



PIONEER GLOBAL GROUP LIMITED  
建生國際集團有限公司

Stock Code 股份代號 : 00224





**PIONEER GLOBAL GROUP LIMITED**

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# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors

Rossana WANG GAW, *Chairman*  
Goodwin GAW, *Vice Chairman*  
Kenneth GAW, *Managing Director*  
Christina GAW  
Alan Kam Hung LEE

### Independent Non-executive Directors

Dr. Charles Wai Bun CHEUNG, JP  
Arnold Tin Chee IP  
Stephen TAN

## AUDIT COMMITTEE

Dr. Charles Wai Bun CHEUNG, JP, *Chairman*  
Arnold Tin Chee IP  
Stephen TAN

## REMUNERATION COMMITTEE

Arnold Tin Chee IP, *Chairman*  
Dr. Charles Wai Bun CHEUNG, JP  
Stephen TAN

## NOMINATION COMMITTEE

Rossana WANG GAW, *Chairman*  
Kenneth GAW  
Dr. Charles Wai Bun CHEUNG, JP  
Arnold Tin Chee IP  
Stephen TAN

## COMPANY SECRETARY

Clara Yuk Yee CHENG

## BANKERS

BNP Paribas  
Citibank N.A. Hong Kong  
Hang Seng Bank Limited  
Standard Chartered Bank (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation Limited

## SOLICITORS

Fangda Partners  
Mayer Brown

## AUDITOR

CHENG & CHENG LIMITED

## REGISTERED OFFICE

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10, Bermuda

## PRINCIPAL OFFICE IN HONG KONG

18th Floor  
68 Yee Wo Street  
Causeway Bay  
Hong Kong

## SHARE REGISTRAR & TRANSFER OFFICE IN BERMUDA

MUFG Fund Services (Bermuda) Limited  
4th Floor, North Cedar House  
41 Cedar Avenue  
Hamilton HM 12, Bermuda

## SHARE REGISTRARS & TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## INFORMATION

<http://www.pioneerglobalgroup.com>  
<http://www.irasia.com/listco/hk/pioneer/index.htm>  
Bloomberg: 224:HK  
Reuters: 0224.hk

# Managing Director's Report

## BUSINESS REVIEW

The past year was a difficult one for the world economy. Although growth resumed with the end of the COVID-19 pandemic, the confluence of deglobalization trends, supply chain disruptions during COVID shut-downs across the globe, “helicopter money” style monetary support from the world’s major central banks, and the shock of the Russia-Ukraine war produced a perfect storm for the highest inflation rates seen in 40 years. In order to battle runaway inflation, the US Fed reversed many years of easy monetary policy and raised interest rate at a speed that surprised most market experts. As the sudden reversal of easy monetary policy continued through Q1 2023, cracks started to show in the financial system, which led to the collapse of several regional US banks as well as Credit Suisse in Europe. It is clear that the world economy has not reached a healthy equilibrium.

Our operating environment was particularly difficult because Hong Kong and China were the last places in the world to drop COVID travel and other restrictions. During the year, Hong Kong was hit by the “fifth wave” of COVID-19 during the first and second quarters of 2022 and the Hong Kong government maintained highly restrictive travel and quarantine policies for much of the year until nearly the end of Q4 2022. After the lifting of COVID-19 restrictions, the hotel and retail sectors showed encouraging signs of recovery in Q1 2023. This was a welcome reprieve as our Regent Hotel Hong Kong soft opened after 2 years of major renovations. However, the office sector suffered falling rental rates and vacancies not seen for nearly 20 years. Even the re-opening of borders has thus far not reversed this trend. In line with the rest of the market, our investment properties portfolio has also been facing challenges, with falling rental and occupancy rates. In light of additional new office supply under construction, the challenging conditions facing the office sector in Hong Kong will likely persist for the foreseeable future.

The recovery of Thailand’s tourism industry after the lifting of COVID restrictions has been promising. During 2022, more than 11 million visitors entered Thailand, compared to only 428,000 international arrivals in all of 2021. Even though these numbers are still a far cry from the record of nearly 40 million visitors in 2019, our hotels in Bangkok and Pattaya have both swung back to profitability. In particular, Pattaya performed strongly as the leisure sector recovered ahead of business travels. The recovery has been encouraging as outbound travel from China has not started in earnest in Q1 2023. Since it is the largest source market for Thailand before COVID, the re-opening of outbound travels from China will continue to feed the strong recovery of Thailand’s hotel and tourism sector.

For the fiscal year ended 31 March 2023, the Group had revenues of HK\$238.4 million, compared to HK\$263.0 million from the same period in 2022. The drop in revenues was due mainly to the decrease in rental income from our investment properties, resulting from the challenges facing the overall office sector in Hong Kong. Operating profit for the year was HK\$157.6 million, compared to HK\$191.4 million the year before. The decline in operating profit was due to the fall in rental income mentioned above, plus higher rental agency fees and utility expenses. Share of results of associates was HK\$5.3 million, a decrease from HK\$23.3 million during the same period in 2022. This was caused by operating losses and higher interest expense of The Regent Hotel Hong Kong, despite an increase in fair value of the hotel following the substantial completion of renovations at the end of 2022, and the positive recovery of our hotels in Thailand (gain of HK\$38.8 million this year, versus a loss of HK\$11.8 million in 2022). Increase in fair value of investment properties amounted to only HK\$6.0 million, a substantial decrease compared to the gain of HK\$89.1 million for the prior fiscal year, when the office sector in Hong Kong was still resilient and valuation gains were supported by low interest rates. Change in fair value

## Managing Director's Report

in our equity holdings in investment properties (Ciro's Plaza in Shanghai and Cityplaza Three and Four in Hong Kong) also saw a loss of HK\$23.0 million (2022: profit of HK\$5.3 million). Due to the rise in interest rates, finance costs increased substantially from HK\$44.4 million (in 2022) to HK\$69.0 million for this fiscal year. As a result, the Group's net profit for the year decreased to HK\$64.4 million (2022: HK\$234.4 million), of which net profit attributable to shareholders was HK\$59.8 million (2022: HK\$211.8 million).

### Property Investments (Hong Kong and Asia)

#### *By Subsidiaries*

At the end of 31 March 2023, the occupancy rate of Pioneer Place (245,678 sq. ft.) in Kwun Tong, Hong Kong was 76%, down from 80% in March 2022. Due to a substantial supply of new office stock in the area, the East Kowloon district had been the most challenging district in Hong Kong for office leasing, with high vacancies and falling rental rates. For the fiscal year, Pioneer Place contributed rental and related revenues of HK\$44.2 million (2022: HK\$59.5 million) and a fair value increase of HK\$21.0 million (2022: no fair value increase).

As of the end of March 2023, the Group's 60% owned 68 Yee Wo Street Building (229,200 sq. ft.) in Causeway Bay, Hong Kong had an occupancy rate of 89% (31 March 2022: 86%). Despite a slight increase in occupancy, average rental rates have been dropping throughout the year. For the year ended 31 March 2023, the property had rental and related revenues of HK\$100.0 million (2022: HK\$115.1 million) and a fair value decrease of HK\$20.0 million (2022: no fair value increase).

Due to the successful completion of a major renovation of its carpark and new arrival lobby areas, the Club Lusitano Building (80,100 sq. ft.) in Central, Hong Kong was able to maintain a full occupancy rate of 100%, compared to an occupancy rate of 86% a year ago. However, average rental rates have declined along with the general office market in Hong Kong. For the fiscal year, the property contributed HK\$56.9 million (2022: HK\$57.4 million) in rental and related revenues and fair value increase of HK\$8.0 million (2022: HK\$73.6 million).

At the end of the reporting period, the 56,740 sq. ft. commercial podium of Kiu Fat Building (115 – 119 Queen's Road West) in Sai Ying Pun, Hong Kong maintained an occupancy rate of 100%, benefiting from long-term leases. For the twelve months ended 31 March 2023, the property contributed HK\$21.2 million (2022: HK\$20.6 million) in rental and related revenues and no fair value increase (2022: fair value increase of HK\$14.0 million).

#### *By Associates*

The Group has an investment in Shanghai K. Wah Centre (7.7%) in China through an associate company. As of 31 March 2023, the property maintained a healthy occupancy rate of 90% (which was a decrease from a 99% occupancy rate on 31 March 2022) and the share of associate's results recorded a profit of HK\$11.0 million (2022: HK\$15.1 million).

The Group owns an effective stake of 5.1% in three adjacent commercial buildings in Tokyo, Japan through an associate company. The three buildings are the Aoyama Building (400,594 sq. ft.), Mihashi Building (5,419 sq. ft.), and Clover Aoyama Building (9,250 sq. ft.) on Aoyama Dori on top of three subway lines. As of 31 March 2023, the three buildings had occupancy rates of 75%, 91%, and 90% (31 March

2022: 97%, 80% and 70%) respectively. Like many parts of the world, Tokyo experienced a work-from-home phenomenon during the COVID pandemic. The return to office has been slower than expected, resulting in a tough office leasing environment. During the reporting period, this investment recorded a share of associate's loss of HK\$7.4 million (2022: HK\$7.9 million). The share of associate's loss was mainly due to the devaluation of the Japanese Yen.

### ***By Equity Instruments***

The Group is part of an investment consortium that owns the Cityplaza Three (half block) and Cityplaza Four in Tai Koo Shing, Hong Kong. The two adjacent buildings have a total GFA of 792,780 sq. ft. and the Group's investment constitutes a 0.9% effective stake in the properties. As of 31 March 2023, the properties had an occupancy rate of 77% (31 March 2022: 82%). This investment recorded a fair value loss of HK\$2.2 million during the period (2022: HK\$1.4 million fair value increase).

The Group has an investment in Ciro's Plaza (4.0%) in Shanghai, China through an equity instrument. As of 31 March 2023, the property had an occupancy rate of 76% (31 March 2022: 79%) and the investment recorded a fair value loss of HK\$20.8 million (2022: HK\$3.9 million fair value increase), mostly due to currency adjustment.

### **Hotel Investments (Hong Kong and Thailand)**

The Group's investments in the hotel industry have all been made through associate companies.



Regent Hong Kong –  
Entrance



Regent Hong Kong –  
Harbour View Room



Regent Hong Kong –  
Lobby Lounge

## Managing Director's Report

The Group owns 30% in The Regent Hotel Hong Kong. The hotel (previously known as The InterContinental Hong Kong) had been closed for renovation since April 2020 and was partially soft opened as The Regent Hotel Hong Kong in December 2022, re-establishing the original name of the hotel when it was first opened in 1980s. During renovation, the only part of the hotel that remained operational had been the Yan Toh Heen Restaurant. In late December 2022, the hotel's lobby lounge, Harbourside Restaurant, and the Steak House were opened for business. The first batch of rooms (Level 4) was ready for guests by end of March 2023. The April average occupancy was 60.7% with average daily room rate of HK\$5,202. Whilst it is too early and with too few rooms for operating numbers to show, reviews from customers on the new restaurants and hotel rooms have also been very positive. For the fiscal period, the share of results from this associate recorded a loss of HK\$50.8 million (2022: gain of HK\$28.3 million) mainly due to loan interest, pre-opening expenses and operating loss. These losses are well within the reopening plans.

Due to the removal of all travel restrictions by the Thai government, the tourism industry improved substantially and our two Thai hotels both returned to profitability during the year. For the twelve months ended 31 March 2023, the Pullman Bangkok Hotel G (owned by the Group's 49.5% owned associate company) had revenues of Baht 400.7 million (HK\$91.0 million equivalent) (2022: Baht 154.5 million, HK\$36.2 million equivalent) and operating profit of Baht 113.3 million (HK\$25.7 million equivalent) (2022: loss of Baht 2.6 million, HK\$0.6 million equivalent), with an average occupancy of 55% (2022: 24%). During the same period, the Pullman Pattaya Hotel G (held by the Group through the same 49.5% owned associate that holds the

Pullman Bangkok Hotel G) had revenues of Baht 346.2 million (HK\$78.6 million equivalent) (2022: Baht 134.2 million, HK\$31.4 million equivalent) and operating profit of Baht 112.8 million (HK\$25.6 million equivalent) (2022: Baht 6.4 million, HK\$1.5 million equivalent), with an average occupancy rate of 73% (2022: 32%). The share of results of the Thai associate recorded a profit of HK\$38.8 million (2022: loss of HK\$11.8 million) during the period.

### PROSPECTS

Looking forward, challenges remain, but there are also reasons to be relatively optimistic. The drop of all COVID restrictions by the Hong Kong government at the end of Q4 2022 led to a substantial recovery of the hotel and retail sectors in the city. With China also dropping its COVID restrictions in Q1 2023, we expect that this recovery will continue to gather steam. Due to time needed for the ramp up of airline flights and time for passport renewals and visa processes, outbound travel from China is nowhere near pre-Covid levels yet. Hence, travel recovery will continue to improve across the region, including our markets in Hong Kong and Thailand. In particular, we are optimistic that The Regent Hotel Hong Kong will become a substantial contributor (after losses in the past 3 years) again when all the rooms are completed for the hotel's planned grand opening in Q4 of this year.

On the other hand, office sectors across our markets will continue to be challenging. In particular, Hong Kong is facing the highest office vacancies in decades, with many international corporations still freezing or cutting back operations in the city. In addition, there are still substantial new supply coming up in the pipeline. Until Chinese corporates return to expansion mode, the office market here will continue to face an uphill battle.

While interest rates are probably close to the peak in this cycle, global inflation remains elevated. With the surprisingly strong performance of US equities, the market seems to be shrugging off the regional US banking crisis and the collapse of Credit Suisse. Hence, unless there is a new crisis or serious recession, it is expected that interest rates will stay high, even if rates have peaked. This will continue to put pressure on the global economy.

### FINANCIAL REVIEW

#### Liquidity and Financial Resources

The Group continued to enjoy a healthy financial position. As at 31 March 2023, the Group had cash and bank balances amounting to HK\$262.8 million (31 March 2022: HK\$227.3 million) together with an undrawn standby banking facility of HK\$50.0 million (31 March 2022: HK\$50.0 million).

As at 31 March 2023, the total bank borrowings of the Group were HK\$2,281.0 million (31 March 2022: HK\$2,281.0 million). The bank loan of Club Lusitano Building of HK\$263.5 million will be re-financed in September 2023 and the bank loan of Kiu Fat Building of HK\$400.0 million will be re-financed in February 2024. The Group's total debts to total assets ratio was 20.5% (31 March 2022: 20.5%) and net debt to total assets ratio was 18.1% (31 March 2022: 18.4%).

There is no foreign currency risk to the Group's financial liabilities as they are all denominated in Hong Kong dollars. However, the Group has investments in associates operating in Thailand, China and Japan with carrying amounts of HK\$356.4 million, HK\$219.8 million and HK\$110.7 million equivalents respectively as at 31 March 2023 (31 March 2022: HK\$324.3 million, HK\$241.1 million and HK\$121.6 million equivalents respectively). The management will closely monitor the currency market and take any necessary measures to reduce the exposure.

#### Pledge of Assets

At the year-end date, investment properties with a carrying value of HK\$7,825.1 million (31 March 2022: HK\$7,814.1 million) were pledged to secure bank loan facilities to the extent of HK\$2,281.0 million (31 March 2022: HK\$2,281.0 million) of which all facilities have been fully utilized.

#### Contingent Liabilities

As at 31 March 2023, the Group had guarantees of HK\$1,879.8 million (31 March 2022: HK\$1,879.8 million) given to a bank in respect of banking facilities utilised by subsidiaries.

#### Kenneth Gaw

*Managing Director*

Hong Kong, 29 June 2023

# Directors' Report

The Directors are pleased to present their report together with the audited financial statements of the Group for the year ended 31 March 2023.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the activities of its principal subsidiaries and associated companies are shown in notes 30 and 31 to the financial statements. An analysis of the Group's revenue and contribution to results by principal activity of operations is set out in note 3 to the financial statements.

## RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2023 are set out in the consolidated statement of profit or loss on page 41.

No interim dividend had been paid for the year ended 31 March 2023.

The Board of Directors recommends the payment of a final dividend of HK1.5 cents (2022: HK2.0 cents) per share for the year ended 31 March 2023, payable on 19 October 2023 to all persons registered as shareholders on 29 September 2023. The transfer of books and register of members of the Company will be closed from 26 September 2023 to 29 September 2023, both days inclusive, during which period no transfer of shares will be effected. Payment of the final dividend is conditional upon the passing of an ordinary resolution at the forthcoming annual general meeting.

In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 25 September 2023.

## SHARE CAPITAL

There was no movement in the share capital of the Company during the financial year.

## DISTRIBUTABLE RESERVES

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of a company is available for distribution. However, the company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after payment be, unable to pay its liabilities as they become due; or
- (b) the realizable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium.

The reserves of the Company available for distribution to shareholders as at 31 March 2023, including contributed surplus and retained earnings amounted to HK\$1,258,559,000 (2022: HK\$1,197,683,000).

Details of movements in reserves are set out in note 28 to the financial statements.

## GROUP FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five financial years is set out on page 126.

## PROPERTY, PLANT & EQUIPMENT

Details of movements in property, plant & equipment are set out in note 14 to the financial statements.

## MAJOR SUBSIDIARIES

Details of the major subsidiaries as at 31 March 2023 are set out in note 30 to the financial statements.

## LOANS AND BORROWINGS

Details of loans and borrowings are set out in note 19 to the financial statements.

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2023, the Group's five largest customers together accounted for about 33% (2022: 33%) of the Group's total revenue and the largest customer accounted for about 12% (2022: 11%) of the Group's total revenue while the Group's five largest suppliers accounted for less than 30% (2022: less than 30%) of the Group's purchases.

None of the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors own more than 5% of the issued share capital) had an interest in any of the Group's five largest customers or suppliers.

### DIRECTORS

The Directors in office during the financial year and up to the date of this report were:

#### **Executive Directors**

Rossana WANG GAW  
Goodwin GAW  
Kenneth GAW  
Christina GAW  
Alan Kam Hung LEE

#### **Independent Non-executive Directors**

Dr. Charles Wai Bun CHEUNG, JP  
Arnold Tin Chee IP  
Stephen TAN

In accordance with the Bye-Laws 82 & 83, Mr. Goodwin Gaw and Mr. Kenneth Gaw will retire by rotation, and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

## DISCLOSURE OF DIRECTORS' INTERESTS

As at 31 March 2023, the following Directors of the Company were interested, or were deemed to be interested in the following long and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) adopted by the Company to be notified to the Company and the Stock Exchange.

### Long Position in Shares of the Company

Name of director	Number of ordinary shares					Total	%
	Interests held			Others	Total		
	Personal Interests	by controlled corporation	Interests held by family trust				
Rossana Wang Gaw	100,000	312,814,946 <sup>1</sup>	215,768,260 <sup>2</sup>	–	528,683,206	45.81	
Kenneth Gaw	61,418,428	12,725,857 <sup>3</sup>	41,305,864 <sup>4</sup>	–	115,450,149	10.00	
Christina Gaw	–	19,699,216 <sup>5</sup>	–	–	19,699,216	1.71	
Stephen Tan	–	4,136,754 <sup>6</sup>	–	504,658 <sup>7</sup>	4,641,412	0.40	

1 Mrs. Rossana Wang Gaw owns the entire issued share capital of Forward Investments Inc. and Vitality Holdings Limited, which were beneficially interested in 283,200,215 and 29,614,731 shares respectively.

2 Family trust of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 215,768,260 shares.

3 Mr. Kenneth Gaw owns the entire issued share capital of Top Elite Company Limited, which was beneficially interested in 12,725,857 shares.

4 Family trust of which Mr. Kenneth Gaw is the sole beneficiary held an aggregate of 41,305,864 shares.

5 Ms. Christina Gaw owns the entire issued share capital of Eternity Rich Investments Limited, which was beneficially interested in 19,699,216 shares.

6 Mr. Stephen Tan and his spouse together own 2.88% issued share capital of Bangkok Mercantile (Hong Kong) Company Limited (“Bangkok Mercantile”), besides, Mr. Stephen Tan and his brother jointly own 0.52% of Bangkok Mercantile which was beneficially interested in 4,136,754 shares. Mr. Stephen Tan is the Chairman of Bangkok Mercantile and its directors are accustomed to act in accordance with the direction of Mr. Stephen Tan.

7 Mr. Stephen Tan is one of the trustees and administrators of his father’s residuary estate which was beneficially interested in 504,658 shares.

## Directors' Report

### Long Position in Shares of Associated Corporations

Name of company	Name of director	Number of ordinary shares held by controlled corporation	%
Pioneer Hospitality Siam (GBR) Limited	Rossana Wang Gaw	30,300,000*	50.5
Pioneer Hospitality Siam (GBR) Limited	Kenneth Gaw	30,300,000*	50.5
Keencity Properties Limited	Rossana Wang Gaw	5,019,205*	50.5
Keencity Properties Limited	Kenneth Gaw	5,019,205*	50.5

\* Interested by Mrs. Rossana Wang Gaw and Mr. Kenneth Gaw represented the same interests and were therefore duplicated amongst these two directors for the purpose of the SFO.

Save as disclosed above, as at 31 March 2023, none of the Directors of the Company were interested, or were deemed to be interested in the long and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code adopted by the Company to be notified to the Company and the Stock Exchange.

### DISCLOSURE OF SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 March 2023, so far as the Directors were aware, the following persons (other than a director or chief executive of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

Name of shareholder	Number of ordinary shares	%
Asset-Plus Investments Ltd.	115,351,866	9.99
Forward Investments Inc.	283,200,215 <sup>1</sup>	24.54
Intercontinental Enterprises Corp.	215,768,260 <sup>2</sup>	18.70
Prosperous Island Limited	97,324,936	8.43

1 Forward Investments Inc. of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 283,200,215 shares, which duplicated to those disclosed in "Long Position in Shares of the Company".

2 Family trust of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 215,768,260 shares, which duplicated to those disclosed in "Long Position in Shares of the Company".

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

### **BUSINESS REVIEW**

A fair review of the business of the Group, including description of the possible risks and uncertainties that the Group may be facing, the important events of the Group and its future prospect of the Group is set out in the “Managing Director’s Report” of the annual report.

An analysis of the Group’s performance for the reporting year using financial key performance indicator and the financial risk management are set out on page 126 and in note 27 to the financial statements respectively.

### **ENVIRONMENTAL POLICIES AND PERFORMANCE**

The Group adheres to environmental sustainability from office throughout the property portfolio. As a responsible corporation, we strive to ensure minimal environmental impacts by carefully managing our energy consumption, water usage, property design and waste production.

At office level, the Company participated in the Green Office Awards Labelling Scheme organized by World Green Organization to implement green initiatives and encourage staff to join environmental related training. At rental property level, we advocated e-bill and e-receipt to our tenants and actively launched various energy savings and waste recycling programmes.

More details of the environmental policies and performance of the Company will be published separately in the environmental, social and governance report (“ESG Report”). The ESG Report can be assessed under the section “ESG Reports” at the Company’s website ([www.pioneerglobalgroup.com](http://www.pioneerglobalgroup.com) or [www.irasia.com/listco/hk/pioneer/index.htm](http://www.irasia.com/listco/hk/pioneer/index.htm)).

### **COMPLIANCE TO LAWS AND REGULATIONS**

The Board paid attention to the Group’s policies and practices on compliance with legal and regulatory requirements. External compliance and legal advisors are engaged to ensure transactions and business performed by the Group are within the applicable laws framework. Updates on applicable laws, rules and regulations are brought to the attention of relevant employees and operation units from time to time.

### KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

#### (a) Employees

The Company recognizes the value of employee involvement in effective communications and the need for their contribution to decision making on matters affecting their jobs. The employment policies of the Company embody the principles of equal opportunity and are tailored to meet the needs of the Company and the areas in which it operates. This includes suitable procedures to support the Company's policy that individuals should not be discriminated against on the basis of race, disability, age, gender, sexuality or religion and that they should be considered for employment and subsequent training, career development and promotion on the basis of their aptitudes and abilities.

#### (b) Customers

Tenants are the Group's main customers. We endeavor to maintain a close and lasting relationship with them and pursue their satisfaction. The tenants can contact our asset management team directly via telephone and emails as and when needed. We also pay attention to the tenant's dissatisfaction and put the best effort to respond instantly to the problem and complaint submitted by the tenants.

#### (c) Suppliers

The Group seeks to develop long-standing and maintains good relationship with our key suppliers. We select our suppliers prudently and assess them based on criteria such as track record, experience, reputation and history of meeting our standards. We also discussed with the suppliers on areas of improvement so as to increase efficiency and foster long-term business benefits.

### EMOLUMENT POLICY

As at 31 March 2023, the number of salaried staff at the holding company level was 17 (2022: 18). The Group ensures that its employees' remuneration packages are competitive. Employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system. The emoluments of the directors of the Company are determined with reference to his/her position, duties and responsibilities, remuneration policy of the Company and the prevailing market conditions. All the employees in Hong Kong are entitled to join the defined contribution mandatory provident fund retirement benefits scheme under the Mandatory Provident Fund Scheme Ordinance.

### DONATIONS

Charitable and other donations made by the Group during the financial year amounted to approximately HK\$748,000 (2022: HK\$336,000).

### **DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES**

As at 31 March 2023, there were no outstanding options to subscribe for the shares of the Company. There were no other arrangements to which the Company or any of its subsidiaries was a party to enable the directors of the Company to acquire benefits by means of the acquisition of shares, or debentures of the Company or any other body corporate.

### **DIRECTORS' SERVICE CONTRACTS**

No Director, including those proposed for re-election at the forthcoming annual general meeting, has a service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation other than statutory compensation.

### **INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE**

Save as disclosed under "Connected Transactions" and in note 26 to the financial statements, no Director or an entity connected with a Director, a controlling shareholder or any of its subsidiaries, has a material beneficial interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries is a party during the financial year.

### **MANAGEMENT CONTRACTS**

No contracts concerning the management and administration of the whole or any substantial part of any business of the Company or its subsidiaries were entered into or existed during the financial year.

### **PERMITTED INDEMNITY PROVISION**

The Company's Bye-laws provides that all directors or other officers of the Company shall be entitled to be indemnified out of the Company's fund against all losses or liabilities which he or she may incur or sustain in or about the execution of the duties of his or her office or otherwise in relation thereto. In addition, the Company has maintained appropriate directors' and officers' liability insurance throughout the financial year, which provides appropriate cover for certain legal actions brought against its directors and officers.

### **PRE-EMPTIVE RIGHTS**

No pre-emptive rights exist in Bermuda, the jurisdiction in which the Company was incorporated.

### **PUBLIC FLOAT**

Based on the information that is publicly available to the Company and within the knowledge of the Directors at the date of the annual report, there was a sufficient public float of the Company.

### CORPORATE GOVERNANCE

Principal corporate governance practices as adopted by the Company are set out in the Corporate Governance Report on pages 22 to 34.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the financial year, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the shares of the Company.

### COMPETING INTERESTS

None of the Directors had, either directly or indirectly, an interest in a business which significantly competes or may compete with the business of the Group.

### CONNECTED TRANSACTIONS

#### Continuing Connected Transactions

On 8 May 2019, Treasure Spot Investments Limited ("Treasure Spot"), a non-wholly owned subsidiary of the Company, as the landlord, entered into the lease agreements (the "2019 Lease Agreements") for rental income with Gaw Capital Advisors Limited ("GCAL") and Gaw Capital Asset Management (HK) Limited ("GCAM"), as the tenants, pursuant to which Treasure Spot agreed to lease the partial of 18th and 19th Floors, 68 Yee Wo Street, Causeway Bay, Hong Kong (the "First Property") at HK\$811,776 per calendar month, and a unit on 10th Floor, 68 Yee Wo Street, Hong Kong (the "Second Property") at HK\$151,720 per calendar month to GCAL and GCAM, respectively, for a term of 3 years from 1 July 2019 to 30 June 2022. On 20 May 2022, Treasure Spot entered into the new lease agreements with GCAL and GCAM to renew the 2019 Lease Agreements for a new term of 3 years from 1 July 2022 to 30 June 2025 (the "New Lease Agreements"). Pursuant to the New Lease Agreements, Treasure Spot agreed to lease the First Property at HK\$676,480 per calendar month, the Second Property at HK\$132,755 per calendar month to GCAL and GCAM, respectively.

On 14 January 2021, Treasure Spot entered into another lease agreement with GCAM pursuant to which Treasure Spot agreed to lease Unit 1505, 15th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong at HK\$127,908 per calendar month to GCAM, for a term of 3 years from 1 March 2021 to 29 February 2024.

The ultimate beneficial owners of GCAL and GCAM include Mr. Goodwin Gaw, Mr. Kenneth Gaw and Ms. Christina Gaw, who are Executive Directors, and are therefore connected persons of the Company under the Listing Rules.

The Independent Non-executive Directors have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance to the agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Board confirmed that the Auditor has issued its unqualified independent assurance report on 29 June 2023 containing its findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules.

### RELATED PARTY TRANSACTIONS

Details of the related party transactions are set out in note 26 to the financial statements. None of these related party transactions constitutes a connected transaction, except for those described under "Connected Transactions", in respect of which the disclosure requirements in accordance with Chapter 14A of the Listing Rules have been complied with.

### AUDITOR

The financial statements for the year ended 31 March 2023 have been audited by CHENG & CHENG LIMITED who will retire and being eligible offer itself for re-appointment. A resolution for the re-appointment of CHENG & CHENG LIMITED as auditor of the Company will be proposed at the forthcoming annual general meeting.

On Behalf of the Board

**Rossana Wang Gaw**

*Chairman*

Hong Kong, 29 June 2023

# Biographical Details of Directors

## EXECUTIVE DIRECTORS

### **Mrs. Rossana WANG GAW (Chairman)**

Aged 77, was appointed to the Board in 1980 and has been Chairman of the Group since February 1999. She is responsible for the management of the real estate sector in the Group. Mrs. Gaw has 8 years of experience in the garment manufacturing industry and over 35 years of experience in real estate investments and hotels business. Mrs. Gaw is a graduate of the University of California, Berkeley, and holds a Degree in Business Administration. She is the mother of Mr. Goodwin Gaw, Mr. Kenneth Gaw and Ms. Christina Gaw.

### **Mr. Goodwin GAW (Vice Chairman)**

Aged 54, was appointed to the Board in 1994 and became Vice Chairman of the Group in August 1996. He is the Chairman of Gaw Capital Partners, a global real estate private equity firm. He is also the President of Downtown Properties Holdings, a private real estate investment company with commercial properties interest in the United States. Mr. Gaw graduated with a Bachelor of Science Degree in Civil Engineering from the University of Pennsylvania, a Finance Degree from Wharton Business School and a Master of Science Degree in Construction Management from Stanford University. He is the son of Mrs. Rossana Wang Gaw, and the brother of Mr. Kenneth Gaw and Ms. Christina Gaw.

### **Mr. Kenneth GAW (Managing Director)**

Aged 52, was appointed to the Board in 1994 and became Managing Director of the Group in February 1999. He holds directorship at Hong Kong-Thailand Business Council. He was previously a director of Dusit Thani Public Company Limited until 2018, a director of Home Inns Hotels and Management Inc until 2016, a director of Siam Food Products Public Company Limited until 2006 and a director and Deputy Chairman of Wah Kwong Shipping Holdings Limited until 2000. Mr. Gaw co-founded Gaw Capital Partners, a global real estate private equity firm, in July 2005 and serves as its President and Managing Principal. He graduated with a Bachelor of Science Degree in Applied Mathematics and Economics from Brown University (Magna Cum Laude). Before joining the Group, Mr. Gaw worked in the structured finance group at Goldman, Sachs & Co. in New York and in corporate finance with Goldman Sachs (Asia) LLC in Hong Kong. He is the son of Mrs. Rossana Wang Gaw, and the brother of Mr. Goodwin Gaw and Ms. Christina Gaw.

### **Ms. Christina GAW**

Aged 50, Christina Gaw was appointed to the Board in 2014. She also serves as an Independent Non-executive Director, a Member of the Finance & General Committee and the Sustainability Committee of CLP Holdings Limited. She is the Managing Principal and Global Head of Capital Markets, Co-Chair of Alternative Investments of Gaw Capital Partners. She works closely with limited partners relating to capital raising and new product developments. Since 2005, Gaw Capital Partners is a real estate private equity firm and has raised six commingled funds in Asia, three US funds, one Vietnam fund, two hospitality funds and one growth equity fund alongside other global separate account mandates within the real estate space. Ms. Gaw was named Global PERE's Rainmaker 30 and one of the Top 10 PERE's Women of Influence in 2021. Prior to joining Gaw Capital Partners, Ms. Gaw worked at Goldman Sachs (Asia) LLC for almost 9 years and UBS for 6 years as Managing Director with responsibilities as Head of Asian Regional Sales and latest capacity as Head of APAC Capital Introduction team within Prime Brokerage. Christina is also active in community and educational sector capacity work in Hong Kong. She is currently a member of the Listing Committee of The Stock Exchange of Hong Kong Limited, an honorary advisor of Hong Kong PropTech Association, a board member of InspiringHK Sports Foundation and an advisor of Teach for Hong Kong and Time Auction, finance committee member and board member of Hong Kong International School, board member of Stellart International School of Arts, executive committee vice chairwoman of St. Paul's Co-educational College Alumni Association, corporate member of the Cheltenham Ladies College UK, school supervisor for TWGHs S. C. Gaw Memorial College and the council member of Lingnan University, Hong Kong. She has also served as the board member of The Women's Foundation for over 10 years from 2009 to 2019 and the board treasurer of The Hong Kong Ballet Group from 2010 to 2017. Christina received her B.S in Business Administration from the University of San Francisco, California. Ms. Gaw is the daughter of Mrs. Rossana Wang Gaw, and the sister of Mr. Goodwin Gaw and Mr. Kenneth Gaw.

### **Mr. Alan Kam Hung LEE**

Aged 67, was appointed to the Board in 2013 and has been the Chief Financial Officer of the Group since 2000. He is also the Chief Operating Officer, Managing Director and Principal of Gaw Capital Partners, a global real estate private equity firm. Mr. Lee graduated with a Bachelor of Science Degree in Civil Engineering from Imperial College London, a Master of Science Degree in Engineering from the University of Hong Kong and a Master of Business Administration Degree from the University of Toronto. He is a Chartered Professional Accountant (Canada) and a fellow member of the Hong Kong Institute of Certified Public Accountants.

## Biographical Details of Directors

### INDEPENDENT NON-EXECUTIVE DIRECTORS

#### **Dr. Charles Wai Bun CHEUNG, JP**

Aged 86, was appointed to the Board in 1986. He is the Chairman of the Audit Committee of the Company. Dr. Cheung holds an Honorary Doctor's Degree, a Master's Degree in Business Administration and a Bachelor of Science Degree. He has over 40 years of experience in the senior management of companies in various industries including over 30 years of experience of banking business in senior management positions. Dr. Cheung is director and Vice Chairman of the Executive Committee of Metropolitan Bank (China) Ltd. PRC. He was formerly a director and director general of Audit Committee of China Resources Bank of Zhuhai Co. Ltd. and also an independent non-executive director and Chairman of Audit Committee of Shanghai Electric Group Company Limited. He is an independent non-executive director and Chairman of Audit Committee of Modern Dental Group Limited and a non-executive director of Galaxy Entertainment Group Limited of which are listed on the main board of the Stock Exchange. He is an independent non-executive director of Jiayuan International Group Limited (In Liquidation) ("Jiayuan") immediately before the winding up order which was granted against Jiayuan on 2 May 2023. He will retire as an independent non-executive director and Chairman of Remuneration Committee of Universal Technologies Holdings Limited on 30 June 2023. He is a council member of The Hong Kong Institute of Directors and the advisor of the Institute of ESG & Benchmark. Dr. Cheung was formerly an independent non-executive director of Fullsun International Holdings Group Co., Limited which is listed on the main board of the Stock Exchange and was formerly an independent non-executive director and Chairman of Nomination Committee of Yin He Holdings Limited (formerly Zebra Strategic Holdings Limited) which was listed on GEM board of the Stock Exchange. He was formerly an Executive Deputy Chairman and Group Chief Executive of Mission Hills Group and Visiting Professor of School of Business of Nanjing University, China. He is Special Advisor to the President of University of Victoria B.C. Canada. He is a former director and advisor of Tung Wah Group of Hospitals, a former member of Hospital Governing Committee of both Kowloon Hospital and Hong Kong Eye Hospital and a former member of the Regional Advisory Committee of Kowloon of Hong Kong Hospital Authority. He was awarded the Directors of the year Awards 2002 of Listed Company Non-executive Director. Dr. Cheung was elected Outstanding Director Award by the Chartered Association of Directors, Outstanding Management Award by Chartered Management Association and Outstanding CEO Award by the Asia Pacific CEO Association in December 2010.

### **Mr. Arnold Tin Chee IP**

Aged 60, was appointed to the Board in 1999. He is the Chairman of the Remuneration Committee of the Company. Mr. Ip is a graduate of Trinity College, Cambridge University. Mr. Ip is chairman of Altus Holdings Limited, a company listed on the GEM board of the Stock Exchange, which focuses on providing corporate finance services to listed and unlisted companies in Hong Kong, and property investment. He is an independent non-executive director of Sam Woo Construction Group Limited, a company listed on the main board of the Stock Exchange; and an independent non-executive director of SV Vision Limited (formerly known as Icicle Group Holdings Limited), a company listed on the GEM board of the Stock Exchange. He was an independent non-executive director of Pak Fah Yeow International Limited, a company listed on the main board of the Stock Exchange until September 2022. He was the chairman of Japan Residential Assets Manager Limited, manager of Saizen REIT which was listed in Singapore until it subsequently delisted in 2017. Between 1989 and March 1997, Mr. Ip worked for Standard Chartered Asia Limited and was a director of Yuanta Securities (Hong Kong) Limited thereafter until January 2001, specializing in a range of corporate finance and advisory activities for companies based in Hong Kong and China. From 1984 to 1988, he worked at Arthur Andersen & Co in London specializing in taxation and qualified as a Chartered Accountant in 1988.

### **Mr. Stephen TAN**

Aged 69, was appointed to the Board in 2007. He was educated in the United States and holds a Bachelor's Degree in Business Administration at Rutgers University, and a Master's Degree in Business Administration at St. John's University. Mr. Tan is currently an executive director of Asia Financial Holdings Limited and was appointed as an independent non-executive director of China Motor Bus Company, Limited and Keck Seng Investments (Hong Kong) Limited in April 2014 and June 2019 respectively, and all of which are listed on the main board of the Stock Exchange. He also sits on the boards of Bank Consortium Trust Company Limited, Hong Kong Life Insurance Limited and AFH Charitable Foundation Limited. Mr. Tan serves as the Honorary President of the Federation of Hong Kong Shantou Community Organizations, the Managing Director of Hong Kong Chiu Chow Chamber of Commerce Limited, a member of the Board of Governors of Hong Kong Sinfonietta Limited and the Chairman of Bangkok Mercantile (Hong Kong) Company Limited. He is a Standing Committee Member of the Chinese General Chamber of Commerce, the Incumbent Honorary President of Chiu Yang Residents Association of Hong Kong Limited, the Supervisor of Chiu Yang Por Yen Primary School and the Manager of Chiu Yang Primary School of Hong Kong. Mr. Tan is also a voting member of Tung Wah Group of Hospitals Advisory Board and a charter member of the Rotary Club of The Peak.

# Corporate Governance Report

## CORPORATE GOVERNANCE PRACTICES

Good corporate governance provides a framework that is essential for effective management, healthy corporate culture, successful business growth and better shareholders' value. The Group's corporate governance practices emphasize a well-balanced quality Board, effective risk management and internal control and accountability to shareholders. The Company has adopted the principles and the Corporate Governance Code (the "CG Code") set out in Part 2 of Appendix 14 of the Listing Rules. The Company has complied with all the code provisions set out in the CG Code throughout the year under review.

## PURPOSE, VALUES AND STRATEGY

The Group aims to generate attractive returns to the Shareholders by investing in real estates assets. Operating with integrity, social responsibility and environmental sustainability are the Group's guiding principles. To this end, the Group upholds high probity standards, ethical and anti-corruption business practices, and embraces green property management to minimize the environmental footprint.

The Board has been adopting a strategy to focus on the long term sustainable returns instead of short term gains. This also enables the Group to fulfill its social responsibility and environmental sustainability obligations.

## THE BOARD OF DIRECTORS

### Responsibilities of the Board

The Company is headed by an effective Board which is accountable to shareholders for the long-term performance and interests of the Company. The Board is responsible for directing business affairs of the Group which include determining the corporate objectives and business strategies, setting appropriate policies to manage risks and performing the corporate governance function. On the other hand, the Board delegated the management with the day to day running and operational matters of the Group and the management is held accountable for the performance of the Company.

Regarding the corporate governance duties, the Board as a whole is responsible for developing and reviewing the policies and practices on corporate governance and the legal and regulatory compliance; reviewing and monitoring the code of conduct and ethical behavior applicable to the Directors and employee; reviewing and monitoring the training and continuous professional development of Directors; and reviewing the Company's compliance with the CG Code and disclosure in the corporate governance report.

During the year under review, the Board has reviewed the corporate governance practices of the Company and the disclosure in this corporate governance report. It also monitored the training and continuous professional development of Directors regularly.

Decisions on important matters, including those affect the Group's strategic policies, annual and interim results, material transactions and funding exercises are reserved to the Board whereas the Group's general operations decisions are reserved to the management. The respective functions to the Board and the management have been formalized and set out in writing and are reviewed annually to ensure that they remain appropriate to the Company.

### **Composition of the Board**

The Board currently comprises eight Directors, including five Executive Directors and three Independent Non-executive Directors. The number of Independent Non-executive Directors in the Company represents more than one-third of the Board, which satisfied the requirement under Rule 3.10(A) of the Listing Rules. The biographical details of the Directors including their names, positions and relationships are set out on pages 18 to 21. In particular, Mrs. Rossana Wang Gaw (Chairman) is the mother of Mr. Goodwin Gaw (Vice Chairman), Mr. Kenneth Gaw (Managing Director) and Ms. Christina Gaw (Executive Director). Save as aforesaid, none of the members of the Board is related to one another.

The Company has maintained on its website and that of Stock Exchange an updated list of Directors identifying their roles and functions and disclosed the names of Directors, including those Independent Non-executive Directors, in all corporate communications.

### **Chairman and Managing Director**

The roles of the Chairman and the Managing Director of the Company are separate to reinforce their respective independence and accountability.

The Chairman provides leadership to and oversees the effective functioning of the Board with good corporate governance practices. The Chairman should encourage all directors to make positive contribution to and act in the best interest of the Company. With the support of the senior management, the Chairman ensures that all Directors receive adequate, complete and reliable information, and are properly briefed on issues arising at Board meetings and that all key and appropriate issues are discussed by the Board in a timely manner. The Chairman should also create an environment that promotes constructive discussion among Board members and effective communication with shareholders.

The Managing Director heads the management and focuses on implementing objectives, policies and strategies approved and delegated by the Board. He has the executive responsibilities over the Company's day-to-day management and operation.

During the year under review, the Chairman of the Company is Mrs. Rossana Wang Gaw and the Managing Director is Mr. Kenneth Gaw.

### **Independent Non-executive Director**

Each Independent Non-executive Director is appointed for a term of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company (the “AGM”) in accordance with the provisions of the Bye-Laws. The Independent Non-executive Directors possess appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. Their active participation in the Board and committee meetings brings an independent and constructive view on issues such as, strategy, policy, performance, accountability, resources, key appointments and standards of conduct; helps to scrutinize the Company’s performance in achieving agreed corporate goals and objectives, and monitors performance reporting as well as protects the minority interests.

The Company has received in writing the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the Independent Non-executive Directors and considers them to be independent of the management and free of any relationship that could materially interfere with the exercise of their independent judgment.

Any re-appointment of an Independent Non-executive Director who has served the Board for more than nine years will be subject to a separate resolution to be approved by shareholders. Reasons will be given in the circular to shareholders to explain why the Board believes those Independent Non-executive Directors are still independent and should be re-elected.

If an Independent Non-executive Director will be holding his seventh (or more) listed company directorship, the Board will explain in the circular why he will still be able to devote sufficient time to the Board.

All the existing Independent Non-executive Directors have served the Board for more than nine years. Pursuant to Code Provision B.2.4(b) of the CG Code, the Company should appoint a new Independent Non-executive Director on the Board at the forthcoming AGM. Accordingly, Mr. Kin Chan will be proposed at the forthcoming AGM to be appointed as an additional Independent Non-executive Director with effect from the conclusion of the AGM. The profile of Mr. Kin Chan is set out in the circular convening the forthcoming AGM of the Company.

### **Directors and Officers Liability Insurance**

Appropriate insurance cover on directors’ and officers’ liabilities has been in force to protect the Directors and officers of the Group from their risk exposure arising from the business of the Group. The insurance coverage is reviewed and renewed on annual basis.

### Board Meetings and Procedures

The Board meets regularly, and at least four times a year, to review the business development and discuss any matters arising from corporate governance, risk management, accounting and financing. Additional meetings will be held upon the request of the members when they think necessary. Every Director is entitled to have full access to information on the Group and may, in appropriate circumstances, take independent professional advice at the Company's expense.

In respect of regular Board meetings, at least 14 days' notice is normally given to all Directors and all Directors can include matters for discussion in the agenda if necessary. Agenda and accompanying Board papers in respect of regular Board meetings are sent out in full to all Directors within reasonable time before the Board meetings, which enable the Board to make an informed decision on the matters. Draft minutes of every Board meeting are circulated to all Directors for their comment within a reasonable time after the Board meeting is held. All the minutes are kept by the Company Secretary and available for inspection by any Director.

All Directors, including the Independent Non-executive Directors, have devoted a reasonable amount of time and effort to the business affairs of the Company. The decisions made are collective decisions of all Directors after thorough discussion at the Board meetings. According to the current Board practices, any material transaction, which involves a conflict of interest for a substantial shareholder or a director, will be considered and dealt with by the Board at a duly convened Board meeting and the director concerned will abstain from voting.

During the financial year, four Board meetings and the 2022 AGM were held. The composition of the Board and attendance record of each Director at these meetings are set out below:

<b>Directors</b>	<b>Number of Board Meeting attended</b>	<b>Number of General Meeting attended</b>
<b>Executive Directors</b>		
Rossana Wang Gaw ( <i>Chairman</i> )	4/4	1/1
Goodwin Gaw ( <i>Vice Chairman</i> )	3/4	1/1
Kenneth Gaw ( <i>Managing Director</i> )	4/4	1/1
Christina Gaw	3/4	1/1
Alan Kam Hung Lee	4/4	1/1
<b>Independent Non-executive Directors</b>		
Dr. Charles Wai Bun Cheung, JP	4/4	1/1
Arnold Tin Chee Ip	4/4	1/1
Stephan Tan	4/4	1/1

### Directors' Induction and Training

On appointment to the Board, each newly appointed director receives a comprehensive induction package covering policies and procedures of the Company as well as the general, statutory and regulatory obligations of being a director to ensure that he is sufficiently aware of his responsibilities under the Listing Rules and other relevant regulatory requirements.

All Board members are encouraged to update their knowledge of and familiarity with the business environment related to the Group through active participation at Board meetings and enrolling in a wide range of professional development courses and seminars relating to the Listing Rules, Companies Ordinance, corporate governance practices and professional skills at the Company's expense. The Company provides Directors with regular updates on the performance, financial position and latest development of the Group. Directors are also updated on any material changes in the Listing Rules, Companies Ordinance, rules and regulatory requirements related to directors' duties and responsibilities from time to time.

All Directors have provided the Company Secretary with their training record for the financial year under review and the training received by each Director is summarized below:

<b>Directors</b>	<b>Reading journals, Newspapers and/or updates*</b>	<b>Attending seminars, webinars, forums and/or conference*</b>
<b>Executive Directors</b>		
Rossana Wang Gaw ( <i>Chairman</i> )	✓	✓
Goodwin Gaw ( <i>Vice Chairman</i> )	✓	✓
Kenneth Gaw ( <i>Managing Director</i> )	✓	✓
Christina Gaw	✓	✓
Alan Kam Hung Lee	✓	✓
<b>Independent Non-executive Directors</b>		
Dr. Charles Wai Bun Cheung, JP	✓	✓
Arnold Tin Chee Ip	✓	✓
Stephen Tan	✓	✓

\* All the trainings are related to corporate governance, rules and regulations, market and economic analysis, accounting, financial, management, professional skills and/or directors' duties and responsibilities.

### **Risk Management and Internal Control**

The Board acknowledges its responsibility for the risk management and internal control systems of the Company and reviewing their effectiveness. It has the overall responsibility to evaluate and determine the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains an appropriate and effective risk management and internal control systems. The Board also oversees the management in the design, implementation and monitoring of the risk management and internal control systems, and the management should provide a confirmation to the Board on the effectiveness of the systems.

The Board, through the Audit Committee, assesses the effectiveness of the Group's risk management and internal control systems, which covers all material controls, including financial, operational and compliance controls, on at least annual basis, reviews the effectiveness of the internal audit function, and also considers the adequacy of resources, staff qualifications and experience, training programmes and budgets.

The Company's risk management and internal control systems have five components, including control environment, risk assessment, control activities, information and communication, and monitoring which are embedded in each business unit or functional area. Such systems are designed to manage, rather than eliminate, the risk associated in failing to achieve certain business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

The management with the coordination of different business units implements the risk management and internal control systems in accordance to the Board's direction. They meet regularly to review and identify any significant management and operational risks and each of identified risks is assessed and evaluated of its impact and likelihood. Various controls or safeguards are taken to address the significant risks. Timely and accurate information are effectively communicated among operational staff and the management. Material issues, particularly any incidence of control failings or weaknesses that may cause material impact on the business of the Group is to be reported to the Board and the Audit Committee on a timely basis.

The internal audit function undertaken by the internal auditor is also established to monitor the Group's internal governance and strive to provide an objective assurance to the Board on the adequacy, efficiency and effectiveness of the Group's risk management and internal control systems maintained by the management and to provide recommendations for improvement. The annual internal audit plan is reviewed and approved by the Audit Committee.

When handling and dissemination of inside information, senior management of the Company must take all reasonable measures to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Company from time to time. They must promptly bring any possible leakage or divulgence of inside information to the attention of the Chief Financial Officer, who will notify the Board accordingly for taking the appropriate action promptly. Employees are required to keep confidential and are not permitted to the unauthorized use of all information relating to our suppliers, clients, transactions and the use of confidential information for the benefit of themselves and any third party is restricted.

In the year under review, the Board, through the Audit Committee and the external auditor, conducted the review of effectiveness of the Group's risk management and internal control systems, including all material financial, operational and compliance controls and assessed the adequacy of resources, qualification and experience of the staff of the Company's accounting and financial reporting function, and their training programs and budgets and the review of the internal audit function for the year ended 31 March 2023. The result of assessment was satisfactory and the Board was not aware any significant issues that would have an adverse impact on the effectiveness and adequacy of the systems of the Group. Also the management provided a confirmation to the Audit Committee and the Board on the effectiveness of the systems.

### BOARD COMMITTEES

#### Remuneration Committee

The Remuneration Committee consists of three Independent Non-executive Directors, including Mr. Arnold Tin Chee Ip (Chairman), Dr. Charles Wai Bun Cheung, JP and Mr. Stephen Tan. The responsibilities and functions of the Remuneration Committee are set out in its terms of reference and are available on the websites of the Company and the Stock Exchange.

The principal duties of the Remuneration Committee are to make recommendations to the Board regarding the Company's remuneration policy and structure; to assess the performance of executive directors; and to review and approve the remuneration packages of all the Directors and senior executives.

A formal and transparent remuneration policy is in place to determine the remuneration packages of Directors and senior management. The remuneration policy is built upon the principle of providing market-competitive remuneration package with reference to corporate goals and objectives, his/her position, duties, responsibilities, time commitment and prevailing market condition and the remuneration packages of executive directors and senior management comprise basic salary and annual discretionary bonus.

The Remuneration Committee consults the Chairman and the Managing Director about their proposals relating to the remuneration of the Executive Directors and reviews and determines the remuneration of Directors and senior management with reference to the remuneration policy of the Company. Sufficient resources are provided to the Committee to discharge its duty. The Committee members can access to independent professional advice at the Company's expense if necessary.

During the financial year, one Remuneration Committee meeting was held and attendance record of each Director is set out as below:

<b>Directors</b>	<b>Number of Remuneration Committee Meeting attended</b>
<b>Independent Non-executive Directors</b>	
Arnold Tin Chee Ip ( <i>Chairman</i> )	1/1
Dr. Charles Wai Bun Cheung, JP	1/1
Stephen Tan	1/1

In the meeting, the Remuneration Committee assessed the performance of the Executive Directors, and approved the remuneration packages for the Executive Directors for year 2023 and the bonus for year 2022 with reference to the remuneration policy and reported the same to the Board. Details of the Directors' remuneration for year 2023 are set out in note 10 to the financial statements.

### **Audit Committee**

The Audit Committee consists of three Independent Non-executive Directors, including Dr. Charles Wai Bun Cheung, JP (Chairman), Mr. Arnold Tin Chee Ip and Mr. Stephen Tan. The responsibilities and functions of the Audit Committee are set out in its terms of reference and are available on the websites of the Company and the Stock Exchange.

The principal duties of the Audit Committee are to review the interim and annual financial statements; to investigate any activity within its terms of reference; to oversee the Company's relationship with external auditor; to discuss any issues arising from the audits and any matters raised by the external auditor; to assess the risk management and internal control systems; to review the effectiveness of the internal audit function; and to monitor the financial aspects of the Group. The Audit Committee meets twice a year with external auditor and is provided with sufficient resources to discharge its duty and access to independent professional advice at the Company's expense if necessary.

During the financial year, two Audit Committee meetings were held and attendance record of each Director is set out as below:

<b>Directors</b>	<b>Number of Audit Committee Meeting attended</b>
<b>Independent Non-executive Directors</b>	
Dr. Charles Wai Bun Cheung, JP ( <i>Chairman</i> )	2/2
Arnold Tin Chee Ip	2/2
Stephen Tan	2/2

Throughout the year, the Audit Committee reviewed the interim and annual financial statements and reports of the Group with the external auditor and the management before recommending them to the Board for consideration and approval. The Committee also reviewed the continuing connected transactions and monitored the integrity of the financial statements and paid attention to any changes in accounting policies and practices and their impact on the Group's financial statements. In addition, the Audit Committee assisted the Board in meeting its responsibilities for maintaining an effective systems of risk management and internal control and the internal audit function during the financial year. The Committee reviewed the risk management and internal control systems report and internal audit report prepared by the management/internal auditor and discussed the same with the external auditor to ensure the effectiveness and efficiency of the Group's operation. The external auditor and the Audit Committee were satisfied that the overall financial and operational controls for the Group continued to be effective. The work and finding of the Audit Committee were reported to the Board.

### **Nomination Committee**

The Nomination Committee consists of three Independent Non-executive Directors and two Executive Directors. Mrs. Rossana Wang Gaw is the Chairman of the Nomination Committee whereas Mr. Kenneth Gaw, Dr. Charles Wai Bun Cheung, JP, Mr. Arnold Tin Chee Ip and Mr. Stephen Tan are the Committee members. The responsibilities and functions of the Nomination Committee are set out in its terms of reference and are available on the websites of the Company and the Stock Exchange.

The principal duties of the Nomination Committee are to review the structure, size and composition of the Board; to assess the independence of the Independent Non-executive Directors; and to make recommendation to the Board on selection of candidates for directorship, on appointment or reappointment of directors and on succession planning for directors, in particular the chairman and the chief executive.

The Company recognises and embraces the benefits of having a diverse Board and adopted a board diversity policy with the aim of achieving diversity on the Company's board of directors. Our board diversity policy considers that board diversity includes a number of different aspects, such as professional experiences, business perspectives, skills, knowledge, gender, age, cultural and educational background, ethnicity and length of service. Under the board diversity policy, the Nomination Committee has responsibility in leading the progress for Board appointments.

As at 31 March 2023, the Board consisted of six male Directors and two female Directors and the gender ratio was 3: 1 male to female. The Board considered that the Board was sufficiently diverse in terms of gender and balance of skills and experience. The gender ratio in the workforce (including senior management) was 6:11 male to female. The Company will continue to review our board diversity policy and our recruitment policy to promote gender diversity at all levels of the Group.

When there is a vacancy or an addition of director, the Committee will identify suitable candidates internally and externally for nomination. The Committee will assess the candidates including but not limited to character and reputation, qualifications (including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy), the willingness and ability to devote sufficient time to discharge duties as a member of the Board, and the board diversity policy. All directors so appointed by the Board are subject to election by shareholders at the forthcoming general meeting.

During the financial year, one Nomination Committee meeting was held and attendance record of each Director is set out as below:

<b>Directors</b>	<b>Number of Nomination Committee Meeting attended</b>
<b>Executive Directors</b>	
Rossana Wang Gaw ( <i>Chairman</i> )	1/1
Kenneth Gaw	1/1
<b>Independent Non-executive Directors</b>	
Dr. Charles Wai Bun Cheung, JP	1/1
Arnold Tin Chee Ip	1/1
Stephen Tan	1/1

In the meeting, the Nomination Committee reviewed the structure, size and composition of the Board and the board diversity policy, assessed the independence of Independent Non-executive Directors and discussed the re-appointment of retiring Directors at 2023 AGM.

### ACCOUNTABILITY AND AUDIT

The Directors acknowledge that they are responsible for preparing the accounts in accordance with generally accepted accounting standards in Hong Kong, the requirements of the Listing Rules and applicable laws as well as the integrity of the financial information so reported. Starting from April 2012, the Company has provided all Directors with monthly management updates of the Company's performance, financial positions and other major matters, giving a balanced and understandable assessment to each Director to discharge their duties.

The Directors, having made appropriate enquiries, are of the view that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate for the Group to prepare the consolidated financial statements of the Company for the year ended 31 March 2023 (the "Consolidated Financial Statements") on the going concerns basis. The Consolidated Financial Statements have been audited by the external auditor, CHENG & CHENG LIMITED, and reviewed by the Audit Committee. The Auditor's reporting responsibilities are included in the Independent Auditor's Report on pages 35 to 40.

During the financial year ended 31 March 2023, the fees charged by the external auditor of the Company for their statutory audit services amounted to HK\$645,000 (2022: HK\$620,000) and no non-audit services were provided to the Group.

### ANTI-CORRUPTION POLICY AND WHISTLEBLOWING POLICY

The Board has adopted the anti-corruption policy and code of conduct setting out the obligation of Group's directors, employees and related parties to foster the Group's standards of business conduct and to protect the Group's reputation from dishonesty, disloyalty or corruption.

The Board has also adopted the whistleblowing policy setting out the system for employees and those who deal with the Group to raise concern, in confidence and anonymity, if required and appropriate, with the Audit Committee of the Company, about any breach of the anti-corruption policy and code of conduct or any other improprieties related to the Group.

The anti-corruption policy and code of conduct and the whistleblowing policy are available on the websites of the Company.

### DIRECTORS' DEALING IN SHARES OF THE COMPANY

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its code of conduct for securities transactions by Directors of the Company. The Company having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code throughout the year ended 31 March 2023.

The relevant employees who are likely to be in possession of inside information of the Company are required to comply with the provisions of the Model Code.

### COMPANY SECRETARY

Our Company Secretary, a full time employee of the Company, is responsible for assisting the Board on corporate governance matters and communication with shareholders. All Directors have access to the advice and services of the Company Secretary on corporate governance and Board practices and matters. For the year under review, the Company Secretary has confirmed that she has undertaken no less than 15 hours of relevant professional training.

### SHAREHOLDERS' RIGHTS

#### **Procedure for Shareholders to convene a special general meeting**

Pursuant to the Companies Act of Bermuda, a special general meeting may be convened by the Board of Directors upon requisition by any shareholder(s) holding not less than one-tenth of the paid-up capital of the Company as at the date of deposit carries the right of voting at the general meetings of the Company. The requisition must state the purpose of the meeting, and each must be signed by the relevant shareholders and deposited to the registered office of the Company at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda.

If the Board of Directors does not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the shareholder(s), or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

### **Procedure for Shareholders to put forward proposals at a general meeting**

Pursuant to the Companies Act of Bermuda, either any number of the registered shareholders holding not less than one-twentieth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, or not less than 100 of such registered shareholders, can request the Company in writing to (a) give to shareholders entitled to receive notice of the next general meeting notice of any resolutions which may properly be moved and is intended to be moved at that meeting; and (b) circulate to shareholders entitled to receive notice of the next general meeting any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or business to be dealt with at that meeting.

Each of requisition must be signed by the relevant shareholders and deposited to the registered office of the company at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda not less than six weeks before the meeting, in case of a requisition requiring notice of a resolution; and not less than one week before the meeting, in case of any other requisition, together with a sum reasonably sufficient to meet the Company's expense in sending the notice.

### **Procedure for Shareholders to propose a person for election as a director**

The procedure for proposing a person for election as a director is stated at the Company's website under the Corporate Governance Section.

### **Procedure for Shareholders to direct enquiries to the Board**

Any enquiries by shareholders drawing the Board's attention can be sent in writing to the Company Secretary at the Company's principal place of business in Hong Kong or via email ([info@pioneerglobalgroup.com](mailto:info@pioneerglobalgroup.com)). Shareholders may also make enquiries during the general meetings of the Company.

### **Constitutional Documents**

On 21 September 2022, the shareholders at the AGM had passed a special resolution to approve amendments made to the Bye-Laws to reflect the revised requirements of the Listing Rules, including but not limited to the Core Shareholder Protection Standards as set out in the amended Appendix 3 to the Listing Rules which took effect on 1 January 2022; to provide the Company with more flexibility in relation to the conduct of its general meetings; and to incorporate other consequential and house-keeping amendments. An up-to-date version of the Bye-Laws is available on the website of the Company and the Stock Exchange.

### **DIVIDEND POLICY**

The Company endeavors to maintain a balance between shareholders' interests and prudent capital management with sustainable dividend policy.

When proposing any dividends payout, the Board shall take into account, inter alia, the Group's financial conditions and business performance; stable and sustainable returns to the shareholders; the expected future operations and working capital requirements; the Company's business plans and strategies; global economics conditions and other internal/external factors that may have an impact on the business or financial performance of the Group; any restrictions on payment of dividends and any other factors that the Board considers relevant.

### COMMUNICATION WITH SHAREHOLDERS

The Board recognizes the importance of good communication with shareholders and had adopted the shareholders' communication policy setting out the channels of communication with the shareholders and other stakeholders. Information in relation to the Group is disseminated to them in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars. They can also visit the Company's website ([www.pioneerglobalgroup.com](http://www.pioneerglobalgroup.com) or [www.irasia.com/listco/hk/pioneer/index.htm](http://www.irasia.com/listco/hk/pioneer/index.htm)) for relevant corporate and financial information.

The Board regards the Company's AGM another valuable forum to communicate directly with the shareholders. The Chairman, the management, Independent Non-executive Directors and external auditor participate in the meeting to answer any questions from the shareholders. An AGM circular is distributed to all shareholders at least 20 clear business days prior to the AGM. To facilitate enforcement of the shareholders' rights, significant issues are dealt with under separate resolutions. All resolutions at the AGM will be decided on a poll and the Company will engage external scrutineer for proper counting of the votes. Results of the poll will be published on the websites of the Company and the Stock Exchange.

The 2022 AGM was held on 21 September 2022 and at which the Board and senior management of the Group had exchanged views with the shareholders about the business of the Group.

The Board has reviewed the implementation and effectiveness of the shareholders' communication policy during the year and considered that the policy was able to facilitate an open and on going communication with the Shareholders on a fair disclosure basis.

# Independent Auditor's Report



## CHENG & CHENG LIMITED

CERTIFIED PUBLIC ACCOUNTANTS

鄭 鄭 會 計 師 事 務 所 有 限 公 司

TO THE SHAREHOLDERS OF

### **PIONEER GLOBAL GROUP LIMITED**

*(incorporated in Bermuda with limited liability)*

## **Opinion**

We have audited the consolidated financial statements of Pioneer Global Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 41 to 124, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including 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 (the “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 (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

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 matters	How our audit addressed the key audit matters
<b>Valuation of investment properties</b>	
<p>As at 31 March 2023, the carrying amount of the Group's investment properties amounted to approximately HK\$7,903,300,000 as disclosed in Note 11 to the consolidated financial statements, unrealised gain on fair value changes of investment properties of approximately HK\$5,972,000 was recognised in profit or loss.</p>	<p>We understood the nature and extent of internal control in place over management's process for making the valuation.</p>
<p>All the Group's investment properties are measured at fair value based on valuations performed by an independent qualified professional valuer engaged by the Company. Details of the valuation techniques and key inputs used in the valuations are disclosed in Note 11 to the consolidated financial statements. Given that the valuation was significant to the Group and that the fair value estimate itself is subjective, we have identified the valuation of the investment properties as one of the key audit matters.</p>	<p>We evaluated the valuer's competence, capabilities and objectivity.</p> <p>We reviewed the valuation report prepared by the independent valuer engaged by the Company. We discussed with the management of the Company and the valuer the appropriateness of the valuation approach, key assumptions and inputs being used in determining the fair value of the investment properties as at 31 March 2023.</p> <p>We compared the market transactions and market rental with similar properties and locations.</p> <p>We checked the ownership of investment properties.</p>

**Key Audit Matters** *(Continued)*

Key audit matters	How our audit addressed the key audit matters
<p><b>Valuation of associates</b></p> <p>As at 31 March 2023, the carrying amount of the Group's interest in associates amounted to approximately HK\$2,584,702,000 as disclosed in Note 12 to the consolidated financial statements. Included in this balance, Supreme Key Limited ("Supreme Key") is the most significant associate of the Group, with the aggregate amount of Group's share of net assets and amount due from the associate, amounted to approximately HK\$1,855,595,000. The major investment of Supreme Key is investment in an equity instrument of a private entity which is classified as a financial asset at fair value through profit or loss and the major investment of the financial assets is an investment property which is running hotel business which had been under renovation and was partially reopened as at 31 March 2023. The investment property is measured at fair value based on valuation performed by an independent qualified professional valuer. Given that the fair value estimation itself is subjective, we have identified the valuation of Supreme Key as one of the key audit matters.</p>	<p>We were not the statutory auditor of the financial statements of Supreme Key. We discussed with the management of the Group about the performance of Supreme Key and how the associate prepared the financial statements, in particular, whether the accounting policies used by the associate in preparing its financial statements were in line with the Group's accounting policies.</p> <p>We have performed audit procedures on material items of Supreme Key.</p> <p>We have arranged and received audit confirmations for the balance of amounts due from associates.</p> <p>With regard to the associate's investment property, we performed the procedures which are the same as those procedures as we have conducted for addressing the key audit matter "Valuation of investment properties" as set out above.</p> <p>We checked the ownership and verified the classification of the investment.</p>

## Independent Auditor's Report

### Other Information

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

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

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

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

The directors 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 determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(Continued)*

- 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, related safeguards.

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.

#### **CHENG & CHENG LIMITED**

*Certified Public Accountants*

#### **Cheng Hong Cheung**

Practising Certificate Number: P01802

Hong Kong, 29 June 2023

# Consolidated Statement of Profit or Loss

For the year ended 31 March 2023

	Notes	For the year ended 31 March	
		2023 HK\$'000	2022 HK\$'000
Revenue	3, 4	<b>238,397</b>	263,023
Properties operating expenses		<b>(55,981)</b>	(45,862)
Staff costs		<b>(19,103)</b>	(20,217)
Depreciation		<b>(830)</b>	(920)
Other expenses		<b>(4,922)</b>	(4,596)
		<b>(80,836)</b>	(71,595)
Operating profit		<b>157,561</b>	191,428
Share of results of associates		<b>5,264</b>	23,253
Change in fair value of investment properties	11	<b>5,972</b>	89,050
Change in fair value of investments in equity instruments at fair value through profit or loss ("FVTPL")		<b>(23,043)</b>	5,263
Other gains and losses		<b>247</b>	(7,901)
Finance costs	5	<b>(68,999)</b>	(44,362)
Profit before taxation	6	<b>77,002</b>	256,731
Taxation			
Current	7	<b>(8,082)</b>	(16,832)
Deferred	7	<b>(4,525)</b>	(5,477)
Profit for the year		<b>64,395</b>	234,422
Profit attributable to:			
Shareholders of the Company		<b>59,835</b>	211,814
Non-controlling interests		<b>4,560</b>	22,608
		<b>64,395</b>	234,422
Earnings per share	9	<b>HK cents 5.18</b>	HK cents 18.35

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2023

	For the year ended 31 March	
	2023 HK\$'000	2022 HK\$'000
Profit for the year	<b>64,395</b>	234,422
Other comprehensive income/(expense):		
<i>Item that will not be reclassified subsequently to profit or loss:</i>		
Change in fair value of investments in equity instruments designated at fair value through other comprehensive income ("FVTOCI")	<b>2,487</b>	(11,582)
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Change in fair value of investments in debt instruments at FVTOCI	–	(65)
Reclassification of investment revaluation reserve upon redemption of debt instruments at FVTOCI	<b>(345)</b>	–
Exchange difference on translation of associates	<b>(29,428)</b>	(10,866)
Other comprehensive expense for the year, net of tax	<b>(27,286)</b>	(22,513)
Total comprehensive income for the year	<b>37,109</b>	211,909
Total comprehensive income attributable to:		
Shareholders of the Company	<b>30,642</b>	190,899
Non-controlling interests	<b>6,467</b>	21,010
	<b>37,109</b>	211,909

# Consolidated Statement of Financial Position

At 31 March 2023

		<b>At 31 March 2023</b>	At 31 March 2022
	<i>Notes</i>	<b>HK\$'000</b>	<i>HK\$'000</i>
<b>ASSETS</b>			
Non-current assets			
Investment properties	11	<b>7,903,300</b>	7,895,300
Interests in associates	12	<b>2,584,702</b>	2,553,828
Debt instruments at FVTOCI	13	–	1,985
Equity instruments designated at FVTOCI	13	<b>204,384</b>	248,934
Equity instruments at FVTPL	13	<b>154,924</b>	178,774
Property, plant & equipment	14	<b>2,350</b>	3,157
Other assets		<b>300</b>	300
		<b>10,849,960</b>	10,882,278
Current assets			
Debtors, advances & prepayments	15	<b>26,960</b>	21,855
Tax recoverable		<b>942</b>	1,129
Cash & bank balances	16	<b>262,773</b>	227,329
		<b>290,675</b>	250,313
<b>Total assets</b>		<b>11,140,635</b>	11,132,591
<b>EQUITY</b>			
Share capital	17	<b>115,404</b>	115,404
Reserves		<b>7,450,457</b>	7,442,896
Shareholders' funds		<b>7,565,861</b>	7,558,300
Non-controlling interests		<b>1,105,652</b>	1,115,185
<b>Total equity</b>		<b>8,671,513</b>	8,673,485

## Consolidated Statement of Financial Position

At 31 March 2023

	<i>Notes</i>	<b>At 31 March 2023 HK\$'000</b>	At 31 March 2022 HK\$'000
<b>LIABILITIES</b>			
Non-current liabilities			
Creditors & other payables	18	42,673	34,884
Secured bank loans	19	1,617,500	2,281,000
Lease liabilities	20	237	585
Deferred taxation	21	86,237	81,712
		<b>1,746,647</b>	2,398,181
Current liabilities			
Creditors & other payables	18	57,905	59,511
Secured bank loans	19	663,500	–
Lease liabilities	20	349	353
Tax liabilities		721	1,061
		<b>722,475</b>	60,925
<b>Total liabilities</b>		<b>2,469,122</b>	2,459,106
<b>Total equity and liabilities</b>		<b>11,140,635</b>	11,132,591
<b>Net current (liabilities)/assets</b>		<b>(431,800)</b>	189,388
<b>Total assets less current liabilities</b>		<b>10,418,160</b>	11,071,666

The Group's consolidated financial statement on pages 41 to 124 were approved and authorised for issue by the Board of Directors on 29 June 2023 and are signed on its behalf by:

**Kenneth Gaw**  
Director

**Alan Kam Hung Lee**  
Director

# Consolidated Statement of Changes in Equity

For the year ended 31 March 2023

	Attributable to shareholders of the Company									
	Share capital	Share premium	Capital reserve & contributed surplus	Exchange reserve	Investment revaluation reserve	Property revaluation reserve	Retained earnings	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>At 1 April 2022</b>	<b>115,404</b>	<b>547,748</b>	<b>41,242</b>	<b>23,731</b>	<b>80,855</b>	<b>174,497</b>	<b>6,574,823</b>	<b>7,558,300</b>	<b>1,115,185</b>	<b>8,673,485</b>
Fair value change of investments in										
– equity instruments designated at FVTOCI	-	-	-	-	580	-	-	580	1,907	2,487
Redemption of debt instruments at FVTOCI	-	-	-	-	(345)	-	-	(345)	-	(345)
Exchange on translation of associates	-	-	-	(29,428)	-	-	-	(29,428)	-	(29,428)
Other comprehensive (expense)/income										
for the year	-	-	-	(29,428)	235	-	-	(29,193)	1,907	(27,286)
Profit for the year	-	-	-	-	-	-	59,835	59,835	4,560	64,395
Total comprehensive (expense)/income										
for the year	-	-	-	(29,428)	235	-	59,835	30,642	6,467	37,109
Disposal of equity instruments designated										
at FVTOCI	-	-	-	-	403	-	(403)	-	-	-
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	(16,000)	(16,000)
2022 Final dividend paid	-	-	-	-	-	-	(23,081)	(23,081)	-	(23,081)
<b>At 31 March 2023</b>	<b>115,404</b>	<b>547,748</b>	<b>41,242</b>	<b>(5,697)</b>	<b>81,493</b>	<b>174,497</b>	<b>6,611,174</b>	<b>7,565,861</b>	<b>1,105,652</b>	<b>8,671,513</b>

## Consolidated Statement of Changes in Equity

For the year ended 31 March 2023

	Attributable to shareholders of the Company									
	Share capital	Share premium	Capital	Exchange reserve	Investment revaluation reserve	Property revaluation reserve	Retained earnings	Total	Non-controlling interests	Total equity
			reserve & surplus							
			HK\$'000							
<b>At 1 April 2021</b>	115,404	547,748	41,242	34,597	88,821	174,497	6,376,632	7,378,941	1,126,975	8,505,916
Fair value change of investments in										
- equity instruments designated at FVTOCI	-	-	-	-	(9,984)	-	-	(9,984)	(1,598)	(11,582)
- debt instruments at FVTOCI	-	-	-	-	(65)	-	-	(65)	-	(65)
Exchange on translation of associates	-	-	-	(10,866)	-	-	-	(10,866)	-	(10,866)
Other comprehensive expense for the year	-	-	-	(10,866)	(10,049)	-	-	(20,915)	(1,598)	(22,513)
Profit for the year	-	-	-	-	-	-	211,814	211,814	22,608	234,422
Total comprehensive (expense)/income for the year	-	-	-	(10,866)	(10,049)	-	211,814	190,899	21,010	211,909
Disposal of equity instruments designated at FVTOCI	-	-	-	-	2,083	-	(2,083)	-	-	-
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	(32,800)	(32,800)
2022 interim dividend paid	-	-	-	-	-	-	(11,540)	(11,540)	-	(11,540)
<b>At 31 March 2022</b>	115,404	547,748	41,242	23,731	80,855	174,497	6,574,823	7,558,300	1,115,185	8,673,485

# Consolidated Statement of Cash Flows

For the year ended 31 March 2023

	For the year ended 31 March	
	2023	2022
	HK\$'000	HK\$'000
Cash flows from operating activities		
Profit before taxation	77,002	256,731
Share of results of associates	(5,264)	(23,253)
Increase in fair value of investment properties	(5,972)	(89,050)
Change in fair value of investments in equity instruments at FVTPL	23,043	(5,263)
Other gains and losses	(247)	7,901
Depreciation	830	920
Interest income	(5,342)	(862)
Finance costs	68,999	44,362
Dividend income		
– listed	(6,195)	(5,703)
– unlisted	(2,000)	(1,688)
Operating cash flows before working capital changes	144,854	184,095
(Increase)/decrease in debtors, advances & prepayments	(4,447)	1,962
Increase/(decrease) in creditors & other payables	4,507	(2,457)
Cash generated from operations	144,914	183,600
Hong Kong profits tax paid	(8,235)	(17,827)
Hong Kong profits tax refund	–	271
Net cash generated from operating activities	136,679	166,044

## Consolidated Statement of Cash Flows

For the year ended 31 March 2023

	For the year ended 31 March	
	2023	2022
	<b>HK\$'000</b>	<b>HK\$'000</b>
Cash flows from investing activities		
Increase in short-term bank deposits maturing after three months	<b>(67)</b>	(8,000)
Additions to investment properties	<b>(2,028)</b>	(16,450)
Associates:		
Advance to associates	<b>(68,293)</b>	(46,726)
Distribution from associates	<b>13,255</b>	15,457
Financial instruments:		
Purchase of investments in equity instruments designated at FVTOCI	<b>(17,387)</b>	(2,094)
Proceeds from return of capital of equity instruments designated at FVTOCI	<b>2,049</b>	3,995
Proceeds from return of capital of equity instruments at FVTPL	<b>807</b>	2
Proceeds from redemption of investments in debt instruments designated at FVTOCI	<b>1,985</b>	–
Proceeds from disposal of investments in equity instruments designated at FVTOCI	<b>62,375</b>	3,152
Property, plant & equipment:		
Purchase of property, plant & equipment	<b>(23)</b>	(343)
Proceeds from disposal of property, plant & equipment	–	50
Dividend received from investments in equity instruments designated at FVTOCI	<b>8,195</b>	7,391
Interest received	<b>4,684</b>	761
Net cash generated from/(used in) investing activities	<b>5,552</b>	(42,805)

## Consolidated Statement of Cash Flows

For the year ended 31 March 2023

	Note	For the year ended 31 March	
		2023 HK\$'000	2022 HK\$'000
<hr/>			
Cash flows from financing activities			
Repayment of lease liabilities		(352)	(400)
Interest paid		(67,311)	(39,711)
Other finance costs paid		–	(6,291)
Dividend paid to shareholders of the Company		(23,081)	(11,540)
Dividend paid to non-controlling shareholders of subsidiaries		(16,000)	(32,800)
		<hr/>	
Net cash used in financing activities		(106,744)	(90,742)
		<hr/>	
Net increase in cash and cash equivalents		35,487	32,497
Exchange difference		(110)	6
Cash and cash equivalents at the beginning of the year		219,329	186,826
		<hr/>	
Cash and cash equivalents at the end of the year		254,706	219,329
		<hr/>	
Analysis of the balances of cash and cash equivalents			
Bank balances, cash & deposits placed with banks up to three months' maturity	16	254,706	219,329
		<hr/>	

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

## 1. SIGNIFICANT ACCOUNTING POLICIES

### (a) General information

Pioneer Global Group Limited (the “Company”) is a limited liability company, incorporated in Bermuda with its shares listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information of the annual report. The principal activity of the Company is investment holding and the principal activities of its major subsidiaries and associates are shown in Notes 30 and 31 respectively.

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

### (b) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

The accounting policies and methods of computation used by the Company and its subsidiaries (collectively referred to as the “Group”) in the preparation of the consolidated financial statements are consistent with those used in the consolidated financial statements for the year ended 31 March 2022, except for the changes as set out below.

During the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual periods beginning on or after 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 has had no material impact on the Group’s financial performance and positions for the current and prior years and on the disclosures set out in these consolidated financial statements.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2023

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2024

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined

The directors of the Company anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (c) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 March 2023 incorporate the financial statements of the Company and its subsidiaries and the Group's interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis except for investment properties and some 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, 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".

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties 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.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (c) Basis of preparation of the financial statements *(Continued)*

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.

#### (d) Basis of consolidation

The financial statements of the Group include the financial statements of the Company and its direct and indirect subsidiary companies and also incorporate the Group's interest in associates on the basis set out in Note 1(f) below. Results of subsidiaries and associates acquired or disposed of during the year are included as from their effective dates of acquisition to 31 March 2023 or up to the dates of disposal as the case may be. The acquisition of subsidiaries is accounted for using the acquisition method.

#### (e) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has right to, variable returns from its involvement with entity and had the ability to affect those returns through its power over the entity. When assessing whether the Group has power of controls, only substantive rights held by the Group are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (e) **Subsidiaries** *(Continued)*

Non-controlling interests (“NCI”) represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any NCI either at fair value or at the NCI’s proportionate share of the subsidiary’s net identifiable assets.

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

In the Company’s statement of financial position (see Note 28), the investment in subsidiaries is stated at cost less any impairment losses.

#### (f) **Associates**

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

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter for the post-acquisition change in the Group’s share of the associate’s net assets, unless it is classified as held for sale. The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group’s equity investment. Thereafter, the investment is adjusted for the post-acquisition change in the group’s share of the associate’s net assets and any impairment loss relating to 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, the Group’s share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group’s share of the post-acquisition, post-tax items of the investees’ other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **(f) Associates** *(Continued)*

The financial statements of associates used for equity accounting purpose, except for associates being investment entities, are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. The Group retains the fair value measurement applied by the investment entity associates to their interests in subsidiaries when applying the equity method in accordance with HKAS 28 “Investments in Associates and Joint Ventures”. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group.

In the Company’s statement of financial position (see Note 28), the investment in associates is stated at cost less any impairment losses.

#### **(g) Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties also include leased properties which are being recognised as right-of-use assets and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Subsequent costs are capitalised in the asset’s carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (h) Property, plant & equipment

Property, plant & equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and impairment losses. Depreciation is calculated to write off the cost over their estimated useful lives on the reducing balance method at 20% p.a.

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

#### (i) Financial instruments

Financial assets and financial liabilities are recognised when the Group's entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. 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 interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees 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.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (i) Financial instruments *(Continued)*

##### **Financial assets**

##### *Classification and subsequent measurement of financial assets*

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

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

Financial assets that meet the following conditions are subsequently measured at 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.

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 if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

A financial asset is classified as held for trading if:

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

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (i) Financial instruments *(Continued)*

##### **Financial assets** *(Continued)*

##### *Classification and subsequent measurement of financial assets (Continued)*

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*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. 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) Debt instruments classified as at FVTOCI*

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method, and foreign exchange gains and losses are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in OCI and accumulated under the heading of investment revaluation reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Financial instruments (Continued)

##### *Financial assets (Continued)*

##### *Classification and subsequent measurement of financial assets (Continued)*

##### (iii) *Equity instruments designated 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 investment 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 retained earnings.

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 "revenue" line item in profit or loss.

##### (iv) *Financial assets at FVTPL*

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

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

##### *Impairment of financial assets under Expected Credit Losses ("ECL") model*

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including debtors, advances and cash & bank balances). 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 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 both quantitative and qualitative information combined with current conditions and forward-looking analysis.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (i) Financial instruments *(Continued)*

##### **Financial assets** *(Continued)*

##### *Impairment of financial assets under Expected Credit Losses (“ECL”) model (Continued)*

The Group recognises lifetime ECL for debtors which are lease receivables. The ECL on these assets are assessed individually for debtors with significant balances. For other financial assets measured subsequently at amortised cost, 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 whether there have been significant increases in the credit risk of the assets since initial recognition.

##### *Significant increase in credit risk*

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

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

- an actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor’s ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor’s ability to meet its debt obligations.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (i) Financial instruments *(Continued)*

##### **Financial assets** *(Continued)*

##### *Significant increase in credit risk (Continued)*

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

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of “investment grade” as per globally understood definitions.

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.

##### *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.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (i) Financial instruments *(Continued)*

##### **Financial assets** *(Continued)*

##### *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events 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:

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

##### *Write-off policy*

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

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (i) Financial instruments *(Continued)*

##### **Financial assets** *(Continued)*

###### *Measurement and recognition of ECL*

The measurement of ECL is a function of 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.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the discount rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

Interest income is calculated based on the gross carrying amount of the financial assets unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

##### **Financial liabilities and equity instruments**

###### *Classification on debt or equity instruments*

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Interest expense is recognised on an effective interest basis.

###### *Financial liabilities*

Financial liabilities (including creditors & other payables and secured bank loans) are subsequently measured at amortised cost, using the effective interest method.

###### *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 recorded at the proceeds received, net of direct issue costs.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (i) Financial instruments *(Continued)*

##### ***Derecognition***

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

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

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities are derecognised only when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (j) Intangible assets

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

#### (k) Impairment on plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (k) **Impairment on plant and equipment, right-of-use assets and intangible assets other than goodwill** *(Continued)*

For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units.

In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. 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. 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.

#### (l) **Leases**

##### ***Definition of a lease***

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

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

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (I) Leases *(Continued)*

##### ***The Group as a lessee***

##### *Allocation of consideration to components of a contract*

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

Non-lease components are separated from lease component on the basis of their relative stand-alone prices.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

##### *Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to leases of land and building 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.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (I) Leases *(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, unless those costs are incurred to produce inventories.

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

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

The Group presents right-of-use assets that do not meet the definition of investment property in “property, plant & equipment”, the same line item within the corresponding underlying assets would be presented if they were owned.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (I) Leases *(Continued)*

##### *The Group as a lessee (Continued)*

##### *Refundable rental deposits*

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

##### *Lease liabilities*

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend 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 the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (I) Leases *(Continued)*

##### *The Group as a lessee (Continued)*

##### *Lease liabilities (Continued)*

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/expected payment under a guaranteed residual value, 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.

##### *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 based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (l) Leases *(Continued)*

##### *The Group as lessor*

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

##### *Lease modifications*

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

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

#### (m) Debtors

Receivables from debtors are recognised when the group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see Note 1(i)).

#### (n) Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

Cash and cash equivalents are assessed for ECL in accordance with the policy set out in Note 1(i).

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (o) Bank loans and interest-bearing borrowings

Bank loans and interest-bearing borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to raising of the bank loans and interest-bearing borrowings. They are subsequently stated at amortised cost. Any difference between the cost and the redemption value is recognised in profit or loss over the period of the bank loans and interest-bearing borrowings using the effective interest rate method.

#### (p) Creditors

Payables to creditors are recognised initially at fair value and subsequently stated at amortised cost using the effective interest method, unless the effect of discounting would be immaterial, in which case they are stated at cost. Creditors are classified as current liabilities if payment is due within one year or less; otherwise, they are presented as non-current liabilities.

#### (q) Revenue recognition

The Group recognises revenue from the following major sources:

- Rental income from property leasing
- Provision of property management services
- Dividend income from investments
- Interest income

The Group recognises revenue from contracts with customers (within the scope of HKFRS 15) 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 goods and services (or a bundle of goods or services) that are distinct or a series of distinct goods or services that are substantially the same.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (q) Revenue recognition *(Continued)*

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 goods or service.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Further details of the Group's revenue recognition policies are as follows:

#### *(i) Rental income (outside the scope of HKFRS 15)*

Rental income is recognised on a straight-line basis over the periods of the leases.

#### *(ii) Provision of property management services (within the scope of HKFRS 15)*

Revenue from provision of property management services is recognised over time.

#### *(iii) Dividend income (outside the scope of HKFRS 15)*

Dividend income from investments is recognised when the right to receive payment have been established.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (q) Revenue recognition *(Continued)*

##### (iv) Interest income *(outside the scope of HKFRS 15)*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. 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.

#### (r) 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. Hong Kong dollars) 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 exchange reserve (attributed to non-controlling interests as appropriate).

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (r) Foreign currencies *(Continued)*

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

#### (s) Employee benefits

##### *Retirement benefit costs*

Payments to the Mandatory Provident Fund Scheme is recognised as an expense when employees have rendered service entitling them to the contributions.

##### *Short-term employee benefits*

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages, salaries, annual leaves and sick leaves) after deducting any amount already paid.

#### (t) Taxation

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

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes 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 at the reporting date.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (t) Taxation *(Continued)*

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the 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, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests 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 each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period 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 investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (t) **Taxation** *(Continued)*

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income tax levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

#### (u) **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

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

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

#### (v) **Related parties**

(i) A person or a close member of that person's family is related to the Group if that person:

- (1) has control or joint control over the Group;
- (2) has significant influence over the Group; or
- (3) is a member of the key management personnel of the Group or of a parent of the Group;

or

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### (v) Related parties *(Continued)*

(ii) An entity is related to the Group if any of the following conditions apply:

- (1) the entity and the Group are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others);
- (2) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (3) the entity and the Group are joint ventures of the same third party;
- (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (5) the entity is a post-employment benefit plan for the benefit of the employees of either the Group or an entity related to the Group;
- (6) the entity is controlled or jointly controlled by a person identified in (v)(i);
- (7) a person identified in (v)(i)(1) 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
- (8) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 1, the directors of the Company 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 may differ from these estimates.

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

#### **Critical judgments in applying accounting policies**

The following are the critical judgments, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

##### *Deferred taxation on investment properties*

For the purposes of measuring deferred tax liabilities arising from investment properties of subsidiaries and associates that are measured using the fair value model, the directors of the Company have reviewed the Group's and associates' investment properties portfolio and concluded that the fair value of the Group's and associates' investment properties located in Hong Kong will be recovered through sale. Therefore, in measuring the Group's and associates' deferred taxation on investment properties located in Hong Kong, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted.

For the Group's and associates' investment properties located in China, the directors of the Company concluded that they are being held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's and associates' deferred taxation arising from investment properties located in China, the directors of the Company determined that the presumption that investment properties measured using the fair value model are recovered through sale is rebutted.

As a result, the Group has not recognised any deferred tax on changes in fair value of investment properties located in Hong Kong as the Group is not subject to any income taxes on disposal of its investment properties. In respect of those investment properties located in China, the Group recognised additional deferred taxes based on Enterprise Income Tax upon changes in fair value of such investment properties as appropriate.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

#### Key sources of estimation uncertainty

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

#### *Valuation of investment properties*

At the end of the reporting period, the Group's investment properties are stated at fair value of HK\$7,903,300,000 (2022: HK\$7,895,300,000) based on the valuations conducted by AA Property Services Limited, an independent professional valuer, with reference to market evidence of transaction prices for similar properties in the same location and conditions and where appropriate by capitalisation of rental income from properties.

In relying on the valuation, the management of the Group has exercised their judgments and is satisfied that the method of valuation is reflective of the current market conditions. Details of the carrying amounts of investment properties as at 31 March 2023 are disclosed in Note 11.

#### *Fair value measurement of financial instruments*

Certain of the Group's financial assets amounting to HK\$299,347,000 as at 31 March 2023 (2022: HK\$321,826,000) are measured at fair values with fair values being determined based on unobservable inputs using valuation techniques (Level 3). Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could affect the reported fair value of these instruments. See Note 13 for further disclosures.

### 3. SEGMENT INFORMATION

Segment information is presented in respect of the Group's primary business segments. In accordance with the internal financial reporting of the Group provided to the chief operating decision maker (i.e. Board of Directors) for the purposes of allocating resources to segments, assessing their performance and making strategic decisions, the reportable and operating segments are:

- (i) properties and hotels – investment in properties and hotels that earn rental and returns in hotel operation; and
- (ii) investments and others – other investments that generate dividend and interest income.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 3. SEGMENT INFORMATION (Continued)

The following are the analyses of the Group's revenue and results; assets and liabilities by reportable and operating segments for the year under review:

#### Segment Revenue and Results

For the year ended 31 March 2023 (31 March 2022)

	Properties and hotels		Investments and others		Consolidated	
	2023	2022	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Segment revenue</b>						
Company and subsidiaries	<b>224,485</b>	254,770	<b>13,912</b>	8,253	<b>238,397</b>	263,023
<b>Segment results</b>	<b>144,829</b>	184,257	<b>13,104</b>	7,326	<b>157,933</b>	191,583
Unallocated corporate expenses					<b>(372)</b>	(155)
Operating profit					<b>157,561</b>	191,428
Share of results of associates	<b>5,264</b>	23,253	-	-	<b>5,264</b>	23,253
Change in fair value of investment properties	<b>5,972</b>	89,050	-	-	<b>5,972</b>	89,050
Change in fair value of investments in equity instruments at FVTPL	<b>(23,043)</b>	5,263	-	-	<b>(23,043)</b>	5,263
Other gains and losses	<b>(29)</b>	(7,800)	<b>276</b>	(101)	<b>247</b>	(7,901)
Finance costs					<b>(68,999)</b>	(44,362)
Profit before taxation					<b>77,002</b>	256,731

Segment results represent the profit earned by each segment without allocation of general administrative expenses incurred by corporate office, share of results of associates, change in fair value of investment properties, change in fair value of investments in equity instruments at FVTPL, other gains and losses and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resources allocation and performance assessment.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 3. SEGMENT INFORMATION (Continued)

#### Segment Assets and Liabilities

As at 31 March 2023 (31 March 2022)

	Properties and hotels		Investments and others		Consolidated	
	2023	2022	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment assets	8,243,968	8,256,723	311,965	322,040	8,555,933	8,578,763
Interests in associates	2,584,702	2,553,828	-	-	2,584,702	2,553,828
Consolidated total assets					11,140,635	11,132,591
Segment liabilities	(2,466,468)	(2,456,191)	(607)	(954)	(2,467,075)	(2,457,145)
Unallocated corporate liabilities					(2,047)	(1,961)
Consolidated total liabilities					(2,469,122)	(2,459,106)

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

- all assets are allocated to reportable and operating segments other than interests in associates.
- all liabilities are allocated to reportable and operating segments other than creditors and other payables of investment holding companies.

#### Other Information

Amounts included in the measure of segment profit or loss or segment assets:

	Properties and hotels		Investments and others		Consolidated	
	2023	2022	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Capital expenditure	2,028	16,450	23	343	2,051	16,793
Depreciation	-	-	830	920	830	920

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 3. SEGMENT INFORMATION (Continued)

#### Geographical Segments

In geographical segments, segment revenue is based on the geographical location of customers. Information about the Group's non-current assets (excluding financial instruments) is presented based on the geographical location of the assets. Overseas segments mainly include China, Thailand, Malaysia and Japan.

#### Segment revenue

For the year ended 31 March 2023 (31 March 2022)

	2023 HK\$'000	2022 HK\$'000
Hong Kong	233,429	260,493
Overseas	4,968	2,530
	<b>238,397</b>	263,023

#### Information about the Group's non-current assets

As at 31 March 2023 (31 March 2022)

	2023 HK\$'000	2022 HK\$'000
Hong Kong	9,732,346	9,705,680
Overseas	758,306	746,905
	<b>10,490,652</b>	10,452,585

For the year ended 31 March 2023, a customer from properties and hotels segment contributed revenue of HK\$28,547,000 (2022: HK\$28,836,000) to the Group, which accounted for about 12% (2022: 11%) of the Group's revenue.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 4. REVENUE

Disaggregation of revenue from contracts with customers by major service lines is as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
Property management service income	<b>35,540</b>	37,850
<b>Revenue from other sources</b>		
Rental income from property leasing	<b>188,945</b>	216,920
Dividend income		
– equity instruments designated at FVTOCI	<b>8,195</b>	7,391
Interest income		
– financial assets at amortised cost	<b>5,321</b>	792
– debt instruments at FVTOCI	<b>21</b>	70
Others	<b>375</b>	–
	<b>238,397</b>	263,023

Contracts for property management services typically have non-cancellable terms ranged from 2 years to 5 years in which the Group bills a fixed amount for each month of service provided. The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has the right to invoice. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

### 5. FINANCE COSTS

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Interest on bank loans	<b>68,963</b>	38,017
Interest on lease liabilities	<b>36</b>	54
Other finance costs	<b>–</b>	6,291
	<b>68,999</b>	44,362

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 6. PROFIT BEFORE TAXATION

	2023 HK\$'000	2022 HK\$'000
<b>Profit before taxation has been arrived at after charging:</b>		
Staff costs (including directors' remuneration)		
Salaries, wages and other benefits	15,722	16,836
Short-term lease payment for directors' quarters	3,120	3,120
Pension scheme contributions	261	261
Auditor's remuneration	645	620
Depreciation	830	920
Net exchange loss	110	–
<b>and after crediting:</b>		
Rental income from property leasing	188,945	216,920
Less: direct outgoings	(19,587)	(7,186)
Listed investment dividend income	6,195	5,703
Unlisted investment dividend income	2,000	1,688
Interest income	5,342	862
Net exchange gain	–	6

### 7. TAXATION

#### (a) Taxation

	2023			2022		
	Current taxation HK\$'000	Deferred taxation HK\$'000	Total HK\$'000	Current taxation HK\$'000	Deferred taxation HK\$'000	Total HK\$'000
Charged/(credited) for the year						
Hong Kong	7,961	5,025	12,986	16,822	5,102	21,924
Overseas	–	(500)	(500)	–	375	375
Under-provision in prior years	121	–	121	10	–	10
	<b>8,082</b>	<b>4,525</b>	<b>12,607</b>	16,832	5,477	22,309

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered profits tax rates regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

Overseas tax has been provided at the applicable rates in the countries in which the tax is levied.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 7. TAXATION (Continued)

#### (b) Reconciliation between accounting profits and the taxation charge

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Profit before taxation	<b>77,002</b>	256,731
Less: Share of results of associates, net of tax	<b>(5,264)</b>	(23,253)
Profit before taxation attributable to the Company and its subsidiaries	<b>71,738</b>	233,478
Tax calculated at applicable tax rate of 16.5% (2022: 16.5%)	<b>11,837</b>	38,524
Effect of different applicable tax rate for operations in overseas	<b>(103)</b>	192
Expenses not deductible for taxation purposes	<b>7,495</b>	1,381
Income not subject to taxation	<b>(7,325)</b>	(17,024)
Current year tax losses not recognised	<b>1,079</b>	178
Utilisation of tax losses previously not recognised	<b>(313)</b>	(727)
Under-provision in prior years	<b>121</b>	10
Tax effect of origination and reversal of temporary differences	<b>11</b>	–
Tax relief for the year	<b>(30)</b>	(60)
Tax effect on two-tiered tax rate	<b>(165)</b>	(165)
Taxation charge	<b>12,607</b>	22,309

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 8. DIVIDENDS

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Interim dividend – Nil (2022: HK1.0 cent per ordinary share)	–	11,540
Final dividend proposed – HK1.5 cents (2022: HK2.0 cents) per ordinary share	<b>17,311</b>	23,081
	<b>17,311</b>	34,621

The dividends which have been paid during the year by cash are as follows:

Interim dividend for the year ended 31 March 2023 (2022)	–	11,540
Final dividend for the year ended 31 March 2022 (2021)	<b>23,081</b>	–
	<b>23,081</b>	11,540

The 2023 final cash dividend of HK1.5 cents (2022: HK2.0 cents) per ordinary share has been proposed by the Board of Directors and is subject to approval by the shareholders at the forthcoming annual general meeting.

### 9. EARNINGS PER SHARE

Earnings per share is calculated on profit attributable to ordinary shareholders of the Company amounting to HK\$59,835,000 (2022: HK\$211,814,000) and on 1,154,038,656 shares (2022: 1,154,038,656 shares) in issue during the year.

No diluted earnings per share have been presented for the years ended 31 March 2023 and 2022 as the Company had no dilutive potential ordinary shares during both years.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

#### (a) Directors' emoluments

	Directors' fee <i>HK\$'000</i>	Salaries, allowances and benefits <i>HK\$'000</i> <i>(Note a)</i>	Discretionary bonus <i>HK\$'000</i> <i>(Note b)</i>	Pension scheme contributions <i>HK\$'000</i>	2023 Total <i>HK\$'000</i>
Executive Directors					
Rossana Wang Gaw	55	2,924	241	–	3,220
Goodwin Gaw	55	617	102	18	792
Kenneth Gaw	55	4,497	380	18	4,950
Christina Gaw	55	371	61	18	505
Alan Kam Hung Lee	55	1,790	300	18	2,163
Independent Non-executive Directors					
Charles Wai Bun Cheung, JP	100	–	–	–	100
Stephen Tan	100	–	–	–	100
Arnold Tin Chee Ip	100	–	–	–	100
<b>Total</b>	<b>575</b>	<b>10,199</b>	<b>1,084</b>	<b>72</b>	<b>11,930</b>

	Directors' fee <i>HK\$'000</i>	Salaries, allowances and benefits <i>HK\$'000</i> <i>(Note a)</i>	Discretionary bonus <i>HK\$'000</i> <i>(Note b)</i>	Pension scheme contributions <i>HK\$'000</i>	2022 Total <i>HK\$'000</i>
Executive Directors					
Rossana Wang Gaw	55	2,884	400	–	3,339
Goodwin Gaw	55	603	400	18	1,076
Kenneth Gaw	55	4,436	880	18	5,389
Christina Gaw	55	362	320	18	755
Alan Kam Hung Lee	55	1,749	800	18	2,622
Independent Non-executive Directors					
Charles Wai Bun Cheung, JP	100	–	–	–	100
Stephen Tan	100	–	–	–	100
Arnold Tin Chee Ip	100	–	–	–	100
<b>Total</b>	<b>575</b>	<b>10,034</b>	<b>2,800</b>	<b>72</b>	<b>13,481</b>

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS *(Continued)*

#### (a) Directors' emoluments *(Continued)*

*Note a:* The Group has been providing accommodations to Mrs. Rossana Wang Gaw and Mr. Kenneth Gaw respectively at no charge. The estimated money value of the benefit in kind to Mrs. Rossana Wang Gaw and Mr. Kenneth Gaw is HK\$1,467,000 and HK\$2,201,000 respectively (2022: HK\$1,461,000 and HK\$2,193,000 respectively).

*Note b:* The bonus is determined based on performance of the Group and the current market environment.

No directors waived any emoluments in the years ended 31 March 2023 and 2022.

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

#### (b) Other senior management's emoluments

Of the five individuals with the highest emoluments in the Group, three (2022: four) were directors of the Company whose emoluments are included in the disclosures above. The emoluments of the remaining two individuals (2022: one individual) were as follows:

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Salaries, allowances	<b>1,886</b>	906
Discretionary bonus	<b>740</b>	290
Pension scheme contributions	<b>36</b>	18
	<b>2,662</b>	1,214

The emoluments were within the following band:

	<b>2023</b>	2022
	<b>No. of</b>	No. of
	<b>employees</b>	employees
HK\$1,000,001 to HK\$1,500,000	<b>2</b>	1

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 11. INVESTMENT PROPERTIES

	<b>HK\$'000</b>
<b>Fair Value</b>	
At 1 April 2021	7,789,800
Additions	16,450
Revaluation	89,050
At 31 March 2022 and 1 April 2022	<b>7,895,300</b>
Additions	<b>2,028</b>
Revaluation	<b>5,972</b>
<b>At 31 March 2023</b>	<b>7,903,300</b>

Investment properties have been valued at 31 March 2023 and 31 March 2022 by AA Property Services Limited, an independent professional valuer, who has recognised relevant professional qualifications and experiences in valuation of properties. The directors of the Company had on-going discussions with the valuer upon producing the valuation reports in respect of valuation assumption use and other inputs relevant for the valuations of the Group's investment properties.

The following table presents the investment properties measured at fair value at 31 March 2023 and 31 March 2022 on a recurring basis, categorised into level 3 under the fair value hierarchy as defined in HKFRS 13 "Fair Value Measurement". Inputs used in determining fair value measurement are categorised into different levels based on the extent of observable and unobservable inputs being used in the valuation technique.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 11. INVESTMENT PROPERTIES (Continued)

Descriptions	Fair value HK\$'000	Significant unobservable inputs (Level 3) HK\$'000
<b>As at 31 March 2023</b>		
Investment properties		
In Hong Kong	7,874,100	7,874,100
In China	29,200	29,200
	<b>7,903,300</b>	<b>7,903,300</b>
As at 31 March 2022		
Investment properties		
In Hong Kong	7,864,100	7,864,100
In China	31,200	31,200
	7,895,300	7,895,300

During the year, there were no transfers between level 1 and 2, or transfer in and out of level 3. The Group's policy is to recognise transfer as at the end of the reporting period in which they occur.

As at 31 March 2023 and 31 March 2022, the fair value of the investment properties was determined on the basis of capitalisation of the net income receivable with due allowance for reversionary income potential.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 11. INVESTMENT PROPERTIES (Continued)

#### Information about fair value measurement using significant unobservable inputs

##### 2023

Descriptions	Fair value as at 31 March 2023 HK\$'000	Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Properties in Hong Kong	7,874,100	Income capitalisation approach	(i) Capitalisation rate: – Retail – Office – Industrial	2.2% – 4.5% 2.5% – 3.8% 2.8%	The higher the capitalisation rate, the lower the fair value
			(ii) Market rent per month: – Retail – Office – Industrial	HK\$19 – HK\$93/ft <sup>2</sup> HK\$8 – HK\$70/ft <sup>2</sup> HK\$9/ft <sup>2</sup>	The higher the market rent, the higher the fair value
Properties in China	29,200	Income capitalisation approach	(i) Capitalisation rate: – Residential	2.6%	The higher the capitalisation rate, the lower the fair value
			(ii) Market rent per month: – Residential	RMB114/m <sup>2</sup>	The higher the market rent, the higher the fair value

##### 2022

Descriptions	Fair value as at 31 March 2022 HK\$'000	Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Properties in Hong Kong	7,864,100	Income capitalisation approach	(i) Capitalisation rate: – Retail – Office – Industrial	2.2% – 4.5% 2.9% – 4.2% 2.8%	The higher the capitalisation rate, the lower the fair value
			(ii) Market rent per month: – Retail – Office – Industrial	HK\$21 – HK\$94/ft <sup>2</sup> HK\$18 – HK\$75/ft <sup>2</sup> HK\$9/ft <sup>2</sup>	The higher the market rent, the higher the fair value
Properties in China	31,200	Income capitalisation approach	(i) Capitalisation rate: – Residential	2.6%	The higher the capitalisation rate, the lower the fair value
			(ii) Market rent per month: – Residential	RMB114/m <sup>2</sup>	The higher the market rent, the higher the fair value

The fair value measurement of investment properties is based on the highest and best use, which does not differ from their actual use.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 12. INTERESTS IN ASSOCIATES

	2023 HK\$'000	2022 HK\$'000
Cost of investment	219,623	219,623
Share of post-acquisition reserves	698,121	732,031
	917,744	951,654
Amounts due from associates	1,666,958	1,602,174
	<b>2,584,702</b>	2,553,828

Included in the amounts due from associates, HK\$1,123,876,000 (2022: HK\$1,120,294,000) is unsecured, interest-free, repayable upon unanimous consent of the shareholders of an associate. The residual amounts due from associates are unsecured, interest-free, have no fixed terms of repayment and repayable on demand. The directors of the Company consider that the amounts due from associates as at the end of the reporting period form part of the net investments in the relevant associates (i.e. deemed capital contribution to the associates).

Particulars of the Group's major associates as at 31 March 2023 and 31 March 2022 are set out in Note 31.

	2023 HK\$'000	2022 HK\$'000
Carrying value of the material associates in the consolidated financial statements:		
Supreme Key Limited	1,855,595	1,838,122
Keencity Properties Limited	356,356	324,314
Tidefull Investment Limited	219,802	241,119
	<b>2,431,753</b>	2,403,555
Aggregate carrying value of associates that are not individually material in the consolidated financial statements	152,949	150,273
	<b>2,584,702</b>	2,553,828

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 12. INTERESTS IN ASSOCIATES (Continued)

Summary of financial information of the material associate, Supreme Key Limited (accounted for as an investment entity), is as follows:

	Supreme Key Limited	
	2023 HK\$'000	2022 HK\$'000
Non-current assets	6,093,561	5,866,748
Current assets	66,342	221,514
Non-current liabilities	(3,745,877)	(3,734,312)
Current liabilities	(1,517,212)	(1,287,776)
<b>Net assets</b>	<b>896,814</b>	1,066,174
Revenue		
Net change in unrealised appreciation on financial assets at FVTPL	(167,617)	94,163
Dividend and interest income	1,489	385
<b>Total revenue</b>	<b>(166,128)</b>	94,548
(Loss)/profit for the year	(169,360)	94,458
Other comprehensive income	–	–
<b>Total comprehensive (expense)/income</b>	<b>(169,360)</b>	94,458
Reconciled to the Company's interest on the associate:		
Gross amounts of net assets of the associate	896,814	1,066,174
Group's effective interest	30.0%	30.0%
Group's share of net assets of the associate	269,044	319,852
Amount due from the associate	1,586,551	1,518,270
Carrying value of the associate in the consolidated financial statements	<b>1,855,595</b>	1,838,122

The major asset of Supreme Key Limited is the investment in Regent Hong Kong (Previously known as InterContinental Hong Kong ("ICHK")). Regent Hong Kong had been closed in April 2020 for renovation and was partially reopened as at 31 March 2023.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 12. INTERESTS IN ASSOCIATES (Continued)

Summary of financial information of the material associate, Keencity Properties Limited (accounted for as an investment entity), is as follows:

	Keencity Properties Limited	
	2023 HK\$'000	2022 HK\$'000
Non-current assets	326,182	261,955
Current assets	429,710	429,215
Current liabilities	(47,098)	(47,083)
<b>Net assets</b>	<b>708,794</b>	644,087
Revenue		
Net change in unrealised appreciation on financial assets at FVTPL	77,979	(23,568)
Total revenue	77,979	(23,568)
Profit/(loss) for the year	78,458	(23,775)
Other comprehensive expense	(13,751)	(36,867)
<b>Total comprehensive income/(expense)</b>	<b>64,707</b>	(60,642)
Reconciled to the Company's interest on the associate:		
Gross amounts of net assets of the associate	708,794	644,087
Group's effective interest	49.5%	49.5%
Group's share of net assets of the associate	350,854	318,823
Amount due from the associate	5,502	5,491
Carrying value of the associate in the consolidated financial statements	356,356	324,314

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 12. INTERESTS IN ASSOCIATES (Continued)

Summary of financial information of the material associate, Tidefull Investment Limited is as follows:

	<b>Tidefull Investment Limited</b>	
	<b>2023</b>	<i>2022</i>
	<b>HK\$'000</b>	<i>HK\$'000</i>
Non-current assets	<b>439,604</b>	482,239
Net assets	<b>439,604</b>	482,239
Revenue		
Share of results of an associate	<b>22,098</b>	30,210
Total revenue	<b>22,098</b>	30,210
Profit for the year	<b>22,098</b>	30,210
Other comprehensive (expense)/income	<b>(45,241)</b>	14,766
Total comprehensive (expense)/income	<b>(23,143)</b>	44,976
Dividends received from the associate during the year	<b>9,746</b>	9,966
Reconciled to the Company's interest on the associate:		
Gross amounts of net assets of the associate	<b>439,604</b>	482,239
Group's effective interest	<b>50.0%</b>	50.0%
Group's share of net assets of the associate	<b>219,802</b>	241,119
Carrying value of the associate in the consolidated financial statements	<b>219,802</b>	241,119

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 12. INTERESTS IN ASSOCIATES (Continued)

Aggregate financial information of associates that are not individually material:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Aggregate carrying value of associates that are not individually material in the consolidated financial statements	<b>152,949</b>	150,273
Aggregate amounts of the Group's share of those associates:		
Profit/(loss) for the year	<b>6,186</b>	(8,421)
Total comprehensive income/(expense)	<b>6,186</b>	(8,421)

#### Share of hotel revenues of the associates' underlying investments through the Group's investment in associates

For the year ended 31 March 2023

	Revenue <i>HK\$'000</i>	Group's shareholding	Group's share of revenue <i>HK\$'000</i>
Regent Hong Kong (Previously known as ICHK)	<b>77,302</b>	<b>30.0%</b>	<b>23,191</b>
Pullman Bangkok Hotel G	<b>90,965</b>	<b>49.5%</b>	<b>45,028</b>
Pullman Pattaya Hotel G	<b>78,591</b>	<b>49.5%</b>	<b>38,903</b>
	<b>246,858</b>		<b>107,122</b>

For the year ended 31 March 2022

	Revenue <i>HK\$'000</i>	Group's shareholding	Group's share of revenue <i>HK\$'000</i>
Regent Hong Kong (Previously known as ICHK)	23,830	30.0%	7,149
Pullman Bangkok Hotel G	36,143	49.5%	17,891
Pullman Pattaya Hotel G	31,410	49.5%	15,548
	91,383		40,588

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 13. INVESTMENTS IN DEBT INSTRUMENTS AT FVTOCI/EQUITY INSTRUMENTS DESIGNATED AT FVTOCI/EQUITY INSTRUMENTS AT FVTPL

	2023 HK\$'000	2023 HK\$'000	2023 HK\$'000	2023 HK\$'000	2022 HK\$'000	2022 HK\$'000	2022 HK\$'000	2022 HK\$'000
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Investments in debt instruments at FVTOCI (Note a)</b>								
Debt securities classified as								
non-current assets								
Listed outside Hong Kong	-	-	-	-	1,985	-	-	1,985
<b>Investments in equity instruments designated at FVTOCI (Note b)</b>								
Equity investments classified as								
non-current assets								
Listed in Hong Kong	59,961	-	-	59,961	105,882	-	-	105,882
Unlisted in Hong Kong	-	-	37	37	-	-	37	37
Unlisted outside Hong Kong	-	-	144,386	144,386	-	-	143,015	143,015
	59,961	-	144,423	204,384	105,882	-	143,052	248,934
<b>Investments in equity instruments at FVTPL (Note c)</b>								
Equity investments classified as								
non-current assets								
Unlisted in Hong Kong	-	-	86,593	86,593	-	-	89,613	89,613
Unlisted outside Hong Kong	-	-	68,331	68,331	-	-	89,161	89,161
	-	-	154,924	154,924	-	-	178,774	178,774
<b>Total</b>	<b>59,961</b>	<b>-</b>	<b>299,347</b>	<b>359,308</b>	<b>107,867</b>	<b>-</b>	<b>321,826</b>	<b>429,693</b>

*Note a:* The fair value of the listed investments is measured using quoted prices in active market (level 1 inputs). They are derived from the current bid price of the listed debt securities at reporting date. The Group's investments in debt instruments were instruments that have a low risk of default and the counterparties have a strong capacity to repay. They bear a fixed coupon interest rate of 3.55% per annum and with maturity date on 12 March 2025. The investment was early redeemed in June 2022.

*Note b:* The directors of the Company have elected to designate these listed investments in Hong Kong and outside Hong Kong as equity instruments at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run. The fair value of the listed investments is measured using quoted prices in active market (level 1 inputs). They are derived from the current bid price of the listed shares at reporting date.

The directors of the Company have elected to designate investments in unlisted equity instruments at FVTOCI as they believe that these investments would bring long-term value to the Group. The major investment in unlisted equity instruments designated at FVTOCI represents a 9.75% ownership in a Malaysian private company with principal operation in property development in Malaysia ("Malaysian Investment") with fair value amounted HK\$121,258,000 (2022: HK\$115,809,000). The fair value of the unlisted equity instruments was measured by an independent valuer engaged by the management and market approach was applied. The major unobservable inputs included the discount for lack of marketability and the price-to-book ratio. As at 31 March 2023, the discount for lack of marketability of 15.7% (2022: 15.8%) and price-to-book ratio of 65% (2022: 62%) were applied in the valuation. The fair value measurement is negatively correlated to the discount for lack of marketability and is positively correlated to the price-to-book ratio.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 13. INVESTMENTS IN DEBT INSTRUMENTS AT FVTOCI/EQUITY INSTRUMENTS DESIGNATED AT FVTOCI/EQUITY INSTRUMENTS AT FVTPL (Continued)

*Note c:* The unlisted equity instruments at FVTPL represents a 4% ownership in a company which indirectly holds an investment property in Shanghai, China for rental income ("Shanghai Investment") and a 3.13% ownership in a company which indirectly holds an investment property in Taikoo Shing, Hong Kong for rental income ("Hong Kong Investment").

The fair value of both Shanghai Investment and Hong Kong Investment amounted to HK\$68,331,000 (2022: HK\$89,161,000) and HK\$86,593,000 (2022: HK\$89,613,000) respectively, were classified as level 3 of which the significant portion of the fair value of the investment comes from the investment property and bank borrowings. The fair value of the investment properties located in Shanghai and located in Hong Kong as at 31 March 2023 amounted to RMB4,339,000,000, equivalent to approximately HK\$4,925,154,000 (2022: RMB4,426,000,000, equivalent to approximately HK\$5,438,207,000) and HK\$19,560,000,000 (2022: HK\$19,710,000,000) respectively. The fair value of the investment properties was measured by independent valuers engaged by the management of the investee.

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment property of the Shanghai Investment and Hong Kong Investment:

	Valuation technique	Significant unobservable inputs	Range or weighted average of unobservable inputs	Relationship of unobservable inputs to fair value
Commercial property (in Shanghai)	Income capitalisation approach	Investment yield	4.3%-5.8% (2022: 4.8%-5.8%)	The higher the investment yield, the lower the fair value
		Market rent		
		Office portion	RMB8.75/m <sup>2</sup> /day (2022: RMB8.88/m <sup>2</sup> /day)	The higher the market rent, the higher the fair value
		Retail portion	RMB10.93/m <sup>2</sup> /day (2022: RMB11.30/m <sup>2</sup> /day)	
Commercial property (in Hong Kong)	Income capitalisation approach	Investment yield	1.7%-2.5% (2022: 1.7%-2.5%)	The higher the investment yield, the lower the fair value
		Market rent		
		Office portion	HK\$46-HK\$62/ft <sup>2</sup> /month (2022: HK\$48-HK\$61/ft <sup>2</sup> /month)	The higher the market rent, the higher the fair value
		Retail portion	HK\$48-HK\$70/ft <sup>2</sup> /month (2022: HK\$50-HK\$60/ft <sup>2</sup> /month)	

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 13. INVESTMENTS IN DEBT INSTRUMENTS AT FVTOCI/EQUITY INSTRUMENTS DESIGNATED AT FVTOCI/EQUITY INSTRUMENTS AT FVTPL *(Continued)*

The following table shows the movement of Level 3 financial instruments during the years:

	<b>HK\$'000</b>
At 1 April 2021	325,057
Return of capital	(3,997)
Total gains or losses recognised due to change in fair value of investments:	
In profit or loss	5,263
In other comprehensive income	(4,497)
At 31 March 2022 and 1 April 2022	<b>321,826</b>
Return of capital	<b>(2,856)</b>
Total gains or losses recognised due to change in fair value of investments:	
In profit or loss	<b>(23,043)</b>
In other comprehensive income	<b>3,420</b>
At 31 March 2023	<b>299,347</b>

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 14. PROPERTY, PLANT & EQUIPMENT

	Leasehold improvements <i>HK\$'000</i>	Furniture and equipment <i>HK\$'000</i>	Motor vehicles <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>Cost</b>				
At 1 April 2021	5,073	219	3,030	8,322
Additions	–	17	326	343
Disposal	–	–	(284)	(284)
At 31 March 2022 and 1 April 2022	5,073	236	3,072	8,381
Additions	–	<b>23</b>	–	<b>23</b>
<b>At 31 March 2023</b>	<b>5,073</b>	<b>259</b>	<b>3,072</b>	<b>8,404</b>
<b>Accumulated depreciation</b>				
At 1 April 2021	3,344	84	1,111	4,539
Charge for the year	346	27	547	920
Eliminated on disposal	–	–	(235)	(235)
At 31 March 2022 and 1 April 2022	3,690	111	1,423	5,224
Charge for the year	<b>277</b>	<b>28</b>	<b>525</b>	<b>830</b>
<b>At 31 March 2023</b>	<b>3,967</b>	<b>139</b>	<b>1,948</b>	<b>6,054</b>
<b>Net book value</b>				
<b>At 31 March 2023</b>	<b>1,106</b>	<b>120</b>	<b>1,124</b>	<b>2,350</b>
At 31 March 2022	1,383	125	1,649	3,157

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 14. PROPERTY, PLANT & EQUIPMENT *(Continued)*

#### The Group as lessee

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

#### *Right-of-use assets (included in property, plant & equipment)*

	<b>Motor vehicles and total HK\$'000</b>
<b>As at 31 March 2023</b>	
Carrying amount	<b>622</b>
<b>As at 31 March 2022</b>	
Carrying amount	1,021
<b>For the year ended 31 March 2023</b>	
Depreciation charge	<b>400</b>
<b>For the year ended 31 March 2022</b>	
Depreciation charge	408

The analysis of expense items relation to leases recognised in profit or loss is as follows:

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Expense relating to short-term leases	<b>3,120</b>	3,120
Total cash outflow for leases	<b>3,509</b>	3,574

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 15. DEBTORS, ADVANCES & PREPAYMENTS

Debtors, advances & prepayments comprised the following:

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Deferred rental receivables	<b>12,396</b>	8,408
Other deposits and prepayments	<b>10,724</b>	8,193
Debtors	<b>3,840</b>	5,254
	<b>26,960</b>	21,855

Debtors mainly comprise rental receivables. Rent from leasing of investment properties are normally received in advance.

At the reporting date, the aging analysis of the debtors based on the date of invoices and which are past due was as follows:

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
0 – 30 days	<b>2,554</b>	3,341
31 – 60 days	<b>404</b>	1,816
61 – 90 days	<b>305</b>	69
> 90 days	<b>577</b>	28
	<b>3,840</b>	5,254

The Group considered the above debtors are fully recoverable. The Group has not recognised any ECL for the years ended 31 March 2023 and 2022.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 16. CASH & BANK BALANCES

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Cash at bank and in hand	<b>17,959</b>	40,318
Short-term bank deposits	<b>236,747</b>	179,011
Cash and cash equivalents	<b>254,706</b>	219,329
Short-term bank deposits maturing after three months	<b>8,067</b>	8,000
	<b>262,773</b>	227,329

Bank balances of HK\$27,126,000 (2022: HK\$30,680,000) were charged by the lending bank to secure payment of bank loan interest.

The effective interest rate on short-term bank deposits maturing within three months was 3.60% p.a. (2022: 0.70% p.a.). The effective interest rate on short-term bank deposits maturing after three months was 4.81% p.a. (2022: 0.35% p.a.).

For the years ended 31 March 2023 and 2022, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided.

The cash and bank balances were denominated in the following currencies:

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Hong Kong dollars	<b>192,425</b>	167,289
United States dollars	<b>70,166</b>	59,500
Others	<b>182</b>	540
	<b>262,773</b>	227,329

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 17. SHARE CAPITAL

	Number of Shares of HK\$0.10 each	HK\$'000
Authorised		
At 1 April 2021, 31 March 2022, 1 April 2022 and 31 March 2023	2,000,000,000	200,000
Issued and fully paid		
At 1 April 2021, 31 March 2022, 1 April 2022 and 31 March 2023	1,154,038,656	115,404

### 18. CREDITORS & OTHER PAYABLES

	2023 HK\$'000	2022 HK\$'000
Creditors & other payables (due within one year)		
Rental deposits received	22,936	29,544
Accruals and other payables	29,378	21,249
Creditors	5,591	8,718
	<b>57,905</b>	59,511
Creditors & other payables (due more than one year)		
Rental deposits received	42,673	34,884
	<b>100,578</b>	94,395

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 18. CREDITORS & OTHER PAYABLES (Continued)

At the reporting date, the aging analysis of the creditors based on the date of the invoices was as follows:

	2023 HK\$'000	2022 HK\$'000
0 – 30 days	3,527	6,232
31 – 60 days	915	1,119
61 – 90 days	226	393
> 90 days	923	974
	<b>5,591</b>	8,718

### 19. SECURED BANK LOANS

	2023 HK\$'000	2022 HK\$'000
Current		
Repayable within one year	663,500	–
Non-current		
Repayable more than one year but not exceeding two years	1,617,500	663,500
Repayable more than two years but not exceeding five years	–	1,617,500
	<b>1,617,500</b>	2,281,000

As at 31 March 2023 and 31 March 2022, all bank loans were denominated in Hong Kong dollars and carry interest at benchmarks ranged from 1.10% to 1.22% over HIBOR. The effective interest rate at the year end date was 4.10% p.a. (2022: 1.48% p.a.).

In respect of the bank loans with carrying amount of HK\$2,281,000,000 as at 31 March 2023 (2022: HK\$2,281,000,000), the Group is required to comply with the following financial covenants throughout the continuance of the relevant loan and/or as long as the loan is outstanding:

- the loan-to-value ratio that the loan to the property market value shall at all times be less than 55%; and
- the ratio of net semi-annual rental to the estimated amount of interest payable on the bank loans for such forthcoming calendar six-month period shall be not less than 1.3:1 to 1.5:1.

The Group has complied with the covenant throughout the reporting period.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 20. LEASE LIABILITIES

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Lease liabilities payable:		
Within one year	<b>349</b>	353
Within a period of more than one year but not exceeding two years	<b>237</b>	348
Within a period of more than two years but not exceeding five years	–	237
	<b>586</b>	938
Less: Amount due for settlement within 12 months shown under current liabilities	<b>(349)</b>	(353)
Amount due for settlement after 12 months shown under non-current liabilities	<b>237</b>	585

For the years ended 31 March 2023 and 2022, it is the Group's policy to lease certain of its motor vehicles under lease contract. The average lease term is 3 to 5 years (2022: 3 to 5 years). Interest rates underlying the lease liabilities are fixed at respective contract rate at 2.1% (2022: 2.1%) per annum.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 21. DEFERRED TAXATION

For the purposes of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The components of deferred tax balance recognised in the consolidated statement of financial position and movements thereon during the current and prior years are as follows:

	Revaluation of investment properties <i>HK\$'000</i>	Accelerated tax depreciation <i>HK\$'000</i>	Tax losses <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2021	5,438	71,309	(512)	76,235
Charge/(credit) to profit or loss	375	5,230	(128)	5,477
At 31 March 2022	5,813	76,539	(640)	81,712
At 1 April 2022	<b>5,813</b>	<b>76,539</b>	<b>(640)</b>	<b>81,712</b>
(Credit)/charge to profit or loss	<b>(500)</b>	<b>4,965</b>	<b>60</b>	<b>4,525</b>
<b>At 31 March 2023</b>	<b>5,313</b>	<b>81,504</b>	<b>(580)</b>	<b>86,237</b>

At the end of the reporting period, the Group has unused tax losses of HK\$26,388,000 (2022: HK\$22,102,000) available for offsetting against future profits. The losses may be carried forward indefinitely. A deferred tax asset has been recognised in respect of HK\$3,514,000 (2022: HK\$3,877,000) of such losses. No deferred tax asset has been recognised in respect of the remaining approximately HK\$22,874,000 (2022: HK\$18,225,000) due to the unpredictability of future profit streams.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 22. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	<b>Interest payable (included in accruals) HK\$'000</b>	<b>Secured bank loans HK\$'000 (Note)</b>	<b>Lease liabilities HK\$'000</b>	<b>Total HK\$'000</b>
At 1 April 2021	2,363	2,281,000	1,338	2,284,701
Changes from financing cash flows:				
Lease liabilities principal repayment	–	–	(400)	(400)
Interest paid	(39,657)	–	(54)	(39,711)
Other finance costs paid	(6,291)	–	–	(6,291)
Other non-cash change:				
Finance costs	44,308	–	54	44,362
At 31 March 2022 and 1 April 2022	<b>723</b>	<b>2,281,000</b>	<b>938</b>	<b>2,282,661</b>
Changes from financing cash flows:				
Lease liabilities principal repayment	–	–	(352)	(352)
Interest paid	(67,275)	–	(36)	(67,311)
Other non-cash change:				
Finance costs	<b>68,963</b>	–	<b>36</b>	<b>68,999</b>
At 31 March 2023	<b>2,411</b>	<b>2,281,000</b>	<b>586</b>	<b>2,283,997</b>

Note: During the year ended 31 March 2023, the Group's secured bank loans were renewed.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 23. GUARANTEES & COMMITMENTS

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Guarantees		
– given to a bank by the Company in respect of banking facilities utilised by subsidiaries of the Company	<b>1,879,800</b>	1,879,800
Commitments (contracted but not provided for)		
– for total future minimum lease payments in respect of land and buildings (short-term lease)		
– not later than one year	<b>2,670</b>	1,350
– for capital contribution to investees classified as equity instruments designated at FVTOCI not yet called		
– upon called	<b>1,495</b>	1,595
– for additional capital contribution to an associate		
– not later than one year	<b>93,600</b>	–
	<b>1,977,565</b>	1,882,745

### 24. OPERATING LEASE RECEIVABLE

At the year end date, the Group's total future minimum lease payments to be received, as lessor, under non-cancellable rental leases in respect of investment properties were as follows:

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Within one year	<b>170,014</b>	157,541
In the second year	<b>127,235</b>	82,963
In the third year	<b>86,663</b>	36,849
In the fourth year	<b>31,935</b>	17,519
In the fifth year	<b>12,802</b>	13,475
After five years	<b>3,248</b>	3,638
	<b>431,897</b>	311,985

The Group leases out the investment properties of the Group under operating leases. The leases typically run for an initial period of 1 month to 6 years (2022: 1 month to 12 years).

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 25. PLEDGE OF ASSETS

At the year end date, investment properties with a carrying value of HK\$7,825,100,000 (2022: HK\$7,814,100,000) were pledged to secure bank loan facilities to the extent of HK\$2,281,000,000 (2022: HK\$2,281,000,000) of which all facilities have been fully utilised.

### 26. RELATED PARTY TRANSACTIONS

#### (a) Transactions with related parties

- (i) In May 2019, Gaw Capital Advisors Limited (“GCAL”) entered into a lease agreement with our Group company to lease partial of 18th and 19th Floors of 68 Yee Wo Street, Hong Kong for a term of 3 years from 1 July 2019 to 30 June 2022 at a monthly rental of HK\$811,776, excluding rates, government rent and management fee. In May 2022, the lease was renewed for a term of 3 years from 1 July 2022 to 30 June 2025 with a five-month rent-free period from 1 July 2022 to 30 November 2022 at a monthly rental of HK\$676,480, excluding rates, government rent and management fee. Based on the terms of the lease agreement, a rental deposit of HK\$2,385,000 (2022: HK\$2,760,000) and rental income of HK\$7,678,000 (2022: HK\$9,756,000) were recognised, of which HK\$5,141,000 (2022: HK\$9,741,000) were receivables for the year ended 31 March 2023.
- (ii) In May 2019, Gaw Capital Asset Management (HK) Limited (“GCAM”) entered into a lease agreement with our Group company to lease a unit in 10th Floor of 68 Yee Wo Street, Hong Kong for a term of 3 years from 1 July 2019 to 30 June 2022 at a monthly rental of HK\$151,720, excluding rates, government rent and management fee. In May 2022, the lease was renewed for a term of 3 years from 1 July 2022 to 30 June 2025 with a five-month rent-free period from 1 July 2022 to 30 November 2022 at a monthly rental of HK\$132,755, excluding rates, government rent and management fee. Based on the terms of lease agreement, a rental deposit of HK\$478,000 (2022: HK\$528,000) and rental income of HK\$1,459,000 (2022: HK\$1,719,000) were recognised, of which HK\$986,000 (2022: HK\$1,821,000) were receivables for the year ended 31 March 2023.
- (iii) In January 2021, GCAM entered into a lease agreement with our Group company to lease a unit in 15th Floor of 68 Yee Wo Street, Hong Kong for a term of 3 years from 1 March 2021 to 29 February 2024 with rent free periods from 1 April 2021 to 31 May 2021 and 1 April 2022 to 31 May 2022 at a monthly rental of HK\$127,908, excluding rates, government rent and management fee. Based on the terms of lease agreement, a rental deposit of HK\$454,000 (2022: HK\$448,000) and rental income of HK\$1,364,000 (2022: HK\$1,350,000) were recognised, of which HK\$1,279,000 (2022: HK\$1,279,000) were receivables for the year ended 31 March 2023.

The transactions (i), (ii) and (iii) above constitute continuing connected transactions under Rule 14A.56 of the Listing Rules and the details of the transactions are discussed in the Directors’ Report section pages 16 to 17. As at 31 March 2023, the amount of total future minimum lease payments to be received, as lessor, from GCAL and GCAM under non-cancellable rental leases was HK\$23,256,000 (2022: HK\$5,576,000).

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 26. RELATED PARTY TRANSACTIONS *(Continued)*

#### (b) Key management personnel compensation

The remuneration of Directors and other members of key management during the year were as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Fees	575	575
Salaries, allowances and benefits	12,327	11,204
Discretionary bonus	1,824	3,134
Pension scheme contributions	108	90
	<b>14,834</b>	15,003

### 27. FINANCIAL RISKS MANAGEMENT

#### (a) Categories of financial instruments

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
<b>Financial assets</b>		
Amortised cost		
Amounts due from associates	1,666,958	1,602,174
Receivables	26,517	21,440
Cash & bank balances	262,773	227,329
Debt instruments at FVTOCI	–	1,985
Equity instruments designated at FVTOCI	204,384	248,934
Equity instruments at FVTPL	154,924	178,774
	<b>2,315,556</b>	2,280,636
<b>Financial liabilities</b>		
Amortised cost		
Secured bank loans	2,281,000	2,281,000
Creditors & other payables	71,200	73,146
	<b>2,352,200</b>	2,354,146

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 27. FINANCIAL RISKS MANAGEMENT (Continued)

#### (a) Categories of financial instruments (Continued)

The Group's principal financial instruments comprise amounts due from associates, secured bank loans, cash and short-term deposits, equity and debt investments. The main purpose of these financial instruments is to raise finance for the Group's operation and to seek for investment returns. The Group has various other financial assets and liabilities such as debtors and creditors, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### (b) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank borrowings and short-term bank deposits with a floating interest rate. The Group cash flow interest rate risk is mainly concentrated on HIBOR arising from the Group's bank borrowings. The interest rates and terms of repayment of the Group's bank borrowings are disclosed in Note 19 to the financial statements.

The sensitivity analyses below have been determined based on the exposure to interest rates. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis point (2022: 100 basis points) increase or decrease in variable-rate bank borrowings and a 50 basis point (2022: 50 basis points) increase or decrease in variable-rate bank balances are used which represents management's assessment of the reasonably possible change in interest rates.

The following table demonstrates the sensitivity to a reasonable possible change in interest rates, with all other variables held constant, of the Group's profit before taxation (through the impact on floating rate borrowings and floating rate bank deposits) and the Group's equity.

	Change in basis points	Change in profit before taxation HK\$'000	Change in equity HK\$'000
<b>2023</b>			
Bank borrowings	100	22,810	19,046
Short-term bank deposits	50	1,224	1,224
<b>2022</b>			
Bank borrowings	100	22,810	19,046
Short-term bank deposits	50	935	935

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 27. FINANCIAL RISKS MANAGEMENT *(Continued)*

#### (c) Foreign currency risk

The Group's exposure to foreign currency risk is primarily through its bank balances, amounts due from associates, investment in equity instruments at FVTPL and investment in equity instruments (2022: equity and debt instruments) at FVTOCI, that are denominated in a foreign currency, i.e. a currency other than the functional currency of the Group. The currencies giving rise to this risk are primarily United States dollars, Renminbi, Malaysian ringgit and Euros (2022: United States dollars, Renminbi, Malaysian ringgit, Euros and Canadian dollars). As Hong Kong dollars are pegged to United States dollars, the management considers that the foreign currency risk arising from United States dollars to the Group is not significant.

The following table demonstrates the sensitivity at the year end date to a reasonable possible change in the foreign exchange rate, with all other variables held constant, of the Group's profit before taxation and the Group's equity.

	Exposure <i>HK\$'000</i>	Change in exchange rate %	Change in profit before taxation <i>HK\$'000</i>	Change in equity <i>HK\$'000</i>
<b>At 31 March 2023</b>				
Equity instruments at FVTOCI				
Malaysian ringgit	121,258	5%	–	6,063
Euro	46	5%	–	2
Equity instruments at FVTPL				
Renminbi	68,331	5%	3,417	3,417
<b>At 31 March 2022</b>				
Equity and debt instruments at FVTOCI				
Malaysian ringgit	115,809	5%	–	5,790
Euro	20	5%	–	1
Canadian dollars	1,985	5%	–	99
Equity instruments at FVTPL				
Renminbi	89,161	5%	4,458	4,458

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 27. FINANCIAL RISKS MANAGEMENT *(Continued)*

#### (d) Credit risk

The Group's exposure to credit risk is mainly attributable to bank deposits, debt investments and amounts due from associates.

##### *Financial assets at amortised cost*

Bank deposits are placed with high-quality financial institutions with good credit ratings. Regarding the amounts due from associates, the directors of the Company has assessed its credit risk by monitoring the financial performance and position regularly and reviewing its cash flow forecast annually. The associates are considered as strong based on its underlying business. Accordingly, the credit risk for these balances are considered as minimal.

The Group is also exposed to counterparties credit risk from its operating activities, primarily attributable to rental income. The directors of the Company believe that our tenants are having high credit quality and the Group has policy in place to ensure that the properties are rented to tenants with an appropriate credit history. The Group has no concentration of credit risk and had no significant outstanding balances due by tenants at the reporting date. Accordingly, the overall credit risk is considered minimal.

##### *Debt instruments at FVTOCI*

The Group only invests in debt securities with low credit risk. The Group's debt instruments at FVTOCI mainly comprise bonds issued by listed companies that are graded in the top investment grade and therefore are considered to be low credit risk investments. During the years ended 31 March 2023 and 2022, no ECL on debt instruments at FVTOCI were recognised in the profit or loss account.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 27. FINANCIAL RISKS MANAGEMENT (Continued)

#### (e) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank facilities.

The maturity profile of the Group's financial liabilities as at the year end date, based on the contracted undiscounted payments, was as follows:

#### At 31 March 2023

	Weighted average interest rate %	Within 1 year or on demand HK\$'000	1 to 2 years HK\$'000	3 to 5 years HK\$'000	Over 5 years HK\$'000	Total HK\$'000	Carrying value HK\$'000
Secured bank loans	4.10	749,803	1,660,899	-	-	2,410,702	2,281,000
Lease liabilities	2.43	368	242	-	-	610	586
Creditors & other payables	-	28,527	12,709	28,679	1,285	71,200	71,200
		778,698	1,673,850	28,679	1,285	2,482,512	2,352,786

#### At 31 March 2022

	Weighted average interest rate %	Within 1 year or on demand HK\$'000	1 to 2 years HK\$'000	3 to 5 years HK\$'000	Over 5 years HK\$'000	Total HK\$'000	Carrying value HK\$'000
Secured bank loans	1.48	33,796	694,658	1,633,152	-	2,361,606	2,281,000
Lease liabilities	2.42	389	368	242	-	999	938
Creditors & other payables	-	38,262	20,424	14,460	-	73,146	73,146
		72,447	715,450	1,647,854	-	2,435,751	2,355,084

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 27. FINANCIAL RISKS MANAGEMENT (Continued)

#### (f) Equity price risk

The Group is exposed to equity price risk arising from individual investments classified as equity instruments at FVTOCI and FVTPL (see Note 13) as at 31 March 2023. The Group's listed investments are valued at quoted market prices at the year end date.

The following table demonstrates the sensitivity to every 5% change in fair value of the equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the year end date.

	Carrying amount of investments <i>HK\$'000</i>	Change in profit before taxation <i>HK\$'000</i>	Change in equity <i>HK\$'000</i>
<b>At 31 March 2023</b>			
Listed investments:			
Equity instruments designated at FVTOCI	59,961	–	2,998
Unlisted investment:			
Equity instruments designated at FVTOCI	144,423	–	7,221
Equity instruments at FVTPL	154,924	7,746	7,746
<b>At 31 March 2022</b>			
Listed investments:			
Equity instruments designated at FVTOCI	105,882	–	5,294
Unlisted investment:			
Equity instruments designated at FVTOCI	143,052	–	7,153
Equity instruments at FVTPL	178,774	8,939	8,939

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 27. FINANCIAL RISKS MANAGEMENT (Continued)

#### (g) Capital management

The primary objective of the Group's capital management is 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 manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes during the years ended 31 March 2023 and 2022.

The Group monitors capital using a gearing ratio, which is net debt divided by total assets. Net debt includes interest bearing bank borrowings less cash and bank balances. The gearing ratios as at the year end dates were as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Interest bearing bank borrowings	<b>2,281,000</b>	2,281,000
Less: Cash & bank balances	<b>(262,773)</b>	(227,329)
Net debt	<b>2,018,227</b>	2,053,671
Total assets	<b>11,140,635</b>	11,132,591
Gearing ratio	<b>18.1%</b>	18.4%

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 28. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

#### (a) Statement of Financial Position of the Company

	At 31 March 2023 HK\$'000	At 31 March 2022 HK\$'000
<b>ASSETS</b>		
Non-current assets		
Interests in subsidiary companies	1,902,417	1,829,640
Interests in associates	41,114	41,118
Equity instruments designated at FVTOCI	–	212
	<b>1,943,531</b>	1,870,970
Current assets		
Debtors, advances & prepayments	190	166
Cash & bank balances	501	347
Tax recoverable	292	292
	<b>983</b>	805
<b>Total assets</b>	<b>1,944,514</b>	1,871,775
<b>EQUITY</b>		
Share capital	115,404	115,404
Reserves	1,806,307	1,745,002
<b>Total equity</b>	<b>1,921,711</b>	1,860,406
<b>LIABILITIES</b>		
Current liabilities		
Other payables	3,837	3,837
Amounts due to subsidiaries	18,966	7,532
<b>Total liabilities</b>	<b>22,803</b>	11,369
<b>Total equity and liabilities</b>	<b>1,944,514</b>	1,871,775

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 29 June 2023 and are signed on its behalf by:

**Kenneth Gaw**  
Director

**Alan Kam Hung Lee**  
Director

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 28. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

#### (b) Reserves Movement of the Company

	Share premium HK\$'000	Contributed surplus HK\$'000	Retained earnings HK\$'000	Investment revaluation reserve HK\$'000	Total HK\$'000
At 1 April 2021	547,748	381,051	718,352	(439)	1,646,712
Profit for the year	-	-	109,820	-	109,820
2022 interim dividend paid	-	-	(11,540)	-	(11,540)
Fair value change of investments in equity instruments designated at FVTOCI	-	-	-	10	10
<b>At 31 March 2022</b>	<b>547,748</b>	<b>381,051</b>	<b>816,632</b>	<b>(429)</b>	<b>1,745,002</b>
At 1 April 2022	547,748	381,051	816,632	(429)	1,745,002
Profit for the year	-	-	84,388	-	84,388
2022 final dividend paid	-	-	(23,081)	-	(23,081)
Fair value change of investments in equity instruments designated at FVTOCI	-	-	-	(2)	(2)
Disposal of investments in equity instruments at FVTOCI	-	-	(431)	431	-
<b>At 31 March 2023</b>	<b>547,748</b>	<b>381,051</b>	<b>877,508</b>	<b>-</b>	<b>1,806,307</b>

The reserves of the Company available for distribution to shareholders as at the reporting date calculated in accordance with the Bermuda Companies Act, amounted to HK\$1,258,559,000 (2022: HK\$1,197,683,000), being the contributed surplus and retained earnings at that date.

### 29. RETIREMENT BENEFIT SCHEMES

The Group arranges for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"), which is a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Hong Kong subsidiaries of the Group and its Hong Kong employees is required to make monthly contributions of 5% of the employees' earnings to the scheme in accordance with the requirements of the Mandatory Provident Fund Schemes Ordinance and related regulations. The respective monthly contributions made by the Group and the employees are subject to a cap of HK\$1,500 with contributions beyond these amounts being voluntary.

Total expenses recognised in profit or loss for the contributions to the retirement benefit schemes made by the Group during the year amounted to HK\$261,000 (2022: HK\$261,000). There were no forfeited contributions utilised to offset employer's contributions for the years ended 31 March 2023 and 2022. At the end of the reporting period, there were no forfeited contributions available to reduce the contributions payable in the future years (2022: Nil).

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 30. PARTICULARS OF MAJOR SUBSIDIARIES

Particulars of the major subsidiaries of the Group as at 31 March 2023 and 31 March 2022 are as follows:

Name of company	Main activity	Place of incorporation	Principal place of operations	Particulars of issued and paid up capital	Percentage of equity held 2023	Percentage of equity held 2022
All Success Holdings Limited	Real Estate	Hong Kong	Hong Kong	HK\$1	100	100
Anpona Investments Limited	Investment	Hong Kong	Hong Kong	HK\$10,000	100	100
Best Date Investments Limited	Real Estate	Hong Kong	Hong Kong	HK\$1	100	100
Bright Grand Limited	Real Estate	Hong Kong	Hong Kong	HK\$1	100	100
Causeway Bay 68 Limited	Investment	British Virgin Islands	Hong Kong	US\$1,000	60	60
Chance Advance Limited	Investment	British Virgin Islands	Hong Kong	US\$1,000	100	100
Charm Victory Investment Limited	Real Estate	Hong Kong	Hong Kong	HK\$1	100	100
Dynamic Business Limited	Real Estate	Hong Kong	Hong Kong	HK\$1	100	100
Forerunner Investments Limited	Investment	Hong Kong	Hong Kong	HK\$3,000,000	65	65
Honesty Properties Limited	Real Estate	Hong Kong	Hong Kong	HK\$1	100	100
Kind Regent Holdings Limited	Investment	British Virgin Islands	Hong Kong	US\$1	100	100
Master Yield Limited	Investment	British Virgin Islands	Hong Kong	Nil	100	100
Pine International Limited	Investment	British Virgin Islands	Hong Kong	HK\$1	100	100
Pioneer Estates Limited	Real Estate	Hong Kong	Hong Kong	HK\$1,000	100	100
Pioneer Industries (Holdings) Limited	Investment	Hong Kong	Hong Kong	HK\$75,873,257	100	100
Treasure Spot Investments Limited	Real Estate	British Virgin Islands	Hong Kong	US\$1	60	60
Uniever Link Limited	Investment	British Virgin Islands	Hong Kong	US\$1	100	100
Win Plus Development Ltd.	Investment	British Virgin Islands	Hong Kong	Nil	100	100

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 30. PARTICULARS OF MAJOR SUBSIDIARIES (Continued)

The following table presents the information relating to Causeway Bay 68 Limited, the subsidiary of the Group which has material NCI. The following summarised consolidated financial information represents the amounts before any inter-company elimination.

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Percentage of NCI	<b>40%</b>	40%
Assets and liabilities of Causeway Bay 68 Limited:		
Non-current assets	<b>3,710,000</b>	3,730,000
Current assets	<b>35,544</b>	43,169
Non-current liabilities	<b>(1,076,920)</b>	(1,064,012)
Current liabilities	<b>(11,244)</b>	(22,789)
Net assets	<b>2,657,380</b>	2,686,368
Carrying value of NCI in the consolidated financial statements	<b>1,062,952</b>	1,074,547
Revenue	<b>101,049</b>	116,355
Profit for the year	<b>11,012</b>	56,558
Total comprehensive income	<b>11,012</b>	56,558
Profit allocated to NCI	<b>4,405</b>	22,623
Dividends paid to NCI	<b>(16,000)</b>	(32,800)
Cash (used in)/generated from operating activities	<b>(15,295)</b>	78,899
Cash generated from/(used in) investing activities	<b>239</b>	(4,990)
Cash generated from/(used in) financing activities	<b>8,247</b>	(102,426)

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

### 31. PARTICULARS OF MAJOR ASSOCIATES

Particulars of the major associates of the Group as at 31 March 2023 and 31 March 2022 are as follows:

Name of company	Place of incorporation	Investment by associates	Group's effective interest in		Issued and paid up share capital
			investment	associates	
Keencity Properties Limited	British Virgin Islands	Investment	49.5% (2022: 49.5%)	49.5% (2022: 49.5%)	US\$9,939,020
Pioneer Hospitality Siam (GBR) Limited	Thailand	Pullman Pattaya Hotel G, Thailand	49.5% (2022: 49.5%)	49.5% (2022: 49.5%)	Baht 300,000,000
Royal Culture Limited	Hong Kong	Pullman Bangkok Hotel G, Thailand	49.5% (2022: 49.5%)	49.5% (2022: 49.5%)	HK\$1
Strand Hotels International Limited	British Virgin Islands	Three hotels in Myanmar (Note a)	21.6% (2022: 21.6%)	43.2% (2022: 43.2%)	US\$11,101,191
Supreme Key Limited	British Virgin Islands	Regent Hong Kong	30.0% (2022: 30.0%)	30.0% (2022: 30.0%)	US\$10
Tidefull Investment Limited ("Tidefull")	Liberia	Shanghai K. Wah Centre, China (Note b)	7.7% (2022: 7.7%)	50% (2022: 50%)	Nil
Britt Hands Limited	British Virgin Islands	Investment properties in Japan (Note c)	5.1% (2022: 5.1%)	19.3% (2022: 19.3%)	US\$633

Note a: Strand Hotels International Limited holds 50% equity interest in the hotels joint venture in Myanmar.

Note b: Tidefull holds 28% direct interest in a company, Chely Well Limited ("Chely Well") and 15.4% indirect interest in the investment of Chely Well. One out of six directors of Chely Well is appointed by the Company and therefore the management of the Company considers that the Company has significant influence over Chely Well. Because Shanghai K. Wah Centre, China is the only investment of Tidefull and Chely Well, the management considers that classifying Tidefull as an associate in the consolidated financial statements would provide a more faithful presentation even the Company has joint control over Tidefull.

Note c: Britt Hands Limited holds 26.3% indirect interest in a company with underlying assets being investment properties. It was classified as an associate because the management of the Company appointed one out of three directors in Britt Hands Limited and has significant influence over Britt Hands Limited.

## Notes to the Consolidated Financial Statements

*For the year ended 31 March 2023*

### **32. COMPARATIVE FIGURES**

Certain comparative figures have been re-classified to conform with the current year's presentation.

## Schedule of the Group's Properties

The following is a list of properties held for investment as at 31 March 2023:

Location/Lot No.	Type of property	Lease term	Group's effective interest	Gross Area
1. Pioneer Place (formerly known as Pioneer Building) 33 Hoi Yuen Road, Kwun Tong, Kowloon Kwun Tong Inland Lot No. 294	Commercial	Medium-term	100%	245,678 ft <sup>2</sup>
2. 1st Floor, Fu Hop Factory Building Nos. 209 & 211 Wai Yip Street, Kwun Tong, Hong Kong 8/112 shares of and in Kwun Tong Inland Lot No. 293	Industrial	Medium-term	100%	11,100 ft <sup>2</sup>
3. Club Lusitano No. 16 Ice Street, Central, Hong Kong Remaining portion of Inland Lot No. 339	Commercial	Long-term	100%	80,100 ft <sup>2</sup>
4. 68 Yee Wo Street Building No. 68 Yee Wo Street, Causeway Bay, Hong Kong The whole of Section K of Inland Lot No. 1408	Commercial	Long-term	60%	229,200 ft <sup>2</sup>
5. The Whole of LG/F., G/F., 1/F., and 2/F., Kiu Fat Building, Nos. 115-119 Queen's Road West, Hong Kong Remaining portion of Marine Lot No. 58	Commercial	Long-term	100%	56,740 ft <sup>2</sup>
6. Apartments A and B on 19th Floor, Wah Tai Mansion, No. 388 Zhao Jia Bang Road, Shanghai, People's Republic of China	Residential	Medium-term	100%	5,248 ft <sup>2</sup>

## Five Years Financial Summary

	<b>2023</b>	2022	2021	2020	2019
	<b>HK\$'000</b>	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>RESULTS</b>					
Revenue	<b>238,397</b>	263,023	274,383	295,756	290,933
Profit attributable to shareholders	<b>59,835</b>	211,814	292,529	38,454	539,701
Dividend paid during the year	<b>23,081</b>	11,540	–	53,086	53,086
Earnings per share (HK cents)	<b>5.18</b>	18.35	25.35	3.33	46.77
<b>FINANCIAL POSITION</b>					
Total assets	<b>11,140,635</b>	11,132,591	10,956,418	10,557,389	10,604,143
Total liabilities	<b>(2,469,122)</b>	(2,459,106)	(2,450,502)	(2,454,294)	(2,441,994)
	<b>8,671,513</b>	8,673,485	8,505,916	8,103,095	8,162,149
Capital and reserves					
Share capital	<b>115,404</b>	115,404	115,404	115,404	115,404
Reserves	<b>7,450,457</b>	7,442,896	7,263,537	6,912,398	6,980,013
Shareholders' funds	<b>7,565,861</b>	7,558,300	7,378,941	7,027,802	7,095,417
Non-controlling interests	<b>1,105,652</b>	1,115,185	1,126,975	1,075,293	1,066,732
	<b>8,671,513</b>	8,673,485	8,505,916	8,103,095	8,162,149
	<b>HK cents</b>	HK cents	HK cents	HK cents	HK cents
Net asset value per share (Note a)	<b>655.6</b>	654.9	639.4	609.0	614.8
Total debt to total assets (Note b)	<b>20.5%</b>	20.5%	20.8%	21.6%	21.5%

Note a: Net asset value per share is arrived at using shareholders' fund divided by number of issued shares at year end.

Note b: Total debt to total assets is arrived at using interest-bearing bank borrowings divided by total assets.

