TT Group Holdings Limited
數科集團控股有限公司

HKEx Stock Code: 2350

(Incorporated in the Cayman Islands with limited liability)

ANNUAL REPORT

2022/23

Contents

Corporate Information

EXECUTIVE DIRECTORS

Mr. Ip Ka Wai Charlie *(Chairman and Chief Executive Officer)*
Mr. Chan Tim Cheung

NON-EXECUTIVE DIRECTOR

Mr. Ho Wang Shun (appointed on 10 July 2023)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lam Chi Wing
Ms. Chung Anita Mei Yiu
Ms. Wu Ching Tung Grace
Mr. Lo Kwok Loong Sammy (appointed on 10 July 2023)

AUDIT COMMITTEE

Ms. Wu Ching Tung Grace *(Chairlady)*
Ms. Chung Anita Mei Yiu
Mr. Lam Chi Wing

REMUNERATION COMMITTEE

Mr. Lam Chi Wing *(Chairman)*
Mr. Ip Ka Wai Charlie
Ms. Chung Anita Mei Yiu

NOMINATION COMMITTEE

Mr. Ip Ka Wai Charlie *(Chairman)*
Mr. Lam Chi Wing
Ms. Wu Ching Tung Grace

COMPANY SECRETARY

Ms. Yiu Suk Han *(ACG, HKACG)*

AUTHORISED REPRESENTATIVES

Mr. Ip Ka Wai Charlie
Ms. Yiu Suk Han *(ACG, HKACG)*

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditors
35/F., One Pacific Place
88 Queensway
Hong Kong

HONG KONG LEGAL ADVISER

Bird & Bird

COMPLIANCE ADVISER

Innovax Capital Limited

PRINCIPAL BANKER

Standard Chartered (Hong Kong) Limited
Shanghai Commercial Bank Limited
Hang Seng Bank Limited

REGISTERED OFFICE

4/F., Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

8/F Kwok Kee Group Centre
107 How Ming Street
Kwun Tong, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Harneys Fiduciary (Cayman) Limited
4/F., Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPANY'S WEBSITE ADDRESS

www.mttgholdings.com

STOCK CODE

2350

LISTING DATE

26 September 2022

Chairman's Statement

Dear Shareholders,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of MTT Group Holdings Limited (the "**Company**" or "**MTT Group**", together with its subsidiaries, the "**Group**"), I am delighted to present to you the annual report and financial statements of the Group for the year ended 31 March 2023 (the "**Year**").

This past year marked a significant milestone for our Group with the successful listing on the Hong Kong Stock Exchange on 26 September 2022. This landmark event reflects our continuous commitment to growth, accountability, and most importantly, our dedication to delivering long-term value for our shareholders.

Despite the challenges posed by the current environment, MTT Group has continued to thrive and strengthen its market position. For the Year, we achieved a total revenue of approximately HK$752.5 million, marking an increase of about HK$121.0 million or 19.2% as compared to the year ended 31 March 2022 (the "**Previous Year**"). This robust performance highlights our team's adaptability and resilience amid economic uncertainties.

However, our profit for the Year decreased by approximately HK$3.6 million or 7.6%, compared to the Previous Year, standing at approximately HK$43.7 million for the Year. While this is not our desired outcome, we recognize that this reflects the heightened conservatism in the business environment, exacerbated by the after-effects of the COVID-19 pandemic.

Rooted in Hong Kong, our Group has always set sights on serving the entire China market. In the face of the economic challenges during the Year, our Group displayed impressive resilience. We not only fortified our position as a leading IT solutions provider in Hong Kong and Macau by delivering cutting-edge technological solutions and fostering strong relationships with our existing customers, but also embarked on strategic expansions. We turned our sights towards the People's Republic of China (the "**PRC**"), where we endeavored to explore and seize new business opportunities.

The anticipated economic recovery in Hong Kong, Macau, and the PRC, particularly within the Greater Bay Area, presents us with promising avenues for expansion. We remain committed to identifying and capitalizing on these opportunities, confident in our ability to grow our operations, extend our market reach, and ultimately, ensure our continued success in the rapidly evolving tech industry.

Looking ahead, we anticipate the business environment to remain challenging. Nevertheless, we are confident in our ability to navigate these challenges, adapt to the rapid technological changes, and seize growth opportunities. We will continue to focus on enhancing our competitiveness, exploring new markets, and strengthening our core business areas to ensure sustainable growth and profitability.

I would like to take this opportunity to express my sincere gratitude to our shareholders, business partners, customers, as well as my fellow Board members, the management team, and all our staffs for their unwavering support and dedication during this transformative period. We look forward to your continued trust as we embark on this exciting journey to realize our vision and create a prosperous future for MTT Group.

Ip Ka Wai Charlie
Chairman, Executive Director and Chief Executive Officer
Hong Kong, 23 June 2023

Management Discussion and Analysis

BUSINESS REVIEW

As an IT solutions provider, the Group primarily engages in (i) the distribution of IT products in Hong Kong, Macau and the PRC; and (ii) provision of system integrated solutions for IT systems involving integration of system design, development and/or implementation of hardware and software, hardware and software coordination, system configuration and technical and maintenance support service ("**SI solutions**") in Hong Kong, the PRC and Macau. The Group operates in (i) the distribution business as an authorised distributor sourcing IT products from IT product vendors and distributing to down-stream resellers; and (ii) SI solutions business as an SI solutions provider procuring IT products from authorised distributors, integrating them into customised solutions and selling them to end-users.

The total revenue increased by approximately HK$121.0 million or 19.2% from approximately HK$631.5 million for the Previous Year to approximately HK$752.5 million for the Year. The revenue from our distribution business amounted to approximately HK$505.0 million in the Year, representing an increase of approximately HK$77.9 million or 18.2% as compared to approximately HK$427.1 million in the Previous Year. Such increase in segment revenue was mainly attributable to the increase in sales of content delivery network ("**CDN**") licence by approximately HK$84.3 million from HK$206.1 million in the Previous Year to HK$290.4 million in the Year. The revenue from our SI solutions business amounted to approximately HK$247.5 million in the Year, representing an increase of approximately HK$43.1 million or 21.1% as compared to approximately HK$204.4 million in the Previous Year. Such increase in segment revenue was mainly due to the increase in the procurement of IT products related to data communication and infrastructure and the provision of IT infrastructure solutions services for the customers from the private sector.

The shares of the Company were successfully listed on The Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 26 September 2022 (the "**Listing**"), marking an important milestone for the Company.

PROSPECTS

The Group expects that the IT industry in Hong Kong will encounter a wide range of opportunities and challenges in long run for the following reasons:

Opportunities

(a) To enhance operational efficiency, organizations (including government agencies) have continued to adopt online productivity and collaboration services, driving demand for cloud services. It is expected that businesses will continue to adopt and invest in such automation services post pandemic. The increase in popularity of cloud services will increase the demand for cloud infrastructure building and related cloud security products;

(b) Growth in data centres in Hong Kong will continue, as aided by the increased internet usage for personal and business purposes by consumers through smartphones and high-speed broadband connectivity. As the adoption of hyper-converged infrastructure ("**HCI**") is becoming increasingly popular in data centres, the demand for HCI is expected to be driven up by the rise in investments related to data centre infrastructures in Hong Kong;

(c) The need for AI servers for better computing power will continue as enterprises in Hong Kong adopt technology that utilises machine learning and deep learning, creating demand for AI infrastructure, such as AI servers and AI storage, to avoid bottleneck in processing time; and

(d) The demand for the CDN will continue to increase due to the increase in demand for content rich media and video streaming over websites. CDN is a fundamental IT architecture which reduces network latency and provide support for latency-sensitive devices in relation to autonomous driving, remote surgery and mission critical communication. Demand for CDN services is expected to be one of the major drivers of the IT industry in Hong Kong.

Challenges

(a) The post-pandemic Hong Kong economy has experienced a recovery that falls short of initial expectations. Despite being aware of the advantages of digital transformation, some consumers have become more conservative in their IT investments. This cautious approach towards technology adoption may stem from the uncertain economic climate and a desire to prioritize cost-cutting measures;

(b) The shortage of IT technicians in Hong Kong adds further pressure to staff costs, thereby adversely impacting group profitability. With the increasing demand for skilled IT professionals, businesses are faced with the challenge of recruiting and retaining qualified individuals, which often comes with higher salary expectations. The limited pool of available talent drives up competition among companies, leading to increased remuneration packages;

(c) As the interest rate remains at a relatively high level, compared to its level of the past 15 years, the enterprise environment is becoming wary, exhibiting caution towards this fiscal change. This prompts businesses to adopt a conservative approach regarding infrastructure investments due to the high funding rates involved, which in turn affects capital expenditure. In this demanding and challenging business environment, enterprises must elongate their decision-making cycles, taking more time to thoroughly assess the marginal benefit and value that each potential investment might bring. Therefore, this may slow down the sales flow of the Group; and

(d) The persistent geopolitical tensions between the United States and China have significant implications for the global business environment. Such tensions may lead to unexpected regulatory changes, trade disruptions, tariffs, and shifting alliances, thus creating a climate of uncertainty and potentially affecting the stability and profitability of international business operations.

FINANCIAL REVIEW

Revenue

Total revenue increased by approximately HK$121.0 million or 19.2% from approximately HK$631.5 million in the Previous Year to approximately HK$752.5 million in the Year. The increase was due to the aggregate impact of the increase in sales of CDN licenses in our distribution business and the increase in the procurement of IT products and provision of IT infrastructure solutions services in our SI solutions business. For further explanations of such change in revenue, please refer to the section headed "Business Review" in this annual report.

Cost of sales

Cost of sales increased by approximately HK$110.4 million or 21.4% from approximately HK$515.4 million in the Previous Year to approximately HK$625.8 million in the Year, which was generally in line with the increase in the revenue of the Group during the same period. There is no material change in the costs of sales mix during such periods.

Gross profit and gross profit margin

Gross profit increased by approximately HK$10.6 million or 9.1% from approximately HK$116.1 million in the Previous Year to approximately HK$126.7 million in the Year. The increase in the gross profit was mainly attributable to the increase in gross profits generated from the SI solutions business of the Group. Meanwhile, the increase in the cost of sales was comparable to the increase in the revenue for the Year. The Group's overall gross profit margin has slightly decreased from 18.4% in the Previous Year to 16.8% in the Year. The slight decrease in overall gross profit margin was primarily due to the decrease in gross profit margin in our distribution business as a result of the increase in sales of CDN licence which had relatively lower gross profit margins.

Other income and other net gains

Other income and other net gains increased by approximately HK$3.6 million or 900% from approximately HK$0.4 million in the Previous Year to approximately HK$4.0 million in the Year. The increase was primarily attributable to the receipt of government subsidy under the Employment Support Scheme during the outbreak of COVID-19 pandemic and interest income generated from proceeds from the Listing.

Net impairment losses under expected credit loss model

Net impairment loss under expected credit loss model primarily represented the net impairment losses on trade receivables and contract assets in respect of impairment assessment in accordance with HKFRS 9 as at 31 March 2023. In the Year, net impairment loss under expected credit loss model amounted to approximately HK$2.9 million (Previous Year: net reversal of impairment loss under expected credit loss model amounted to approximately HK$2.9 million). In the Year, we recorded the net impairment loss under expected credit loss model, which was primarily attributable to the increase in trade receivables and contract assets, whereas in the Previous Year, net reversal of impairment loss under expected credit loss model was recorded, which was primarily due to the recovery of Hong Kong's economy from the outbreak of the COVID-19 pandemic.

Selling and distribution expenses

Selling and distribution expenses increased by approximately HK$6.5 million or 21.7% from approximately HK$29.9 million in the Previous Year to approximately HK$36.4 million in the Year. The increase was mainly attributable to the increase in the salaries payable to the salespersons and commission expenses resulting from the revenue increase and expansion of sales and marketing team in the Year.

Administrative expenses

Administrative expenses increased by approximately HK$6.3 million or 25.8% from approximately HK$24.4 million in the Previous Year to approximately HK$30.7 million in the Year. The increase was mainly attributable to an increase in legal and professional fees and office relocation expenses during the Year.

Finance costs

Finance costs increased by approximately HK$1.0 million or 50% from approximately HK$2.0 million in the Previous Year to approximately HK$3.0 million in the Year. The increase was mainly attributable to the increase in interest expense arising from bank borrowings.

Listing expenses

Listing expenses represented professional fees incurred in relation to the preparation of the Listing. Listing expenses amounted to approximately HK$4.9 million in the Year (Previous Year: HK$5.3 million).

Income tax expenses

Income tax expense decreased by approximately HK$1.3 million or 12.4% from approximately HK$10.5 million in the Previous Year to approximately HK$9.2 million in the Year. The decrease was mainly attributable to the decrease in profit before income tax from the Previous Year to the Year. Listing expenses, which are non-deductible items for computing assessable profit during the Year and the Previous Year, have led to the high effective tax rate of approximately 17.4% and 18.4% in the Year and the Previous Year, respectively.

Profit for the year

As a result of the foregoing, profit for the year decreased by approximately HK$3.6 million or 7.6% from approximately HK$47.3 million in the Previous Year to approximately HK$43.7 million in the Year.

LIQUIDITY AND FINANCIAL RESOURCES

The Group funded its liquidity and capital requirements primarily through a combination of internally generated funds from its operating activities and bank borrowings. As at 31 March 2023, the Group's bank borrowings were approximately HK$61.0 million (31 March 2022: approximately HK$77.0 million), representing a slight decrease of approximately HK$16.0 million or 20.8%. The bank borrowings of the Group as at 31 March 2023 were denominated in HKD, and carried the effective interest rates of 2.8% to 6.3% per annum for fixed-rate bank borrowings and 2.1% to 6.8% per annum for variable-rate bank borrowings (31 March 2022: effective interest rates of 2.3% to 2.8% per annum for fixed-rate bank borrowings and 2.0% to 5.0% per annum for variable-rate bank borrowings).

The Group's total net debt/net cash is calculated as total bank borrowings and lease liabilities net of cash and cash equivalents. The Group's net debt position was decreased from approximately HK$63.1 million as at 31 March 2022 to approximately HK$42.1 million as at 31 March 2023. Such improvement was primarily due to the increase in cash and cash equivalents by approximately HK$11.3 million or 65.7% from approximately HK$17.2 million as at 31 March 2022 to approximately HK$28.5 million as at 31 March 2023 and the decrease in total bank borrowings by approximately HK$16.0 million or 20.8 % from approximately HK$77.0 million as at 31 March 2022 to approximately HK$61.0 million as at 31 March 2023. As at 31 March 2023, the Group had cash and cash equivalents of approximately HK$28.5 million (31 March 2022: HK$17.2 million). Most of the cash and cash equivalents of the Group were denominated in HKD.

The Group's total equity increased from approximately HK$77.0 million as at 31 March 2022 to approximately HK$209.2 million as at 31 March 2023. As a result, the Group's net gearing ratio (which is calculated as total bank borrowings and lease liabilities net of cash and cash equivalents divided by total equity and multiplied by 100%) decreased from approximately 82.0% as at 31 March 2022 to approximately 20.1% as at 31 March 2023.

As at 31 March 2023, total lease liabilities amounted to approximately HK$9.5 million (31 March 2022: approximately HK$3.3 million), of which current lease liabilities amounted to approximately HK$2.2 million (31 March 2022: approximately HK$2.6 million) and non-current lease liabilities amounted to approximately HK$7.3 million (31 March 2022: approximately HK$0.7 million). The increment is primarily due to the new leases entered for the relocation of offices.

The Group has adequate liquidity to meet its current and future working capital requirements.

CAPITAL EXPENDITURES AND COMMITMENTS

For the Year, the Group incurred HK$14.9 million (Previous Year: HK$2.5 million) of capital expenditures for additions of properties and equipment (including right-of-use assets). As at 31 March 2023, the Group did not have any capital commitments for the acquisition of property and equipment contracted but not provided for (31 March 2022: nil).

CONTINGENT LIABILITIES

As at 31 March 2023, save as disclosed in the announcement of the Company dated 23 March 2023 in relation to the commencement of proceedings by the Competition Commission in the Competition Tribunal against the Company and Multisoft Limited, a wholly-owned subsidiary of the Company, to the best knowledge of the Board, the Group was not involved in any legal proceeding pending or, threatened against our Group which could have a material adverse effect on the Group's business or operations. Besides, the Group did not have any material contingent liabilities as at 31 March 2023.

PLEDGE OF ASSETS

As at 31 March 2023, the Group had pledged bank deposits of approximately HK$37.2 million (31 March 2022: HK$8.4 million) and life insurance contracts for a director classified as financial assets at fair value through profit or loss of approximately HK$11.2 million (31 March 2022: HK$11.1 million) pledged to secure certain of the Group's banking facilities. As at 31 March 2023, lease liabilities of approximately HK$9.5 million (31 March 2022: HK$3.3 million) were secured by rental deposits of approximately HK$0.8 million (31 March 2022: HK$0.8 million).

FOREIGN EXCHANGE AND RISK MANAGEMENT

The Group operates in Hong Kong, the PRC and Macau and is exposed to foreign exchange risk arising primarily with respect to the United States dollars ("**USD**"), Chinese Renminbi and Macau Pataca. Most of the Group's sales proceeds are received in HKD and approximately 53.3% of the Group's purchases are denominated in USD. The Group did not enter into any derivative instrument to hedge against its foreign exchange exposure during the year ended 31 March 2023.

The Group closely monitors its overall foreign exchange exposure from time to time and will adopt a proactive but prudent approach to minimize the relevant exposures.

FINAL DIVIDEND

The Directors do not recommend to declare any final dividend for the year ended 31 March 2023.

CAPITAL STRUCTURE

The shares of the Company were listed on the Main Board of the Stock Exchange on 26 September 2022 ("**Listing Date**"). Since the issue of shares on the Listing Date, there has been no change in the issued share capital of the Company.

As at 31 March 2023, the Group's capital structure consists of bank borrowings and equity attributable to equity holders of the Company, comprising issued share capital and reserves.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have any material acquisition and disposal of subsidiaries, associates and joint ventures during the Year and had no future plan for material investments or capital assets as at 31 March 2023.

SIGNIFICANT INVESTMENTS

As at 31 March 2023, there was no significant investment held by the Group.

EMPLOYEES

As at 31 March 2023, the Group employed approximately 135 (31 March 2022: 135) employees. We incurred staff costs inclusive of performance related bonus and director's emoluments of approximately HK$58.8 million for the Year (Previous Year: HK$56.6 million). The Group adopts a remuneration policy which is commensurate with job nature, qualification and experience of employees. In addition to the provision of annual bonuses and employee related insurance benefits, discretionary bonuses are also rewarded to employees based on individual performance. The remuneration packages and policies are reviewed periodically. The Group also provides in-house and external training programs to its employees. The emoluments of the Directors are decided by the Board and the remuneration committee of the Company having regard to the Group's operating results, individual performance and comparable market statistics.

The Group has also conditionally adopted a share option scheme (the "**Existing Share Option Scheme**") on 4 August 2022, which became effective on 26 September 2022 following the listing of the Company on the Main Board of the Stock Exchange, for the purpose of providing incentives to eligible participants of the scheme, including Directors, full-time employees of and advisers and consultants to the Group. In light of amendments to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") relating to share schemes of listed issuers which took effect on 1 January 2023, on 28 October 2022 the Board has proposed to seek approval by the shareholders of the Company (the "**Shareholders**") by way of ordinary resolution at the extraordinary general meeting ("**EGM**") to adopt the new share option scheme (the "**New Share Option Scheme**") and terminate the Existing Share Option Scheme. On 19 December 2022, the ordinary resolution in relation to the adoption of the New Share Option Scheme and termination of the Existing Share Option Scheme has been approved by the Shareholders at the EGM. On 29 December 2022, the New Share Option Scheme has become effective and the Existing Share Option Scheme has been terminated. The purpose of the New Share Option Scheme is to recognize and acknowledge the contributions the eligible participants (including any Directors, full-time or part-time employees of the Group, directors and employees of the holding companies, fellow subsidiaries or associated companies of the Company) (collectively, the "**Eligible Participants**") who have had or may have made to the Group and will provide the Eligible Participants a personal stake in the Company with the view to (i) motivate the Eligible Participants to optimise their performance efficiency for the benefit of the Group; and (ii) attract and retain the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group. No option was granted during the Year and, as at 31 March 2023, there was no outstanding option granted under the Existing Share Option Scheme and the New Share Option Scheme.

SIGNIFICANT EVENTS AFTER THE END OF THE REPORTING PERIOD

There has been no material event occurring after 31 March 2023.

Directors' Report

The Board submits herewith this annual report together with the audited consolidated financial statements of the Group for the Year.

COMPANY INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 24 July 2020 and was registered as a non-Hong Kong company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) on 18 September 2020. The Shares were listed on the Stock Exchange from 26 September 2022.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and its subsidiaries are principally engaged in distribution of IT products and provision of SI solutions business in Hong Kong, Macau and the PRC. The activities and particulars of the Company's subsidiaries are shown under note 35 to the consolidated financial statements of this annual report.

BUSINESS REVIEW

A review of the Group's business during the Year, which includes a discussion of the principal risks and uncertainties faced by the Group, an analysis of the Group's performance using financial key performance indicators, particulars of important events influencing the Group that have occured since the end of the Year and an indication of likely future developments in the Group's business can be found in the sections headed "CHAIRMAN'S STATEMENT" on page 4, "MANAGEMENT DISCUSSION AND ANALYSIS" on pages 5 to 10, "CORPORATE GOVERNANCE REPORT" on pages 26 to 42, "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT" on pages 49 to 66 and "INDEPENDENT AUDITOR'S REPORT" on pages 67 to 142 of this annual report. The review forms part of this directors' report.

Environmental Policies and Performance

The Group is committed to environmental protection and responsibility through minimizing the impacts to the environment while safeguarding the safety and health of the public. The Group has also dedicated its effort to review and monitor the Group's environmental, social and governance ("**ESG**") policies and practices to ensure compliance with the relevant legal and regulatory requirements as described in Appendix 27 to the Listing Rules. For further details regarding the Group's environmental policies and performance, please refer to the "Environmental, Social and Governance Report" on pages 49 to 66 of this annual report.

Compliance with Laws and Regulations

To the best knowledge of the Board, during the Year, the Group has complied in material respect with the relevant laws and regulations that have a significant impact on the business and operation of the Company. For further details regarding the Group's compliance with the applicable laws relating to the environmental and social aspects, please refer to the "Environmental, Social and Governance Report" on pages 49 to 66 of this annual report.

Relationship with Employees, Customers and Suppliers

The Group believes that its employees are one of the valuable assets of the Group. Therefore, the Group attaches great importance to the personal development of its employees and aims to establish a caring environment to its employees. The Company has also adopted the New Share Option Scheme to recognise and motivate contributions of the Eligible Participants, including but not limited to the employees of the Group. Further details regarding the New Share Option Scheme are set out in the paragraphs headed "Share Option Scheme" on pages 17 to 20 of this annual report.

The Group maintains a good and cooperative relationship with its customers and suppliers. Despite the challenging and demanding business environment, the Group is committed to providing high-quality products and services to its customers to fulfil their requirements and expectations for quality, value and reliability. In accomplishing this goal, the Group strives to maintain fair and long-term relationships with its suppliers, thereby ensuring reliable delivery to its customers.

For the Year, there was no significant and material dispute between the Group and its employees, suppliers and/or customers.

FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the past four financial years, as extracted from the audited consolidated financial statements, is set out on page 142 of this annual report. This summary does not form part of the audited financial statements.

RESULTS AND DIVIDEND

The consolidated financial results of the Group for the Year and the state of affairs of the Company and the Group as at 31 March 2023 are set out on pages 72 to 77 of this annual report.

The Board does not recommend the payment of final dividend for the Year.

DIRECTORS

The Directors during the Year and up to the publication date of this annual report are as follows:

Executive Directors
Ip, Ka Wai Charlie *(Chairman and Chief Executive Officer)*
Chan, Tim Cheung

Non-executive Director
Mr. Ho Wang Shun (appointed on 10 July 2023)

Independent Non-Executive Directors
Chung, Anita Mei Yiu (appointed on 4 August 2022)
Lam, Gordon Chi Wing (appointed on 4 August 2022)
Wu, Grace Ching Tung (appointed on 4 August 2022)
Mr. Lo Kwok Loong Sammy (appointed on 10 July 2023)

In accordance with article 109(a) of the articles of association of the Company (the "**Articles**"), Mr. Ip Ka Wai Charlie and Mr. Chan Tim Cheung will retire by rotation and, being eligible, offer themselves for re-election as executive Directors at the forthcoming annual general meeting of the Company (the "**2023 AGM**") to be held on Monday, 21 August 2023.

In accordance with article 113 of the Articles, Mr. Ho Wang Shun and Mr. Lo Kwok Loong Sammy shall hold office only until the 2023 AGM and shall then be eligible for re-election as non-executive Director and independent non-executive Director at the 2023 AGM, respectively.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of each Director and senior management are set out in the section headed "DIRECTORS AND SENIOR MANAGEMENT" on pages 43 to 48 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Ip Ka Wai Charlie and Mr. Chan Tim Cheung, being the executive Directors, has entered into a service contract with the Company for a term of three years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service contract). Each of Ms. Chung Anita Mei Yiu, Mr. Lam Chi Wing and Ms. Wu Ching Tung Grace being the independent non-executive directors of the Company, has entered into a letter of appointment with the Company for an initial term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). Each of Mr. Ho Wang Shun, being the non-executive Director, and Mr. Lo Kwok Loong Sammy, being the independent non-executive Director, has entered into a letter of appointment with the Company for an initial term of two years commencing from 10 July 2023 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment).

The Company has received an annual confirmation of independence in writing from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. Based on such confirmation and not aware of any adverse event, the Company considers that all the independent non-executive Directors are independent and have met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

None of the Directors has a service contract or letter of appointment with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save as disclosed in note 30 to the consolidated financial statements and in the section headed "DIRECTORS' SERVICE CONTRACTS" of this annual report, no contract of significance was entered into between the Company or any of its subsidiaries and the controlling shareholders of the Company or any of their subsidiaries during the Year or subsisted at the end of the Year, and no contract of significance for the provision of services to the Company or any of its subsidiaries by the controlling shareholders of the Company or any of their subsidiaries was entered into during the Year or subsisted at the end of the Year.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this annual report, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

DIVIDEND POLICY

The Company has adopted a Dividend Policy on payment of dividends. The Company does not have any pre-determined dividend distribution ratio. The declaration of dividend is subject to the discretion of the Board. The Group may distribute dividend by way of cash or by other means that the Board considers appropriate. Any declaration of final dividend is subject to the applicable laws and regulations including the Companies Act (Revised) of the Cayman Islands and the Articles, which require also the approval of our Shareholders. The Board may recommend a distribution of dividend in the future after taking into account our results of operations, financial conditions, operating requirements, capital requirements, Shareholder's interests, future development requirement and any other conditions that the Board may deem relevant. Any future declarations of dividend may or may not reflect our historical declarations of dividend.

REVIEW OF THE DIVIDEND POLICY

The Board will review the Dividend Policy as appropriate from time to time.

AGM

The forthcoming 2023 AGM will be held on Monday, 21 August 2023. The notice of the 2023 AGM will be published and dispatched to Shareholders in the manner as required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 16 August 2023 to Monday, 21 August 2023, both days inclusive, for the purpose of determining the identity of members who are entitled to attend and vote at the Company's forthcoming 2023 AGM scheduled to be held on Monday, 21 August 2023. In order to be eligible to attend and vote at the 2023 AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 15 August 2023.

PRE-EMPTIVE RIGHTS

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

PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries of the Company are set out in note 35 to the consolidated financial statements of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the Year are set out in note 15 to the consolidated financial statements of this annual report.

USE OF PROCEEDS FROM THE SHARE OFFER

The shares of the Company were listed on the Main Board of the Stock Exchange on 26 September 2022. Reference is made to the prospectus of the Company dated 13 September 2022 (the "**Prospectus**") and the announcement of the Company dated 23 September 2022 in relation to the announcement of offer price and allotment results (the "**Announcement**"). As disclosed in the Announcement, the estimated net proceeds from the Share Offer (as defined in the Prospectus) (the "**Share Offer**") to be received by the Company after deducting underwriting fees and commissions and estimated expenses payable by the Company in connection with the Share Offer was approximately HK$71.2 million. Upon taking into account certain expenses in connection with the Listing, the actual net proceeds (the "**Net Proceeds**") from the Share Offer amounted to approximately HK$66.0 million after deducting underwriting fees and commissions and other listing expenses borne by the Company.

As of the date of this annual report, the Company does not anticipate any change on its plan on the use of proceeds as stated in the section headed "Future Plans and Use of Proceeds" of the Prospectus.

As at 31 March 2023, the details of the utilised and unutilised Net Proceeds were as follows:

Intended use of Net Proceeds	Approximate planned use of Net Proceeds (HK$'million)	Approximate amount of Net proceeds utilised — Utilised during the Year (HK$'million)	Approximate amount of Net proceeds utilised — Total utilised (HK$'million)	Approximate Unutilised Net Proceeds as at 31 March 2023 (HK$'million)	Expected timeline of utilizing the remaining Net Proceeds
Expand the Group's IT distribution business segment	36.5	25.5	25.5	11.0	Expected to be fully utilised on or before 31 March 2024 (note (ii))
Expand the Group's SI solutions business segment	13.5	0.2	0.2	13.3	Expected to be fully utilised on or before 31 March 2024 (note (ii))
Establish a new centralised service unit for provision of IT maintenance and support services which provides 24/7 technical support and detection and response support services	5.1	0.9	0.9	4.2	Expected to be fully utilised on or before 31 March 2024 (note (i))
Strengthen marketing efforts and improving brand recognition	1.3	0.7	0.7	0.6	Expected to be fully utilised on or before 31 March 2024 (note (i))
Upgrade the Group's equipment, software, hardware and ERP systems	2.9	0.3	0.3	2.6	Expected to be fully utilised on or before 31 March 2024 (note (iii))
General working capital	6.7	6.7	6.7	–	–
	66.0	34.3	34.3	31.7	

Notes:

(i) The expected timeline for utilising the unutilised funds is based on the best estimation of the future market condition made by the Group. It may be subject to change based on the current and future development of market conditions.

(ii) The utilisation of proceeds for workforce expansion in IT distribution and SI solution business segments has fallen behind the schedule as disclosed in the Prospectus due to the insufficient supply of talent and labour in the market. The Group is in the process of identifying suitable candidates for the relevant positions and anticipates that the recruitment of the relevant workforce will take longer than originally planned as disclosed in the Prospectus.

(iii) The delay of the utilisation for the upgrade of systems is due to the fact that the development phase takes longer than originally planned as disclosed in the Prospectus.

Save as disclosed above, the Group has no other update on the use of Net Proceeds up to the date of this annual report. Further announcement will be published when there is any change to the use of Net Proceeds as disclosed in the Prospectus.

SHARE CAPITAL

Details of the movements in share capital of the Company during the Year are set out in note 28 to the consolidated financial statements of this annual report.

RESERVES AND DISTRIBUTABLE RESERVES

Details of the movement in the reserves of the Group and of the Company during the Year are set out in the consolidated statements of changes in equity and note 28 to the consolidated financial statements of this annual report. The Company may pay dividends out of share premium, retained earnings and any other reserves provided that immediately following the payment of such dividends, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. As at 31 March 2023, the Company had distributable reserves amounting to approximately HK$118.1 million (2022: HK$78.4 million).

BORROWINGS AND GUARANTEE

Details of borrowings from bank and other financial institutions of the Group as at 31 March 2023 are set out in note 26 to the consolidated financial statements of this annual report. During the Year, the Group had not made any loan or provided any guarantee for loan, directly or indirectly, to the Directors, senior management, the controlling shareholders or their respective associates (as defined in the Listing Rules).

PURCHASE, REDEMPTION OR SALE OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the period from the Listing Date and up to 31 March 2023.

SHARE OPTION SCHEME

On 4 August 2022, the Group has conditionally adopted the Existing Share Option Scheme which became effective on 26 September 2022 following the listing of the Company on the Main Board of the Stock Exchange. In light of amendments to the Listing Rules relating to share schemes of listed issuers which became effective on 1 January 2023, on 28 October 2022 the Board has proposed to seek approval by the Shareholders by way of ordinary resolution at the EGM to adopt the New Share Option Scheme and terminate the Existing Share Option Scheme. On 19 December 2022, the ordinary resolution in relation to the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme has been approved by the Shareholders at the EGM. On 29 December 2022, the New Share Option Scheme has become effective and the Existing Share Option Scheme has been terminated. No share option has been granted by the Company under the Existing Share Option Scheme and the New Share Option Scheme since their respective adoption dates and up to the date of this annual report.

The following is a summary of the principal terms of the New Share Option Scheme:

(a) Purpose

The purpose of the New Share Option Scheme is to recognize and acknowledge the contributions the Eligible Participants have had or may have made to the Group, and will provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

(i) motivate the Eligible Participants to optimise their performance efficiency for the benefit of the Group; and

(ii) attract and retain the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

(b) Participants

The "Eligible Participants" are:

(i) any Directors (including non-executive Directors and independent non-executive Directors) or any full-time or part-time employees of the Company or any of its subsidiaries (including persons who are granted options or awards under the New Share Option Scheme as an inducement to enter into employment contracts with the Company or any of its subsidiaries); and

(ii) any directors and employees of the holding companies, fellow subsidiaries or associated companies of the Company.

In determining the basis of eligibility of each Eligible Participant, the Board would mainly take into account the experience of the Eligible Participant on the Group's business, the length of service of the Eligible Participant with the Group, the amount of contribution the Eligible Participant has made or is likely to make towards the success of the Group and such other factors as the Board may at its discretion consider appropriate.

(c) Total number of Shares available for issue

The maximum number of Shares (when aggregated with any Shares subject to any other schemes that involves the issuance of new Shares) in respect of which share options under the New Share Option Scheme or options or awards under the other schemes may be granted and yet to be exercised in aggregate is 10% of the total number of Shares in issue ("**Scheme Limit**") as at the date of approval of the New Share Option Scheme by the Shareholders, being 62,500,000 Shares (representing 10% of the total number of Shares in issue as at the date of this annual report).

The Company may refresh the Scheme Limit subject to approval of the Shareholders and/ or other requirements prescribed under the Listing Rules and the New Share Option Scheme, but the total number of Shares which may be issued in respect of all share options to be granted under the New Share Option Scheme (in aggregate with any other options and awards to be granted under any other schemes of the Company the involves the issuance of new Shares) under the Scheme Limit as refreshed shall not exceed 10% of the total number of Shares in issue as at the date of approval of the refreshed Scheme Limit.

(d) Maximum number of options to any one individual

The maximum number of Shares in respect of which the share options under the New Share Option Scheme may be granted to any Eligible Participant under the New Share Option Scheme in any 12 month period up to and including the date of such grant, shall not, when aggregated with any Shares subject to any other share option schemes or other schemes that involve(s) the issuance of new Shares but excluding those which have lapsed in accordance with the terms of the relevant scheme(s), exceed 1 per cent of the number of Shares in issue on the date of an offer (the "**Offer**") of the grant of the share option (the "**Offer Date**") made in accordance with the terms of the New Share Option Scheme. Any further grant of options in excess of this 1% of the issued shares of the Company should be subject to approval of the Shareholders and/or other requirements prescribed under the Listing Rules and the New Share Option Scheme.

If the Board determines to make an Offer to a substantial shareholder of the Company or an independent non-executive Director, or any of their respective associates, and that grant would result in the Shares issued and to be issued upon exercise of all options and awards granted (excluding any options and awards lapsed in accordance with the terms of the scheme) to such person under the New Share Option Scheme and the other schemes in the 12-month period up to and including the Offer Date representing in aggregate over 0.1 per cent, or such other percentage as may be from time to time provided under the Listing Rules, of the Shares in issue on the Offer Date, such grant shall be subject to the approval of the independent non-executive Directors (excluding any independent non-executive Director who is the grantee), the issue of a circular by the Company to the Shareholders, the approval of the Shareholders and/or other requirements prescribed under the Listing Rules and the New Share Option Scheme.

(e) Life of the New Share Option Scheme and time of exercise of option

The New Share Option Scheme shall be valid and effective for a period commencing on 19 December 2022 (the "**Adoption Date**") and ending on the tenth anniversary of the Adoption Date (both dates inclusive) (unless early terminated in accordance with the terms of the New Share Option Scheme), after which no further share options shall be offered but the provisions of the New Share Option Scheme shall in all other respects remain in full force and effect to the extent necessary to give effect to the exercise of any share options granted prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme and share options granted prior thereto but not yet exercised shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

Unless otherwise determined by the Board and specified in the offer document at the time of the Offer, there is no performance target that needs to be achieved by the grantee before the share option granted by the Company under the New Share Option Scheme can be exercised.

The vesting period for the share options granted by the Company under the New Share Option Scheme shall not be less than 12 months.

(f) Amount payable on acceptance of the option and the payment period

To accept the grant of an option, HK$1.00 as consideration for the grant of an option must be paid by the grantee to the Company on or before the relevant acceptance date, as defined in the New Share Option Scheme, which is a date not later than 30 days after the Offer Date.

(g) Basis of determining the exercise price

The exercise price in relation to each option offered to an Eligible Participant shall be determined by the Board in its absolute discretion pursuant to the New Share Option Scheme, but in any event shall not be less than the highest of:

(i) the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the Offer Date, which must be a business day;

(ii) the average closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the Offer Date; and

(iii) the nominal value of a Share on the Offer Date.

Other details of the New Share Option Scheme are set out in the circular of the Company dated 2 December 2022.

As at 31 March 2023 and the date of this annual report, no share options had been granted or agreed to be granted under the New Share Option Scheme. As a result, the total number of Shares available for issue under the New Share Option Scheme as of the date of this annual report was 62,500,000 Shares, representing 10% of the total number of Shares in issue as of the date of this annual report.

EQUITY-LINKED AGREEMENTS

Save for the Existing Share Option Scheme and New Share Option Scheme, no equity-linked agreements were entered into by the Company during the Year or subsisted at the end of the Year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as otherwise disclosed in the annual report, at no time during the Year was the Company, its holding company, or any of its subsidiaries, a party to any arrangement to enable the Directors or their associates to acquire benefits by means of the acquisition of Shares in, or debt securities including debentures of, the Company or any other body corporate.

DIRECTOR'S MATERIAL INTEREST IN TRANSACTIONS, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Save as disclosed in note 30 to the consolidated financial statements of this annual report, no transaction, arrangement or contract of significance to the business of the Group which the Company or any of its subsidiaries was a party, and in which a Director or any entity connected with such a Director had a material interest, whether directly or indirectly, subsisted as at the end of the Year or at any time during the Year.

TAX RELIEF AND EXEMPTION

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

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The emoluments (including the discretionary bonuses) of the Directors and senior management of the Group are decided by the Board with reference to the recommendation given by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

Details of the Directors' emoluments and emoluments of the five highest paid individual in the Group are set out in notes 12 and 30 to the consolidated financial statements of this annual report.

For the Year, no emoluments were paid by the Group to any Director or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors has waived or agreed to waive any emoluments for the Year.

The Company has also adopted the New Share Option Scheme as incentive for the Directors and eligible employees. The details of the New Share Option Scheme are set out in the paragraph headed "SHARE OPTION SCHEME" under the section headed "MANAGEMENT DISCUSSION AND ANALYSIS" of this annual report. Except as disclosed above, no other payments have been made or are payable, for the Year, by the Group to or on behalf of any of the Directors.

REMUNERATION POLICY

The Company has established the Remuneration Committee in compliance with the Listing Rules. The primary duties of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for all Directors and senior management's remuneration, on the establishment of a formal and transparent procedure for developing remuneration policy, and on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments including any compensation payable for loss or termination of office or appointment.

Under the remuneration policy of the Company, the Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere in the Group. Further details are disclosed in the paragraph headed "EMPLOYEES" under the section headed "MANAGEMENT DISCUSSION AND ANALYSIS" of this annual report.

PERMITTED INDEMNITY PROVISION

The Articles provide that the Directors shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty by any of the Directors. A directors' liability insurance is in place to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year, none of the Directors or their respective close associates (as defined in the Listing Rules) had any interest in a business that competed or was likely to compete, either directly or indirectly, with the business of the Group, other than being a director of the Company and/or its subsidiaries.

MANAGEMENT CONTRACTS

Other than the Directors' service contracts and appointment letters as disclosed in the paragraph headed "DIRECTORS' SERVICE CONTRACTS" under the section headed "Directors' Report" of this annual report, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or in existence as at the end of the Year or at any time during the Year.

MATERIAL LEGAL PROCEEDINGS

As at 31 March 2023, save as disclosed in the announcement of the Company dated 23 March 2023 in relation to the commencement of proceedings by the Competition Commission in the Competition Tribunal against the Company and Multisoft Limited, a wholly-owned subsidiary of the Company, to the best knowledge of the Board, the Group was not involved in any legal proceeding pending or, threatened against our Group which could have a material adverse effect on the Group's business or operations.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2023, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the "**SFO**")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO); or as recorded in the register required to be kept under Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") set out in Appendix 10 to the Listing Rules were as follows:

(1) Long position in the Shares

Name of Director/ chief executive	**Capacity/Nature of interest**	**Number of ordinary Shares** (Note 1)	**Approximate percentage of shareholding in the Company**
Mr. Ip Ka Wai Charlie	Interest in controlled corporations	468,750,000(L) (Note 2)	75%

Notes:

(1) The letter "L" denotes the entity/person's long position in the Shares.

(2) 418,750,000 Shares are registered in the name of Ip Group Holdings Limited ("**Ip Group**"), the entire share capital of which is wholly-owned by Mr. Ip Ka Wai Charlie ("**Mr. Charlie Ip**"). 50,000,000 Shares are registered in the name of IPW Group Holdings Limited ("**IPW Group**"), the entire share capital of which is wholly-owned by Mr. Charlie Ip. Under the SFO, Mr. Charlie Ip is deemed to be interested in all the Shares held by Ip Group and IPW Group.

(2) Long position in the shares of associated corporations

Name of Director/ chief executive	Name of associated corporation	Capacity/ Nature of interest	Class of interest	Number of share(s)	Approximate percentage of shareholding interest in the associated corporation
Mr. Ip Ka Wai Charlie	Ip Group	Beneficial owner	Ordinary	2	100%

Save as disclosed above, as at 31 March 2023, none of the Directors or chief executives of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO); or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as known to the Directors, as at 31 March 2023, the following persons (other than the Directors and chief executives of the Company) had interests in 5% or more of the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO or which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name of substantial Shareholder	Capacity/Nature of interest	Number of ordinary Shares	Approximate percentage of shareholding in the Company
Ip Group	Beneficial owner	418,750,000(L)	67%
IPW Group	Beneficial owner	50,000,000(L)	8%
Ms. Wong Pui Man (Note 2)	Interest of spouse	468,750,000(L)	75%

Notes:

(1) The letter "L" denotes the entity/person's long position in the Shares.

(2) Ms. Wong Pui Man is the spouse of Mr. Charlie Ip and is therefore deemed to be interested in all the Shares that Mr. Charlie Ip is interested in via Ip Group and IPW Group under the SFO.

Save as disclosed above, as at 31 March 2023, no person (other than the Directors and chief executives of the Company) had interests in 5% or more of the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO or which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

MAJOR SUPPLIERS AND CUSTOMERS

In the Year under review, the Group's largest customer accounted for 20.8% of the Group's total revenue, while the Group's five largest customers accounted for 46.8% of the Group's total revenue. In the Year under review, the Group's largest supplier accounted for 38.4% of the Group's total purchase, while the Group's five largest suppliers accounted for 56.5% of the Group's total purchase. None of the Directors or any of their close associates (as defined under the Listing Rules) or any Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) has any interest in the Group's five largest suppliers or the Group's five largest customers.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

During the Year, details of significant transactions with its related parties or transactions undertaken in the normal course of business are set out in note 30 to the consolidated financial statements of this annual report. None of those related party transactions constitutes a connected transaction or continuing connected transaction pursuant to Chapter 14A of the Listing Rules, which is required to comply with any of the relevant reporting, announcement or independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. During the Year, the Group has not entered into any connected transaction or continuing connected transaction pursuant to the Listing Rules.

RETIREMENT BENEFITS SCHEME

During the Year, the employees of the Group's subsidiaries in Hong Kong are required to participate in the Mandatory Provident Fund in Hong Kong. The employees of the Group's subsidiaries in Macau and the PRC are members of the government-managed retirement benefits scheme operated by the local government. The employees of both Hong Kong, Macau and the PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to this retirement benefits scheme is to make the required contributions under the scheme.

Details of the Group's retirement benefit schemes are set out in note 29 to the consolidated financial statements of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and to the best knowledge of the Board, as at the date of this annual report, the Company has maintained the prescribed public float of not less than 25% of the issued Shares as required under the Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

There were no other significant events after the end of the reporting period and up to the date of this annual report that either request adjustment to the financial statement or are material to the understanding of the Group's current position.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the section headed "Corporate Governance Report" in this annual report.

DONATIONS

During the Year, the Group made charitable and other donations amounting to approximately HK$1.0 million.

AUDIT COMMITTEE

The Audit Committee of the Company comprises three independent non-executive Directors, namely, Ms. Wu Ching Tung Grace (chairlady of the Audit Committee), Mr. Lam Chi Wing and Ms. Chung Anita Mei Yiu. The Audit Committee had reviewed together with the management and independent auditor the accounting principles and policies adopted by the Company and the audited consolidated financial statements for the Year.

AUDITOR

The Shares have been listed on the Main Board of the Stock Exchange on 26 September 2022 and there has been no change in the Company's auditor since then. The consolidated financial statements for the Year have been audited by Deloitte Touche Tohmatsu whose term of office will expire upon the conclusion of the 2023 AGM. A resolution will be proposed at the 2023 AGM to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company.

On behalf of the Board

Ip Ka Wai Charlie
Chairman, Executive Director and Chief Executive Officer
Hong Kong, 23 June 2023

Corporate Governance Report

The board (the "**Board**") of directors (the "**Directors**") of the Company is pleased to report to the shareholders of the Company (the "**Shareholders**") on the corporate governance of the Company for the year ended 31 March 2023.

CORPORATE GOVERNANCE CULTURE

The Company is committed to ensuring that its affairs are conducted in accordance with high ethical standards. This reflects its belief that, in the achievement of its long-term objectives, it is imperative to act with probity, transparency and accountability. By so acting, the Company believes that shareholder wealth will be maximised in the long term and that its employees, those with whom it does business and the communities in which it operates will all benefit.

Corporate governance is the process by which the Board instructs management of the Group to conduct its affairs with a view to ensuring that its objectives are met. The Board is committed to maintaining and developing robust corporate governance practices that are intended to ensure:

– satisfactory and sustainable returns to Shareholders;

– that the interests of those who deal with the Company are safeguarded;

– that overall business risk is understood and managed appropriately;

– the delivery of high-quality products and services to the satisfaction of customers; and

– that high standards of ethics are maintained.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to achieving good corporate governance standards.

The Board believes that good corporate governance standards are essential in providing a framework for the Group to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the principles and code provisions of the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") as the basis of the Company's corporate governance practices.

The Board is of the view that throughout the period from 26 September 2022 (date of listing) to 31 March 2023, the Company has complied with the applicable code provisions as set out in the CG Code, except for code provision C.2.1, as further explained in the section headed "Chairman and Chief Executive Officer" below.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as its own securities dealing code of conduct to regulate all dealings by the Directors in the securities of the Company and other matters covered by the Model Code.

Having made specific enquiry to all Directors, all Directors confirmed that they had complied with the required provisions set out in the Model Code throughout the period from the Listing Date to the date of this report.

The Company has also established written guidelines (the "**Employees Written Guidelines**") no less exacting than the Model Code for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

BOARD OF DIRECTORS

The Company is headed by an effective Board which assumes responsibility for its leadership and control and be collectively responsibility for promoting the Company's success by directing and supervising the Company's affairs. Directors take decisions objectively in the best interests of the Company.

The Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business and regularly reviews the contribution required from a Director to perform his responsibilities to the Company and whether the Director is spending sufficient time performing them that are commensurate with their role and the Board responsibilities. The Board includes a balanced composition of executive Directors, non-executive Director and independent non-executive Directors so that there is a strong independent element on the Board, which can effectively exercise independent judgement.

Board Composition

As at the publication date of this annual report, the Board currently comprises seven Directors, consisting of two executive Directors, one non-executive Director and four independent non-executive Directors.

The Board currently comprises the following Directors:

Executive Directors

Mr. Ip Ka Wai Charlie *(Chairman and Chief Executive Officer)*
Mr. Chan Tim Cheung

Non-executive Director

Mr. Ho Wang Shun (appointed on 10 July 2023)

Independent Non-Executive Directors

Mr. Lam Chi Wing
Ms. Chung Anita Mei Yiu
Ms. Wu Ching Tung Grace
Mr. Lo Kwok Loong Sammy (appointed on 10 July 2023)

The biographical information of the Directors is set out in the section headed "Directors and Senior Management" on pages 43 to 48 of this annual report. The relationships between the Directors are disclosed in the respective Director's biography under the section headed "Directors and Senior Management" of this annual report. Save as disclosed above, there is no relationship (including financial, business, family or other material relationship) between the Board members.

Directors' Attendance Records

The attendance record of each Director at the Board meetings, the Board Committee meetings and the general meetings of the Company held during the year ended 31 March 2023 is set out in the table below:

	Attendance/Number of Meetings				
Directors	**Board**	**Audit Committee**	**Remuneration Committee**	**Nomination Committee**	**Extraordinary General Meeting**
Executive Directors					
Mr. Ip Ka Wai Charlie	3/3	–	1/1	1/1	1/1
Mr. Chan Tim Cheung	3/3	–	–	–	1/1
Independent Non-Executive Directors					
Mr. Lam Chi Wing	3/3	2/2	1/1	1/1	1/1
Ms. Chung Anita Mei Yiu	3/3	2/2	1/1	–	1/1
Ms. Wu Ching Tung Grace	3/3	2/2	–	1/1	1/1

Apart from regular Board meetings, the Chairman also held a meeting with the independent non-executive Directors without the presence of other Directors during the year ended 31 March 2023.

The independent non-executive Directors have attended general meeting of the Company to gain and develop a balanced understanding of the view of the Shareholders.

Board Meeting

Regular Board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board decides all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

Chairman and Chief Executive Officer

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company has deviated from this code provision as Mr. Ip Ka Wai Charlie ("**Mr. Charlie Ip**") has acted as the chairman of the Board and the chief executive officer of the Company. In view of the fact that Mr. Charlie Ip is the founder of the Group and has been responsible for the day-to-day management of the Group since 2013 and the steady development of the Group, the Board believes that with the support of Mr. Charlie Ip's extensive experience and knowledge in the business of the Group, vesting the roles of both chairman and chief executive officer in Mr. Charlie Ip provides the Company with strong and consistent leadership and allows for more efficient and effective planning and execution of long term business strategies, which is in the best interest of the Group and the Shareholders as a whole.

Independent Non-Executive Directors

During the year ended 31 March 2023, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Board Independence Evaluation

The Company has established a Board Independence Evaluation Mechanism during the year which sets out the processes and procedures to ensure a strong independent element on the Board, which allows the Board effectively exercises independent judgment to better safeguard Shareholders' interests.

The objectives of the evaluation are to improve Board effectiveness, maximise strengths, and identify the areas that need improvement or further development. The evaluation process also clarifies what actions of the Company need to be taken to maintain and improve the Board performance, for instance, addressing individual training and development needs of each Director.

Pursuant to the Board Independence Evaluation Mechanism, the Board will conduct annual review on its independence. The Board Independence Evaluation Report will be presented to the Board which will collectively discuss the results and the action plan for improvement, if appropriate.

During the year ended 31 March 2023, all Directors completed the independence evaluation in the form of a questionnaire individually. The Board Independence Evaluation Report was presented to the Board and the evaluation results were satisfactory.

During the year ended 31 March 2023, the Board reviewed the implementation and effectiveness of the Board Independence Evaluation Mechanism and the results were satisfactory.

Appointment and Re-election of Directors

The non-executive Directors (including the independent non-executive Directors) were appointed for a specific term of 2 years, subject to retirement by rotation at least once every three years.

Details of the Directors' service contracts or letters of appointment are set out in the section headed "Directors' Service Contracts" in the Directors' Report on page 13 of this annual report.

All the Directors are subject to retirement by rotation and re-election at the annual general meetings. Under the Articles of Association of the Company, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three of a multiple of three, the number nearest to but not less than one-third shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Company's Articles of Association also provides that any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting.

In accordance with article 109(a) of the Articles of Association of the Company, Mr. Charlie Ip and Mr. Chan Tim Cheung, who will retire by rotation at the forthcoming 2023 AGM, be eligible to offer themselves for re-election. In addition, as Mr. Ho Wang Shun was appointed by the Board as a non-executive Director on 10 July 2023 and Mr. Lo Kwok Loong Sammy was appointed by the Board as an independent non-executive Director on 10 July 2023, each of the above Directors shall, in accordance with article 113 of the Articles of Association of the Company, retire and shall then be eligible for re-election at the forthcoming 2023 AGM.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director has received a formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 March 2023, the Company organized training sessions conducted by the qualified professionals/ legal advisers for all Directors. The training sessions covered a wide range of relevant topics including Directors' duties and responsibilities, corporate governance and regulatory updates. In addition, relevant reading materials including compliance manual/legal and regulatory updates/seminar handouts have been provided to the Directors for their reference and studying.

The training records of the Directors for the year ended 31 March 2023 are summarized as follows:

Directors	**Type of Training** Note
Executive Directors	
Mr. Ip Ka Wai Charlie	A
Mr. Chan Tim Cheung	A
Independent Non-Executive Directors	
Mr. Lam Chi Wing	A
Ms. Chung Anita Mei Yiu	A
Ms. Wu Ching Tung Grace	A

Note:

Types of Training

A: Attending training sessions, including but not limited to briefings, seminars, conferences and workshops

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

The list of the chairperson and members of each Board committee is set out in the section headed "Corporate Information" on page 2 of this annual report.

Audit Committee

The Audit Committee consists of three independent non-executive Directors, namely Ms. Wu Ching Tung Grace, Ms. Chung Anita Mei Yiu and Mr. Lam Chi Wing. Ms. Wu Ching Tung Grace is the chairlady of the Audit Committee. At least one of the committee members possesses appropriate professional qualifications or accounting or related financial management expertise as required by the Listing Rules.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, scope of audit and appointment of external auditors, and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Audit Committee held two meetings to review, in respect of the year ended 31 March 2023, the interim and annual financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems, appointment of external auditors and engagement of non-audit services and relevant scope of works, and arrangements for employees to raise concerns about possible improprieties (if any). The attendance records of the Audit Committee are set out under the section headed "Directors' Attendance Records" of this annual report.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

During the year, the Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Employees Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

Remuneration Committee

The Remuneration Committee consists of three members, namely Mr. Lam Chi Wing, independent non-executive Director, Mr. Ip Ka Wai Charlie, executive Director and Ms. Chung Anita Mei Yiu, independent non-executive Director. Mr. Lam Chi Wing is the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include determining and making recommendations to the Board on the remuneration packages of individual Executive Directors and senior management, the remuneration policy and structure for all Directors and senior management, reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules, and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

The Remuneration Committee held one meeting during the year ended 31 March 2023 to review and make recommendation to the Board on the remuneration policy and the remuneration packages of the Directors and senior management. The attendance records of the Remuneration Committee are set out under the section headed "Directors' Attendance Records" of this annual report.

Details of the Directors' emoluments and five highest paid individuals in the Group for the year ended 31 March 2023 to be disclosed pursuant to the CG Code are provided in note 12 to the consolidated financial statements of this annual report.

During the year ended 31 March 2023, the remuneration of the senior management (excluding directors) is listed below by band:

	Number of individuals
HK$1,000,001 to HK$1,500,000	1
HK$1,500,001 to HK$2,000,000	–
HK$2,000,001 to HK$2,500,000	–

The Company's remuneration policy is to ensure that the remuneration offered to employees, including Directors and senior management, is based on skill, knowledge, responsibilities and involvement in the Company's affairs. The remuneration packages of executive Directors are also determined with reference to the Company's performance and profitability, the prevailing market conditions and the performance or contribution of each executive Director. The remuneration for the Executive Directors comprises basic salary, pensions and performance/discretionary bonus. The remuneration policy for independent non-executive Directors is to ensure that independent non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs, including their participation in Board committees. The remuneration for the independent non-executive Directors mainly comprises Director's fee which is determined with reference to their duties and responsibilities by the Board. Individual Directors and senior management have not been involved in deciding their own remuneration.

Nomination Committee

The Nomination Committee consists of three members, namely Mr. Ip Ka Wai Charlie, executive Director, Mr. Lam Chi Wing, independent non-executive Director and Ms. Wu Ching Tung Grace, independent non-executive Director. Mr. Ip Ka Wai Charlie is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code.

The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and re-appointment and succession planning of Directors, reviewing the Board Diversity Policy and the Director Nomination Policy and assessing the independence of Independent Non-Executive Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board Diversity Policy. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Director Nomination Policy that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

The Nomination Committee held one meeting during the year ended 31 March 2023 to review the structure, size and composition of the Board and the independence of the Independent Non-Executive Directors, review the Board Diversity Policy and Director Nomination Policy and to consider and recommend to the Board on the Directors standing for re-election at the annual general meeting of the Company. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained. The attendance records of the Nomination Committee are set out under the section headed "Directors' Attendance Records" of this annual report.

Board Diversity Policy

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board and is available on the website of the Company. The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee reviews regularly the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. At present, the Nomination Committee considered that the Board is sufficiently diverse.

The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its effectiveness.

For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were adopted:

(A) at least one member of the Board shall be female;

(B) at least one member of the Board shall have obtained accounting or other professional qualifications;

(C) at least 50% of the members of the Board shall have more than 5 years of experience in the industry he/she is specialised in; and

(D) at least one-third of the members of the Board shall have China-related work experience.

As at the date of the publication of this annual report, the Board's composition can be summarised by the following main diversity perspective:

	Number of Directors
Gender	
Female	2
Male	5
Ethnicity	
Chinese	7
Age	
31-40	–
41-50	6
51-60	1
61-70	–
Length of Service	
Less than 1 year	5
1-3 years	–
4-6 years	–
7-9 years	–
More than 9 years	2

Gender Diversity

The Company values gender diversity across all levels of the Group. The following table sets out the gender ratio in the workforce of the Group, including the Board and senior management as at the date of this Annual Report:

	Female	**Male**
Board	40%	60%
	(2)	(5)
Senior Management	0%	100%
	(0)	(1)
Other employees	40%	60%
	(53)	(79)
Overall workforce	39%	61%
	(55)	(85)

The Board considers that the current overall workforce is sufficiently diverse and is of the view that the current gender diversity has achieved the objective set by the Company. Going forward, the Board will continue its efforts in ensuring that appropriate balance of gender diversity is achieved with reference to stakeholders' expectation and recommended best practices.

Director Nomination Policy

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and nomination process and the Board succession planning considerations in relation to nomination and appointment of Directors and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The nomination process set out in the Director Nomination Policy is as follows:

Appointment of New Director

(i) If the Nomination Committee determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.

(ii) Upon compilation and interview of the list of potential candidates, the Nomination Committee will shortlist candidates and make recommendations based on the selection criteria and such other factors that it considers appropriate for consideration by the Board. The Board has the final authority on determining suitable director candidate for appointment.

Re-election of Director and Nomination from Shareholders

(i) Where a retiring Director, being eligible, offers himself for re-election, the Nomination Committee shall consider and, if consider appropriate, make recommendations to the Board for its consideration and recommendation, for such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the Listing Rules.

(ii) Any shareholder of the Company who wishes to nominate a person to stand for election as a Director at a general meeting must lodge with the company secretary of the Company within the lodgment period specified in the relevant shareholder circular (a) a written nomination of the candidate, (b) a written confirmation from such nominated candidate of his or her willingness to stand for election, and (c) biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules. Particulars of the candidate so proposed will be sent to all shareholders for information by a supplementary circular.

The Director Nomination Policy sets out the criteria for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- **Attributes Complementary to the Board**: The candidate should possess attributes that complement and expand the skill set, experience and expertise of the Board as a whole, having regard to the current structure, size, diversity profile and skills matrix of the Board and the needs of the Board.

- **Business Experience & Board Expertise and Skills**: The candidate should have the ability to exercise sound business judgment and also possess proven achievement and experience in directorship including effective oversight of and guidance to management.

- **Commitment**: The candidate should have sufficient time for the proper discharge of the duties of a Director, including devoting adequate time for the preparation and participation in meetings, training and other Board or Company associated activities.

- **Motivation**: The candidate should be self-motivated and have a strong interest in the Company's businesses.

- **Integrity**: The candidate should be a person of integrity, honesty, good repute and high professional standing.

- **Independence**: Independent non-executive director ("**INED**") candidates must satisfy the independence requirements under the Listing Rules. The INED candidate shall be independent in character and judgement and be able to represent and act in the best interests of all shareholders of the Company.

The above criteria are for reference only and are not meant to be exhaustive or decisive. The Board shall take into consideration the benefits of a diversified Board when selecting Board candidates.

The Nomination Committee will review the Director Nomination Policy, as appropriate, to ensure its effectiveness. The Nomination Committee will also review at least annually the structure, size and composition (including skills, knowledge and experience) of the Board and diversity of the Board to ensure that it has a balance of expertise, skills, experience and diversity of perspectives appropriate to complement the Company's corporate strategy.

RISK MANAGEMENT AND INTERNAL CONTROLS

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

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions, including project management, sales and leasing, financial reporting, human resources and information technology. Appropriate policies and control procedures have been designed, implemented and reviewed to ensure that assets are safeguarded against improper use or disposal; established system, relevant rules and regulations are adhered to and complied with; reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements; and key risks that may impact the Company's performance are appropriately identified and managed. Such procedures are designed to manage the risk of failure to achieve business objectives.

All divisions/departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division/department.

The management, in coordination with division/department heads, assessed the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress, and reported to the Audit Committee and the Board on all findings and the effectiveness of the systems.

The management has reported to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 March 2023.

The Group does not have an internal audit function due to the size of the Group and for cost effectiveness consideration. The Board has the direct responsibility to maintain effective risk management and internal control systems in order to safeguard the Group's assets and the shareholders' interest and conducts a review on an annual basis. The Group continues to review the need for an internal audit function annually. During the Year under review, the Board had conducted review of the effectiveness of the risk management and internal control systems of the Company in aspects of the Group's financial, operational, compliance controls and risk management functions through the effort of the Audit Committee.

The Board, as supported by the Audit Committee as well as the management report, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the year ended 31 March 2023, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and staff qualifications, experiences and relevant resources.

The Company has in place the Whistleblowing Policy and system for employees of the Company and those who deal with the Company to raise concerns, in confidence and anonymity, with the Audit Committee about possible improprieties in any matters related to the Company. The Whistleblowing Policy is available on the website of the Company.

The Company has also in place the Anti-Corruption Policy to safeguard against corruption and bribery within the Company. The Company has an internal reporting channel that is open and available for employees of the Company to report any suspected corruption and bribery. Employees can also make anonymous reports to the internal anti-corruption department/internal audit function, which is responsible for investigating the reported incidents and taking appropriate measures. The Company continues to carry out anti-corruption and anti-bribery activities to cultivate a culture of integrity, and actively organizes anti-corruption training and inspections to ensure the effectiveness of anti-corruption and anti-bribery.

During the year ended 31 March 2023, the Company held 1 anti-corruption training and briefing to all employees. There were no non-compliance cases in relation to bribery and corruption.

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Company for the year ended 31 March 2023 with the support of the accounting and finance team.

The Directors have prepared the financial statements in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants/International Financial Reporting Standards issued by the International Accounting Standards Board. Appropriate accounting policies have also been used and applied consistently except the adoption of revised standards, amendments to standards and interpretation.

The financial statements of the Company are prepared on a going concern basis, the Directors are of the view that they give a true and fair view of the financial position, performance and cash flow of the Group for the year ended 31 March 2023, and the disclosure of other financial information and report therein complies with relevant legal requirements.

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

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 67 to 71 of this Annual Report.

AUDITORS' REMUNERATION

The remuneration paid and payable to the external auditors of the Company in respect of audit services and non-audit services for the year ended 31 March 2023 is set out below:

Service Category	Fees Paid/Payable HK$'000
Audit Services	2,200
Non-audit Services	200
Total	2,400

COMPANY SECRETARY

Ms. Yiu Suk Han has been appointed as the Company's company secretary with effect from 4 August 2022. Ms. Yiu Suk Han is currently a manager of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services.

All Directors have access to the advice and services of the company secretary on corporate governance and board practices and matters. Mr. Ip Ka Wai Charlie has been designated as the primary contact person at the Company who would work and communicate with Ms. Yiu Suk Han on the Company's corporate governance and secretarial and administrative matters.

For the year ended 31 March 2023, Ms. Yiu Suk Han has undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

SHAREHOLDERS' RIGHTS

Pursuant to the Article 64 of the Articles of Association of the Company, the Board may, whenever it thinks fit, convene an extraordinary general meeting. One or more Shareholders holding, as at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may also make a requisition to convene an extraordinary general meeting and/or add resolutions to the agenda of a meeting. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: 8/F Kwok Kee Group Centre, 107 How Ming Street, Kwun Tong, Kowloon, Hong Kong
(For the attention of the Board of Directors)

Fax: +852 3586 8166

Email: ir@mttgholdings.com

For the avoidance of doubt, Shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address, and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company is endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

To safeguard Shareholder interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Director. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Shareholders' Communication Policy

The Company has in place a Shareholders' Communication Policy. The policy aims at promoting effective communication with Shareholders and other stakeholders, encouraging Shareholders to engage actively with the Company and enabling Shareholders to exercise their rights as Shareholders effectively. The Board reviewed the implementation and effectiveness of the Shareholders' Communication Policy, which enables the Company to carry out effective communication with its shareholders by way of regular meetings and timely updates of the Company's financial results and operational developments, and the results were satisfactory.

The Company has established a number of channels for maintaining an on-going dialogue with its Shareholders as follows:

(a) Shareholders' meetings

(i) The annual general meetings and other general meetings of the Company are the primary forum for communication by the Company with its shareholders and for shareholder participation.

(ii) The Company encourages and supports shareholder participation in general meetings. Shareholders are encouraged to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend such meetings.

(iii) Mechanisms for enabling shareholder participation will be reviewed on a regular basis by the Board to encourage the highest level of participation.

(iv) Chairman of the Board, appropriate members of the Board committees and the external auditor of the Company will attend the annual general meetings to answer questions from the shareholders.

(b) Company's website

(i) The Company's website (www.mttgholdings.com) contains information about the Company including shareholder communications.

(ii) The Company will place on its website the Company's announcements, circulars, notices of general meetings and other information in compliance with the applicable laws, rules and regulations.

(c) Shareholders' enquiries

(i) Shareholders should direct their questions about their shareholdings to the Company's share registrar.

(ii) Shareholders and the public may at any time make a request for the Company's information to the extent such information is publicly available. Shareholders may direct their queries to the Company's company secretary.

(iii) The Company will respond promptly to shareholder queries and concerns.

Amendments to Constitutional Documents

During the Year under review, the Company has not made any changes to its Articles of Association. An up to date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

Dividend Policy

The Company has adopted a Dividend Policy on payment of dividends. The Company do not have any pre-determined dividend payout ratio. Depending on the financial conditions of the Company and the Group and the conditions and factors as set out in the Dividend Policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the Shareholders' approval. Such details have been disclosed in the annual report of the Company.

Directors and Senior Management

DIRECTORS

As at the publication date of this annual report, the Board consists of seven Directors, comprising two executive Directors, one non-executive Director and four independent non-executive Directors.

The following table sets out information in respect of the Directors[1]:

Name	Age	Position	Date of joining our Group	Date of appointment as Director	Roles and responsibilities
Executive Directors					
Mr. Ip Ka Wai, Charlie (葉嘉威)	43	Executive Director, chairman of our Board and chief executive officer	18 December 2006	24 July 2020	Responsible for the overall strategic development, major business decision-making and management of the Group; acting as the chairman of the Nomination Committee and member of the Remuneration Committee
Mr. Chan Tim Cheung (陳添祥)	42	Executive Director	3 October 2007	1 February 2021	Responsible for assisting in the overall strategic development, operational planning and daily operation of the Group
Non-executive Director					
Mr. Ho Wang Shun (何宏信)	50	Non-executive Director	10 July 2023	10 July 2023	Supervision of the overall management, and strategic planning of the Group
Independent non-executive Directors					
Mr. Lam Chi Wing (林至穎)	43	Independent non-executive Director	4 August 2022	4 August 2022	Responsible for providing independent advice to the Board; acting as the chairman of the Remuneration Committee and member of the Audit Committee and the Nomination Committee
Ms. Chung Anita Mei Yiu (鍾美瑤)	43	Independent non-executive Director	4 August 2022	4 August 2022	Responsible for providing independent advice to the Board; acting as the member of the Audit Committee and the Remuneration Committee

Ms. Wu Ching Tung Grace (胡青桐)	41	Independent non-executive Director	4 August 2022	4 August 2022	Responsible for providing independent advice to the Board; acting as the chairlady of the Audit Committee and member of the Nomination Committee
Mr. Lo Kwok Loong Sammy (羅國龍)	59	Independent non-executive Director	10 July 2023	10 July 2023	Responsible for providing independent advice to the Board

1 None of the Directors is personally related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Group.

SENIOR MANAGEMENT

The following table sets out information in respect of the current members of our senior management (other than the Directors) who are responsible for the operation and management of the Group:

Name	Age	Position	Date of joining our Group	Date of appointment as senior management	Roles and responsibilities
Mr. Tam Yiu Hong (譚耀康)	44	Senior technical manager	16 April 2007	1 April 2015	Responsible for over-seeing pre and post-sales support, project management and training of our SI solutions business

Executive Directors

Mr. Ip Ka Wai Charlie (**葉嘉威**) ("**Mr. Charlie Ip**"), aged 43, was appointed as our Director on 24 July 2020 and was re-designated as our executive Director, chairman of our Board and chief executive officer on 22 October 2020. Mr. Charlie Ip is responsible for the overall strategic development, major business decision-making, and management of our Group. Mr. Charlie Ip is also the chairman of the Nomination Committee and member of Remuneration Committee. Mr. Charlie Ip is (i) a director in five of our subsidiaries, namely Multisoft Limited, Multisoft Holding Limited, Tritech Distribution Limited, Tritech Distribution Holding Limited and MTS Group Limited; (ii) the general manger of Huayu CITIC Technology (Shenzhen) Co., Ltd.* (華譽中信科技(深圳)有限公司); and (iii) the administrator of Multisoft (Macau) Limited. Mr. Charlie Ip was the founder of our Group and joined our management as a director of Multisoft Limited on 17 December 2013. He has over 15 years of experience in the information and technology service industry. Prior to joining our Group, he derived experience in customer account management and business development as an account manager, assistant sales manager and sales manager in various companies which were specialised in providing networking, security and accounting solutions. Mr. Charlie Ip obtained a bachelor of business (business administration) degree from RMIT University in September 2006 through courses via The Hong Kong Management Association and a master of business administration from the Hong Kong Baptist University in November 2010.

* *For identification purpose only*

Mr. Charlie Ip is currently a director of Yan Chai Hospital, a director of Pok Oi Hospital, vice-chairman of Hong Kong Shine Tak Foundation, a member of the Entrepreneur Committee of the Hong Kong Baptist University Foundation, a honorary president of China Star Light Charity Fund Association and a member of Lions Club of Tuen Mun.

Mr. Charlie Ip was a director of the following three private companies incorporated in Hong Kong, which were dissolved due to cessation of business: (i) Alpha Intelligent Company Limited (智能會社有限公司), a company principally engaged in operation of a tutorial centre, which was dissolved by deregistration in February 2002; (ii) Asialink Service Limited, a company principally engaged in operation of an employment centre, which was dissolved by deregistration in July 2009 and (iii) Wemask Limited, a company which has never commenced business, which was dissolved by deregistration in October 2021. Mr. Charlie Ip confirmed that there is no outstanding claim or liability against him in connection with these dissolved companies, these companies were solvent at the time they were dissolved and there is no wrongful act on his part leading up to the dissolution of these companies.

Mr. Charlie Ip is a director of Ip Group and IPW Group, both of which are beneficially and wholly-owned by him and having an interest in the 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. For details, please refer to the section headed "Substantial Shareholders' and Other Person's Interests and Short Positions in the Shares and Underlying Shares of the Company" on page 23 of this annual report.

Mr. Chan Tim Cheung (陳添祥) ("**Mr. Chan**"), aged 42, was appointed as our executive Director on 1 February 2021. Mr. Chan is responsible for assisting in the overall strategic development, operational planning and daily operation of our Group, with a particular focus in overseeing and managing sales function of our Group. Mr. Chan is also a director in Multisoft Limited. He has over 18 years' experience in the information and technology industry. Prior to joining our Group, he derived experience in overseeing customer account management and developing business opportunities as an account manager in various companies providing networking, security and IT solutions. Mr. Chan obtained a bachelor of arts in computing degree from The Hong Kong Polytechnic University in December 2005.

NON-EXECUTIVE DIRECTOR

Mr. Ho Wang Shun (何宏信) ("**Mr. Ho**"), aged 50, was appointed as our non-executive Director on 10 July 2023 and is mainly responsible for the supervision of the overall Management and strategic planning of the Group.

Mr. Ho has over 25 years of experience in design and management of motorized gates, fire resistance products, structural steel and general metal works in building projects in Hong Kong. Mr. Ho is a sole proprietor and founder of WH Consultant, an engineering consultancy firm. Mr. Ho is currently seconded to Hang Yick Gate Engineering Limited ("**Hang Yick**"), a subsidiary of Hang Yick Holdings Company Limited (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 1894)), as a project manager (design). From March 2004 to March 2022, Mr. Ho worked as a project manager at Hang Yick, where he was primarily responsible for product design, safety check, cost analysis and marketing strategic planning. Mr. Ho obtained a Bachelor of Engineering (Mechanical Engineering) degree from Ryerson Polytechnic University (currently known as Toronto Metropolitan University) in Toronto, Canada in 1996.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lam Chi Wing (**林至潁**) ("**Mr. Lam**"), aged 43, was appointed as our independent non-executive Director on 4 August 2022 and is responsible for providing independent advice to our Board. Mr. Lam is also the chairman of the Remuneration Committee and member of the Audit Committee and the Nomination Committee.

Mr. Lam obtained a bachelor of business administration in accounting and finance degree from The University of Hong Kong in December 2003, a master of science in knowledge management degree from The Hong Kong Polytechnic University in December 2006 and a master of business administration degree from The Chinese University of Hong Kong in December 2010. He is currently a postgraduate of the Executive Master in Public Administration Hong Kong Administrative Talents Program conducted by the School of Public Policy & Management at Tsinghua University.

Mr. Lam was employed in Li & Fung Group from September 2003 to July 2015, where his last appointment prior to his departure was group chief representative and general manager, Southern China of Li & Fung Development (China) Limited. From June 2020 to December 2020, he was a brand and new retail strategic officer at Bonjour Holdings Limited.

Mr. Lam has been a deputy to the 14th National People's Congress (第十四屆全國人大代表), a member of each of the 12th and 13th Guangdong Provincial Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十二屆及第十三屆廣東省委員會) and a member of each of the 11th and 12th Zhongshan Municipal Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十一屆及第十二屆中山市委員會). Mr. Lam is currently a vice-chairman of each of the Hong Kong Guangdong Youth Association (香港廣東青年總會), the council of the Guangdong Society of Commercial Economy (廣東省商業經濟學會理事會), the Council for the Promotion of Guangdong-Hong Kong-Macao Cooperation (廣東省粵港澳合作促進會) and the Federation of Hong Kong Zhong Shan Community Organisations Limited (香港中山社團總會). He is also currently an adjunct associate professor of the department of information systems, business statistics and operations management of the Business School of The Hong Kong University of Science and Technology, and co-director and an adjunct professor of the Center of Innovation Design and Entrepreneurship of the School of Management and Economics of The Chinese University of Hong Kong, Shenzhen. Mr. Lam served as a part-time member of the Central Policy Unit of the Government of the Hong Kong Special Administrative Region from 2011 to 2012.

Mr. Lam has served as a director of the following companies listed on the Main Board of the Stock Exchange in the past three years:

Company name	Stock Code	Period	Position
Adigong Maternal & Child Health Limited (formerly known as Common Splendor International Health Industry Group Limited)	286	From March 2016 to December 2022	independent non-executive director
Wai Hung Group Holdings Limited	3321	Since March 2019	independent non-executive director
Bonjour Holdings Limited	653	From July 2020 to December 2020	executive director
Alco Holdings Limited	328	Since June 2022	independent non-executive director
Space Group Holdings Limited	2448	Since April 2023	independent non-executive director
China Wantian Holdings Limited	1854	Since June 2023	independent non-executive director

Ms. Chung Anita Mei Yiu (**鍾美瑤**) ("**Ms. Chung**"), aged 43, was appointed as our independent non-executive Director on 4 August 2022 and is responsible for providing independent advice to our Board. Ms. Chung is also the member of the Audit Committee and the Remuneration Committee.

Ms. Chung obtained a postgraduate certificate in laws from The University of Hong Kong in August 2013, and a bachelor of laws degree and a graduate diploma in English and Hong Kong law (common professional examination) awarded by The Manchester Metropolitan University respectively in July 2011 and July 2010 through studying at Hong Kong University School of Professional and Continuing Education. Ms. Chung obtained a bachelor of science in computer science degree from University of British Columbia in May 2001.

Ms. Chung currently is a Partner in Messrs. CHENG & NG and she was admitted as a solicitor in Hong Kong in 2016. Ms. Chung practised as a solicitor at Messrs. Au-Yeung, Cheng, Ho & Tin Solicitors from July 2016 to October 2022 and was responsible for handling civil and criminal litigation matters and other non-contentious matters such as probate and conveyancing. Ms. Chung was a trainee solicitor at Messrs. Au-Yeung, Cheng, Ho & Tin Solicitors from June 2014 to June 2016. Prior to joining the legal profession, Ms. Chung worked as a senior account manager at RSG Resources Limited from September 2009 to October 2013, a senior sales executive (last position as an account manager) at JCDecaux Pearl & Dean Limited from September 2005 to August 2009, an account executive at sales department of Television Broadcasts Limited from May 2003 to April 2005 and an account manager at Hong Kong Broadband Network Limited from June 2002 to April 2003.

Ms. Wu Ching Tung Grace (胡青桐) ("**Ms. Wu**"), aged 41, was appointed as our independent non-executive Director on 4 August 2022 and is responsible for providing independent advice to our Board. Ms. Wu is also the chairlady of the Audit Committee and member of the Nomination Committee.

Ms. Wu obtained a bachelor of commerce degree from the University of Melbourne in December 2005. She has been a CPA of CPA Australia since January 2010.

Ms. Wu has over 16 years of experience in the accounting industry. Ms. Wu was employed at (i) Grant Thornton from April 2006 to December 2009, where she last served as a senior accountant in its assurance division; and (ii) Gammon Construction Limited from December 2009 to January 2011, where she last served as an accountant. Since February 2011, Ms. Wu has been employed at Johnson Electric Industrial Manufactory Limited and is currently a manager in the financial planning and analysis team.

Mr. Lo Kwok Loong Sammy (羅國龍) ("**Mr. Lo**"), aged 59, was appointed as our independent non-executive Director on 10 July 2023 and is responsible for providing independent advice to our Board.

Mr. Lo has over 30 years of experience in the securities and futures industry specialising in full spectrum of stock brokerage operations. Mr. Lo is currently an account director and a licensed representative of iFREE GROUP Securities and Futures Limited for Type 1 (dealing in securities) and Type 2 (dealing in future contracts) regulated activities under the SFO since April 2023. From April 2003 to October 2022, Mr. Lo was managing director of First Shanghai Securities Limited and First Shanghai Futures Limited, both being subsidiaries of First Shanghai Investments Limited (a company listed on the Main Board of the Stock Exchange (stock code: 227)), where he was involved in the management of their commodities, US equities and fixed income business. Mr. Lo was a licensed responsible officer of First Shanghai Futures Limited for Type 2 (dealing in future contracts) and Type 5 (advising on future contracts) regulated activities under the SFO from November 2007 to October 2022 and from August 2019 to October 2022, respectively, as well as a licensed responsible officer of First Shanghai Securities Limited for Type 1 (dealing in securities) regulated activity under the SFO from November 2009 to October 2022. Mr. Lo obtained a Bachelor of Arts degree from the University of Toronto in 1986.

SENIOR MANAGEMENT

Mr. Tam Yiu Hong (譚耀康) ("**Mr. Tam**"), aged 44, joined our Group on 16 April 2007 as senior system engineer and was promoted to technical consultant on 1 May 2008, technical manager on 1 April 2012 and further to his present position as senior technical manager on 1 April 2015. Mr. Tam is primarily responsible for overseeing pre and post-sales support, project management and training of our SI solutions business. Mr. Tam was awarded a postgraduate diploma in strategic business information technology from NCC Education in April 2005.

Mr. Tam has over 20 years in the information and technology industry. Prior to joining our Group, he was (i) a trainer/consultant with MIS Technologies Centre (HK) Ltd from May 2000 to December 2002 and was later promoted to senior consultant from January 2003 to December 2004, where he was responsible for providing training, engaging in marketing and providing IT solutions to corporate clients; and (ii) a system engineer with Active e-Solution Limited from March 2005 to April 2007 in the services and support department.

COMPANY SECRETARY

Ms. Yiu Suk Han (姚淑嫻) ("**Ms. Yiu**"), was appointed as our company secretary on 4 August 2022. Ms. Yiu is a manager of corporate services of Tricor Services Limited and is responsible for assisting listed companies in professional corporate secretarial work. She has many years of experience in the corporate secretarial field and is an associate of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Ms. Yiu holds a bachelor of social sciences degree from The University of Hong Kong and a postgraduate diploma in corporate administration from the City University of Hong Kong.

Environmental, Social and Governance Report

THE BOARD'S STATEMENT

The Board acknowledges its responsibility on environmental protection and social responsibilities and is committed to complying with the environmental, social and governance ("**ESG**") reporting requirements pursuant to Rule 13.91 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Governance structure

Our Board has the overall responsibility for evaluating and determining our ESG related risks and establishing, adopting and reviewing our ESG vision, policy and target. Principal duties and responsibilities include among others:

- Keeping abreast of emerging market and international trends regarding ESG-related issues which may potentially impact business operations;
- Supervising the establishment of communication methods between our Company and major stakeholders;
- Building clear criteria and basis to identify potential ESG related issues and formulate appropriate measures to address material issues; and
- Implementing policies to improve, maintain and rectify ESG performance against goals and targets.

Management approach and strategy

We intend to adopt various strategies and measures to evalutate, prioritise and manage ESG related risks, including but not limited to:

- Reviewing and referencing MSCI's ESG Industry Materiality Map and the Sustainability Accounting Standards Board's Materiality Map to identify ESG issues material to our Group;
- Reviewing and assessing ESG reports of similar companies in the IT industry to ensure relevant ESG related risks are identified on a timely basis;
- Discussing with management from time to time to ensure material ESG related issues are addressed and reported; and
- Establishing communication channels and discussing with key stakeholders on an ongoing basis to understand ESG related concerns and monitor how our environmental, social and climate-related performance has impacted key stakeholders.

Review process

Pursuant to our ESG policy, Mr. Charlie Ip, in the capacity as our chief executive officer, will assist our Board to monitor the assessment process of ESG issues and monitor and coordinate ESG matters from different departments. Our chief executive officer will support our Board in (i) implementing the agreed ESG policy, targets and strategies; (ii) conducting materiality assessments of environmental-related, social-related and climate-related risks; and (iii) collecting ESG data from various parties. Our Board will review the overall ESG performance of our Group on an annual basis through the formulation of our annual ESG report.

Our Board understands that ESG issues are a collective effort of different departments. Therefore, authority has been delegated to the management of our various departments (including human resources, administration and operations) to manage general ESG affairs under the oversight of our chief executive officer. Management of the relevant departments will assist in implementing the goals and targets set by our Board (including reduction of carbon emissions, enhancing resource conservation and advocating environmental protection), guiding the development of ESG related matters, communicating with stakeholders and assessing ESG related risks. Management of the relevant departments implementing the ESG policy may also propose to make amendments to the existing ESG policy based on latest ESG related developments. The new or modified internal policy will be reviewed and approved by our Board. The effectiveness of the ESG-related implementation tasks will be evaluated by our chief executive officer and our Board through timely updates received from management of our various departments.

Stakeholder engagement

The Group believes that effective feedback from stakeholders not only contributes to the comprehensive and impartial evaluation of the ESG performance but also improves its performance based on the feedback. On this ground, the Group engages in regular communication with stakeholders in an open, honest and positive manner through a variety of channels, including publishing results announcements and annual reports. Besides, the Group shares the latest information with stakeholders through the Group's website https://www.mttgholdings.com/.

To identify stakeholders' insights and concerns in relevance to business operations, the Group not only has identified key stakeholder groups who have concern about issues that may have a significant impact on our business or those who could be significantly affected by our operations, but also has been maintaining regular communication with them through various channels, which are illustrated in the table below:

Stakeholder groups	Communication channels
Investors and shareholders	• Company website • Company announcements • Annual general meeting • Annual and interim reports
Customers	• Company website • Customer direct communication • Customer feedback and complaints
Employees	• Training and orientation • Emails • Regular meetings • Employee performance evaluation • Employee activities
Suppliers and business partners	• Selection assessment • Performance assessment • Regular communication with business partners (e.g. emails, meetings, on-site visits etc.)
Communities	• Company website • Community activities

The Group will continue to maintain communication with stakeholders, collect opinions from stakeholders through different forms and improve the ESG performance.

Material ESG risks and management

Material ESG issues	Potential Risks, Opportunities and Impacts
Energy management	Ineffective energy management may potentially lead to excessive energy usage, which leads to increased operational cost due to unnecessary usage of energy.
Opportunities for clean technology	Selecting clean technology such as energy efficient equipment in our business operations may reduce long term costs and potentially build positive brand image for our Group with respect to environmental awareness.
Impact of climate change	Climate change may lead to risks like more frequent extreme weather conditions. Such risks may lead to potential injuries to employees and increase in insurance premiums.
Human capital development	Insufficient resources devoted towards the development of human capital, such as lack of training and promotion opportunities may put our Group at risk of higher turnover rates and less competent workforce. Strong human capital development and the provision of competitive benefit packages may improve employee retention and productivity.
Privacy & data security	Ineffective privacy and data protection policies may put our Group at risk of data leakages and privacy breaches, potentially, leading to increased costs in addressing regulatory actions, involving litigations and potential fines, while also potentially tarnishing our reputation.

Our Group has also adopted measures to manage ESG risks, including (i) arrangements for bad weather and/or extreme conditions to mitigate potential injuries to employees and increase in insurance premiums, (ii) requiring employees to sign a non-disclosure agreement to mitigate privacy and data security risks; and (iii) reviewing and accounting for emissions and resource consumptions.

REPORTING PRINCIPLES

This ESG report is prepared in accordance with the "Environmental, Social and Governance Reporting Guide" ("**ESG Reporting Guide**") as set out in Appendix 27 of the Listing Rules and complies with all provisions of "mandatory disclosure" and "comply or explain". Recognising the importance of being accountable to our stakeholders for the information disclosed, we adhere to the following reporting principles.

- Materiality: The Group continually communicates with stakeholders to understand and identify the ESG areas that are most important to them. The threshold for related ESG topics was reviewed and confirmed by the Board and the top management to ensure that they were sufficiently important to our stakeholders.

- Quantitative: Where feasible, information is presented in a quantitative manner and accompanied by narrative, interpretation and comparative analysis.

- Balance: The ESG report is prepared in an unbiased manner, with clear explanations of positive and negative impacts, enabling stakeholders to make a reasonable assessment of the Group's overall performance.

- Consistency: The ESG report presents information on a consistent basis, enabling stakeholders to analyse and assess changes in performance over time.

REPORTING BOUNDARY

Unless otherwise stated, the scope of this ESG report include environmental and social issues relating to the Group's core business operations at the Hong Kong headquarters and the mainland China and Macau offices for the year ended 31 March 2023 (the "**Reporting Year**"). Such scope has included all operations and businesses under the Group's direct management and control that have a significant financial and operational impact.

For the Group's corporate governance practices, please refer to the section headed "Corporate Governance Report" of this annual report.

ENVIRONMENTAL AND ENERGY POLICIES

Metric and targets

We aimed to (i) minimize the intensity of our emissions and resource consumption; and (ii) keep track of environmental performance in order to minimize the environmental impact of our business operations.

As an IT solutions provider, our Group is not involved in any manufacturing activities. Therefore, no significant water or hazardous and non-hazardous waste pollutants were emitted from our business operations.

Notwithstanding the minimal air pollutant emissions, greenhouse gas emissions and energy consumption of our Group, we are committed to reducing emissions and energy consumption by enhancing environmental awareness among our employees.

Video conference or virtual meetings are adopted to replace unnecessary business trips and physical meetings. For business trips that cannot be avoided, our Group will choose direct and non-stop flight to the destination to minimise emissions from taking multiple flights. Our employees are also encouraged to adopt low-carbon lifestyle by taking public transport and using carpooling services.

Performance and targets will be reviewed on an annual basis to ensure they remain appropriate to the performance of our peers in the IT industry.

Emission of greenhouse gases and air pollutants

Our Group's air pollutant emissions and greenhouse gas emissions during the Reporting Year and the previous reporting periods:

Air pollutant emissions	**FY2022/2023**	FY2021/2022	FY2020/2021
Nitrogen Oxides (NOx) (kg)	**2.54**	1.36	1.36
Sulphur Oxides (SOx) (kg)	**0.01**	0.01	0.01
Particulate Matter (PM) (kg)	**0.19**	0.10	0.10
Intensity of NOx (kg/million HK$ revenue)	**0.0034**	0.0022	0.0034
Intensity of SOx (kg/million HK$ revenue)	**0.0000**	0.0000	0.0000
Intensity of PM (kg/million HK$ revenue)	**0.0003**	0.0002	0.0003

Greenhouse gas emissions	**FY2022/2023**	FY2021/2022	FY2020/2021
Greenhouse gas emissions (tonnes CO_2 equivalent)	**46**	54	41
Scope 1 direct emissions (tonnes CO_2 equivalent) Note 1	**2**	2	2
Scope 2 indirect emissions (tonnes CO_2 equivalent) Note 2	**44**	52	39
Intensity of greenhouse gas emissions (tonnes CO_2 equivalent/million HK$ revenue)	**0.061**	0.09	0.10

Note:

(1) Scope 1 direct emissions include greenhouse gas emissions from the use of vehicles.

(2) Scope 2 indirect emissions include greenhouse gas emissions from the use of purchased electricity.

Strategies to improve resource consumption

Our Group aims to operate our business with maximum resource efficiency by minimizing water, electricity and paper consumption to reduce air pollutants and greenhouse emissions and preserve the natural resources.

We conduct regular water pipe leak testing to avoid potential water wastage. Water pressure is set to the lowest possible level to lower water flow and achieve water conservation purpose. To promote water conservation and prevent unnecessary water consumption, our office has put up water saving postages and reminders at workplace to remind employees to turn off the faucet completely after use.

To reduce overall energy consumption, we have also adopted the usage of energy-saving light bulbs. In addition, we ensure lighting and electronic appliances such as air-conditioners, computers and printers are switched off when not in use.

During the Reporting Year, the paper was the Group's major source of non-hazardous wastes. The "3Rs" principle (being reduce, reuse and recycle) is implemented thoroughly in paper usage. A total of 367.5kg of wastepaper, with an intensity of 0.5kg/million revenue in Hong Kong dollars, was generated during the Reporting Year. We have also promoted a paperless working environment, promoted the use of double-sided printing and encouraged the recycling of wastepaper to enable resources conservation.

Energy consumption	**FY2022/2023**	FY2021/2022	FY2020/2021
Energy consumption (MWh)	**127**	148	148
Direct consumption (petrol) (MWh)	**8**	7	7
Indirect consumption (electricity) (MWh)	**119**	141	141
Intensity of energy consumption (MWh/million HK$ revenue)	**0.17**	0.23	0.43

During the Reporting Year, one of our Group's office in Hong Kong won both Green Office Label and Eco-Healthy Workplace Label in Green Office and Eco-Healthy Awards Labelling Scheme in Autumn 2022. Established by the World Green Organisation in 2013, Green Office Awards Labelling Scheme aims to recognise and honour the companies who had made efforts to "green" their offices.

Regulatory compliance

Under the Producer Responsibility Scheme on Waste Electrical and Electronic Equipment, our Group as a seller of certain regulated electrical equipment such as monitors, scanners and printers, are required to arrange free removal service for our consumers to dispose of the same class of equipment abandoned by the consumers in accordance with the removal service plan endorsed by Environment Protection Department.

We had complied in all material respects with the statutory requirements under the Producer Responsibility Scheme and were not subject to any major environment claims, lawsuits, penalties or disciplinary actions during the Reporting Year. During the Reporting Year, there was no material non-compliance relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

HUMAN CAPITAL

Employment policies

The Group generally recruits employees from the open market. We are committed to having an equal opportunity, anti-discrimination and diversity workforce which would bring different viewpoints and perspectives to our Group. During our recruitment process, personal information is redacted from resumes to eliminate unconscious bias. Opportunities are open to all qualified candidates and our recruitment is not affected by a potential candidate's nationality, ethnicity, gender and other personal factors. Fair terms regarding standard working hours, termination of employment and dismissal had been laid down in the employment contracts. The salary range for each employee grade is determined and approved by the Directors based on principles of fairness, ability, competitiveness, and timeliness. Overall employee salary is reviewed annually based on the result of performance evaluation approved by departmental directors and the Chief Executive Officer.

The Group provides a defined contribution to the Mandatory Provident Fund ("**MPF**") as required under the Mandatory Provident Fund Schemes Ordinance (Cap.485 of the Laws of Hong Kong) for its eligible employees. Employees are entitled to various types of leave including annual, sick, maternity, and paternity leave under the Employment Ordinance (Cap. 57 of the Laws of Hong Kong) and other laws and regulations.

Competitive remuneration includes medical insurance, travel insurance and employees' compensation insurance provided. Flexible leave arrangement are also offered for employees to celebrate festivals occasions that are most meaningful to them.

We have set up a lactation room for breastfeeding employees and provided flexible remote working arrangements to better support working mothers in our Group.

The Group did not note any material non-compliance with laws and regulations regarding compensation and dismissal, recruitment and promotion, working hours, rest periods and other benefits and welfare during the Reporting Year.

		The number of total employees as at 31 March 2023	Turnover rate (%)
By gender	Male	82	77
	Female	53	81
By age group	<30	52	96
	30-50	77	60
	>50	6	167
By geographical region	Hong Kong	130	82
	Mainland China & Macao	5	0
By employment type	Full-time	127	81
	Part-time	8	38
Total		135	79

Health and work safety

We are required to comply with various occupational health and safety laws and regulations in Hong Kong, Mainland China and Macao. The Group did not note any material non-compliance with laws and regulations about providing a safe working environment and protecting employees from occupational hazards during the Reporting Year.

We have taken measures to promote occupational health awareness and safety at workplace. We have implemented internal training programmes and a workplace health and safety memorandum, through which we educate and remind our employees of the importance of and the correct practices for health and safety in the workplace. Our human resources and administration team has designated personnel to record and keep track of any injuries of our employees that have occurred in our workplace, to ensure insurance claims and treatments are effectively pursued to protect our employees and us. There were no work-related fatalities occurred in the past three years (including the Reporting Year). During the Reporting Year, we had not experienced any workplace accident or injuries.

Development and training

The Group recognises the importance of skilled and professionally trained employees to its business growth and future success. Therefore, the Group encourages them to participate in personal development and training. In addition, an appraisal system is in place to evaluate employees and guide and further provide guidance.

The Group has developed a staff training policy with a complete set of training measures. The policy identifies departmental trainers and outlines their roles and responsibilities. In addition, various training courses were designed for employees to continuously increase their working knowledge and skills. Our in-house training programmes include orientation programmes for new employees to familiarise them with the general working environment and work culture and also on-the-job training for all employees to enhance their awareness of the latest industry developments. We also sponsor our employees to attend external trainings offered by our IT product vendors and distributors in order to keep them abreast of the latest development in the IT industry.

A variety of training is provided to our employees to satisfy our business needs.

		Percentage of employees trained	Average training hours
By gender	Male	91%	59
	Female	75%	48
By employee category	Senior Manager	100%	32
	Middle Manager	96%	61
	Junior	93%	60
	Others (Part-time)	100%	3
Total		92%	54

Labour standards

The Group strictly complies with all applicable national laws and local regulations as well as relevant labour laws and regulations in the place where it operates in the Reporting Year. Also, the Group has developed rigorous policies, to prevent itself from hiring child labour and ensure that its suppliers also comply with the relevant laws and regulations.

The Group adheres to the principle of fair and voluntary recruitment, strictly forbids forced or fraudulent recruitment, ensures that all employees work voluntarily, and prohibits forced labour in any form. During the recruitment process, each candidate's personal details are confirmed and checked, including their identity cards and working visas, if any, to ensure compliance with relevant laws and standards. As an IT services provider, we mainly employ talents who have specific qualifications and work experience. We consider the risk in engaging child and forced labor is very low. Besides, the Group will not work with suppliers that use child labour in any of their facilities, or who do not have efficient systems in place to ensure that child labour would not occur on the production premises. During the Reporting Year, there was no material non-compliance about preventing child and forced labour that have a significant impact on the Group.

SUPPLY CHAIN MANAGEMENT

A good supply chain management enables the Group to provide high quality products and services to our customers. Our suppliers consisted of mainly three categories, namely (i) IT product vendors; (ii) authorised distributors and (iii) other service providers. IT product vendors are overseas-branded or PRC-branded hardware, software and auxiliary product manufacturers who engage distributors to market and distribute their IT products in local markets. In our business model, we as authorised distributor in our distribution business can procure IT products from them directly, whereas we as reseller in our SI solutions business procure IT products from the authorised distributors of the IT product vendors, including from our distribution business. When selecting and evaluating IT product vendors and authorised distributors, we generally consider their (i) product portfolio; (ii) market recognition; (iii) technical capabilities; (iv) local market support; and (v) price and quality of their products and services.

We recognize that our supply chain can have significant environmental and social impacts, and we are committed to identifying and addressing these risks. To identify environmental and social risks along our supply chain, we have implemented a range of practices, including conducting risk assessments. Any non-compliance to relevant laws and regulations discovered by the Group will be promptly reported to the management. Corrective action will be carried out to remediate the identified risk in a timely manner. We are committed to continuous improvement in our supply chain management practices and will continue to work with our suppliers and other stakeholders to promote sustainability and social responsibility along our supply chain. By doing so, we aim to minimize our environmental and social impacts, improve our reputation, and contribute to the transition to a more sustainable and equitable global economy.

Suppliers by region	**Numbers**
Hong Kong	213
Mainland China	57
U.S.A	17
Singapore	8
United Kingdom	3
Macao	3
Other geographical regions	10
Total	311

PRODUCT & SERVICE RESPONSIBILITY

Product and service responsibility are of the Group's priorities.

Due to the nature of the IT products, we generally rely on our suppliers' quality control. Upon arrival of the IT products at our warehouse, our technical team will check the IT products against the specifications as set forth in our relevant purchase orders placed. Upon discovery of any products being different from the specifications we have placed orders for or any apparent defects, we will immediately contact the relevant supplier and reach a mutually agreed mechanism for return or exchange of the products concerned.

In our SI solutions business, if we are engaged to provide IT infrastructure solutions services on integrated basis, our technical team will monitor the progress of the project in all respects to ensure that it satisfies our customers' requirements and can be delivered to our customers within the agreed timeframe. Our technical team will have regular meetings with our project managers to report project progress and whenever issues or problems arise, they will report immediately to the project managers.

The Group had no product sold or shipped subject to recalls for safety and health reasons in the Reporting Year.

In addition, the Group has dedicated to providing high quality customer services, by setting up customer enquiry channels on the company website and hotline and we have dedicated complaint officers for handling customers' feedback. In the event that non-conforming products or services are detected after delivery or commencement of use, corrective action will be taken in accordance with the Company's procedures for non-conforming products or services. Following identification and analyzation of the related issues, relevant team members will be included to coordinate the repairing, replacing or substituting works within a designated timeline. A comprehensive report will be filed to conclude the reasons and findings and suggestions to prevent similar occurrences. The Group will continuously monitor the whole operations to guarantee the quality and satisfy the customer's expectations. During the Reporting Year, we did not receive any customer complaints.

As a professional IT company, the Group values intellectual property rights, copyrights and personal data protection. Not only does the Group prudently comply with all applicable laws and regulations regarding our products or services in the Reporting Year, but also evaluates and reviews our measure and performance regularly. In line with the internal guideline, the confidentiality of technology, customer information and related information is only handled by key position employees. All employees are prohibited to disclosure or leakage of confidential or restricted information to third parties. Besides, the antivirus software is always kept updated to prevent any leakage of data. To protect the Group's assets or works, we registered certain trademarks in Hong Kong, the PRC and Macau. We will continue to review and comply with the applicable laws and regulations regularly for safeguarding intellectual property rights, copyrights, and personal data protection.

There was no material non-compliance about health and safety, advertising, labelling and privacy matters of products and services provided and methods of redress that have a significant impact on the Group during the Reporting Year.

ANIT-CORRUPTION

The Group has no tolerance in any form of corruption, bribery, extortion, fraudulent behavior and money laundering. The Group has designed and implemented various internal controls to minimize the occurrence of bribery, extortion, fraud and money-laundering. The requirements for employees' ethical requirements and conduct are stipulated in the employee handbook, which is distributed and communicated to all employees. Upon proven misconduct case, the employee will be subject to disciplinary action and reported to the police and related governing body when necessary.

The Group has also established a whistle-blowing channel to enable staff to report on suspicious misconducts. Reports made are followed up and investigated by independent personnel on a timely basis. In addition, throughout the Reporting Year, training was regularly provided to management and employees in order to equip them with an understanding of the latest regulations and best practices relating to anti-bribery, extortion, fraud and money-laundering matters, including but not limited to the national anti-corruption policies and the Group's internal Code of Conduct.

The Group is in strict compliance with the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong) in Hong Kong, the Criminal Law and the Anti-Unfair Competition Law of the PRC and other applicable laws and regulations.

As disclosed in the announcement of the Company on 23 March 2023, an ex-employee of the Group had, without proper authorisation of the Group, but in the name of the Group provided quotations for IT solutions in applications for government subsidy under the Distance Business Programme, amongst which the Competition Commission alleged that cover bidding had taken place between May 2020 and September 2021, being serious anti-competitive conduct in contravention of the First Conduct Rule of the Competition Ordinance (Cap. 619 of the Laws of Hong Kong) . Therefore, Competition Commission has commenced proceedings in the Competition Tribunal against the Group. The Group does not accept or tolerate any illegal or unlawful behaviours and has reported the ex-employee's behaviour to the Hong Kong police in February 2023. The Group is in the course of seeking legal advice on the allegations and will cooperate with any inquiry that the Competition Commission may have under the Competition Ordinance. The management has taken this case as a chance to educate all the staff to better understand the relevant rule requirements.

Except for the above, the Group is not aware of any cases of material non-compliance with laws and regulations relating to bribery, extortion, fraud and money-laundering arising during the Reporting Year that would have had a significant impact on the Group.

COMMUNITY INVESTMENT

The Group takes its commitment to social responsibility and is concerned with helping the disadvantaged in the communities in which it operates. Our Group has been awarded the Caring Company Award by the Hong Kong Council of Social Service since 2013. Major subsidiaries in Hong Kong, namely Tritech Distribution Limited, has been awarded Partner Employer Award 2022 by The Hong Kong General Chamber of Small and Medium Business, and Multisoft Limited has been awarded The Best Employee and Employer Award 2022 by JCI Dragon, respectively. During the Reporting Year, the Company has donated food to New Life Psychiatric Rehabilitation Association and joined the "Give Blood Alliance" to donate blood to Hong Kong Red Cross.

HKEX ESG REPORTING GUIDE CONTENT INDEX

Aspects	Description	Remark	Disclosed in
A1 Emissions			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.		Metric and targets, Regulatory compliance
A1.1	The types of emissions and respective emissions data.		Emission of greenhouse gases and air pollutants
A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions and intensity.		Emission of greenhouse gases and air pollutants
A1.3	Total hazardous waste produced and intensity.	As an IT solutions provider, our Group is not involved in any manufacturing activities, and therefore no material hazardous waste produced.	

Aspects	Description	Remark	Disclosed in
A1.4	Total non-hazardous waste produced and intensity.	As an IT solutions provider, our Group is not involved in any manufacturing activities, and therefore no material non-hazadous waste produced.	Strategies to improve resource consumption
A1.5	Description of emission target(s) set and steps taken to achieve them.		Metric and targets
A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	As an IT solutions provider, our Group is not involved in any manufacturing activities, and therefore no material hazardous or non-hazadous waste produced.	Metric and targets
A2 Use of Resources			
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.		Strategies to improve resource consumption
A2.1	Direct and/or indirect energy consumption by type in total and intensity.		Energy consumption
A2.2	Water consumption in total and intensity.	As an IT solutions provider, our Group is not involved in any manufacturing activities, and therefore no material water consumed.	
A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.		Strategies to improve resource consumption

Aspects	Description	Remark	Disclosed in
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	There were no issues in sourcing water fit for purpose.	Strategies to improve resource consumption
A2.5	Total packaging material used for finished products and per unit produced.	The use of packaging materials is irrelevant to the Group's operating businesses.	
A3 The Environment and Natural Resources			
General Disclosure	Policies on minimising the issuer's significant impact on the environment and natural resources.		Metric and targets
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.		Strategies to improve resource consumption
A4 Climate Change			
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.		Material ESG risks and management
A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.		Material ESG risks and management
B1 Employment			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.		Employment policies
B1.1	Total workforce by gender, employment type, age group and geographical region.		Employment policies
B1.2	Employee turnover rate by gender, age group and geographical region.		Employment policies

Aspects	Description	Remark	Disclosed in
B2 Health and Safety			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.		Health and work safety
B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	There were no work-related fatalities in the past three years (including the Reporting Year).	
B2.2	Lost days due to work injury.	No work-related injuries were reported during the Reporting Year.	Health and work safety
B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.		Health and work safety
B3 Development and Training			
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.		Development and training
B3.1	The percentage of employees trained by gender and employee category.		Development and training
B3.2	The average training hours completed per employee by gender and employee category.		Development and training
B4 Labour Standards			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.		Labour standards
B4.1	Description of measures to review employment practices to avoid child and forced labour.		Labour standards
B4.2	Description of steps taken to eliminate such practices when discovered.	The Group did not encounter such practices during the Reporting Year	

Aspects	Description	Remark	Disclosed in
B5 Supply Chain Management			
General Disclosure	Policies on managing environmental and social risks of the supply chain.		Supply Chain Management
B5.1	Number of suppliers by geographical region.		Supply Chain Management
B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.		Supply Chain Management
B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.		Supply Chain Management
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.		Supply Chain Management
B6 Product Responsibility			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.		Product & Service Responsibility
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	The issue is irrelevant to the Group's operating businesses.	
B6.2	Number of products and service related complaints received and how they are dealt with.		Product & Service Responsibility
B6.3	Description of practices relating to observing and protecting intellectual property rights.		Product & Service Responsibility
B6.4	Description of quality assurance process and recall procedures.		Product & Service Responsibility
B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.		Product & Service Responsibility

Aspects	Description	Remark	Disclosed in
B7 Anti-corruption			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.		Anti-corruption
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.		Anti-corruption
B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.		Anti-corruption
B7.3	Description of anti-corruption training provided to directors and staff.		Anti-corruption
B8 Community Investment			
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.		Community Investment
B8.1	Focus areas of contribution.		Community Investment
B8.2	Resources contributed to the focus area.		Community Investment

Independent Auditor's Report

TO THE SHAREHOLDERS OF MTT GROUP HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of MTT Group Holdings Limited (the "**Company**") and its subsidiaries (collectively referred to as "**the Group**") set out on pages 72 to 141, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss and other comprehensive income, 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 ("**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

Key audit matter	How our audit addressed the key audit matter
Impairment Assessment of Trade Receivables and Contract Assets	
We identified impairment assessment of trade receivables and contract assets as a key audit matter due to the involvement of subjective judgment and estimates by management in evaluating the expected credit losses ("**ECL**") of the Group's trade receivables and contract assets at the end of the reporting period. As disclosed in note 5 to the consolidated financial statements, the management of the Group with the involvement of an independent professional valuer estimates and assesses the lifetime ECL on (i) debtors who are listed companies or subsidiaries of the listed companies, non-governmental organisation debtors and debtors with aggregate outstanding balances exceeding HK$1,000,000 and relevant contract assets assessed individually; and (ii) remaining trade receivables and contract assets are based on provision matrix through past due status of respective trade receivables. The allowance for ECL of the trade receivables and contract assets is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate with the consideration of estimated loss rates. Estimated loss rates are based on external credit ratings and/or internal credit ratings as groupings of various debtors with similar loss pattern and adjusted for forward-looking information. As disclosed in notes 18 and 19 to the consolidated financial statements, the Group's net trade receivables and contract assets amounting to approximately HK$242,120,000 and HK$1,163,000, respectively as at 31 March 2023. As disclosed in note 32 to the consolidated financial statements, the Group recognised net impairment losses on trade receivables and contract assets of approximately HK$2,842,000 and HK$14,000, respectively, for the year and the Group's allowance for ECL on trade receivables and contract assets as at 31 March 2023 amounted to approximately HK$4,354,000 and HK$27,000, respectively.	Our procedures in relation to the impairment assessment of trade receivables and contract assets included: • Obtaining an understanding of the process on how the management estimates the allowance for ECL on trade receivables and contract assets with the involvement of an independent professional valuer; • Evaluating the competence, capabilities and objectivity of the independent professional valuer of the Group and obtaining understanding of the valuer's scope of work and its terms of engagement; • Challenging management's basis and judgement in determining allowance for ECL on trade receivables and contract assets as at 31 March 2023, including their identifications of trade receivables and contract assets who are assessed for ECL individually, the reasonableness of management's grouping of the remaining trade receivables and contract assets into different categories in the provision matrix, and the basis of estimated loss rates applied for each individually assessed customer and in each category in the provision matrix; • Testing the integrity of information used by management to develop the provision matrix for remaining trade receivables, including trade receivables aging analysis as at 31 March 2023, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices; and • Assessing the reasonableness of historical default rates and forward-looking information with reference to market available information.

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 our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional 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.

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

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

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Hung Suk Fan.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
23 June 2023

Consolidated Statements of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2023

	Notes	2023 HK$'000	2022 HK$'000
Revenue	6	**752,547**	631,512
Cost of sales and services		**(625,829)**	(515,447)
Gross profit		**126,718**	116,065
Other income	8	**4,472**	190
Other gains and losses	8	**(435)**	162
Net (impairment losses) reversal of impairment losses under expected credit loss model		**(2,856)**	2,878
Selling and distribution expenses		**(36,404)**	(29,881)
Administrative expenses		**(30,667)**	(24,393)
Finance costs	9	**(2,971)**	(2,037)
Listing expenses		**(4,892)**	(5,269)
Profit before taxation		**52,965**	57,715
Taxation	10	**(9,228)**	(10,457)
Profit for the year	11	**43,737**	47,258
Other comprehensive (expense) income:			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		**(351)**	171
Total comprehensive income for the year		**43,386**	47,429
Basic earnings per share (HK cents)	14	**7.75**	9.45

Consolidated Statements of Financial Position

At at 31 March 2023

	Notes	2023 HK$'000	2022 HK$'000
Non-current assets			
Property and equipment	15	**14,519**	5,073
Financial assets at fair value through profit or loss ("**FVTPL**")	16	**11,194**	11,090
Deposits	18	**878**	986
Deposits paid for acquisition of property, and equipment		**1,777**	1,090
Deferred tax assets	27	**576**	209
		28,944	18,448
Current assets			
Inventories	17	**19,811**	15,822
Trade and other receivables, deposits and prepayments	18	**272,061**	209,693
Contract assets	19	**1,163**	561
Amounts due from related companies	21	**–**	149
Pledged bank deposits	22	**37,243**	8,445
Bank balances and cash	22	**28,512**	17,166
		358,790	251,836
Current liabilities			
Trade and other payables and accrued charges	23	**76,834**	74,866
Contract liabilities	24	**20,177**	24,636
Amount due to a director	20	**–**	2,419
Amount due to a related company	21	**–**	593
Tax payables		**9,874**	9,658
Lease liabilities	25	**2,231**	2,583
Bank borrowings	26	**61,035**	77,008
		170,151	191,763
Net current assets		**188,639**	60,073
Total assets less current liabilities		**217,583**	78,521

At at 31 March 2023

	Notes	2023 HK$'000	2022 HK$'000
Non-current liabilities			
Lease liabilities	25	**7,297**	667
Contract liabilities	24	**1,127**	896
		8,424	1,563
Net assets		**209,159**	76,958
Capital and reserves			
Share capital	28	**6,250**	–*
Reserves		**202,909**	76,958
Total equity		**209,159**	76,958

* Amounts less than HK$1,000.

The consolidated financial statements on pages 72 to 141 were approved and authorised to issue by the board of directors on 23 June 2023 and are signed on its behalf by:

IP KA WAI CHARLIE	**CHAN TIM CHEUNG**
DIRECTOR	*DIRECTOR*

Consolidated Statements of Changes in Equity

For the year ended 31 March 2023

	Share capital HK$'000	Share premium HK$'000 (note)	Other reserves HK$'000 (note)	Translation reserves HK$'000	Accumulated profits HK$'000	Total HK$'000
At 1April 2021	–*	15,061	(15,522)	140	31,126	30,805
Profit for the year	–	–	–	–	47,258	47,258
Other comprehensive income for the year	–	–	–	171	–	171
Total comprehensive income for the year	–	–	–	171	47,258	47,429
Deemed distribution to the owner of the Company (note)	–	–	(1,276)	–	–	(1,276)
At 31 March 2022	–*	15,061	(16,798)	311	78,384	76,958
Profit for the year	**–**	**–**	**–**	**–**	**43,737**	**43,737**
Other comprehensive expense for the year	**–**	**–**	**–**	**(351)**	**–**	**(351)**
Total comprehensive (expense) income for the year	**–**	**–**	**–**	**(351)**	**43,737**	**43,386**
Dividends declared (note 13)	**–**	**–**	**–**	**–**	**(4,000)**	**(4,000)**
Deemed distribution to the owner of the Company (note)	**–**	**–**	**(604)**	**–**	**–**	**(604)**
Capitalisation issue (note 28)	**5,000**	**(5,000)**	**–**	**–**	**–**	**–**
Issue of new shares of the Company (note 28)	**1,250**	**105,000**	**–**	**–**	**–**	**106,250**
Transaction costs attributable to issue of shares	**–**	**(12,831)**	**–**	**–**	**–**	**(12,831)**
At 31 March 2023	**6,250**	**102,230**	**(17,402)**	**(40)**	**118,121**	**209,159**

* Amounts less than HK$1,000.

Note: Other reserves represent the aggregate amount of (i) deemed distribution from discounting of interest-free amount due from a related company in prior year; (ii) gain on disposal of entire issued share capital of former subsidiary to Mr. Ip Ka Wai, Charlie ("**Mr. Charlie Ip**") in prior year, resulting a gain on disposal of approximately HK$3,789,000 crediting to other reserves; (iii) the transfer of entire issued share capital of Multisoft Limited ("**Multisoft**") and TriTech Distribution Limited ("**TriTech**") with aggregate amount of HK$20,000 from Mr. Charlie Ip to Multisoft Holding Limited ("**Multisoft BVI**") and TriTech Distribution Holding Limited ("**TriTech BVI**") in prior year; (iv) netting off by the equity items of TriTech BVI and Multisoft BVI in aggregate of approximately HK$15,061,000 which credited to share premium on 31 July 2020, when 100% equity interest in TriTech BVI and Multisoft BVI were transferred from Mr. Charlie Ip to the Company in prior year; and (v) deemed distribution of approximately HK$604,000 (2022: HK$1,276,000) of which the listing expenses incurred by Mr. Charlie Ip as the owner of the Company during year ended 31 March 2023.

Consolidated Statements of Cash Flows

For the year ended 31 March 2023

	2023 HK$'000	2022 HK$'000
OPERATING ACTIVITIES		
Profit before taxation	**52,965**	57,715
Adjustments for:		
Interest income	**(1,419)**	(75)
Finance costs	**2,971**	2,037
Depreciation of right-of-use assets	**3,896**	4,452
Depreciation of other property and equipment	**1,265**	600
Write-down of inventories	**1,212**	721
Loss on disposal and written-off of property and equipment	**251**	3
Fair value gain on financial assets at FVTPL	**(104)**	(99)
Net impairment losses (reversal of impairment losses) under expected credit loss model	**2,856**	(2,878)
Operating cash flows before movements in working capital	**63,893**	62,476
Increase in inventories	**(5,201)**	(6,789)
Increase in trade and other receivables, deposits and prepayments	**(70,833)**	(84,944)
Increase in contract assets	**(616)**	(184)
Increase (decrease) in trade and other payables and accrued charges	**3,487**	(2,239)
Decrease in amount due to a related company	**(593)**	–
(Decrease) increase in contract liabilities	**(4,228)**	9,640
Cash used in operations	**(14,091)**	(22,040)
Hong Kong Profits Tax paid	**(9,372)**	(10,416)
Overseas income tax paid	**(7)**	(26)
NET CASH USED IN OPERATING ACTIVITIES	**(23,470)**	(32,482)
INVESTING ACTIVITIES		
Bank interest received	**1,379**	–
Purchase of property and equipment	**(3,314)**	(1,350)
Proceeds from disposal of property and equipment	**2**	8
Deposits paid for acquisition of property and equipment	**(1,777)**	(1,090)
Repayments from related companies	**149**	20,840
Investment in financial assets at FVTPL	**–**	(3,422)
Advance to a director	**–**	(108,937)
Repayment from a director	**1,328**	133,344
Placement of pledged bank deposits	**(37,243)**	(1,709)
Withdrawal of pledged bank deposits	**8,445**	3,042
NET CASH (USED IN) FROM INVESTING ACTIVITIES	**(31,031)**	40,726

Consolidated Statements of Cash Flows

For the year ended 31 March 2023

	2023 HK$'000	2022 HK$'000
FINANCING ACTIVITIES		
Proceeds from issuance of shares	**106,250**	–
Share issue costs paid	**(10,577)**	(1,582)
Dividend paid	**(4,000)**	–
Interest paid	**(2,971)**	(2,037)
Bank borrowings raised	**221,841**	117,395
Repayments of bank borrowings	**(237,814)**	(110,187)
Repayments of lease liabilities	**(4,180)**	(4,548)
Advance from a director	**–**	2,419
Repayment to a director	**(2,419)**	–
NET CASH FROM FINANCING ACTIVITIES	**66,130**	1,460
NET INCREASE IN CASH AND CASH EQUIVALENTS	**11,629**	9,704
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	**17,166**	7,376
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	**(283)**	86
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, REPRESENTED BY BANK BALANCES AND CASH	**28,512**	17,166

1. GENERAL

MTT Group Holdings Limited (the "**Company**") was incorporated in the Cayman Islands as an exempted company with limited liability on 24 July 2020 under the Companies Act Chapter 22 of the Cayman Islands. The shares of the Company are listed on the Main Board of the Stock Exchange of Hong Kong Limited. The Company is 70% owned by Ip Group Holdings Limited ("**Ip Group**"), a limited company incorporated in the British Virgin Islands ("**BVI**"), and 30% owned by IPW Group Holdings Limited ("**IPW Group**"), a limited company incorporated in the BVI. Both Ip Group and IPW Group are wholly-owned by Mr. Charlie Ip. The addresses of the registered office and the principal place of business of the Company are set out in the section headed "Corporate Information" of the annual report.

The Company acts as an investment holding company. The principal activities of subsidiaries of the Company are described in note 35.

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is also the functional currency of the Company.

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") AND AGENDA DECISIONS OF THE IFRS INTERPRETATIONS COMMITTEE (THE "COMMITTEE")

Amendments to HKFRSs that are mandatorily effective for the current year

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

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

In addition, the Group applied the agenda decisions of the Committee of the International Accounting Standards Board, which are relevant to the Group.

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

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") AND AGENDA DECISIONS OF THE IFRS INTERPRETATIONS COMMITTEE (THE "COMMITTEE") *(Continued)*

New and amendments to HKFRSs in issue but not yet effective

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

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

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

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

Amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 Income Taxes so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

As disclosed in note 4 to the consolidated financial statements, for leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the relevant assets and liabilities as a whole. Temporary differences relating to relevant assets and liabilities are assessed on a net basis.

Upon the application of the amendments, the Group will recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities.

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") AND AGENDA DECISIONS OF THE IFRS INTERPRETATIONS COMMITTEE (THE "COMMITTEE") *(Continued)*

New and amendments to HKFRSs in issue but not yet effective *(Continued)*

Amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* *(Continued)*

The amendments are effective for the Group's annual reporting period beginning on 1 April 2023. As at 31 March 2023, the carrying amounts of right-of-use assets and lease liabilities which are subject to the amendments amounted to HK$9,409,000 and HK$9,528,000 respectively in which the Group will recognise the related deferred tax assets and deferred tax liabilities of HK$1,552,000 and HK$1,572,000 respectively.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

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

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16, 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.

3. BASIS OF PREPARATION OF CONSOLIDATED 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.

4. SIGNIFICANT ACCOUNTING POLICIES

Basis of consolidation

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

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

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

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

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

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

Revenue from contracts with customers

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

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from contracts with customers *(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 or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method for IT maintenance and support services

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Input method for provision of IT implementation services and IT infrastructure solutions services

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from contracts with customers *(Continued)*

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

For contracts where the Group transferred the associated goods or services before payments from customers in which the Group adjusts for the promised amount of consideration for significant financing components, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The Group recognises interest income during the period between the payment from customers and the transfer of the associated goods or services.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group accounts for itself as a principal because it controls the specified good or service before that good or service is transferred to a customer.

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.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

Definition of a lease *(Continued)*

The Group as lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leases of data centre, warehouses and temporary offices that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

Except for short-term leases, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

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

Right-of-use assets 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 in "property and equipment", the same line item within which the corresponding underlying assets would be presented if they were owned.

Refundable rental deposits

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

Definition of a lease *(Continued)*

The Group as lessee *(Continued)*

Lease liabilities

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

The lease payments include:

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

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

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

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statements 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.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

Definition of a lease *(Continued)*

The Group as lessee *(Continued)*

Lease modifications *(Continued)*

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification. The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

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 each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserves.

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 added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain 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.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

Retirement benefits costs

Payments to state-managed retirement benefit scheme and Mandatory Provident Fund Scheme ("**MPF Scheme**") are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-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 and salaries and annual leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

Taxation

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Taxation *(Continued)*

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

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

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

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

Current and deferred tax are recognised in profit or loss.

Property and equipment

Property and equipment are stated in the consolidated statements of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of property and equipment over their estimated useful lives, using the straight-line method. The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted on for a prospective basis.

An item of property and 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 and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Impairment loss on assets other than financial assets and contract assets

At the end of each reporting period, the Group reviews the carrying amounts of its assets other than financial assets and contract 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).

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment loss on assets other than financial assets and contract assets *(Continued)*

The recoverable amount of assets other than financial assets and contract assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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

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

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

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a 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 in profit or loss immediately.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Cash and cash equivalents

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

(a) cash, which comprises of cash on hand and demand deposits; and

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Financial instruments

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

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

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating 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 and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

4. SIGNIFICANT ACCOUNTING POLICIES *(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 fair value through other comprehensive income ("**FVTOCI**"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting 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.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income 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.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). 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.

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 includes any interest earned on the financial asset and is included in the "other gains and losses" line item.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets and other items

The Group recognises a loss allowance for ECL on financial assets (including trade and other receivables and deposits, amounts due from related companies, pledged bank deposits and bank balances), contract assets and financial guarantee contracts which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables and contract assets without significant financing components. Except for debtors who are listed companies or subsidiaries of the listed companies, non-governmental organisation ("**NGO**") debtors and debtors with aggregate outstanding balances exceeding HK$1,000,000 and relevant contract assets were assessed individually, the remaining trade receivables and contract assets are assessed collectively using a provision matrix grouped based on past due status of the trade receivables. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables and contract assets on the same basis.

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

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.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets and other items *(Continued)*

Significant increase in credit risk *(Continued)*

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.

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

Despite the aforegoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the 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.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

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.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets and other items *(Continued)*

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 the instrument 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.

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:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

Write-off policy

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

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience and forward looking information that is available without undue cost or effort.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets and other items *(Continued)*

Measurement and recognition of ECL (Continued)

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

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

Where ECL is measured on a collective basis, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the debtors who are listed companies or subsidiaries of the listed companies, NGO debtors and debtors with aggregate outstanding balances exceeding HK$1,000,000 and relevant contract assets, other receivables and, deposits, amounts due from a director and related companies, pledged bank deposits and bank balances are assessed for ECL on an individual basis and remaining trade receivables and contract assets are assessed as a separate group);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial assets *(Continued)*

Derecognition of financial assets

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

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

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Financial liabilities at amortised cost

Financial liabilities including trade and other payables and accrued charges, amount due to a director and a related company and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Derecognition of financial liabilities

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

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the management of the Group is required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying 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 ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates 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.

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

Impairment assessment of trade receivables and contract assets

When there is objective evidence that trade receivables and contract assets may be impaired, the Group estimates any future cash shortfalls of those balances. The allowance for ECL is measured as the difference between the assets' carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial assets' original effective interest rate (i.e. the effective interest rate computed on initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise.

The management of the Group with the involvement of an independent professional valuer measures and assesses lifetime ECL on trade receivables based on (i) debtors who are listed companies or subsidiaries of the listed companies, NGO debtors and debtors with aggregate outstanding balances exceeding HK$1,000,000 and relevant contract assets assessed individually; and (ii) remaining trade receivables and contract assets are based on provision matrix through past due status of respective trade receivables. Estimated loss rates are based on external credit ratings and/or internal credit ratings as groupings of various debtors with similar loss pattern and adjusted for forward-looking information. The assessment of credit risk of trade receivables involves high degree of estimation uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise accordingly in future periods. The ECL assessment is sensitive to changes in estimates. The information about the Group's trade receivables, contract assets and the ECL are disclosed in notes 18, 19 and 32, respectively. The carrying amount of trade receivables is approximately HK$242,120,000 (2022: HK$157,802,000) as at 31 March 2023. The carrying amount of contract assets is approximately HK$1,163,000 (2022: HK$561,000) as at 31 March 2023.

Allowance for inventories

Slow-moving inventories were identified by the management of the Group based on aging analysis and marketability of inventories. Allowance was applied to inventories based on assessment of net realisable value by the management of the Group by considering the latest selling prices and current market conditions. Allowance is recognised if the net realisable value is estimated to be below the cost.

Write-down of inventories of approximately HK$1,212,000 (2022: HK$721,000) was recognised for the year ended 31 March 2023. The carrying amounts of inventories are approximately HK$19,811,000 (2022: HK$15,822,000) as at 31 March 2023.

6. REVENUE

Revenue from goods and services

An analysis of the Group's revenue from goods and services by segment for the year is as follows:

	2023 HK$'000	2022 HK$'000
Types of goods or services:		
Distribution Business*		
– distribution of IT products	**483,887**	393,236
– provision of IT implementation services	**21,135**	33,895
	505,022	427,131
System Integration Solutions Business*		
– procurement of IT products	**201,756**	166,668
– provision of IT infrastructure solutions services	**32,620**	21,005
– provision of IT maintenance and support services	**13,149**	16,708
	247,525	204,381
	752,547	631,512

* The segment names are defined in the section "Segment information" in note 7.

	2023 HK$'000	2022 HK$'000
Timing of revenue recognition:		
Over time	**66,904**	71,608
A point in time	**685,643**	559,904
	752,547	631,512

6. REVENUE *(Continued)*

Revenue from goods and services *(Continued)*

Performance obligations for contracts with customers

Revenue from distribution or procurement of IT products

Revenue from distribution or procurement of IT products is recognised when control of the products has been transferred to the customers, being at the point the products are delivered to the customer's specific location. Transportation and other related activities that occur before customers obtain control of the related products are considered as fulfilment activities. A receivable is recognised by the Group when the products are delivered to the customers as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The Group requires certain customers to provide upfront deposits range from 20% to 50% of total contract sum, when the Group receives a deposit before the delivery of products, this will give rise to contract liabilities at the start of a contract, until the products are delivered to the customers. The normal credit term is 0 to 60 days upon delivery.

Revenue from provision of IT implementation services and IT infrastructure solutions services

The Group provides IT implementation services and IT infrastructure solutions services to customers. Such services are recognised as a performance obligation satisfied over time as the Group enhances the assets that the customer controls as the assets are enhanced. The progress towards completing satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts (i.e. direct staff costs) to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. The normal payment term is 0 to 60 days upon the issuance of invoices to the customers. The Group requires customers to provide upfront deposit range from 20% to 50% of total contract sum, when the Group receives the advance payment before the services commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

Revenue from provision of IT maintenance and support services

The Group provides IT maintenance and support services to customers. Such services are recognised as a performance obligation satisfied over time on a straight-line basis over the period of services as the customers simultaneously receives and consumes the benefits provided by the Group's performance. The normal payment term is 0 to 60 days upon the issuance of invoices to the customers. The Group generally requires customers to pay the total contract sum in advance, when the Group receives the advance payment before the services commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

6. REVENUE *(Continued)*

Revenue from goods and services *(Continued)*

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

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2023 and 2022 and the expected timing of recognising revenue are as follows:

	IT maintenance and support services As at 31 March	
	2023	2022
	HK$'000	HK$'000
Within one year	**3,432**	3,406
More than one year but not more than two years	**796**	614
More than two years	**331**	282
	4,559	4,302

All the Group's other contracts with customers either have original expected duration of one year or less or grant the Group a right to consideration that responds directly with value of the customer of the Group's performance completed to date. As permitted under HKFRS 15, the transaction price allocated to the remaining performance obligations (unsatisfied or satisfied) of these contracts as at 31 March 2023 and 2022 is not disclosed.

7. SEGMENT INFORMATION

Segment revenue and results

Information reported to the executive directors of the Company, being the chief operating decision maker ("**CODM**"), for the purposes of resources allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

The Group's reportable and operating segments are therefore as follows:

(1) Distribution Business refers to distribution of IT products of which the Group obtained the authorised distributorship from the suppliers and related provision of IT implementation services by the Group; and

(2) System Integration Solutions Business refers to procurement of IT products and related provision of IT infrastructure solutions services and IT maintenance and support services by the Group.

7. SEGMENT INFORMATION *(Continued)*

Segment revenue and results *(Continued)*

An analysis of the Group's operating and reportable segment revenue and segment results is as below:

	Distribution Business HK$'000	System Integration Solutions Business HK$'000	Elimination HK$'000	Total HK$'000
For the year ended 31 March 2023				
Segment revenue	505,022	247,525	–	752,547
Inter-segment sales	14,235	75	(14,310)	–
Total	519,257	247,600	(14,310)	752,547
Segment results	76,502	50,216		126,718
Other income				4,472
Other gains and losses				(435)
Net impairment losses under expected credit loss model				(2,856)
Selling and distribution expenses				(36,404)
Administrative expenses				(30,667)
Finance costs				(2,971)
Listing expenses				(4,892)
Profit before taxation				52,965

7. SEGMENT INFORMATION *(Continued)*

Segment revenue and results *(Continued)*

An analysis of the Group's operating and reportable segment revenue and segment results is as below: *(Continued)*

	Distribution Business HK$'000	System Integration Solutions Business HK$'000	Elimination HK$'000	Total HK$'000
For the year ended 31 March 2022				
Segment revenue	427,131	204,381	–	631,512
Inter-segment sales	11,012	6,754	(17,766)	–
Total	438,143	211,135	(17,766)	631,512
Segment results	76,246	39,819		116,065
Other income				190
Other gains and losses				162
Net reversal of impairment losses under expected credit loss model				2,878
Selling and distribution expenses				(29,881)
Administrative expenses				(24,393)
Finance costs				(2,037)
Listing expenses				(5,269)
Profit before taxation				57,715

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies described in note 4. Segment result represents the profit earned by each segment without allocation of other income, other gains and losses, net (impairment losses) reversal of impairment losses under expected credit loss model, selling and distribution expenses, administrative expenses, finance costs, listing expenses and taxation.

No analysis of the Group's assets and liabilities by operating and reportable segments is disclosed as it is not regularly provided to the CODM for review.

7. SEGMENT INFORMATION *(Continued)*

Geographical information

The Group's operations are located in Hong Kong, the People's Republic of China (the "**PRC**") (excluding Hong Kong and Macau) and Macau. Information about the Group's revenue from continuing operations is analysed by location of the shipments of goods or the services provided.

	Year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Hong Kong	**739,824**	605,013
The PRC (excluding Hong Kong and Macau)	**10,257**	20,173
Macau	**2,466**	6,326
	752,547	631,512

Information about the Group's non-current assets (excluding financial assets and deferred tax assets) which is presented based on geographical location of the assets, is as follows:

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
Hong Kong	**16,264**	6,134
The PRC (excluding Hong Kong and Macau)	**32**	29
	16,296	6,163

Information about major customers

An analysis of revenue from customers contributing to over 10% of the Group's total revenue are as follows:

	Year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Customer A[1]	**156,182**	108,406
Customer B[1]	**100,193**	67,385
Customer C[1]	**–[2]**	64,059

1 Revenue derived from Distribution Business.

2 The corresponding revenue did not contribute over 10% of total revenue of the Group for the respective year.

8. OTHER INCOME AND OTHER GAINS AND LOSSES

Other income

	Year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Bank interest income	**1,379**	–
Interest income on rental deposits	**40**	35
Effective interest income on amount due from a related company	**–**	40
Sponsorship income	**–**	16
Government grant (Note)	**3,004**	–
Others	**49**	99
	4,472	190

Note: The government grant received of approximately HK$3,004,000 during the year ended 31 March 2023 represented the government subsidy received under Employment Support Scheme launched by the Government of the Hong Kong Special Administrative Region.

Other gains and losses

	Year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Loss on disposals and written-off of property and equipment	**(251)**	(3)
Net exchange (loss) gain	**(288)**	66
Fair value gain on financial assets at FVTPL	**104**	99
	(435)	162

9. FINANCE COSTS

	Year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Interest on bank borrowings	**2,518**	1,764
Interest on lease liabilities	**453**	273
	2,971	2,037

10. TAXATION

	Year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Current tax:		
– Hong Kong Profits Tax	**9,659**	9,939
– PRC Enterprise Income Tax ("**EIT**")	**7**	26
Deferred tax (credit) charge (note 27)	**(367)**	466
(Overprovision) underprovision in prior years	**(71)**	26
	9,228	10,457

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

Under the Law of the PRC on Enterprise Income Tax (the "**EIT Law**") and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25% for the years ended 31 March 2023 and 2022. A PRC subsidiary of the Group is qualified as small-scale entity under EIT Law and entitled the relevant EIT tax reduction. Effective from 1 January 2021 to 31 December 2022, a qualified small-scale entity is subject to 2.5% effective EIT rate for the first RMB1,000,000 taxable income and 10% effective EIT for the next RMB2,000,000 taxation income. Effective from 1 January 2022 to 31 December 2024, a qualified small-scale entity is subject to 2.5% effective EIT rate for the first RMB1,000,000 taxable income and 5% effective EIT for the next RMB2,000,000 taxation income.

Macau Complementary Tax is calculated at the maximum progressive rate of 12% on the estimated assessable profit for both years. No provision for Macau Complementary Tax was made for both years as the subsidiary in Macau does not have assessable profit for both years.

10. TAXATION *(Continued)*

The taxation for the year can be reconciled to the profit before taxation per the consolidated statements of profit or loss and other comprehensive income as follows:

	Year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Profit before taxation	**52,965**	57,715
Taxation at Hong Kong Profits Tax rate of 16.5%	**8,739**	9,523
Tax effect of income not taxable for tax purposes	**(747)**	(117)
Tax effect of expenses not deductible for tax purposes	**1,516**	1,186
(Overprovision) underprovision in respect of prior years	**(71)**	26
Tax effect of PRC small-scale entity	**(71)**	(46)
Tax effect of two-tiered tax rate	**(165)**	(165)
Effect of different tax rates of subsidiary operating in other jurisdiction	**27**	50
Taxation for the year	**9,228**	10,457

11. PROFIT FOR THE YEAR

	Year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Profit for the year has been arrived at after charging (crediting):		
Staff costs:		
Directors' remuneration (note 12)	**4,262**	2,819
Salaries, allowances and other benefits for other staff	**52,443**	51,790
Contributions to retirement benefits schemes for other staff	**2,057**	2,034
	58,762	56,643
Depreciation:		
Depreciation of right-of-use assets	**3,896**	4,452
Depreciation of other property and equipment	**1,265**	600
	5,161	5,052
Auditor's remuneration (note (ii))		
– Audit services	**2,200**	900
– non-audit services	**200**	100
	2,400	1,000
Cost of inventories recognised as an expense (note (i))	**577,794**	469,780
Net impairment losses (reversal of impairment losses) on trade receivables	**2,842**	(2,862)
Net impairment losses (reversal of impairment losses) on contract assets	**14**	(16)
Net impairment losses (reversal of impairment losses) under expected credit loss model	**2,856**	(2,878)

Notes:

(i) The amount included the write-down of inventories of HK$1,212,000 (2022: HK$721,000) for the year ended 31 March 2023.

(ii) Auditor's remuneration for audit services and non-audit services of approximately HK$800,000 and HK$100,000, respectively for the year ended 31 March 2022 are included in listing expenses.

12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(a) Directors' and chief executive's emoluments

The emoluments paid or payable to them by the Group during the years ended 31 March 2023 and 2022 were as follows:

	Fees HK$'000	Salaries, allowances and other benefits HK$'000	Performance related bonuses HK$'000 (note (i))	Retirement benefit scheme contributions HK$'000	Total HK$'000
Year ended 31 March 2023					
Executive directors					
Mr. Charlie Ip	**–***	**2,033**	**–**	**58**	**2,091**
Mr. Chan Tim Cheung ("**Mr. Tim Chan**")	**–***	**1,146**	**725**	**21**	**1,892**
Independent non-executive directors					
Mr. Lam Chi Wing ("**Mr. Lam**") (note (iii))	**93**	**–**	**–**	**–**	**93**
Ms. Chung Anita Mei Yiu ("**Ms. Anita Chung**") (note (ii))	**93**	**–**	**–**	**–**	**93**
Ms. Wu Ching Tung Grace ("**Ms. Grace Wu**") (note (ii))	**93**	**–**	**–**	**–**	**93**
	279	**3,179**	**725**	**79**	**4,262**
Year ended 31 March 2022					
Executive directors					
Mr. Charlie Ip	–	1,909	43	62	2,014
Mr. Tim Chan	–	717	70	18	805
	–	2,626	113	80	2,819

* Amounts less than HK$1,000.

Notes:

(i) Performance related bonus was determined by reference to their duties and responsibilities of the relevant individuals within the Group and Group's performance.

(ii) On 4 August 2022, Mr. Lam, Ms. Anita Chung and Ms. Grace Wu were appointed as independent non-executive directors of the Company.

Mr. Charlie Ip acts as the chief executive of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive.

The executive directors' emoluments are for their services in connection with the management of the affairs of the Group. The independent non-executive directors' emoluments are for their services in connection with their roles as directors of the Company.

12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS *(Continued)*

(a) Directors' and chief executive's emoluments *(Continued)*

During the year ended 31 March 2023, the Group has been providing accommodation, which is leased from a third party, to Mr. Charlie Ip for use by him and his family members at no charge. The estimated money value of the benefit in kind is approximately HK$588,000 (2022: HK$490,000).

None of the directors nor chief executive waived any emoluments during the year ended 31 March 2023 and 2022.

(b) Employees' emoluments

The five highest paid individuals included 2 (2022: 1) director of the Company whose emoluments are included in the disclosures in (a) above for the year ended 31 March 2023. The emoluments of the remaining 3 (2022: 4) individuals for the year ended 31 March 2023, were as follows:

	Year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Salaries, allowance and other benefits	**2,618**	4,704
Performance related bonuses (note)	**2,219**	532
Retirement benefits scheme contributions	**57**	72
	4,894	5,308

Note: Performance related bonus was determined by reference to their duties and responsibilities of the relevant individuals within the Group and Group's performance.

Their emoluments were within the following bands:

	Year ended 31 March	
	2023	2022
	No. of employees	No. of employees
HK$1,000,001 to HK$1,500,000	**2**	2
HK$1,500,001 to HK$2,000,000	**1**	2
HK$2,000,001 to HK$2,500,000	**–**	–

During the years ended 31 March 2023 and 2022, no emoluments were paid by the Group to the directors of the Company and the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

13. DIVIDENDS

During the year ended 31 March 2023, the Company declared dividends of HK$13,333 per share with aggregate amount of HK$4,000,000 to Ip Group and IPW Group on 31 August 2022 before the listing.

During the year ended 31 March 2022, no dividend was paid or declared by the Company to the shareholders.

14. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to owners of the Company for the current year is based on the following data:

Earnings figures are calculated as follows:

	Year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Profit for the year attributable to owners of the Company for the purpose of calculating basic earnings per share	**43,737**	47,258

	Year ended 31 March	
	2023	2022
	'000	'000
Number of ordinary shares in issue for the purpose of calculating basic earnings per share	**564,041**	500,000

The number of ordinary shares for the purpose of calculating basic earnings per share has been determined on the assumption that the reorganisation and the capitalisation issue had been effective on 1 April 2021 and the Share Offer made on 26 September 2022 as disclosed in note 28. No diluted earnings per share has been presented as there were no potential ordinary shares outstanding issue for both years.

15. PROPERTY AND EQUIPMENT

	Leased properties HK$'000	Leasehold improvements HK$'000	Office equipment HK$'000	Motor vehicles HK$'000	Furniture and fixtures HK$'000	Total HK$'000
COST						
At 1 April 2021	17,551	1,939	2,974	2,690	476	25,630
Exchange adjustments	6	–	–	–	–	6
Additions	1,193	197	1,130	–	23	2,543
Modifications	83	–	–	–	–	83
Disposals	(310)	–	(16)	–	–	(326)
At 31 March 2022	18,523	2,136	4,088	2,690	499	27,936
Exchange adjustments	**(5)**	**–**	**–**	**–**	**–**	**(5)**
Additions	**10,437**	**3,330**	**876**	**–**	**198**	**14,841**
Modifications	**21**	**–**	**–**	**–**	**–**	**21**
Disposals	**(16,465)**	**(1,442)**	**(7)**	**–**	**(84)**	**(17,998)**
At 31 March 2023	**12,511**	**4,024**	**4,957**	**2,690**	**613**	**24,795**
ACCUMULATED DEPRECIATION						
At 1 April 2021	12,782	1,153	2,682	1,095	399	18,111
Exchange adjustments	5	–	–	–	–	5
Provided for the year	3,792	220	354	660	26	5,052
Eliminated on disposals	(300)	–	(5)	–	–	(305)
At 31 March 2022	16,279	1,373	3,031	1,755	425	22,863
Exchange adjustments	**(3)**	**–**	**–**	**–**	**–**	**(3)**
Provided for the year	**3,291**	**668**	**505**	**660**	**37**	**5,161**
Eliminated on disposals	**(16,465)**	**(1,232)**	**(3)**	**–**	**(45)**	**(17,745)**
At 31 March 2023	**3,102**	**809**	**3,533**	**2,415**	**417**	**10,276**
CARRYING VALUES						
At 31 March 2023	**9,409**	**3,215**	**1,424**	**275**	**196**	**14,519**
At 31 March 2022	2,244	763	1,057	935	74	5,073

15. PROPERTY AND EQUIPMENT *(Continued)*

Depreciation is charged so as to write off the cost over their estimated useful lives, using the straight-line method, at the following rates per annum:

Leased properties	Over the lease terms
Leasehold improvements	Over the lease terms
Office equipment	30%
Motor vehicles	Over the shorter of lease term or 30%
Furniture and fixtures	20%

The Group as lessee

Right-of-use assets

	Leased properties HK$'000	Motor vehicle HK$'000	Total HK$'000
Carrying values			
At 31 March 2023	**9,409**	**–**	**9,409**
At 31 March 2022	2,244	935	3,179
Depreciation charge			
For the year ended 31 March 2023	**3,291**	**605**	**3,896**
For the year ended 31 March 2022	3,792	660	4,452

For the years ended 31 March 2023 and 2022, the Group leases various offices, staff quarter, data centre, warehouses, temporary offices and motor vehicle for its operations. Lease contracts are entered into for fixed term of six months to three years, but may have termination options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

For the years ended 31 March 2023 and 2022, the expense relating to short-term leases are approximately HK$336,000 (2022: HK$482,000).

The Group regularly entered into short-term leases for data centre, warehouses and temporary offices. As at 31 March 2023 and 2022, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in this note.

15. PROPERTY AND EQUIPMENT *(Continued)*

The Group as lessee *(Continued)*

Right-of-use assets *(Continued)*

For the year ended 31 March 2023, the total cash outflow for leases are approximately HK$4,969,000 (2022: HK$5,303,000). Amount includes payments of principal and interest portion of lease liabilities, short-term leases and payments of lease payments on or before lease commencement date. These amounts could be presented in operating or financing cash flows.

In addition, the Group reassesses whether it is reasonably certain not to exercise a termination option, upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the years ended 31 March 2023 and 2022, there is no such triggering event. As at 31 March 2023 and 2022, all leases by the Group do not have extension option.

During the year ended 31 March 2023, the additions to right-of-use assets in relation to new offices leased amounted to approximately HK$10,437,000 (2022: HK$1,193,000) and the modifications on certain leased properties in relation to renewal of respective lease contracts amounted to approximately HK$21,000 (2022: HK$83,000). Respective lease liabilities of approximately HK$10,458,000 (2022: HK$1,276,000) have been recognised.

During the year ended 31 March 2023, the Group has transferred the motor vehicle with carrying value of HK$330,000 from right-of-use assets to property and equipment.

In addition, lease liabilities of approximately HK$9,528,000 (2022: HK$3,250,000) are recognised with related right-of-use assets of HK$9,409,000 (2022: HK$3,179,000) as at 31 March 2023. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor, leased assets may not be used as security for borrowing purpose.

16. FINANCIAL ASSETS AT FVTPL

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
Life insurance contracts for a director	**11,194**	11,090

Since prior years, the Group entered into a life insurance contract with a bank to insure a director of the Company. Under the policy, the beneficiary and policy holder is Multisoft and the total insured sum is approximately United States Dollars ("**US$**")2,250,000 (equivalent to approximately HK$17,550,000). Multisoft paid a gross premium of approximately US$372,000 (equivalent to approximately HK$2,905,000) at inception of the policies. Multisoft may request a partial surrender or full surrender of the insurance contract at any time and receive cash back based on the account value of the policy ("**Account Value**") at the date of withdrawal, which is determined by the gross premium paid plus accumulated guaranteed interest earned and minus insurance premium charged at inception. In addition, if withdrawal is made between the 1st to 18th policy year, there is a specified surrender charge deducted from Account Value. The bank will pay Multisoft a guaranteed interest rate of 4.2% per annum for the first year of the contract and a variable return per annum afterwards (with minimum guaranteed interest rate of 2% per annum) during the effective period of the policy.

Since prior years, the Group also entered into a life insurance contract with an insurance institution to insure a director of the Company. Under the policy, the beneficiary and policy holder is Multisoft and the total insured sum is approximately US$1,200,000 (equivalent to approximately HK$9,360,000). Multisoft paid a gross premium of approximately US$217,000 (equivalent to approximately HK$1,693,000), at inception of the policies. Multisoft may request a partial surrender or full surrender of the insurance contract at any time and receive cash back based on the Account Value at the date of withdrawal, which is determined by the gross premium paid plus accumulated interest earned and minus insurance premium charged at inception. In addition, if withdrawal is made between the 1st to 25th policy year, there is a specified surrender charge deducted from Account Value. The insurance institution will pay Multisoft variable returns per annum during the effective period of the policy.

Since prior years, the Group further entered into a life insurance contract with an insurance institution to insure a director of the Company. Under the policy, the beneficiary and policy holder is TriTech and the total insured sum is approximately US$1,520,000 (equivalent to approximately HK$11,856,000). TriTech paid a gross premium of approximately US$325,000 (equivalent to approximately HK$2,531,000) at inception of the policies. TriTech may request a partial surrender or full surrender of the insurance contract at any time and receive cash back based on the Account Value at the date of withdrawal, which is determined by the gross premium paid plus accumulated interest earned and minus insurance premium charged at inception. In addition, if withdrawal is made between the 1st to 9th policy year, the Group could only redeem an specified fixed amount of approximately US$260,000 (equivalent to approximately HK$2,028,000) from the insurance institution. If withdrawal is made on or after 10th policy year, the Group could redeem the specified fixed amount of approximately US$260,000 (equivalent to approximately HK$2,028,000) plus accumulated variable returns from the insurance institution as at the withdrawal date. The insurance institution will pay TriTech variable returns per annum during the effective period of the policy.

16. FINANCIAL ASSETS AT FVTPL *(Continued)*

During the year ended 31 March 2022, the Group further entered into a life insurance contract with an insurance institution to insure a director of the Company. Under the policy, the beneficiary and policy holder is TriTech and the total insured sum is approximately US$2,000,000 (equivalent to approximately HK$15,555,000). TriTech paid a gross premium of approximately US$440,000 (equivalent to approximately HK$3,422,000) at inception of the policies. TriTech may request a partial surrender or full surrender of the insurance contract at any time and receive cash back based on the Account Value at the date of withdrawal, which is determined by the gross premium paid plus accumulated interest earned and minus insurance premium charged at inception. In addition, if withdrawal is made between the 1st to 34th policy year, there is a specified surrender charge deducted from Account Value. The bank will pay TriTech a guaranteed interest rate of 4.2% per annum for the first year of the contract and a variable return per annum afterwards (with minimum guaranteed interest rate of 2% per annum) during the effective period of the policy.

At the inception date of these contracts, the upfront payment included a fixed policy premium charge and deposits. Monthly policy expense and insurance charges will be incurred over the insurance period with reference to the terms set out in the policy.

Payment for a life insurance policy is classified as financial assets at FVTPL as contractual rights to cash flows do not represent contractual cash flows that are solely payments of principal and interest on the principal amount outstanding.

The directors of the Company represent that the Group will not terminate the contract nor withdraw cash prior to the end of the surrender period and the expected life of the policy remained unchanged from the initial recognition at each of the reporting period.

Life insurance contracts for a director are measured under Level 3 fair value hierarchy. The fair value is measured with reference to the adjusted cash value provided by counterparties which represents the premium paid to the life insurance policies adjusted by net yield with reference to the average expected return rate of 2%. The significant unobservable input is the average expected return rate. Assuming other inputs were held consistent, an increase in average expected return rate would result in an increase in the fair value of the life insurance contracts and vice versa. In the opinion of the directors of the Company, the change of average expected return rate of the life insurance policies is insignificant based on the historical records and therefore no sensitivity analysis is provided. There is no transfer among the fair value hierarchy during the years ended 31 March 2023 and 2022.

17. INVENTORIES

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
Finished goods at cost	**19,811**	15,822

18. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
Gross carrying amounts	**246,474**	159,314
Less: allowance for credit losses	**(4,354)**	(1,512)
	242,120	157,802
Rental and other deposits	**952**	997
Prepayments (note)	**29,746**	46,447
Prepaid listing expenses	**–**	140
Deferred share issue costs	**–**	5,101
Other receivables	**121**	192
Total	**272,939**	210,679
Presented as non-current assets	**878**	986
Presented as current assets	**272,061**	209,693
	272,939	210,679

Note: Included in the prepayments as at 31 March 2023 was a prepayment to a vendor amounted to approximately HK$12,068,000 (2022: HK$33,540,000) for the IT products under Distribution Business and was subsequently utilised in April 2023 (2022: April 2022).

As at 1 April 2021, trade receivables from contracts with customers were approximately HK$112,363,000.

18. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS *(Continued)*

The Group normally allows credit period of 0 to 60 days to its customers. The following is an ageing analysis of trade receivables, net of allowance on credit losses, presented based on the invoice date at the end of each reporting period.

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
Trade receivables without instalment settlement		
0 – 30 days	**81,260**	108,229
31 – 60 days	**66,528**	16,299
61 – 90 days	**16,603**	11,616
91 – 180 days	**60,123**	12,368
Over 180 days	**17,606**	9,200
	242,120	157,712
Trade receivables with instalment settlement (note)		
Over 180 days	**–**	90
	242,120	157,802

Note: The Group offered certain customers (mainly NGOs) on interest-free instalment settlement arrangement with instalment period ranged from 4 months to 36 months. In the opinion of the directors of the Company, the financing components of the contracts with instalment settlement arrangement were insignificant in contract level during the years ended 31 March 2023 and 2022.

As at 31 March 2023, included in the trade receivables balance are debtors with an aggregate carrying amount of approximately HK$108,496,000 (2022: HK$50,341,000) which have past due at the end of the reporting period. Out of the past due balances, approximately HK$51,214,000 (2022: HK$13,781,000), as at 31 March 2023 has been past due 90 days or more and is not considered as in default. With reference to the historical records, past experience and also available reasonable and supportive forward-looking information to those customers, the management of the Group does not consider these receivables as credit impaired as these customers have a good business relationship with the Group and recurring overdue records of these customers with satisfactory settlement history.

Details of impairment assessment of trade and other receivables and deposits are set out in note 32.

19. CONTRACT ASSETS

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
Contract assets from IT infrastructure solutions services contracts	**1,190**	574
Less: allowance for credit losses	**(27)**	(13)
	1,163	561

As at 1 April 2021, the carrying amounts of contract assets were approximately HK$361,000.

The contract assets primarily relate to the Group's right to consideration for the services performed and not billed because the rights are conditioned on user acceptance by customers. The contract assets are transferred to trade receivables when the rights become unconditional. The normal credit term is 0 to 60 days upon the issuance of invoices to the customers.

The Group classifies these contract assets as current assets because the Group expects to realise them in its normal operating cycle which is within 12 months after the end of the reporting period.

Details of the impairment assessment of contract assets are set out in note 32.

20. AMOUNT DUE FROM/TO A DIRECTOR

The amounts are non-trade, unsecured, interest-free and repayable on demand.

Details of amount due from a director are stated as follows:

	As at 1 April	As at 31 March		Maximum amount outstanding during the year ended 31 March	
	2021	**2023**	2022	**2023**	2022
	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Mr. Charlie Ip	24,407	**–**	–	**1,328**	24,407

Details of amount due to a director are stated as follows:

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
Mr. Charlie Ip	**–**	2,419

21. AMOUNTS DUE FROM/TO RELATED COMPANIES

Amounts due from related companies

Details of amounts due from related companies are stated as follows:

	As at 1 April 2021	As at 31 March		Maximum amount outstanding during the year ended 31 March	
		2023	2022	**2023**	2022
	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
MTS Marketing Limited ("**MTSM**")	149	**–**	149	**149**	149
China Solar Investment Limited ("**CSIL**")	20,800	**–**	–	**–**	20,800
	20,949	**–**	149	**149**	20,949

All related companies are controlled by Mr. Charlie Ip.

The amounts due from related companies are non-trade in nature, unsecured and interest-free as at 31 March 2022.

Details of the impairment assessment of amounts due from related companies are set out in note 32.

Amount due to a related company

Details of amount due to a related company are stated as follows:

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
MTSM	**–**	593

MTSM is controlled by Mr. Charlie Ip.

The amount is trade in nature, unsecured, interest-free, repayable on demand and, aged over one year as at 31 March 2022.

22. PLEDGED BANK DEPOSITS, BANK BALANCES AND CASH

As at 31 March 2023, the Group pledged bank balances with aggregate carrying amount of approximately HK$37,243,000 (2022: HK$8,445,000) to a bank to secure the bank borrowings and facilities granted by the banks as disclosed in note 26.

Bank balances and cash comprise cash held and short term bank deposits with an original maturity of three months or less. As at 31 March 2023, the pledged bank deposits and bank balances of the Group carried interest at prevailing market rate of 0.00% to 3.5% (2022: 0.00% to 0.01%) per annum.

Details of impairment assessment of pledged bank deposits and bank balances are set out in note 32.

23. TRADE AND OTHER PAYABLES AND ACCRUED CHARGES

The Group

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
Trade payables	**67,449**	64,682
Staff costs payables	**5,388**	3,261
Other payables and accrued charges	**3,997**	654
Accrued listing expenses	**–**	5,015
Accrued share issue costs	**–**	1,254
	76,834	74,866

The credit period granted by suppliers is generally 0 to 60 days. The following is an ageing analysis of trade payables presented based on the invoice date at the end of each reporting period.

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
0 – 30 days	**21,440**	21,332
31 – 60 days	**15,184**	10,407
61 – 90 days	**9,382**	12,872
91 – 180 days	**12,575**	5,303
Over 180 days	**8,868**	14,768
	67,449	64,682

24. CONTRACT LIABILITIES

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
Contract liabilities from:		
Distribution or procurement of IT Products	**15,877**	20,780
Provision of IT infrastructure solutions services	**868**	450
Provision of IT maintenance and support services	**4,559**	4,302
	21,304	25,532
Analysed for reporting purpose as:		
Current liabilities	**20,177**	24,636
Non-current liabilities	**1,127**	896
	21,304	25,532

As at 1 April 2021, the carrying amounts of contract liabilities were approximately HK$15,892,000.

The contract liabilities from provision of IT maintenance and support services are recognised as revenue using straight-line method over the terms of respective contracts and amounts to be released to profit or loss after twelve months of the reporting period are presented as non-current liabilities. The Group classifies other contract liabilities as current liabilities because the Group expects to be settled in its normal operating cycle which is within 12 months after the end of the reporting period.

	For the year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Revenue recognised that was included in the contract liabilities balance at the beginning of the year:		
Revenue from distribution or procurement of IT products	**20,780**	12,022
Revenue from provision of IT infrastructure solutions services	**450**	506
Revenue from provision of IT maintenance and support services	**3,406**	2,585
	24,636	15,113

25. LEASE LIABILITIES

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
Lease liabilities payable:		
Within one year	**2,231**	2,583
Within a period of more than one year but not more than two years	**1,903**	667
Within a period of more than two years but not more than five years	**5,394**	–
	9,528	3,250
Less: Amounts due for settlement within 12 months shown under current liabilities	**(2,231)**	(2,583)
Amounts due for settlement after 12 months shown under non-current liabilities	**7,297**	667

The lease liabilities of approximately HK$9,496,000 (2022: HK$2,360,000) are secured by the rental deposits of approximately HK$774,000 (2022: HK$783,000) as at 31 March 2023.

The weighted average incremental borrowing rates applied to lease liabilities range from 5% to 5.75% (2022: 5% to 6.2%).

As at 31 March 2022, lease liabilities of approximately HK$890,000 are guaranteed by Mr. Charlie Ip. The personal guaranteed provided by Mr. Charlie Ip have been released during the year ended 31 March 2023.

26. BANK BORROWINGS

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
Secured variable-rate bank borrowings	**35,660**	61,212
Unsecured fixed-rate bank borrowings	**–**	2,856
Secured fixed-rate bank borrowings	**25,375**	12,940
	61,035	77,008
The carrying amounts of bank borrowings that contain a repayment on demand clause (shown under current liabilities) but repayable*:		
Within one year	**58,531**	65,381
Within a period of more than one year but not exceeding two years	**–**	2,362
Within a period of more than two years but not exceeding five years	**–**	1,070
More than five years	**2,504**	8,195
	61,035	77,008

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

As at 31 March 2023, secured variable-rate bank borrowings of approximately HK$2,024,000 are secured by life insurance contracts as disclosed in note 16. The remaining bank borrowings of approximately HK$59,011,000 are secured by the pledged bank deposits as disclosed in note 22 and life insurance contracts as disclosed in note 16 and guaranteed by Multisoft, TriTech and the Company.

As at 31 March 2022, the secured variable-rate bank borrowings of approximately HK$53,261,000 are secured by properties owned by CSIL as well as the life insurance contracts as disclosed in note 16 and guaranteed by Mr. Charlie Ip, CSIL and Multisoft. As at 31 March 2022, the variable-rate bank borrowings of approximately HK$28,287,000 are also secured by the pledged bank deposits as disclosed in note 22.

As at 31 March 2022, the secured variable-rate bank borrowings of approximately HK$7,951,000 are secured by properties owned by CSIL, the life insurance contracts as disclosed in note 16 and guaranteed by Mr. Charlie Ip, Multisoft, TriTech and CSIL.

As at 31 March 2022, the unsecured fixed-rate bank borrowings of approximately HK$2,856,000 are guaranteed by HKMC Insurance Limited.

26. BANK BORROWINGS *(Continued)*

As at 31 March 2022, the secured fixed-rate bank borrowings of approximately HK$10,435,000 are secured by properties owned by CSIL, the life insurance contracts as disclosed in note 16 and the pledged bank deposits as disclosed in note 22 and guaranteed by Mr. Charlie Ip, Multisoft and CSIL. As at 31 March 2022, the secured fixed-rate bank borrowings of approximately HK$2,505,000 are secured by properties owned by CSIL and the life insurance contracts as disclosed in note 16 and guaranteed by Mr. Charlie Ip, Multisoft, TriTech and CSIL.

The variable-rate bank borrowings bear interest ranging from Best Lending Rate ("**BLR**") minus/plus a spread per annum, Hong Kong Inter-bank Offered Rate ("**HIBOR**") plus 2% to 3.75% and prime rate minus/plus a spread per annum. The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's bank borrowings are as follows:

	As at 31 March	
	2023	2022
Effective interest rates:		
Fixed-rate bank borrowings	**2.8% – 6.3%**	2.3% – 2.8%
Variable-rate bank borrowings	**2.1% – 6.8%**	2.0% – 5.0%

During the year ended 31 March 2023, the pledged of assets, the corporate guarantees and the personal guarantees provided by the related parties have been released.

27. DEFERRED TAX ASSETS

For the purpose of presentation in the consolidated statement of financial position, deferred tax assets and liabilities have been offset. The following is the deferred tax assets recognised and movements thereon during the years ended 31 March 2023 and 2022.

	ECL Provision HK$'000	**Accelerated accounting (tax) depreciation HK$'000**	**Total HK$'000**
At 1 April 2021	667	8	675
Charge to profit or loss	(417)	(49)	(466)
At 31 March 2022	**250**	**(41)**	**209**
Credit (charge) to profit or loss	**455**	**(88)**	**367**
At 31 March 2023	**705**	**(129)**	**576**

28. SHARE CAPITAL

Details of the Company's shares are disclosed as follows:

	Number of shares	Amount HK$	Amount HK$'000
Ordinary shares of HK$0.01 each			
Authorised:			
At 1 April 2021 and 31 March 2022	**1,000,000**	**10,000**	**10**
Increase in authorised share capital (note (i))	**9,999,000,000**	**99,990,000**	**99,990**
At 31 March 2023	**10,000,000,000**	**100,000,000**	**100,000**
Issued and fully paid:			
At 1 April 2021 and 31 March 2022	**300**	**3**	**–***
Capitalisation issue (note (ii))	**499,999,700**	**4,999,997**	**5,000**
Share offer (note (ii))	**125,000,000**	**1,250,000**	**1,250**
At 31 March 2023	**625,000,000**	**6,250,000**	**6,250**

* Amount less than HK$1,000.

Notes:

(i) On 4 August 2022, the authorised share capital of the Company increased from HK$10,000 divided into 1,000,000 Shares of HK$0.01 each to HK$100,000,000, divided into 10,000,000,000 Shares of HK$0.01 each.

(ii) The shares of the Company have been listed on the Stock Exchange on 26 September 2022. On the same date, 499,999,700 new shares of the Company of HK$0.01 each were issued through capitalisation of HK$4,999,997 standing to the credit of share premium account of the Company. Also, 125,000,000 new shares of the Company of par value HK$0.01 each were issued at an offer price of HK$0.85 per share. The difference of approximately HK$105,000,000 between offer price and the par value of the shares have been credited to share premium.

29. RETIREMENT BENEFITS SCHEMES

The Group operates a MPF Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the Scheme, which contribution is matched by employees. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions. Except for voluntary contribution, no forfeited contribution under the MPF Scheme is available to reduce the contribution payable in future years.

The employees of the Group's subsidiary in the PRC are members of a state-managed retirement benefit scheme operated by the local municipal government of Shenzhen. The PRC subsidiary is required to contribute 10% to 15% of payroll costs to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

During the years ended 31 March 2023 and 2022, there were no significant forfeited contributions which arose upon employees leaving the schemes before they are fully vested in the contributions and which are available to reduce the contributions payable by the Group in the future.

The total expenses recognised in profit or loss of approximately HK$2,136,000 (2022: HK$2,114,000) for the year ended 31 March 2023 represent contributions payable to these plans by the Group at rates specified in the rules of the plans.

30. RELATED PARTY TRANSACTIONS

Saved as disclosed in notes 16, 20, 21, 25 and 26 to the consolidated financial statements, the Group has entered into the following related party transactions:

	As at/for the year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Effective interest income on amount due from a related company	**–**	40

30. RELATED PARTY TRANSACTIONS *(Continued)*

Compensation of key management personnel

The remuneration of the key management personnel of the Group during the years ended 31 March 2023 and 2022 were as follows:

	Year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Short-term benefits	**5,673**	4,766
Post-employment benefits	**134**	87
	5,807	4,853

Financial guarantee contracts

On 27 August 2021, the bank granted joint banking facilities of approximately HK$26,024,000 and HK$5,393,000 to Multisoft and CSIL, respectively. The banking facilities are secured by properties owned by CSIL as well as the life insurance contracts as disclosed in note 16 and guaranteed by Mr. Charlie Ip, CSIL and Multisoft. The fair values of the financial guarantee as at date of grant were arrived at on the basis of valuation carried out on that date by Asset Appraisal Limited ("**Asset Appraisal**"), independent qualified professional valuer not connected with the Group. The address of Asset Appraisal is Room 901, 9/F, On Hong Commercial Building, 145 Hennessy Road, Wanchai, Hong Kong. Asset Appraisal is a member of the Hong Kong Institute of Surveyors. The initial fair value of these financial guarantees were insignificant. As at 31 March 2022, CSIL has utilised approximately HK$5,125,000, respectively, banking facilities and did not default payment during the year ended 31 March 2022.

The above financial guarantees provided to the banks in relation to banking facilities granted to CSIL have been released during the year ended 31 March 2023.

31. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to equity holders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged during the years ended 31 March 2023 and 2022.

The capital structure of the Group consists of debts, which includes the bank borrowings disclosed in note 26 and equity attributable to owners of the Company, comprising share capital and reserves.

The management of the Group reviews the capital structure on a regular basis. As part of this review, the management of the Group considers the cost of capital and the risks associated with each class of capital. The management of the Group considers the Group's credit facilities are able to renew on an on-going basis, which provide sufficient cash to finance the Group's working capital and balance its overall capital structure.

32. FINANCIAL INSTRUMENTS

Categories of financial instruments

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
The Group		
Financial assets		
Financial assets at amortised cost	**308,948**	184,560
Financial assets at FVTPL	**11,194**	11,090
Financial liabilities		
Amortised cost	**137,869**	154,886

Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, trade and other receivables and deposits, amount due to a director, amounts due from/to related companies, pledged bank deposits, bank balances and cash, trade and other payables and accrued charges, bank borrowings and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

32. FINANCIAL INSTRUMENTS *(Continued)*

Market risk

Currency risk

Several subsidiaries of the Company have foreign currency sales and purchases and bank balances which expose the Group to foreign currency risk. Approximately 3% (2022: 6%) of the Group's sales for the year ended 31 March 2023 is denominated in currencies other than the functional currency of the group entity making the sale, whilst almost 53% (2022: 52%) of the costs is denominated in currencies other than the functional currency of the group entity making purchase.

At the end of each reporting period, the carrying amounts of foreign currency denominated monetary assets and liabilities recognised in the consolidated financial statements:

The Group

As at 31 March 2023

	US$
	HK$'000
Financial assets at FVTPL	**11,194**
Trade receivables	**9**
Bank balances and cash	**659**
Bank borrowings	**3,757**

As at 31 March 2022

	US$
	HK$'000
Financial assets at FVTPL	11,090
Pledged bank deposits	1
Bank balances and cash	2,473
Bank borrowings	13,056

Sensitivity analysis

Since the exchange rate of HK$ is pegged with US$, the Group does not expect any significant movements in the US$/HK$ exchange rates. Therefore, no sensitivity analysis is provided on the change in foreign exchange rate of HK$ against US$.

32. FINANCIAL INSTRUMENTS *(Continued)*

Market risk *(Continued)*

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to the Group's interest-free amount due to a director (note 20), amounts due from/to related companies (note 21), lease liabilities (note 25) and fixed-rate bank borrowings (note 26). Also, the Group's cash flow interest rate risk primarily relates to the variable-rate pledged bank deposits and bank balances (note 22) and variable-rate bank borrowings (note 26). The Group cash flow interest rate risk is mainly concentrated on the fluctuation of market interest rates on pledged bank deposits and bank balances and BLR, HIBOR and prime rate arising from the Group's bank borrowings.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for its variable-rate bank borrowings. The analysis is prepared assuming the variable-rate bank borrowings at the end of each reporting period were outstanding for the whole year and 50 basis points increase or decrease are used. The bank balances are excluded from the sensitivity analysis as the management of the Group considers that the interest rate fluctuation is not significant.

If interest rates have been 50 basis points higher/lower for variable-rate bank borrowings and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2023 would decrease/increase by approximately HK$149,000 (2022: HK$256,000).

Interest rate benchmark reform

As listed in note 26, several of the Group's HIBOR bank borrowings will be subject to the interest rate benchmark reform. While the Hong Kong Dollar Overnight Index Average ("HONIA") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist. The Group will continue adopting HIBOR for the relevant bank borrowings until the maturity.

Credit risk and impairment assessment

The Group's credit risk is primarily attributable to trade and other receivables and deposits, contract assets, amounts due from related companies, pledged bank deposits, bank balances and financial guarantee contracts. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge the obligations by counterparties is arising from the carrying amount of the respective recognised financial assets and financial guarantee contracts as stated in the consolidated statements of financial position at the end of each reporting period.

32. FINANCIAL INSTRUMENTS *(Continued)*

Credit risk and impairment assessment *(Continued)*

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

The Group applies simplified approach and always recognises lifetime ECL for trade receivables. The management of the Group measures and assesses lifetime ECL on trade receivables and contract assets with the involvement of an independent professional valuer. To measure the ECL of trade receivables, except for debtors who are listed companies or subsidiaries of the listed companies, NGO debtors and debtors with aggregate outstanding balances exceeding HK$1,000,000 and relevant contract assets that were assessed individually, the remaining trade receivables and contract assets are assessed collectively using a provision matrix grouped based on past due status of the trade receivables. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables and contract assets on the same basis.

As at 31 March 2023, the Group had concentration of credit risk as 32% (2022: 22%) of the total trade receivables was due from the Group's largest debtor and 67% (2022: 58%) of the total trade receivables was due from the Group's top five largest debtors.

Other receivables and deposits

Management of the Group makes periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information. The management of the Group believes that there is no material credit risk inherent in the Group's outstanding balance of other receivables and deposits. The Group performs impairment assessment under 12-month ECL model. As at 31 March 2023 and 2022, the Group assessed the ECL for other receivables and deposits was insignificant as the exposure of other receivables and deposits is insignificant.

Amounts due from related companies

The Group has significant concentration of credit risk on amounts due from related companies as at 31 March 2022. Management of the Group considers the counterparties with good credit worthiness based on their past experience and satisfactory settlement history. As at 31 March 2022, the Group assessed the ECL for amounts due from related companies was insignificant taking into account the insignificant estimated loss given default based on the financial position of these counterparties.

32. FINANCIAL INSTRUMENTS *(Continued)*

Credit risk and impairment assessment *(Continued)*

Pledged bank deposits and bank balances

The Group only transacts with reputable banks with high credit ratings assigned by international credit-rating agencies and therefore the management of the Group considers the risk of default is low. The Group uses 12-month ECL to perform the assessment under ECL model on balances individually based on the average loss rate by reference to credit ratings assigned by international credit-rating agencies. As at 31 March 2023 and 2022, the management of the Group considers the credit risk is limited and thus the ECL is insignificant.

The tables below detail the credit risk exposures of the Group's financial assets and other items which are subject to ECL assessment as at 31 March 2023 and 2022:

	Notes	External credit rating	12-month or lifetime ECL	Gross carrying amounts As at 31 March 2023 HK$'000	 As at 31 March 2022 HK$'000
The Group					
Financial assets at amortised costs					
Trade receivables (note i)	18	N/A	Lifetime ECL – not credit-impaired	**246,474**	159,314
Other receivables and deposits (note ii)	18	N/A	12-month ECL	**1,073**	997
Amounts due from related companies	21	N/A	12-month ECL	**–**	149
Pledged bank deposits	22	A1 (note iii)	12-month ECL	**37,243**	8,445
Bank balances	22	A1 to A2 (note iii)	12-month ECL	**28,512**	17,166
Other items					
Contract assets	19	N/A	Lifetime ECL – not credit-impaired	**1,190**	574
Financial guarantee contracts (note iv)	30	N/A	12-month ECL	**–**	5,393

32. FINANCIAL INSTRUMENTS *(Continued)*

Credit risk and impairment assessment *(Continued)*

Pledged bank deposits and bank balances *(Continued)*

Notes:

i. Debtors who are listed companies or subsidiaries of the listed companies, NGO debtors and debtors with aggregated outstanding balances exceeding HK$1,000,000 with gross carrying amounts in aggregate of HK$202,267,000 (2022: HK$123,951,000) as at 31 March 2023 and relevant contract assets with gross carrying amount of approximately HK$526,000 (2022: HK$198,000) as at 31 March 2023 were assessed individually.

The estimated loss rates are based on external credit ratings and/or internal credit ratings as groupings of various debtors with similar loss pattern and study of other corporates' default and recovery data from international credit-rating agencies including Moody's and Standard and Poor's, and forward-looking information (for example, the current and forecasted economic growth rates in Hong Kong, the PRC and Macau, which reflect the general economic conditions of the industry in which the debtors operate) that is available without undue cost or effort. The grouping is regularly reviewed by the management of the Group to ensure relevant information about specific debtors is updated.

During the year ended 31 March 2023, the Group provided net impairment allowance of approximately HK$287,000 and HK$13,000, respectively for trade receivables and contract assets assessed based on the provision matrix. Net impairment allowance of approximately HK$2,555,000 and HK$1,000 was provided for trade receivables and contract assets, respectively which are assessed individually during the year ended 31 March 2023. The following table provides information about the exposure to credit risk for trade receivables and contract assets which are assessed based on provision matrix within lifetime ECL (not credit-impaired).

	Average loss rate %	**Trade receivables HK$'000**	**Contract assets HK$'000**
Current (not past due)	0.44	5,378	14
1-90 days past due	0.99	18,825	168
More than 90 days past due	4.74	20,004	482
		44,207	664

32. FINANCIAL INSTRUMENTS *(Continued)*

Credit risk and impairment assessment *(Continued)*

Pledged bank deposits and bank balances *(Continued)*

Notes: *(Continued)*

i. *(Continued)*

During the year ended 31 March 2022, the Group provided net reversal of impairment allowance of approximately HK$1,179,000 and HK$15,000, respectively for trade receivables and contract assets assessed based on the provision matrix. Net reversal of impairment allowance of approximately HK$1,683,000 and HK$1,000 were provided for trade receivables and contract assets, respectively which are assessed individually during the year ended 31 March 2022. The following table provides information about the exposure to credit risk for trade receivables and contract assets which are assessed based on provision matrix within lifetime ECL (not credit-impaired).

	Average loss rate %	Trade receivables HK$'000	Contract assets HK$'000
Current (not past due)	0.25	6,141	110
1-90 days past due	0.68	17,352	87
More than 90 days past due	6.19	11,870	179
		35,363	376

ii. For the purpose of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

	Past due HK$'000	Not past due/no fixed repayment terms HK$'000	Total HK$'000
Other receivables and deposits:			
At 31 March 2023	–	1,073	1,073
At 31 March 2022	–	998	998

iii. External credit ratings are from international credit-rating agency Moody's.

iv. For financial guarantee contracts as disclosed in note 30, the maximum amount that the Group has guaranteed under the respective contracts was approximately HK$5,393,000 as at 31 March 2022. At the end of each reporting period, the management of the Group has performed impairment assessment and concluded that there has been no significant increase in credit risk since initial recognition of the financial guarantee contracts. Accordingly, the loss allowance for financial guarantee contracts issued by the Group is measured at an amount equal to 12-month ECL. Based on the assessment of the management, the ECL on financial guarantee contracts is insignificant in view of the loss given default in these contracts is insignificant as a result of the pledged properties by CSIL.

32. FINANCIAL INSTRUMENTS *(Continued)*

Credit risk and impairment assessment *(Continued)*

The following table shows the movement in lifetime ECL that has been recognised for trade receivables and contract assets under the simplified approach during the years ended 31 March 2023 and 2022.

	Trade receivables under lifetime ECL (not credit-impaired) HK$'000	**Contract assets under lifetime ECL (not credit-impaired) HK$'000**	**Total HK$'000**
As at 1 April 2021	4,365	29	4,394
Changes due to financial instruments recognised at 1 April 2021			
– net impairment loss reversed	(4,308)	(29)	(4,337)
New financial assets originated	1,446	13	1,459
Exchange adjustments	9	–	9
As at 31 March 2022	**1,512**	**13**	**1,525**
Changes due to financial instruments recognised at 1 April 2022			
– net impairment loss reversed	**(1,392)**	**(13)**	**(1,405)**
New financial assets originated	**4,234**	**27**	**4,261**
As at 31 March 2023	**4,354**	**27**	**4,381**

During the year ended 31 March 2023, changes in the loss allowance for trade receivables are mainly due to settlement in full of trade debtors with gross carrying amount of approximately HK$150,548,000 (2022: HK$113,480,000) and new trade receivables with gross carrying amount of approximately HK$237,708,000 (2022: HK$156,066,000).

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

32. FINANCIAL INSTRUMENTS *(Continued)*

Credit risk and impairment assessment *(Continued)*

Liquidity risk *(Continued)*

The following table details the Group's remaining contractual maturity for its financial liabilities and financial guarantee contracts. The tables have been drawn up based on the undiscounted cash flows of financial liabilities and financial guarantee contracts based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other financial liabilities and financial guarantee contracts are based on the agreed repayment dates. To the extent that interest rates are floating rate, the undiscounted amount is derived from interest rate at the end of each reporting period.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

	Effective interest rate %	On demand HK$'000	1-3 months HK$'000	3 months to 1 year HK$'000	1-5 years HK$'000	Over 5 years HK$'000	Total undiscounted cash flow HK$'000	Total carrying amount HK$'000
As at 31 March 2023								
Trade and other payables and accrued charges	**N/A**	**–**	**76,834**	**–**	**–**	**–**	**76,834**	**76,834**
Lease liabilities	**5.7**	**–**	**814**	**1,891**	**2,265**	**5,766**	**10,736**	**9,528**
Bank borrowings	**5.6**	**61,035**	**–**	**–**	**–**	**–**	**61,035**	**61,035**
		61,035	**77,648**	**1,891**	**2,265**	**5,766**	**148,605**	**147,397**
As at 31 March 2022								
Trade and other payables and accrued charges	N/A	–	74,866	–	–	–	74,866	74,866
Amounts due to related companies	N/A	593	–	–	–	–	593	593
Amount due to a director	N/A	2,419	–	–	–	–	2,419	2,419
Lease liabilities	5.4	–	1,204	1,462	678	–	3,344	3,250
Bank borrowings	2.5	77,008	–	–	–	–	77,008	77,008
Financial guarantee contracts	N/A	5,393	–	–	–	–	5,393	–
		85,413	76,070	1,462	678	–	163,623	158,136

32. FINANCIAL INSTRUMENTS *(Continued)*

Credit risk and impairment assessment *(Continued)*

Liquidity risk *(Continued)*

The amount included above for variable interest instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of each reporting period.

Bank borrowings with a repayment on demand clause are included in the "On demand" time band in the above maturity analysis. As at 31 March 2023, the aggregate carrying amounts of these bank borrowings were approximately HK$61,035,000 (2022: HK$77,008,000).

Taking into account the Group's financial position, the management of the Group does not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The management of the Group believes that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

For the purpose of managing liquidity risk, management of the Group reviews the expected cash flow information of the Group's bank borrowings based on the scheduled repayment dates set out in the bank borrowing agreement as set out in the table below:

	Weighted average effective interest rate %	Less than 1 months HK$'000	1-3 months HK$'000	3 months to 1 year HK$'000	1-5 years HK$'000	Over 5 years HK$'000	Total undiscounted cash flows HK$'000	Total carrying amount HK$'000
Bank borrowings:								
As at 31 March 2023	**5.6**	**29,956**	**19,851**	**9,090**	**200**	**2,705**	**61,802**	**61,035**
As at 31 March 2022	2.5	18,307	28,326	17,976	6,627	9,342	80,578	77,008

Fair value measurements of financial instruments

Details of the financial assets at FVTPL are stated in note 16.

Management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values. Such fair values have been determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

33. 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 statements of cash flows as cash flows from financing activities.

	Accrued share issue costs HK$'000	Bank borrowings HK$'000	Amount due to a director HK$'000	Dividend payable HK$'000	Lease liabilities HK$'000	Total HK$'000
At 1 April 2021	1,683	69,800	–	–	6,532	78,015
Financing cash flows (note)	(1,582)	5,444	2,419	–	(4,821)	1,460
Interest expense	–	1,764	–	–	273	2,037
New lease entered/lease modified (note 15)	–	–	–	–	1,276	1,276
Termination of lease	–	–	–	–	(10)	(10)
Share issue costs accrued	1,153	–	–	–	–	1,153
At 31 March 2022	**1,254**	**77,008**	**2,419**	**–**	**3,250**	**83,931**
Financing cash flows (note)	**(10,577)**	**(18,491)**	**(2,419)**	**(4,000)**	**(4,633)**	**(40,120)**
Interest expense	**–**	**2,518**	**–**	**–**	**453**	**2,971**
New lease entered/lease modified (note 15)	**–**	**–**	**–**	**–**	**10,458**	**10,458**
Dividend declared	**–**	**–**	**–**	**4,000**	**–**	**4,000**
Share issue costs accrued	**9,323**	**–**	**–**	**–**	**–**	**9,323**
At 31 March 2023	**–**	**61,035**	**–**	**–**	**9,528**	**70,563**

Note: The financing cash flows include the drawdown and repayments of bank borrowings, advance and repayment of amounts due to a director, repayments of lease liabilities and related finance costs paid and dividend paid.

34. CONTINGENT LIABILITIES

On 22 March 2023, the Group announced that Competition Commission (the "**Commission**") has commenced proceedings in the Competition Tribunal against the Company and Multisoft, a wholly-owned subsidiary of the Company, as well as other unrelated respondents which relates to a contravention of the Competition Ordinance taking place between May 2020 and September 2021. The Commission alleged that (i) the Company and Multisoft had engaged in practices including cover bidding when providing quotations for IT solutions in applications for government subsidy under the Distance Business Programme ("**D-Biz**"); and (ii) the Commission has reasonable cause to believe that such conduct amounts to serious anti-competitive conduct in the form of price-fixing, market sharing, bid-rigging and/or sharing competitively sensitive information, in contravention of the First Conduct Rule of the Competition Ordinance (the "**Allegations**"). The management of the Company is of the opinion that such allegations are caused by the quotations provided by a former employee of Multisoft for IT solutions in applications for government subsidy under D-Biz without proper authorisation.

The directors of the Company is prepared to defend the Allegations vigorously. After seeking the legal opinion and taking into account the fact that the proceedings commenced by the Commission are still in preliminary stages, the management of the Company does not have sufficient information to predict the eventual outcome of the Allegations or assess the potential impacts of the proceedings on the Group's operations and financial conditions. Accordingly, no provision has been made as at 31 March 2023.

35. PARTICULARS OF SUBSIDIARIES

Particulars of the Company's subsidiaries at the date of this report are as follows:

Name of subsidiary	Place and date of incorporation/ establishment	Issued and fully paid capital/ registered capital	Shareholding/equity interest attributable to owners of the Company at 31 March		Principal activities
			2023	2022	
Directly held:					
Multisoft BVI	BVI 24 July 2020	HK$2	**100%**	100%	Investment holding
TriTech BVI	BVI 24 July 2020	HK$2	**100%**	100%	Investment holding
Indirectly held:					
Multisoft	Hong Kong 18 December 2006	HK$10,000	**100%**	100%	Procurement of IT products and related provision of IT infrastructure solutions services and IT maintenance and support services
TriTech	Hong Kong 28 February 2014	HK$10,000	**100%**	100%	Distribution of IT products and related IT implementation services
MTS Group	Hong Kong 17 January 2012	HK$10,000	**100%**	100%	Investment holding
Multisoft (Macau) Limited ("**Multisoft Macau**")	Macau 4 December 2013	MOP25,000	**100%**	100%	Procurement of IT products
華譽中信科技(深圳)有限公司 ("**Multisoft WFOE**") (note (a))	The PRC 5 July 2012	HK$1,000,000	**100%**	100%	Procurement of IT products
MTS Innovation SDN. BHP. ("**MTSI**") (note (b))	Malaysia 12 January 2023	Malaysian Ringgit 100	**100%**	N/A	Inactive

Except for Multisoft WFOE, which adopted 31 December as its financial year end date, the Company and all other subsidiaries have adopted 31 March as their financial year end date.

Notes:

(a) Multisoft WFOE was established in the PRC in the form of wholly foreign-owned enterprise.

(b) MTSI is newly set-up during the year ended 31 March 2023.

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

	2023 HK$'000	2022 HK$'000
Non-current asset		
Investments in subsidiaries	**15,061**	15,061
Amount due from subsidiaries	**68,159**	–
	83,220	15,061
Current asset		
Amount due from subsidiaries	**35,000**	–
Prepayments	**–**	5,241
Bank balance	**72**	19
	35,072	5,260
Current liabilities		
Accrued charges	**3,036**	6,269
Amounts due to subsidiaries	**7,882**	21,456
	10,918	27,725
Net current assets (liabilities)	**24,154**	(22,465)
Net assets (liabilities)	**107,374**	(7,404)
Capital and reserves		
Share capital	**6,250**	–*
Reserves	**101,124**	(7,404)
Total equity	**107,374**	(7,404)

* Amounts less than HK$1,000.

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

	Share Premium HK$'000	Other reserve HK$'000	Accumulated (losses) profits HK$'000	Total HK$'000
At 1 April 2021	15,061	–	(15,829)	(768)
Loss and total comprehensive expense for the year	–	–	(5,360)	(5,360)
Deemed distribution to the owner of the Company	–	(1,276)	–	(1,276)
At 31 March 2022	**15,061**	**(1,276)**	**(21,189)**	**(7,404)**
Profit and total comprehensive income for the year	**–**	**–**	**25,963**	**25,963**
Dividend declared	**–**	**–**	**(4,000)**	**(4,000)**
Deemed distribution to the owner of the Company	**–**	**(604)**	**–**	**(604)**
Capitalisation issue	**(5,000)**	**–**	**–**	**(5,000)**
Issue of new shares of the Company	**105,000**	**–**	**–**	**105,000**
Transaction costs attributable to issue of shares	**(12,831)**	**–**	**–**	**(12,831)**
At 31 March 2023	**102,230**	**(1,880)**	**774**	**101,124**

Financial Summary

A Summary of the results and assets and liabilities of the Group for the four financial years. As extracted from the audited consolidated financial statements and the Prospectus is set out below. No financial statements of the Group for year ended 31 March 2019 have been published.

	Year ended 31 March			
	2020	2021	2022	**2023**
	HK$'000	HK$'000	HK$'000	**HK$'000**
Revenue	331,886	387,437	631,512	**752,547**
Cost of sales and services	(262,725)	(301,181)	(515,447)	**(625,829)**
Gross profit	69,161	86,256	116,065	**126,718**
Other income	2,176	7,158	190	**4,472**
Other gains and losses	57	322	162	**(435)**
Net (impairment losses) reversal of impairment losses under expected credit loss model	(958)	(2,471)	2,878	**(2,856)**
Selling and distribution expenses	(23,366)	(25,274)	(29,881)	**(36,404)**
Administrative expenses	(14.571)	(16,983)	(24,393)	**(30,667)**
Finance costs	(1,898)	(2,093)	(2,037)	**(2,971)**
Listing expenses	–	(15,829)	(5,269)	**(4,892)**
Profit before taxation	30,601	31,086	57,715	**52,965**
Taxation	(4,492)	(6,310)	(10,457)	**(9,228)**
Profit for the year	26,109	24,776	47,258	**43,737**
Other comprehensive (expense) income	(148)	270	171	**(351)**
Total comprehensive income for the year	25,961	25,046	47,429	**43,386**
Basic earnings per share (HK cents)	5.22	4.96	9.45	**7.75**

	At 31 March			
	2020	2021	2022	**2023**
	HK$'000	HK$'000	HK$'000	**HK$'000**
Non-current assets	13,188	16,694	18,448	**28,944**
Current assets	182,079	195,724	251,836	**358,790**
Total assets	195,267	212,418	270,284	**387,734**
Non-current liabilities	1,906	3,334	1,563	**8,424**
Current liabilities	181,602	178,279	191,763	**170,151**
Total liabilities	183,508	181,613	193,326	**178,575**
Net Assets	11,759	30,805	76,958	**209,159**
Total equity	11,759	30,805	76,958	**209,159**

Glossary

In this annual report, unless the context otherwise requires, the following terms shall have the meanings set out below.

"AGM"	the annual general meeting of the Company
"Articles" or "Articles of Association"	the articles of association of our Company conditionally adopted on 4 August 2022 and effective on the Listing Date, as amended or supplemented from time to time
"AI"	artificial intelligence
"associates"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	the audit committee of our Board
"Board" or "Board of Directors" or "our Board"	the board of Directors of our Company
"Board Committee"	collectively referred to as the Audit Committee, Nomination Committee and Remuneration Committee of the Board
"Board Diversity Policy"	the Board diversity policy of the Company
"business day(s)"	a day on which banks in Hong Kong are generally open for normal business hours to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
"BVI"	the British Virgin Islands
"Capitalisation Issue"	the issue of 499,999,700 Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company
"CDN" or "content delivery network"	a network of geographically distributed and interconnected servers encompassing various data centres regionally and/or internationally with the aim to reduce the content travel distance in order to reduce network latency and bandwidth to deliver dynamic content and videos to the devices of the end users without delay loading time at a relatively low cost
"CG"	corporate governance
"CG Code"	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
"Chairman"	the chairman of the Board

"China", "PRC" or "Mainland"	the People's Republic of China, and for the purpose of this annual report only, excludes, Hong Kong, Macau and Taiwan
"cloud" or "cloud computing"	an internet-based computing, in which large group of remote servers are networked to allow centralised data storage and there can be online access to computer services or resources
"CO2"	carbon dioxide
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company" or "our Company"	MTT Group Holdings Limited (數科集團控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2350)
"Company Secretary"	company secretary of the Company
"Controlling Shareholder(s)"	has/have the meaning ascribed to it/them under the Listing Rules and, in the context of this prospectus refers to Mr. Charlie Ip, Ip Group and IPW Group
"COVID-19"	novel coronavirus (COVID-19), a coronavirus identified as the cause of an outbreak of respiratory illness
"Directors" or "our Directors"	the director(s) of our Company
"extreme conditions"	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
"ESG"	Environmental, Social and Governance
"ESG Policy"	an internal policy manual which details the policies and procedures of the Group in ESG perspectives
"ESG Report"	the ESG report for FY2022/23
"ESG Reporting Guide"	the Environmental, Social and Governance Reporting Guide set out in Appendix 27 to the Listing Rules
"FY2020/2021"	the year ending 31 March 2021

Glossary

"FY2021/2022"	the year ending 31 March 2022
"FY2022/2023"	the year ending 31 March 2023
"Government"	the government of Hong Kong
"Greater Bay Area"	the Guangdong-Hong Kong-Macau Greater Bay Area, which comprises the two Special Administrative Regions of Hong Kong and Macau, and the nine municipalities of Guangzhou, Shenzhen, Zhuhai, Foshan, Huizhou, Dongguan, Zhongshan, Jiangmen and Zhaoqing in the Guangdong Province, the PRC, with a total area of 56,000 km2
"Group"	the Company and its subsidiaries
"hardware"	physical elements that constitute a computer system, such as central processing unit, monitor, mouse, keyboard and hard disk
"HCI"	hyper-converged infrastructure
"HK$" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"HKFRS"	the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"IFRS"	International Financial Reporting Standards promulgated by International Accounting Standards Board
"INED(s)"	the independent non-executive Director(s)
"Ip Group"	Ip Group Holdings Limited, a company incorporated under the laws of the BVI with limited liability on 24 July 2020, which is directly wholly-owned by Mr. Charlie Ip and is one of our Controlling Shareholders
"IPW Group"	IPW Group Holdings Limited, a company incorporated under the laws of the BVI with limited liability on 28 July 2020, which is directly wholly-owned by Mr. Charlie Ip and is one of our Controlling Shareholders
"IT"	information technology
"IT infrastructure solutions"	the composite IT systems, network, facilities and related equipment required to serve as the foundation for building an enterprise IT environment

"IT system(s)"	for the purposes of this prospectus, an integrated set of hardware and software components for computing usage
"IT product(s)"	hardware, software and auxiliary products
"Listing"	the listing of our Shares on the Main Board of the Stock Exchange
"Listing Date"	26 September 2022, being the date on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Macau"	the Macau Special Administrative Region of the People's Republic of China
"Main Board"	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
"MOP" or "Pataca"	Macau Pataca, the lawful currency of Macau
"MTS Group"	MTS Group Limited, a company incorporated under the laws of Hong Kong with limited liability on 17 January 2012, which is wholly-owned by Multisoft directly and by Multisoft BVI and our Company indirectly
"Multisoft"	Multisoft Limited, a company incorporated under the laws of Hong Kong with limited liability on 18 December 2006, which is wholly-owned by Multisoft BVI directly and by our Company indirectly
"Multisoft BVI"	Multisoft Holding Limited, a company incorporated under the laws of the BVI with limited liability on 24 July 2020, which is a direct wholly-owned subsidiary of our Company
"Multisoft Macau"	Multisoft (Macau) Limited, a company incorporated under the laws of Macau with limited liability on 4 December 2013, which is owned in equal shares by MTS Group and Multisoft directly and wholly-owned by Multisoft BVI and our Company indirectly

Glossary

"Multisoft WFOE"	華譽中信科技(深圳)有限公司, a company incorporated under the laws of PRC on 5 July 2012, which is wholly-owned by MTS Group directly and by Multisoft, Multisoft BVI and our Company indirectly
"Net Proceeds"	the net proceeds from the Listing after deducting the underwriting fees, commissions and other listing expenses borne by the Company
"Nomination Committee"	the nomination committee of the Board
"PRC" or "China"	the People's Republic of China, excluding for the purposes of this prospectus only, Hong Kong, Macau and Taiwan
"Prospectus"	the prospectus of the Company dated 12 September 2022
"Register of Members"	the register of members of the Company
"Remuneration Committee"	the remuneration committee of our Board
"Renminbi" or "RMB"	Renminbi, the lawful currency of the PRC
"Reorganisation"	the corporate reorganisations undergone by the Group in preparation for the Listing described in "History, Reorganisation and Group Structure – Reorganisation" in the Prospectus
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
"Share(s)"	ordinary share(s) with nominal value of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Shares
"SI solutions"	system integration solutions for IT system involving integration of system design, development and/or implementation of hardware and software, hardware and software coordination, system configuration and technical and maintenance supporting services
"software"	any set of machine-readable instructions that directs a computer's processor to perform specific operations
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"subsidiary(ies)"	has the meaning ascribed to it under the Companies Ordinance
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"TriTech"	TriTech Distribution Limited (previously known as Mach Distribution Limited), a company incorporated under the laws of Hong Kong with limited liability on 28 February 2014, which was wholly-owned by Mr. Charlie Ip directly before the completion of the Reorganisation, and is wholly-owned by TriTech BVI directly and by our Company indirectly upon completion of the Reorganisation
"U.S." or "United States"	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
"USD" or "US$"	U.S. dollar(s), the lawful currency of the United States of America