

CORPORATE GOVERNANCE REPORT

企業管治報告

Pursuant to Rule 18.44 of the GEM Listing Rules, the Board is pleased to present this corporate governance report for the year ended 31 March 2024.

CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Group are committed to upholding high standards of corporate governance. The Board considers that enhanced public accountability and corporate governance are beneficial for the healthy growth of the Group, improving customer and supplier confidence and safeguarding the interests of shareholders of the Company.

The Company has adopted the Corporate Governance Code (the “CG Code”) as set out in Appendix C1 to the GEM Listing Rules. The principles adopted by the Company emphasise a quality Board, sound internal controls, transparency and accountability to all shareholders of the Company. The Company engaged a third-party professional firm to conduct an internal control review for the year ended 31 March 2024.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

During the year ended 31 March 2024, the Company has complied with all CG Code except for the following deviations:

CG Code provision C.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

The Company did not officially have a chief executive officer since 8 September 2015. Daily operation and management of the Company is monitored by the executive Directors as well as the senior management. The Board is of the view that although there is no chief executive officer of the Company, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who meet from time to time to discuss issues affecting the operations of the Company. The Board believes that the present arrangement is adequate to ensure an effective management and control of the Company's business operations. The Board will continue to review the effectiveness of the Company's structure as business continues to grow and develop in order to assess whether any changes, including the appointment of a chief executive officer, if necessary.

Code provision C.2.7 of the CG Code requires that the chairman of the Board shall at least annually hold meetings with non-executive Directors (including independent non-executive Directors) without the executive Directors present.

根據GEM上市規則第18.44條，董事會欣然提呈截至2024年3月31日止年度的企業管治報告。

企業管治常規

董事會及本集團管理層致力維持高水平的企業管治。董事會認為，加強公眾問責性及企業管治有利本集團穩健增長，提升客戶及供應商信心，並保障本公司股東的利益。

本公司已採納GEM上市規則附錄C1所載的企業管治守則（「企業管治守則」）。本公司採納的原則著重高質素的董事會、健全的內部監控，以及對本公司全體股東的透明度及問責性。截至2024年3月31日止年度，本公司委聘第三方專業公司進行內部監控檢討。

遵守企業管治守則

截至2024年3月31日止年度，本公司已遵守所有企業管治守則，惟下列偏離者除外：

企業管治守則條文第C.2.1條規定，主席與行政總裁的角色應有區分，且不應由一人同時兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。

本公司自2015年9月8日以來並無正式設立行政總裁一職。本公司日常營運及管理均由執行董事以及高級管理層監控。董事會認為，儘管本公司並無行政總裁，惟董事會之運作會確保權力與權限制衡，董事會由經驗豐富之人士組成，並不時舉行會議，以商討影響到本公司運作之事宜。董事會相信，現行安排足以確保本公司業務營運得到有效管理及監控。董事會將隨著業務繼續增長及發展而持續檢討本公司架構的成效，以評估是否需要作出任何變動，包括委任行政總裁（如必要）。

企業管治守則之守則條文第C.2.7條規定，董事會主席須至少每年與非執行董事（包括獨立非執行董事）舉行會議，執行董事不可與會。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE (continued)

As Mr. Huang Liming serves as the Chairman and executive Director concurrently, the code provision does not apply and the Company deviates from such code provision. In addition, the Chairman of the Board is of the view that, the independent non-executive Directors can express their opinions to all executive Directors more directly and effectively at the Board meetings, hence the Board is of the view that the deviation from the code provision does not have material impact on the operation of the Board.

DIRECTORS' SECURITIES TRANSACTIONS

The Group adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in securities of the Company. The Company also had made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors during the year ended 31 March 2024.

遵守企業管治守則(續)

由於黃黎明先生同時兼任主席及執行董事，故該守則條文並不適用，因此本公司偏離此守則條文。此外，董事會主席認為，於董事會會議上，獨立非執行董事可更直接及有效地向所有執行董事表明彼等之觀點，所以董事會認為偏離此守則條文對董事會的運作並不構成重大影響。

董事證券交易

本集團已採納GEM上市規則第5.48條至第5.67條所載的買賣規定準則，作為董事就本公司證券進行證券交易的行為守則。本公司亦已向全體董事作出特定查詢，於截至2024年3月31日止年度，本公司並不知悉有任何違反董事進行證券交易的買賣規定準則及其行為守則的情況。

BOARD COMPOSITION AND DIVERSITY POLICY

The Company has adopted the board diversity policy since 11 October 2013. The policy sets out the approach to achieve diversity in the Board that should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business and compliance with policies. The composition and diversity policies of the Board are reviewed annually and regularly. The Board should ensure that its changes in composition will not result in any undue interference. The Board members should possess appropriate professionalism, experience and trustworthiness in performing duties and functions. The Board would diversify its members according to the Company's situations and needs. While participating in nomination and recommendation of director candidates during the year, each member of the Board may consider a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, or professional experience in achieving diversity for the benefit of the Company's various business development and management. The Board is to review the policy concerning diversity of Board members, and to disclose the policy or a summary of the policy in the corporate governance report, including any quantitative targets and standards and its progress with policy implementation.

During the year ended 31 March 2024, the Board had reviewed the diversity of the Board and considered the Board composition and diversity policy appropriate.

BOARD OF DIRECTORS

Responsibilities

The Board delegates the day-to-day management, administration and operation of the Group to the management. The delegated functions are reviewed by the Board periodically to ensure they remain appropriate to the needs of the Group. The Board gives clear directions to the management as to the matters that must be approved by the Board before discussions are made on behalf of the Group by the management. All the Directors carry out their duties in good faith and in compliance with applicable laws and regulations, taking decisions objectively and acting in the interests of the Company and its shareholders at all times.

董事會的組成及成員多元化政策

本公司自2013年10月11日起採納董事會成員多元化政策。政策列載董事會應按本集團業務及政策合規的要求，每年定期檢討董事會的組成及成員多元化政策，以使董事會具備適當所需技巧、經驗及多樣的觀點與角度。董事會應確保其組成人員的變動將不會帶來不適當的干擾。董事會成員應具備所需的專業、經驗及誠信，以履行其職責及效能。董事會應視乎本公司情況需要，對成員予以多元化，董事會各成員參與年內就董事候選人的提名及推薦時，可透過考慮多項因素達到，包括（但不限於）性別、年齡、文化及教育背景或專業經驗，有利於本公司各項業務的發展及管理。董事會檢討涉及董事會成員多元化的政策，於企業管治報告內披露其政策或政策摘要，包括執行政策的任何可計量目標及達標的進度。

截至2024年3月31日止年度，董事會已檢討董事會成員的多元性及認為董事會的組成及成員多元化政策合適。

董事會

職責

董事會授權管理層處理本集團的日常管理、行政和運作。獲授出的職能將由董事會定期檢討，以確保適切符合本集團的需要。就須經董事會批准的事宜，董事會會先向管理層給予清晰指示，再由管理層代表本集團作出決策。全體董事時刻均本著真誠態度履行職責，遵守適用法律及法規，並客觀地作出決定及以本公司及其股東的利益行事。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (continued)

Composition

The Board currently comprises 6 Directors, including 3 executive Directors and 3 independent non-executive Directors.

Executive Directors

Mr. Huang Liming (*Chairman*)
Mr. Ho Ying Choi
Mr. Lee Chin Ching, Cyrix

Independent Non-executive Directors

Mr. Lin Dongming
Mr. Lam Kai Yeung
Mr. Lo Chi Ho, Richard

Details of the backgrounds and qualifications of all Directors are set out in the section headed “Biographies of Directors and Senior Management” in this annual report. All Directors have given sufficient time and attention to the affairs of the Group. Each executive Director has sufficient experience, knowledge and execution ability to hold the position so as to carry out his duties effectively and efficiently.

Appointment, Re-election and Removal of Directors

The Board has assumed the responsibility to consider the appointment, re-election and removal of the directors of the Company. The Board has set up a Nomination Committee to recommend the appointment, re-election and removal of the Directors.

All executive Directors, namely, Mr. Huang Liming, Mr. Ho Ying Choi and Mr. Lee Chin Ching, Cyrix, have respectively entered into a service contract with the Company for a term of 1 to 3 years unless terminated by not less than 1 to 3 months’ notice in writing served by either party on the other. Executive Directors are subject to retirement by rotation and re-election at the annual general meeting (“AGM”) in accordance with articles of association of the Company (the “Articles”).

董事會 (續)

組成

董事會現時由6名董事組成，包括3名執行董事及3名獨立非執行董事。

執行董事

黃黎明先生 (主席)
何應財先生
李展程先生

獨立非執行董事

林東明先生
林繼陽先生
羅志豪先生

全體董事的背景及資歷詳情載於本年報「董事及高級管理層履歷」一節。全體董事均已充份付出時間及精力處理本集團事務。各執行董事均具有職位所需的充分經驗、知識及行政能力，能有效率地履行職務。

委任、重選及罷免董事

董事會負責考慮委任、重選及罷免本公司董事。董事會已成立提名委員會，就委任、重選及罷免董事提出建議。

全體執行董事（即黃黎明先生、何應財先生及李展程先生）已分別與本公司訂立服務合約，為期1至3年，除非任何一方另向另一方發出不少於1至3個月的書面通知予以終止。執行董事須根據本公司組織章程細則（「細則」）於股東週年大會（「股東週年大會」）上輪席退任及重選連任。

BOARD OF DIRECTORS (continued)

Appointment, Re-election and Removal of Directors (continued)

All the independent non-executive Directors, namely, Mr. Lam Kai Yeung, Mr. Lo Chi Ho, Richard and Mr. Lin Dongming, have respectively entered into a letter of appointment with the Company for a term of 1 to 3 years unless terminated by not less than 1 to 2 months' notice in writing served by either party on the other. The independent non-executive Directors are subject to retirement by rotation and re-election at the AGM in accordance with the Articles.

At each following AGM, one-third of the Directors are required to retire from office. Each Director shall retire from office once every 3 years. The Directors to retire in every year shall be those appointed by the Board during the year and those who have been longest in office since their last election or re-election. New Directors appointed by the Board during the year shall retire and may submit themselves for re-election at the AGM immediately following their appointments.

CONFIRMATION OF INDEPENDENCE

Each of the independent non-executive Directors has made an annual confirmation in writing of his independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers that all the independent non-executive Directors were independent during the year ended 31 March 2024.

Save as disclosed in the section headed "Biographies of Directors and Senior Management" in this annual report, there is no financial, business, family or other material/relevant relationship among the members of the Board.

董事會 (續)

委任、重選及罷免董事 (續)

全體獨立非執行董事(即林繼陽先生、羅志豪先生及林東明先生)已分別與本公司訂立委任函件，為期1至3年，除非任何一方向另一方發出不少於1至2個月的書面通知。獨立非執行董事須根據細則於股東週年大會上輪席退任及重選連任。

於每屆股東週年大會上，三分之一董事須退任。每位董事均須至少每3年退任一次。每年退任的董事須為年內獲董事會委任，且自上一次獲選或膺選連任後任期最長者。年內獲董事會委任的新董事須退任並可於緊隨彼等獲委任後的股東週年大會上提請重選連任。

獨立性確認書

各獨立非執行董事已根據GEM上市規則第5.09條書面作出年度獨立性確認，本公司認為於截至2024年3月31日止年度全體獨立非執行董事均為獨立。

除本年報「董事及高級管理層履歷」一節所披露者外，董事會成員間概無財務、業務、家庭或其他重大／相關關係。

MANAGEMENT

The daily management, administration and operation of the Company are delegated to the Chairman, the executive Directors and senior management (the “Management”). The delegated functions and assignments are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the above mentioned officers.

The overall responsibilities of the Management include considering and making decisions on implementing the Group's policy and strategies as set by the Board; strategic planning of different business and functions; closely monitoring operational and financial results in accordance with plans and budgets; putting adequate operational, planning and financial control systems in place; and managing the Group's day-to-day business.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board fulfilled the requirement of appointing at least three independent non-executive Directors and they represented at least one-third of the Board as stipulated by the GEM Listing Rules. It met requirement of having at least one of the independent non-executive Directors with appropriate professional qualifications or accounting or related financial management expertise. The independent non-executive Directors have appropriate and sufficient experience and qualification to carry out their duties so as to fully represent the interests of the shareholders of the Company.

管理層

本公司的日常管理、行政及營運已授予主席、執行董事及高級管理層（「管理層」）。獲授出的職能及工作定期進行檢討。上述高級職員於訂立任何重大交易前須取得董事會批准。

管理層的整體職責包括審議及決定實行董事會制定的本集團政策和策略；策劃不同的業務及職能；按照計劃及預算密切監察營運及財務業績；建立適當的營運、規劃和財務控制制度；及管理本集團的日常業務。

獨立非執行董事

董事會已遵守GEM上市規則的規定委任最少三名獨立非執行董事，彼等佔董事會最少三分之一，此符合須有最少一名擁有適當專業資格或會計或有關財務管理專業知識的獨立非執行董事的規定。獨立非執行董事有適當及充足的經驗及資格履行職務，以全面代表本公司股東利益。

BOARD MEETING, GENERAL MEETING AND PROCEDURES

董事會會議、股東大會及議事程序

Directors' attendance record of the Board, Committee and General Meetings during the year ended 31 March 2024 are as follows:

截至2024年3月31日止年度，董事出席董事會、委員會及股東大會之記錄如下：

		Meetings attended/eligible to attend 出席／合資格出席會議				Annual General Meeting 股東週年大會
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	
Directors:	董事：					
Executive Directors:	執行董事：					
Huang Liming	黃黎明	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Ho Ying Choi	何應財	4/4	N/A 不適用	1/1	1/1	1/1
Lee Chin Ching, Cyrix	李展程	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent Non-executive Directors:	獨立非執行董事：					
Lin Dongming	林東明	4/4	3/3	1/1	1/1	1/1
Lam Kai Yeung	林繼陽	4/4	3/3	1/1	1/1	1/1
Lo Chi Ho, Richard	羅志豪	4/4	3/3	1/1	1/1	1/1

Board members were provided with complete, adequate and timely information to allow them to fulfill their duties properly.

董事會成員獲提供完整、適當和及時的資料，以使彼等能恰當履行其職責。

Draft agenda of each Board meeting is sent to all Directors in advance. Notice of at least fourteen days is given for a regular Board meeting. For other Board and committees meetings, reasonable notice is generally given. Board papers together with all appropriate, complete and reliable information are dispatched to all Directors at least three days before each regular Board meeting to ensure that the Directors have sufficient time to review the related documents and be adequately prepared for the meeting.

各董事會會議的議程初稿會預先送交全體董事。董事會常規會議則於最少十四日前給予通知。就其他董事會及委員會會議而言，一般給予合理通知。董事會文件連同所有適當、完整及可靠的資料最少於各董事會常規會議前三天寄發予全體董事，以確保董事有足夠時間審閱相關文件，為會議作充份準備。

The company secretary of the Company is responsible to keep minutes of all Board meetings and committees meetings. Draft minutes are normally circulated to all Directors for comments within a reasonable time after each meeting and the final versions are opened for Director's inspection.

本公司之公司秘書負責保存所有董事會會議及委員會會議的會議記錄。會議記錄初稿通常於各會議後一段合理時間內供全體董事傳閱以供提出意見，而最終定稿則公開供董事查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME

All Directors, including non-executive Director and independent non-executive Directors, should keep abreast of their collective responsibilities as Directors and of the business and activities of the Group.

All Directors confirmed that they had complied with code provision C.1.4 of the Code during the year ended 31 March 2024, that all Directors had participated in continuous professional development to develop and refresh their knowledge and skills.

A summary of training received by the Directors for the year ended 31 March 2024 according to the records provided by the Directors as follows:

董事持續專業發展計劃

全體董事（包括非執行董事及獨立非執行董事）均應了解彼等作為董事的共同職責，以及本集團的業務及活動。

全體董事確認彼等於截至2024年3月31日止年度已遵守守則的守則條文第C.1.4條，彼等已參與持續專業發展，以開拓及增進彼等的知識及技能。

根據各董事提供之記錄，董事於截至2024年3月31日止年度所接受之培訓概述如下：

Directors:	董事：	Attending seminars, conferences or forums 參加研討會、會議或論壇	Reading newspapers, to obtain update relating to economy, accounting, rules, law or regulation, etc. 閱讀報章、取得經濟、會計、條例、法律或法規等最新資料	Reading materials relevant to directors' duties and responsibilities 閱讀與董事的職責及責任有關的材料
Executive Directors:	執行董事：			
Huang Liming	黃黎明	✓	✓	✓
Ho Ying Choi	何應財	✓	✓	✓
Lee Chin Ching, Cyrix	李展程	✓	✓	✓
Independent Non-executive Directors:	獨立非執行董事：			
Lin Dongming	林東明	✓	✓	✓
Lam Kai Yeung	林繼陽	✓	✓	✓
Lo Chi Ho, Richard	羅志豪	✓	✓	✓

AUDIT COMMITTEE

The Company has established an audit committee (the “Audit Committee”) with written terms of reference, available on the Company’s website, in compliance with the GEM Listing Rules. The Audit Committee is currently composed of all the independent non-executive Directors, namely, Mr. Lam Kai Yeung (chairman), Mr. Lin Dongming and Mr. Lo Chi Ho, Richard.

The Audit Committee held three meetings during the year ended 31 March 2024 and reviewed the Company’s audited annual results for the year ended 31 March 2024 and the unaudited quarterly and interim results during the year ended 31 March 2024.

The function of the Audit Committee includes the following:

- (i) Relationship with the Company’s auditors:
 - (a) to be primarily responsible for make recommendation to the Board on the appointment, reappointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal;
 - (b) to review and monitor the external auditor’s independence and objectively and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences; and
 - (c) to develop and implement policy on engaging and external auditor to supply non-audit services. For this purpose, “external auditor” includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed.

審核委員會

本公司已根據GEM上市規則成立審核委員會（「審核委員會」），並以書面列明其職權範疇，其內容可於本公司網站查閱。審核委員會現時由全體獨立非執行董事組成，即林繼陽先生（主席）、林東明先生及羅志豪先生。

截至2024年3月31日止年度，審核委員會曾舉行三次會議，並已審閱本公司截至2024年3月31日止年度的經審核年度業績以及截至2024年3月31日止年度的未經審核季度及中期業績。

審核委員會的職能包括以下各項：

- (i) 與本公司核數師的關係：
 - (a) 主要就委任、重新委任及罷免外聘核數師向董事會提出建議以及批准外聘核數師的薪酬及聘用條款，及處理任何有關核數師辭職或辭退該核數師的問題；
 - (b) 按適用基準檢討及監察外聘核數師的獨立性及核數過程的有效性。審核委員會應於審核工作開始前與核數師討論審核工作性質及範疇及有關申報責任；及
 - (c) 就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何實體，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該實體屬於該負責核數的公司的本土或國際業務的一部分的任何實體。審核委員會應就任何須採取行動或改善的事項向董事會報告並提出建議。

AUDIT COMMITTEE (continued)

(ii) Review of the Company's financial information:

(a) to monitor the integrity of the Company's financial statements and annual report and accounts, half-year report and/or quarterly reports, and to review significant financial reporting judgments contained in them before submission to the Board, focusing particularly on:

- any changes in accounting policies and practices;
- major judgmental areas;
- significant adjustments resulting from the audit;
- the going concern assumptions and any qualifications;
- compliance with accounting standards; and
- compliance with the GEM Listing Rules and legal requirements in relation to financial reporting.

(iii) Oversight of the Company's financial reporting system, risk management and internal control procedures:

(a) to review the Company's financial controls, internal control and risk management systems.

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditors for the year ended 31 March 2024. The Audit Committee has reviewed the audited financial statements of the Group for the year and recommended approval to the Board.

審核委員會(續)

(ii) 審閱本公司的財務資料：

(a) 監察本公司的財務報表、年報及賬目及半年度報告及／或季度報告的完整性，並在提交予董事會前審閱上述報表及報告所載有關財務申報的重大意見，尤其是下列事項：

- 會計政策及常規的任何更改；
- 涉及重要判斷之處；
- 因審核產生的重大調整；
- 企業持續經營的假設及任何保留意見；
- 是否遵守會計準則；及
- 是否遵守有關財務申報的GEM上市規則及法律規定。

(iii) 監管本公司的財務申報制度、風險管理及內部監控程序：

(a) 檢討公司的財務監控、內部監控及風險管理制度。

截至2024年3月31日止年度，董事會及審核委員會就甄選及委任外聘核數師事宜並無意見分歧。審核委員會已審閱本集團於本年度的經審核財務報表，並推薦董事會批准。

REMUNERATION COMMITTEE

The Company has established a remuneration committee (the “Remuneration Committee”) with written terms of reference, available on the Company’s website, in compliance with GEM Listing Rules. The Remuneration Committee is currently composed of 1 executive Directors, namely, Mr. Ho Ying Choi and 3 independent non-executive Directors, namely, Mr. Lam Kai Yeung (chairman), Mr. Lin Dongming and Mr. Lo Chi Ho, Richard.

During the year ended 31 March 2024, one Remuneration Committee meeting was held to review the remuneration package of the Directors and senior management of the Group.

The Remuneration Committee’s principal duties are the determination of specific remuneration packages of all executive Directors, including benefits in kind, pension rights and compensation payments, any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board on the remuneration of non-executive Directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities.

The Remuneration Committee meets regularly to determine the policy for the remuneration of Directors and assess the performance of executive Directors and certain senior management of the Group.

Remuneration of Directors

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualification and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company’s operating results, individual performance and comparable market statistics.

The Directors’ fees and all other emoluments paid or payable to the Directors during the year are set out on an individual and named basis in note 14 to the consolidated financial statements.

薪酬委員會

本公司已根據GEM上市規則成立薪酬委員會(「薪酬委員會」)，並以書面列明其職權範疇，其內容可於本公司網站查閱。薪酬委員會現時由1名執行董事(即何應財先生)及3名獨立非執行董事(即林繼陽先生(主席)、林東明先生及羅志豪先生)組成。

截至2024年3月31日止年度，薪酬委員會曾舉行一次薪酬委員會會議以檢討本集團董事及高級管理層之薪酬方案。

薪酬委員會的主要職責為釐定全體執行董事的具體薪酬方案，包括實物利益、退休金權利及賠償款項、離職或終止委任的任何應得賠償，以及就非執行董事的薪酬向董事會提出推薦建議。薪酬委員會考慮多項因素，例如可資比較公司所付的薪酬、時間承諾及職責。

薪酬委員會定期會面以釐定董事之薪酬政策及評估本集團執行董事及若干高級管理層的表現。

董事薪酬

本集團僱員的薪酬政策由薪酬委員會制定，以彼等的表現優劣、資歷及才幹為基礎。

本公司董事的薪酬由薪酬委員會經考慮本公司的經營業績、其個別表現及可資比較的市場統計數據後決定。

年內已付或應付董事之董事袍金及所有其他薪酬於綜合財務報表附註14內以個別基準實名載列。

CORPORATE GOVERNANCE REPORT

企業管治報告

REMUNERATION COMMITTEE (continued)

Remuneration of Senior Management

Pursuant to code provision E.1.5 of the CG Code, the remuneration of the senior management by band for the year ended 31 March 2024 is set out below:

In the band of	範圍	Number of individual 人數
Nil – HK\$1,000,000	零至1,000,000 港元	5
Over HK\$1,000,000	1,000,000 港元以上	2

Further details of the remuneration of the Directors and the 5 highest paid employees are set out in note 14 to the consolidated financial statements.

NOMINATION COMMITTEE

The Company set up a nomination committee (the “Nomination Committee”) with written terms of reference, available on the Company’s website, in compliance with the GEM Listing Rules. At the date of this annual report, the Nomination Committee consists of 4 members, of which the majority are Independent Non-executive Directors, namely, Mr. Lin Dongming (chairman), Mr. Lam Kai Yeung, Mr. Lo Chi Ho, Richard and an Executive Director, namely, Mr. Ho Ying Choi.

During the year ended 31 March 2024, one meeting of the Nomination Committee was held.

The duties of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually; making recommendations on any proposed changes to the Board to complement the Company’s corporate strategy; identifying individuals suitably qualified to become the Board members and select or make recommendations to the Board on selection of individuals nominated for directorships of the Company; assessing the independence of independent non-executive Directors; reviewing and recommending the appointment of new Directors; identifying the competences required to enable the Board to fulfill its responsibilities; and reviewing the Board Diversity Policy established for implementing diversity on the Board periodically.

薪酬委員會 (續)

高級管理層的薪酬

根據企業管治守則守則條文第E.1.5條，截至2024年3月31日止年度，高級管理層之薪酬範圍載列如下：

董事及五位最高薪酬人士之薪酬之進一步詳情載於綜合財務報表附註14。

提名委員會

本公司已根據GEM上市規則成立提名委員會（「提名委員會」），並以書面列明其職權範疇，其內容可於本公司網站查閱。於本年報日期，提名委員會由4名成員組成，大部分為獨立非執行董事（即林東明先生（主席）、林繼陽先生及羅志豪先生）及執行董事（即何應財先生）。

截至2024年3月31日止年度，提名委員會曾舉行一次會議。

提名委員會之職責包括每年檢討董事會的架構、規模及組成（包括技能、知識、經驗及多元化範疇）；配合本公司的企業策略而就董事會作出的建議變動提出推薦建議；物色合資格成為董事會成員的人士，並甄選或就提名出任本公司董事的人士向董事會提出推薦建議；評估獨立非執行董事的獨立性；檢討及建議委任新董事；識別董事會履行其職責所需的能力；及定期審核為實施董事會成員多元化而建立的董事會成員多元化政策。

COMPLIANCE COMMITTEE

The Company set up a compliance committee (the “Compliance Committee”) which is a committee under the Company’s Audit Committee and is chaired by Mr. Ho Ying Choi, an executive Director, and comprises Mr. Lau Ping Kwai, the associate director (note) of the Company, Mr. Fong Shek Hung, the associate director (note) of the Company. The Group’s legal adviser, Y.C. Lee, Pang, Kwok & Ip Solicitors, is procured to provide legal advices and to attend the committee meeting on a needed basis. For the year ended 31 March 2024, 4 meetings were held and the Group’s legal adviser had participated in 4 meeting. The minutes of the meetings were distributed to the Group’s legal adviser, Y.C. Lee, Pang, Kwok & Ip Solicitors, and the Audit Committee members for scrutiny and comment. The Compliance Committee addresses the matters concerning the compliance of law and regulations, contract terms and litigation cases of the Group.

Note: The position “associate director” is a corporate title only and not a “director” within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the GEM Listing Rules. An associate director named herein is principally responsible for (i) the supervision of property management of the Group or its staff; (ii) supervision of the Group’s administration or overall standard; and (iii) the Group’s customer relations.

AUDITOR’S REMUNERATION

For the year ended 31 March 2024, the remuneration for audit and non-audit services are summarised below:

		2024 2024年 HK\$000 千港元
Audit services	審核服務	730
Non-audit services	非審核服務	
Fee for performing review on the interim and quarter financial information of the Company	就審閱本公司中期及季度財務資料之費用	150
Internal control review	內部監控檢討	130
Agreed-upon procedures on agreement on preliminary result announcement	就初步業績公佈協議進行協定程序	20
		1,030

合規委員會

本公司已成立合規委員會（「合規委員會」），其為本公司審核委員會下的一個委員會，由執行董事何應財先生擔任主席，成員包括本公司聯席董事（附註）柳炳貴先生及本公司聯席董事（附註）方錫雄先生。本集團的法律顧問李宇祥、彭錦輝、郭威、葉澤深律師事務所已獲聘任，以為委員會提供法律意見和在需要時出席委員會會議。截至2024年3月31日止年度，合規委員會曾舉行4次會議，而本集團法律顧問出席其中4次會議。委員會的會議記錄已抄送到本集團法律顧問李宇祥、彭錦輝、郭威、葉澤深律師事務所和審核委員會委員予以審閱和提供意見，合規委員會處理的事宜包括本集團的法律和法例的合規、合約條款和訴訟案件。

附註：「聯席董事」僅為公司職位，並非香港法例第622章公司條例及GEM上市規則所指「董事」。本文提及的聯席董事主要負責(i)監察本集團或其員工的物業管理；(ii)監督本集團的行政或整體標準；及(iii)本集團的客戶關係。

核數師酬金

截至2024年3月31日止年度，審核及非審核服務的薪酬概述如下：

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' RESPONSIBILITY FOR THE PREPARATION OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the financial statements of the Group and ensure that the financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any matters uncertainly relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

INTERNAL CONTROLS

The Board acknowledges its responsibilities for the Group's internal control system and its effectiveness to ensure that the internal control measures are in place to safeguard the Group's assets and to comply with relevant regulations and best practices.

RISK MANAGEMENT

The Company improves its business and operational activities by identifying the areas of significant business risks via a regular review and taking appropriate measures to control and mitigate these risks. The management of the Company reviews all significant control policies and procedures and highlights all significant matters to the Board and Audit Committee.

COMPANY SECRETARY

The Company engages Mr. Sheung Kwong Cho ("Mr. Sheung"), representative of JPG CPA Limited, as its company secretary. His primary corporate contact person at the Company is Mr. Lee Chin Ching, Cyrix, an executive Director.

In compliance with Rule 5.15 of the GEM Listing Rules, Mr. Sheung has undertaken not less than 15 hours of relevant professional training during the year ended 31 March 2024.

董事有關編製財務報表的責任

董事知悉其負責編製本集團的財務報表，並確保有關財務報表乃根據法定規定及適用會計準則編製。董事亦確保本集團財務報表獲適時公佈。

董事確認，經作出一切合理查詢後，就彼等所知、所獲資料及所信，彼等並不知悉任何可能會對本公司持續經營能力造成重大疑慮的事件或情況的不確定因素。

內部監控

董事會明瞭須對本集團的內部監控制度及其成效負責，以確保內部監控措施能保障本集團資產，並符合相關規例及最佳常規之規定。

風險管理

本公司透過定期檢討以確定重大業務風險領域，以及採取適當措施控制和減低該等風險，從而改進其業務與營運活動。本公司管理層審閱所有重要監控政策及程序，並向董事會及審核委員會特別提出所有重大事件。

公司秘書

本公司委聘頂尖會計師事務所有限公司代表商光祖先生（「商先生」）為公司秘書。彼於本公司的首要公司聯絡人為執行董事李展程先生。

為符合GEM上市規則第5.15條，商先生於截至2024年3月31日止年度已接受不少於15個小時的相關專業培訓。

SHAREHOLDERS' RIGHT TO CONVENE EXTRAORDINARY GENERAL MEETING

Pursuant to Article 58 of the Articles, the Board may, whenever it thinks fit, convene an extraordinary general meeting ("EGM"). EGM shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the secretary for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. 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.

PROCEDURES FOR DIRECTING SHAREHOLDERS' ENQUIRIES TO THE BOARD

Shareholders and other stakeholders can make any enquiry in respect of the Company in writing to our head office at Unit J, 6/F, Kaiser Estate, Phase 2, 51 Man Yue Street, Hung Hom, Kowloon, Hong Kong.

PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

There are no provisions allowing Shareholders to move new resolutions at the general meetings under the Companies Law (Revised) of Cayman Islands. However, pursuant to the Articles, Shareholders who wish to move a resolution may by means of requisition convene an EGM following the procedures set out above.

CONSTITUTIONAL DOCUMENTS

For the year ended 31 March 2024, there is no significant change in its constitutional documents.

CONTINUOUS CORPORATE GOVERNANCE ENHANCEMENT

The Board is committed to continuous corporate governance enhancement including giving closer attention to any regulatory changes with a view to maintaining a corporate culture built on ethics and integrity and increasing the Shareholders value as a whole.

股東要求召開股東特別大會的權利

根據章程細則之細則第58條，董事會可在其認為合適時召開股東特別大會（「股東特別大會」）。股東特別大會亦須按一名或以上於遞交申請當日持有有權於股東大會投票的本公司繳足股本不少於十分之一的股東要求召開。有關要求須以書面向董事會或秘書提出，述明要求董事會召開股東特別大會以處理要求內訂明的任何事項。該大會須於作出該要求後兩個月內召開。倘於遞交要求後21日內，董事會未有召開該大會，則遞交要求人士可自行以同樣方式召開大會，而遞呈要求人士因董事會未有召開大會而產生的所有合理開支應由本公司向要求人償付。

向董事會提出股東查詢的程序

股東及其他利益相關者可以書面形式向我們的總辦事處（地址為香港九龍紅磡民裕街51號凱旋工商中心2期6樓J座）提出有關本公司的任何查詢。

股東於股東大會提呈建議的程序

根據開曼群島公司法（經修訂），概無條文批准股東於股東大會動議新決議案。然而，根據章程細則，有意動議決議案的股東可於依循上文載列的程序後按提交要求之方式召開股東特別大會。

章程文件

截至2024年3月31日止年度，本集團的章程文件概無發生重大變動。

持續提升企業管治水平

董事會承諾將持續提升企業管治水平，包括密切留意任何法規變動，旨在著重道德和誠信之企業文化，並提升股東之整體利益。