciliation between loss before income tax and income tax credit at the applicable tax rates is as follows:

	2023 HK$'000	2022 HK$'000
Loss before income tax	(3,412)	(5,369)
Notional tax at the rates applicable to loss in the relevant tax jurisdictions	(171)	(283)
Income not taxable	(517)	(60)
Expenses not deductible for tax	454	81
Temporary difference not recognised	–	201
Effect of CIT on PRC service income	25	3
Tax loss not recognised	234	35
Tax reduction	–	(128)
Over-provision in respect of prior year	(124)	(208)
Income tax credit	(99)	(359)

12. Loss Per Share Attributable to Owners of the Company

Basic loss per share

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

	2023 **HK$'000**	2022 HK$'000
Loss for the year attributable to owners of the Company used in calculation basic loss per share	**(3,288)**	(4,936)

	Number of shares	Number of shares
Weighted average number of ordinary shares:		
Issued ordinary shares at the beginning of the year	**690,306,666**	688,506,666
Net effect of shares issued	**1,505,329**	744,397
Weighted average number of ordinary shares for the purpose of the basic loss per share	**691,811,995**	689,251,063

12. Loss Per Share Attributable to Owners of the Company (continued)

Diluted loss per share

The calculation of the diluted loss per share attributable to owners of the Company is based on loss for the year attributable to owners of the Company and the adjusted weighted average number of ordinary shares outstanding of which are adjusted to assume exercise or conversion of all dilutive potential ordinary shares.

	2023 HK$'000	2022 HK$'000
Loss for the year attributable to owners of the Company used in calculating diluted loss per share	**(3,288)**	(4,936)

	Number of shares	Number of shares
Weighted average number of ordinary shares:		
Weighted average number of ordinary shares for the purpose of the basic loss per share	**691,811,995**	689,251,063
Adjustments for calculation of diluted loss per share:		
Share award scheme	**3,576,369**	N/A
Adjusted weighted average number of ordinary shares for the purpose of the diluted loss per share	**695,388,364**	689,251,063

As at 31 March 2023 and 2022, the Company has outstanding share award. For the outstanding share award, the number of shares that would have been issued assuming the exercise of the share award less the number of shares that could have been issued at fair value (determined as the weighted average amount per employee to be recognised over the remainder of the vesting period for employee services to be rendered per share) for the same total proceeds is the number of shares issued for no consideration.

The computation of diluted loss per share during the years ended 31 March 2022 does not assume the exercise of the share award because the assumed grant of shares in relation to the share award scheme has anti-dilutive effect to the basic loss per share.

13. Property, Plant and Equipment

	Furniture, fixtures and office equipment HK$'000	Leasehold improvement HK$'000	Motor vehicle HK$'000	Total HK$'000
COST				
At 1 April 2021	1,603	1,391	256	3,250
Additions	413	5	–	418
At 31 March 2022	2,016	1,396	256	3,668
Additions	586	9	–	595
At 31 March 2023	2,602	1,405	256	4,263
ACCUMULATED DEPRECIATION				
At 1 April 2021	1,201	695	256	2,152
Provided for the year	310	465	–	775
At 31 March 2022	1,511	1,160	256	2,927
Provided for the year	399	236	–	635
At 31 March 2023	1,910	1,396	256	3,562
NET CARRYING VALUE				
At 31 March 2023	692	9	–	701
At 31 March 2022	505	236	–	741

14. Intangible Assets

	Computer software HK$'000
Cost	
At 1 April 2021, 31 March 2022, 1 April 2022 and 31 March 2023	700
Accumulated amortisation	
At 1 April 2021	(315)
Charge for the year	(140)
At 31 March 2022 and 1 April 2022	(455)
Charge for the year	(140)
At 31 March 2023	(595)
Net carrying amount	
At 31 March 2023	105
At 31 March 2022	245

15. Right-of-use Assets

	Leased properties HK$'000	Office equipment HK$'000	Total HK$'000
At 31 March 2022			
Carrying amount	1,922	160	2,082
At 31 March 2023			
Carrying amount	6,462	121	6,583
For the year ended 31 March 2022			
Depreciation charge	3,947	44	3,991
For the year ended 31 March 2023			
Depreciation charge	3,682	40	3,722

	2023 HK$'000	2022 HK$'000
Total cash outflow for leases	**3,887**	4,175
Additions to right-of-use assets	**8,222**	1,480

For both years, the Group has lease contracts for various properties and office equipment used for its operations. Lease contracts are entered into for fixed term of 2 to 5 years (2022: 2 to 5 years). There are no lease contracts that include variable lease payments.

16. Interest in Associates

	2023 HK$'000	2022 HK$'000
Cost of investment in associates, unlisted	**124**	127
Share of accumulated losses of associates	**(10)**	(13)
	114	114

The particulars of the associates of the Group as at 31 March 2023 and 2022 were as follows:

Name of associates	Place of incorporation and kind of legal entity	Particulars of issued and fully paid share capital	Percentage of ownership interest held by the Company as at 31 March 2023	2022	Principal activities and place of operation
Bamboo Technology Limited ("Bamboo Technology")	Hong Kong, private limited liability company	HK$10,000 (Note (i))	*	30%	Development of a Bamboo-based Modular integrated Construction in Hong Kong
AEC TH Company Limited	Thailand, private limited liability company	Thai Baht 1,000,000	**46%**	46%	Provision of consultancy services in Thailand
China Enterprise Green Financial PR Limited ("China Enterprise") (formerly known as New Economy Communications Limited)	Hong Kong, private limited liability company	HK$24,500 (Note (ii))	**40%**	40%	Provision of sustainability communications, ESG-related financial public relationship and business media services

* The investment in Bamboo Technology becomes a joint venture during the year. Details are set out in note (i) below.

Notes:

(i) Bamboo Technology was incorporated on 10 February 2021 as a limited liability company in Hong Kong. Pursuant to the shareholder agreement entered into in February 2021, the members of Bamboo Technology have agreed to inject initial capital amounting to HK$1,500,000, in aggregate.

During the year ended 31 March 2022, 10% and 30% equity interests in Bamboo Technology owned by an executive director of the Company and an independent third party, respectively, were transferred to another independent third party, namely Bamboo International (Group) Co., Ltd. ("Bamboo International"). As a result of the share transfer, AEC BVI, an executive director of the Group and Bamboo International own 30%, 30% and 40% of equity interests in Bamboo Technology, respectively. As at 31 March 2022, the outstanding commitment to inject capital to Bamboo Technology of the Group and two other members of Bamboo Technology amounted to HK$447,000, HK$447,000 and HK$596,000, respectively.

16. Interest in Associates (continued)

Notes: (continued)

(i) (continued)

During the year ended 31 March 2023, 10% and 20% of equity interests in Bamboo Technology owned by an executive director of the Company was transferred to Bamboo International and AEC BVI, respectively. As at 31 March 2023, AEC BVI and Bamboo International own 50% of equity interests in Bamboo Technology, respectively, the outstanding commitment to inject capital to Bamboo Technology of the Group and Bamboo International amounted to HK$745,000 and HK$745,000, respectively.

As a result, the investment in Bamboo Technology becomes a joint venture. The cost of investment and accumulated share of loss in Bamboo Technology were HK$3,000 and HK$3,000, respectively, therefore the carrying amount of investment in Bamboo Technology transferred to cost of joint venture shall be nil.

(ii) China Enterprise was incorporated on 1 February 2021 as a limited liability company in Hong Kong. As at 31 March 2021, China Enterprise is owned by AEC BVI and an independent third party as to 51% and 49% respectively.

On 15 October 2021, China Enterprise allotted 4,700 shares to AEC BVI and 9,800 shares to an independent third party. After the share allotment, equity interest in China Enterprise held by AEC BVI decreased from 51% to 40%. The Company has loss of control of China Enterprise. Accordingly, the Group ceased to consolidate the financial performance of China Enterprise and its respective assets and liabilities were derecognised on the share allotment date. During the year ended 31 March 2022, gain on disposal of a subsidiary of HK$47,000 is recognised in the profit or loss under other income, gains and losses, net (Note 6).

As at 31 March 2023, AEC BVI had 40% (2022: 40%) equity interest in and significant influence over China Enterprise. The interest in China Enterprise is accounted for as interest in associates. As at 31 March 2023, the outstanding commitment to inject capital to China Enterprise of the Group amounted to HK$500,000 (2022: HK$500,000).

These associates have not yet commenced business during the years ended 31 March 2023 and 2022. The financial information of associates of the Group for the years ended 31 March 2023 and 2022, is set out below:

	2023 **HK$'000**	2022 HK$'000
The Group's share of loss and total comprehensive income for the year	**–**	11

During the year ended 31 March 2023, the Group has discontinued recognition of its share of losses of China Enterprise. The amounts of unrecognised shares of the associate, extracted from the relevant financial information of the associate, both for year and cumulatively, are as follows:

	2023 **HK$'000**	2022 HK$'000
Unrecognised shares of loss of the associate for the year	**2**	30
Accumulated unrecognised shares of loss of the associate	**32**	30

17. Interest in Joint Ventures

	2023 HK$'000	2022 HK$'000
Cost of investment in joint ventures, unlisted	**22**	20
Share of accumulated losses of joint ventures	**(11)**	(7)
	11	13

The particulars of the joint ventures of the Group as at 31 March 2023 and 2022 were as follows:

Name of joint ventures	Place of incorporation and kind of legal entity	Particulars of issued and fully paid share capital	Percentage of ownership interest held by the Company as at 31 March 2023	2022	Principal activities and place of operation
AECNCD Environmental Services Limited ("AECNCD")	Hong Kong, private limited liability company	HK$40,000 (Note (i))	**50%**	50%	Provision of green properties development services in Hong Kong
Bamboo Technology	Hong Kong, private limited liability company	HK$10,000 (Note (ii))	**50%**	–	Development of a Bamboo-based Modular integrated Construction in Hong Kong

Notes:

(i) AECNCD was incorporated on 25 January 2021 as a limited liability company in Hong Kong. AECNCD is owned by AEC BVI, the wholly-owned subsidiary of the Group, and an independent third party, which is a listed company in Hong Kong, as to 50% and 50%, respectively. The relevant activities of AECNCD require the unanimous consent of all parties. Accordingly, AECNCD is classified as a joint venture of the Group.

(ii) As detailed in Note 16 to the financial statements, during the year ended 31 March 2023, 10% and 20% of equity interests in Bamboo Technology owned by an executive director of the Company was transferred to Bamboo International and AEC BVI, respectively. As at 31 March 2023, AEC BVI and Bamboo International own 50% of equity interests in Bamboo Technology, respectively.

As a result, the investment in Bamboo Technology becomes a joint venture. The cost of investment and accumulated share of loss in Bamboo Technology were HK$3,000 and HK$3,000, respectively, therefore the carrying amount of investment in Bamboo Technology transferred to cost of joint venture shall be nil. The investment cost of HK$2,000 represents the share transferred from an executive director of the Company.

During the year ended 31 March 2023, the share of loss of investment in Bamboo Technology exceed the cost of investment. The amounts of unrecognised shares of Bamboo Technology, extracted from the relevant financial information of Bamboo Technology, both for year and cumulatively, are as follows:

	2023 HK$'000	2022 HK$'000
Unrecognised shares of loss of Bamboo Technology for the year	**2**	–
Accumulated unrecognised shares of loss of Bamboo Technology	**2**	–

17. Interest in Joint Ventures (continued)

The financial information of AECNCD and Bamboo Technology, immaterial joint ventures of the Group for the years ended 31 March 2023 and 2022, is set out below:

	2023 **HK$'000**	2022 HK$'000
The Group's share of loss and total comprehensive income for the year	**4**	3

18. Financial Assets at FVTOCI

	2023 **HK$'000**	2022 HK$'000
Financial assets at FVTOCI		
– Unlisted equity securities in Hong Kong	**102**	219
	102	219

In March 2021, the Group entered into a new share acquisition agreement with Sky Wealth Financial Group (Investment) Limited ("Sky Wealth"), an independent third party, pursuant to which the Group agreed to make investment of HK$500,000 in Sky Wealth and accounted for a deemed acquisition. Sky Wealth is an investment holding company and its subsidiary is a licensed corporation in Hong Kong. Upon the completion of this capital injection into Sky Wealth on 10 May 2021, the Group holds 8.3% equity interest in Sky Wealth.

The Group designated the equity securities at FVTOCI (non-recycling), as the investment is held for long-term strategic purposes.

For details of the fair value measurement are set out in Note 37.

During the year, no dividends (2022: Nil) were declared by the equity securities and received by the Group.

19. Financial Assets at FVTPL

	2023 HK$'000	2022 HK$'000
Unlisted securities at fair value:		
– Equity investment in Hong Kong	**3,000**	2,825
– Convertible instruments in Hong Kong	**1,707**	1,570
	4,707	4,395

Equity investment

On 21 November 2019, the Group acquired 6.9% equity interest in ProSage Sustainability Development Limited ("ProSage"), a private company incorporated in Hong Kong, with an agreed consideration of HK$3,000,000. The consideration was settled by cash. ProSage is principally engaged in the provision of ESG related e-learning solutions and consultancy services.

As part of the investment, if the actual total net profit of ProSage for the periods from 22 November 2018 to 31 December 2021, is less than an aggregate amount of HK$9,000,000, ProSage will compensate the Group for the shortfall in cash or in ProSage's ordinary shares at the discretion of the Group (the "Profit Guarantee"). The compensation will be determined by the difference between the Profit Guarantee and the actual profit of ProSage based on the agreed formula stated in the agreements between the Group and ProSage. The major shareholder of ProSage provided the guarantee on the settlement of the compensation to the Group.

This unlisted securities, including the Profit Guarantee, is classified as financial assets at FVTPL.

19. Financial Assets at FVTPL (continued)

Convertible instruments

On 10 March 2022, the Group entered into a convertible note agreement with Intensel Limited ("Intensel"), a private company incorporated in Hong Kong. Pursuant to the convertible note agreement, the Group agreed to subscribe a convertible note issued by Intensel with an agreed principal amount of United States dollars ("US$") 200,000. The convertible note will be mature on 30 November 2023. Intensel is principally engaged in provision of accurate and deep asset physical climate and financial value-at-risk analysis.

The interest on the loan shall accrue daily at a rate of 6% per annum and shall be calculated on the basis of 365-day year until the loan is paid in full.

Pursuant to the convertible note agreement, the convertible note would be (i) automatically converted into conversion shares of Intensel if Intensel is able to raise addition equity financing of US$1,200,000. The conversion price will be determined based on the agreed formula stated in the convertible note agreement between the Group and Intensel; or (ii) converted into preference shares of Intensel, at the discretionary of the Group, on the maturity date, if Intensel is not able to raise addition equity financing of US$1,200,000, up to the maturity date.

The convertible note was analysed for classification in its entirety as the financial assets at FVTPL. As at 31 March 2023, the convertible note contained both receivable component and derivative component which are not separated out and are classified as financial asset at FVTPL.

Details of the fair value measurement are set out in Note 37.

20. Contract Assets and Contract Liabilities

	2023 HK$'000	2022 HK$'000
Contract assets	**54,587**	49,168
Less: Allowance for credit losses (Note 38(a))	**(2,444)**	(2,631)
Contract assets, net of loss allowance	**52,143**	46,537
Contract liabilities	**(1,058)**	(2,685)
	51,085	43,852

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date. The contracts of the Group include payment schedules which require stage payments over the service period once milestones are reached. These payment schedules prevent the build-up of significant contract assets. The contract assets are transferred to receivables when the rights become unconditional and the Group has billed to the customers. The contract liabilities primarily relate to the advanced consideration received from customers, for which revenue is recognised based on the progress of the provision of related services.

Movement in the contract assets balance during the year are as follows:

	2023 HK$'000	2022 HK$'000
Transfers from contract assets recognised at the beginning of the year to trade receivables	**(16,455)**	(15,119)

Movement in the contract liabilities balance during the year are as follows:

	2023 HK$'000	2022 HK$'000
At the beginning of the year	**2,685**	1,033
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	**(2,604)**	(681)
Increase of receipts in advance from customers	**977**	2,333
At the end of the year	**1,058**	2,685

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

21. Trade Receivables

	2023 HK$'000	2022 HK$'000
Trade receivables	**14,488**	16,706
Less: Allowance for credit losses (Note 38(a))	**(3,327)**	(3,574)
	11,161	13,132

Trade receivables represent receivables for contract works. Trade receivables are due within 0 to 30 days (2022: 0 to 30 days) from the date of billing. The Group maintains active and regular control over its outstanding receivables to minimise credit risk. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivables balances. Trade receivables are non-interest-bearing.

The ageing analysis of the trade receivables based on due date is as follows:

	2023 HK$'000	2022 HK$'000
Current	**4,943**	6,647
Less than 1 month past due	**2,574**	3,024
1 to 3 months past due	**1,074**	1,848
4 to 6 months past due	**889**	531
Over 6 months past due	**1,681**	1,082
	11,161	13,132

Details of impairment assessment of trade receivables are set out in Note 38(a).

22. Prepayments, Deposits and Other Receivables

	2023 HK$'000	2022 HK$'000
Prepayments	**986**	1,587
Deposits and other receivables	**3,248**	3,605
Amounts due from related companies (Notes (i) and (ii))	**275**	580
Amounts due from associates (Note (i))	**101**	166
Amounts due from joint ventures (Note (i))	**206**	42
Amounts due from non-controlling shareholders of subsidiaries (Note (i))	**7**	7
	4,823	5,987
Less: Non-current deposits and prepayment ((Note (iii))	**(1,014)**	(204)
Current portion	**3,809**	5,783

22. Prepayments, Deposits and Other Receivables (continued)

Notes:

(i) The amounts due are non-trade in nature, unsecured, interest-free and repayable on demand. The directors of the Company expected the amounts due will be settled within one year from the end of the reporting period.

(ii) Pursuant to Section 383 of the Hong Kong Companies Ordinance and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap.622G), the details of amounts due from related parties are disclosed as follows:

	Maximum outstanding during the year ended 31 March		**Balance as at 31 March**	
Name of related parties	**2023 HK$'000**	2022 HK$'000	**2023 HK$'000**	2022 HK$'000
Green Ant Finance Limited (Note (a))	**12**	12	**–**	12
GBA Carbon Neutrality Association Limited (Note (b))	**368**	368	**75**	368
AEC Capital International Limited (Note (b))	**200**	217	**200**	200
			275	580

Notes:

(a) Ms. Kwok and Mr. Wu, Executive Directors of the Company, are the controlling shareholders and beneficial owners of these related companies. Mr. Wu is also the director of these related companies.

(b) Ms. Kwok and Mr. Wu, Executive Directors of the Company, are the controlling shareholders and beneficial owners of these related companies. Ms. Kwok and Mr. Wu are also the directors of these related companies.

(iii) The non-current deposits and prepayment mainly represent the refundable rental deposits.

23. Cash and Cash Equivalents

(a) Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and cash on hand. Cash at banks earns interest at floating rates based on daily bank deposit rates.

23. Cash and Cash Equivalents (continued)

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the consolidated statement of cash flows as cash flows from financing activities.

	Bank loans HK$'000 (Note 26)	Lease liabilities HK$'000 (Note 27)	Amounts due to directors, included in other payables and accruals HK$'000 (Note 25)	Amount due to a non-controlling shareholder of a subsidiary, included in other payables and accruals HK$'000 (Note 25)	Amount due to a joint venture, included in other payables and accruals HK$'000	Amount due to an associate, included in other payables and accruals HK$'000 (Note 25)	Total HK$'000
At 1 April 2021	8,500	4,737	179	–	12	114	13,542
Changes from financing cash flows:							
Proceeds from new bank loans	15,000	–	–	–	–	–	15,000
Repayment of bank loans	(14,218)	–	–	–	–	–	(14,218)
Interest paid	(256)	–	–	–	–	–	(256)
Principal element of lease rental paid	–	(4,016)	–	–	–	–	(4,016)
Interest element of lease rental paid	–	(159)	–	–	–	–	(159)
(Repayment to)/advance from related parties	–	–	(24)	15	(12)	–	(21)
Total changes from financing cash flows	526	(4,175)	(24)	15	(12)	–	(3,670)
Other changes:							
Interest expenses (Note 7)	256	159	–	–	–	–	415
Addition of lease	–	1,583	–	–	–	–	1,583
Modification of lease	–	(128)	–	–	–	–	(128)
Total other changes	256	1,614	–	–	–	–	1,870
At 31 March 2022 and 1 April 2022	**9,282**	**2,176**	**155**	**15**	**–**	**114**	**11,742**
Changes from financing cash flows:							
Proceeds from new bank loans	**6, 500**	**–**	**–**	**–**	**–**	**–**	**6,500**
Repayment of bank loans	**(7,240)**	**–**	**–**	**–**	**–**	**–**	**(7,240)**
Interest paid	**(266)**	**–**	**–**	**–**	**–**	**–**	**(266)**
Principal element of lease rental paid	**–**	**(3,725)**	**–**	**–**	**–**	**–**	**(3,725)**
Interest element of lease rental paid	**–**	**(162)**	**–**	**–**	**–**	**–**	**(162)**
Advance from a director	**–**	**–**	**99**	**–**	**–**	**–**	**99**
Repayment to a director	**–**	**–**	**(155)**	**–**	**–**	**–**	**(155)**
Total changes from financing cash flows	**(1,006)**	**(3,887)**	**(56)**	**–**	**–**	**–**	**(4,949)**
Other changes:							
Interest expenses (Note 7)	**266**	**162**	**–**	**–**	**–**	**–**	**428**
Addition of lease	**–**	**8,215**	**–**	**–**	**–**	**–**	**8,215**
Modification of lease	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Total other changes	**266**	**8,377**	**–**	**–**	**–**	**–**	**8,643**
At 31 March 2023	**8,542**	**6,666**	**99**	**15**	**–**	**114**	**15,436**

23. Cash and Cash Equivalents (continued)

(c) Pledged bank deposits

The balance of approximately HK$4,503,000 as at 31 March 2022 represents bank deposits pledged to secure certain of the banking facilities amounting to HK$7,000,000 (Note 26). Pledged bank deposits earns interest at fixed rates based on pledged bank deposits rates. As at 31 March 2023, no bank deposit is pledged to secure banking facilities.

24. Trade Payables

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2023 HK$'000	2022 HK$'000
Within 1 month	**1,973**	232
Over 1 month but within 6 months	**657**	428
Over 6 months	**552**	1,220
	3,182	1,880

The average credit period of trade payables is 30 days (2022: 30 days).

25. Other Payables and Accruals

	2023 HK$'000	2022 HK$'000
Accruals	**3,776**	4,143
Other payables	**58**	60
Advances received (Note (i))	**901**	451
Provision for long service payment	**207**	177
Amounts due to directors (Note (ii))	**99**	155
Amounts due to non-controlling shareholders of subsidiaries (Note (ii))	**15**	15
Amounts due to an associate (Note (ii))	**114**	114
	5,170	5,115

Notes:

(i) Advances received represented the refundable deposits received from an independent third party (2022: Sanbase) for potential consultancy services.

(ii) The amounts due are non-trade in nature, unsecured, interest-free and repayable on demand.

26. Bank Loans

At 31 March 2023 and 2022, the secured bank loans with a demand clause, based on the scheduled repayment terms set out in the loan agreements without taking into account the effect of any demand clause, were repayable as follows:

	2023 HK$'000	2022 HK$'000
Within 1 year	**635**	4,272
Over 1 year but within 2 years	**981**	815
Over 2 years but within 5 years	**3,149**	2,586
Over 5 years	**3,777**	1,609
	8,542	9,282

At 31 March 2022, a bank loan of the Group of HK$3,500,000 is secured by corporate guarantees provided by the Company and one of the subsidiaries of the Company and the pledge of the Group's bank deposits (Note 23(c)).

At 31 March 2023, bank loans of the Group of HK$8,542,000 (2022: HK$5,782,000) are supported by the SME Financing Guarantee Scheme executed by the Government of Hong Kong Special Administrative Region, which HKMC Insurance Limited provided full guarantee. The bank loans are also secured by personal guarantees provided by the two Executive Directors of the Company.

As at 31 March 2023, the Group has banking facilities, in aggregate, amounting to HK$21,000,000 (2022: HK$13,000,000), of which the facilities were utilised to the extent of HK$8,542,000 (2022: HK$9,500,000).

27. Lease Liabilities

	2023 HK$'000	2022 HK$'000
Lease liabilities payable:		
Within one year	**2,828**	1,958
Within a period of more than one year but not exceeding two years	**2,837**	115
Within a period of more than two years but not exceeding five years	**1,001**	103
	6,666	2,176
Less: Amount due for settlement with 12 months shown under current liabilities	**(2,828)**	(1,958)
Amount due for settlement after 12 months shown under non-current liabilities	**3,838**	218

The weighted average incremental borrowing rates applied to lease liabilities is 2.75% (2022: 2.86%).

28. Deferred Tax

The movements of deferred tax assets during the year are as follows:

	Future benefits of unused tax losses HK$'000	Depreciation allowance in excess of related depreciation HK$'000	ECL on trade receivables and contract assets HK$'000	Total HK$'000
At 1 April 2021	–	51	574	625
Credited to profit or loss (Note 11)	–	35	176	211
At 31 March 2022 and 31 March 2023	**–**	**86**	**750**	**836**

As at 31 March 2023, all unused tax losses of the Group have no expiry dates under the current tax legislation. The Group has unused taxable losses arising in Hong Kong of approximately HK$1,122,000 (2022: approximately HK$761,000). The unused tax losses are subject to the approval by the Hong Kong Inland Revenue Department. As at 31 March 2023, deferred tax assets in respect of unused tax losses of approximately HK$1,122,000 (2022: approximately HK$761,000) have not been recognised due to unpredictability of future profit streams. The Group has no other material deferred tax not provided in the consolidated financial statements as there were no other material temporary differences at the end of the reporting period.

29. Share Capital

	Number of ordinary shares of HK$0.02 '000	Nominal value HK$'000
Authorised:		
At 31 March 2022, 1 April 2022 and 31 March 2023	2,500,000	50,000
Issued and fully paid:		
At 31 March 2022, 1 April 2022 and 31 March 2023	701,510	14,030

The holders of ordinary shares are entitled to receive dividends from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

30. Reserves

Other reserves

Share premium

Other reserve comprises the share premium account of the Company, which includes the premium arising from the issue of new shares pursuant to the share offering net of listing expenses and capitalisation issue.

Capital reserve

Capital reserve represents the excess of the consideration for issuance of shares of AEC BVI over their nominal value, net of the excess of the nominal value of shares of AEC BVI over the nominal value of shares of Allied Environmental Consultants Limited ("AEC Hong Kong") exchanged as part of the reorganisation arrangements undergone by the Company for the listing of the Company's shares on GEM.

30. Reserves (continued)

Other reserves (continued)

Shares to be issued

Other reserve also comprises the shares which should be vested to the participants under the Scheme (as defined in Note 33). Substantive conditions including maintain as a director or an employee were satisfied before the vesting date and hence the amount was transferred from "share award reserve" to shares to be issued under "other reserves" as at the vesting date. As at 31 March 2023, there are 173,333 shares have not yet been issued to the grantee under the Scheme.

	Share premium HK$'000	**Capital reserve** HK$'000	**Shares to be issued** HK$'000	**Total other reserves** HK$'000
At 1 April 2021	46,829	21,848	118	68,795
Ordinary shares issued in relation to vested share award	(181)	–	(334)	(515)
Ordinary shares to be issued upon vesting of share award (Note 33)	–	–	216	216
At 31 March 2022 and 1 April 2022	**46,648**	**21,848**	**–**	**68,496**
Ordinary shares issued in relation to vested share award	**(42)**	**–**	**(339)**	**(381)**
Ordinary shares to be issued upon vesting of share award (Note 33)	**–**	**–**	**355**	**355**
At 31 March 2023	**46,606**	**21,848**	**16**	**68,470**

30. Reserves (continued)

Revaluation reserve

The Group designated the listed equity securities at FVTOCI (non-recycling), as the investment is held for long-term strategic purposes. The revaluation reserve comprises the cumulative net change in the fair value of financial assets at FVTOCI (non-recycling) held at 31 March 2023 and 2022 are dealt with.

Translation reserve

Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations whose functional currency is different from that of the Company's functional currency.

Shares held under share award scheme

The shares held under share award scheme represents the aggregate price paid for acquisition of 15,140,000 (2022: 11,203,334) shares of the Company for the purpose of the Scheme in the open market as at 31 March 2023.

The Company adopted the Scheme on 8 February 2017. Pursuant to the rules of the Scheme, the Company has set up a trust, of which BOCI-Prudential Trustee Limited (the "Trustee") acted as the independent trustee. The Company's shares were purchased by the Trustee in the open market and be held in trust for the selected participants until such shares are issued under the Scheme.

Share award reserve

Share award reserve represents the value of directors and employee services in respect of shares granted under the Scheme as set out in Note 33. During the year ended 31 March 2023, 9,600,000 (2022: 9,430,000) shares award were granted to the participants.

31. Interests in subsidiaries

Particulars of the principal subsidiaries of the Company directly and indirectly held, are set out below. The class of shares held is ordinary unless otherwise stated.

Name of subsidiaries	Place of incorporation and kind of legal entity	Particulars of issued and paid up capital	Percentage of ownership interest held by the Company as at 31 March 2023	2022	Principal activities and place of operation
Directly held					
AEC BVI	The BVI, private limited liabilities company	US$54,756	**100%**	100%	Investment holding
Indirectly held					
AEC Hong Kong	Hong Kong, private limited liabilities company	HK$2,040	**100%**	100%	Provision of consultancy services in Hong Kong
Qianhai Allied Environmental Consultants Shenzhen Company Limited (前海沛然環保顧問深圳有限公司) (Note (i))	The PRC, wholly foreign owned enterprises	Renminbi 100,000	**100%**	100%	Provision of consultancy services in the PRC
Light Plus Design Limited	Hong Kong, private limited liabilities company	HK$10,000	**100%**	100%	Provision of consultancy services in Hong Kong
Ocean International ESG Fund Limited	The Cayman Islands, private limited liabilities company	US$10,000	**100%**	100%	Investment holding
Sustainability Partners Limited ("SPL")	Hong Kong, private limited liabilities company	HK$500,000	**70%**	70%	Provision of information services through ESG portal in Hong Kong
Marine Sustainature Limited ("Marine Sustainature")	Hong Kong, private limited liabilities company	HK$10,000 (Note (ii))	**51%**	51%	Not yet commenced business
Allied Environmental Consultants (Malaysia) Sdn, Bhd. (Note (iii))	Malaysia, private limited liabilities company	Malaysian Ringgit 10,000	**100%**	N/A	Provision of consultancy services in Malaysia

31. Interests in subsidiaries (continued)

Notes:

(i) The English name of this subsidiary established in the PRC represents management's best effort at translating the Chinses name of such subsidiary as no English name has been registered.

(ii) Pursuant to the shareholders' agreement entered into with the two non-controlling shareholders dated 18 February 2021, the parties had agreed to inject capital amounted to HK$1,000,000 in aggregate. As at 31 March 2023 and 2022, the outstanding commitment to inject capital into Marine Sustainature by the Group and the two non-controlling shareholders amounted to approximately HK$505,000, HK$386,000 and HK$99,000, respectively.

(iii) The wholly-owned subsidiary is newly established during the year ended 31 March 2023.

32. Dividend

The Board of directors has resolved not to declare the payment of a dividend in respect of the year (2022: Nil).

33. Share Award Scheme

The share award scheme of the Company (the "Scheme") was adopted on 8 February 2017 (the "Adoption Date"). The purpose of the share award scheme is to complement its human resources policy for enhancing staff welfares to ensure talents can be retained and their productivity and potentials can be elevated.

Subject to the terms of the Scheme and the Listing Rules, the board may at any time make an offer to any eligible person whom it may in its absolute discretion select to accept the grant of an award over such a number of shares as it may determine (the "Participants"). Under the Scheme, the Participants are required to be continuously employed by the Group during the vesting period. Existing shares of the Company will be purchased by the Trustee of the share award scheme from the open market out of cash contributed by the Group and be held in trust for the relevant Participants until such shares are vested with the relevant Participants in accordance with the provisions of the share award scheme. The shares of the Company held by the Trustee until issuance are recognised as "shares held under share award scheme".

No shares shall be purchased pursuant to the share award scheme, nor any amounts paid to the Trustee for the purpose of making such a purchase, if as a result of such purchase, the number of shares administered under the share award scheme shall exceed 2% of the issued capital of the Company at the Adoption Date. The maximum number of shares which may be granted to a Participant at any one time or in aggregate may not exceed 1% of the issued capital of the Company at the Adoption Date.

Subject to any early termination as may be determined by the board of directors, the Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date.

33. Share Award Scheme (continued)

Particulars and movements of the shares award under the Scheme

For the year ended 31 March 2023

Type of grantee	Date of grant	Fair value per share award HK$	Outstanding number of shares award: Balance at 1 April 2022 '000	Granted during the year '000	Vested during the year '000	Lapsed during the year '000	Balance at 31 March 2023 '000 (Note (a))
Executive Directors							
Ms. Kwok	18 December 2019	0.150	917	–	(917)	–	–
	31 August 2021	0.094	3,000	–	(1,000)	–	2,000
	30 December 2022	0.086	–	4,800	–	–	4,800
Mr. Wu	18 December 2019	0.150	458	–	(458)	–	–
	31 August 2021	0.094	2,010	–	(670)	–	1,340
	30 December 2022	0.086	–	4,800	–	–	4,800
			6,385	9,600	(3,045)	–	12,940
Employees							
In aggregate	18 December 2019	0.150	65	–	(65)	–	–
	31 August 2021	0.094	3,640	–	(953)	(780)	1,907
			3,705	–	(1,018)	(780)	1,907
			10,090	9,600	(4,063)	(780)	14,847

33. Share Award Scheme (continued)

Particulars and movements of the shares award under the Scheme (continued)

For the year ended 31 March 2022

Type of grantee	Date of grant	Fair value per share award HK$	Outstanding number of shares award Balance at 1 April 2021 '000	Granted during the year '000	Vested during the year '000	Lapsed during the year '000	Balance at 31 March 2022 '000 (Note (a))
Executive Directors							
Ms. Kwok	18 December 2019	0.150	1,834	–	(917)	–	917
	31 August 2021	0.094	–	3,000	–	–	3,000
Mr. Wu	18 December 2019	0.150	916	–	(458)	–	458
	31 August 2021	0.094	–	2,010	–	–	2,010
			2,750	5,010	(1,375)	–	6,385
Employees							
In aggregate	18 December 2019	0.150	963	–	(65)	(833)	65
	31 August 2021	0.094	–	4,420	–	(780)	3,640
			963	4,420	(65)	(1,613)	3,705
			3,713	9,430	(1,440)	(1,613)	10,090

Notes:

(a) The outstanding number of shares award as at 31 March 2023 and 2022 have the following vesting dates:

Vesting date	2023 '000
31 August 2023	2,623
29 December 2023	3,200
31 August 2024	2,624
30 December 2024	3,200
30 December 2025	3,200
	14,847

Vesting date	2022 '000
18 December 2022	1,440
31 August 2022	2,883
31 August 2023	2,883
31 August 2024	2,884
	10,090

(b) The weighted average remaining contractual life of share award outstanding as at 31 March 2023 is 1.46 (2022: 1.32) years.

33. Share Award Scheme (continued)

Particulars and movements of the shares award under the Scheme (continued)

During the year, 780,000 (2022: 1,613,000) shares lapsed due to resignation of grantees.

The fair value of the shares award granted was calculated based on the market prices of the Company's shares at the respective grant dates. No dividend was considered in the calculation. The fair value of the shares award granted on 30 December 2022, 31 August 2021 and 18 December 2019 were calculated as HK$0.086, HK$0.094 and HK$0.150 per share at the respective grant date, respectively. During the year, the Group recognised a net expense relating to the share award scheme of approximately HK$357,000 (2022: HK$506,000) in the profit or loss (Note 8).

During the year, 4,063,334 (2022: 1,440,000) shares were vested under the Scheme and transferred out of share award reserve amounting to approximately HK$355,000 (2022: approximately HK$216,000). As at 31 March 2023, there are no shares to the grantee have not yet been issued under the Scheme.

34. Capital Commitments

At 31 March 2023, the Group had the following capital commitments not provided for in the consolidated financial statements:

	2023 **HK$'000**	2022 HK$'000
Contract for		
– in relation to the acquisition of equity instrument	**2,640**	–

35. Related Party Transactions

Other than transactions and balances disclosed elsewhere in these consolidated financial statements and compensation of key management personnel, the Group also had the following related party transaction during the year:

During the year, the Group entered into the following transaction with its related party:

Related party	**Nature**	**2023** **HK$'000**	2022 HK$'000
GBA Carbon Neutrality Association Limited	Membership fee	**100**	25

The compensation of key management personnel of the Group for the years ended 31 March 2023 and 2022 represented the directors' emoluments as disclosed in Note 9.

36. Financial Instruments by Category

The carrying amounts of the Group's financial assets and liabilities recognised as at 31 March 2023 and 2022 are categorised as follows.

	2023 HK$'000	2022 HK$'000
Financial assets		
Financial assets at FVTOCI	102	219
Financial assets at FVTPL	4,707	4,395
Financial assets at amortised cost		
– Trade receivables	11,161	13,132
– Deposits and other receivables	3,837	4,400
– Pledged bank deposits	–	4,503
– Cash and cash equivalents	12,940	16,449
	32,747	43,098
Financial liabilities		
Financial liabilities at amortised cost		
– Trade payables	3,182	1,880
– Other payables	4,353	4,938
– Bank loans	8,542	9,282
– Lease liabilities	6,666	2,176
	22,743	18,276

37. Fair Value and Fair Value Hierarchy of Financial Instruments

The table below analyses financial instrument carried at fair value, by valuation method. The different levels have been defined as follows:

	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000	Total HK$'000
At 31 March 2023				
Financial assets at FVTOCI				
– Unlisted equity securities	**–**	**–**	**102**	**102**
Financial assets at FVTPL				
– Unlisted equity investment and profit guarantee	**–**	**–**	**3,000**	**3,000**
– Unlisted convertible instruments	**–**	**–**	**1,707**	**1,707**
	–	**–**	**4,809**	**4,809**
At 31 March 2022				
Financial assets at FVTOCI				
– Unlisted equity securities	–	–	219	219
Financial assets at FVTPL				
– Unlisted equity investment and profit guarantee	–	–	2,825	2,825
– Unlisted convertible instruments	–	–	1,570	1,570
	–	–	4,614	4,614

Financial assets at FVTOCI – Unlisted equity securities

The fair value of the unlisted equity securities at FVTOCI, was determined by the directors of the Company, based on market approach using the net book value of the investee multiply to the market price-to-book ratio, and adjusted for the lack of marketability. The change in unobservable inputs would not have significant impact to the fair value measurement.

Financial assets at FVTPL – Unlisted equity investment and profit guarantee

With reference to the financial information of ProSage, the directors of the Company considered that the probability of ProSage to generate net cash inflow and to have net profit from 22 November 2018 to 31 December 2022 is remote.

Therefore, as at 31 March 2023 and 2022, the fair value of the financial assets at FVTPL, was determined by the directors of the Company, based on the income approach using the maximum amount of the Profit Guarantee expected to be received by the Group.

Should the discount rate applied to discount the expected compensation increases or decreases by 1%, the fair value of the financial assets at FVTPL would be decreased or increased by approximately HK$12,000 as at 31 March 2022.

As at 31 March 2023, the fair value of the financial assets at FVTPL equals to the investment cost, there is no impact on fair value given the change in discount rate. As a result, no sensitivity analysis on discount rate is presented.

37. Fair Value and Fair Value Hierarchy of Financial Instruments (continued)

Financial assets at FVTPL – Unlisted convertible instruments

The fair value of the unlisted convertible instruments at FVTPL, was determined by the directors of the Company, based on the binomial model. The model incorporates unobservable inputs including equity value of Intensel per share, share price volatility and discount rate. The carrying amount of the conversion right embedded in the composite instrument is the same as its fair value.

As at 31 March 2022, should the equity value of Intensel per share increases or decreases by 5% respectively, the fair value of the financial assets at FVTPL would be increased by approximately HK$30,000 or decreased by approximately HK$9,000 respectively. Should the share price volatility increases or decreases by 1% respectively, the fair value of the financial assets at FVTPL would be increased or decreased by approximately HK$3,000 respectively. Should the discount rate increases or decreases by 1%, the fair value of the financial assets at FVTPL would be decreased or increased by approximately HK$20,000, respectively.

As at 31 March 2023, considering that the value of equity component of the unlisted convertible instruments at FVTPL is insignificant, no sensitivity analysis over the equity value of Intensel per share, share price volatility and discount rate is presented.

The following table summarises the quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurement:

Description	Significant unobservable inputs	Inputs	Relationship of unobservable inputs to fair value
Financial assets at FVTOCI – Unlisted equity securities	Price-to-book ratio	1.96 (2022: 4.76)	The higher/lower the price-to-book ratio, the higher/lower the fair value.
	Discount of lack of marketability	11.4% (2022: 11.4%)	The higher/lower the discount of lack of marketability, the lower/higher the fair value.
Financial assets at FVTPL – Unlisted equity investment and profit guarantee	Discount rate	15.0% (2022: 12.8%)	The higher/lower the discount rate, the lower/higher the fair value.
Financial assets at FVTPL – Unlisted convertible instruments	Equity value of Intensel per share	US$2.86 (2022: US$10.38)	The higher/lower the equity value of Intensel per share, the higher/lower the fair value.
	Share price volatility	66.7% (2022: 51.2%)	The higher/lower the share price volatility, the higher/lower the fair value.
	Discount rate	11.2% (2022: 11.4%)	The higher/lower the discount rate, the lower/higher the fair value.

37. Fair Value and Fair Value Hierarchy of Financial Instruments (continued)

The movements during the year in the balance of Level 3 fair value measurement is as follows:

	HK$'000
At 1 April 2021	2,708
Addition	2,070
Change in fair value recognised in other income, gains and losses, net (Note 6)	117
Change in fair value recognised in other comprehensive income	(281)
At 31 March 2022 and 1 April 2022	**4,614**
Change in fair value recognised in other income, gains and losses, net (Note 6)	**312**
Change in fair value recognised in other comprehensive income	**(117)**
At 31 March 2023	**4,809**

During the years ended 31 March 2023 and 2022, there was no transfer of fair value measurement between Level 1 and Level 2 and no transfer into or out of Level 3 for both financial assets and financial liabilities.

For level 3 fair value measurement, the Group will normally perform the valuations by the management of the Company.

38. Financial Risk Management Objectives and Policies

The main risks arising from the Group's financial instruments are credit risk and liquidity risk. The Group is also exposed to equity price risk arising from investments in equity securities. The risks associated with financial instruments and the policies on how to mitigate these risks are described below.

Management monitors closely the Group's exposures to financial risks to ensure that appropriate measures are implemented in a timely and effective manner.

(a) Credit risk and impairment assessment

Risk management

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group.

The Group trades only with recognised and creditworthy third parties. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. The Group does not hold any collateral over these receivable balances.

The Group's exposure to credit risk mainly arising from the following assets, which comprise contract assets, trade receivables, financial assets included in deposits and other receivables, pledged bank deposits and cash and cash equivalents, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these assets.

There are no significant concentrations of credit risk within the Group as the customer base of the Group is widely diversified.

Impairment of financial assets

Trade receivables and contract assets arising from contracts with customers are subject to the ECL model.

While deposits and other receivables, pledged bank deposits and bank balances are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial. Deposits and other receivables are due to various group of debtors and customers and pledged bank deposits and bank balances are placed in various authorised financial institutions and the directors of the Company consider the credit risk of these parties is low.

38. Financial Risk Management Objectives and Policies (continued)

(a) Credit risk and impairment assessment (continued)

Impairment of financial assets (continued)

Trade receivables and contract assets

The Group applies HKFRS 9 and measures ECL based on a lifetime expected loss allowance for all trade receivables and contract assets.

The Group uses provision matrix to calculate ECL for trade receivables and contract assets. To measure the ECL, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to work completed but not billed at the reporting date and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The estimated ECL loss rates are estimated based on the Group's historical settlement experience of various groups of debtors that have similar loss patterns and are adjusted forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated. The Group has identified the gross domestic product in Hong Kong to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

On that basis, the loss allowance for trade receivables as at 31 March 2023 and 2022 was determined as follows:

	Expected loss rate	Gross carrying amount HK$'000	Loss allowance HK$'000	Net carrying amount HK$'000
Ageing based on the invoice date				
As at 31 March 2023				
Within 1 month	**0.1%**	**4,948**	**(5)**	**4,943**
Over 1 month but less than 3 months	**0.5%–2%**	**3,038**	**(22)**	**3,016**
Over 3 months but less than 12 months	**2%–10%**	**2,612**	**(154)**	**2,458**
Over 12 months	**10%–100%**	**3,890**	**(3,146)**	**744**
		14,488	**(3,327)**	**11,161**

38. Financial Risk Management Objectives and Policies (continued)

(a) Credit risk and impairment assessment (continued)

Impairment of financial assets (continued)

Trade receivables and contract assets (continued)

	Expected loss rate	Gross carrying amount HK$'000	Loss allowance HK$'000	Net carrying amount HK$'000
Ageing based on the invoice date				
As at 31 March 2022				
Within 1 month	1%	6,716	(69)	6,647
Over 1 month but less than 3 months	2%	4,193	(94)	4,099
Over 3 months but less than 12 months	14%–33%	1,844	(355)	1,489
Over 12 months	60%–83%	3,953	(3,056)	897
		16,706	(3,574)	13,132

On that basis, the loss allowance for contract assets as at 31 March 2023 and 2022 was determined as follows:

	Expected loss rate	**Gross carrying amount** HK$'000	**Loss allowance** HK$'000	**Net carrying amount** HK$'000
As at 31 March 2023	**4%**	**54,587**	**(2,444)**	**52,143**
As at 31 March 2022	5%	49,168	(2,631)	46,537

38. Financial Risk Management Objectives and Policies (continued)

(a) Credit risk and impairment assessment (continued)

Impairment of financial assets (continued)

Trade receivables and contract assets (continued)

Movement of impairment loss allowances for trade receivables and contract assets are as follows:

	Trade receivables HK$'000	**Contract assets** HK$'000
At 1 April 2021	2,527	1,645
Increase in loss allowance recognised in profit or loss during the year	1,047	2,354
Written off during the year	–	(1,368)
At 31 March 2022 and 1 April 2022	**3,574**	**2,631**
(Decrease)/increase in loss allowance recognised in profit or loss during the year	**(247)**	**1,004**
Written off during the year	**–**	**(1,191)**
At 31 March 2023	**3,327**	**2,444**

At 31 March 2023, contract assets, which have been impaired previously, amounting to approximately HK$1,191,000 (2022: HK$1,368,000) were individually determined to be written off. These receivables have been long outstanding and the related services were suspended for long period. In the opinion of the directors of the Company, these contract assets were unable to be recovered from the customers.

Impairment losses on trade receivables and contract assets are included in net (provision for)/reversal of impairment on trade receivables and contract assets under the consolidated statement of profit or loss and other comprehensive income. Subsequent recoveries of amounts previously written off are credited against the same line item.

(b) Liquidity risk

The Group monitors its exposure to liquidity risk by monitoring the current ratio, which is calculated by comparing the current assets with the current liabilities.

The following table details the Group's remaining contractual maturity for its financial liabilities based on the aged repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

38. Financial Risk Management Objectives and Policies (continued)

(b) Liquidity risk (continued)

	Contractual undiscounted cash outflow					
	On demand	**Within 1 year**	**Over 1 year but within 2 years**	**Over 2 years but within 5 years**	**Total**	**Total carrying amount**
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
As at 31 March 2023						
Trade payables	**3,182**	**–**	**–**	**–**	**3,182**	**3,182**
Financial liabilities included in other payables	**4,353**	**–**	**–**	**–**	**4,353**	**4,353**
Bank loans	**8,542**	**–**	**–**	**–**	**8,542**	**8,542**
Lease liabilities	**–**	**2,975**	**2,907**	**1,007**	**6,889**	**6,666**
	16,077	**2,975**	**2,907**	**1,007**	**22,966**	**22,743**
As at 31 March 2022						
Trade payables	1,880	–	–	–	1,880	1,880
Financial liabilities included in other payables	4,938	–	–	–	4,938	4,938
Bank loans	9,282	–	–	–	9,282	9,282
Lease liabilities	–	1,983	119	106	2,208	2,176
	16,100	1,983	119	106	18,308	18,276

The table below summarises the maturity analysis of bank loans with a demand clause based on agreed schedule 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 contained in the above table.

The directors of the Company do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The directors of the Company believe that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

38. Financial Risk Management Objectives and Policies (continued)

(b) Liquidity risk (continued)

	Contractual undiscounted cash outflow					
	Within 1 year HK$'000	Over 1 year but within 2 years HK$'000	Over 2 years but within 5 years HK$'000	Over 5 years HK$'000	Total HK$'000	Total carrying amount HK$'000
As at 31 March 2023						
Bank loans	**918**	**1,233**	**3,698**	**4,004**	**9,853**	**8,542**
As at 31 March 2022						
Bank loans	4,446	943	2,830	1,651	9,870	9,282

(c) Interest rate risk

The Group's interest rate risk arises primarily from short-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate profile as monitored by management is set out in below.

Interest rate profile

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

	2023		2022	
	Effective interest rate per annum %	**HK$'000**	Effective interest rate per annum %	HK$'000
Fixed rate borrowings:				
Lease liabilities	**2.75**	**6,666**	2.86	2,176
Variable rate borrowings/(deposits):				
Bank loans	**3.38**	**8,542**	2.75	9,282
Pledge bank deposits	**–**	**–**	0.08	(4,503)
Bank balances	**0.00–0.63**	**(12,940)**	0.00–0.40	(16,427)
Total net borrowings/(deposits)		**2,268**		(9,472)

As the Group does not have significant exposure to interest rate risk, the Group's financial performance and operating cash flows are substantially independent of changes in interest rate change.

38. Financial Risk Management Objectives and Policies (continued)

(d) Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as financial assets at FVTOCI and FVTPL (see Notes 18 and 19). These investments comprised of listed and unlisted companies.

Listed investments held in the financial assets at FVTOCI have been chosen based on their longer term growth potential and are monitored regularly for performance against expectations. Given that the volatility of the stock markets may not have a direct correlation with the Group's investment portfolio, it is impractical to determine the impact that the changes in stock market indices would have on the Group's portfolio of equity investments.

At 31 March 2023, it is estimated that an increase/decrease of 10% (2022: 10%) in the market value of the Group's equity investments classified as financial assets at FVTOCI, with all other variables held constant, would have increased/decreased the Group's other components of consolidated equity by approximately HK$10,000 (2022: approximately HK$22,000). The analysis is performed on the same basis as 2022.

At 31 March 2022, it is estimated that an increase/decrease of 5% in the equity value of Intensel per share of the Group's convertible instruments classified as financial assets at FVTPL, with all other variables held constant, would have decreased or increased the Group's loss before income tax and accumulated losses by approximately HK$30,000 or HK$9,000 respectively.

As at 31 March 2023, considering that the value of equity component of the unlisted convertible instruments at FVTPL is insignificant, no sensitivity analysis over the equity price risk is presented.

At 31 March 2023 and 2022, the fair value of the financial assets at FVTPL also includes the fair value of the Profit Guarantee, which is not exposed to equity price risk.

(e) Capital management

The Group defines "capital" as total equity attributable to owners of the Company.

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value. The Group is not subject to any externally imposed capital requirements.

At 31 March 2023, the Group has interest-bearing bank loans amounting to HK$8,542,000 (2022: HK$9,282,000). The gearing ratio, representing the ratio of total borrowings to the total share capital and reserves of the Group was 12.3% (2022: 12.6%) at 31 March 2023.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

39. Events after the End of the Reporting Period

Save as disclosed elsewhere in the consolidated financial statements, the Group has the following subsequent events:

Equity Investment in a Hong Kong Company

On 26 April 2023, the Group entered into an agreement to form a joint venture (the "Joint Venture Agreement") and initiate a non-legally binding memorandum of understanding (the "MOU") to form a joint venture with Farseer International Limited ("Farseer"), a third party. Pursuant to the MOU, the collaboration between Farseer and the Group utilizes the Group's expertise in ESG consultancy and carbon and sustainability consultancy and Farseer's expertise in big data intelligence monitoring, artificial intelligence ("AI") powered analytics services with cloud and API solutions relating to ESG and risk management. The joint venture aims to develop a Carbon, ESG, and Sustainability – AI & ChatGPT big data analytic platform ("Platform"), which is empowered by AI and big data business analysis, to fulfil the needs for digitalization emerging from the sustainable ESG and low carbon practices. An announcement has been published on 2 May 2023.

Equity Investment in SMAC Computing Company Limited

On 3 January 2023, the Group entered into an investment agreement with SMAC Computing Company Limited ("SMAC"), a private company incorporated in Hong Kong with total consideration of HK$1.19 million. As a result of share subscription, the Group will hold approximately 5% of equity interest in SMAC.

Subsequent to the year ended, the share subscription has not yet completed and the Group has paid HK$0.2 million as a deposit of the share subscription.

40. Financial Information of the Company

(a) Statement of financial position

	2023 HK$'000	2022 HK$'000
Non-current asset		
Investment in a subsidiary	**78,648**	78,648
Current assets		
Prepayments	**221**	848
Cash and cash equivalents	**611**	223
	832	1,071
Current liabilities		
Other payables and accruals	**183**	1,131
Amount due to subsidiaries	**17,935**	13,744
	18,118	14,875
Net current liabilities	**(17,286)**	(13,804)
Net assets	**61,362**	64,844
Capital and reserves		
Share capital	**14,030**	14,030
Reserves	**47,332**	50,814
Total equity	**61,362**	64,844

The statement of financial position of the Company was approved and authorised for issue by the Board of Directors on 27 June 2023 and is signed on its behalf by:

KWOK May Han Grace
Executive Director

WU Dennis Pak Kit
Executive Director

40. Financial Information of the Company (continued)

(b) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity during the year are set out below:

	Share capital HK$'000 (Note 29)	Share premium*# HK$'000	Other reserve* HK$'000 (Note 30)	Capital reserve*## HK$'000	Shares held under share award scheme* HK$'000 (Note 30)	Share award reserve* HK$'000 (Note 30)	Accumulated losses* HK$'000	Total equity HK$'000
At 1 April 2021	14,030	46,829	118	37,607	(3,721)	270	(27,147)	67,986
Loss and total comprehensive income for the year	–	–	–	–	–	–	(3,648)	(3,648)
Issuance of shares to share award grantee (Note 30)	–	(181)	(334)	–	515	–	–	–
Equity-settled share-based payments (Note 33)	–	–	–	–	–	506	–	506
Lapsed shares	–	–	–	–	–	(155)	155	–
Ordinary shares to be issued upon vesting of share award (Note 33)	–	–	216	–	–	(216)	–	–
At 31 March 2022 and 1 April 2022	**14,030**	**46,648**	**–**	**37,607**	**(3,206)**	**405**	**(30,640)**	**64,844**
Loss and total comprehensive income for the year	–	–	–	–	–	–	(3,038)	(3,038)
Purchase of shares under share award scheme	–	–	–	–	(801)	–	–	(801)
Issuance of shares to share award grantee (Note 30)	–	(42)	(339)	–	381	–	–	–
Equity-settled share-based payments (Note 33)	–	–	–	–	–	357	–	357
Lapsed shares	–	–	–	–	–	(26)	26	–
Ordinary shares to be issued upon vesting of share award (Note 33)	–	–	355	–	–	(355)	–	–
At 31 March 2023	**14,030**	**46,606**	**16**	**37,607**	**(3,626)**	**381**	**(33,652)**	**61,362**

* These accounts comprise the reserves of approximately HK$47,332,000 (2022: approximately HK$50,814,000) in the statement of financial position of the Company.

The share premium account of the Company includes the premium arising from the issue of new shares pursuant to the share offering net of listing expenses and capitalisation issue.

Capital reserve of the Company represents the difference between the net asset value of AEC BVI acquired pursuant to the reorganisation arrangements undergone by the Company for the listing of the Company's shares on GEM, and the nominal value of the shares issued by the Company in exchange therefor.

Financial Summary

Consolidated Statement of Profit or Loss and Other Comprehensive Income

	For the year ended 31 March				
	2023	2022	2021	2020	2019
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue	**46,741**	43,138	40,320	42,497	30,120
Gross profit	**16,552**	18,606	20,974	20,922	9,691
(Loss)/profit before income tax	**(3,412)**	(5,369)	4,640	1,041	(10,454)
(Loss)/profit for the year	**(3,313)**	(5,010)	3,459	771	(9,884)
Attributable to:					
Owners of the Company	**(3,288)**	(4,936)	3,545	771	(9,884)
Basic (loss)/earnings per share				(restated)	(restated)
(HK cents)	**(0.48)**	(0.72)	0.55	0.13	(1.68)

Consolidated Statement of Financial Position

	As at 31 March				
	2023	2022	2021	2020	2019
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Assets and liabilities					
Assets					
Non-current assets	**14,173**	8,849	11,306	16,621	6,216
Current assets	**80,121**	86,404	87,362	69,215	69,644
Total assets	**94,294**	95,253	98,668	85,836	75,860
Liabilities					
Non-current liabilities	**3,838**	218	1,354	4,737	–
Current liabilities	**20,843**	21,121	18,846	16,653	10,384
Total liabilities	**24,681**	21,339	20,200	21,390	10,384
Net current assets	**59,278**	65,283	68,516	52,562	59,260
Total assets less current liabilities	**73,451**	74,132	79,822	69,183	65,476
Total equity attributable to owners of the Company	**69,591**	73,867	78,392	64,446	65,476