

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **Hong Kong Life Sciences and Technologies Group Limited**

**香港生命科學技術集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8085)**

### **ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2019**

The board (the “**Board**”) of directors (the “**Directors**”) of Hong Kong Life Sciences and Technologies Group Limited (the “**Company**”) hereby announces the audited consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 March 2019. This announcement, containing the full text of the Annual Report 2019, complies with the relevant requirements of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited in relation to information to accompany preliminary announcement of the annual results.

#### **REVIEW OF THE RESULTS ANNOUNCEMENT**

The Group’s audited consolidated results for the year ended 31 March 2019 have been reviewed by the Audit Committee. The figures in respect of the preliminary announcement of the Group’s results for the year ended 31 March 2019 have been agreed by the auditors of the Company, Pan-China (H.K.) CPA Limited (“**Pan-China**”), to the amounts set out in the Group’s audited consolidated financial statements for the year. The work performed by Pan-China in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Pan-China on the preliminary announcement.

By order of the Board  
**Hong Kong Life Sciences and Technologies Group Limited**  
**Lu Zhiqiang**  
*Executive Director and Chief Executive Officer*

Hong Kong, 21 June 2019

*As at the date of this announcement, the Board comprises (i) six executive Directors, namely Mr. Lu Zhiqiang, Mr. Chui Kwong Kau, Mr. Zhang James Jian Yuan, Dr. Sun Yu, Mrs. Cheung Fan Karen and Mr. Lau Ngai Cheung; and (ii) three independent non-executive Directors, namely Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Tang Hua.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the Company’s website at <http://www.hklifesciences.com>.*

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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

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

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors (the “Directors”) of Hong Kong Life Sciences and Technologies Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

*This report will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the Company’s website at <http://www.hklifesciences.com>.*

香港聯合交易所有限公司(「聯交所」) GEM 之特色

GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於 GEM 上市公司普遍為中小型公司，在 GEM 買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在 GEM 買賣的證券會有高流通量市場。

香港交易及結算所有限公司及香港聯合交易所有限公司對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不會就因本報告全部或任何部分內容而產生或因倚賴該等內容而引起之任何損失承擔任何責任。

本報告之資料乃遵照聯交所 GEM 證券上市規則(「GEM 上市規則」)而刊載，旨在提供有關香港生命科學技術集團有限公司(「本公司」)之資料。本公司各董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後確認，就其所深知及確信，本報告所載資料在各重要方面均屬準確及完備，並無誤導或欺詐成分，亦無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。

自刊發日期起計，本報告將至少一連七日刊載於 GEM 網站 <http://www.hkgem.com> 之「最新公司公告」內及本公司網站 <http://www.hklifesciences.com> 內。

# Contents

## 目錄

2	Corporate Information	公司資料
4	CEO's Statement & Management Discussion and Analysis	行政總裁報告與管理層討論及分析
18	Profile of Directors	董事簡介
22	Corporate Governance Report	企業管治報告
40	Directors' Report	董事會報告
51	Independent Auditor's Report	獨立核數師報告
59	Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表
61	Consolidated Statement of Financial Position	綜合財務狀況表
63	Consolidated Statement of Changes in Equity	綜合權益變動表
64	Consolidated Statement of Cash Flows	綜合現金流量表
66	Notes to the Consolidated Financial Statements	綜合財務報表附註
196	Five-Year Financial Summary	五年財務摘要

# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Lu Zhiqiang (*Chief Executive Officer*)

Mr. Chui Kwong Kau

Mr. Zhang James Jian Yuan

Dr. Sun Yu

Mrs. Cheung Fan Karen

Mr. Lau Ngai Cheung

#### Independent Non-executive Directors

Mr. Hung Yat Ming

Mr. Chan Yun Hing

Mr. Tang Hua

### COMPANY SECRETARY

Ms. Wong Po Ling, Pauline

### COMPLIANCE OFFICER

Mr. Lu Zhiqiang

### AUTHORISED REPRESENTATIVES

Mr. Lu Zhiqiang

Mr. Chui Kwong Kau

### AUDIT COMMITTEE

Mr. Hung Yat Ming (*Chairman*)

Mr. Chan Yun Hing

Mr. Tang Hua

### NOMINATION COMMITTEE

Mr. Hung Yat Ming (*Chairman*)

Mr. Chan Yun Hing

Mr. Tang Hua

### REMUNERATION COMMITTEE

Mr. Hung Yat Ming (*Chairman*)

Mr. Chui Kwong Kau

Mr. Chan Yun Hing

Mr. Tang Hua

### 董事會

#### 執行董事

盧志強先生 (*行政總裁*)

崔光球先生

張健源先生

孫宇博士

張帆女士

劉毅翔先生

#### 獨立非執行董事

洪日明先生

陳潤興先生

唐華先生

### 公司秘書

王寶玲女士

### 監察主任

盧志強先生

### 法定代表

盧志強先生

崔光球先生

### 審核委員會

洪日明先生 (*主席*)

陳潤興先生

唐華先生

### 提名委員會

洪日明先生 (*主席*)

陳潤興先生

唐華先生

### 薪酬委員會

洪日明先生 (*主席*)

崔光球先生

陳潤興先生

唐華先生

# Corporate Information

## 公司資料

### INDEPENDENT AUDITOR

Pan-China (H.K.) CPA Limited

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
Wing Lung Bank Limited

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2704, 27/F, West Tower, Shun Tak Centre  
168-200 Connaught Road Central, Hong Kong

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands  
British West Indies

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

SMP Partners (Cayman) Limited  
Royal Bank House — 3rd Floor, 24 Shedden Road  
P.O. Box 1586, Grand Cayman, KY1-1110  
Cayman Islands

### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Standard Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### WEBSITE

<http://www.hklifesciences.com>

### 獨立核數師

天健(香港)會計師事務所有限公司

### 主要往來銀行

中國銀行(香港)有限公司  
永隆銀行有限公司

### 香港主要營業地點

香港干諾道中168-200號  
信德中心西翼27樓2704室

### 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands  
British West Indies

### 於開曼群島之股份過戶登記總處

SMP Partners (Cayman) Limited  
Royal Bank House — 3rd Floor, 24 Shedden Road  
P.O. Box 1586, Grand Cayman, KY1-1110  
Cayman Islands

### 於香港之股份過戶登記分處

卓佳標準有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 網址

<http://www.hklifesciences.com>

# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

To Shareholders:

On behalf of the board of Directors (the “**Board**”), I hereby present the annual results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 March 2019 (the “**Year**”).

The Group is principally engaged in (i) anti-aging and stem cell technology businesses; (ii) trading business; (iii) money lending business; and (iv) securities investment business.

### BUSINESS REVIEW

#### Anti-Aging and Stem Cell Technology Businesses

As at 31 March 2019, the Group operated an anti-aging service centre and a stem cell processing centre in Hong Kong and an anti-aging and beauty centre in Shenzhen. During the Year, the Group's revenue from the anti-aging and stem cell technology businesses in Hong Kong was approximately HK\$0.3 million (2018: Nil) and the revenue from the anti-aging and beauty centre in Shenzhen was approximately HK\$2.5 million (2018: HK\$4.2 million). The segment loss before impairment loss and tax expenses were approximately HK\$15.9 million (2018: HK\$14.0 million). The loss was incurred mainly from the staff and related cost, rental expenses and depreciation.

In the past years, the Group carried out various expansion plans for its investment in the anti-aging and stem cell technology businesses. In September 2012, the Group successfully completed the acquisition of 51% of equity interest in 159 Regenerative Medicine Group (H.K.) Limited and its subsidiaries (collectively, “**159 Group**”). 159 Group was granted a licence for the user right of hematopoietic stem cell technology. Further to the business development, the Group further acquired certain exclusive licences on certain patents in 2013.

致股東：

本人謹代表董事會（「**董事會**」）呈報本公司及其附屬公司（統稱「**本集團**」）截至二零一九年三月三十一日止年度（「**本年度**」）之全年業績。

本集團主要從事(i)抗衰老及幹細胞技術業務；(ii)貿易業務；(iii)放債業務；及(iv)證券投資業務。

### 業務回顧

#### 抗衰老及幹細胞技術業務

於二零一九年三月三十一日，本集團在香港經營抗衰老服務中心及幹細胞處理中心，並在深圳設有抗衰老及美容中心。於本年度內，本集團來自香港抗衰老及幹細胞技術業務之收益約為300,000港元（二零一八年：零），而來自深圳抗衰老及美容中心之收益則約為2,500,000港元（二零一八年：4,200,000港元）。除減值虧損及稅項開支前之分類虧損約為15,900,000港元（二零一八年：14,000,000港元）。所產生虧損主要來自員工及相關成本、租金開支及折舊。

過去數年，本集團為投資於抗衰老及幹細胞技術業務推行各項擴展計劃。於二零一二年九月，本集團成功完成收購159再生醫學集團（香港）有限公司及其附屬公司（統稱「**159集團**」）之51%股權。159集團獲發有關造血幹細胞技術使用權之許可證。為進一步發展業務，本集團於二零一三年進一步收購若干專利之多項獨家許可權。

# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

However, the Group has taken a more prudent approach in the sales and application of hematopoietic stem cell technology after a beauty treatment death case in Hong Kong of another market player in about late 2012. Instead, the Group expanded its scope of the anti-aging and stem cell technology businesses into research and development area by entering into a technology development agreement (the **"Technology Development Agreement"**) with 厚樸生物科技(蘇州)有限公司 (Hope Bio-tech (Suzhou) Co., Ltd.\*) (**"Hope Bio-Tech"**) in March 2016, for the clinical application, technical redevelopment and the commercialisation of two patents previously acquired in 2013. The Technology Development Agreement was terminated after its initial term on 18 March 2017 given the parties could not reach a mutual agreement on the research and development fee. Also, the Group decided to delay in its development plan pending the outcome of the criminal trial of the said beauty treatment death case of another market player and any possible tightening of then existing regulations by the Government.

The Board expects that, in the short term, any proposed tightening of existing regulatory regime may affect our financial performance of the anti-aging and stem cell technology businesses of the Group, but the Group aims to provide higher quality services and regenerative stem cell service to our customer in the future with our continuous efforts. We believe that is conducive to the long-term growth and sustainable development of the Group as a whole and will enhance long-term shareholders' value. Nevertheless, we have ongoing efforts in research and development of new products and services during the past years, the Group has continuously been identifying suitable opportunities or upgrade of our existing products.

The Group has been negotiating with certain stem cell technology companies in the People's Republic of China (the **"PRC"**) for use of their know-how and technology, so that the Group can optimise, enhance or even develop new type of services that complement the anti-aging and stem cell technology businesses.

Meanwhile, the Group has signed cooperation agreements with certain agencies specializing in medical beauty services to promote and sell our anti-aging and stem cell technology and products in the PRC. The Board anticipates it will help the Group to promote our products and expand our markets to increase numbers of potential customers.

\* for identification purpose only

然而，自二零一二年年底左右香港發生涉及一名同業之美容療程命案後，本集團更審慎銷售及應用造血幹細胞技術。另一方面，本集團透過於二零一六年三月與厚樸生物科技(蘇州)有限公司(「厚樸生物科技」)就先前於二零一三年收購之兩項專利之臨床應用、技術再開發及商品化訂立項目技術委託開發合同(「技術開發合同」)，將其抗衰老及幹細胞技術業務範疇拓展至研發方面。技術開發合同於二零一七年三月十八日首個期限屆滿後終止，原因為訂約方無法就研發費用達成共識。此外，本集團決定延後其發展計劃，以待上述涉及一名同業之美容療程命案之刑事審訊結果及視乎政府可能採取任何收緊當時現行規例之行動而定。

董事會預期短期內本集團之抗衰老及幹細胞技術業務之財務表現或會受任何建議收緊現行規管制度所影響，惟本集團日後致力努力不懈為客戶提供更優質服務及再生幹細胞服務。我們相信，此舉有利於本集團整體長遠增長及可持續發展，並將提升股東長遠價值。儘管如此，我們於過去數年不斷努力研發新產品及服務。本集團一直持續物色合適商機或升級現有產品。

本集團一直與若干中華人民共和國(「中國」)幹細胞技術公司磋商其專門知識及技術之使用權，務求能夠完善、提升甚至開發新型服務以配合抗衰老及幹細胞技術業務。

與此同時，本集團已就於中國推廣及銷售抗衰老及幹細胞技術及產品與若干醫學美容服務代理商簽訂合作協議。董事會預計此舉將有助本集團推廣產品及擴充市場，藉以增加潛在客戶數目。

\* 僅供識別



# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

After the High Court of Hong Kong delivered the judgment on the beauty treatment death case of another market player in December 2017, the Group has re-assessed the existing anti-aging and stem cell technology businesses. The Group has also had in-depth reviews over the regulatory environment in Hong Kong and noted the Hong Kong Government has issued consultation document on 3 April 2018 and consultation report on 30 October 2018 on regulation of advanced therapy products (“ATPs”), which may affect the Group’s existing anti-aging and stem cell technology businesses.

ATPs would be subject to various requirements on product registration, licensing of manufacturers and distributors, import/export control, approval for clinical trials, labelling, record keeping and adverse event reporting applicable to all pharmaceutical products. In addition, according to the consultation report, in order to provide sufficient protection to patients, the following specific requirements were proposed taking into account the unique nature of ATPs:

- (a) manufacturers are required to comply with guideline/standard on control of cells and tissues for ATPs production and relevant Good Manufacturing Practice guide. Manufacturing would include preparation of ATPs for the purpose of clinical trials or treatment of a particular patient;
- (b) the unique donation identifiers/product codes and patient identifiers should be labeled on the ATPs in formats specified by the regulatory authority; and
- (c) manufacturers and distributors of ATPs are required to keep additional information such as storage, transport, and the medical practitioner who is responsible for the use of the product to ensure sufficient monitoring and traceability. These records are required to be kept for 30 years.

The Group has replaced and renewed certain laboratory facilities located in Shatin and signed a new lease for new laboratory, office and customer service centre (the “**New Laboratory & Customer Service Centre**”) situate at Kowloon Bay in order to capture the potential business upside following the recent market development and clarification after the Hong Kong Court’s judgment on another market player’s beauty treatment death case and the Consultation Report issued by the Department of Health on 30 October 2018 relating to the Regulation of Advanced Therapy Products which are applicable to the anti-aging and stem cell technology businesses of the Group.

自香港高等法院於二零一七年十二月對涉及一名同業之美容療程命案下達判決後，本集團已重新評估現有抗衰老及幹細胞技術業務。本集團亦已深入審視香港之規管環境，並注意到香港政府就規管先進療法產品（「**先進療法產品**」）於二零一八年四月三日發出諮詢文件及於二零一八年十月三十日發出諮詢報告，本集團現有抗衰老及幹細胞技術業務或會受此影響。

先進療法產品將受所有醫藥產品適用有關產品註冊、製造商及分銷商發牌、進／出口管制、臨床試驗許可、標籤、記錄存檔及不利事件報道之各項規定所規限。此外，根據諮詢報告，為向患者提供充足保護，考慮到先進療法產品之獨特性質，建議下列具體規定：

- (a) 製造商須遵守有關生產先進療法產品時控制細胞及組織之指引／標準以及相關良好製造規範指引。製造包括為個別患者進行臨床試驗或治療而準備先進療法產品；
- (b) 應於先進療法產品上按規管當局指定之方式標貼獨有捐贈標識／產品代碼及患者標識；及
- (c) 先進療法產品製造商及分銷商須存置有關儲存、運輸及負責使用產品之醫生等額外資料，從而確保監察充分及可予追蹤。該等記錄須存置30年。

本集團已置換及更新位於沙田之若干實驗室設備，並就位於九龍灣之新實驗室、辦公室及客戶服務中心（「**新實驗室及客戶服務中心**」）簽署新租約，從而在香港法院就涉及一名同業之美容療程命案作出裁決及衛生署於二零一八年十月三十日發出有關適用於本集團抗衰老及幹細胞技術業務之先進療法產品規管諮詢報告後，捕捉隨著近期市場發展及澄清而出現之潛在業務上行空間。

# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

As disclosed in the Company's announcement dated 9 May 2019, the fitting-out works have been carried out at the New Laboratory & Customer Service Centre. It is expected that the new office and customer service centre will commence operation in around July 2019.

In view of the establishment of the New Laboratory & Customer Service Centre, the Directors have decided to dispose of the anti-aging operation of the Group located in Shenzhen, the PRC. In May 2019, the Group entered into the equity transfer agreement with the an independent third party to dispose of 100% of the equity interest (the "**Disposal**") in Shenzhen Shenglihui Bio-technology Company Limited (the "**Disposed Company**"), an indirect wholly-owned subsidiary of the Company for a total consideration of approximately RMB1.6 million. Given that the Disposed Company had recorded loss making in the past few years with net current liabilities position. The Directors considered that the Disposal would enable the Group to avoid any further losses and enjoy a cost saving from rental fee, staff costs and administration expenses. Furthermore, the Disposal would dispense with the need for further capital injection into the Disposed Company.

The Group will continue to enhance our technical team to maintain the necessary standards and expand our marketing for business growth. Meanwhile, the Group will continue to focus on further expansion and development of the anti-aging and stem cell technology businesses of the Group and we believe this will become the key driving business of the Group. The Group will continuously review its operations, and assess the future growth potential and formulate proper future business strategies.

### Trading Business

#### Trading of Electronic Components

During the Year, the Group's revenue from trading of electronic components in the PRC decreased by approximately HK\$38.0 million to HK\$76.3 million (2018: HK\$114.3 million). The decline in revenue was mainly due to decrease in trading activities.

誠如本公司日期為二零一九年五月九日之公佈所披露，新實驗室及客戶服務中心正進行裝修工程。預期新辦公室及客戶服務中心將於二零一九年七月前後投入營運。

由於成立新實驗室及客戶服務中心，董事決定出售本集團位於中國深圳之抗衰老業務。於二零一九年五月，本集團與一名獨立第三方訂立股權轉讓協議，以出售本公司間接全資附屬公司深圳盛力會生物科技有限公司（「**所出售公司**」）全部股權，總代價約為人民幣1,600,000元（「**出售事項**」）。鑑於所出售公司於過去數年錄得虧損，並處於流動負債淨額狀況。董事認為，出售事項將有助避免本集團錄得任何進一步虧損，並可節省租金、員工成本及行政開支等費用。此外，出售事項將免除向所出售公司進一步注資之需要。

本集團將繼續提升技術團隊以保持必要標準及為業務增長拓展市場。同時，本集團將繼續專注進一步壯大及發展抗衰老及幹細胞技術業務，而我們相信，此業務將成為推動本集團之重要業務。本集團將持續檢討其業務營運，並評估未來增長潛力及制定適當未來業務策略。

### 貿易業務

#### 電子部件貿易

於本年度內，本集團來自中國電子部件貿易業務之收益減少約38,000,000港元至76,300,000港元（二零一八年：114,300,000港元）。收益減少主要由於貿易活動減少。

# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

In view of the trade wars between the United States and China which has resulted in import tariffs on a wide range of goods traded between the two countries. It had negative impacts to our trading of electronic components due to the tariff measures. Depending on the scope and level of the tariffs and restrictions imposed by the two countries, it has put our trading business at a further disadvantage and may be continuously affected our trading of electronic components.

### **Trading of Healthcare and Personal Care Products**

The Group has conducted the trading of healthcare and personal care products in Hong Kong since the fourth-quarter ended 31 March 2019. During the Year, the trading of healthcare products recorded a revenue of approximately HK\$0.5 million (2018: Nil). The Group has been sourcing suitable products, which would complement the Group's anti-aging and stem cell technology businesses for trading. It is expected that the gross profit margin of trading healthcare products shall be more than the trading business of the electronic components of the Group. The Group will continue to attempt to broaden the customer base and diversify our trading products to increase its revenue stream and improve the financial performance. The management will pay close attention to the market situations and make necessary adjustments to our strategies and operations.

The segment loss of trading business before tax was approximately HK\$1.0 million (2018: HK\$1.1 million). The loss was incurred mainly from the staff and related cost, rental expenses and depreciation.

### **Money Lending Business**

The Group commenced its money lending business through Asia Honest Finance Limited, a direct wholly-owned subsidiary of the Company, which holds a money lenders licence under the Money Lenders Ordinance (Cap. 163, Laws of Hong Kong). As at 31 March 2019, the loan receivables and loan interests receivables (net of impairment loss) were approximately HK\$112.2 million (2018: HK\$127.9 million) and approximately HK\$5.4 million (2018: HK\$9.7 million) respectively. During the Year, the Group's revenue from money lending business decreased by approximately HK\$2.1 million to approximately HK\$19.7 million (2018: HK\$21.8 million). The decrease was mainly due to the lower interest income from customers whereas the interest rate charged by the Group to customers ranging from 10% to 14% for the Year (2018: 10% to 24%) per annum.

鑑於美國與中國爆發貿易戰，導致兩國之間大部分商品貿易互相徵收進口關稅。電子部件貿易因關稅措施而受到負面影響。依據兩國所徵收關稅及所施加限制之範圍及水平，其已令貿易業務處於進一步劣勢，並可能不斷影響電子部件貿易。

### **健康護理及個人護理產品貿易**

本集團自截至二零一九年三月三十一日第四季起於香港從事健康護理及個人護理產品貿易。於本年度內，健康護理產品貿易錄得收益約500,000港元(二零一八年：零)。本集團一直採購合適產品，以補充本集團抗衰老及幹細胞技術業務貿易。預期本集團健康護理產品貿易之毛利率將高於其電子部件貿易業務之毛利率。本集團將繼續嘗試擴闊客戶群及多元發展貿易產品，以增加收入來源及提升財務表現。管理層將密切留意市況，因應需要調整策略及營運。

貿易業務除稅前分類虧損約為1,000,000港元(二零一八年：1,100,000港元)。所產生虧損主要來自員工及相關成本、租金開支及折舊。

### **放債業務**

本集團透過本公司之直接全資附屬公司誠宇財務有限公司開始經營其放債業務，該公司持有香港法例第163章放債人條例項下之放債人牌照。於二零一九年三月三十一日，應收貸款及應收貸款利息款項(扣除減值虧損)分別為約112,200,000港元(二零一八年：127,900,000港元)及約5,400,000港元(二零一八年：9,700,000港元)。於本年度內，本集團放債業務之收益減少約2,100,000港元至約19,700,000港元(二零一八年：21,800,000港元)。減少主要由於來自客戶之利息收入下降，而本集團於本年度向客戶收取之年利率介乎10%至14%(二零一八年：10%至24%)。

# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

The Group continued to provide both secured and unsecured loans to individuals and corporate customers. The credit terms of outstanding loans granted by the Group to customers ranged from several months to one year. During the Year, the segment gain before tax was approximately HK\$19.1 million (2018: HK\$20.5 million). The management assessed the collectability of loans receivables from time to time individually with reference to borrowers' past collection history and current creditworthiness. During the Year, the impairment allowance made for credit loss on loan receivables and loan interest receivables amounted to HK\$17.7 million (2018: HK\$60.6 million). The Group has taken appropriate actions to recover the overdue amounts but a full provision for impairment had been made against the respective amounts in accordance with the relevant accounting standard.

Considering that a large portion of the existing loans are unsecured, as part of the Group's development plan, the Group intends to gradually improve the quality of its loan portfolios by targeting to provide loans to potential customers with security or collateral once the current loans in the portfolio mature and are repaid. In view of significant demand in the market, the Group intends to maintain the loan portfolio with a prudent manner in order to generate a healthy cash flow and steady returns.

### Securities Investment Business

As at 31 March 2019, the Company had held-for-trading investments in the listed company in Hong Kong of approximately HK\$0.8 million (2018: HK\$6.0 million). During the Year, the Group recorded the loss from disposal of Hong Kong listed securities of approximately HK\$0.3 million (2018: Nil) and the unrealised loss of held-for-trading investments was approximately HK\$3.1 million (2018: gain of HK\$2.8 million) representing the fair value change on held-for-trading investments. The Board will continue to monitor the market conditions and its performance.

### Investment Properties

In June 2017, the Group acquired the investment properties situated at Lantau Island, Hong Kong (the "Property") which is mainly designated for the development of private house for sale. The Property being all those pieces or parcels of ground registered in the Land Registry as LOTS NOS. 484, 489, 491, 492, 493, 530, 533, 535, 550, 553, 556, 571, 574, 608, 612, 615, 618, 619, 623, 625 AND 644 ALL IN DEMARCATION DISTRICT NO. 311 TOGETHER with the messuages erections and buildings thereon (if any).

本集團繼續向個人及企業客戶提供有抵押及無抵押貸款。本集團授予客戶之未償還貸款信貸期介乎數個月至一年。於本年度內，除稅前分類收益約為19,100,000港元(二零一八年：20,500,000港元)。管理層不時參考借款人之過往還款記錄及當前信貸狀況，個別評估應收貸款能否收回。於本年度內，已就應收貸款及應收貸款利息款項之信貸虧損計提減值撥備17,700,000港元(二零一八年：60,600,000港元)。本集團已採取適當行動收回逾期款項，惟已按照相關會計準則就有關款項作出全數減值撥備。

考慮到大部分現有貸款為無抵押，故作為本集團發展計劃一部分，本集團擬逐步提高其貸款組合之質量，目標為於投資組合內之當期貸款到期並獲償還後，向潛在客戶提供具有擔保或抵押品之貸款。鑑於市場需求龐大，本集團擬以審慎態度維持貸款組合，從而帶來穩健現金流量及穩定回報。

### 證券投資業務

於二零一九年三月三十一日，本公司於香港上市公司之持作買賣投資約為800,000港元(二零一八年：6,000,000港元)。於本年度內，本集團錄得出售香港上市公司證券之虧損約300,000港元(二零一八年：無)，而持作買賣投資之未變現虧損約為3,100,000港元(二零一八年：收益2,800,000港元)，即持作買賣投資之公平值變動。董事會將繼續監察市況及其表現。

### 投資物業

於二零一七年六月，本集團收購位於香港大嶼山之投資物業(「物業」)。物業主要指定為發展私人平房以供銷售。物業即於土地註冊處登記為丈量約份第311號內之地段第484、489、491、492、493、530、533、535、550、553、556、571、574、608、612、615、618、619、623、625及644號之整塊或整幅土地連同建於其上之宅院及樓宇(如有)。

# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

As at 31 March 2019, the fair value of the Property was approximately HK\$45.0 million (2018: HK\$45.0 million). The Company has carried out an annual review of the valuation of the Property. Based on the valuation report prepared by an independent surveyor, no fair value change for the Year (2018: gain of HK\$1 million). The Board is actively considering different plans for various possibilities on the Property but no conclusion has been reached yet.

### PROSPECTS

The Board continues their optimistic outlook of the anti-aging and stem cell technology businesses and will adjust the Group's development strategy according to the market changes. In this regard, the Board will constantly keep reviewing the Group's strategies and operations with a view to improving its business performance. We will also continue to enhance the existing business and explore other business and investment opportunities to diversify the revenue stream and business portfolios to enhance the interest of the shareholders of the Company (the "Shareholders").

### FINANCIAL REVIEW

#### Revenue

During the Year, the Group's total revenue decreased by 29.1% to approximately HK\$99.4 million (2018: HK\$140.2 million) as compared to last year. Majority of the Group's revenue was attributable to the trading business for the year ended 31 March 2019 and 2018. During the Year under review, approximately 2.8%, 77.3% and 19.9% of the Group's revenue was attributable to anti-aging and stem cell technology businesses, trading business and money lending business (2018: 3.0%, 81.5% and 15.5%).

#### Administrative and Other Operating Expenses

The Group's administrative and other operating expenses for the Year was approximately HK\$34.2 million (2018: HK\$36.0 million). These expenses mainly consisted of staff costs, depreciation of property, plant and equipment, legal and professional fee and operating leases. Following the new establishment of the New Laboratory & Customer Service Centre in March 2019, it is expected that the administrative and other operating expenses will be increased which shall include, but not limited to, the new operating lease expenses (depreciation of lease assets), depreciation of property, plant and equipment and staff cost.

於二零一九年三月三十一日，物業之公平值約為45,000,000港元(二零一八年：45,000,000港元)。本公司已對物業估值進行年度審閱。根據獨立測量師編製之估值報告，本年度之公平值並無變動(二零一八年：收益1,000,000港元)。董事會正積極就物業之不同可能性考慮多項計劃，惟尚未達成結論。

### 前景

董事會繼續對抗衰老及幹細胞技術業務抱持樂觀態度，並將因應市場轉變調整本集團發展策略。就此，董事會將不斷檢討本集團之策略及業務營運，從而提升業務表現。我們亦將繼續提升現有業務並發掘其他業務及投資機會，務求多元化發展收益來源及業務組合，以提升本公司股東(「股東」)之利益。

### 財務回顧

#### 收益

於本年度內，本集團之總收益較去年減少29.1%至約99,400,000港元(二零一八年：140,200,000港元)。截至二零一九年及二零一八年三月三十一日止年度，本集團大部分收益源自貿易業務。於回顧年度內，本集團收益約2.8%、77.3%及19.9%分別源自抗衰老及幹細胞技術業務、貿易業務及放債業務(二零一八年：3.0%、81.5%及15.5%)。

#### 行政及其他經營開支

於本年度內，本集團之行政及其他經營開支約為34,200,000港元(二零一八年：36,000,000港元)。該等開支主要包括員工成本、物業、廠房及設備折舊、法律及專業費用以及經營租賃。隨著新實驗室及客戶服務中心於二零一九年三月新成立，預期行政及其他經營開支將有所增加，包括但不限於新經營租賃開支(租賃資產折舊)、物業、廠房及設備折舊以及員工成本所致。

# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

### Finance Costs

Finance cost was mainly attributable to the imputed interest on non-current rental deposits on initial recognition in relation to the New Laboratory & Customer Service Centre. During the Year, the finance costs amounted to approximately HK\$1.6 million (2018: Nil). Subsequent to the adoption of the HKFRS 16, the Group will initially measure its lease liability at the present value of the lease payments on 1 April 2019. The lease liability will be adjusted for interest and lease payments over the lease period. It is expected that the imputed interest on lease liability will be incurred in the forthcoming financial years.

### Loss for the Year and Loss per Share

The loss for the Year was approximately HK\$23.3 million (2018: HK\$83.0 million) and the loss for the Year attributable to owners of the Company was approximately HK\$23.2 million (2018: HK\$82.2 million). The decrease in loss for the Year was mainly due to (i) the decrease in the impairment loss on loan receivables of approximately HK\$37.9 million and loan interest receivables of approximately HK\$5.0 million; and (ii) the absence of the impairment loss on other intangible assets of approximately HK\$12.0 million. The loss per share was 0.41 HK cents (2018: 1.45 HK cents).

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 March 2019,

- (a) the Group had net current assets approximately HK\$199.2 million (2018: HK\$242.3 million) and the cash and bank balances were approximately HK\$79.8 million (2018: HK\$94.3 million);
- (b) the Group had no outstanding interest-bearing borrowings (2018: Nil);
- (c) the gearing ratio of the Group, being the ratio of total liabilities to total assets, was approximately 14.3% (2018: 12.4%);
- (d) the Group's total equity attributable to the owners of the Company amounted to approximately HK\$298.0 million (2018: HK\$335.5 million). The capital of the Company mainly comprises ordinary shares (the "Shares") and capital reserves.

### 財務費用

財務費用主要歸因於就新實驗室及客戶服務中心初步確認之非流動租金按金之推算利息。於本年度內，財務費用約為1,600,000港元(二零一八年：無)。於採納香港財務報告準則第16號後，本集團將於二零一九年四月一日按租賃付款現值首次計量其租賃負債。租賃負債將於租賃期內根據利息及租賃付款予以調整。預計租賃負債之推算利息將於日後財政年度發生。

### 本年度虧損及每股虧損

本年度虧損約為23,300,000港元(二零一八年：83,000,000港元)，本公司擁有人應佔本年度虧損約為23,200,000港元(二零一八年：82,200,000港元)。本年度虧損減少主要由於(i)應收貸款及應收貸款利息款項之減值虧損分別減少約37,900,000港元及約5,000,000港元；及(ii)並無其他無形資產減值虧損約12,000,000港元。每股虧損為0.41港仙(二零一八年：1.45港仙)。

### 流動資金、財務資源及資本架構

於二零一九年三月三十一日，

- (a) 本集團之流動資產淨值約為199,200,000港元(二零一八年：242,300,000港元)，而現金及銀行結餘則約為79,800,000港元(二零一八年：94,300,000港元)；
- (b) 本集團並無未償還計息借貸(二零一八年：無)；
- (c) 本集團之資產負債比率(即總負債相對總資產之比率)約為14.3%(二零一八年：12.4%)；
- (d) 本集團之本公司擁有人應佔權益總額約為298,000,000港元(二零一八年：335,500,000港元)。本公司之資本主要包括普通股(「股份」)及資本儲備。

# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

### USE OF PROCEEDS FROM PLACING OF NEW SHARES UNDER GENERAL MANDATE

References were made to the Company's announcements dated 21 December 2016, 23 December 2016, 6 January 2017 and 19 November 2018 in relation to the Company and the placing agent entered into the placing agreement pursuant to which the Company agreed to place of 948,064,000 ordinary shares of HK\$0.04 each in the share capital of the Company at a price of HK\$0.13 per placing share (the "Placing").

The Placing was completed on 6 January 2017. The net proceeds (the "Net Proceeds") from the Placing amounted to approximately HK\$120.1 million.

Details of the actual use of the Net Proceeds as at 31 October 2018 and as at 31 March 2019 are respectively as follows:

### 根據一般授權配售新股份之所得款項用途

茲提述本公司日期為二零一六年十二月二十一日、二零一六年十二月二十三日、二零一七年一月六日及二零一八年十一月十九日之公佈，內容有關本公司與配售代理訂立配售協議，據此，本公司同意配售本公司股本中每股面值0.04港元之普通股948,064,000股，作價每股配售股份0.13港元（「配售事項」）。

配售事項已於二零一七年一月六日完成。配售事項之所得款項淨額（「所得款項淨額」）約為120,100,000港元。

於二零一八年十月三十一日及二零一九年三月三十一日之所得款項淨額實際用途詳情分別如下：

Actual use of the Net Proceeds	所得款項淨額實際用途	As at	As at
		31 October 2018	31 March 2019
		於二零一八年十月三十一日	二零一九年三月三十一日
		HK\$'million	HK\$'million
		百萬港元	百萬港元
1. For development of anti-aging and stem cell technology businesses	1. 發展抗衰老及幹細胞技術業務		
a. Salary	a. 薪金	5.7	7.0
b. Rental fee and related deposit	b. 租金及有關按金	13.1	16.0
c. Other administrative expenses	c. 其他行政開支	2.9	4.3
d. New Laboratory & Customers Service Centre	d. 新實驗室及客戶服務中心	–	8.0
2. For expansion of loan portfolios of money lending business	2. 擴大放債業務之貸款組合	21.0	28.3
3. For general corporate working capital	3. 一般企業營運資金		
a. Salary	a. 薪金	14.5	17.3
b. Rental fee	b. 租金	2.0	2.5
c. Printing and professional fee	c. 印刷及專業費用	5.7	7.3
d. Other administrative expenses	d. 其他行政開支	3.8	4.4
4. For development of trading business	4. 發展貿易業務	–	0.4
<b>Total</b>	<b>總計</b>	<b>68.7</b>	<b>95.5</b>

# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

As at 31 March 2019, the Group's remaining unutilised Net Proceeds of approximately HK\$24.6 million is intended to be used for its ordinary and usual course of business within six months, of which (i) approximately HK\$12.3 million for the development of anti-aging and stem cell businesses; (ii) approximately HK\$9.6 million for the development of trading business; and (iii) approximately HK\$2.7 million for the development of money lending business.

### MATERIAL EVENTS

#### Update on Listing Status

On 21 December 2018, the Company received a letter from the Stock Exchange (the "Letter") in relation to the notice to cancel the listing of the Company. The Stock Exchange has considered that the Company has failed to maintain a sufficient level of operation or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated under the GEM Listing Rule 17.26 to warrant the continued listing of its shares and decided to suspend trading in the Company's shares under the GEM Listing Rule 9.04 and to proceed with cancellation of the Company's listing under the GEM Listing Rule 9.14 (the "Decision").

On 2 January 2019, the Company submitted a written request to the GEM Listing Committee pursuant to Chapter 4 of the GEM Listing Rules for review of the Decision. The review hearing of the Decision by the GEM Listing Committee took place on 12 March 2019. On 20 March 2019, the Company received a fax from the GEM Listing Committee that they had decided to uphold the Decision (the "GEM Listing Committee Decision"). On 28 March 2019, the Company submitted a written request to the GEM Listing (Review) Committee pursuant to Chapter 4 of the GEM Listing Rules for review of the GEM Listing Committee Decision. Details of the above matters were set out in the Company's announcements dated 21 December 2018, 2 January 2019, 20 March 2019 and 28 March 2019.

於二零一九年三月三十一日，本集團餘下未動用所得款項淨額約為24,600,000港元，擬在六個月內用於其一般及日常業務過程，當中(i)約12,300,000港元用作發展抗衰老及幹細胞技術業務；(ii)約9,600,000港元用作發展貿易業務；及(iii)約2,700,000港元用作發展放債業務。

### 重大事項

#### 有關上市地位之最新情況

於二零一八年十二月二十一日，本公司接獲聯交所就通知本公司除牌發出之函件(「該函件」)。聯交所認為本公司未能根據GEM上市規則第17.26條維持足夠業務水平或擁有足夠價值之有形資產及／或無形資產，以證明其具備足夠之潛在價值維持其股份持續上市，並決定根據GEM上市規則第9.04條暫停本公司股份買賣，以及根據GEM上市規則第9.14條進行註銷本公司上市地位之程序(「該決定」)。

於二零一九年一月二日，本公司已根據GEM上市規則第4章就覆核該決定向GEM上市委員會提交書面請求。GEM上市委員會於二零一九年三月十二日對該決定進行覆核聆訊。於二零一九年三月二十日，本公司接獲GEM上市委員會傳真，表示已決定維持該決定(「GEM上市委員會決定」)。於二零一九年三月二十八日，本公司根據GEM上市規則第4章就覆核GEM上市委員會決定向GEM上市(覆核)委員會提交書面請求。有關上述事宜之詳情載於本公司日期為二零一八年十二月二十一日、二零一九年一月二日、二零一九年三月二十日及二零一九年三月二十八日之公佈。



# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

### EVENTS AFTER THE END OF THE REPORTING PERIOD

#### Disposal of a Subsidiary

On 5 May 2019, the Group entered into an equity transfer agreement with an independent third party in respect of the disposal of its entire equity interests in the Disposed Company for a total consideration of approximately RMB1.6 million (equivalents to HK\$1.8 million). Details of which were disclosed in the CEO's Statement & Management Discussion and Analysis. As at 31 March 2019, the assets and liabilities of the Disposed Company classified as held-for-sale were HK\$0.8 million and HK\$2.4 million respectively. All the conditions of the equity transfer agreement had been fulfilled and the completion took place on 6 May 2019. It is expected that the Group will recognise a gain of approximately HK\$3.5 million from the Disposal upon completion.

#### Discloseable Transaction in relation to the Fitting-out Contract for the New Office and Customer Service Centre (the "Fitting-out Contract")

On 9 May 2019, the Group accepted the Fitting-out Contract of the contractor in respect of the fitting-out works to be carried out at the new office and customer service centre in Kowloon Bay. Under the Fitting-out Contract, the contractor agreed to undertake the fitting-out works in the new office and customer service centre according to the floor layout plan, key finish plan & material schedule, and door schedule which include but are not limited to (i) installation of partition walls, doors, floor finishing, skirting, wall finishing and ceiling finishing, etc.; and (ii) provision of materials, lighting systems and built-in furniture. Details of the Fitting-out Contract were set out in the Company's announcement dated 9 May 2019.

#### Change of Address of Hong Kong Branch Share Registrar and Transfer Office

With effect from 11 July 2019, the Hong Kong Branch Share Registrar and Transfer Office of the Company, Tricor Standard Limited (the "Branch Share Registrar"), will change its address from Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong to, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. Details of the change of address of the Branch Share Registrar were set out in the Company's announcement dated 14 June 2019.

### 報告期末後事項

#### 出售附屬公司

於二零一九年五月五日，本集團與一名獨立第三方訂立股權轉讓協議，內容有關出售其於所出售公司之全部股權，總現金代價為人民幣約1,600,000元（相當於約1,800,000港元）。有關詳情於行政總裁報告與管理層討論及分析披露。於二零一九年三月三十一日，所出售公司之分類為持作銷售之資產及負債分別約為800,000港元及2,400,000港元。股權轉讓協議所有條件已達成，並於二零一九年五月六日完成。預期本集團將於完成後確認出售事項收益約3,500,000港元。

#### 有關新辦公室及客戶服務中心之須予披露交易（「裝修合約」）

於二零一九年五月九日，本集團已接納承包商之裝修合約，內容有關位於九龍灣之新辦公室及客戶服務中心將進行之裝修工程。根據裝修合約，承包商同意根據樓面平面圖、關鍵完成圖及材料列表以及門窗表承接新辦公室及客戶服務中心的裝修工程，包括但不限於(i)安裝間隔牆、門、鋪地、牆腳線、牆面裝飾及天花裝修等；及(ii)提供材料、燈光系統及裝嵌傢俬。有關裝修合約之詳情載於本公司日期為二零一九年五月九日之公佈。

#### 更改香港股份過戶登記分處地址

自二零一九年七月十一日起，本公司的香港股份過戶登記分處卓佳標準有限公司（「股份過戶登記分處」）的地址將由香港皇后大道東183號合和中心22樓更為香港皇后大道東183號合和中心54樓。有關更改股份過戶登記分處地址之詳情載於本公司日期為二零一九年六月十四日之公佈。

# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

### Discloseable Transaction – Provision of Loan

On 18 June 2019, a loan agreement (the “**Loan Agreement**”) entered into between Asia Honest Finance Limited (“**Asia Honest**”) and a customer (as the borrower, being an individual and an independent third party). Pursuant to the Loan Agreement, Asia Honest agreed to grant an unsecured term loan in the principal amount of HK\$12,321,000 (the “**Loan**”) to the customer for a period of one year commencing from the date of the Loan Agreement at an interest rate of 14% per annum. The Loan was used to repay part of the existing loan due by the customer to Asia Honest. Details of the Loan Agreement were disclosed in the Company's announcement dated 18 June 2019.

### SIGNIFICANT INVESTMENTS HELD BY THE GROUP

Save as disclosed in this report, the Group did not have significant investments as at 31 March 2019.

### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

Save as disclosed in this report, the Group did not have any material acquisitions and disposals of subsidiaries during the Year.

### CHARGE ON GROUP ASSETS

As at 31 March 2019, the Group did not have any material charge on assets (2018: Nil).

### FUTURE PLAN FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this report, the Group did not have any concrete plan for material investment or capital assets as at 31 March 2019.

### CONTINGENT LIABILITIES

As at 31 March 2019, the Group had no material contingent liabilities (2018: Nil).

### PRINCIPAL RISKS AND UNCERTAINTIES

The Group's business operations and financial conditions may be affected by various types of risks and uncertainties, including the operational risks, price risk, credit risk, liquidity risk and regulatory risks. The Group has established a set of risk management policies and measures to identify, evaluate and manage risks arising from its operations.

### 須予披露交易 – 提供貸款

於二零一九年六月十八日，誠宇財務有限公司（「誠宇」）與一名客戶（作為借款人，即一名個別人士及獨立第三方）訂立貸款協議（「貸款協議」）。根據貸款協議，誠宇同意向該客戶授出本金額為12,321,000港元之無抵押有期貨款（「貸款」），自貸款協議日期起計為期一年，年利率為14%。貸款用作償還客戶應付予誠宇之部分現有貸款。有關貸款協議之詳情於本公司日期為二零一九年六月十八日之公佈披露。

### 本集團所持重大投資

除本報告所披露者外，本集團於二零一九年三月三十一日並無任何重大投資。

### 重大收購及出售附屬公司

除本報告所披露者外，於本年度內，本集團並無任何重大收購及出售附屬公司。

### 集團資產抵押

於二零一九年三月三十一日，本集團並無任何重大資產抵押（二零一八年：無）。

### 重大投資或資本資產之未來計劃

除本報告所披露者外，本集團於二零一九年三月三十一日並無任何有關重大投資或資本資產之具體計劃。

### 或然負債

於二零一九年三月三十一日，本集團並無任何重大或然負債（二零一八年：無）。

### 主要風險及不明朗因素

本集團業務營運及財務狀況或會受到各類風險及不明朗因素影響，當中包括營運風險、價格風險、信貸風險、流動資金風險及監管風險。本集團已制定一套風險管理政策及措施以識別、評估及管理其業務營運產生之風險。

# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

Operational risks are those relating to the Group's internal processes, including but not limited to potential misconduct of employees and fraud, which may bring significant adverse impact on the Group's business operations and reputation. Operational risks may also result from emergencies and unexpected events such as natural hazards.

Price risk refers to the Group's investment in the held-for-trading investments. As the Group's investments are mainly concentrated on equity securities listed in Hong Kong, the financial position and the returns of the investments will be affected by the conditions of the stock market in Hong Kong. Negative developments in, or the general weakness of, the Hong Kong economy, may have a direct adverse effect on the Group's investment performance.

Credit risk relates to the ability or willingness of customers to meet their contractual obligations. The Group's maximum exposure to credit risk for its money lending business arises primarily from the individual borrowers. Since most of the Group's loan receivables are unsecured, this leads to Group subject to greater risk of irrecoverability. If, in a subsequent period, conditions such as economic downturn, and other factors affects the repayment status of the borrowers and the estimation of future cash flows of the loans, a loss may arise.

Liquidity risk refers to the Group's ability in maintaining sufficient fund to meet the liquidity requirements. 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. The management regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

Regulatory risks may arise from potential default of the Group in compliance with the relevant laws and regulations which have a significant impact on the Group's business and any future changes in the relevant laws and regulations. Non-compliance with the relevant laws and regulations may bring various consequences to the Group, including but not limited to the revocation or suspension of the money lenders licence and/or the imposition of penalties resulting from the offence. The Company has adopted a series of internal control policies and procedures which governs the Company's compliance matters in relation to the Money Lenders Ordinance, the GEM Listing Rules as well as other relevant regulations.

營運風險與本集團內部程序有關，包括但不限於僱員可能行為不當及欺詐，或會對本集團業務營運及聲譽帶來重大不利影響。營運風險亦可能來自出現天災等緊急事故及無法預料的事件。

價格風險指本集團投資於持作買賣投資。由於本集團投資主要集中於香港上市股本證券，故財務狀況及投資回報受香港股市狀況影響。香港經濟出現負增長或整體狀況疲弱或會對本集團投資表現構成直接不利影響。

信貸風險與客戶履行其合約責任之能力或意願有關。本集團就其放債業務而蒙受之最高信貸風險主要來自個別借款人。由於本集團大部分應收貸款並無抵押，以致本集團承受較大無法收回賬款之風險。倘於其後期間出現經濟衰退等狀況以及其他因素，而影響借款人之還款狀況以及貸款之估計未來現金流量，則有可能出現虧損。

流動資金風險指本集團維持充裕資金以應付流動資金需求之能力。管理流動資金風險時，本集團監察並將現金及現金等值物維持於管理層認為充足水平，以為本集團營運提供資金及減低現金流量波動之影響。管理層定期審閱其主要資金狀況，確保具備足夠財務資源應付其財務責任。

監管風險可能因本集團潛在違反對本集團業務構成重大影響之相關法律及法規以及相關法律及法規之任何未來變動而產生。不遵守相關法律及法規可能為本集團帶來各種後果，包括但不限於撤銷或暫時吊銷放債人牌照及／或因犯罪而遭處罰。本公司已採納一系列內部監控政策及程序，規管本公司有關放債人條例、GEM上市規則及其他相關法規之合規事宜。

# CEO's Statement & Management Discussion and Analysis

## 行政總裁報告與管理層討論及分析

Further discussion on the Group's risks are set out in the note 33 to the consolidated financial statements and the risk management and internal control of the Company is set out in the paragraph headed "Risk Management and Internal Control" in the section headed "Corporate Governance Report" from page 34 to page 37 of this annual report.

### FOREIGN EXCHANGE EXPOSURE

The Group mainly earns revenue and incurs costs in Hong Kong dollars and Renminbi and considers that the impact of foreign exchange exposure of the Group is minimal. During the Year, the Group did not use any financial instruments for hedging purposes.

### EMPLOYEE INFORMATION

As at 31 March 2019, the Group employed a total of 39 (2018: 39) full-time employees in Hong Kong and the PRC. During the Year under review, the total remuneration to employees, including Directors' emoluments and retirement benefits amounted to approximately HK\$11.5 million (2018: HK\$11.9 million). The Group remunerates its employees based on their performance, qualification, experience and the prevailing industry practice.

### APPRECIATIONS

I would like to take this opportunity to express our sincere gratitude to all our shareholders, customers, business partners who have been offering their support, confidence and encouragement to us. Not to mention the great devotion, diligence and effort of the management and the members of staff who tirelessly committed themselves in striving for improvements of the Group. With all these supports remain, we shall continue to explore means to improve the Group's performance and provide investment returns to the investors.

**Lu Zhiqiang**

*Chief Executive Officer*

Hong Kong, 21 June 2019

有關本集團風險之進一步討論載於綜合財務報表附註33，而有關本公司風險管理及內部監控之進一步討論載於本年報第34至37頁之「企業管治報告」一節「風險管理及內部監控」一段。

### 外匯風險

本集團賺獲之收益及承擔之成本主要以港元及人民幣計值，故認為外匯風險對本集團之影響甚微。於本年度內，本集團並無運用任何財務工具作對沖用途。

### 僱員資料

於二零一九年三月三十一日，本集團於香港及中國合共聘用39名(二零一八年：39名)全職僱員。於回顧年度內，僱員薪酬總額(包括董事酬金及退休福利)約為11,500,000港元(二零一八年：11,900,000港元)。本集團根據僱員之表現、資歷、經驗及當時行業慣例釐定薪酬。

### 致謝

承蒙所有股東、客戶及業務夥伴一直以來對我們鼎力支持、信任及鼓勵，本人謹藉此機會衷心致謝。各管理層及各級員工不辭勞苦，以盡忠職守之勤奮態度致力推動本集團業務蒸蒸日上，更是功不可沒。憑藉彼等之支持，本集團將不斷精益求精，務求為投資者爭取投資回報。

行政總裁

**盧志強**

香港，二零一九年六月二十一日

# Profile of Directors

## 董事簡介

### EXECUTIVE DIRECTORS

**Mr. Lu Zhiqiang (“Mr. Lu”)**, aged 44, was appointed as an executive Director and the chief executive officer of the Company on 30 September 2011. Mr. Lu is also the compliance officer, the authorised representative and the directors of various subsidiaries of the Company. He holds a Master of Business Administration Degree from Central State University of the United States of America, a Bachelor Degree in Engineering and a Bachelor Degree in Industry from Nanchang Hangkong University. Mr. Lu attended the programme of a Master of Science Degree from the International Purchasing & Supply Chain Management Audencia NANTES.Ecole de Management. Mr. Lu has many years’ experience in corporate management and investment. Mr. Lu is currently an executive director of Extrawell Pharmaceutical Holdings Limited (stock code: 858). He was an executive director of Global Token Limited (formerly known as Global Energy Resources International Group Limited) (Stock code: 8192) from 28 November 2014 to 2 September 2016.

**Mr. Chui Kwong Kau (“Mr. Chui”)**, aged 52, was appointed as a non-executive Director on 19 October 2009 and subsequently re-designated as an executive Director on 30 November 2009. Mr. Chui is also a member of the remuneration committee, the authorised representative, the agent for the service of process in Hong Kong and directors of various subsidiaries of the Company. He has over 20 years’ experience in financial management, accounting and auditing fields. Mr. Chui is currently a non-executive director of each of Boill Healthcare Holdings Limited (stock code: 1246) and DeTai New Energy Group Limited (stock code: 559). He was an executive director of China Energy Development Holdings Limited (stock code: 228) from 5 October 2005 to 30 June 2016, an independent non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148) from 17 March 2010 to 16 March 2016 and a non-executive director of Hsin Chong Group Holdings Limited (stock code: 404) from 23 May 2015 to 29 March 2019.

### 執行董事

**盧志強先生(「盧先生」)**，44歲，於二零一一年九月三十日獲委任為執行董事兼本公司行政總裁。盧先生亦為本公司之監察主任、授權代表及本公司多間附屬公司之董事。彼持有美國中央城大學頒授之工商管理學碩士學位及由南昌航空大學頒授之工程學及工業工程學學士學位。盧先生曾就讀於法國南特歐當斯亞高等商業管理學院國際採購與供應鏈管理之理學碩士專業。盧先生具有多年企業管理及投資經驗。盧先生現時為精優藥業控股有限公司(股份代號：858)之執行董事。彼曾於二零一四年十一月二十八日至二零一六年九月二日擔任環球通証有限公司(前稱環球能源資源國際集團有限公司)(股份代號：8192)之執行董事。

**崔光球先生(「崔先生」)**，52歲，於二零零九年十月十九日獲委任為非執行董事及其後於二零零九年十一月三十日獲調任為執行董事。崔先生亦為本公司之薪酬委員會成員、授權代表、於香港接收法律程序文件的代理人及多間附屬公司之董事。彼於財務管理、會計及核數工作方面擁有逾20年經驗。崔先生現時分別為保集健康控股有限公司(股份代號：1246)及德泰新能源集團有限公司(股份代號：559)之非執行董事。彼曾於二零零五年十月五日至二零一六年六月三十日擔任中國能源開發控股有限公司(股份代號：228)之執行董事，於二零一零年三月十七日至二零一六年三月十六日擔任奧栢中國集團有限公司(股份代號：8148)之獨立非執行董事，於二零一五年五月二十三日至二零一九年三月二十九日擔任新昌集團控股有限公司(股份代號：404)之非執行董事。

## Profile of Directors 董事簡介

**Mr. Zhang James Jian Yuan (“Mr. Zhang”)**, aged 54, was appointed as an independent non-executive Director on 7 July 2017 and subsequently re-designated as an executive Director on 26 September 2018. Mr. Zhang has over 25 years of experience in financial and banking industry, including positions in private wealth management at Merrill Lynch and as a managing director of investment banking at TerraNova Capital Partners, Inc. Mr. Zhang is currently a director of BioLight Life Sciences Ltd since May 2015, the shares of which are listed on Tel-Aviv Stock Exchange (Stock Code: BOLT). Mr. Zhang is a business partner in several private companies with Mrs. Cheung Fan Karen and Mr. Lau Ngai Cheung, each of them being an executive Director and a substantial shareholder of the Company. Mr. Zhang is a minority shareholder and a director of these private companies. Mr. Zhang holds a Master of Arts from Brooklyn College of the City University of New York and a Bachelor of Arts in Accounting from Jinan University in Guangzhou, China.

**Dr. Sun Yu (“Dr. Sun”)**, aged 46, was appointed as an executive Director on 7 August 2017. Dr. Sun has over 10 years of experience in management and investment. He was a director of 北京西格碼列頓信息技術有限公司 (Beijing Xigmar Information Technology Limited\*) from May 2017 to May 2018 and a partner of 四川天府瑞領股權投資基金管理有限公司 (Sichuan Tianfu Realeader Investment Fund Management Corporation Ltd. \*) from April 2016 to April 2017. Dr. Sun holds a Doctor of Philosophy in Systems Design Engineering from University of Waterloo, Canada and a Bachelor Degree in Computer Application from 哈爾濱工業大學 (Harbin Institute of Technology\*, China).

**Mrs. Cheung Fan Karen (“Mrs. Cheung”)**, aged 53, was appointed as an executive Director on 26 September 2018. She is also the directors of various subsidiaries of the Company. Mrs. Cheung has many years of experience in management and investment including construction works and medical equipment. Mrs. Cheung is a director of Rock-One Engineering Company Limited and Rock-One Group Life Sciences Investment Limited. Mrs. Cheung is the spouse of Mr. Lau Ngai Cheung, an executive Director and a substantial shareholder of the Company. Mrs. Cheung is also a business partner in several private companies with Mr. Zhang James Jian Yuan, an executive Director. Mrs. Cheung holds a Master of Business Administration from Peking University and Bachelor degree in civil engineering from Huaqiao University.

**張健源先生 (「張先生」)**，54歲，於二零一七年七月七日獲委任為獨立非執行董事，其後於二零一八年九月二十六日調任為執行董事。張先生擁有逾25年金融和銀行業經驗，包括曾任職於美林證券的私人財富管理及TerraNova Capital Partners, Inc. 投資銀行的董事總經理。張先生自二零一五年五月起擔任BioLight Life Sciences Ltd之董事，該公司之股份於特拉維夫證券交易所上市(股份代號：BOLT)。張先生與張帆女士及劉毅翔先生(彼等均為執行董事兼本公司主要股東)為多間私人公司之業務合夥人。張先生是該等私人公司的少數股東及董事。張先生持有紐約市立大學布魯克林學院碩士學位及中國廣州暨南大學會計學學士學位。

**孫宇博士 (「孫博士」)**，46歲，於二零一七年八月七日獲委任為執行董事。孫博士擁有逾10年管理和投資經驗。彼曾於二零一七年五月至二零一八年五月出任北京西格碼列頓信息技術有限公司之董事及於二零一六年四月至二零一七年四月出任四川天府瑞領股權投資基金管理有限公司之合夥人。孫博士持有加拿大滑鐵盧大學系統設計工程博士及中國哈爾濱工業大學計算機及應用學士學位。

**張帆女士 (「張女士」)**，53歲，彼亦為本公司多間附屬公司之董事，於二零一八年九月二十六日獲委任為執行董事。張女士擁有多年管理及投資經驗，包括建築工程及醫療設備。張女士現時為建信國際工程有限公司及龍翔生命科學投資有限公司的董事。張女士為執行董事兼本公司主要股東劉毅翔先生的配偶。張女士與執行董事張健源先生亦為多間私人公司之業務夥伴。張女士持有北京大學工商管理碩士學位及華僑大學土木工程學士學位。

## Profile of Directors 董事簡介

Mrs. Cheung is deemed to be interested in a total of 756,850,000 shares of the Company, representing approximately 13.31% of the issued shares of the Company of which 4,000,000 shares are held by Mrs. Cheung and 752,850,000 shares are held by Mr. Lau Ngai Cheung and Pacific Fortune Global Limited. Mr. Lau Ngai Cheung has a direct 100% interest in Pacific Fortune Global Limited. By virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Mr. Lau Ngai Cheung is deemed to be interested in 474,032,000 shares of the Company registered in the name of Pacific Fortune Global Limited. Mrs. Cheung is the spouse of Mr. Lau Ngai Cheung. Therefore, Mrs. Cheung is deemed to be interested in all of the shares of the Company owned by Mr. Lau Ngai Cheung.

**Mr. Lau Ngai Cheung (“Mr. Lau”)**, aged 54, was appointed as an executive Director on 25 January 2019. He has many years of experience in management and investment including construction and reclamation works and medical equipment. Mr. Lau is a director and a major shareholder of Rock-One Engineering Company Limited and Rock-One Group Life Sciences Investment Limited. Mr. Lau is the spouse of Mrs. Cheung Fan Karen, an executive Director and a substantial shareholder of the Company. Mr. Lau is also a business partner in several private companies with Mr. Zhang James Jian Yuan, an executive Director. Mr. Lau holds a bachelor’s degree in engineering from Wahnun Industrial College, the People’s Republic of China (now known as South China University of Technology).

Mr. Lau is deemed to be interested in a total of 756,850,000 shares of the Company, representing approximately 13.31% of the issued shares of the Company of which 4,000,000 shares are held by Mrs. Cheung Fan Karen and 752,850,000 shares are held by himself and Pacific Fortune Global Limited. Mr. Lau has a direct 100% interest in Pacific Fortune Global Limited. By virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Mr. Lau is deemed to be interested in 474,032,000 shares of the Company registered in the name of Pacific Fortune Global Limited. Mr. Lau is the spouse of Mrs. Cheung Fan Karen. Therefore, Mr. Lau is deemed to be interested in all of the shares of the Company owned by Mrs. Cheung Fan Karen.

張女士被視為於合共756,850,000股本公司股份中擁有權益，相當於本公司已發行股份約13.31%，其中4,000,000股股份由張女士持有，而752,850,000股股份由劉毅翔先生及Pacific Fortune Global Limited持有。劉毅翔先生擁有Pacific Fortune Global Limited的直接100%權益。根據香港法例第571章證券及期貨條例，劉毅翔先生被視為於Pacific Fortune Global Limited名下註冊的474,032,000股本公司股份中擁有權益。張女士為劉毅翔先生的配偶，因此，張女士被視為於劉毅翔先生擁有的所有本公司股份中擁有權益。

**劉毅翔先生（「劉先生」）**，54歲，於二零一九年一月二十五日獲委任為執行董事。彼擁有多管理年及投資經驗，包括建築及填海工程及醫療設備。劉先生現時為建信國際工程有限公司及龍翔生命科學投資有限公司的董事及主要股東。劉先生為執行董事兼本公司主要股東張帆女士的配偶。劉先生與執行董事張健源先生亦為多間私人公司之業務夥伴。劉先生持有中華人民共和國華南工學院（現稱華南理工大學）建築工程系學士學位。

劉先生被視為於合共756,850,000股本公司股份中擁有權益，相當於本公司已發行股份約13.31%，其中4,000,000股股份由張帆女士持有，而752,850,000股股份由劉先生及Pacific Fortune Global Limited持有。劉先生擁有Pacific Fortune Global Limited的直接100%權益。根據香港法例第571章證券及期貨條例，劉先生被視為於Pacific Fortune Global Limited名下註冊的474,032,000股本公司股份中擁有權益。劉先生為張帆女士的配偶，因此，劉先生被視為於張帆女士擁有的所有本公司股份中擁有權益。

# Profile of Directors

## 董事簡介

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Hung Yat Ming (“Mr. Hung”)**, aged 67, was appointed as an independent non-executive Director on 28 March 2013. Mr. Hung is also the chairman of each of the audit committee, the remuneration committee and the nomination committee of the Company. He graduated from The University of Hong Kong with a Bachelor degree in Mathematics and obtained a graduate diploma in Accounting from University of Strathclyde, Glasgow. Mr. Hung has over 30 years of experience in accounting and finance and is a financial controller of a Hong Kong listed company. He is a member of The Institute of Chartered Accountants of Scotland and Hong Kong Institute of Certified Public Accountants. Mr. Hung is currently an independent non-executive director of each of Asia Standard Hotel Group Limited (stock code: 292) and Asia Orient Holdings Limited (stock code: 214).

**Mr. Chan Yun Hing (“Mr. Chan”)**, aged 71, was appointed as an independent non-executive Director on 21 September 2012. Mr. Chan is also a member of each of the audit committee, the remuneration committee and the nomination committee of the Company. He holds a degree of Master of Business Administration from Research Institute of Tsinghua University in Shenzhen (RITS), China — University of Wales. Mr. Chan is currently the director and consultant of Huizhou Da Ya Wan Hui Li Group Limited\*. He is also the Standing Committee Member of Guangdong Huizhou of the Chinese People’s Political Consultative Conference, the Vice Chairman and the Secretary-General of Hong Kong Federation of Huichow Associations Limited and the Deputy Secretary-General of Hong Kong Federation of Guangdong Hakka Associations.

**Mr. Tang Hua (“Mr. Tang”)**, aged 49, was appointed as an independent non-executive Director on 26 September 2018. Mr. Tang is also a member of each of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Tang has over 26 years of experience in pharmaceutical and medical devices industry including operations management, sales and marketing, product development and registration. Mr. Tang served as general manager of Shaanxi Aierfu Activtissue Engineering Company Limited and Shenzhen AiNear Cornea Engineering Company Limited from 2008 to 2015 and executive director of 廣東康嘉投資有限公司 (Guangdong Kang Jia Investment Company Limited\*) from 2015 to 2017. He is an executive director of 西安盤古醫藥科技有限公司 (Xian Pan Gu Medicine Technology Company Limited\*) since 2017. Mr. Tang graduated from Shaanxi College of Traditional Chinese Medicine (now known as Shaanxi University of Chinese Medicine) in Traditional Chinese Medicine. Mr. Tang is a licensed pharmacist of Chinese Medicine issued by the State Administration of Traditional Chinese Medicine of the People’s Republic of China.

### 獨立非執行董事

**洪日明先生 (「洪先生」)**，67歲，於二零一三年三月二十八日獲委任為獨立非執行董事。洪先生亦分別為本公司審核委員會、薪酬委員會及提名委員會主席。彼畢業於香港大學，持有數學學士學位，並獲 University of Strathclyde, Glasgow 頒發會計學深造文憑。洪先生於會計及金融界擁有逾三十年經驗，現於一間香港上市公司擔任財務總監。彼為蘇格蘭特許會計師公會及香港會計師公會之會員。洪先生現時分別為泛海酒店集團有限公司(股份代號：292)及滙漢控股有限公司(股份代號：214)之獨立非執行董事。

**陳潤興先生 (「陳先生」)**，71歲，於二零一二年九月二十一日獲委任為獨立非執行董事。陳先生亦分別為本公司審核委員會、薪酬委員會及提名委員會成員。彼持有中國深圳清華研究院英國威爾士大學工商管理碩士學位。陳先生現為惠州大亞灣滙利集團公司之董事及顧問。彼亦為中國人民政治協商會議廣東惠州市常務委員、香港惠州社團聯合總會副主席兼秘書長及香港廣東客屬社團聯合總會副秘書長。

**唐華先生 (「唐先生」)**，49歲，於二零一八年九月二十六日獲委任為獨立非執行董事。唐先生亦為本公司審核委員會、薪酬委員會及提名委員會之成員。唐先生於製藥及醫療器械行業擁有逾26年經驗，包括營運管理、銷售及營銷、產品開發及註冊。唐先生曾於二零零八年至二零一五年擔任陝西艾爾膚組織工程有限公司及深圳艾尼爾角膜工程有限公司之總經理，並於二零一五年至二零一七年擔任廣東康嘉投資有限公司之執行董事。唐先生自二零一七年起一直為西安盤古醫藥科技有限公司之執行董事。唐先生於陝西中醫學院(現稱陝西中醫藥大學)中藥學系畢業。唐先生是中華人民共和國國家中醫藥管理局頒發的執業中藥師。



# Corporate Governance Report

## 企業管治報告

### OVERVIEW

The Board is pleased to present this Corporate Governance Report in the annual report for the Year.

The Company is concerned to have high standards of corporate governance. It is important because the Board believes that good quality corporate governance would assist the management to monitor the Company's business activities effectively and thus interests of the Shareholders will be well protected.

The Board has continued to monitor and review the corporate governance principles and practices to ensure compliance. Throughout the Year, the Company has applied the principles and complied with the principle in the code provision of the Corporate Governance Code and Corporate Governance Report (the "CG Code") set out in Appendix 15 to the GEM Listing Rules, save for the following deviations as set out in the relevant section below.

### SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a Code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry, all Directors confirmed that they had complied with such code of conduct and the required standard of dealings throughout the Year.

### COMPOSITION OF THE BOARD

The Board is responsible for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. In practice, the Board takes responsibilities for decision making in all major matters of the Group, include approving and monitoring of all policy matters, setting of objectives, annual budgets and overall strategies, material transaction, appointment of directors and other significant financial and operational matters. The day-to-day management, administration and operations of the Group are delegated to the senior management of the Group. These responsibilities include the implementation of decisions of the Board, the coordination and direction of day-to-day operation and management of the Group in accordance with the management strategies and plans approved by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the senior management of the Group and the Board has the full support of them to discharge its responsibilities.

### 概覽

董事會欣然於年報提呈本年度之企業管治報告。

本公司著重維持高標準之企業管治。企業管治受重視乃由於董事會相信，高質素之企業管治將有助管理層有效地監管本公司之業務活動，從而好好保障股東之利益。

董事會繼續監察及檢討企業管治原則及常規，以確保遵守守則。於本年度內，除下文相關部分所載例外情況外，本公司已應用及遵守GEM上市規則附錄十五所載企業管治守則及企業管治報告（「企業管治守則」）之守則條文原則。

### 董事進行證券交易

本公司已採納有關董事進行證券交易之操守守則，其條款不比GEM上市規則第5.48至5.67條之交易準則規定寬鬆。經作出特定查詢後，全體董事已確認，彼等於本年度內一直遵守有關操守守則及交易準則之規定。

### 董事會之組成

董事會負責帶領及監控本公司，並共同負責透過指導及監管其事務推動本公司取得成功。實質上，董事會負責本集團所有主要事務之決策，包括批准及監察所有政策事務、制定目標、年度預算及整體策略、重大交易、董事委任以及其他重大財務及營運事宜。本集團之日常管理、行政及經營事務乃委派予本集團高級管理人員處理，有關職責包括執行董事會決策、根據經董事會審批之管理策略及計劃協調及指引本集團日常營運及管理。本集團高級管理人員於訂立任何重大交易前均須獲董事會批准，而董事會於履行其職責時亦獲彼等全力支持。

# Corporate Governance Report

## 企業管治報告

The Directors have full and timely access to information and accounts of the Group and are entitled to seek independent professional advice in appropriate circumstances at the Company's expenses.

The Company has arranged appropriate insurance cover in respect of legal action against the Directors.

As at the date of this report, the Board comprises a total of nine Directors and their respective roles in the Board are set out as follows:

### Executive Directors

Mr. Lu Zhiqiang (*Chief Executive Officer*)  
Mr. Chui Kwong Kau  
Mr. Zhang James Jian Yuan  
Dr. Sun Yu  
Mrs. Cheung Fan Karen  
Mr. Lau Ngai Cheung

### Independent Non-executive Directors

Mr. Hung Yat Ming  
Mr. Chan Yun Hing  
Mr. Tang Hua

The updated list of Directors and their role and function are posted on respective websites of GEM and the Company.

The profiles of each Director are set out in the "Profile of Directors" section on pages 18 to 21 of this annual report.

In compliance with Rule 5.05 of the GEM Listing Rules, the Company currently has three independent non-executive Directors (the "INEDS") which representing one-third of the Board, and with at least one of them having appropriate professional qualifications or accounting or related financial management expertise. The INEDS can assist the management to formulate the Group's development strategies, ensure the Board prepares its financial and other mandatory reports in strict compliance with required standards, and ensure the Company maintains appropriate system to protect the interests of the Company and the Shareholders.

董事可全面適時查閱本集團之資料及賬目，並有權在適當情況下尋求獨立專業意見，費用由本公司承擔。

本公司已就各董事面對法律訴訟安排適當保險。

於本報告日期，董事會由合共九名董事組成，彼等各自於董事會之角色載列如下：

### 執行董事

盧志強先生 (*行政總裁*)  
崔光球先生  
張健源先生  
孫宇博士  
張帆女士  
劉毅翔先生

### 獨立非執行董事

洪日明先生  
陳潤興先生  
唐華先生

最新董事名單與其角色和職能於GEM網站及本公司網站刊載。

各董事之簡介載於本年報第18至21頁之「董事簡介」。

為遵守GEM上市規則第5.05條之規定，本公司現有三名獨立非執行董事（「獨立非執行董事」），佔董事會人數三分之一，而其中至少一名具備適當之專業資格或具備會計或相關財務管理專長。獨立非執行董事可協助管理層制定本集團之發展策略，確保董事會在嚴格遵守規定準則下編製其財務及其他強制刊發之報告，並確保本公司推行適當之制度，以保障本公司及股東之利益。

# Corporate Governance Report

## 企業管治報告

The Company has received written annual confirmation from each of the INEDs in respect of their independence to the Company in accordance with the guidelines set out in Rule 5.09 of the GEM Listing Rules.

There is no relationship, including financial, business, family or other material/relevant relationship(s) among members of the Board and between the chairman of the Board (the “Chairman”) and the chief executive officer of the Company (the “CEO”).

### THE BOARD MEETINGS

The Board meets regularly and the Directors attended the meetings in person or through electronic means of communication in accordance with the Company’s articles of association (the “Articles”). The Board is scheduled to meet four times a year at approximately quarterly intervals with notice given to the Directors at least fourteen (14) days in advance.

Minutes of the Board meetings are recorded in sufficient detail for any decision made during the meetings. Draft minutes are circulated to the Directors for comment and final version of the minutes are circulated to the Directors for records. All minutes of the Board meetings are kept by the company secretary of the Company (the “Company Secretary”) and open for inspection by the Directors.

If a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by a physical Board meeting rather than a written resolution. INEDs who have no material interest in the transaction should be present at such Board meeting.

During the Year, 13 Board meetings were held, at which the Directors discussed and approved, among other matters (i) the Group’s consolidated annual results for the year ended 31 March 2018, the first quarterly results for the three months ended 30 June 2018, interim results for the six months ended 30 September 2018, third quarterly results for the nine months ended 31 December 2018 and the environmental, social and governance report 2018; (ii) the risk management and internal control systems of the Group; (iii) dividend policy and nomination policy; (iv) appointment of Directors; (v) review of the GEM Listing Committee Decision; and (vi) the overall strategic direction and objectives of the business and other significant matter of the Group.

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條所載指引就其獨立身份向本公司發出之書面年度確認函。

董事會成員之間以及董事會主席(「主席」)與本公司行政總裁(「行政總裁」)之間概無任何關係，包括財務、業務、家族或其他重大／相關關係。

### 董事會會議

董事會定期舉行會議，而董事根據本公司之組織章程細則(「章程細則」)親身或透過電子通訊方式出席會議。董事會每年計劃召開四次會議，大約每季一次，並向董事事先發出至少十四(14)日通知。

董事會會議記錄詳列會上所作任何決定之詳情。會議記錄初稿會呈交各董事表達意見，而最終定稿會呈交各董事作記錄。所有董事會會議記錄均由本公司之公司秘書(「公司秘書」)保存，並公開供董事查閱。

倘董事在董事會將予考慮之事宜中存有董事會認為重大之利益衝突，則有關事宜將以舉行董事會會議，而非以書面決議案方式處理。於交易中並無擁有重大權益之獨立非執行董事應該出席有關董事會會議。

於本年度內，本公司共舉行13次董事會會議，董事於會上討論及批准(其中包括)(i)本集團截至二零一八年三月三十一日止年度之綜合全年業績、截至二零一八年六月三十日止三個月之第一季度業績、截至二零一八年九月三十日止六個月之中期業績及截至二零一八年十二月三十一日止九個月之第三季度業績以及二零一八年環境、社會及管治報告；(ii)本集團風險管理及內部監控制度；(iii)股息政策及提名政策；(iv)委任董事；(v)檢討GEM上市委員會之決策；及(vi)本集團業務之整體策略方向及目標以及其他重大事宜。

# Corporate Governance Report

## 企業管治報告

Individual attendance of each Director at the Board meetings, committee meetings and general meetings are set out in the table on page 32 of this annual report.

### CHAIRMAN AND CEO

Pursuant to the Code provision A.2.1 of the CG Code, the roles of the chairman and chief executive should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. To ensure a balance of power and authority, the roles of the Chairman and the CEO were segregated and performed by Ms. Lam Kuo and Mr. Lu Zhiqiang respectively.

The Chairman was to provide leadership for the Board and overseeing the formulation of corporate strategy of the Group. The CEO was responsible for the overall management and business operations of the Group.

Following the retirement of Ms. Lam Kuo on 7 September 2018, the Chairman is vacated and the Board intends to identify suitable candidate to fill the vacancy.

Under the Code provision A.2.7 of the CG Code, the chairman of the board should at least annually hold meetings with the independent non-executive directors without the presence of other directors. As the Chairman is vacated, no such meeting was held in this regard for the year ended 31 March 2019.

### APPOINTMENT AND RE-ELECTION OF THE DIRECTORS

Pursuant to the Code provision A.4.1 of the CG Code, the non-executive directors should be appointed for a specific term, subject to re-election.

All INEDs are not appointed for a specific term, but they are subject to re-election at the annual general meeting of the Company (the "AGM") in accordance with the Articles.

In accordance with the Article 87(1) of the Articles, one-third of the Directors for the time being (or, if their number is not 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 at least once every three years.

各董事出席董事會會議、委員會會議及股東大會之個別記錄載於本年報第32頁之列表。

### 主席與行政總裁

根據企業管治守則第A.2.1條守則條文，主席及行政總裁之角色應該有所區分，而不應由同一名人士擔任。主席及行政總裁之職責應清楚界定，並以書面載列。為確保權力及授權均衡，主席與行政總裁角色獨立分開，並分別由林戈女士及盧志強先生擔任。

主席負責領導董事會及監督本集團企業策略之制定。行政總裁負責本集團之整體管理及業務營運。

在林戈女士於二零一八年九月七日退任後，主席職位懸空，而董事會擬物色合適候選人填補空缺。

根據企業管治守則第A.2.7條守則條文，董事會主席應在其他董事不在場情況下，至少每年與獨立非執行董事舉行會議。由於主席職位懸空，故截至二零一九年三月三十一日止年度並無就此舉行有關會議。

### 董事之委任及重選

根據企業管治守則第A.4.1條守則條文，非執行董事之委任應有指定任期，並須接受重選。

所有獨立非執行董事之委任並無指定任期，惟彼等須根據章程細則於本公司股東週年大會（「股東週年大會」）上接受重選。

根據章程細則第87(1)條，當時在任之三分之一董事（或倘人數並非三之倍數，則為最接近但不少於三分之一）須輪值退任，惟每名董事須每三年最少退任一次。

# Corporate Governance Report

## 企業管治報告

### CONTINUOUS PROFESSIONAL DEVELOPMENT

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills.

The newly appointed Director is provided with an induction and information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under relevant statute, laws, rules and regulations. The Company will from time to time provide briefings to all Directors to develop and refresh their duties and responsibilities.

All Directors confirmed that they have complied with the Code provision A.6.5 on directors' training. During the Year, all Directors namely Mr. Lu Zhiqiang, Mr. Chui Kwong Kau, Mr. Zhang James Jian Yuan, Dr. Sun Yu, Mrs. Cheung Fan Karen, Mr. Lau Ngai Cheung, Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Tang Hua had participated in continuous professional development by attending seminar/programme/reading relevant materials in relation to the business on directors' duties.

### BOARD COMMITTEE

The Board has established three Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee to oversee particular aspects of the Company's affairs. The Board committees are provided with sufficient resources to discharge their duties. The written terms of reference for Board committees are posted on the respective websites of GEM and the Company.

### AUDIT COMMITTEE

An audit committee of the Company (the "Audit Committee") was established with written terms of reference in compliance with the Rules 5.28 and 5.29 of the GEM Listing Rules and Code provision C.3.3 of the CG Code. The Audit Committee comprises three INEDs, namely Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Tang Hua. Mr. Hung Yat Ming is the chairman of the Audit Committee.

### 持續專業發展

本公司鼓勵董事參與持續專業發展，以增進及重溫彼等之知識及技能。

新委任董事獲提供入職培訓及資料，以確保彼對本公司之營運及業務有適當之理解，以及彼於相關法例、法律、規則及規例項下之職責。本公司將不時向全體董事提供簡報，使董事得以增進及重溫彼等之職責及責任。

全體董事確認，彼等已遵守有關董事培訓之企業管治守則第A.6.5條守則條文。於本年度內，全體董事（即盧志強先生、崔光球先生、張健源先生、孫宇博士、張帆女士、劉毅翔先生、洪日明先生、陳潤興先生及唐華先生）已藉出席研討會／課程／閱讀有關董事業務職責之相關資料參與持續專業發展。

### 董事委員會

董事會已設立三個董事委員會，即審核委員會、薪酬委員會及提名委員會，以監督本公司事務之特定方面。董事委員會獲提供充裕資源以履行其職責。董事委員會之書面職能範圍在GEM網站及本公司網站刊載。

### 審核委員會

本公司審核委員會（「審核委員會」）已遵守GEM上市規則第5.28及5.29條以及企業管治守則第C.3.3條守則條文規定成立，並以書面訂明其職能範圍。審核委員會由三名獨立非執行董事洪日明先生、陳潤興先生及唐華先生組成。洪日明先生為審核委員會主席。

# Corporate Governance Report

## 企業管治報告

The principal responsibilities of the Audit Committee are to make recommendations to the Board on the appointment, reappointment and removal of the external auditors, approve the remuneration and terms of engagement of the external auditor and any questions of its resignation and dismissal, review the Group's annual report and accounts, half-year report and quarterly reports, review the Company's financial controls, internal control and risk management systems, discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system, review the Group's financial and accounting policies and practices and to provide advices and comments thereon to the Board.

During the Year, the Audit Committee held 5 meetings, at which the Audit Committee had reviewed and discussed (i) the Group's consolidated annual results for the year ended 31 March 2018, the first quarterly results for the three months ended 30 June 2018, interim results for the six months ended 30 September 2018 and third quarterly results for the nine months ended 31 December 2018, (ii) the term of engagement of external auditor and the audit planning for the year ended 31 March 2019 and (iii) the appointment of service provider relating to the review and assessment of risk management and internal control system of the Group for the year ended 31 March 2019.

Individual attendance of each member of the Audit Committee are set out in the table on page 32 of this annual report.

The Audit Committee has reviewed and discussed the Company's audited consolidated financial results for the Year, including the accounting principles and practice adopted by the Group, the Company's compliance with the CG Code and disclosure in this Corporate Governance Report, the effectiveness of the Group's internal control and risk management systems and the Group's internal audit function performed by the external internal control advisers and recommended to the Board for consideration the same and the re-appointment of Pan-China (H.K.) CPA Limited as the Company's external independent auditor at the forthcoming AGM.

審核委員會之主要職責為就委任、續聘及罷免外聘核數師、批准外聘核數師之酬金及委聘條款以及其辭任及罷免之任何問題向董事會提出建議，審閱本集團之年報及賬目、半年度報告及季度報告，檢討本公司之財務監控、內部監控及風險管理制度，與管理層討論內部監控制度以確保管理層履行其職責制定有效內部監控制度，檢討本集團之財務及會計政策及慣例，並就此向董事會提供建議及意見。

於本年度內，審核委員會共舉行5次會議，審核委員會於會上審閱及討論(i)本集團截至二零一八年三月三十一日止年度之綜合全年業績、截至二零一八年六月三十日止三個月之第一季度業績、截至二零一八年九月三十日止六個月之中期業績及截至二零一八年十二月三十一日止九個月之第三季度業績；(ii)於截至二零一九年三月三十一日止年度外聘核數師之委聘條款以及審核計劃；及(iii)於截至二零一九年三月三十一日止年度就檢討及評估本集團風險管理及內部監控制度委任服務供應商。

審核委員會各成員之個別出席記錄載於本年報第32頁之列表。

審核委員會已審閱及討論本公司於本年度之經審核綜合財務業績，包括本集團所採納之會計準則及慣例、本公司遵守企業管治守則之情況及本企業管治報告之披露資料、本集團內部監控及風險管理制度之成效、由外聘內部監控顧問所進行之本集團內部審核職能並就此向董事會提供建議以供考慮，以及於應屆股東週年大會上續聘天健(香港)會計師事務所有限公司為本公司外聘獨立核數師。

# Corporate Governance Report

## 企業管治報告

### NOMINATION COMMITTEE

A nomination committee of the Company (the “**Nomination Committee**”) was established with written terms of reference in compliance with the Code provision A.5.2 of the CG Code. As at the date of this report, the Nomination Committee comprises three INEDs, namely Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Tang Hua. Mr. Hung Yat Ming is the chairman of the Nomination Committee.

The principal responsibilities of the Nomination Committee are to review the structure, size, composition and diversity of the Board, identify individuals suitably qualified to become Board members, assess the independence of the INEDs and make recommendations to the Board on the appointment or reappointment of the Directors and succession planning for the Directors as well as review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval.

### Board diversity policy

The Company has adopted the Board diversity policy (the “**Board Diversity Policy**”) in accordance with the requirement set out in the CG Code. The Company recognises that the Board diversity is an essential element contributing to the sustainable development of the Company. In designing the Board’s composition, the Board diversity has been considered from a number of aspects, including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience. All Directors’ appointments are based on merits and considered against a variety of objective criteria, having due regard for the benefits of diversity on the Board.

### Nomination policy

The Nomination Committee shall identify and nominate suitable candidates for appointment as Director(s) to fill a casual vacancy on the Board or as an addition to the existing Board. The criteria to be adopted by the Board in considering each individual shall be their ability to contribute to the effective carrying out by the Board of its responsibilities set out in the Appendix 15 to the GEM Listing Rules.

### 提名委員會

本公司之提名委員會(「**提名委員會**」)已遵守企業管治守則第A.5.2條守則條文規定成立，並以書面訂明其職能範圍。於本報告日期，提名委員會由三名獨立非執行董事洪日明先生、陳潤興先生及唐華先生組成。洪日明先生為提名委員會主席。

提名委員會之主要職責為檢討董事會架構、規模、組成及多元化，物色合適人選成為董事會成員，評估獨立非執行董事之獨立身份，並就委任或重新委任董事以及董事繼任計劃向董事會提出建議，以及檢討及評估本公司是否訂有充足企業管治指引並向董事會推薦任何建議修改以作批准。

### 董事會成員多元化政策

本公司已根據企業管治守則所載規定，採納董事會成員多元化政策(「**董事會成員多元化政策**」)。本公司視董事會成員多元化為本公司可持續發展之必要因素。籌劃董事會之組成時，從多方面考慮董事會成員是否多元化，包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗。所有董事之委任均以用人唯才為原則，並於考慮人選時按多個客觀標準充分顧及董事會成員多元化之裨益。

### 提名政策

提名委員會須物色及提名適合委任為董事之候選人，以填補董事會臨時空缺或作為現有董事會新增席位。董事會於考慮每名候選人時採納之準則，為該等人士是否有能力作出貢獻，以助董事會有效履行GEM上市規則附錄十五所載之責任。

# Corporate Governance Report

## 企業管治報告

The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate.

- Reputation for integrity;
- Accomplishment and experience in the industry where the principal businesses of the Company and its subsidiaries;
- Commitment in respect of available time and relevant interest; and
- Diversity in all its aspects, including but not limited to skill, knowledge, gender, age, cultural and educational background or professional experience.

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

Retiring INEDs, save for those who have served as INED for a period of 9 consecutive years, are eligible for nomination by the Board to stand for re-election at a general meeting. For the avoidance of doubt, the INED who has been serving on the Board for a period of 9 consecutive years or more may continue to hold office until expiry of his/her current term of service, subject to a separate resolution to be approved by Shareholders. The papers to Shareholders accompanying that resolution should include the reasons why the board believes he/she is still independent and should be re-elected.

The Board may consider any proposed candidate(s) as recommended by the management or Shareholders and nominate such candidate(s) to the Nomination Committee, if it thinks fit. The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

提名委員會評估建議候選人是否合適時將參考下列因素。

- 誠信聲譽；
- 本公司及其附屬公司主要業務所在行業之成就及經驗；
- 對可投入時間及相關事務關注之承諾；及
- 董事會各方面之多元化，包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗。

上述因素僅供參考，並非盡列所有因素，亦不具決定性作用。提名委員會可酌情決定提名其認為適當任何人士。

即將退任之獨立非執行董事(已連續9年擔任獨立非執行董事者除外)均合資格獲董事會提名在股東大會上再度參選董事。為免產生疑問，已任職董事會連續9年或以上之獨立非執行董事可繼續擔任有關職位，直至其現有任期屆滿為止，惟須獲股東以獨立決議案批准方可續任。隨附該決議案之股東文件應載有董事會認為該名人士仍為獨立人士及應獲重選之理由。

董事會可考慮管理層或股東所推薦之任何建議候選人，並在提名委員會認為合適時提名有關候選人。如有必要，提名委員會可要求候選人提供額外資料及文件。



# Corporate Governance Report

## 企業管治報告

The Secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members. For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.

In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, and to invite nominations from shareholders, a circular will be sent to shareholders. The circular will set out the lodgment period for Shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to Shareholders.

Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the Board believes the individual should be elected and the reasons why they consider him/her to be independent. If the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board.

A Shareholder can serve a notice to the Board or Company Secretary with the lodgment period of its intention to propose a resolution to elect a certain candidate as a Director, without the Board's recommendation or the Nomination Committee's nomination, other than those candidates set out in the shareholder circular. The particulars of the candidates so propose will be sent to all Shareholders for information by a circular. A candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the Company Secretary. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

提名委員會之秘書將召開提名委員會會議，並於會議前邀請董事會成員提名候選人(如有)以供提名委員會考慮。提名委員會亦可提名並非由董事會成員提名之候選人。就填補臨時空缺而言，提名委員會將提供推薦建議以供董事會考慮及審批。就於股東大會上提名候選人選舉而言，提名委員會將向董事會作出提名以供其考慮及提供推薦建議。

為提供獲董事會提名於股東大會上選舉之候選人之資料及邀請股東提名，將向股東寄發一份通函。通函將載列股東作出提名之提交期限。建議候選人之姓名、簡歷(包括資格及相關經驗)、獨立性、建議薪酬以及根據適用法例、規則及規例所規定之任何其他資料將載於致股東之通函內。

倘董事會擬於股東大會上提呈決議案選任個別人士擔任獨立非執行董事，應在有關該等股東大會通告所附致股東通函及／或說明函中列明董事會認為應選任該等人士擔任獨立非執行董事之理由及其認為該等人士為獨立人士之原因。如建議獨立非執行董事將擔任其第七個(或以上)上市公司董事職位，則列明董事會認為該名人士仍可為董事會投放足夠時間之理由。

股東可於提名期限內，在概無董事會推薦或提名委員會提名下向董事會或公司秘書發送通知，提呈決議案提名將寄發予股東通函所載候選人以外之個別人士參選董事。候選人可於股東大會之前任何時間通過向公司秘書提交書面通知撤回其候選人資格。對有關推薦候選人於股東大會上參選之所有事宜，董事會擁有最終決定權。

# Corporate Governance Report

## 企業管治報告

During the Year, the Nomination Committee held 2 meetings, at which the Nomination Committee had (i) reviewed and discussed the structure, size and composition of the Board, (ii) assessed the independence of the INEDs, (iii) reviewed the Board Diversity Policy, and (iv) recommended to the Board for the consideration of the re-appointment of all the retiring Directors at the forthcoming AGM.

Individual attendance of each member of the Nomination Committee are set out in the table on page 32 of this annual report.

### REMUNERATION COMMITTEE

A remuneration committee of the Company (the “**Remuneration Committee**”) was established with written terms of reference in compliance with the Code provision B.1.2 of the CG Code. As at the date of this report, the Remuneration Committee comprises one executive Director, namely Mr. Chui Kwong Kau, and three INEDs, namely Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Tang Hua. Mr. Hung Yat Ming is the chairman of the Remuneration Committee.

The principal responsibilities of the Remuneration Committee are to make recommendations to the Board on the Company’s policy and structure for all Directors and senior management remuneration, and to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management, to review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives.

During the Year, the Remuneration Committee held 2 meetings, at which the Remuneration Committee had reviewed and approved the the remuneration packages for individual executive Directors and senior management.

Individual attendance of each member of the Remuneration Committee are set out in the table on page 32 of this annual report.

於本年度內，提名委員會共舉行2次會議，提名委員會於會上(i)檢討及討論董事會架構、規模及組成，(ii)評估獨立非執行董事之獨立性，(iii)檢討董事會成員多元化政策，及(iv)就於應屆股東週年大會上再度委任所有退任董事向董事會提供建議以供考慮。

提名委員會各成員之個別出席記錄載於本年報第32頁之列表。

### 薪酬委員會

本公司之薪酬委員會(「**薪酬委員會**」)已遵守企業管治守則第B.1.2條守則條文規定成立，並以書面訂明其職能範圍。於本報告日期，薪酬委員會由一名執行董事崔光球先生以及三名獨立非執行董事洪日明先生、陳潤興先生及唐華先生組成。洪日明先生為薪酬委員會主席。

薪酬委員會之主要職責為就本公司董事及高級管理人員之全體薪酬制度及結構向董事會提出建議，獲轉授責任以釐定個別執行董事及高級管理人員之薪酬待遇，並因應董事會所訂企業方針及目標而檢討及批准管理層薪酬建議。

於本年度內，薪酬委員會共舉行2次會議，薪酬委員會於會上檢討及批准個別執行董事及高級管理人員之薪酬待遇。

薪酬委員會各成員之個別出席記錄載於本年報第32頁之列表。

# Corporate Governance Report

## 企業管治報告

### DIRECTORS' ATTENDANCE RECORD AT MEETINGS

Details of the attendance of the Directors at the Board meetings and its respective committees meetings, and general meeting during the Year are set out in the following table:

### 董事出席會議記錄

下表載列各董事於本年度出席董事會會議及其各自之委員會會議以及股東大會之記錄詳情：

Directors 董事	Board Meetings 董事會會議	Number of meetings attended/Eligible to attend 出席會議次數/符合資格出席之次數			AGM/General Meeting 股東週年大會/ 股東大會	
		Audit Committee Meetings 審核委員會會議	Nomination Committee Meetings 提名委員會會議	Remuneration Committee Meetings 薪酬委員會會議		
<b>Executive Directors</b> 執行董事						
Mr. David Lin Kao Kun (retired on 7 September 2018)	林高坤先生 (於二零一八年 九月七日退任)	1/4	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Lu Zhiqiang	盧志強先生	12/13	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Chui Kwong Kau	崔光球先生	13/13	N/A 不適用	N/A 不適用	2/2	1/1
Ms. Li Mei (retired on 7 September 2018)	李梅女士 (於二零一八年 九月七日退任)	0/4	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Dr. Sun Yu	孫宇博士	13/13	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Zhang James Jian Yuan (re-designated from an independent non-executive Director on 26 September 2018)	張健源先生 (於二零一八年 九月二十六日由 獨立非執行董事調任)	9/9	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mrs. Cheung Fan Karen (appointed on 26 September 2018)	張帆女士 (於二零一八年 九月二十六日獲委任)	8/8	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Lau Ngai Cheung (appointed on 25 January 2019)	劉毅翔先生 (於二零一九年 一月二十五日獲委任)	2/3	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
<b>Non-executive Director</b> 非執行董事						
Ms. Lam Kuo (retired on 7 September 2018)	林戈女士 (於二零一八年 九月七日退任)	0/4	N/A 不適用	N/A 不適用	N/A 不適用	0/1
<b>Independent Non-executive Directors</b> 獨立非執行董事						
Mr. Hung Yat Ming	洪日明先生	13/13	5/5	2/2	2/2	1/1
Mr. Chan Yun Hing	陳潤興先生	11/13	4/5	2/2	2/2	0/1
Mr. Gui Qiangfang (retired on 7 September 2018)	桂強芳先生 (於二零一八年 九月七日退任)	3/4	1/2	N/A 不適用	N/A 不適用	0/1
Mr. Tang Hua (appointed on 26 September 2018)	唐華先生 (於二零一八年 九月二十六日獲委任)	8/8	3/3	1/1	1/1	N/A 不適用
Mr. Zhang James Jian Yuan (re-designated to an executive Director on 26 September 2018)	張健源先生 (於二零一八年 九月二十六日調任 為執行董事)	2/4	2/2	N/A 不適用	N/A 不適用	1/1

# Corporate Governance Report

## 企業管治報告

Pursuant to Code provision E.1.2 of the CG Code, the chairman should attend the AGM. However, Ms. Lam Kuo was the Chairman and was unable to attend the AGM held on 7 September 2018 (the "2018 AGM") due to her other prior engagement. Ms. Lam invited Mr. Chui Kwong Kau, an executive Director to chair and answer questions at the 2018 AGM. The external auditor of the Company attended the 2018 AGM to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence.

Pursuant to Code provision A.6.7 of the CG Code, all non-executive Directors should attend general meetings. However, certain non-executive Directors were unable to attend the 2018 AGM due to their other prior engagements. Details of attendance of the general meeting are set out in the above table.

### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions, amongst other things, the development and review of the policies and practices on corporate governance of the Group and monitoring the compliance with legal and regulatory requirements, reviewing and monitoring the training and continuous professional development of Directors and senior management, and reviewing the corporate governance compliance with the Codes and disclosure in the annual report.

The corporate governance report has been reviewed by the Board in discharge of its corporate governance function.

### ACCOUNTABILITY AND AUDIT

The Board is committed to provide a balanced, clear and understandable assessment in annual and interim reports and other financial disclosures required by the GEM Listing Rules. The Directors acknowledge their responsibility for the preparation and the true and fair presentation of the consolidated financial statements in accordance with the Hong Kong Financial Reporting Standards and the disclosure requirements of the Companies Ordinance and the GEM Listing Rules.

根據企業管治守則第E.1.2條守則條文，主席應出席股東週年大會。然而，林戈女士為主席，因早已安排其他事務而無法出席於二零一八年九月七舉行之股東週年大會（「二零一八年股東週年大會」）。林女士邀請執行董事崔光球先生主持二零一八年股東週年大會及回答提問。本公司外聘核數師已出席二零一八年股東週年大會，以回答有關審計工作、編製核數師報告及其內容、會計政策以及核數師獨立性之提問。

根據企業管治守則第A.6.7條守則條文，全體非執行董事應出席股東大會。然而，若干非執行董事因早已安排其他事務而無法出席二零一八年股東週年大會。有關股東大會出席記錄之詳情載於上表。

### 企業管治職能

董事會負責履行企業管治職能，其中包括制定及檢討本集團企業管治政策及常規、監察遵守法律及監管規定之情況、檢討及監察董事及高級管理層之培訓及持續專業發展，以及檢討企業管治是否符合守則及於年報作出披露。

企業管治報告已獲董事會審閱，以履行其企業管治職能。

### 問責及審核

董事會致力於年度及中期報告以及GEM上市規則所規定之其他財務披露資料提供持平、清晰及易於理解的評估。董事知悉彼等須負責根據香港財務報告準則及公司條例與GEM上市規則之披露規定編製真實及公平之綜合財務報表。

# Corporate Governance Report

## 企業管治報告

The management also provides the Board with monthly updates giving a balanced and understandable assessment of the Group's performance, position and prospects in sufficient details to enable the Board as a whole and each of the Directors to discharge their duties under Rule 5.01 and Chapter 17 of the GEM Listing Rules.

The responsibility of the auditor is set out in the "Independent Auditor's Report" of this annual report.

### REMUNERATION OF THE AUDITOR

The Audit Committee had reviewed the performance of Pan-China (H.K.) CPA Limited ("Pan-China") as the independent auditor of the Company and proposed to re-appoint Pan-China as the independent auditor at the forthcoming AGM.

During the Year, the fee paid/payable to Pan-China in respect of the audit and non-audit services provided by the auditor of the Company are as follows:

管理層亦每月向董事會提供充分詳盡的最新消息，對本集團之表現、狀況及前景作出持平而易於理解的評估，令董事會整體及各董事可履行其於GEM上市規則第5.01條及第17章項下之職責。

核數師之責任載於本年報之「獨立核數師報告」。

### 核數師酬金

審核委員會已檢討天健(香港)會計師事務所有限公司(「天健」)作為本公司獨立核數師之表現，並建議於應屆股東週年大會上續聘天健為獨立核數師。

於本年度內，就本公司核數師提供之審核及非審核服務向天健支付／應付之費用如下：

Type of services 服務種類	Amounts 金額 HK\$ 港元
<b>Audit service</b> Audit fee for the financial statements of the Group for the Year	<b>審核服務</b> 本集團本年度之財務報表之審核費用  950,000

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the design, implementation, monitoring and review of the Group's system of internal control to ensure their effectiveness and adequacy. The Board shall at least annually review its risk management and internal control system. The Group has adopted a series of internal control policies and procedures designed to provide reasonable assurance for achieving the business objectives of the Group. However, the system of internal control is 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.

### 風險管理及內部監控

董事會負責設計、執行、監察及檢討本集團之內部監控制度，以確保其成效及充分。董事會須至少每年檢討其風險管理及內部監控制度。本集團已採納一系列內部監控政策及程序，旨在合理保證達致本集團之業務目標。然而，內部監控制度旨在管理而非消除未能達致業務目標之風險，並僅針對重大錯誤陳述或損失提供合理而非絕對保證。

# Corporate Governance Report

## 企業管治報告

### Objective of Risk Management and Internal Control

The objectives of the risk management and internal control framework of the Group include:

- to ensure the Company's risk management and internal control in compliance with the GEM Listing Rules requirements;
- to establish and constantly improve the risk management and internal control systems;
- to implement top-down and bottom-up approaches risk management system that covers every aspect of the business; and
- to keep baseline risks within the acceptable range.

### Principles of Internal Control

The development internal control systems involved five elements, namely internal environment, risk assessment, control activities, information and communication and monitoring of controls. The aim of internal control is to reasonably guarantee the compliance of its operation and management with regulations and laws, assets security, and authenticity and integrity of financial report and related information, improve the efficiency and effectiveness of operating activities and promote the realization of development strategy of the Group.

### Risk Management Approach

The risk management process of the Group involves risk identification, analysis, evaluation, communication, reporting and monitoring. The methodology adopted in risk identification and assessment process involves top-down and bottom-up approaches. At the Board level, a top-down approach is adopted to focus on determining the nature and extent of major strategic risks that it is willing to take in achieving its strategic objectives. The key risks related to the Group's business and to the industries in which the Group operates were set out in the section headed "Principal risks and uncertainties" of "CEO's Statement & Management Discussion and Analysis".

### 風險管理及內部監控之目標

本集團風險管理及內部監控框架之目標包括：

- 確保本公司風險管理及內部監控符合 GEM 上市規則之規定；
- 建立及持續改善風險管理及內部監控制度；
- 採取由上而下及由下而上之風險管理制度方針，涵蓋業務各個層面；及
- 保持基線風險在可接受範圍內。

### 內部監控原則

內部監控制度的制定涉及內部環境、風險評估、監控活動、資訊及溝通以及監控五項要素。內部監控旨在合理保證業務營運及管理合規合法、資產安全、財務報告及相關資料真實完整、提高經營業務之效率及效益以及促進本集團實現發展策略。

### 風險管理方針

本集團風險管理程序涉及識別、分析、評估、溝通、匯報及監察風險。風險識別及評估過程所採納之方法涉及由上而下及由下而上方針。在董事會層面，採納由上而下方針可集中釐定其於達致策略目標時願意承受之主要策略風險之性質及程度。有關本集團業務及本集團營運所在行業之主要風險載於行政總裁報告與管理層討論及分析「主要風險及不明朗因素」一節。

# Corporate Governance Report

## 企業管治報告

At functional level, a bottom-up approach with involvement of all significant departments of the Group is adopted to identify operational risks in daily operations. The process includes the maintenance of internal control manual and compliance manual setting out the particulars of material risks together with the control measures as reported by significant departments of the Group. It is to ensure that the significant risks to be considered by the Board in determining the risk appetite and the adequacy of resource, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

The Board has established an on-going process for identifying, evaluating and managing the significant risks faced by the Group and this process includes enhancing the systems of risk management and internal control from time to time in response to the changes to the business environment or regulatory guidelines. All employees are committed to continually enhancing the risk management framework, linking to our corporate strategies as well as integrating it into day-to-day operation of the business.

During the Year, the Board has, through the Audit Committee and with the assistance of management and external internal control advisers, conducted a review on the effectiveness of the Group's system of financial, operational and compliance controls and reported its findings and made recommendations to the Board.

The Company does not have an internal audit function and independent consultancy firm was engaged as the Group's external internal control advisers, to perform the review on the internal control system of the Group, including financial, operational and compliance controls and risk management functions for the Year.

The Board has conducted a review of the effectiveness of the Group's risk management, internal control systems and internal audit function through discussion with the Audit Committee on major findings and control issue and considered them effective and adequate. The Board also considers that the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function.

在功能層面，本集團已採納涉及本集團所有主要部門之由下而上方針，以識別日常營運中之營運風險。有關程序包括制定內部監控手冊及合規手冊，當中載列重大風險之具體情況連同本集團主要部門所匯報之監控措施，從而確保董事會在釐定風險承擔能力以及本公司會計及財務報告職能之資源、員工資格及經驗、培訓計劃及預算是否充足時考慮到重大風險。

本集團已設立持續程序，以識別、評估及管理本集團所面對之重大風險。此項程序包括不時因應營商環境或監管指引轉變而改善風險管理及內部監控制度。全體僱員均致力持續加強風險管理框架、配合企業策略並融入日常業務運作。

於本年度內，董事會已透過審核委員會並在管理層及外聘內部監控顧問之協助下，檢討本集團財務、營運及合規監控制度之成效，並向董事會匯報其調查結果及提供建議。

本公司不設內部審核職能，而獨立諮詢服務公司已於本年度內獲委聘為本集團外聘內部監控顧問，以檢討本集團內部監控制度，包括財務、營運及合規監控以及風險管理職能。

董事會已透過與審核委員會就主要調查結果及監控事宜進行討論，以檢討本集團風險管理、內部監控制度及內部審核職能之成效，並認為此等方面均為有效及充分。董事會亦已考慮本集團會計及財務報告職能之資源、員工資格及經驗、培訓計劃及預算是否充足。

# Corporate Governance Report

## 企業管治報告

### HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Company has established and maintained the procedures and internal controls for the handling and dissemination inside information. The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with Rules 5.46 to 5.67 of the GEM Listing Rules. Other employees of the Group who are likely to be in possession of inside information of the Company are also subject to dealing restrictions. The Group has strictly prohibited unauthorised use of confidential or insider information. Any inside information and any information which may potentially constitute inside information is promptly identified, assessed and escalated to the Board and for the Board to decide on the need for disclosure. Inside information and other information which is required to be disclosed pursuant to the GEM Listing Rules will be announced on the respective websites of GEM and the Company in due course.

### COMPANY SECRETARY

Mr. Lam Tze Chung (“**Mr. Lam**”) was the Company Secretary from 1 March 2013 to 6 May 2019. During his employment, Mr. Lam was responsible for advising the Board through the Chairman and/or the CEO on governance matters. Ms. Wong Po Ling, Pauline (“**Ms. Wong**”) is engaged and appointed by the Company from an external secretarial services provider as its Company Secretary with effect from 7 May 2019. The primary corporate contact person of the Company is Mr. Chui Kwong Kau, an executive Director. Each of Mr. Lam and Ms. Wong has taken no less than 15 hours of relevant professional training for the Year.

### 處理及發佈內幕消息

本公司已設立及制定有關處理及發佈內幕消息之程序及內部監控。本公司已根據GEM上市規則第5.46至5.67條採納有關董事進行本公司證券交易之操守守則。本集團其他僱員如可能掌握本公司內幕消息，亦須遵守買賣限制。本集團嚴禁未經授權使用保密或內幕消息。任何內幕消息及可能構成內幕消息之任何資料均獲即時識別、評估及上報董事會，以供董事會決定是否需要作出披露。內幕消息及根據GEM上市規則須予披露之其他資料將於適當時候在GEM網站及本公司網站公佈。

### 公司秘書

林子冲先生(「**林先生**」)於二零一三年三月一日至二零一九年五月六日擔任公司秘書。林先生任內曾負責就管治事宜透過主席及／或行政總裁向董事會提出意見。王寶玲女士(「**王女士**」)獲本公司自外聘秘書服務供應商委聘及委任為公司秘書，自二零一九年五月七日起生效。本公司之主要公司聯絡人為執行董事崔光球先生。林先生及王女士均於本年度內接受不少於十五個小時之相關專業培訓。



# Corporate Governance Report

## 企業管治報告

### RIGHTS OF SHAREHOLDERS

According to the Article 58 of the Articles, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Any vote of the Shareholders at general meetings must be taken by poll pursuant to the GEM Listing Rules. The results of the poll will be posted on the respective websites of GEM and the Company after each general meeting.

### SENDING ENQUIRIES TO THE BOARD BY THE SHAREHOLDERS

Any enquiries from the Shareholders to the Board can be sent in writing to the head office and principal place of business in Hong Kong of the Company.

### COMMUNICATION WITH THE SHAREHOLDERS

Communication with the Shareholders is given high priority. The Company aims to provide the Shareholders with high standards of disclosure and financial transparency through the publication of annual, interim and quarterly reports, announcements and circulars made through the GEM website and the Company's website.

The Company are encouraged the Shareholders to attend general meetings of the Company and to put their enquiries to the Board directly. The Chairman and the members of relevant committees will be also available to answer the questions in the general meetings.

### 股東權利

根據章程細則第58條，任何一名或以上於遞呈要求當日持有賦有於本公司股東大會上投票權之本公司繳足股本不少於十分之一之股東，有權隨時透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會應於遞呈該要求後兩(2)個月內舉行。倘遞呈後二十一(21)日內董事會未有召開該大會，則遞呈要求人士可自行以同樣方式召開該大會，而遞呈要求人士因董事會未有召開大會而合理產生之所有開支應由本公司向遞呈要求人士作出償付。

根據GEM上市規則，股東於股東大會上作出之任何表決必須以投票方式進行。投票表決結果將於各股東大會後在GEM網站及本公司網站刊載。

### 股東向董事會提問

股東向董事會所作任何提問可書面寄交至本公司之總辦事處及香港主要營業地點。

### 與股東溝通

與股東溝通相當重要。本公司透過在GEM網站及本公司網站刊發年度、中期及季度報告、公佈及通函，力求為股東提供高水平之披露及財務透明度。

本公司鼓勵股東出席本公司股東大會，並直接向董事會提問。主席及相關委員會之成員將會出席股東大會回答提問。

# Corporate Governance Report

## 企業管治報告

### CHANGES IN CONSTITUTIONAL DOCUMENTS

During the Year, there was no change in the constitutional documents of the Company.

### DIVIDEND POLICY

The Board has adopted a dividend policy (the “**Dividend Policy**”) which took effect on 1 January 2019. Under the Dividend Policy, provided there are distributable profits and without affecting the normal operations of the Group, the Company may consider to declare and pay dividends to the Shareholders. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia:

- (i) the general financial condition of the Group;
- (ii) the working capital and debt level of the Group;
- (iii) future cash requirements;
- (iv) future prospects and business conditions and strategies;
- (v) any restrictions on payment of dividends;
- (vi) the general market conditions; and
- (vii) any other factors that the Board deems appropriate.

The payment of the dividend by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands and the articles of association of the Company. The Dividend Policy will continue to be reviewed from time to time and there can be no assurance that a dividend will be proposed or declared in any specific periods.

### 組織章程文件之變動

於本年度內，本公司之憲章文件概無任何變動。

### 股息政策

董事會已採納於二零一九年一月一日生效之股息政策（「**股息政策**」）。根據股息政策，倘有可供分派溢利且不影响本集團正常營運，則本公司可考慮向股東宣派及派付股息。在決定是否擬派股息及在釐定股息金額時，董事會將考慮（其中包括）：

- (i) 本集團之整體財務狀況；
- (ii) 本集團之營運資金及債務水平；
- (iii) 未來現金需求；
- (iv) 未來前景以及業務狀況及策略；
- (v) 派付股息之任何限制；
- (vi) 整體市況；及
- (vii) 董事會認為屬適當之任何其他因素。

本公司派付股息亦須遵守開曼群島公司法及本公司組織章程細則項下之任何限制。股息政策將持續不時加以檢討，難以保證將於任何特定期間擬派或宣派股息。

# Directors' Report

## 董事會報告

The Directors herein present the annual report and audited consolidated financial statements for the Year.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in (i) anti-aging and stem cell technology businesses; (ii) trading business; (iii) money lending business; and (iv) securities investment. The activities of its principal subsidiaries are set out in note 37 to the consolidated financial statements of this annual report.

### BUSINESS REVIEW AND ANALYSIS OF KEY FINANCIAL PERFORMANCE INDICATORS

Details of the business review and analysis of key financial performance indicators of the Group for the Year are set out in the "CEO's Statement & Management Discussion and Analysis" of this annual report.

### RESULTS AND DIVIDEND

The results of the Group for the Year and the financial position of the Company and the Group as at 31 March 2019 are set out in the consolidated financial statements on pages 59 to 195 of this annual report.

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2019.

### FIVE-YEAR FINANCIAL SUMMARY

A five-year financial summary of the published results, assets, liabilities and non-controlling interests of the Group for the last five financial years and reclassified as appropriated, is set out on page 196 of this annual report. This summary does not form part of the audited consolidated financial statements.

### RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves and distributable reserves of the Company and the Group during the Year are set out in note 38 to the consolidated financial statements and consolidated statement of changes in equity respectively of this annual report.

董事會欣然提呈本年度之年報及經審核綜合財務報表。

### 主要業務

本公司為投資控股公司。本集團主要從事(i)抗衰老及幹細胞技術業務；(ii)貿易業務；(iii)放債業務；及(iv)證券投資。其主要附屬公司之業務載於本年報之綜合財務報表附註37。

### 業務回顧及主要財務表現指標分析

有關本集團於本年度內之業務回顧及主要財務表現指標分析之詳情載於本年報「行政總裁報告與管理層討論及分析」。

### 業績及股息

本集團本年度業績以及本公司及本集團於二零一九年三月三十一日之財務狀況載於本年報第59至195頁之綜合財務報表。

董事不建議就截至二零一九年三月三十一日止年度派付末期股息。

### 五年財務摘要

有關本集團於過去五個財政年度已公佈業績、資產、負債及非控股權益之五年財務摘要已在適當情況下重新分類，並載於本年報第196頁。此摘要並不構成經審核綜合財務報表之一部分。

### 儲備及可供分派儲備

有關本公司及本集團於本年度內之儲備及可供分派儲備變動之詳情分別載於本年報之綜合財務報表附註38及綜合權益變動表。

# Directors' Report

## 董事會報告

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles and there was no restriction against such rights under the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

### SHARE CAPITAL

Details of the Company's share capital are set out in note 27 to the consolidated financial statements of this annual report.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 16 to the consolidated financial statements of this annual report.

### INVESTMENT PROPERTIES

Particulars of investment properties in Hong Kong held by the Group as at 31 March 2019 are set out in note 17 to the consolidated financial statements of this annual report.

### CORPORATE GOVERNANCE

A detailed corporate governance report is set out in pages 22 to 39 in this annual report.

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group recognises its responsibility to protect the environment from its business activities. The Group continually seeks to identify and manage environmental impacts attributable to its operational activities in order to minimise these impacts if possible. In view of the above and as at the date of this annual report, the Group complies with environmental legislation, encourages environmental protection and promotes environmental protection awareness to all employees of the Group.

### 優先權

章程細則並無有關優先權之條文，而本公司註冊成立之司法權區開曼群島法例並無對有關權利施加任何限制，致使本公司須按比例向現有股東發售新股份。

### 股本

有關本公司股本之詳情載於本年報之綜合財務報表附註27。

### 物業、廠房及設備

有關本集團於本年度內之物業、廠房及設備變動之詳情載於本年報之綜合財務報表附註16。

### 投資物業

本集團於二零一九年三月三十一日於香港持有之投資物業之詳情載於本年報綜合財務報表附註17。

### 企業管治

詳盡企業管治報告載於本年報第22至39頁。

### 環境政策及表現

本集團深知其於業務活動中負有保護環境之責任。本集團持續辨識及管理其經營活動對環境造成之影響，盡可能將該等影響減至最低。鑑於以上所述及於本年報日期，本集團遵守環境法例，鼓勵環保，並提高本集團全體僱員之環保意識。

# Directors' Report

## 董事會報告

### RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS, SUPPLIERS AND OTHER STAKEHOLDERS

The Group ensures all staff is reasonably remunerated and regularly reviews the employment policies on remuneration and other benefits. The Group maintains a good relationship with its customers and suppliers. The Group maintains close contacts with the customers and has regular review of requirements of customers and complaints. The Group will conduct appraisal of the performance of suppliers on regular basis.

### COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and risks of non-compliance with such requirements. The Group has on-going review the new enacted laws and regulations affecting the operations of the Group. Save as disclosed in this report, the Group is not aware of any material non-compliance with the laws and regulations that have significant impact on the business of the Group.

### PERMITTED INDEMNITY PROVISION

Pursuant to the Articles, the Directors and other officers, for the time being acting in relation to the affairs of the Company, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them 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.

The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group to protect the Directors and officers of the Group against any potential liability arising from the Group's activities which such Directors and officers may be held liable.

### 與僱員、客戶、供應商及其他持份者之關係

本集團確保全體員工得到合理薪酬，並定期檢討有關薪酬及其他福利之僱傭政策。本集團與其客戶及供應商維持良好關係。本集團與客戶維持緊密聯繫，並定期審閱客戶之要求及投訴。本集團會對供應商之表現作定期評核。

### 遵守法律及法規

本集團明白遵守監管規定之重要性及不遵守該等規定之風險。本集團持續審閱會影響本集團營運之新實施法律及法規。除本報告所披露者外，本集團並不知悉任何對本集團業務構成嚴重影響之重大違法及違規事件。

### 獲准許之彌償條文

根據章程細則，董事及當時就本公司事務行事之其他高級行政人員均可從本公司之資產及溢利獲得彌償，並確保該等人士免就執行各自之職務因所作出、發生之作為或不作為而招致或蒙受之所有訴訟、費用、收費、損失、損害及開支招致任何損害。

本公司已為本集團董事及高級行政人員安排合適之董事及高級行政人員責任保險，以保護本集團董事及高級行政人員免於承受因有關該等董事及高級行政人員可能須就此負責之本集團活動而產生之任何潛在責任。

# Directors' Report

## 董事會報告

### DIRECTORS

The Directors during the Year and up to the date of this annual report were:

#### Executive Directors

Mr. David Lin Kao Kun (*retired on 7 September 2018*)  
Mr. Lu Zhiqiang  
Mr. Chui Kwong Kau  
Ms. Li Mei (*retired on 7 September 2018*)  
Dr. Sun Yu  
Mr. Zhang James Jian Yuan (*re-designated from an independent non-executive Director on 26 September 2018*)  
Mrs. Cheung Fan Karen (*appointed on 26 September 2018*)  
Mr. Lau Ngai Cheung (*appointed on 25 January 2019*)

#### Non-executive Director

Ms. Lam Kuo (*retired on 7 September 2018*)

#### Independent Non-executive Directors

Mr. Hung Yat Ming  
Mr. Chan Yun Hing  
Mr. Gui Qiangfang (*retired on 7 September 2018*)  
Mr. Tang Hua (*appointed on 26 September 2018*)  
Mr. Zhang James Jian Yuan (*re-designated to an executive Director on 26 September 2018*)

In accordance with the Article 86(3) of the Articles, Mrs. Cheung Fan Karen, Mr. Lau Ngai Cheung and Mr. Tang Hua shall hold office until the forthcoming AGM. They are subject to re-election and, being eligible, offer themselves for re-election at the forthcoming AGM.

In accordance with the Article 87(1) of the Articles, Mr. Hung Yat Ming and Mr. Chan Yun Hing will retire as Directors by rotation and, being eligible, offer themselves for re-election at the forthcoming AGM.

### 董事

於本年度及直至本年報日期之董事如下：

#### 執行董事

林高坤先生(於二零一八年九月七日退任)  
盧志強先生  
崔光球先生  
李梅女士(於二零一八年九月七日退任)  
孫宇博士  
張健源先生(於二零一八年九月二十六日由獨立非執行董事調任)  
張帆女士(於二零一八年九月二十六日獲委任)  
劉毅翔先生(於二零一九年一月二十五日獲委任)

#### 非執行董事

林戈女士(於二零一八年九月七日退任)

#### 獨立非執行董事

洪日明先生  
陳潤興先生  
桂強芳先生(於二零一八年九月七日退任)  
唐華先生(於二零一八年九月二十六日獲委任)  
張健源先生(於二零一八年九月二十六日調任為執行董事)

根據章程細則第86(3)條，張帆女士、劉毅翔先生及唐華先生將留任至應屆股東週年大會為止。彼等須接受重選，並符合資格及願意於應屆股東週年大會上重選連任。

根據章程細則第87(1)條，洪日明先生及陳潤興先生將輪值退任董事職位，並符合資格及願意於應屆股東週年大會上重選連任。

# Directors' Report

## 董事會報告

### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received written annual confirmation from each of the INEDs in respect of their independence in accordance with Rule 5.09 of the GEM Listing Rules. As at the date of this report, the Company still considers the INEDs to be independent.

### PROFILE OF DIRECTORS

Profile details of the Directors are set out on pages 18 to 21 of this annual report.

### DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the AGM has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' REMUNERATIONS

Details of the remuneration of Directors are set out in the note 15 to the consolidated financial statements of this report.

### DIRECTORS' EMOLUMENT POLICY

The Remuneration Committee was established for reviewing and determining the remuneration and compensation packages of the Directors and senior management with reference to salaries paid by comparable companies, time commitment and responsibilities of the Director and performance of the Group. The Company has adopted a share option scheme as an incentive to the Directors and eligible employees, details of which are set out in the section headed "Share Option Scheme".

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company and any of its subsidiaries was a party during the Year.

### 獨立非執行董事之獨立身份

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條就其獨立身份發出之書面年度確認函。於本報告日期，本公司仍視獨立非執行董事為獨立人士。

### 董事簡介

有關董事之履歷詳情載於本年報第18至21頁。

### 董事之服務合約

擬於股東週年大會上重選連任之董事概無與本公司訂立不得於一年內予以終止而不給予賠償(法定賠償除外)之服務合約。

### 董事薪酬

有關董事薪酬之詳情載於本報告之綜合財務報表附註15。

### 董事酬金政策

薪酬委員會已告成立，參考可資比較公司支付之薪金、董事付出之時間及職責以及本集團表現，檢討及釐定董事及高級管理人員之酬金及薪酬待遇。本公司已採納購股權計劃以為董事及合資格僱員提供獎勵，有關詳情載於「購股權計劃」一節。

### 董事於重大合約之權益

概無董事於本公司及其任何附屬公司於本年度內訂立而對本集團業務而言屬重大之合約中直接或間接擁有重大權益。

# Directors' Report

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31 March 2019, the interests and short positions of the Directors and chief executives of the Company (the "Chief Executives") in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

#### (a) Long position in the ordinary shares of the Company

Name of Directors 董事姓名	Capacity/ Nature of interest 身份／權益性質	Number of Shares held 所持 股份數目	Percentage of Shares in issue 佔已發行 股份百分比 (Approximate) (概約)
Mr. Lau Ngai Cheung ("Mr. Lau") (Note) 劉毅翔先生(「劉先生」)(附註)	Beneficial owner, interest of spouse and interest of controlled corporation 實益擁有人、配偶權益及 受控制法團權益	756,850,000	13.31%
Mrs. Cheung Fan Karen ("Mrs. Cheung") (Note) 張帆女士(「張女士」)(附註)	Beneficial owner/ interest of spouse 實益擁有人／配偶權益	756,850,000	13.31%

Note: Each of Mr. Lau and Mrs. Cheung is deemed to be interested in a total of 756,850,000 Shares of which 4,000,000 Shares are held by Mrs. Cheung and 752,850,000 Shares are held by Mr. Lau and Pacific Fortune Global Limited. Mr. Lau has a direct 100% interest in Pacific Fortune Global Limited. By virtue of the SFO, Mr. Lau is deemed to be interested in 474,032,000 Shares registered in the name of Pacific Fortune Global Limited. Mrs. Cheung is the spouse of Mr. Lau, therefore, Mrs. Cheung is deemed to be interested in all of the Shares owned by Mr. Lau and Mr. Lau is deemed to be interested in all of the Shares owned by Mrs. Cheung.

### 董事及主要行政人員於證券之權益

於二零一九年三月三十一日，董事及本公司主要行政人員(「主要行政人員」)於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或淡倉)，或根據證券及期貨條例第352條須登記於該條文所述登記冊內之權益及淡倉，或根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益及淡倉如下：

#### (a) 於本公司普通股之好倉



# Directors' Report

## 董事會報告

### (b) Long positions in the shares of associated corporation

### (b) 於相聯法團股份之好倉

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity 身份	Number of shares held in associated corporation 所持相聯法團股份數目	Approximate percentage of interest in associated corporation 佔相聯法團權益之概約百分比
Mr. Lau 劉先生	Pacific Fortune Global Limited Pacific Fortune Global Limited	Beneficial owner 實益擁有人	1	100%

Note: As at 31 March 2019, Pacific Fortune Global Limited was wholly owned by Mr. Lau.

附註：於二零一九年三月三十一日，Pacific Fortune Global Limited 由劉先生全資擁有。

Save as disclosed above, as at 31 March 2019, none of the Directors and the Chief Executives had any other interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零一九年三月三十一日，概無董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何其他權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或淡倉），或根據證券及期貨條例第352條須登記於該條文所述登記冊內之任何其他權益或淡倉，或根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之任何其他權益或淡倉。

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the Share Option Scheme, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of share in, or debentures of, the Company or any other body corporate.

### 董事收購股份或債權證之權利

除購股權計劃外，於本年度內任何時間，本公司或其任何附屬公司概無參與訂立任何安排，致使董事可藉收購本公司或任何其他法人團體之股份或債權證而獲利。

# Directors' Report

## 董事會報告

### SHARE OPTIONS SCHEME

Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 4 August 2010 and the Stock Exchange granting approval of the listing of, and permission to deal in, the shares to be issued under the share option scheme (the “**Share Option Scheme**”) on 17 November 2010, the Company has adopted the Share Option Scheme to replace the expired share option scheme adopted on 1 February 2002. The principal terms of the Share Option Scheme were set out in the appendix to the circular of the Company dated 20 July 2010.

At the AGM held on 7 August 2015 (the “**2015 AGM**”), the shareholders of the Company had approved the refreshment of the Share Option Scheme mandate limit in accordance with the Share Option Scheme and the GEM Listing Rules, thereby allowing the Company to grant further options for subscription of a total of 395,033,280 Shares, representing 10% Shares in issue as at the date of the 2015 AGM.

The purpose of the Share Option Scheme is to enable the Company to provide incentive to participants with the opportunity of participating in the growth of the Company by acquiring shares in the Company and may, in turn, assist in the attraction and retention of talents who have made contributions to the success of the Company.

The Share Option Scheme is valid and effective for a period of ten years commencing on the date of adoption of the Share Option Scheme. As at 31 March 2019, there were a total of 395,033,280 Shares, representing 6.94% of the issued Shares, available for issue under the Share Option Scheme. No share options were granted, lapsed or exercised during the Year.

### EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as disclosed above, no equity-linked agreements that (i) will or may result in the Company issuing Shares or (ii) require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Company during the Year or subsisted at the end of the Year.

### 購股權計劃

根據於二零一零年八月四日舉行之本公司股東特別大會通過之普通決議案及聯交所於二零一零年十一月十七日批准購股權計劃(「**購股權計劃**」)項下將予發行之股份上市及買賣後，本公司已採納購股權計劃以取代於二零零二年二月一日採納而已屆滿之購股權計劃。購股權計劃之主要條款載於本公司日期為二零一零年七月二十日之通函內附錄。

於二零一五年八月七日舉行之股東週年大會(「**二零一五年股東週年大會**」)，本公司股東已批准根據購股權計劃及GEM上市規則更新購股權計劃授權限額，據此本公司可進一步授出購股權以認購合共395,033,280股股份，相當於二零一五年股東週年大會日期已發行股份之10%。

購股權計劃旨在讓本公司向參與者提供機會，透過購入本公司股份分享本公司之增長成果，此舉或有助吸引及留聘對本公司成就作出貢獻之人才。

購股權計劃自其採納日期起計十年期間有效及生效。於二零一九年三月三十一日，本公司有合共395,033,280股股份(相當於已發行股份6.94%)根據購股權計劃可供發行。於本年度內，概無購股權已授出、失效或行使。

### 股票掛鈎協議

除上文所披露購股權計劃外，於本年度內或本年度結束時，本公司概無訂立或存續任何股票掛鈎協議(i)將會或可能導致本公司發行股份，或(ii)規定本公司須訂立任何將會或可能導致本公司發行股份之協議。

# Directors' Report

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS

As at 31 March 2019, so far as is known to the Directors and the Chief Executives, and based on the public records filed on the website of the Stock Exchange and records kept by the Company, the interests and short positions of the persons or corporations (other than the Directors and the Chief Executives) in the shares or underlying shares of the Company which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO, were as follows:

### 主要股東

於二零一九年三月三十一日，據董事及主要行政人員所知，並根據上傳聯交所網站之公開記錄及本公司存置之記錄，以下人士或法團（董事及主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益及淡倉，或記入本公司根據證券及期貨條例第336條所須存置登記冊內之權益及淡倉如下：

Name of Shareholders 股東姓名／名稱	Capacity/ Nature of interest 身份／權益性質	Number of Shares held 所持股份數目	Percentage of Shares in issue (Approximate) 佔已發行 股份百分比 (概約)
Mr. David Lin Kao Kun 林高坤先生	Beneficial owner 實益擁有人	1,054,330,333	18.53%
Pacific Fortune Global Limited (Note 1) Pacific Fortune Global Limited (附註1)	Beneficial owner 實益擁有人	474,032,000	8.33%
Primeshare Globe (Hong Kong) Inv. Co., Limited Primeshare Globe (Hong Kong) Inv. Co., Limited	Beneficial owner 實益擁有人	721,452,000	12.68%
A Plus Capital Management Limited (Note 2) A Plus Capital Management Limited (附註2)	Investment manager 投資經理	320,800,000	5.64%
Tiger Capital Fund SPC — Tiger Global SP (Note 2) Tiger Capital Fund SPC — Tiger Global SP (附註2)	Beneficial owner 實益擁有人	320,800,000	5.64%

Notes:

- Mr. Lau has a direct 100% interest in Pacific Fortune Global Limited. By virtue of the SFO, Mr. Lau is deemed to be interested in 474,032,000 Shares registered in the name of Pacific Fortune Global Limited. Mrs. Cheung is the spouse of Mr. Lau, therefore, Mrs. Cheung is deemed to be interested in all of the Shares owned by Mr. Lau.
- A Plus Capital Management Limited is the beneficial owner of Tiger Capital Fund SPC — Tiger Global SP.

附註：

- 劉先生於 Pacific Fortune Global Limited 擁有 100% 直接權益。根據證券及期貨條例，劉先生被視為於 Pacific Fortune Global Limited 名下登記之 474,032,000 股股份中擁有權益。張女士為劉先生之配偶，因此，張女士被視為於劉先生所擁有之全部股份中擁有權益，而劉先生被視為於張女士所擁有之全部股份中擁有權益。
- A Plus Capital Management Limited 為 Tiger Capital Fund SPC—Tiger Global SP 之實益擁有人。

# Directors' Report

## 董事會報告

Save as disclosed above, as at 31 March 2019, the Directors were not aware of any other persons or corporations (other than the Directors and the Chief Executives) who had interest in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO.

### PURCHASE, SALE OR REDEMPTION OF SHARES

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares.

### MAJOR CUSTOMERS AND SUPPLIERS

During the Year under review, the five largest suppliers of the Group accounted for approximately 100% of the Group's total purchases and the largest supplier of the Group accounted for approximately 99.5% of the Group's total purchases.

Aggregate revenue attributable to the Group's five largest customers were approximately 82.2% of the Group's revenue while the largest customer of the Group accounted for approximately 76.8% of the Group's revenue.

None of the Directors, their close associates or any Shareholders (which to the knowledge of the Directors own more than 5% of the issued capital of the Company) had any beneficial interest in the Group's major suppliers and customers for the year ended 31 March 2019.

### RELATED PARTIES AND CONNECTED TRANSACTION

Details of the related parties transactions are set out in note 35 to the consolidated financial statements of this report. Save as disclosed elsewhere in this report, the Directors are not aware of any related parties transactions which constituted a connected transaction or continuing connected transaction under the GEM Listing Rules during the Year.

### COMPETING INTERESTS

As at 31 March 2019, none of the Directors, controlling Shareholders nor any of their close respective associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause a significant competition with the business of the Group.

除上文所披露者外，於二零一九年三月三十一日，董事概不知悉任何其他人士或法團（董事及主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益，或記入本公司根據證券及期貨條例第336條所須存置登記冊內之權益。

### 購買、出售或贖回股份

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何股份。

### 主要客戶及供應商

於回顧年度內，本集團五大供應商佔本集團總購貨額約100%，而本集團最大供應商佔本集團總購貨額約99.5%。

本集團五大客戶之收益總額佔本集團收益約82.2%，而本集團最大客戶佔本集團收益約76.8%。

於截至二零一九年三月三十一日止年度，各董事、彼等之緊密聯繫人或任何股東（據董事所知擁有本公司已發行股本5%以上者）並無於本集團主要供應商及客戶中擁有任何實益權益。

### 有關聯人士及關連交易

有關聯人士交易之詳情載於本報告之綜合財務報表附註35。除本報告其他部分所披露者外，於本年度內，董事概不知悉任何有關聯人士交易已構成GEM上市規則項下之關連交易或持續關連交易。

### 競爭權益

於二零一九年三月三十一日，各董事、控股股東及彼等各自之緊密聯繫人（定義見GEM上市規則）概無於足以或可能對本集團業務構成重大競爭之業務中擁有任何權益。

# Directors' Report

## 董事會報告

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as at the latest practicable date prior to the issue of this annual report as required under the GEM Listing Rules.

### EVENTS AFTER THE END OF THE REPORTING PERIOD

Details of the events after the end of the reporting period are set out in note 36 to the consolidated financial statements and CEO's Statement & Management Discussion and Analysis of this report. Save as disclosed elsewhere in this report, the Board is not aware of any significant event requiring disclosure that has been taken place subsequent to 31 March 2019 and up to the date of this report.

### AUDITOR

The consolidated financial statements for the Year have been audited by the auditor of the Company, Pan-China, who shall retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM. A resolution for the re-appointment of Pan-China as the auditor of the Company will be proposed at the forthcoming AGM.

By order of the Board

**Hong Kong Life Sciences and Technologies Group Limited**

**Lu Zhiqiang**

*Executive Director and Chief Executive Officer*

Hong Kong, 21 June 2019

### 充足公眾持股量

根據本公司所得公開資料及據董事所知，於根據 GEM 上市規則規定刊發本年報前之最後實際可行日期，本公司已維持足夠公眾持股量。

### 報告期末後事項

有關報告期末後事項之詳情載於本報告綜合財務報表附註 36 以及行政總裁報告與管理層討論及分析。除本報告其他部分所披露者外，董事會概不知悉於二零一九年三月三十一日後及直至本報告日期發生任何須予披露之重大事項。

### 核數師

本年度之綜合財務報表已由本公司核數師天健審核。天健將於應屆股東週年大會上退任，惟符合資格並願意接受續聘。續聘天健為本公司核數師之決議案將於應屆股東週年大會上提呈。

承董事會命

**香港生命科學技術集團有限公司**

**執行董事兼行政總裁**

**盧志強**

香港，二零一九年六月二十一日

# Independent Auditor's Report

## 獨立核數師報告

### TO THE MEMBERS OF HONG KONG LIFE SCIENCES AND TECHNOLOGIES GROUP LIMITED

*(incorporated in the Cayman Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of Hong Kong Life Sciences and Technologies Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 59 to 195, which comprise the consolidated statement of financial position as at 31 March 2019, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2019, 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.

致香港生命科學技術集團有限公司  
列位股東

*(於開曼群島註冊成立之有限公司)*

### 意見

本核數師已審核第59至195頁所載香港生命科學技術集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於二零一九年三月三十一日之綜合財務狀況表，及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

本核數師認為，綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實及公平地反映 貴集團於二零一九年三月三十一日之綜合財務狀況以及截至該日止年度之綜合財務表現及綜合現金流量，並已根據香港公司條例之披露規定妥善編製。

### 意見之基礎

本核數師已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審計。本核數師在該等準則下承擔之責任已在本報告「核數師就審計綜合財務報表承擔之責任」部分中作進一步闡述。根據香港會計師公會頒佈之專業會計師道德守則(「守則」)，本核數師獨立於 貴集團，並已履行守則中之其他專業道德責任。本核數師相信，本核數師所獲得之審計憑證能充足及適當地為本核數師之審計意見提供基礎。

# Independent Auditor's Report

## 獨立核數師報告

### 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.

### 關鍵審計事項

關鍵審計事項是根據本核數師之專業判斷，認為對本期綜合財務報表之審計最為重要之事項。此等事項是在本核數師審計整體綜合財務報表及出具意見時進行處理。本核數師不會對此等事項提供單獨之意見。

Key Audit Matter 關鍵審計事項	How the matter addressed in our audit 本核數師之審計如何處理該事項
<p>1. Impairment assessment of trade receivables, loan receivables and loan interest receivables 應收賬款、應收貸款及應收貸款利息款項減值評估</p> <p>As disclosed in note 21, the Group had trade receivables, loan receivables and loan interest receivables net of impairment loss amounting to HK\$37,235,000, HK\$112,184,000 and HK\$5,446,000 respectively as at 31 March 2019.</p> <p>The adoption of HKFRS 9 has fundamentally changed the Group's accounting for loan loss impairment by replacing HKAS 39's incurred loss approach with a forward-looking expected credit loss ("ECL") approach.</p> <p>誠如附註21所披露，貴集團於二零一九年三月三十一日之應收賬款、應收貸款及應收貸款利息款項(已扣除減值虧損)分別為37,235,000港元、112,184,000港元及5,446,000港元。</p> <p>採納香港財務報告準則第9號基本上改變貴集團貸款虧損減值之會計處理方法，以前瞻性預期信貸虧損(「預期信貸虧損」)方法取代香港會計準則第39號之已產生虧損方法。</p>	<p>1. We obtained understanding of and tested the key controls on how the management estimated the credit loss allowance of trade receivables, loan receivables and loan interest receivables;</p> <p>2. We assessed management's estimates and judgement in determining credit loss allowance on trade receivables, loan receivables and loan interest receivables as at 1 April 2018 and 31 March 2019, including the identification of significant increase in credit risk and credit-impaired trade receivables, loan receivables and loan interest receivables, estimated loss rates applied to each customer/loan debtor and the value of the collaterals pledged to the Group;</p> <p>3. We discussed with the management of the Group and independent professional valuer engaged by the Group the valuation methodology, bases and assumptions with reference to credit loss allowance calculation of the loan receivables and loan interest receivables;</p> <p>4. We checked the objectivity, competence and capacity of the valuer, in respect of loan receivables and loan interest receivables;</p> <p>1. 本核數師已瞭解並測試管理層估計應收賬款、應收貸款及應收貸款利息款項信貸虧損撥備之主要控制；</p> <p>2. 本核數師已評估管理層就釐定於二零一八年四月一日及二零一九年三月三十一日之應收賬款、應收貸款及應收貸款利息款項信貸虧損撥備所作估計及判斷，包括識別信貸風險顯著增加、出現信貸減值之應收賬款、應收貸款及應收貸款利息款項、應用於各客戶/貸款債務人之估計虧損比率以及質押予本集團之抵押品價值；</p> <p>3. 本核數師已參考應收貸款及應收貸款利息款項之預期信貸虧損計算，就估值方法、基礎及假設與貴集團管理層及貴集團委聘之獨立專業估值師討論；</p> <p>4. 本核數師已就應收貸款及應收貸款利息款項檢查估值師之客觀性、資格及能力；</p>

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項(續)

#### Key Audit Matter

#### 關鍵審計事項

The measurement of ECL requires the application of significant judgement and increased complexity which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL models (for exposures assessed individually or collectively), such as the expected future cash flows and forward-looking macroeconomic factors. The Group engaged an independent professional valuer to provide support and assistance in the valuation for ECL for loan receivables and loan interest receivables. Accordingly, we considered the impairment assessment of the trade receivables, loan receivables and loan interest receivables as a key audit matter.

計量預期信貸虧損需要應用重大判斷及提高複雜程度，包括識別信貸質量顯著惡化之風險，以及預期信貸虧損模式所用假設（個別或集體評估之風險），例如預期未來現金流量及前瞻性宏觀經濟因素。貴集團委聘獨立專業估值師為應收貸款及應收貸款利息款項之預期信貸虧損估值提供支援及協助。因此，本核數師認為，應收賬款、應收貸款及應收貸款利息款項減值評估為關鍵審計事項。

#### How the matter addressed in our audit

#### 本核數師之審計如何處理該事項

5. We evaluated the reasonableness and appropriateness of management's and independent professional valuer's underlying assumptions and data input in the ECL calculation model; and
6. We tested the mathematical accuracy of the credit loss allowance calculation.
5. 本核數師已評估管理層及獨立專業估值師之相關假設及預期信貸虧損計算模式之輸入數據是否合理及恰當；及
6. 本核數師已測試信貸虧損撥備計算是否準確。



# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項(續)

#### Key Audit Matter

#### 關鍵審計事項

#### How the matter addressed in our audit

#### 本核數師之審計如何處理該事項

2. Fair value of investment properties  
投資物業公平值

As disclosed in note 17, the Group had acquired investment properties through acquisition of a subsidiary on 7 June 2017 and the carrying amount of these investment properties held by the Group as at 31 March 2019 was HK\$45,000,000. The Group's management engaged an independent professional surveyor to determine the fair value of investment properties as at 31 March 2019.

The fair value of the Group's investment properties was determined by adopting the valuation techniques with significant unobservable inputs, assumptions of market conditions and judgements on appropriate valuation techniques and inputs adopted. The Group also worked closely with the independent professional surveyor to establish and determine the appropriate valuation techniques.

Due to the significance of the assets to the Group's consolidated statement of financial position and significant judgement and assumption involved in the valuation, we had identified the fair value of investment properties as one of the key audit matters.

誠如附註17所披露，貴集團於二零一七年六月七日透過收購一間附屬公司收購投資物業，貴集團所持該等投資物業於二零一九年三月三十一日之賬面值為45,000,000港元。貴集團管理層已委聘獨立專業測量師以釐定投資物業於二零一九年三月三十一日之公平值。

貴集團投資物業之公平值乃採用涉及重大不可觀察輸入數據之估值技術、市況假設及有關所採納合適估值技術及輸入數據之判斷而釐定。貴集團亦與獨立專業測量師緊密合作以制訂及釐定合適估值技術。

鑑於資產對貴集團綜合財務狀況表之重要性，且估值涉及重大判斷及假設，本核數師已將投資物業公平值確定為其中一項關鍵審計事項。

1. We discussed with the management of the Group and the independent professional surveyor engaged by the Group the valuation methodology, bases and assumptions used in determining the fair value of the Group's investment properties;

2. We checked the objectivity, competence and capability of the surveyor;

3. We have assessed the reasonableness and appropriateness of the adopted methodology, bases and key assumptions used in arriving at the fair value of investment properties; and

4. We have engaged our independent valuation specialist to assist us in evaluating the reasonableness and appropriateness of the valuation performed by the management of the Group and the Group's surveyor.

1. 本核數師已就釐定貴集團投資物業公平值所採用估值方法、基礎及假設與貴集團管理層及貴集團委聘之獨立專業測量師討論；

2. 本核數師已檢查測量師之客觀性、資格及能力；

3. 本核數師已評估就得出投資物業公平值所採納方法、基礎及主要假設是否合理及恰當；及

4. 本核數師已委聘獨立估值專家，協助評估貴集團管理層及貴集團測量師所進行估值是否合理及恰當。

# Independent Auditor's Report

## 獨立核數師報告

### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, other than 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 identified above 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 on the other information that we conclude that we obtained prior to the date of this auditor's report, 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 FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of 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.

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

### 財務報表及其核數師報告以外之資料

貴公司董事須對其他資料負責。其他資料包括刊載於年報之資料，惟綜合財務報表及核數師報告除外。

本核數師對綜合財務報表之意見並不涵蓋其他資料，本核數師亦不對該等其他資料發表任何形式之鑒證結論。

就本核數師對綜合財務報表之審計而言，本核數師之責任是閱讀上述其他資料，並藉此考慮其他資料是否與綜合財務報表或本核數師在審計過程中得知之情況存在重大抵觸，或基於其他原因似乎存在重大錯誤陳述之情況。

倘基於本核數師對於本核數師報告日期前所獲其他資料已執行之工作，所得結論為其他資料出現重大錯誤陳述，本核數師需要報告該事實。在此方面，本核數師並無任何報告。

### 董事就綜合財務報表承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而公平之綜合財務報表，並對其認為為使綜合財務報表之編製不存在由於欺詐或錯誤而導致之重大錯誤陳述所需之內部控制負責。

在編製綜合財務報表時，董事負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際之替代方案。

審核委員會協助董事履行其監督 貴集團財務報告過程之職責。

# Independent Auditor's Report

## 獨立核數師報告

### 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. Our report is made 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 liabilities to any other person for the contents of this report.

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

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

### 核數師就審計綜合財務報表承擔之責任

本核數師之目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並出具包括本核數師意見之核數師報告。本報告乃按照本核數師協定之委聘條款只向全體股東匯報，除此以外本報告別無其他目的。本核數師概不就本報告內容向任何其他人士承擔或負上責任。

合理保證是高水平之保證，但不能保證按照香港審計準則進行之審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

在根據香港審計準則進行審計之過程中，本核數師運用了專業判斷，保持了專業懷疑態度。本核數師亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審計程序以應對此等風險，以及獲取充足和適當之審計憑證，作為本核數師意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審計相關之內部控制，以設計適當之審計程序，但目的並非對貴集團內部控制之有效性發表意見。
- 評價董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。

# Independent Auditor's Report

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- 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 the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### 核數師就審計綜合財務報表承擔之責任(續)

- 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。如果本核數師認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露。假若有關之披露不足，則本核數師應當發表非無保留意見。本核數師之結論是基於核數師報告日期止所取得之審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表之整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動之財務資料獲取充足、適當審計憑證，以便對綜合財務報表發表意見。本核數師負責 貴集團審計之方向、監督及執行。本核數師為審計意見承擔全部責任。

除其他事項外，本核數師與審核委員會溝通了計劃之審計範圍、時間安排及重大審計發現等，包括本核數師在審計中識別出內部控制之任何重大缺陷。

本核數師還向審核委員會提交聲明，說明本核數師已符合有關獨立性之相關專業道德要求，並與彼等溝通有可能合理地被認為會影響本核數師獨立性之所有關係和其他事項，以及在適用之情況下，相關之防範措施。

# Independent Auditor's Report

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

From the matters communicated with the Audit Committee, 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 director on the audit resulting in this independent auditor's report is Lee Ping Kai.

### 核數師就審計綜合財務報表承擔之責任(續)

從與審核委員會溝通之事項中，本核數師確定哪些事項對本期綜合財務報表之審計最為重要，因而構成關鍵審計事項。本核數師在核數師報告中描述此等事項，除非法律或法規不允許公開披露此等事項，或在極端罕見之情況下，如果合理預期在本核數師報告中溝通某事項造成之負面後果超過產生之公眾利益，本核數師決定不應在報告中溝通該事項。

出具本獨立核數師報告之審計項目董事是李炳佳。

#### PAN-CHINA (H.K.) CPA LIMITED

Certified Public Accountants

#### Lee Ping Kai

Practising Certificate Number P02976

11/F., Hong Kong Trade Centre,  
161-167 Des Voeux Road Central,  
Hong Kong S.A.R., China

Hong Kong, 21 June 2019

天健(香港)會計師事務所有限公司

執業會計師

#### 李炳佳

執業證書編號 P02976

中國香港特別行政區  
德輔道中 161-167 號  
香港貿易中心 11 樓

香港，二零一九年六月二十一日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Note 附註		
Revenue	收益	7(a)	99,362	140,208
Cost of sales	銷售成本		(75,263)	(111,596)
<b>Gross profit</b>	<b>毛利</b>		<b>24,099</b>	28,612
(Loss)/Gain on held-for-trading investments	持作買賣投資之(虧損)/收益	8	(3,416)	2,800
Fair value change on investment properties	投資物業之公平值變動	17	–	959
Other income	其他收入	7(b)	408	3
Administrative and other operating expenses	行政及其他經營開支		(34,248)	(35,961)
Impairment loss on available-for-sale investment	可供銷售投資減值虧損	19	–	(2,509)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	16	–	(4,342)
Reversal of impairment loss on loan receivables and loan interest receivables	應收貸款及應收貸款利息款項減值虧損撥回	21	9,220	–
Impairment loss on loan receivables and loan interest receivables	應收貸款及應收貸款利息款項減值虧損	21	(17,697)	(60,589)
Impairment loss on trade receivables	應收賬款減值虧損	21	(1)	–
Impairment loss on other intangible assets	其他無形資產減值虧損	18	–	(12,000)
Finance costs	財務費用	9	(1,637)	–
Loss before tax	除稅前虧損	10	(23,272)	(83,027)
Income tax expense	所得稅開支	11	–	–
Loss for the year	本年度虧損		(23,272)	(83,027)

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Other comprehensive (expense)/income:</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange difference arising on translation of foreign operations	其他全面(開支)/收益： 其後可能重新分類至損益之項目： 換算海外業務產生之匯兌差額	(2,551)	3,900
<b>Other comprehensive (expense)/income for the year</b>	本年度其他全面(開支)/收益	(2,551)	3,900
<b>Total comprehensive expense for the year</b>	本年度全面開支總額	(25,823)	(79,127)
<b>Loss for the year attributable to:</b>	應佔本年度虧損：		
— Owners of the Company	— 本公司擁有人	(23,240)	(82,200)
— Non-controlling interests	— 非控股權益	(32)	(827)
		(23,272)	(83,027)
<b>Total comprehensive expense for the year attributable to:</b>	應佔本年度全面開支總額：		
— Owners of the Company	— 本公司擁有人	(25,791)	(78,300)
— Non-controlling interests	— 非控股權益	(32)	(827)
		(25,823)	(79,127)
<b>Loss per share:</b>	每股虧損：		
— Basic (HK Cents)	— 基本(港仙)	(0.41)	(1.45)
— Diluted (HK Cents)	— 攤薄(港仙)	(0.41)	(1.45)

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註為此等綜合財務報表之一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 March 2019 於二零一九年三月三十一日

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Note 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	1,818	1,880
Investment properties	投資物業	17	45,000	45,000
Deposit paid for acquisition of property, plant and equipment	已付收購物業、廠房及設備之按金		3,482	–
Rental deposit	租金按金		2,139	–
Other intangible assets	其他無形資產	18	–	–
Available-for-sale investment	可供銷售投資	19	–	–
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>52,439</b>	46,880
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	20	117	–
Trade and other receivables	應收賬款及其他應收款項	21	159,789	182,659
Held-for-trading investments	持作買賣投資	22	842	6,020
Tax in advance	預付稅項		9	103
Cash and bank balances	現金及銀行結餘	23	79,844	94,284
Assets classified as held-for-sale	分類為持作銷售之資產	28	746	–
<b>Total current assets</b>	<b>流動資產總額</b>		<b>241,347</b>	283,066
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款項	24	39,260	40,783
Contract liabilities	合約負債	25	489	–
Liabilities classified as held-for-sale	分類為持作銷售之負債	28	2,377	–
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>42,126</b>	40,783
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>199,221</b>	242,283
<b>Net assets</b>	<b>資產淨額</b>		<b>251,660</b>	289,163



# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 March 2019 於二零一九年三月三十一日

		Note	2019	2018
		附註	二零一九年	二零一八年
			HK\$'000	HK\$'000
			千港元	千港元
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	27	<b>227,536</b>	227,536
Reserves	儲備		<b>70,483</b>	107,954
Equity attributable to the owners of the Company	本公司擁有人應佔權益		<b>298,019</b>	335,490
Non-controlling interests	非控股權益		<b>(46,359)</b>	(46,327)
<b>Total equity</b>	<b>權益總額</b>		<b>251,660</b>	289,163

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註為此等綜合財務報表之一部分。

The consolidated financial statements were approved and authorised for issue by the board of directors on 21 June 2019 and are signed on behalf of the Board by:

董事會於二零一九年六月二十一日批准及授權刊發綜合財務報表，並由下列董事代表董事會簽署：

**LU Zhiqiang**

盧志強

Executive Director

執行董事

**CHUI Kwong Kau**

崔光球

Executive Director

執行董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔					Non-controlling interests 非控股權益		Total 總額
		Share capital 股本	Share premium 股份溢價 (note 38 (b)(i)) (附註 38 (b)(i))	Special reserve 特別儲備 (note 38 (b)(ii)) (附註 38 (b)(ii))	Translation reserve 匯兌儲備 (note 38 (b)(iv)) (附註 38 (b)(iv))	Accumulated losses 累計虧損	Sub-total 小計		
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
<b>At 31 March 2017 and 1 April 2017</b>	於二零一七年三月三十一日及 二零一七年四月一日	227,536	675,345	(39,998)	(4,621)	(444,472)	413,790	(45,500)	368,290
Loss for the year	本年度虧損	-	-	-	-	(82,200)	(82,200)	(827)	(83,027)
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	3,900	-	3,900	-	3,900
Total comprehensive income/(expense) for the year	本年度全面收益/(開支)總額	-	-	-	3,900	(82,200)	(78,300)	(827)	(79,127)
<b>At 31 March 2018</b>	於二零一八年三月三十一日	227,536	675,345	(39,998)	(721)	(526,672)	335,490	(46,327)	289,163
<b>At 31 March 2018 and 1 April 2018</b>	於二零一八年三月三十一日及 二零一八年四月一日	227,536	675,345	(39,998)	(721)	(526,672)	335,490	(46,327)	289,163
Initial application of HKFRS 9	首次應用香港財務報告準則 第9號	-	-	-	-	(11,680)	(11,680)	-	(11,680)
<b>Adjusted balance at 1 April 2018</b>	於二零一八年四月一日之 經調整結餘	<b>227,536</b>	<b>675,345</b>	<b>(39,998)</b>	<b>(721)</b>	<b>(538,352)</b>	<b>323,810</b>	<b>(46,327)</b>	<b>277,483</b>
Loss for the year	本年度虧損	-	-	-	-	(23,240)	(23,240)	(32)	(23,272)
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	(2,551)	-	(2,551)	-	(2,551)
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	(2,551)	(23,240)	(25,791)	(32)	(25,823)
<b>At 31 March 2019</b>	於二零一九年三月三十一日	<b>227,536</b>	<b>675,345</b>	<b>(39,998)</b>	<b>(3,272)</b>	<b>(561,592)</b>	<b>298,019</b>	<b>(46,359)</b>	<b>251,660</b>

The accompanying notes form an integral part of these consolidated financial statements. 隨附附註為此等綜合財務報表之一部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

	Note	2019	2018
	附註	二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Cash flows from operating activities</b>	<b>來自經營業務之現金流量</b>		
Loss before tax	除稅前虧損	(23,272)	(83,027)
Adjustments for:	已就下列各項作出調整：		
Interest income	利息收入	(1)	(3)
Imputed interest income on non-current rental deposit	非流動租金按金之推算利息收入	(17)	–
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,184	4,592
Loss/(Gain) on held-for-trading investments	持作買賣投資之虧損/(收益)	8	(2,800)
Fair value change on investment properties	投資物業之公平值變動	17	(959)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	24	–
Impairment loss on available-for-sale investment	可供銷售投資減值虧損	19	2,509
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	16	4,342
Reversal of impairment loss on trade and other receivables	應收賬款及其他應收款項減值虧損撥回	21	–
Impairment loss on trade and other receivables	應收賬款及其他應收款項減值虧損	21	60,589
Impairment loss on other intangible assets	其他無形資產減值虧損	18	12,000
Imputed interest expense on rental deposit on initial recognition	初始確認時租金按金之推算利息開支	9	–
Operating loss before changes in working capital	營運資金變動前之經營虧損	(8,551)	(2,757)
Increase in inventories	存貨增加	(117)	–
Increase in trade and other receivables	應收賬款及其他應收款項增加	(4,461)	(41,632)
Decrease in held-for-trading investments	持作買賣投資減少	1,762	–
Increase/(Decrease) in trade and other payables	應付賬款及其他應付款項增加/(減少)	1,888	(1,724)
Decrease in contract liabilities	合約負債減少	(490)	–
Net cash used in operations	營運所耗現金淨額	(9,969)	(46,113)
Income tax refund	退還所得稅	94	642
Net cash used in operating activities	經營業務所耗現金淨額	(9,875)	(45,471)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Note 附註		
<b>Cash flows from investing activities</b>	<b>來自投資活動之現金流量</b>			
Interest received	已收利息		1	3
Acquisition of a subsidiary	收購一間附屬公司	30	-	(2,641)
Purchase of property, plant and equipment	購買物業、廠房及設備		(1,251)	-
Deposit paid for acquisition of property, plant and equipment	已付收購物業、廠房及設備之訂金		(3,482)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		10	-
Net cash used in investing activities	投資活動所耗現金淨額		(4,722)	(2,638)
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等值物減少淨額</b>		(14,597)	(48,109)
<b>Cash and cash equivalents at the beginning of the year</b>	<b>年初之現金及現金等值物</b>		94,284	142,619
Effects of foreign exchange rate changes	外幣匯率變動之影響		157	(226)
<b>Cash and cash equivalents at the end of the year</b>	<b>年末之現金及現金等值物</b>		79,844	94,284
<b>Analysis of cash and cash equivalents</b>	<b>現金及現金等值物分析</b>			
Cash and bank balances	現金及銀行結餘		79,844	94,284

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成此等綜合財務報表之一部分。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 1. CORPORATE INFORMATION

Hong Kong Life Sciences and Technologies Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, British West Indies. The principal place of business in Hong Kong is situated at Unit 2704, 27/F., West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong.

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

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in (i) anti-aging and stem cell technology businesses; (ii) trading business; (iii) money lending business; and (iv) securities investment.

### 1. 企業資料

香港生命科學技術集團有限公司(「本公司」)根據開曼群島公司法(經修訂)於開曼群島註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)GEM上市。本公司註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, British West Indies。本公司在香港之主要營業地點位於香港干諾道中168–200號信德中心西翼27樓2704室。

綜合財務報表以本公司功能貨幣港元(「港元」)列賬。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團」)主要從事(i)抗衰老及幹細胞技術業務；(ii)貿易業務；(iii)放債業務；及(iv)證券投資。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied a number of new standards and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are mandatorily effective for an accounting period that begins on or after 1 April 2018. These new standards and amendments have been applied by the Group for the first time in the current year unless otherwise specified.

HKFRS 9

香港財務報告準則第9號

HKFRS 15

香港財務報告準則第15號

HK(IFRIC) Interpretation 22

香港(國際財務報告詮釋委員會)詮釋第22號

HKFRS 2 (Amendments)

香港財務報告準則第2號(修訂)

HKFRS 4 (Amendments)

香港財務報告準則第4號(修訂)

HKAS 28 (Amendments)

香港會計準則第28號(修訂)

HKAS 40 (Amendments)

香港會計準則第40號(修訂)

HKFRSs (Amendments)

香港財務報告準則(修訂)

### 2. 應用新訂及經修訂香港財務報告準則 ([香港財務報告準則])

於本年度內，本集團已應用由香港會計師公會(「香港會計師公會」)頒佈且於二零一八年四月一日或以後開始之會計期間強制生效之香港財務報告準則之多項新訂準則及修訂。除另有指明者外，本集團於本年度內首次應用此等新訂準則及修訂。

Financial Instruments

財務工具

Revenue from Contracts with Customers

客戶合約收益

Foreign Currency Transactions and Advance Consideration

外匯交易及預付代價

Classification and Measurement of Share-based Payment Transactions

分類及計量以股份為基礎之付款交易

Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts

採用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號財務工具

As part of Annual Improvements to HKFRSs 2014–2016 Cycle

香港財務報告準則二零一四年至二零一六年週期之年度改進之一部分

Transfers of Investment Property

投資物業轉撥

Annual Improvements to HKFRSs 2014–2016 Cycle

香港財務報告準則二零一四年至二零一六年週期之年度改進

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

The nature and the impact of each amendment is described below:

#### HKFRS 9 “Financial Instruments”

HKFRS 9 has replaced HKAS 39 Financial instruments: recognition and measurement. HKFRS 9 sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. In accordance with the specific transitional provisions set out in HKFRS 9, the Group has applied the classification and measurement requirements (including requirements relating to impairment) to items that existed as of the date of initial application (i.e. 1 April 2018) on a retrospective basis based on the facts and circumstances that existed as at 1 April 2018. However, the Group has decided not to restate the comparative figures. Accordingly, the comparative information continues to be presented based on the requirements of HKAS 39 and hence may not be comparable with the current year information. The cumulative effect of initial application of HKFRS 9 has been recognised as adjustments to the opening equity.

#### (I) Classification and measurement of financial assets

In general, HKFRS 9 categories financial assets into the following three classification categories:

- measured at amortised cost;
- at fair value through other comprehensive income (“FVTOCI”); and
- at fair value through profit or loss (“FVTPL”).

These classification categories are different from those set out in HKAS 39 which included held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVTPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and the contractual cash flow characteristics of the financial asset. Details about the Group’s accounting policies for its financial assets are disclosed in note 5(n) to the consolidated financial statements.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

各項修訂之性質及影響如下：

#### 香港財務報告準則第9號「財務工具」

香港財務報告準則第9號取代香港會計準則第39號「財務工具：確認及計量」。香港財務報告準則第9號載有確認及計量財務資產、財務負債以及若干買賣非財務項目合約之規定。根據香港財務報告準則第9號所載具體過渡條文，本集團已根據於二零一八年四月一日已存在之事實及情況，按追溯基準對於首次應用日期(即二零一八年四月一日)已存在項目應用分類及計量規定(包括有關減值之規定)。然而，本集團已決定不會重列比較數字。因此，比較資料繼續按香港會計準則第39號之規定呈列，因此可能無法與本年度資料比較。首次應用香港財務報告準則第9號之累計影響已確認為對期初權益之調整。

#### (I) 財務資產分類及計量

一般而言，香港財務報告準則第9號將財務資產分為以下三個分類類別：

- 按攤銷成本計量；
- 按公平值計入其他全面收益(「按公平值計入其他全面收益」)；及
- 按公平值計入損益(「按公平值計入損益」)。

該等分類類別與香港會計準則第39號所載者不同，包括持至到期投資、貸款及應收款項、可供銷售財務資產及按公平值計入損益計量之財務資產。香港財務報告準則第9號項下財務資產分類根據管理財務資產之業務模式及其合約現金流量特徵進行。有關本集團財務資產之會計政策詳情於綜合財務報表附註5(n)披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 9 “Financial Instruments” (continued)

##### (I) Classification and measurement of financial assets (continued)

The following table shows a reconciliation from how the Group’s financial assets existed as of 1 April 2018 were classified and measured under HKAS 39 to how they are classified and measured under HKFRS 9:

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

#### 香港財務報告準則第9號「財務工具」(續)

##### (I) 財務資產分類及計量(續)

下表列示本集團截至二零一八年四月一日存在之財務資產根據香港會計準則第39號分類及計量與根據香港財務報告準則第9號分類及計量之對賬：

Financial assets	Original classification under HKAS 39	New classification under HKFRS 9	Carrying amount as at 1 April 2018 under		Carrying amount as at 1 April 2018 under
			HKAS 39	Remeasurement	HKFRS 9
財務資產	根據香港會計準則第39號之原有分類	根據香港財務報告準則第9號之新分類	根據香港會計準則第39號於二零一八年四月一日之賬面值 HK\$'000 千港元	重新計量 HK\$'000 千港元	根據香港財務報告準則第9號於二零一八年四月一日之賬面值 HK\$'000 千港元
Trade receivables 應收賬款	Loans and receivables 貸款及應收款項	Financial assets at amortised cost 按攤銷成本計量之財務資產	40,688	(813)	39,875
Loan receivables 應收貸款	Loans and receivables 貸款及應收款項	Financial assets at amortised cost 按攤銷成本計量之財務資產	127,925	(10,097)	117,828
Loan interest receivables 應收貸款利息款項	Loans and receivables 貸款及應收款項	Financial assets at amortised cost 按攤銷成本計量之財務資產	9,691	(770)	8,921
Other receivables 其他應收款項	Loans and receivables 貸款及應收款項	Financial assets at amortised cost 按攤銷成本計量之財務資產	6	-	6
Cash and bank balances 現金及銀行結餘	Loans and receivables 貸款及應收款項	Financial assets at amortised cost 按攤銷成本計量之財務資產	94,284	-	94,284
Listed equity securities 上市股本證券	Financial assets at FVTPL 按公平值計入損益之財務資產	Financial assets at FVTPL 按公平值計入損益之財務資產	6,020	-	6,020



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 9 “Financial Instruments” (continued)

##### (II) Impairment

HKFRS 9 has introduced the “expected credit loss model” to replace the “incurred loss” model under HKAS 39. The “expected credit loss model” requires an ongoing measurement of credit risk associated with a financial asset. The Group has applied the “expected loss model” to the following types of financial assets:

- Trade receivables
- Loan receivables
- Loan interest receivables
- Other receivables
- Cash and bank balances

The Group was required to revise its impairment methodology under HKFRS 9 for each of these classes of assets. The impairment loss upon initial application of HKFRS 9 are disclosed below.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

#### 香港財務報告準則第9號「財務工具」(續)

##### (II) 減值

香港財務報告準則第9號引入「預期信貸虧損模式」以取代香港會計準則第39號項下之「已產生虧損」模式。「預期信貸虧損模式」要求持續計量與財務資產相關之信貸風險。本集團已對以下各類財務資產應用「預期虧損模式」：

- 應收賬款
- 應收貸款
- 應收貸款利息款項
- 其他應收款項
- 現金及銀行結餘

本集團須根據香港財務報告準則第9號修訂其就各類資產實施之減值方法。首次應用香港財務報告準則第9號後之減值虧損於下文披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 9 “Financial Instruments” (continued)

##### (II) Impairment (continued)

###### Measurement of Expect Credit Loss (ECL)

ECL are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets’ original effective interest rate.

The Group applies the HKFRS 9 simplified approach to measure ECL for all trade receivables that are within the scope of HKFRS 15. To measure the ECL, trade receivables have been assessed individually with outstanding significant balances and/or grouped based on shared credit risk characteristics.

For loan and loan interest receivables, the Group applies the general approach, which requires an amount equal to 12-month ECL to be recognised as the impairment loss for the financial instrument if the credit risk on a financial instrument has not increased significantly since initial recognition and expected lifetime losses to be recognised if the credit risk on that financial instrument has increased significantly since initial recognition.

ECL for other financial assets at amortised cost, included cash and bank balances and other receivables, are assessed on 12-month ECL basis as it was assessed and concluded by the directors of the Company that there had been no significant increase in credit risk since initial recognition.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

#### 香港財務報告準則第9號「財務工具」(續)

##### (II) 減值(續)

###### 計量預期信貸虧損(「預期信貸虧損」)

預期信貸虧損撥備乃基於根據合約應付之合約現金流量與本集團預期收取之所有現金流量之間之差額計算。短缺數目其後按有關資產之原有實際利率貼現。

本集團應用香港財務報告準則第9號簡化法計量香港財務報告準則第15號範圍內所有應收賬款之預期信貸虧損。為計量預期信貸虧損，有未償還重大結餘之應收賬款已進行個別評估及／或根據共同分攤之信貸風險特徵分類。

本集團就應收貸款及應收貸款利息款項應用一般法，此方法規定，倘財務工具之信貸風險自初始確認以來並無顯著增加，須就財務工具確認金額相等於12個月預期信貸虧損之減值虧損，而倘財務工具之信貸風險自初始確認以來顯著增加，則須確認全期預期虧損。

按攤銷成本計算之其他財務資產(包括現金及銀行結餘以及其他應收款項)之預期信貸虧損按12個月預期信貸虧損基準評估，原因為本公司董事評估並確定其信貸風險自初始確認以來並無顯著增加。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 9 “Financial Instruments” (continued)

##### (II) Impairment (continued)

##### Measurement of Expect Credit Loss (ECL) (continued)

The following table is a reconciliation that shows how the closing loss allowance as at 31 March 2018 determined in accordance with HKAS 39 can be reconciled to the opening loss allowance as at 1 April 2018 determined in accordance with HKFRS 9:

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

#### 香港財務報告準則第9號「財務工具」(續)

##### (II) 減值(續)

##### 計量預期信貸虧損(「預期信貸虧損」)(續)

下表載列按照香港會計準則第39號釐定之二零一八年三月三十一日期末虧損撥備與按照香港財務報告準則第9號釐定之二零一八年四月一日期初虧損撥備之對賬：

		ECL on trade receivables	ECL on loan interest receivables	ECL on loan receivables	Total
		應收賬款之 預期信貸虧損	應收貸款 利息款項之 預期信貸虧損	應收貸款之 預期信貸虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Balance as at 31 March 2018	於二零一八年三月三十一日				
— as originally stated	之結餘 — 按原先呈列	577	7,653	75,000	83,230
Remeasurement of impairment loss	重新計量減值虧損	813	770	10,097	11,680
Balance as at 1 April 2018	於二零一八年四月一日				
— as restated	之結餘 — 經重列	1,390	8,423	85,097	94,910

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 9 “Financial Instruments” (continued)

##### (III) Classification and measurement of financial liabilities

Under HKFRS 9, for a financial liability designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is required to be presented in other comprehensive income, with the remaining amount of change in the fair value of the liability being presented in profit or loss (unless the treatment of the effects of changes in the liability’s credit risk would create or enlarge an accounting mismatch in profit or loss and in which case all gains or loss on that liability are presented in profit or loss).

The Group does not have any financial liabilities designated at fair value through profit or loss and therefore the classification and measurement of the Group’s financial liabilities have not been impacted by the initial application of HKFRS 9.

##### (IV) Hedge accounting

The Group has not applied any hedge accounting and hence the new general hedge accounting model set out in HKFRS 9 has not had any impact on the Group’s consolidated financial statements.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

#### 香港財務報告準則第9號「財務工具」(續)

##### (III) 財務負債分類及計量

根據香港財務報告準則第9號，就指定為按公平值計入損益之財務負債而言，財務負債信貸風險變動以致該負債公平值變動之金額須於其他全面收益呈列，負債公平值變動餘下金額則於損益呈列（除非對該負債信貸風險變動之影響之處理將造成或加大損益內之會計錯配，在此情況下，該負債之所有收益或虧損須於損益呈列）。

本集團並無任何指定為按公平值計入損益之財務負債，因此首次應用香港財務報告準則第9號並無對本集團財務負債分類及計量構成影響。

##### (IV) 對沖會計

本集團並無應用任何對沖會計處理，因此香港財務報告準則第9號所載新全面對沖會計模式對本集團綜合財務報表並無構成任何影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 9 “Financial Instruments” (continued)

##### (v) Effect on the Group’s accumulated losses as of 1 April 2018

The following tables summarise the impact of transition to HKFRS 9 on accumulated losses and the related tax impact at 1 April 2018:

		HK\$’000 千港元
Balance as at 31 March 2018	於二零一八年三月三十一日之結餘	
— as originally stated	— 按原先呈列	526,672
Recognised of additional ECL	確認額外預期信貸虧損	11,680
Balance as at 1 April 2018 — as restated	於二零一八年四月一日之結餘 一經重列	538,352

#### HKFRS 15 “Revenue from Contracts with Customers”

HKFRS 15 has replaced HKAS 11 Construction contracts, HKAS 18 Revenue and other revenue-related interpretations. Under HKAS 11 and HKAS 18, revenue arising from construction contracts and provision of services was recognised over time whereas revenue from sale of goods was generally recognised at a point in time when the risks and rewards of ownership of the goods had passed to the customers. Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. This may be at a single point in time or over time. HKFRS 15 has introduced additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. Please see note 5(d) for details of old and new accounting policies.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

#### 香港財務報告準則第9號「財務工具」(續)

##### (v) 對本集團於二零一八年四月一日之累計虧損之影響

下表概述過渡至香港財務報告準則第9號對於二零一八年四月一日之累計虧損之影響以及相關稅務影響：

#### 香港財務報告準則第15號「客戶合約收益」

香港財務報告準則第15號取代香港會計準則第11號「建築合約」、香港會計準則第18號「收益」以及其他收益相關詮釋。根據香港會計準則第11號及香港會計準則第18號，建築合約及提供服務所產生之收益隨時間確認，而銷售貨品所產生之收益一般於某一時間點(即貨品擁有權之風險及回報已轉讓予客戶時)確認。根據香港財務報告準則第15號，收益於客戶獲得合約之承諾貨品或服務之控制權時確認，可能於某一時間點或於一段時間內。香港財務報告準則第15號引入額外定性及定量披露規定，旨在協助財務報表使用者瞭解客戶合約所產生之收益及現金流量之性質、數額、時間及不確定性。有關新舊會計政策之詳情，請參閱附註5(d)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 15 “Revenue from Contracts with Customers” (continued)

Based on the specific transitional provisions set out in HKFRS 15, the Group had decided to use the cumulative effect transition method and had recognised the cumulative effect of initial application of HKFRS 15 as an adjustment to the opening balance of equity as at the date of initial application of HKFRS 15 (i.e. 1 April 2018). Accordingly, comparative information has not been restated and continues to be presented under HKAS 11 and HKAS 18. Also, the Group has applied the HKFRS 15 requirements only to contracts that were not completed before 1 April 2018.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, HKFRS 15 introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

#### 香港財務報告準則第15號「客戶合約收益」(續)

根據香港財務報告準則第15號所載具體過渡條文，本集團決定使用累計影響過渡法，並將首次應用香港財務報告準則第15號之累計影響確認為對於首次應用香港財務報告準則第15號當日（即二零一八年四月一日）之權益期初結餘作出之調整。因此，比較資料並未重列，並繼續根據香港會計準則第11號及香港會計準則第18號呈列。本集團亦僅對於二零一八年四月一日前尚未完成之合約應用香港財務報告準則第15號之規定。

香港財務報告準則第15號之核心原則為實體所確認描述向客戶轉讓承諾貨品或服務之收益金額，應為能反映該實體預期就交換該等貨品或服務有權獲得之代價。具體而言，香港財務報告準則第15號引入確認收益之五個步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約之履約責任
- 第五步：於實體完成履約責任時（或就此）確認收益

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 15 “Revenue from Contracts with Customers” (continued)

Under HKFRS 15, the Group recognises revenue when a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer.

Except for the presentation of contract liabilities as explained below, the adoption of HKFRS 15 did not have material impact on the consolidated statement of profit or loss and other comprehensive income for the current year and the consolidated statement of financial position as at 1 April 2018 and 31 March 2018, by comparing the amounts reported under HKAS 18 and related interpretations that were in effect before the change. The adoption of HKFRS 15 did not have material impact on the Group’s operating, investing and financing cash flows.

#### Contract balances

Under HKFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

#### 香港財務報告準則第15號「客戶合約收益」(續)

根據香港財務報告準則第15號，本集團於完成履約責任時確認收益，即於與特定履約責任有關之貨品或服務之「控制權」移交客戶之時。

除下文所述呈列合約負債外，透過比較根據香港會計準則第18號及變動前已生效之相關詮釋所呈報之金額，採納香港財務報告準則第15號並無對本年度綜合損益及其他全面收益表以及於二零一八年四月一日及二零一八年三月三十一日之綜合財務狀況表構成重大影響。採納香港財務報告準則第15號並無對本集團經營、投資及融資之現金流量構成重大影響。

#### 合約結餘

根據香港財務報告準則第15號，應收款項僅於本集團擁有無條件收取代價之權利時確認。倘本集團於合約之承諾貨品及服務之代價成為無條件權利前確認相關收益，則代價權利分類為合約資產。同樣地，於本集團確認相關收益前，客戶支付代價或合約規定須支付代價且有關金額已到期支付，則確認為合約負債（而非應付款項）。就與客戶之單一合約而言，呈列合約資產淨值或合約負債淨額。就多份合約而言，不相關合約之合約資產及合約負債不會按淨額基準呈列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 15 “Revenue from Contracts with Customers” (continued) Contract balances (continued)

As a result of the adoption of HKFRS 15, the Group has made the following changes of presentation to follow the requirements of HKFRS 15:

- advance received from customers included in other payables of amounting HK\$1,034,000 as at 1 April 2018 have been presented under contract liabilities

The Group does not have any contract assets and therefore no adjustment is necessary.

#### HK(IFRIC) Interpretation 22 “Foreign Currency Transactions and Advance Consideration”

HK(IFRIC)-Int 22 provides guidance on determining “the date of the transaction” for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) arising from a transaction in which an entity receives or pays advance consideration in a foreign currency. The Interpretation clarifies that “the date of the transaction” is the date on initial recognition of the non-monetary asset or liability arising from the payment or receipt of advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the date of the transaction for each payment or receipt should be determined in this way. The application of HK(IFRIC)-Int 22 has not had any material impact on the consolidated financial position and the consolidated financial result.

Except as described above, the directors of the Company consider that the application of the other new and revised HKFRSs and amendments is unlikely to have a material impact on the Group’s financial position and performance as well as disclosure.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

#### 香港財務報告準則第15號「客戶合約收益」(續) 合約結餘(續)

由於採納香港財務報告準則第15號，本集團作出以下呈列變動以遵循香港財務報告準則第15號之規定：

- 於二零一八年四月一日計入其他應付款項之預收客戶款項1,034,000港元現時呈列為合約負債

本集團並無任何合約資產，因此毋須作出調整。

#### 香港（國際財務報告詮釋委員會）詮釋第22號「外匯交易及預付代價」

香港（國際財務報告詮釋委員會）詮釋第22號就釐定「交易日期」提供指引，以釐定初步確認實體以外幣收取或支付預付代價之交易所產生之相關資產、開支或收入（或其中一部分）將使用之匯率。該詮釋釐清「交易日期」指支付或收取預付代價所產生之非貨幣資產或負債之初步確認日期。倘於確認相關項目前有多筆支付或收取款項，則須按有關方式確定每筆款項支付或收取之交易日期。應用香港（國際財務報告詮釋委員會）詮釋第22號並無對綜合財務狀況表及綜合財務業績構成任何重大影響。

除上文所述者外，本公司董事認為應用其他新訂及經修訂香港財務報告準則及修訂不大可能對本集團之財務狀況及表現以及披露構成重大影響。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### New and revised HKFRSs issued but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective.

HKFRS 16

香港財務報告準則第16號

HKFRS 17

香港財務報告準則第17號

HKFRS 3 (Amendments)

香港財務報告準則第3號(修訂)

HKFRS 9 (Amendments)

香港財務報告準則第9號(修訂)

HKFRS 10 and HKAS 28 (Amendments)

香港財務報告準則第10號及

香港會計準則第28號(修訂)

HKAS 1 and HKAS 8 (Amendments)

香港會計準則第1號及香港會計準則第8號(修訂)

HKAS 19 (Amendments)

香港會計準則第19號(修訂)

HKAS 28 (Amendments)

香港會計準則第28號(修訂)

HKFRS (Amendments)

香港財務報告準則(修訂)

HK(IFRIC) Interpretation 23

香港(國際財務報告詮釋委員會)詮釋第23號

- (1) Effective for annual periods beginning on or after 1 January 2019.
- (2) Effective for annual periods beginning on or after 1 January 2020.
- (3) Effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 January 2020 and to asset acquisitions that occur on or after the beginning of that period.
- (4) Effective for annual periods beginning on or after 1 January 2021.
- (5) Effective for annual periods beginning on or after a date to be determined.

### 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### 已頒佈但未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但未生效之新訂及經修訂香港財務報告準則。

Leases<sup>(1)</sup>

租賃<sup>(1)</sup>

Insurance Contracts<sup>(4)</sup>

保險合約<sup>(4)</sup>

Definition of a Business<sup>(3)</sup>

業務之定義<sup>(3)</sup>

Prepayment Features with Negative Compensation<sup>(1)</sup>

提早還款特性及負補償<sup>(1)</sup>

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture<sup>(5)</sup>

投資者與其聯營公司或合營企業間資產出售或投入<sup>(5)</sup>

Definition of Material<sup>(2)</sup>

重大之定義<sup>(2)</sup>

Plan Amendment, Curtailment or Settlement<sup>(1)</sup>

計劃修改、削減或結算<sup>(1)</sup>

Long-term Interests in Associates and Joint Ventures<sup>(1)</sup>

於聯營公司及合營企業之長期權益<sup>(1)</sup>

Annual Improvements to HKFRSs 2015–2017 Cycle<sup>(1)</sup>

香港財務報告準則二零一五年至二零一七年週期之年度改進<sup>(1)</sup>

Uncertainty over Income Tax Treatments<sup>(1)</sup>

所得稅處理之不確定性<sup>(1)</sup>

- (1) 於二零一九年一月一日或之後開始之年度期間生效。
- (2) 於二零二零年一月一日或之後開始之年度期間生效。
- (3) 於收購日期為二零二零年一月一日或之後開始之首個年度報告期初或之後發生之業務合併及該期間或之後發生之資產收購有效。
- (4) 於二零二一年一月一日或之後開始之年度期間生效。
- (5) 於待定日期或之後開始之年度期間生效。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 16 Leases

HKFRS 16 will supersede the current lease guidance including HKAS 17 Leases and the related interpretations when it becomes effective.

With regards to lessee accounting, the distinction of operating leases and finance leases, as required by HKAS 17, has been replaced by a model which requires a right-of-use asset and a corresponding liability to be recognised for all leases by lessees except for short-term leases and leases of low value assets.

Specifically, the right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any re-measurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the date of the commencement of the lease. Subsequently, the lease liability is adjusted for interest and lease payments. Furthermore, the classification of cash flows will also be affected as operating lease payments under HKAS 17 are presented as operating cash flows; whereas, under the HKFRS 16 model, the lease payments will be split into a principal and an interest portions which will be presented as financing and operating cash flows respectively.

With regards to lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, HKFRS 16 requires extensive disclosures in the financial statements.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

#### 香港財務報告準則第16號「租賃」

香港財務報告準則第16號將於生效時取代現行租賃指引，包括香港會計準則第17號「租賃」及相關詮釋。

就承租人會計處理而言，根據香港會計準則第17號，經營租賃及融資租賃之劃分已由另一模式取代，其規定承租人須就所有租賃確認使用權資產及相應負債，惟短期租賃及租賃低價值資產除外。

具體而言，使用權資產初步按成本計量，其後按成本（受若干例外情況所限）減累計折舊及減值虧損（就租賃負債重新計量調整）計量。租賃負債初步按於租賃開始當日尚未支付之租賃付款現值計量。其後，租賃負債就利息及租賃付款作出調整。此外，現金流量之分類亦將受到影響，原因為香港會計準則第17號之經營租賃付款呈列為經營現金流量，而根據香港財務報告準則第16號模式，租賃付款將拆分為本金及利息部分，分別呈列為融資現金流量及經營現金流量。

就出租人會計處理而言，香港財務報告準則第16號大致沿用香港會計準則第17號之出租人會計規定，並繼續要求出租人將其租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求於財務報表中作出詳盡披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 16 Leases (continued)

As at 31 March 2019, the Group has non-cancellable operating lease commitments of HK\$46,962,000 as disclosed in note 31. A preliminary assessment considered by the directors of the Company concluded that these arrangements will meet the definition of a lease under HKFRS 16. The Group intends to apply modified retrospective approach for the adoption of HKFRS 16 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 April 2019 and will not restate the comparative information. Upon the initial adoption of HKFRS 16, the opening balances of lease liabilities and the corresponding right-of-use assets will be adjusted to HK\$33,311,000 and HK\$34,144,000 respectively, after taking account the effects of discounting, as at 1 April 2019. While the assessment for the adoption of HKFRS 16 is still subject to final determination by the directors of the Company, the actual impact upon the initial adoption of this standard may differ as the assessment completed to date is based on the information currently available to the Group.

#### HKFRS 17 Insurance Contracts

HKFRS 17 is not applicable to the Group as the Group is not engaged in insurance business.

#### HKFRS 3 (Amendments) Definition of Business

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

#### 香港財務報告準則第16號「租賃」(續)

誠如附註31所披露，於二零一九年三月三十一日，本集團之不可撤銷經營租賃承擔為46,962,000港元。本公司董事考慮初步評估後認為，該等安排將符合香港財務報告準則第16號項下租賃之定義。本集團擬就採納香港財務報告準則第16號而應用經修訂追溯法，並將確認首次應用之累計影響作為二零一九年四月一日期初權益結餘之調整，且將不會重列比較資料。於首次採納香港財務報告準則第16號後，經計及貼現影響，於二零一九年四月一日，租賃負債及相應使用權資產之期初結餘將分別調整至33,311,000港元及34,144,000港元。儘管採納香港財務報告準則第16號之評估仍有待本公司董事作出最終決定，惟首次採納該準則之實際影響可能有所不同，原因為迄今已完成之評估乃根據本集團目前可獲得之資料而作出。

#### 香港財務報告準則第17號「保險合約」

香港財務報告準則第17號不適用於本集團，因為本集團並無從事保險業務。

#### 香港財務報告準則第3號(修訂)「業務之定義」

香港財務報告準則第3號之修訂澄清及提供有關業務定義之額外指引。該修訂澄清，就被視為業務之一整套活動及資產而言，其必須最少包括可共同顯著促進產能之投入及相當工序。業務可毋須包括全部促進產能所需投入及工序。該等修訂取消對市場參與者是否有能力獲得業務並繼續產出產量之評估。取而代之，專注於獲得之投入及所獲得相當工序是否可共同顯著促進產能。該等修訂亦縮窄產出之定義，專注於向客戶提供之商品或服務、投資收入或進行日常活動所得其他收入。此外，該等修訂亦就評估所獲得之工序是否達到相當程度提供指引，並引入選擇性公平值集中度測試，以簡化評估獲得之一系列活動及資產是否構成業務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 3 (Amendments) Definition of Business (continued)

The directors of the Company do not anticipate that the application of the amendments in the future will have a material impact on the consolidated financial statements.

#### HKFRS 9 (Amendments) Prepayment Features with Negative Compensation

The HKICPA issued two amendments to HKFRS 9 in November 2017 and December 2017 respectively. The first amendment clarifies that prepayable financial assets with negative compensation can be measured at amortised cost or at FVTOCI if specified conditions are met instead of at FVTPL. The second amendment clarifies, in the basis for conclusions, the accounting for a modification or exchange of a financial liability measured at amortised cost that does not result in derecognition. HKFRS 9 requires an entity to recalculate the amortised cost of the modified financial liability by discounting the modified contractual cash flows using the original effective interest rate. Any adjustments to the amortised cost of the financial liability would be recognised in profit or loss at the date of the modification or exchange. If entities apply a different accounting treatment for modifications of financial liabilities under HKAS 39, they are required to apply the amendments retrospectively on transition to HKFRS 9.

The amendments are effective for annual periods beginning on or after 1 January 2019. Early application is permitted. The directors of the Company do not anticipate that the application of the amendments will have a material impact on the Group's consolidated financial statements.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

#### 香港財務報告準則第3號（修訂）「業務之定義」(續)

本公司董事預期，日後應用該等修訂將不會對綜合財務報表構成重大影響。

#### 香港財務報告準則第9號（修訂）「提早還款特性及負補償」

香港會計師公會於二零一七年十一月及二零一七年十二月頒佈兩個香港財務報告準則第9號之修訂。首項修訂澄清，倘符合特定條件，具負補償之可預付財務資產可按攤銷成本或按公平值計入其他全面收益計量，而非按公平值計入損益計量。第二項修訂澄清，按結論基準，就修改或交換按攤銷成本計量之財務負債並不會導致終止確認之會計處理。香港財務報告準則第9號規定實體透過以原先實際利率折算經修改合約現金流量，重新計算經修改財務負債之攤銷成本。對財務負債攤銷成本作出之任何修訂於修改或交換日期在損益中確認。倘實體對財務負債之修改應用香港會計準則第39號項下之不同會計處理方法，則實體須於過渡至香港財務報告準則第9號時追溯應用有關修訂。

有關修訂於二零一九年一月一日或之後開始之年度期間生效，獲准許提早應用。本公司董事預期，應用該等修訂將不會對本集團綜合財務報表構成重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 10 and HKAS 28 (Amendments) Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to HKFRS 10 and HKAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent’s profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, gains and losses resulting from the re-measurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent’s profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The Group did not enter into these transactions in the current year. The directors of the Company anticipate that the application of these amendments may have an impact on the consolidated financial statements in future periods should such transactions arise.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

香港財務報告準則第10號及香港會計準則第28號(修訂)「投資者與其聯營公司或合營企業間資產出售或投入」

香港財務報告準則第10號及香港會計準則第28號之修訂處理投資者與其聯營公司或合營企業間資產出售或投入之情況。具體而言，該等修訂規定在與採用權益法入賬之聯營公司或合營企業進行之交易中，失去並無包含業務之附屬公司之控制權帶來之收益或虧損，於母公司之損益確認，並僅以非相關投資者於該聯營公司或合營企業之權益為限。同樣地，重新計量於任何前附屬公司(成為採用權益法列賬之聯營公司或合營企業)所保留之投資公平值所得收益或虧損，於前母公司之損益確認，並僅以非相關投資者於新聯營公司或合營企業之權益為限。

本集團於本年度內並無訂立該等交易。倘出現該等交易，本公司董事預期，應用該等修訂或會對未來期間之綜合財務報表構成影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKAS 1 and HKAS 8 (Amendments) Definition of Material

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

The directors of the Company do not anticipate that the application of the amendments will have a material impact on the Group’s consolidated financial statements.

#### HKAS 19 (Amendments) Plan Amendment, Curtailment or Settlement

The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the reporting period after a change is made to a plan.

The directors of the Company do not anticipate that the application of the amendments in the future will have a material impact on the consolidated financial statements.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

#### 香港會計準則第1號及香港會計準則第8號（修訂）「重大之定義」

香港會計準則第1號及香港會計準則第8號之修訂為重大提供新定義。新定義訂明，倘遺漏、錯誤陳述或塗改之資料可合理預期影響通用財務報表之主要使用者基於該等財務報表作出決定，則有關資料屬重大。該等修訂澄清，重大與否取決於資料之性質或嚴重程度。倘錯誤陳述之資料可合理預期影響主要使用者作出決定，則有關資料屬重大。

本公司董事預期，應用該等修訂將不會對本集團綜合財務報表構成重大影響。

#### 香港會計準則第19號（修訂）「計劃修改、削減或結算」

該等修訂規定實體須於對計劃作出變動後使用經更新假設，以釐定報告期間餘下時間之即期服務成本及淨利息。

本公司董事預計，日後應用該等修訂不會對綜合財務報表構成重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKAS 28 (Amendments) Long-term Interests in Associates and Joint Ventures

Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture.

The directors of the Company do not anticipate that the application of the amendments in the future will have a material impact on the consolidated financial statements.

#### HK(IFRIC) Interpretation 23 Uncertainty over Income Tax Treatments

This Interpretation clarifies how to apply the recognition and measurement requirements in HKAS 12 when there is uncertainty over income tax treatments.

The directors of the Company do not anticipate that the application of the Interpretation will have a material impact on the consolidated financial statements.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

#### 香港會計準則第28號(修訂)「於聯營公司及合營企業之長期權益」

香港會計準則第28號之修訂釐清香港財務報告準則第9號之豁免範圍，僅包括就此應用權益法於聯營公司或合營企業之權益，而不包括實質上構成於該聯營公司或合營企業之淨投資一部分之長期權益(並無就此應用權益法)。因此，實體應用香港財務報告準則第9號而非香港會計準則第28號(包括香港財務報告準則第9號下之減值規定)將該等長期權益入賬。僅就確認聯營公司或合營企業之虧損及於聯營公司或合營企業之淨投資減值而言，香港會計準則第28號繼而應用於淨投資(包括長期權益)。

本公司董事預期，日後應用該等修訂將不會對綜合財務報表構成重大影響。

#### 香港(國際財務報告詮釋委員會)詮釋第23號「所得稅處理之不確定性」

該詮釋釐清存在所得稅處理方法不確定因素之情況下如何應用香港會計準則第12號之確認及計量規定。

本公司董事預計，應用該詮釋不會對綜合財務報表構成重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 3. STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with HKFRSs, which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and by the Hong Kong Companies Ordinance.

### 4. BASIS OF PREPARATION

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis, except for certain financial instruments and investment properties that are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in the 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, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

### 3. 合規聲明

該等綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（此統稱包括所有適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）及香港公認會計原則編製。此外，該等綜合財務報表包括香港聯合交易所有限公司GEM（「GEM」）證券上市規則（「GEM上市規則」）及香港公司條例規定之適用披露。

### 4. 編製基準

編製綜合財務報表所用之計量基準以歷史成本為基準，惟於各報告期末以公平值計量之若干財務工具及投資物業除外。歷史成本一般基於交換貨品及服務所支付代價之公平值計算。

公平值為於計量日期在市場參與者之間在有序交易中出售一項資產而將收取或轉讓一項負債而將支付之價格（無論該價格為直接可觀察或採用另一估值技巧估計而得出）。在估計一項資產或負債之公平值時，本集團考慮資產或負債之特徵（倘市場參與者會於計量日期在為資產或負債定價時考慮該等特徵）。於該等綜合財務報表中用作計量及／或披露之公平值乃按此基準釐定，惟香港財務報告準則第2號範圍內以股份為基礎之付款交易、香港會計準則第17號範圍內之租賃交易及與公平值有部分類似但並非公平值之計量，如香港會計準則第2號之可變現淨值或香港會計準則第36號之使用價值除外。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 4. BASIS OF PREPARATION (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.

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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 are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are disclosed in note 6.

### 4. 編製基準(續)

此外，就財務報告而言，公平值計量乃根據公平值計量之輸入數據之可觀察程度及輸入數據對公平值計量整體之重要性而分為第一、二及三級，詳情如下：

- 第一級輸入數據是於計量日期實體可獲得之活躍市場上相同資產或負債之報價（未調整）；
- 第二級輸入數據是第一級所包括報價以外，有關資產或負債可直接或間接觀察之輸入數據；及
- 第三級輸入數據是有關資產或負債之不可觀察輸入數據。

編製符合香港財務報告準則之綜合財務報表要求管理層作出判斷、估計及假設，而有關判斷、估計及假設會影響政策之應用及所呈報資產、負債、收入及支出之金額。該等估計及有關假設乃根據過往經驗及多個相信在有關情況下屬合理之其他因素而作出，其結果成為對在其他來源並不顯然易見之資產與負債賬面值作出判斷之基準。實際結果可能與該等估計有所差別。

該等估計及相關假設會持續檢討。對會計估計進行修訂時，若修訂僅影響該期間，則修訂會於修訂估計期間內確認；若修訂影響到當期及未來期間，則於修訂當期及未來期間確認。

應用香港財務報告準則時，管理層所作判斷對綜合財務報表及估計不確定因素之主要來源之重要影響於附註6披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Basis of consolidation

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

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

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

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

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

### 5. 主要會計政策

#### (a) 綜合基準

綜合財務報表包括本公司及本公司控制之實體(包括架構實體)及其附屬公司之財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響該等回報。

倘有事實及情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於年內購入或出售之附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

非控股權益指並非由本公司直接或間接應佔之附屬公司權益，而本集團並無與該等權益之持有人達成任何附加條款，以致本集團對該等權益產生符合財務負債定義之合約責任。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (a) Basis of consolidation (continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the result of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlled interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified that to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSS).

Where necessary, adjustments are made to the financial statements of subsidiary to bring their accounting policies into line with those used by other members of the Group.

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

### 5. 主要會計政策(續)

#### (a) 綜合基準(續)

非控股權益在綜合財務狀況表之權益中呈列，並與本公司擁有人應佔權益分開呈列。非控股權益應佔本集團業績在綜合損益及其他全面收益表，以於非控股權益與本公司擁有人之間分配年內損益總額及全面收益總額之方式呈列。

本集團於附屬公司擁有權權益之變動倘並未導致本集團失去其對附屬公司之控制權，則會列作權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整，以反映其於附屬公司相對權益之變動。非控股權益之調整額與已付或已收代價公平值兩者間之任何差額，均直接於權益確認，並歸屬於本公司擁有人。

倘本集團失去其對附屬公司之控制權，有關收益或虧損於損益確認，並按(i)已收代價公平值及任何保留權益公平值之總和與(ii)該附屬公司資產(包括商譽)及負債以及任何非控股權益之先前賬面值之差額計算。先前就該附屬公司於其他全面收益確認之全數金額按猶如本集團已直接出售該附屬公司有關資產或負債之方式入賬(即根據適用香港財務報告準則所訂明/許可重新分類至損益或轉撥至另一權益類別)。

於必要時，對附屬公司之財務報表作出調整，以使其會計政策與本集團其他成員公司之會計政策一致。

所有與本集團各實體之間交易有關之集團內公司間交易、結餘、收入、支出及現金流量均於綜合賬目時予以全數對銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (b) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income Taxes" and HKAS 19 "Employee Benefits" respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that standard.

### 5. 主要會計政策(續)

#### (b) 業務合併

收購業務採用收購法入賬。業務合併所轉讓代價按公平值計量，而計算方法為本集團所轉讓資產之收購日期公平值、本集團向收購對象前擁有人承擔之負債及本集團就交換收購對象控制權而發行之股本權益之總和。收購相關費用一般於產生時在損益確認。

於收購日期，所收購可識別資產及所承擔負債乃按公平值確認，惟以下情況除外：

- 遞延稅項資產或負債及僱員福利安排之相關負債或資產分別按香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 於收購日期，收購對象以股份為基礎之付款安排或本集團所訂立以股份為基礎之付款安排替代收購對象以股份為基礎之付款安排之負債或股本工具，乃根據香港財務報告準則第2號「以股份為基礎之付款」計量；及
- 根據香港財務報告準則第5號「持作銷售之非流動資產及已終止業務」分類為持作銷售之資產（或出售組別）按該準則計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (b) Business combinations (continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in HKFRS.

When the consideration the Group transfers in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments being made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period (which cannot exceed one year from acquisition date) about facts and circumstances that existed as of the acquisition date.

### 5. 主要會計政策(續)

#### (b) 業務合併(續)

商譽以所轉讓代價、非控股權益於收購對象應佔金額及收購方以往持有收購對象股本權益之公平值(如有)之總和，超出所收購可識別資產及所承擔負債於收購日期之淨值之差額計量。倘經過評估後，所收購可識別資產與所承擔負債於收購日期之淨值高於所轉讓代價、非控股權益於收購對象應佔金額及收購方以往持有收購對象權益之公平值(如有)之總和，則差額即時於損益確認為議價收購收益。

屬現時擁有權權益且於清盤時賦予其持有人按比例分佔實體資產淨值之非控股權益，可初步按公平值或非控股權益應佔收購對象可識別資產淨值之已確認金額比例計量。計量方法乃按個別交易基準選取。其他種類之非控股權益乃按公平值或(如適用)香港財務報告準則指定之基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，或然代價乃按其收購日期之公平值計量，並被視為於業務合併中所轉讓代價之一部分。或然代價之公平值變動如符合資格作出計量期間調整，則會追溯調整，並根據商譽作出相應調整。計量期間調整為於計量期間內就於收購日期存在之事實與情況獲得之其他資料而作出之調整。計量期間自收購日期起計不超過一年。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (b) Business combinations (continued)

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

### 5. 主要會計政策(續)

#### (b) 業務合併(續)

不符合資格作出計量期間調整之或然代價公平值變動之其後會計取決於或然代價之分類方式。分類為權益之或然代價並無於其後報告日期重新計量，而其後結算則於權益內入賬。分類為資產或負債之或然代價根據香港會計準則第39號或香港會計準則第37號「撥備、或然負債及或然資產」(如適用)於其後報告日期重新計量，而相應收益或虧損則於損益確認。

倘業務合併分階段完成，本集團先前於收購對象持有之股本權益按於收購日期(即本集團取得控制權當日)之公平值重新計量，而所產生收益或虧損(如有)則於損益確認。過往於收購日期前於其他全面收益確認之收購對象權益所產生款額乃重新分類至損益(倘有關處理方法適用於出售權益)。

倘業務合併之初步會計處理於合併發生之報告期末尚未完成，則本集團會報告未完成會計處理項目之臨時數額。該等臨時數額會於計量期間(見上文)予以調整，或確認額外資產或負債，以反映於收購日期已存在而據悉可能影響該日已確認款額之事實與情況所取得之新資訊。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (c) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of profit or loss. An impairment loss for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

#### (d) Revenue recognition

*Policy applicable from 1 April 2018*

Income is classified by the Group as revenue when it arises from the sales of goods and provision of services in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Company is expected to be entitled, excluding those amounts collected on behalf of third parties.

### 5. 主要會計政策(續)

#### (c) 商譽

收購業務所產生商譽按收購業務日期確立之成本(見上文會計政策)減任何累計減值虧損(如有)列賬。

進行減值測試時，商譽會分配至預期可受惠於合併之協同效益之各有關現金產生單位或現金產生單位組別。

獲分配商譽之現金產生單位會每年進行減值測試，或於有跡象顯示單位可能出現減值時更頻繁地進行減值測試。倘現金產生單位之可收回金額少於其賬面值，則首先分配減值虧損以減低分配至該單位之任何商譽之賬面值，其後按該單位內各資產賬面值之比例分配至該單位之其他資產。商譽之任何減值虧損直接於綜合損益表中損益確認。就商譽確認之減值虧損不可於其後期間撥回。

出售相關現金產生單位時，釐定出售損益金額時會計入商譽應佔金額。

#### (d) 收益確認

*自二零一八年四月一日起適用之政策*

本集團將其日常業務過程中銷售貨品及提供服務所產生收入分類為收益。

收益於貨品或服務之控制權按本公司預期有權收取之已承諾代價金額(不包括該等代表第三方收取之金額)轉讓予客戶時確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (d) Revenue recognition (continued)

##### *Policy applicable from 1 April 2018 (continued)*

Control is transferred over time and revenue is recognised over time if one of the following criteria is met:

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

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

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Company, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Company takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

### 5. 主要會計政策(續)

#### (d) 收益確認(續)

##### *自二零一八年四月一日起適用之政策(續)*

倘符合以下任何一項條件，控制權隨時間轉移，而收益則隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供之利益；
- 本集團履約創建或增強客戶於本集團履約時控制之資產；或
- 本集團履約並無創建對本集團另有用途之資產，而本集團擁有可強制執行權利收取至今已履約部分之款項。

否則，於客戶獲得明確貨品或服務控制權之時間點確認收益。

倘合約載有向客戶提供超過12個月之重大融資利益之融資組成部分，則收益按應收金額之現值計量，並使用反映於與有關客戶之個別融資交易之貼現率貼現，且利息收入根據實際利率法分開累計。倘合約載有向本公司提供重大融資利益之融資組成部分，則根據該合約確認之收益包括根據實際利率法於合約責任附帶之利息開支。本公司利用香港財務報告準則第15號第63段之可行權宜方法，在融資期為12個月或以下之情況下，並無就重大融資組成部分之任何影響調整代價。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (d) Revenue recognition (continued)

##### *Policy applicable from 1 April 2018 (continued)*

##### *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 is a principal if it controls the specified good or service before that good or service is transferred to a customer. The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

##### *Other income*

The Group's other income recognition policies are as follows:

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 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.

### 5. 主要會計政策(續)

#### (d) 收益確認(續)

##### *自二零一八年四月一日起適用之政策(續)*

##### *主事與代理人*

當另一方涉及向客戶提供貨品或服務時，本集團釐定其承諾性質為其自行提供指定貨品或服務(即本集團為主事)或安排由其他方提供該等貨品或服務(即本集團為代理人)之履約責任。

倘本集團於指定貨品或服務轉讓予客戶前控制該貨品或服務，則本集團為主事。倘本集團之履約責任為安排另一方提供指定貨品或服務，則本集團為代理。在此情況下，本集團於另一方所提供指定貨品或服務轉讓予客戶前並無控制該貨品或服務。倘本集團以代理人身份行事，將就其預期於安排其他方提供指定貨品或服務時有權收取之任何費用或佣金金額確認收益。

##### *其他收入*

本集團之其他收入確認政策如下：

就其後按攤銷成本計量之財務資產而言，利息收入採用實際利率法確認。利息收入透過對財務資產之賬面總值應用實際利率計算，惟其後出現信貸減值之財務資產除外(見下文)。就其後出現信貸減值之財務資產而言，利息收入自下一個會計期間起透過對財務資產之攤銷成本應用實際利率確認。倘信貸減值財務工具之信貸風險得以改善，使財務資產不再出現信貸減值，則自資產釐定為不再出現信貸減值後之報告期間開始，利息收入透過對財務資產之賬面總值應用實際利率確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (d) Revenue recognition (continued)

##### **Policy applicable from 1 April 2018 (continued)**

##### *Other income (continued)*

Income arising from sales of financial instruments is recognised on the completion of transfer of risks and rewards to the transferee.

Dividend income from financial assets at fair value through profit or loss is recognised when the shareholder's right to receive payment is established (provided that it is probable that economic benefits will flow to the Group and the amount of revenue can be measured reliably).

##### **Policy applicable prior to 1 April 2018**

Revenue is measured at the fair value of the consideration received or receivable for goods sold and services rendered in the normal course of business, net of discounts and sales related taxes.

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Service income is recognised at the completion of the service rendered.

### 5. 主要會計政策(續)

#### (d) 收益確認(續)

##### **自二零一八年四月一日起適用之政策(續)**

##### *其他收入(續)*

銷售財務工具所產生收入於完成向承讓人轉讓風險及回報時確認。

按公平值計入損益之財務資產之股息收入於股東收取付款之權利確立時確認(前提為經濟利益可能將流入本集團且收益金額能可靠計量)。

##### **於二零一八年四月一日前適用之政策**

收益按日常業務過程中已售貨品及所提供服務之已收代價或應收款項之公平值計量，扣除折扣及銷售相關稅項。

銷售貨品之收益於貨品付運及所有權轉移時予以確認，且在達成以下全部條件時，方可作實：

- 本集團已將貨品所有權之重大風險及回報轉讓予買方；
- 本集團並無保留任何一般視為與所有權相關之持續管理權或已售貨品之有效控制權；
- 收益金額能可靠計量；
- 與交易有關之經濟利益可能將流入本集團；及
- 交易已經或將予產生之成本能可靠計量。

服務收入於所提供服務完成時確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (d) Revenue recognition (continued)

##### *Policy applicable prior to 1 April 2018 (continued)*

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Income arising from sales of financial instruments is recognised on the completion of transfer of risks and rewards to the transferee.

Dividend income from investments (including financial assets at fair value through profit or loss and available-for-sale investments) is recognised when the shareholder's right to receive payment is established (provided that it is probable that economic benefits will flow to the Group and the amount of revenue can be measured reliably).

#### (e) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

##### *The Group as lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

### 5. 主要會計政策(續)

#### (d) 收益確認(續)

##### *於二零一八年四月一日前適用之政策(續)*

在經濟利益可能流入本集團及收入金額能夠可靠地計量之情況下，財務資產之利息收入會被確認。利息收入乃參照未償還本金額及適用實際利率按時間基準累計，適用實際利率乃將財務資產預計年期內估計日後現金收入確切地貼現至該資產初步確認賬面淨值之利率。

銷售財務工具所產生收入於完成向承讓人轉讓風險及回報時確認。

投資之股息收入(包括按公平值計入損益之財務資產及可供銷售投資)於股東收取付款之權利確立時確認(前提為經濟利益可能將流入本集團且收益金額能可靠計量)。

#### (e) 租賃

凡租賃條款將所有權附帶之絕大部分風險及回報撥歸予承租人之租賃，均列為融資租賃。所有其他租賃歸類為經營租賃。

##### *本集團作為承租人*

經營租賃付款乃按租約年期以直線法確認為開支，除非另有系統性基準，更能代表租賃資產之經濟利益被消耗之時間模式。經營租賃所產生或然租金於產生期間確認為開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (e) Leasing (continued)

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

#### **Leasehold land for own use**

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

### 5. 主要會計政策(續)

#### (e) 租賃(續)

當訂立經營租賃時收到租金優惠，該等優惠確認為負債。租金優惠總額以直線法確認為調減租金開支，除非另有系統性基準，更能代表其租賃資產之經濟利益被消耗之時間模式。

#### **自用之租賃土地**

當租賃包括土地和樓宇成分，本集團會評估每個成分分類為融資或經營租賃，按因擁有每個成分而附帶之絕大部分風險及回報是否已轉移予本集團為基準進行評估，除非該兩個成分均明顯為經營租賃，在此情況下，整個租賃則分類為經營租賃。具體而言，最低租賃付款(包括任何一次性預付款)按在租賃開始時土地成分及樓宇成分租賃權益之相對公平值，按比例分配到土地及樓宇成分。

為能可靠地分配租賃付款，租賃土地權益以「預付租賃款項」在綜合財務狀況表內列賬為經營租賃，並在租期內按直線法攤銷。倘租賃付款無法可靠地分配至土地及樓宇成分，則整個租賃一般會分類為融資租賃及入賬列作物業、廠房及設備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (f) Foreign currencies

In preparing the consolidated financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary items that are denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange difference arising on retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised in other comprehensive income.

### 5. 主要會計政策(續)

#### (f) 外幣

於編製各個別集團實體之綜合財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易，乃按交易日期適用匯率入賬。於各報告期末，以外幣列值之貨幣項目乃按報告期末之適用匯率重新換算。按公平值列賬並以外幣列值之非貨幣項目，乃按釐定其公平值當日之適用匯率重新換算。按歷史成本計量並以外幣列值之非貨幣項目不予重新換算。

結算貨幣項目及換算貨幣項目所產生匯兌差額乃於其產生期間於損益確認。重新換算按公平值列賬之非貨幣項目所產生匯兌差額乃計入損益內，惟重新換算有關其收益及虧損於其他全面收益確認之非貨幣項目所產生匯兌差額除外，於該情況下，匯兌差額亦於其他全面收益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (f) Foreign currencies (continued)

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Hong Kong dollars using exchange rates prevailing at the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve. On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired and liabilities assumed arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

#### (g) 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.

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

### 5. 主要會計政策(續)

#### (f) 外幣(續)

就呈列綜合財務報表而言，本集團海外業務(包括可資比較者)之資產及負債均按報告期末適用匯率以港元呈列。收入及開支項目(包括可資比較者)乃按期內平均匯率換算，除非期內匯率大幅波動，在此情況下，則會採用交易當日之匯率換算。所產生匯兌差額(如有)於其他全面收益確認，並於匯兌儲備累計為權益。出售海外業務時，本公司擁有人應佔該業務所有於權益累計之匯兌差額均重新分類至損益。

收購海外業務產生之商譽及就所收購可識別資產及所承擔負債作出之公平值調整，視作該海外業務之資產及負債處理，並按各報告期末適用匯率換算。所產生匯兌差額於其他全面收益確認。

#### (g) 借貸成本

直接涉及收購、建設或生產須經過頗長時間始能作擬定用途或銷售之合資格資產之借貸成本，均加入該等資產之成本，直至該等資產已大致上可投入作擬定用途或銷售為止。

所有其他借貸成本乃於其產生期間在損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (h) Employee benefits

##### *Retirement benefits*

Retirement benefits to employees are provided through defined contribution plans.

The Company and its subsidiaries operating in Hong Kong operate a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance (the "MPF Scheme"), for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on percentage of Employees' basic salaries.

The employees of the Group's subsidiaries which operate in PRC are required to participate in a central pension scheme operated by the local municipal governments. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme.

Contributions are recognised as an expense in profit or loss when employees render services during the year. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

##### *Share-based payment benefits*

Share options granted to employees are accounted for in accordance with the policies set out in note 5(w)(i)(1).

### 5. 主要會計政策(續)

#### (h) 僱員福利

##### *退休福利*

本公司透過定額供款計劃為僱員提供退休福利。

本公司及其於香港營運之附屬公司根據強制性公積金計劃條例(「強積金計劃」)設立一項定額供款退休福利計劃，為全體屬合資格參與者之僱員參加強積金計劃，並按僱員基本薪金之百分比作出供款。

本集團在中國營運之附屬公司僱員須參加當地市政府設立之中央退休金計劃。該等附屬公司須按其工資成本一定百分比向中央退休金計劃作出供款。

僱員於年內提供服務時，有關供款將於損益確認為開支。本集團於該等計劃之責任限於固定百分比之應付供款。

僱員應享之年假於僱員可享有該等假期時確認。已就截至報告日期僱員所提供服務而可享年假之估計負債作出撥備。

病假及產假等非累計補償性假期直至休假時方予確認。

##### *以股份為基礎之付款福利*

授予僱員之購股權乃根據附註5(w)(i)(1)所載政策入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (i) Taxation

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

##### **Current tax**

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

##### **Deferred tax**

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

### 5. 主要會計政策(續)

#### (i) 稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

##### **即期稅項**

即期應付稅項乃按本年度之應課稅溢利計算。由於應課稅溢利不包括於其他年度之應課稅或可扣減之收入或開支項目，亦進一步剔除毋須課稅或不可扣減之項目，因此應課稅溢利與綜合損益及其他全面收益表所列除稅前溢利不同。本集團之即期稅項負債乃根據於報告期末前已制定或實質上已制定之稅率計算。

##### **遞延稅項**

遞延稅項乃就綜合財務報表內資產及負債之賬面值與計算應課稅溢利所採用相應稅基兩者間之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產以應課稅溢利可用作抵銷可扣減暫時差額為限確認。倘來自商譽或初步確認不影響應課稅溢利或會計溢利之交易(業務合併除外)之其他資產及負債產生暫時差額，則該等遞延稅項資產及負債不予確認。此外，倘初步確認商譽時產生暫時差額，則不予確認遞延稅項負債。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (i) Taxation (continued)

##### Deferred tax (continued)

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

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

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 profit will be available to allow all or part of the asset to be recovered.

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

### 5. 主要會計政策(續)

#### (i) 稅項(續)

##### 遞延稅項(續)

於附屬公司投資所產生應課稅暫時差額，乃確認為遞延稅項負債，惟本集團有能力控制暫時差額之撥回，且暫時差額可能不會於可見將來撥回之情況除外。因扣減與有關投資相關之暫時差額所產生遞延稅項資產僅於有可能有足夠應課稅溢利以動用暫時差額之利益時方予確認，有關金額預期於可見將來撥回。

就計量使用公平值模式計量之投資物業之遞延稅項負債或遞延稅項資產而言，除非該假設被駁回，否則有關物業之賬面值乃假定為透過銷售全部收回。於投資物業為可折舊及按目標為隨時間耗用投資物業內含之絕大部分經濟利益之商業模式持有，而非透過銷售持有之情況下，則有關假設被駁回。

遞延稅項資產之賬面值於各報告期末檢討，並於不再可能有足夠應課稅溢利可供收回全部或部分資產之情況下予以削減。

遞延稅項資產及負債根據於報告期末已制定或實質上已制定之稅率(及稅法)，按預期適用於清償負債或變賣資產期間之稅率計算。遞延稅項負債及資產之計量反映於報告期末本集團預期收回或清付其資產或負債賬面值之方式而引致之稅務後果。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (i) Taxation (continued)

##### **Current and deferred tax for the year**

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

#### (j) Property, plant and equipment

Property, plant and equipment including owner occupied land and buildings held for use in the supply of service, or administrative purposes (other than properties under construction as described below), are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged so as to write off the cost of property, plant and equipment, after taking into account of their estimated residual value, if any, over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Leasehold improvements 租賃裝修	5%–20% per annum 每年5%至20%
Furniture, fixtures and equipment 傢俬、裝置及設備	15%–33 $\frac{1}{3}$ % per annum 每年15%至33 $\frac{1}{3}$ %
Motor vehicles 汽車	10–20% per annum 每年10%至20%

### 5. 主要會計政策(續)

#### (i) 稅項(續)

##### **本年度即期及遞延稅項**

即期及遞延稅項乃於損益確認，惟其與於其他全面收益或直接於權益確認之項目有關者除外，在此情況下，即期及遞延稅項亦分別會於其他全面收益或直接於權益確認。倘對業務合併進行初步會計處理而產生即期稅項或遞延稅項，稅務影響則計入業務合併之會計處理中。

#### (j) 物業、廠房及設備

物業、廠房及設備包括業主自用土地及提供服務時或因行政目的而持作使用之樓宇(下文所述在建物業除外)，乃以成本減累計折舊及任何累計減值虧損列賬。

物業、廠房及設備按其估計可使用年期及經計及其估計剩餘價值(如有)，以直線法予以折舊以撇銷其成本。估計可使用年期、剩餘價值及折舊方法於各報告期末審閱，並將估計之任何變動之影響按前瞻基準入賬。主要年率如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (j) Property, plant and equipment (continued)

An item of property, plant 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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the profit or loss in the year in which the item is derecognised.

#### (k) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation, rather than for use in production or supply of goods or services or for administrative purpose; or for sale in the ordinary course of business. These include pieces of land owned by the Group which the directors of the Company concluded that it is currently for an undetermined future use. On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss for the year in which they arise.

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

### 5. 主要會計政策(續)

#### (j) 物業、廠房及設備(續)

物業、廠房及設備項目乃於出售時或當預期持續使用該資產將不會產生未來經濟利益時取消確認。於取消確認該資產時產生之任何收益或虧損(以出售所得款項淨額與該項目之賬面值兩者間之差額計算)乃計入該項目取消確認年度之損益內。

#### (k) 投資物業

投資物業為持作賺取租金及/或作資本增值,而非就生產使用或供應貨品或服務或作行政用途,或就於日常業務中銷售而持有之物業,包括多幅本集團擁有之地塊,而本公司董事目前尚未確定有關地塊之未來用途。於初步確認時,投資物業按成本計量,包括任何直接應佔支出。於初步確認後,投資物業以公平值模式按公平值計量。投資物業公平值變動產生之收益或虧損計入其產生年度之損益內。

投資物業乃於出售時或當投資物業永久停止使用及預期出售將不會產生未來經濟利益時取消確認。於取消確認該資產時產生之任何收益或虧損(以出售所得款項淨額與該資產之賬面值兩者間之差額計算)乃計入該項目取消確認期間之損益內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (I) Intangible assets other than goodwill

##### *Intangible assets acquired separately*

Intangible assets with finite useful lives that are acquired separately are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Amortisation commences when the intangible assets are available for use.

##### *Internally generated intangible assets — research and development costs*

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- It is technically feasible to complete the product for it to be sold;
- Adequate resources are available to complete the development;
- There is an intention to complete and sell the product;
- The Group is able to sell the product;
- Sale of the product will generate probable future economic benefits; and
- Expenditure on the project can be measured reliably.

### 5. 主要會計政策(續)

#### (I) 商譽以外之無形資產

##### *單獨收購之無形資產*

單獨收購之具有有限可使用年期之無形資產初步按成本確認。於初步確認時，具有有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。攤銷按直線法於估計可使用年內確認。各報告期末審閱估計可使用年期及攤銷法，並將估計之任何變動之影響按前瞻基準入賬。無形資產於可供使用時開始攤銷。

##### *內部產生之無形資產 — 研究及發展費用*

研究工作之費用於產生期間確認為開支。

由發展項目(或由一項處於發展階段之內部項目)內部產生之無形資產，僅於以下全部已被證明之情況下會予以確認：

- 技術上可行以完成產品作銷售；
- 有充足資源完成開發；
- 有意完成及銷售該產品；
- 本集團能銷售該產品；
- 銷售該產品將可能帶來未來經濟利益；及
- 能可靠計量該項目之開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (l) Intangible assets other than goodwill

(continued)

##### *Internally generated intangible assets – research and development costs (continued)*

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

##### *Derecognition of intangible assets*

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

#### (m) Impairment of tangible and intangible assets excluding goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

### 5. 主要會計政策(續)

#### (l) 商譽以外之無形資產(續)

##### *內部產生之無形資產 – 研究及發展費用(續)*

內部產生之無形資產於初步確認之數額為該無形資產首次符合上述確認標準之日起產生之開支總額。倘無任何內部產生之無形資產可予確認，開發開支則於產生期間於損益確認為開支。

於初步確認後，內部產生之無形資產按與獨立收購之無形資產相同基準計量，按成本減累計攤銷及累計減值虧損呈報。

##### *取消確認無形資產*

無形資產於出售時或當預期使用或出售無形資產不會產生未來經濟利益時取消確認。取消確認無形資產所產生之收益及虧損按出售所得款項淨額與該資產賬面值間之差額計量，並於取消確認該資產時於損益確認。

#### (m) 有形及無形資產(商譽除外)之減值

於各報告期末，本集團審閱其有形及無形資產之賬面值以確定是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何有關跡象，將估計資產之可收回金額，以釐定減值虧損之程度(如有)。倘不可能估計個別資產之可收回金額，則本集團會估計資產所屬現金產生單位之可收回金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (m) Impairment of tangible and intangible assets excluding goodwill (continued)

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indicator that the asset may be impaired.

Recoverable amount is the higher of fair value less cost 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) 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 (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

### 5. 主要會計政策(續)

#### (m) 有形及無形資產(商譽除外)之減值(續)

具有無限可使用年期之無形資產及尚未可供使用之無形資產至少每年進行一次及於有跡象顯示資產可能減值時進行減值測試。

可收回金額指公平值減出售成本與使用價值兩者中之較高者。在評估使用價值時，估計未來現金流量會按照可反映當前市場對貨幣之時間價值以及該尚未就未來現金流量作出調整資產之特定風險評估之稅前貼現率貼現至現值。

倘估計資產(或現金產生單位)之可收回金額低於其賬面值，則該資產(現金產生單位)之賬面值將減至其可收回金額。減值虧損會即時於損益確認，除非有關資產根據其他準則以重估金額入賬，在此情況下，減值虧損將根據其他準則以重估減值處理。

倘減值虧損於其後撥回，資產(現金產生單位)之賬面值將調高至其經修訂之估計可收回金額，惟經調高之賬面值不得超出該資產(現金產生單位)於過往年度未經確認減值虧損時之賬面值。減值虧損之撥回會即時於損益確認，除非有關資產根據其他準則以重估金額入賬，在此情況下，減值虧損之撥回將根據其他準則以重估增值處理。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (n) Financial assets

##### (A) Policy applicable from 1 April 2018

###### Classification

The Group has the following types of financial assets:

- Those to be measured subsequently at fair value through profit or loss; and
- Those to be subsequently measured at amortised cost.

The classification depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing the financial assets.

- Financial assets subsequently measured at amortised cost  
In order for a financial asset to be subsequently measured at amortised cost, its contractual cash flows need to be solely payments of principal and interest on the principal amount outstanding and the Group's business model for managing such financial assets is to collect the contractual cash flows.

The Group's financial assets subsequently measured at amortised cost comprise "trade receivables", "loan receivables", "loan interest receivables", "other receivables" and "cash and bank balances" in the consolidated statement of financial position.

### 5. 主要會計政策(續)

#### (n) 財務資產

##### (A) 自二零一八年四月一日起適用之政策

###### 分類

本集團將其財務資產分為以下類別：

- 其後按公平值計入損益；及
- 其後按攤銷成本計量。

分類取決於財務資產之合約現金流量特徵以及本集團管理財務資產之業務模式。

- 其後按攤銷成本計量之財務資產  
其後按攤銷成本計量之財務資產之合約現金流量須僅為支付本金及尚未償還本金利息，且本集團管理有關財務資產之業務模式為收取合約現金流量。

本集團其後按攤銷成本計量之財務資產包括綜合財務狀況表之「應收賬款」、「應收貸款」、「應收貸款利息款項」、「其他應收款項」以及「現金及銀行結餘」。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (n) Financial assets (continued)

##### (A) Policy applicable from 1 April 2018 (continued)

*Classification (continued)*

- ii. Financial assets subsequently measured at fair value through profit or loss  
Financial assets subsequently measured at fair value through profit or loss are financial assets with cash flows that are not solely payments of principal and interest on the principal amount outstanding.

The Group's financial assets subsequently measured at fair value through profit or loss are "held-for-trading investments".

*Recognition and measurement*

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets subsequently measured at amortised cost are determined using the effective interest rate method and are subject to impairment. Gain and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Changes in fair value of financial assets at fair value through profit or loss are presented in profit or loss in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in profit or loss when the Group's right to receive payments is established.

### 5. 主要會計政策(續)

#### (n) 財務資產(續)

##### (A) 自二零一八年四月一日起適用之政策(續)

*分類(續)*

- ii. 其後按公平值計入損益計量之財務資產  
其後按公平值計入損益計量之財務資產為現金流量不僅為支付本金及尚未償還本金利息之財務資產。

本集團其後按公平值計入損益計量之財務資產為「持作買賣投資」。

*確認及計量*

於初步確認時，本集團按公平值計量財務資產，倘財務資產並非按公平值計入損益，則須加上收購該財務資產直接應佔交易成本。按公平值計入損益之財務資產之交易成本於損益支銷。

其後按攤銷成本計量之財務資產使用實際利率法釐定並須作出減值。當資產取消確認、修改或減值時，收益及虧損於損益確認。

按公平值計入損益之財務資產之公平值變動於其產生期間在損益呈列。倘本集團收取有關款項之權利獲確立時，於損益確認按公平值計入損益之財務資產之股息收入。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (n) Financial assets (continued)

##### (A) Policy applicable from 1 April 2018 (continued)

###### *Derecognition*

A financial asset (or, where applicable, a part of a financial asset or part of group of similar financial assets) is primary derecognised when:

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group’s continuing involvement. In that case, the Group also recognised an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

### 5. 主要會計政策(續)

#### (n) 財務資產(續)

##### (A) 自二零一八年四月一日起適用之政策(續)

###### *取消確認*

財務資產(或(如適用)財務資產其中一部分或一組同類財務資產其中一部分)將主要於以下情況下取消確認:

- 收取自資產獲得現金流量之權利已屆滿;或
- 本集團已轉讓其收取自資產獲得現金流量之權利,或已根據「轉付」安排承擔責任,在無重大延誤情況下將已收現金流量全數支付予第三方;及(a)本集團已轉讓資產之絕大部分風險及回報,或(b)本集團並無轉讓亦無保留資產之絕大部分風險及回報,惟已轉讓資產之控制權。

倘本集團已轉讓其收取自資產獲得現金流量之權利或已訂立轉付安排,其評估是否保留資產所有權之風險及回報以及其程度。倘其未轉讓亦無保留資產之絕大部分風險及回報,亦無轉讓資產之控制權,則本集團繼續確認已轉讓資產,惟以其持續參與程度為限。在此情況下,本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團已保留權利及義務之基準計量。

持續參與之形式為就已轉讓資產作出保證,並按資產原賬面值與本集團或須償還之最高代價金額(以較低者為準)計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (n) Financial assets (continued)

##### (B) Policy applicable prior to 1 April 2018

###### Classification

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivables and available-for sale. The classification depends on the nature and purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

- i. Financial assets at fair value through profit or loss  
Financial assets at fair value through profit or loss are financial assets held for trading and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by the directors of the Company. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current assets.

### 5. 主要會計政策(續)

#### (n) 財務資產(續)

##### (B) 於二零一八年四月一日前適用之政策

###### 分類

本集團將其財務資產分為以下類別：按公平值計入損益之財務資產、貸款及應收款項以及可供銷售財務資產。分類取決於收購財務資產之性質及目的。管理層於初步確認時釐定分類其財務資產。

- i. 按公平值計入損益之財務資產  
按公平值計入損益之財務資產乃持作買賣及於開始時指定為按公平值計入損益之財務資產。倘收購之主要目的為於短期內出售或倘本公司董事指定作此目的，則財務資產分類為此類別。此類資產如預期於12個月內結算，則分類為流動資產；否則分類為非流動資產。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (n) Financial assets (continued)

##### (B) Policy applicable prior to 1 April 2018

(continued)

Classification (continued)

##### ii. Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other receivables and cash and bank balances) are measured at amortised cost using the effective interest method, less any impairment, except where the receivables are interest-free loans without any fixed repayment terms or the effect of discounting would be immaterial, in which case they are stated at cost.

The Group's loans and receivables comprise "trade receivables", "loan receivables", "loan interest receivables", "other receivables" and "cash and bank balances" in the consolidated statement of financial position.

##### iii. Available-for-sale financial assets ("AFS financial assets")

AFS financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

*Recognition and measurement*

Regular way purchases and sales of financial assets are recognised on the trade-date — the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss.

### 5. 主要會計政策(續)

#### (n) 財務資產(續)

##### (B) 於二零一八年四月一日前適用之政策(續)

分類(續)

##### ii. 貸款及應收款項

貸款及應收款項乃並非於活躍市場報價之固定或待定付款非衍生財務資產。貸款及應收款項(包括應收賬款及其他應收款項以及現金及銀行結餘)按採用實際利率法計算之攤銷成本減任何減值計量, 惟倘應收款項為並無任何固定還款期之免息貸款或貼現影響微不足道則除外, 在此情況下, 有關應收款項會按成本列賬。

本集團之貸款及應收款項包括綜合財務狀況表之「應收賬款」、「應收貸款」、「應收貸款利息款項」、「其他應收款項」以及「現金及銀行結餘」。

##### iii. 可供銷售財務資產(「可供銷售財務資產」)

可供銷售財務資產乃指定或並非分類為按公平值計入損益之財務資產、貸款及應收款項或持至到期投資之非衍生工具。

*確認及計量*

財務資產日常買賣乃於交易日期(即本集團承諾買賣資產之日期)確認。就所有並非按公平值計入損益之財務資產而言, 投資初步按公平值加交易成本確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (n) Financial assets (continued)

##### (B) Policy applicable prior to 1 April 2018 (continued)

*Recognition and measurement (continued)*

Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in profit or loss. At the end of each reporting period, financial assets carried at fair value through profit or loss are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

Loans and receivables are subsequently carried at amortised cost using the effective interest method, less any impairment losses, except where the receivables are interest-free loans without any fixed repayment terms or the effect of discounting would be immaterial, in which case they are stated at cost.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period. Dividends on available-for-sale equity investments are recognised in profit or loss when the Group's right to receive the dividends is established.

### 5. 主要會計政策(續)

#### (n) 財務資產(續)

##### (B) 於二零一八年四月一日前適用之政策(續)

*確認及計量(續)*

按公平值計入損益之財務資產初步按公平值確認，而交易成本則於損益支銷。於各報告期末，按公平值計入損益之財務資產按公平值計量，而重新計量產生之任何收益或虧損則於損益確認。於損益確認之收益或虧損淨額包括財務資產所賺取任何股息或利息。

貸款及應收款項其後採用實際利率法按攤銷成本減任何減值虧損計量，惟倘應收款項為並無任何固定還款期之免息貸款或貼現影響微不足道則除外，在此情況下，有關應收款項會按成本列賬。

於活躍市場並無市場報價及無法可靠地計量公平值之可供銷售股本投資，及與該等無報價股本投資掛鈎且須透過交付該等無報價股本投資進行結算之衍生工具，於各報告期末按成本減任何已識別減值虧損計量。倘本集團收取股息之權利獲確立時，於損益確認可供銷售股本投資之股息。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (n) Financial assets (continued)

##### (B) Policy applicable prior to 1 April 2018

(continued)

###### *Derecognition*

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. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

### 5. 主要會計政策(續)

#### (n) 財務資產(續)

##### (B) 於二零一八年四月一日前適用之政策(續)

###### *取消確認*

本集團僅於自資產獲得現金流量之合約權利屆滿時，或本集團將財務資產及資產所有權之絕大部分風險及回報轉讓予另一實體時取消確認財務資產。倘本集團未轉讓亦無保留所有權之絕大部分風險及回報，而繼續控制已轉讓資產，則本集團繼續確認其資產，惟以其持續參與程度為限，並確認相關負債。倘本集團保留已轉讓財務資產所有權之絕大部分風險及回報，則本集團繼續確認該財務資產，亦會就已收取之所得款項確認有抵押借貸。

於全面取消確認財務資產時，資產賬面值與已收及應收代價以及累計收益或虧損（已於其他綜合收益確認並於權益累計）總和間之差額，乃於損益確認。

除全面取消確認外，於取消確認財務資產時，本集團將財務資產之過往賬面值於其仍確認之部分及不再確認部分之間，按照該兩者於轉讓日期之相關公平值作出分配。不再確認部分獲分配之賬面值與該部分已收代價及其已於其他全面收益確認獲分配之任何累計收益或虧損總和間之差額，乃於損益確認。已於其他全面收益確認之累計收益或虧損乃按繼續確認部分及不再確認部分之相關公平值於該兩者間作出分配。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (o) Impairment of financial assets

##### (A) Policy applicable from 1 April 2018

The Group recognises a loss allowance for expected credit losses (ECL) on financial assets measured at amortised cost (including trade receivables, loan receivables, loan interest receivables, other receivables and cash and bank balances).

##### Measurement of ECL

ECL are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof; and
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

### 5. 主要會計政策(續)

#### (o) 財務資產減值

##### (A) 自二零一八年四月一日起適用之政策

本集團就按攤銷成本計量之財務資產(包括應收賬款、應收貸款、應收貸款利息款項、其他應收款項以及現金及銀行結餘)出現預期信貸虧損時確認虧損撥備。

##### 計量預期信貸虧損

預期信貸虧損為信貸虧損之概率加權估計。信貸虧損按所有預期現金缺額(即本集團根據合約應得現金流量與本集團預期收取之現金流量間之差額)之現值估算。

倘貼現影響重大，則預期現金缺額乃採用以下貼現率貼現：

- 定息財務資產以及應收賬款及其他應收款項：於初步確認時釐定之實際利率或其近似值；及
- 浮息財務資產：即期實際利率。

估計預期信貸虧損時所需考慮之最長期間為本集團承受信貸風險之最長合約期。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (o) Impairment of financial assets (continued)

##### (A) Policy applicable from 1 April 2018 (continued)

In measuring ECL, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECL are measured on either of the following bases:

- 12-month ECL: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECL: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECL. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other types of financial instruments, the Group recognises a loss allowance equal to 12-month ECL unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECL.

### 5. 主要會計政策(續)

#### (o) 財務資產減值(續)

##### (A) 自二零一八年四月一日起適用之政策(續)

於計量預期信貸虧損時，本集團考慮合理及具備理據而毋須付出不必要成本或精力即可獲得之資料，包括有關過去事件、現況及未來經濟狀況預測之資料。

預期信貸虧損基於以下其中一項基準計量：

- 12個月預期信貸虧損：指預期因報告日期後12個月內可能發生之違約事件而導致之虧損；及
- 全期預期信貸虧損：指因應用預期信貸虧損模式之項目之預期年期內所有可能違約事件而導致之虧損。

應收賬款虧損撥備一直以相等於全期預期信貸虧損之金額計量。該等財務資產之預期信貸虧損乃根據本集團過往信貸虧損經驗，使用撥備矩陣進行估計，並按於報告日期債務人之特定因素以及對當前及預測整體經濟狀況之評估作出調整。

就所有其他各類財務工具而言，本集團以相等於12個月預期信貸虧損之金額確認虧損撥備，除非自初步確認以來財務工具之信貸風險顯著增加。在此情況下，虧損撥備按相等於全期預期信貸虧損之金額計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (o) Impairment of financial assets (continued)

##### (A) Policy applicable from 1 April 2018 (continued)

###### *Significant increases in credit risk*

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

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

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

### 5. 主要會計政策(續)

#### (o) 財務資產減值(續)

##### (A) 自二零一八年四月一日起適用之政策(續)

###### *信貸風險顯著增加*

於評估財務工具之信貸風險自初步確認以來是否顯著增加時，本集團將於報告日期評估之財務工具違約風險與於初步確認日期評估之違約風險進行比較。本集團考慮合理及具備理據之定量及定性資料，包括過往經驗及毋須付出不必要成本或精力即可獲得之前瞻性資料。

具體而言，於評估自初步確認以來信貸風險是否顯著增加時，本集團考慮以下資料：

- 未能於合約到期日支付本金或利息；
- 財務工具之外部或內部信貸評級(如有)實際上或預期顯著惡化；
- 債務人之經營業績實際上或預期顯著惡化；及
- 技術、市場、經濟或法律環境現有或預測變動對債務人履行其對本集團責任之能力構成重大不利影響。

視乎該等財務工具之性質，信貸風險顯著增加之評估按個別或集體基準進行。當評估按集體基準進行，財務工具按照共同信貸風險特徵(如逾期狀況及信貸風險評級)歸類。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (o) Impairment of financial assets (continued)

##### (A) Policy applicable from 1 April 2018 (continued)

ECL are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

The Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due.

##### *Basis of calculation of interest income*

Interest income recognised in accordance with note 5(d) 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 the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

### 5. 主要會計政策(續)

#### (o) 財務資產減值(續)

##### (A) 自二零一八年四月一日起適用之政策(續)

預期信貸虧損於各報告日期重新計量，以反映自初步確認以來財務工具信貸風險之變動。預期信貸虧損金額之任何變動均於損益確認為減值收益或虧損。本集團確認所有財務工具之減值收益或虧損，並透過虧損撥備賬對其賬面值作出相應調整。

本集團認為，(i)在本集團並無進行追索(如變現抵押品(如持有))之情況下借款人不大可能向本集團全數支付其信貸責任；或(ii)財務資產已逾期90日，即屬違約。

##### *利息收入計算基準*

根據附註5(d)確認之利息收入乃根據財務資產之賬面總值計算，除非財務資產出現信貸減值，在此情況下，利息收入按財務資產之攤銷成本(即賬面總值減虧損撥備)計算。

於各報告日期，本集團評估財務資產是否出現信貸減值。倘發生一項或多項對財務資產估計未來現金流量構成不利影響之事宜，則財務資產出現信貸減值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (o) Impairment of financial assets (continued)

##### (A) Policy applicable from 1 April 2018 (continued)

*Basis of calculation of interest income (continued)*

Evidence that a financial asset is credit-impaired includes the following observable events:

- failure to make payments of principal or interest on their contractually due dates;
- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation; or
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

*Write-off policy*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

### 5. 主要會計政策(續)

#### (o) 財務資產減值(續)

##### (A) 自二零一八年四月一日起適用之政策(續)

*利息收入計算基準(續)*

財務資產出現信貸減值之證據包括以下可觀察事件：

- 未能於合約到期日支付本金或利息；
- 債務人出現重大財務困難；
- 違反合約，如利息或本金付款出現逾期或拖欠情況；
- 借款人可能面臨破產或進行其他財務重組；或
- 技術、市場、經濟或法律環境之重大變動對債務人構成不利影響。

*撇銷政策*

倘實際上並無可能收回，財務資產之賬面總值予以撇銷(部分或全部)。該情況一般出現在本集團釐定債務人並無資產或收入來源足以產生現金流量償還須撇銷之金額。

其後收回先前撇銷之資產於收回期間在損益確認為減值撥回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (o) Impairment of financial assets (continued)

##### (B) Policy applicable prior to 1 April 2018

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For available-for-sale equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

### 5. 主要會計政策(續)

#### (o) 財務資產減值(續)

##### (B) 於二零一八年四月一日前適用之政策

按公平值計入損益之財務資產以外之財務資產於各報告期末評估減值跡象。倘有客觀證據證明財務資產於初步確認後出現一項或多項影響有關投資估計未來現金流量之事宜，則財務資產被視為已減值。

就可供銷售股本投資而言，倘有關證券之公平值顯著下降或持續低於其成本，則被視為減值之客觀證據。

就所有其他財務資產而言，客觀減值證據可包括：

- 發行人或交易對手出現重大財務困難；或
- 違反合約，如利息或本金付款出現逾期或拖欠情況；或
- 借款人可能面臨破產或進行財務重組；或
- 該財務資產因財務困難而並無活躍市場。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (o) Impairment of financial assets (continued)

##### (B) Policy applicable prior to 1 April 2018 (continued)

For certain categories of financial asset, such as trade receivables, are assessed for impairment on an individual basis. Objective evidence of impairment for receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments that pass the credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

For financial assets carried at cost, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for similar financial assets. Such impairment loss will not be reversed in subsequent periods.

### 5. 主要會計政策(續)

#### (o) 財務資產減值(續)

##### (B) 於二零一八年四月一日前適用之政策(續)

若干類別財務資產(如應收賬款)會個別評估減值。應收款項之客觀減值證據可包括本集團過往收取款項之經驗、超出信貸期之延誤付款數目增加及與拖欠應收款項相關之國家或本地經濟狀況顯著變動。

就按攤銷成本列賬之財務資產而言，減值金額乃按資產賬面值與以財務資產原定實際利率貼現之估計未來現金流量現值間之差額計算。倘其後期間減值虧損金額減少，而有關減少客觀上與確認減值虧損後發生之事件有關，則先前確認之減值虧損於損益撥回，惟該資產於減值撥回當日之賬面值不得超過倘並無確認減值而原應存在之攤銷成本。

就按成本列賬之財務資產而言，減值虧損金額乃按資產賬面值與以類似財務資產現行市場回報率貼現之估計未來現金流量現值間之差額計算。有關減值虧損不會於其後期間撥回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (o) Impairment of financial assets (continued)

##### (B) Policy applicable prior to 1 April 2018 (continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

In respect of available-for-sale equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. In respect of available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

### 5. 主要會計政策(續)

#### (o) 財務資產減值(續)

##### (B) 於二零一八年四月一日前適用之政策(續)

所有財務資產之賬面值均直接減去減值虧損，惟應收賬款除外，其賬面值乃透過撥備賬扣減。倘應收賬款被視為無法收回，則有關款項與撥備賬撇銷。其後收回過往撇銷之款項將計入撥備賬。撥備賬之賬面值變動於損益確認。

當可供銷售財務資產如被視為已減值，先前於其他全面收益確認之累計收益或虧損會於進行減值之期間重新分類至損益。

就可供銷售股本投資而言，先前於損益確認之減值虧損不會透過損益撥回。於減值虧損後出現之公平值增加乃於其他全面收益確認，並於投資重估儲備中累計。就可供銷售債務投資而言，倘投資之公平值增加可客觀地與確認減值虧損後發生之事件相關，則減值虧損其後透過損益撥回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (p) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises purchase price and direct expenses that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less all estimated expenses to be incurred in marketing, selling and distribution.

#### (q) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash at bank and on hands, demand deposits with banks and short term highly liquid investments that are readily convertible into known amounts of cash which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

#### (r) Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

### 5. 主要會計政策(續)

#### (p) 存貨

存貨乃按成本與可變現淨值兩者之較低者列賬。成本包括購買價及於將存貨運至現時地點及調適至現時狀況而已產生之直接開支。成本乃按加權平均法計算。可變現淨值乃於日常業務過程中之估計售價減於市場推廣、銷售及分銷中將產生之所有估計開支。

#### (q) 現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括銀行及手頭現金、活期銀行存款，以及可隨時轉換為已知數額現金、並無承受重大價值變動風險及一般於購入後三個月內短期到期之短期高流動性投資，減須按要求償還並構成本集團現金管理一部分之銀行透支。

#### (r) 應付賬款及其他應付款項

應付賬款乃就於一般業務過程中向供應商購入之貨品或服務付款之責任。倘應付賬款及其他應付款項於一年或以內(或於正常營業週期(如較長))到期付款，則分類為流動負債；否則呈列為非流動負債。

應付賬款及其他應付款項初步按公平價值確認，其後採用實際利率法按攤銷成本計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (s) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 25). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

#### *Policy prior to 1 April 2018*

In the comparative period, deposits received before the related service was performed were included in "Other payables" under "Trade and other payables". These balances have been reclassified to "contract liabilities" on 1 April 2018 as shown in note 25.

#### (t) 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 group entity are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's equity instruments is recognised and deducted directly in share capital under the Company's equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

### 5. 主要會計政策(續)

#### (s) 合約負債

在本集團確認相關收益前，於客戶支付代價時確認合約負債(見附註25)。在本集團確認相關收益前，倘本集團享有收取代價之無條件權利，亦將確認合約負債。在此情況下，亦將確認相應收款項。

就與客戶之單一合約而言，呈列合約資產淨值或合約負債淨額。就多份合約而言，不相關合約之合約資產及合約負債不會按淨額基準呈列。

#### *於二零一八年四月一日前適用之政策*

於比較期間，於履行相關服務前收取之按金計入「應付賬款及其他應付款項」項下之「其他應付款項」。誠如附註25所示，此等結餘已於二零一八年四月一日重新分類為「合約負債」。

#### (t) 股本工具

股本工具為任何證明實體扣除其所有負債後資產剩餘權益之合約。集團實體發行之股本工具按已收所得款項扣除直接發行成本入賬。

購回本公司股本工具直接於本公司權益項下之股本確認及扣除。概不會就本公司購買、出售、發行或註銷本身股本工具而於損益確認任何收益或虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (u) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefit is remote.

#### (v) Related parties

For the purposes of these consolidated financial statements, a person or an entity is considered to be related to the Group if as follows:

- (i) A person, or a close member of that person's family, is related to the Group if that person:
  - (1) has control or joint control over the Group;
  - (2) has significant influence over the Group; or
  - (3) is a member of key management personnel of the Group or a parent of the Group.

or

### 5. 主要會計政策(續)

#### (u) 撥備及或然負債

當本集團因過往事件而須承擔法定或推定責任，而結算債務可能要求流出經濟利益，並能可靠地作出估計時，則就無法確定時間或金額之負債確認撥備。倘貨幣時間價值之影響屬重大，則有關撥備將按預計清償該責任所需開支之現值列賬。

所有撥備均於各報告日期檢討，並作出調整以反映當時最佳估計。

當流出經濟利益之可能性不大，或未能可靠估計數額，則有關責任會披露為或然負債，除非流出經濟利益之可能性很低。純粹視乎日後有否出現一項或多項並非完全在本集團控制內之不確定事件而可能產生之責任，亦會披露為或然負債，除非流出經濟利益之可能性很低。

#### (v) 有關聯人士

就該等綜合財務報表而言，下列人士或實體於下列情況將視為與本集團有關聯：

- (i) 下列人士或該人士之近親與本集團有關聯：
  - (1) 擁有本集團控制權或共同控制權；
  - (2) 對本集團擁有重大影響力；或
  - (3) 屬本集團或本集團母公司之主要管理人員。

或



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (v) Related parties (continued)

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

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

### 5. 主要會計政策(續)

#### (v) 有關聯人士(續)

(ii) 倘符合下列任何條件，即該實體與本集團有關聯：

- (1) 該實體與本集團為同一集團之成員公司(即母公司、附屬公司與聯營附屬公司彼此之間互有關聯)。
- (2) 一間實體為另一實體之聯營公司或合營企業(或為某一集團之成員之聯營公司或合營企業，而該另一實體為此集團之成員)。
- (3) 兩間實體均為同一第三方之合營企業。
- (4) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
- (5) 該實體乃為本集團或與本集團有關聯實體之僱員福利所設立離職後福利計劃。
- (6) 該實體受(i)所指明人士控制或共同控制。
- (7) (i)(1)所指明人士對該實體具有重大影響力或為該實體或該實體母公司之主要管理人員。
- (8) 該實體或本集團任何成員公司向本集團或本集團母公司提供主要管理人員服務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (v) Related parties (continued)

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

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

#### (w) Share-based payment transactions

##### (i) Equity-settled share-based payment transactions

###### (1) Share options granted to employees

For share options granted to employees, the fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The effect of the change in estimate, if any, is recognised in profit or loss with a corresponding adjustment to share options reserve.

At the time when the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

### 5. 主要會計政策(續)

#### (v) 有關聯人士(續)

某名人士之近親為預期於與實體進行交易時可能影響該人士或受該人士影響之該等家族成員。

當資源或責任於有關聯人士之間轉移時，該交易被視為有關聯人士交易。

#### (w) 以股份為基礎之付款交易

##### (i) 以權益方式結算及以股份為基礎之付款交易

###### (1) 向僱員授出購股權

就授予僱員之購股權而言，所獲得服務之公平值參考所授出購股權於授出日期之公平值釐定，並於歸屬期間以直線法支銷，另相應增加權益(購股權儲備)。

本集團於各報告期末修訂其對預期最終歸屬購股權數目之估計。估計變動之影響(如有)於損益確認，並對購股權儲備作相應調整。

行使購股權時，過往於購股權儲備確認之款額將轉撥至股份溢價。倘購股權於歸屬日期後沒收或於屆滿日期仍未獲行使，則過往於購股權儲備確認之款額將轉撥至保留盈利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (w) Share-based payment transactions (continued)

##### (i) Equity-settled share-based payment transactions (continued)

##### (2) Share options granted to suppliers/consultants

For share options granted to suppliers/consultants in exchange for goods or services are measured at the fair value of the goods or services received. The fair values of the goods or services are recognised as expenses immediately, unless the goods or services qualify for recognition as assets. Corresponding adjustments have been made to equity (share options reserve).

##### (ii) Cash-settled share-based payment transactions

For cash-settled share-based payments, the Group measures the goods or services acquired and the liability incurred at the fair value of the liability. At the end of each reporting period, the liability is remeasured at its fair value until the liability is settled, with any changes in fair value recognised in profit or loss.

#### (x) Non-current assets held-for-sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

### 5. 主要會計政策(續)

#### (w) 以股份為基礎之付款交易(續)

##### (i) 以權益方式結算及以股份為基礎之付款交易(續)

##### (2) 向供應商/顧問授出購股權

就換取貨品或服務而授與供應商/顧問之購股權乃按所獲取貨品或服務之公平值計量。貨品或服務之公平值即時確認為開支，惟貨品或服務合資格被確認為資產則作別論。權益(購股權儲備)已作出相應調整。

##### (ii) 以現金方式結算及以股份為基礎之付款交易

就以現金方式結算及以股份為基礎之付款而言，本集團按負債公平值計量所收購貨品或服務及所產生負債。於各報告期末，負債按公平值重新計量直至清償負債為止，而任何公平值變動則於損益確認。

#### (x) 持作銷售之非流動資產

倘一項非流動資產(或出售組別)之賬面值極可能透過出售交易(而非透過持續使用)收回，以及該資產(或出售組別)在現況下可供出售，則分類為持作銷售。一個出售組別為一組將於單一交易中一併出售之資產以及與將於交易中轉讓之資產直接相關之負債。

當本集團致力執行涉及失去附屬公司之控制權之出售計劃時，不論本集團會否於出售後保留於該附屬公司之非控股權益，該附屬公司之所有資產及負債會於達致上述持作銷售之分類準則時分類為持作銷售。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (y) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations. Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

#### (z) Events after the end of the reporting period

Events after the end of the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

### 5. 主要會計政策(續)

#### (y) 分類報告

經營分類及各分類項目於綜合財務報表內呈報之金額，乃根據就資源分配及評估本集團不同業務及地區表現而定期提供予本集團最高行政管理人員之財務資料識別。就財務申報而言，除非分類具備類似經濟特徵以及在產品及服務性質、生產過程性質、客戶種類或類別、用作分銷產品或提供服務之方法及監管環境性質方面相類似，否則個別重大經營分類不會進行合算。倘個別並不屬重大之經營分類符合上述大部分標準，則可進行合算。

#### (z) 報告期末後事件

提供有關本集團在報告期末的狀況或那些表明持續經營假設並不恰當的額外資料的報告期末後事件屬於調整事件並在綜合財務報表中反映。不屬於調整事件的報告期後事項如屬重要，則在綜合財務報表附註中披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 6. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

#### (a) Critical judgements in applying accounting policies

In the application of the Group's accounting policies, which are described in note 5, the management has made the following judgement which has the most significant effect on the amounts recognised in the consolidated financial statements.

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

For the purposes of measuring deferred taxation liabilities or deferred taxation assets arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment properties and believed that they are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time of the properties. Therefore, in measuring the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties in Hong Kong which are not subject to any income taxes on changes to the fair value of the investment properties upon their sales.

##### *Revenue recognition in respect of electronic components trading business*

The Group assesses its business relationships with suppliers and customers of the electronic components trading business and determines that the Group acts as a principal.

### 6. 關鍵會計判斷及估計

#### (a) 應用會計政策時之關鍵判斷

於應用附註5所述本集團會計政策時，管理層曾作出下列對綜合財務報表中已確認金額影響最大之判斷。

##### *投資物業之遞延稅項*

就計量使用公平值模式計量之投資物業產生之遞延稅項負債或遞延稅項資產而言，本公司董事已審閱本集團之投資物業，並認為彼等並非根據目的為隨時間消耗投資物業所包含絕大部分經濟利益之業務模式持有之物業。因此，在計量本集團之投資物業遞延稅項時，本公司董事已確定，以公平值模式計量之投資物業之賬面值全部透過出售收回之假定不會被推翻。因此，本集團不會於出售時確認任何有關香港投資物業公平值變動之遞延稅項，香港投資物業毋需就投資物業公平值變動繳納任何所得稅。

##### *電子部件貿易業務之收益確認*

本集團評估自身與電子部件貿易業務供應商及客戶之間的業務關係，並確定本集團以主事身份行事。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 6. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### (a) Critical judgements in applying accounting policies (continued)

##### *Revenue recognition in respect of electronic components trading business (continued)*

Upon application of HKFRS 15, the Group is a principal and hence reassessed whether the Group should continue to recognise revenue on gross basis based on the requirements in HKFRS 15. In determining whether revenue from trading of electronic components shall be recorded on net basis or gross basis, the Group has made reference to indicators and requirements stated in HKFRS 15. Determining whether the Group is acting as a principal or an agent requires judgement and consideration of all relevant facts and circumstances, and the Group considers itself as a principal regarding trading of electronic components by taking into account the following considerations:

- The Group is the primary obligor in the customer contract and is responsible for fulfilling the promise to provide the specified goods (i.e. electronic components) rather than the supplier.
- The Group has its own discretion in negotiating and establishing the prices of the electronic components with the customers.
- For trading of electronic components, the Group settles amount due to supplier before the settlement from customers.
- The earnings from trading of electronic components are not predetermined and negotiating by the Group with the supplier and customer separately.

After assessing all above factors, the management concluded that the Group acts as the principal for such transactions as it controls the specified goods before it is transferred to the customers.

### 6. 關鍵會計判斷及估計(續)

#### (a) 應用會計政策時之關鍵判斷(續)

##### *電子部件貿易業務之收益確認(續)*

於應用香港財務報告準則第15號後，本集團為主事，故重新評估本集團應否根據香港財務報告準則第15號之規定繼續按總額基準確認收益。於釐定電子部件貿易應按淨額基準或總額基準入賬時，本集團已參考香港財務報告準則第15號所述指標及規定。釐定本集團是否以主事或代理人身份行事時，需要對所有相關事實及情況作出判斷及考量，而本集團認為自身以主事身份進行電子部件貿易，當中已作出以下考量：

- 本集團(而非供應商)乃客戶合約之主要義務人，負責履行提供特定貨品(即電子部件)之承諾。
- 本集團可自行酌情與客戶磋商及訂立電子部件之價格。
- 就電子部件貿易方面，本集團於客戶付款前支付結欠供應商的款項。
- 電子部件貿易之盈利不會預先確定，乃由本集團與供應商及客戶分別磋商。

經評估以上所有因素後，管理層認為本集團以主事身份進行該等交易，原因為其於特定貨品轉讓予客戶前控制有關貨品。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 6. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### (b) Key sources of estimation uncertainty

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

#### (i) *Estimated impairment loss of loan receivables, loan interest receivables and trade receivables*

The impairment provisions for loan receivables, loan interest receivables and trade receivables are based on assumptions about ECL. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the number of days that an individual receivable is outstanding as well as the Group's historical experience and forward-looking information at the end of the reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income.

As at 31 March 2019, the accumulated impairment loss for trade receivable, loan receivables and loan interest receivables amount to HK\$1,337,000, HK\$98,764,000 and HK\$3,233,000 respectively (31 March 2018: HK\$577,000, HK\$75,000,000 and HK\$7,653,000 respectively). Details are set out in note 21 to the consolidated financial statements.

### 6. 關鍵會計判斷及估計(續)

#### (b) 估計不確定性之主要來源

以下為有關未來之主要假設，以及於各報告期末足以導致對下一財政年度內資產及負債之賬面值作出重大調整之主要風險之估計不確定性之其他主要來源。

#### (i) *應收貸款、應收貸款利息款項及應收賬款之估計減值虧損*

本集團根據有關預期信貸虧損之假設就應收貸款、應收貸款利息款項及應收賬款作出減值撥備。本集團根據個別應收款項之未償還日數以及本集團於報告期末之過往經驗及前瞻性資料，運用判斷作出該等假設並選擇減值計算之輸入數據。該等假設及估計之變動可能對評估結果構成重大影響，並可能需要就綜合損益及其他全面收益表作出額外減值開支。

於二零一九年三月三十一日，應收賬款、應收貸款及應收貸款利息款項之累計減值虧損分別為1,337,000港元、98,764,000港元及3,233,000港元(二零一八年三月三十一日：分別為577,000港元、75,000,000港元及7,653,000港元)。有關詳情載於綜合財務報表附註21。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 6. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### (b) Key sources of estimation uncertainty (continued)

##### (ii) Investment properties

Investment properties were stated at fair values based on the valuation performed by independent professional surveyor. In determining the fair values, the surveyor has based on a method of valuation which involves certain assumptions and estimates of market condition. In relying on the valuation report, the directors of the Company work closely with qualified external professional surveyor and have exercised their judgement and are satisfied that the assumptions used in the valuation are reasonable and supportable. Changes to these assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in profit or loss. The carrying amount of investment properties as at 31 March 2019 was approximately HK\$45,000,000 (31 March 2018: HK\$45,000,000). Details are set out in note 17 to the consolidated financial statements.

##### (iii) Depreciation

Items of property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technologies changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates. The carrying amount of property, plant and equipment as at 31 March 2019 was approximately HK\$1,818,000 (31 March 2018: HK\$1,880,000). Details are set out in note 16 to the consolidated financial statements.

### 6. 關鍵會計判斷及估計(續)

#### (b) 估計不確定性之主要來源(續)

##### (ii) 投資物業

投資物業根據獨立專業測量師所進行估值按公平值列賬。於釐定公平值時，測量師以涉及若干市況假設及估計之估值法為基準。於倚賴估值報告時，本公司董事與合資格外部專業測量師緊密合作，行使判斷，並信納估值所用假設乃合理及具備理據。該等假設之變動可引致本集團投資物業公平值變動以及損益所呈報收益或虧損金額之相應調整。於二零一九年三月三十一日，投資物業之賬面值約為45,000,000港元(二零一八年三月三十一日：45,000,000港元)。有關詳情載於綜合財務報表附註17。

##### (iii) 折舊

物業、廠房及設備項目以直線法於資產估計可使用年期折舊，當中計及估計剩餘價值。本集團定期檢討資產估計可使用年期，以釐定任何報告期支銷之折舊開支。可使用年期按本集團對類似資產之過往經驗釐定，並計及預計技術變化。過往估計如有重大轉變，日後期間折舊開支將予調整。於二零一九年三月三十一日，物業、廠房及設備之賬面值約為1,818,000港元(二零一八年三月三十一日：1,880,000港元)。有關詳情載於綜合財務報表附註16。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 7. REVENUE

- (a) Disaggregation of the Group's revenue from contracts with customers for the year by major products or service line and reconciliation of total revenue is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Provision of anti-aging services	提供抗衰老服務	456	295
Sales of electronic components	銷售電子部件	76,308	114,277
Sales of healthcare products	銷售保健產品	529	–
<b>Total revenue from contracts with customers</b>	<b>客戶合約總收益</b>	<b>77,293</b>	114,572
Leasing of anti-aging services platform	租賃抗衰老服務平台	2,368	3,862
Interest income from loan receivables	來自應收貸款之利息收入	19,701	21,774
<b>Total revenue from other sources</b>	<b>來自其他來源之總收益</b>	<b>22,069</b>	25,636
<b>Total revenue</b>	<b>總收益</b>	<b>99,362</b>	140,208

During the year, all the revenue from contracts with customers is recognised at a point in time.

於本年度內，所有客戶合約收益於某一時間點確認。

- (b) An analysis of the Group's other income for the year is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest income on bank deposits	銀行存款利息收入	1	3
Imputed interest income on non-current rental deposit	非流動租金按金之推算利息收入	17	–
Exchange gain	匯兌收益	1	–
Sundry income	雜項收入	389	–
		<b>408</b>	3

### 7. 收益

- (a) 本集團按主要產品或服務劃分之年內客戶合約收益及總收益對賬如下：

- (b) 本集團年內之其他收入分析如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 8. (LOSS)/GAIN ON HELD-FOR-TRADING INVESTMENTS

An analysis of the Group's (loss)/gain on held-for-trading investments for the year is as follows:

### 8. 持作買賣投資之(虧損)/收益

本集團年內持作買賣投資之(虧損)/收益分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Sales proceeds	銷售所得款項	9,383	–
Less: Cost of sales	減：銷售成本	(9,655)	–
Loss on disposal of held-for-trading investments	出售持作買賣投資之虧損	(272)	–
Fair value (loss)/gain on held-for-trading investments	持作買賣投資之公平值(虧損)/收益	(3,144)	2,800
		(3,416)	2,800

### 9. FINANCE COSTS

### 9. 財務費用

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Imputed interest expense on rental deposit on initial recognition (Note)	初始確認時租金按金之推算利息開支(附註)	1,637	–

Note: Imputed interest expense on rental deposit on initial recognition represented the time value for the deposit paid.

附註：初始確認時租金按金之推算利息開支指已付按金之時間值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 10. LOSS BEFORE TAX

Loss before tax of the Group has been arrived at after (crediting)/charging:

### 10. 除稅前虧損

本集團之除稅前虧損已(計入)/扣除下列各項：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)		
— Salaries and other benefits	— 薪金及其他福利	11,194	11,679
— Contributions to defined contributions retirement benefits schemes	— 向定額供款退休福利計劃供款	329	266
		11,523	11,945
Auditor's remuneration	核數師酬金		
— audit services	— 審核服務	950	900
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,184	4,592
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	24	—
Impairment loss on available-for-sale investment	可供銷售投資減值虧損	—	2,509
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	—	4,342
Reversal of impairment loss on loan receivables and loan interest receivables	應收貸款及應收貸款利息款項減值虧損撥回	(9,220)	—
Impairment loss on loan receivables and loan interest receivables	應收貸款及應收貸款利息款項減值虧損	17,697	60,589
Impairment loss on trade receivables	應收賬款減值虧損	1	—
Impairment loss on other intangible assets	其他無形資產減值虧損	—	12,000
Legal and professional fees	法律及專業費用	2,577	1,645
Operating lease rentals in respect of rented premises	有關租賃物業之經營租賃租金	11,759	10,791
Carrying amount of inventories sold	已售存貨之賬面值	75,233	111,596

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 11. INCOME TAX EXPENSE

Income tax expense in the consolidated statement of profit or loss and other comprehensive income represents:

### 11. 所得稅開支

於綜合損益及其他全面收益表之所得稅開支指：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current tax	即期稅項		
Hong Kong	香港	—	—
PRC enterprise income tax	中國企業所得稅	—	—
Deferred tax (note 26)	遞延稅項(附註26)	—	—
		—	—

Hong Kong profits tax is calculated at the rate of 8.25% on estimated assessable profits up to HK\$2,000,000 and 16.5% on only part of estimated assessable profits over HK\$2,000,000 (2018: 16.5% on the estimated assessable profits) arising or derived from Hong Kong. Hong Kong profits tax has not been provided as the Group had no assessable profits for the year (2018: Nil).

PRC enterprise income tax on the profits arising in the PRC is calculated on the estimated assessable profits at the rates prevailing in the PRC.

產自或源自香港高達2,000,000港元之估計應課稅溢利以稅率8.25%計算香港利得稅，而超過2,000,000港元之應課稅溢利則以稅率16.5%計算(二零一八年：估計應課稅溢利之16.5%)。由於本集團年內並無應課稅溢利，故並無就香港利得稅計提撥備(二零一八年：無)。

有關於中國所產生溢利之中國企業所得稅乃按估計應課稅溢利以中國現行稅率計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 11. INCOME TAX EXPENSE (continued)

The income tax expense for the year can be reconciled to the loss before tax as follows:

### 11. 所得稅開支(續)

可與除稅前虧損對賬之本年度所得稅開支如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss before tax	除稅前虧損	(23,272)	(83,027)
National tax on loss before tax, calculated at the tax rates applicable to profits in the jurisdictions concerned	除稅前虧損之名義稅，按相關司法權區適用利得稅稅率計算	(4,068)	(15,339)
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(68)	(158)
Tax effect of expenses not deductible and losses not allowance	不可扣除開支及不可扣稅虧損之稅務影響	1,280	15,327
Tax effect of temporary difference not recognised	未確認暫時差額之稅務影響	1,223	(462)
Tax effect of utilisation of tax losses not previously recognised	動用先前未確認稅項虧損之稅務影響	(301)	-
Tax effect of estimated tax losses not recognised	未確認估計稅項虧損之稅務影響	1,934	632
Income tax expense for the year	本年度所得稅開支	-	-

There was no income tax expense recognised in other comprehensive income directly in equity (2018: Nil).

概無所得稅開支於其他全面收益及直接於權益確認(二零一八年：無)。

### 12. DIVIDEND

No dividend was paid, declared or proposed during the year ended 31 March 2019, nor has any dividend been proposed since the end of the reporting period (2018: Nil).

### 12. 股息

截至二零一九年三月三十一日止年度並無派付、宣派或建議任何股息，自報告期末以來亦無建議任何股息(二零一八年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 13. LOSS PER SHARE

#### (a) Basic loss per share

The calculation of the basic loss per share is based on the following data:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss for the year attributable to owners of the Company	本公司擁有人應佔 本年度虧損	(23,240)	(82,200)

		2019 二零一九年	2018 二零一八年
Weighted average number of ordinary shares for the year ended	截至本年度普通股 加權平均數	5,688,396,805	5,688,396,805

#### (b) Diluted loss per share

For the years ended 31 March 2019 and 2018, the Company did not have any dilutive potential ordinary shares. Diluted loss per share was the same as the basic loss per share for the years ended 31 March 2019 and 2018.

### 14. SEGMENT INFORMATION

The Group's operating segment information is based on the internal reports that are regularly reviewed by the chief operating decision maker, being the Chief Executive Officer of the Company ("CEO"), which is the Group's chief operation decision maker ("CODM") for the purpose of allocating resources to, assessing the performance of, the Group's various lines of business and geographical locations.

### 13. 每股虧損

#### (a) 每股基本虧損

每股基本虧損乃根據下列數據計算：

#### (b) 每股攤薄虧損

截至二零一九年及二零一八年三月三十一日止年度，本公司並無任何具攤薄影響之潛在普通股。截至二零一九年及二零一八年三月三十一日止年度，每股攤薄虧損與每股基本虧損相同。

### 14. 分類資料

本集團之經營分類資料乃根據內部報告編製，該等報告由主要經營決策人(即本公司行政總裁(「行政總裁」))定期審閱，以便本集團主要經營決策人(「主要經營決策人」)分配資源予本集團各類業務及地理位置以及評估其表現。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 14. SEGMENT INFORMATION (continued)

The Group's operating and reportable segments under HKFRS 8 are as follows:

- (i) Anti-aging and stem cell technology businesses — Provision of anti-aging services; distribution of biomedical and life science products; health check and beauty service; and leasing of anti-aging service platform
- (ii) Trading business — Trading of electronic components and healthcare products
- (iii) Money lending business — Provision of loan financing
- (iv) Securities investment business — Trading and investment of securities

No operating segments identified by the CEO have been aggregated in arriving at the reportable segments of the Group.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 5. For the purposes of resources allocation and performance assessment, the CEO monitors the results, assets and liabilities to each reportable segments on the following bases:

Segment results represent the profit/(loss) from each segment including items disclosed in other segment information below, net of administrative and other operating expenses directly attributable to each segment without allocation corporation income and expenses, impairment loss on other intangible assets, impairment loss on property, plant and equipment, impairment loss on available-for-sale investment, impairment loss on trade receivables, impairment loss on loan receivables and loan interest receivables and reversal of impairment loss on loan receivables and loan interest receivables.

Segment assets include all tangible assets, intangible assets and current assets with the exception of intercompany receivables and other corporate assets.

Segment liabilities include trade and other payables managed directly by the segments with the exception of intercompany payables and other corporate liabilities.

### 14. 分類資料(續)

根據香港財務報告準則第8號，本集團之經營及可報告分類如下：

- (i) 抗衰老及幹細胞技術業務 — 提供抗衰老服務；分銷生物醫學及生命科學產品；體檢及美容服務；及租賃抗衰老服務平台
- (ii) 貿易業務 — 買賣電子部件及保健產品
- (iii) 放債業務 — 提供貸款融資服務
- (iv) 證券投資業務 — 買賣及投資證券

於達致本集團之可報告分類時，並無合併計算行政總裁識別之經營分類。

可報告分類之會計政策與附註5所述之本集團會計政策相同。為作資源分配及表現評估，行政總裁按以下基礎監控各可報告分類之業績、資產及負債：

分類業績指各分類之溢利／(虧損)，包括於下文其他分類資料披露之項目，扣除各分類直接應佔行政及其他經營開支，而未分類集團收入及開支、其他無形資產減值虧損、物業、廠房及設備減值虧損、可供銷售投資減值虧損、應收賬款減值虧損、應收貸款及應收貸款利息款項減值虧損以及應收貸款及應收貸款利息款項減值虧損撥回。

分類資產包括所有有形資產、無形資產及流動資產，惟不包括公司間應收款項及其他集團資產。

分類負債包括分類直接管理之應付賬款及其他應付款項，惟不包括公司間應付款項及其他集團負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 14. SEGMENT INFORMATION (continued)

Information regarding the above segments is reported below:

#### (a) Segment revenue and results

2019 二零一九年		Anti-aging & stem cell technology businesses 抗衰老及 幹細胞 技術業務	Trading business 貿易業務	Money lending business 放債業務	Securities investment business 證券投資 業務	Inter- segment elimination 分類間對銷	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue	收益						
External customers	外來客戶	2,824	76,837	19,701	-	-	99,362
Inter-segment	分類間	-	-	-	-	-	-
Total	總額	2,824	76,837	19,701	-	-	99,362
Segments results	分類業績	(15,953)	(1,030)	19,147	(3,416)	-	(1,252)
Reversal of impairment loss on loan receivables and loan interest receivables	應收貸款及應收貸款 利息款項減值虧損 撥回						9,220
Impairment loss on loan receivables and loan interest receivables	應收貸款及應收貸款 利息款項 減值虧損						(17,697)
Impairment loss on trade receivables	應收賬款減值 虧損						(1)
Unallocated corporate income	未分類集團收入						2
Unallocated corporate expenses	未分類集團開支						(13,544)
Loss before tax	除稅前虧損						(23,272)

### 14. 分類資料(續)

有關上述分類之資料呈列如下：

#### (a) 分類收益及業績



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 14. SEGMENT INFORMATION (continued)

#### (a) Segment revenue and results (continued)

### 14. 分類資料(續)

#### (a) 分類收益及業績(續)

2018 二零一八年	Anti-aging & stem cell technology businesses 抗衰老及 幹細胞 技術業務	Trading business 貿易業務	Money lending business 放債業務	Securities investment business 證券投資 業務	Inter- segment elimination 分類間對銷	Total 總額
	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
Revenue	收益					
External customers	外來客戶	4,157	114,277	21,774	-	140,208
Inter-segment	分類間	-	-	-	-	-
Total	總額	4,157	114,277	21,774	-	140,208
Segments results	分類業績	(13,987)	(1,127)	20,455	2,800	8,141
Impairment loss on loan receivables and loan interest receivables	應收貸款及應收貸款 利息款項 減值虧損					(60,589)
Impairment loss on other intangible assets	其他無形資產減值 虧損					(12,000)
Impairment loss on property, plant and equipment	物業、廠房及設備 減值虧損					(4,342)
Impairment loss on available-for-sale investment	可供銷售投資 減值虧損					(2,509)
Unallocated corporate income	未分類集團收入					960
Unallocated corporate expenses	未分類集團開支					(12,688)
Loss before tax	除稅前虧損					(83,027)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 14. SEGMENT INFORMATION (continued)

#### (b) Segment assets and liabilities

### 14. 分類資料(續)

#### (b) 分類資產及負債

2019 二零一九年		Anti-aging & stem cell technology businesses 抗衰老及 幹細胞 技術業務 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Securities investment business 證券投資 業務 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Segment assets	分類資產	14,679	38,028	134,995	842	188,544
Unallocated assets	未分類資產					105,242
Consolidated assets	綜合資產					293,786
Segment liabilities	分類負債	38,434	1,026	909	-	40,369
Unallocated liabilities	未分類負債					1,757
Consolidated liabilities	綜合負債					42,126

  

2018 二零一八年		Anti-aging & stem cell technology businesses 抗衰老及 幹細胞 技術業務 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Securities investment business 證券投資 業務 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Segment assets	分類資產	5,987	42,200	138,976	6,020	193,183
Unallocated assets	未分類資產					136,763
Consolidated assets	綜合資產					329,946
Segment liabilities	分類負債	37,490	847	817	-	39,154
Unallocated liabilities	未分類負債					1,629
Consolidated liabilities	綜合負債					40,783

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 14. SEGMENT INFORMATION (continued)

#### (c) Other segment information

### 14. 分類資料(續)

#### (c) 其他分類資料

2019 二零一九年	Anti-aging & stem cell technology businesses 抗衰老及 幹細胞 技術業務	Trading business 貿易業務	Money lending business 放債業務	Securities investment business 證券投資 業務	Total 總額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Interest income*	利息收入*	-	-	-	-
Interest expenses	利息開支	1,637	-	-	1,637
Depreciation and amortisation	折舊及攤銷	549	624	-	1,173
Reversal of impairment loss on loan receivables and loan interest receivables <sup>^</sup>	應收貸款及應收貸款 利息款項減值虧損 撥回 <sup>^</sup>	-	-	9,220	9,220
Impairment loss on loan receivables and loan interest receivables <sup>^</sup>	應收貸款及應收貸款 利息款項減值虧損 <sup>^</sup>	-	-	17,697	17,697
Impairment loss on trade receivables <sup>^</sup>	應收賬款減值虧損 <sup>^</sup>	-	1	-	1
Additions to non-current segment assets during the year	於本年度添置非流動 分類資產	6,806	-	-	6,806

\* Interest income excluded in revenue  
<sup>^</sup> Excluded in segment results but are regularly provided to CODM

\* 不包括在收益之利息收入  
<sup>^</sup> 不計入分類業績，但會定期向主要經營決策人提供

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 14. SEGMENT INFORMATION (continued)

#### (c) Other segment information (continued)

### 14. 分類資料(續)

#### (c) 其他分類資料(續)

2018 二零一八年	Anti-aging & stem cell technology businesses 抗衰老及 幹細胞 技術業務	Trading business 貿易業務	Money lending business 放債業務	Securities investment business 證券投資 業務	Total 總額	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Interest income*	利息收入*	-	1	-	2	3
Interest expenses	利息開支	-	-	-	-	-
Depreciation and amortisation	折舊及攤銷	1,814	1,350	-	-	3,164
Impairment loss on other intangible assets <sup>^</sup>	其他無形資產減值虧損 <sup>^</sup>	12,000	-	-	-	12,000
Impairment loss on loan receivables and loan interest receivables <sup>^</sup>	應收貸款及應收貸款 利息款項減值虧損 <sup>^</sup>	-	-	60,589	-	60,589
Impairment loss on available-for-sale investment <sup>^</sup>	可供銷售投資減值虧損 <sup>^</sup>	2,509	-	-	-	2,509
Impairment loss on property, plant and equipment <sup>^</sup>	物業、廠房及設備 減值虧損 <sup>^</sup>	4,342	-	-	-	4,342
Additions to non-current segment assets during the year	於本年度添置非流動 分類資產	-	-	-	-	-

\* Interest income excluded in revenue  
<sup>^</sup> Excluded in segment results but are regularly provided to CODM

\* 不包括在收益之利息收入  
<sup>^</sup> 不計入分類業績，但會定期向主要經營決策人提供

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 14. SEGMENT INFORMATION (continued)

#### (d) Geographical information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, other intangible assets, rental deposit, deposit paid for acquisition of property, plant and equipment and investment properties ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment and the location of the operation to which they are allocated, in the case of other intangible assets.

### 14. 分類資料(續)

#### (d) 地區資料

下表載列有關(i)本集團外來客戶之收益及(ii)本集團物業、廠房及設備、其他無形資產、租金按金、已付收購物業、廠房及設備之按金以及投資物業(「特定非流動資產」)所在地點之資料。客戶之地理位置乃基於提供服務或交付貨品所在位置。特定非流動資產之地理位置乃基於資產實際所處位置(就物業、廠房及設備而言)，及獲分配之經營位置(就其他無形資產而言)。

2019 二零一九年		Revenue from external customers 外來客戶之收益 HK\$'000 千港元	Specified non-current assets 特定非流動資產 HK\$'000 千港元
Hong Kong	香港	20,480	51,924
PRC	中國	78,882	515
		<b>99,362</b>	<b>52,439</b>
2018 二零一八年		Revenue from external customers 外來客戶之收益 HK\$'000 千港元	Specified non-current assets 特定非流動資產 HK\$'000 千港元
Hong Kong	香港	21,774	45,572
PRC	中國	118,434	1,308
		140,208	46,880

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 14. SEGMENT INFORMATION (continued)

#### (e) Information about major customers

Analysis of revenue from transactions with external customers amounting to 10% or more of the Group's revenue deriving from the Group's trading business is as follows:

### 14. 分類資料(續)

#### (e) 主要客戶之資料

佔本集團收益10%或以上之外來客戶交易之收益來自本集團之貿易業務，分析如下：

		Revenue 收益	
		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Customer A	客戶A	76,308	–
Customer B	客戶B	–	37,855
Customer C	客戶C	–	76,422

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 15. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS

#### (i) Directors' emoluments

The emoluments paid or payable to each of the Company's directors, including the Chief Executive Officer of the Company, are as follows:

2019

### 15. 董事及五名最高薪僱員之酬金

#### (i) 董事酬金

已付或應付各本公司董事(包括本公司行政總裁)之酬金如下:

二零一九年

		Fees	Salaries and other benefits	Discretionary bonus and performance related incentive payments	Contributions to retirement benefits schemes	Total
		袍金	薪金及其他福利	酌情花紅及表現相關獎勵付款	退休福利計劃供款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. David Lin Kao Kun (Note a)	林高坤先生(附註a)	246	-	-	-	246
Mr. Lu Zhiqiang	盧志強先生	552	24	-	38	614
Mr. Chui Kwong Kau	崔光球先生	-	703	-	18	721
Mrs. Cheung Fan Karen (Note b)	張帆女士(附註b)	282	-	-	10	292
Ms. Li Mei (Note a)	李梅女士(附註a)	262	-	-	-	262
Dr. Sun Yu	孫宇博士	552	-	-	-	552
Mr. Zhang James Jian Yuan (Note c)	張健源先生(附註c)	282	-	-	10	292
Mr. Lau Ngai Cheung (Note d)	劉毅翔先生(附註d)	102	-	-	2	104
<b>Non-executive Director</b>	<b>非執行董事</b>					
Ms. Lam Kuo (Note a)	林戈女士(附註a)	519	-	-	-	519
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Hung Yat Ming	洪日明先生	132	-	-	-	132
Mr. Chan Yun Hing	陳潤興先生	132	-	-	-	132
Mr. Gui Qiangfang (Note a)	桂強芳先生(附註a)	58	-	-	-	58
Mr. Zhang James Jian Yuan (Note c)	張健源先生(附註c)	65	-	-	-	65
Mr. Tang Hua (Note b)	唐華先生(附註b)	68	-	-	-	68
		<b>3,252</b>	<b>727</b>	<b>-</b>	<b>78</b>	<b>4,057</b>

Note a: Retired on 7 September 2018.

Note b: Appointed on 26 September 2018.

Note c: Re-designated from Independent Non-executive Director to Executive Director on 26 September 2018.

Note d: Appointed on 25 January 2019.

附註a: 於二零一八年九月七日退休。

附註b: 於二零一八年九月二十六日獲委任。

附註c: 於二零一八年九月二十六日由獨立非執行董事調任為執行董事。

附註d: 於二零一九年一月二十五日獲委任。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 15. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (continued)

#### (i) Directors' emoluments (continued)

The emoluments paid or payable to each of the Company's directors, including the Chief Executive Officer of the Company, are as follows:

2018

### 15. 董事及五名最高薪僱員之酬金(續)

#### (i) 董事酬金(續)

已付或應付各本公司董事(包括本公司行政總裁)之酬金如下:

二零一八年

		Fees	Salaries and other benefits	Discretionary bonus and performance related incentive payments	Contributions to retirement benefits schemes	Total
		袍金	薪金及其他福利	酌情花紅及表現相關獎勵付款	退休福利計劃供款	總額
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. David Lin Kao Kun	林高坤先生	519	-	-	-	519
Mr. Lu Zhiqiang	盧志強先生	516	22	-	19	557
Mr. Chui Kwong Kau	崔光球先生	-	656	-	18	674
Mr. Jiang Hongqing (Note e)	姜洪慶先生(附註e)	252	-	-	-	252
Ms. Li Mei	李梅女士	600	-	-	-	600
Dr. Sun Yu (Note f)	孫宇博士(附註f)	340	-	-	-	340
<b>Non-executive Director</b>	<b>非執行董事</b>					
Ms. Lam Kuo	林戈女士	1,000	-	-	-	1,000
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Hung Yat Ming	洪日明先生	123	-	-	-	123
Mr. Chan Yun Hing	陳潤興先生	123	-	-	-	123
Mr. Gui Qiangfang	桂強芳先生	123	-	-	-	123
Mr. Zhang James Jian Yuan (Note g)	張健源先生(附註g)	91	-	-	-	91
		3,687	678	-	37	4,402

Note e: Resigned on 29 September 2017.

Note f: Appointed on 7 August 2017.

Note g: Appointed on 7 July 2017.

附註e: 於二零一七年九月二十九日辭任。

附註f: 於二零一七年八月七日獲委任。

附註g: 於二零一七年七月七日獲委任。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 15. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (continued)

#### (i) Directors' emoluments (continued)

During the year, no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for the loss of office (2018: Nil).

There was no emoluments waived by any directors during the year (2018: Nil).

The directors of the Company consider that they are the only key management personnel of the Group and details for their emoluments have been set out above.

Fees, salaries and other benefits paid to or for the executive and non-executive directors are generally emoluments paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

### 15. 董事及五名最高薪僱員之酬金(續)

#### (i) 董事酬金(續)

於本年度內，本集團並無支付酬金予任何董事作為加入本集團時或吸引彼等加入本集團之獎金或作為離職補償(二零一八年：無)。

於本年度內並無任何董事放棄酬金(二零一八年：無)。

本公司董事認為，彼等為本集團全部主要管理人員，有關彼等酬金之詳情已於上文載列。

支付執行及非執行董事之袍金、薪金及其他福利一般指就該等人士管理本公司及其附屬公司之事務所提供其他服務而支付予該等人士或該等人士應收之酬金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 15. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (continued)

#### (ii) Five highest paid employees

During the year, the five highest paid individuals included 2 (2018: 2) directors, details of whose emoluments are set out above. The emoluments of the remaining non-director highest paid individuals are as follows:

### 15. 董事及五名最高薪僱員之酬金(續)

#### (ii) 五名最高薪僱員

於本年度內，五名最高薪人士包括兩名(二零一八年：兩名)董事，有關彼等酬金之詳情已於上文載列。餘下最高薪非董事人士之酬金如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,912	2,028
Contributions to retirement benefits schemes	退休福利計劃供款	54	36
Discretionary and performance related incentive payments	酌情及表現相關獎勵付款	–	–
Inducement to join or upon joining the Group	加入本集團時或吸引彼等加入本集團之獎金	–	–
Compensation for loss of office	離職補償	–	–
		<b>1,966</b>	<b>2,064</b>

Emoluments of the non-director highest paid individual(s) fell within the following bands:

最高薪非董事人士之酬金介乎下列範圍：

		Number of individual(s) 人數	
		2019 二零一九年	2018 二零一八年
HK\$Nil to HK\$1,000,000	零港元至 1,000,000 港元	3	3
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	–	–

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Leasehold improvements 租賃裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Motor Vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost:	成本：				
At 1 April 2017	於二零一七年四月一日	9,904	17,378	12,566	39,848
Disposal	出售	-	(16)	-	(16)
Exchange adjustments	匯兌調整	170	177	814	1,161
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及 二零一八年四月一日	10,074	17,539	13,380	40,993
Additions	添置	-	1,251	-	1,251
Disposal	出售	(933)	(703)	(1,233)	(2,869)
Classified as held-for-sale	分類為持作銷售	-	-	(483)	(483)
Exchange adjustments	匯兌調整	(113)	(119)	(551)	(783)
At 31 March 2019	於二零一九年三月三十一日	9,028	17,968	11,113	38,109
Accumulated amortisation, depreciation and impairment losses:	累計攤銷、折舊及減值虧損：				
At 1 April 2017	於二零一七年四月一日	9,198	10,924	9,103	29,225
Charge for the year	本年度費用	708	1,942	1,942	4,592
Impairment loss (note 18)	減值虧損(附註18)	-	4,342	-	4,342
Eliminated on disposal	於出售時抵銷	-	(16)	-	(16)
Exchange adjustments	匯兌調整	168	159	643	970
At 31 March 2018 and at 1 April 2018	於二零一八年三月三十一日及 於二零一八年四月一日	10,074	17,351	11,688	39,113
Charge for the year	本年度費用	-	175	1,009	1,184
Eliminated on disposal	於出售時抵銷	(933)	(669)	(1,233)	(2,835)
Classified as held-for-sale	分類為持作銷售	-	-	(468)	(468)
Exchange adjustments	匯兌調整	(113)	(112)	(478)	(703)
At 31 March 2019	於二零一九年三月三十一日	9,028	16,745	10,518	36,291
Net carrying amount:	賬面淨值：				
At 31 March 2019	於二零一九年三月三十一日	-	1,223	595	1,818
At 31 March 2018	於二零一八年三月三十一日	-	188	1,692	1,880

The gross carrying amount of the Group's property, plant and equipment includes an amount of HK\$9,028,000 (2018: HK\$10,074,000) in respect of fully depreciated leasehold improvements that is still in use.

本集團物業、廠房及設備總賬面值包括全面折舊並尚在使用之租賃裝修9,028,000港元(二零一八年：10,074,000港元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 17. INVESTMENT PROPERTIES

### 17. 投資物業

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<i>At fair value:</i>	按公平值：		
At the beginning of the year	於年初	45,000	–
Acquisition of a subsidiary (note 30)	收購一間附屬公司(附註30)	–	44,041
Gain arising from change in fair value	公平值變動所產生收益	–	959
At the end of the year	於年末	45,000	45,000

The investment properties of the Group represent interest in land held for undetermined future use under medium-term leases in Hong Kong.

Note:

**(a) Valuation process of investment properties**

The Group's investment properties as at 31 March 2019 and 31 March 2018 were appraised by Prudential Surveyors (Hong Kong) Limited, an independent professional surveyor not connected to the Group, which hold recognised relevant professional qualifications and have recent experience in the location and segment of the investment properties valued.

The directors of the Company work closely with the independent professional surveyor to establish the appropriate valuation techniques and inputs to the valuation model by holding discussions with the independent professional surveyor and verify and analyse major inputs and assumptions in the valuation reports.

**(b) Fair value measurement of investment properties**

(i) Fair value hierarchy  
The following table presents the fair value of the Group's investment properties measured at the end of reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 "Fair Value Measurement":

		Level 1	Level 2	Level 3	Fair value as at 31 March 2019 於二零一九年三月三十一日之公平值 HK\$'000 千港元
		第一級 HK\$'000 千港元	第二級 HK\$'000 千港元	第三級 HK\$'000 千港元	45,000 千港元
Recurring fair value measurement	經常性公平值計量				
Investment properties	投資物業	–	–	45,000	45,000

本集團之投資物業指於香港根據中期租約持有惟尚未確定未來用途之土地權益。

附註：

**(a) 投資物業估值過程**

於二零一九年三月三十一日及二零一八年三月三十一日本集團之投資物業已由獨立專業測量師測建行香港有限公司評估，該測量師與本集團並無關連，其持有認可相關專業資格，並對估值投資物業之所在地點及分類具備近期估值經驗。

本公司董事與獨立專業測量師緊密合作，通過與獨立專業測量師進行討論，確定及分析估值報告中之主要輸入數據及假設，為估值模型確定適當估值技術及輸入數據。

**(b) 投資物業公平值計量**

(i) 公平值層級  
下表呈列於報告期末按經常性基準計量之本集團投資物業之公平值，分類為香港財務報告準則第13號「公平值計量」所界定三個公平值層級：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 17. INVESTMENT PROPERTIES (continued)

Note: (continued)

#### (b) Fair value measurement of investment properties (Continued)

##### (i) Fair value hierarchy (continued)

	Level 1	Level 2	Level 3	Fair value as at 31 March 2018 於二零一八年三月三十一日之公平值 HK\$'000 千港元
	第一級 HK\$'000 千港元	第二級 HK\$'000 千港元	第三級 HK\$'000 千港元	45,000 45,000
Recurring fair value measurement investment properties 經常性公平值計量投資物業	-	-	45,000	45,000

There were no transfers between Level 1 and Level 2, or transfer into or out of Level 3 during the year ended 31 March 2019 and 31 March 2018. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

- (i) Information about Level 3 fair value measurements  
At the date of acquisition, as at 31 March 2018 and as at 31 March 2019, the Group's investment properties were appraised by adopting residual method and market approach in assessing the fair value of the investment properties. For house land lots, the residual method is used, whereby the fair value is derived from the gross development value of the project upon completion (estimated using market comparison method) less estimated development costs and allowance for developer's profit. For agricultural land lots, market approach is used, whereby fair value is determined based on comparing the property to be valued directly with other comparable properties, which have recently transacted. However, given the heterogeneous nature of the properties, appropriate adjustments are usually required to allow for any qualitative differences that may affect the price likely to be achieved by the property under consideration.

Higher gross development value and adjusted market price would result in a higher fair value measurement, and vice versa.

Item 項目	Valuation technique 估值技術	Unobservable inputs 不可觀察輸入數據	Value/Range 價值/範圍
House land lots in Lantau Island 大嶼山平房用地	Residual method 餘值法	Gross development value 總開發價值	HK\$62,097,000 (2018: HK\$63,808,000) 62,097,000 港元 (二零一八年： 63,808,000 港元)
Agricultural land lots in Lantau Island 大嶼山農業用地	Market approach 市場法	Adjusted market price (HK\$/square feet) 經調整市價(港元/平方呎)	HK\$50–HK\$300 per square feet (2018: HK\$50–HK\$290 per square feet) 每平方呎 50 港元至 300 港元 (二零一八年：每平方呎 50 港元至 290 港元)

- (ii) As at 31 March 2019 and 31 March 2018, no investment properties were pledged as a security.

### 17. 投資物業(續)

附註：(續)

#### (b) 投資物業公平值計量(續)

##### (i) 公平值層級(續)

截至二零一九年三月三十一日及二零一八年三月三十一日止年度，第一級及第二級之間概無轉移，而第三級亦並無轉入或轉出。本集團之政策為於報告期末確認期間發生之公平值層級間之轉撥。

- (i) 有關第三級公平值計量之資料  
於收購日期、二零一八年三月三十一日及二零一九年三月三十一日，本集團之投資物業已採用餘值法及市場法評估投資物業之公平值。就平房用地採用餘值法，即公平值乃自該項目竣工時之總開發價值(採用市場比較法估算)扣減估計發展成本及發展商利潤撥備而得出。就農業用地採用市場法，即公平值乃基於將估值物業與近期成交之其他可資比較物業直接比較而得出。然而，由於各物業之性質互不相同，通常須作出適當調整以計入任何性質上之差異，該等差異或會影響所考慮物業可能達到之價格。

總開發價值及經調整市價愈高會導致公平值計量愈高，反之亦然。

- (ii) 於二零一九年三月三十一日及二零一八年三月三十一日，概無投資物業質押作為擔保。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 18. OTHER INTANGIBLE ASSETS

### 18. 其他無形資產

		Exclusive Licence A 獨家 許可權A HK\$'000 千港元	Exclusive Licence B 獨家 許可權B HK\$'000 千港元	Exclusive Licence C 獨家 許可權C HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本：				
At 1 April 2017, at 31 March 2018, at 1 April 2018 and at 31 March 2019	於二零一七年四月一日、 於二零一八年三月三十一日、 於二零一八年四月一日及 於二零一九年三月三十一日	12,000	32,000	18,000	62,000
Accumulated amortisation and impairment losses:	累計攤銷及減值虧損：				
At 1 April 2017	於二零一七年四月一日	–	32,000	18,000	50,000
Impairment loss recognised for the year	本年度確認減值虧損	12,000	–	–	12,000
At 31 March 2018, at 1 April 2018 and at 31 March 2019	於二零一八年三月三十一日、 於二零一八年四月一日及 於二零一九年三月三十一日	12,000	32,000	18,000	62,000
Net carrying amount:	賬面淨值：				
At 31 March 2019	於二零一九年三月三十一日	–	–	–	–
At 31 March 2018	於二零一八年三月三十一日	–	–	–	–

The other intangible assets represent 3 exclusive licences on 3 patents granted by Ms. Feng Shuiqin and Hope Biotech (Suzhou) Co., Ltd., a company controlled by the former executive director of the Company, Mr. David Lin Kao Kun and his spouse, to a subsidiary acquired in the year 2013.

Amortisation is recognised on a straight-line basis over the remaining useful lives of the exclusive licences. In last year, the exclusive licences have not yet been in the location and condition necessary for them to be capable of operating in the manner intended by management. Hence, no amortisation is recognised in last year.

其他無形資產指馮淑芹女士及厚樸生物科技(蘇州)有限公司(由本公司前執行董事林高坤先生及其配偶控制之公司)於二零一三年向所收購附屬公司授出三項專利之三份獨家許可權。

攤銷按獨家許可權之餘下可使用年期以直線法確認。於去年，獨家許可權暫未處於可按管理層擬定方式經營之地點及所需條件。因此，於去年並無確認攤銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 18. OTHER INTANGIBLE ASSETS (continued)

Details of the useful lives of the exclusive licences are as follows:

### 18. 其他無形資產(續)

獨家許可權之可使用年期詳情如下：

Particulars of exclusive licences 獨家許可權詳情	Expiry date of exclusive licence granted to a subsidiary 授予一間附屬公司之獨家許可權到期日
Method for constructing pancreatic stem cell line from human insulin and differentiating to insulin secretion cell ("Exclusive Licence A") 一種來自人類胰島的胰腺幹細胞系的構建及向胰島素分泌細胞分化的方法(「獨家許可權A」)	25 November 2031 二零三一年十一月二十五日
Injectable temperature sensitive gel used for filling and repairing damaged tissues ("Exclusive Licence B") 一種用於填補與修復受損組織的可注射溫敏凝膠(「獨家許可權B」)	10 June 2031 二零三一年六月十日
Injection gel containing submicron hyaluronic acid microspheres and preparation method ("Exclusive Licence C") 一種含有亞微米級透明質酸微球的注射凝膠與製備方法(「獨家許可權C」)	10 June 2031 二零三一年六月十日

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 18. OTHER INTANGIBLE ASSETS (continued)

During the year ended 31 March 2018, the management of the Group decided to defer the development and production plans for the pancreatic stem cell service line after the judgement given by the High Court of Hong Kong in December 2017 on a beauty treatment death case, in which the founder and the technician was found guilty. In order to minimize the regulatory and operational risk, the management of the Group considered that more time is required to carry out a detailed re-assessment and testing on the work flow of the pancreatic stem cell service line and a in-depth review on the regulatory environment in Hong Kong and the PRC before the official launch of the treatment service which was originally planned to launch in 2018/2019. Consequently, the impairment assessment of the cash-generating unit ("CGU") of pancreatic stem cell service line was performed. The principal assets of the CGU as at 31 March 2018 comprised the Exclusive Licence A and equipment purchased for use in the development and future production processes with the aggregate carrying amount before impairment as at 31 March 2018 amounting to HK\$16,342,000.

The recoverable amount of the CGU was determined by the directors of the Company based on value in use calculation with reference to a professional valuation report issued by Roma Appraisals Limited. That calculation was determined based on the financial budgets approved by the directors of the Company covering a 5-year period and a pre-tax discount rate of 30.99%. The recoverable amount of the CGU is based on certain key assumptions, including 5-year average annual growth rate of 10% and projected gross profit margin of 72.00%.

Taking into account the market response of the beauty treatment death case and the postponement of original business plan for pancreatic stem cell service operation, the management adjusted downward the estimated cash flows of the CGU. Accordingly, the expected net cash flows generating from the CGU is significantly worse than previous budgeted. As at 31 March 2018, the re-estimation of recoverable amount of the CGU was minimal and full impairment loss of HK\$12,000,000 and HK\$4,342,000 was recognised for the Exclusive License A and the equipment respectively during the year ended 31 March 2018.

### 18. 其他無形資產(續)

截至二零一八年三月三十一日止年度，香港高等法院於二零一七年十二月就一宗美容療程死亡個案作出判決，當中創辦人及技術人員被判有罪，本集團管理層其後決定押後胰腺幹細胞系服務之發展及生產計劃。為盡量減低監管及營運風險，本集團管理層認為，在正式推出治療服務前(原訂於二零一八/二零一九年推出)，需要更多時間對胰腺幹細胞系服務之工作流程進行詳細重新評估及測試以及對香港及中國之監管環境作深入檢討。因此，胰腺幹細胞系服務之現金產生單位(「現金產生單位」)已進行減值評估。於二零一八年三月三十一日，現金產生單位之主要資產包括獨家許可權A以及用於開發及未來生產過程而購買之設備，而於二零一八年三月三十一日扣除減值前之賬面總值為16,342,000港元。

現金產生單位之可收回金額乃由本公司董事基於使用價值計算並參考羅馬國際評估有限公司所刊發專業估值報告釐定。該計算乃基於本公司董事所批准涵蓋五年期之財務預算及30.99%稅前貼現率釐定。現金產生單位之可收回金額基於若干主要假設，包括10%五年平均年增長率及72.00%預測毛利率。

考慮到市場對美容療程死亡個案之反應，以及押後胰腺幹細胞服務業務之原訂業務計劃，管理層下調現金產生單位之估計現金流量。因此，預期現金產生單位所產生現金流量淨額遠遜於早前預測。於二零一八年三月三十一日，經重新估計之現金產生單位可收回金額甚少，因此截至二零一八年三月三十一日止年度就獨家許可權A及設備分別確認為全面減值虧損12,000,000港元及4,342,000港元。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 18. OTHER INTANGIBLE ASSETS (continued)

During the year ended 31 March 2019, the management of the Group considered that the factors of last year's impairment assessment continued to apply and concluded that the recoverable amount of the CGU remains minimal. Accordingly, no reversal of impairment loss was considered necessary in the current year.

### 18. 其他無形資產(續)

截至二零一九年三月三十一日止年度，本集團認為去年減值評估的因素繼續適用，並得出結論，現金產生單位的可收回金額仍然屬微不足道。因此，本集團認為本年度毋須撥回減值虧損。

### 19. AVAILABLE-FOR-SALE INVESTMENT

### 19. 可供銷售投資

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Unlisted equity investment incorporated in Spain, at cost (Note)	於西班牙註冊成立之非上市股本投資，按成本(附註)	-	2,509
Less: Impairment loss	減：減值虧損	-	(2,509)
		-	-

Note: The unlisted available-for-sale investment is stated at cost less any accumulated impairment loss because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that the fair value cannot be measured reliably.

Due to the investee company incurred significant losses in recent years, the directors of the Company expected that the carrying amount was not able to be recovered and therefore recognised a full impairment loss of approximately HK\$2,509,000 in last year.

附註：由於合理公平價值估計範圍重大，本公司董事認為公平價值並不能可靠計量，故非上市可供銷售投資按成本減任何累計減值虧損列賬。

由於獲投資公司近年錄得重大虧損，故本公司董事預期賬面值無法收回，故於去年確認全面減值虧損約2,509,000港元。

### 20. INVENTORIES

### 20. 存貨

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Finished goods	成品	117	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 21. TRADE AND OTHER RECEIVABLES

### 21. 應收賬款及其他應收款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables (Note a)	應收賬款(附註a)	37,235	40,688
Loan interest receivables (Note b)	應收貸款利息款項(附註b)	5,446	9,691
Deposit and prepayments	按金及預付款項	4,919	4,349
Loan receivables (Note c)	應收貸款(附註c)	112,184	127,925
Other receivables	其他應收款項	5	6
		<b>159,789</b>	<b>182,659</b>

Note:

**(a) Trade receivables**

An analysis of trade receivables by age, presented based on the invoice date, is as follows:

附註：

**(a) 應收賬款**

按發單日期呈列之應收賬款賬齡分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0-30 days	0至30日	37,986	40,649
31-60 days	31至60日	-	10
Over 60 days	60日以上	586	606
Total trade receivables	應收賬款總額	<b>38,572</b>	41,265
Less: Accumulated impairment loss	減：累計減值虧損	<b>(1,337)</b>	(577)
Total trade receivables, net of impairment loss	已扣除減值虧損之應收賬款總額	<b>37,235</b>	40,688

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 21. TRADE AND OTHER RECEIVABLES (continued)

Note: (continued)

#### (a) Trade receivables (continued)

The carrying amount of the Group's trade receivables are denominated in the following currencies:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK dollars	港元	9	9
Renminbi	人民幣	37,226	40,679
		<b>37,235</b>	<b>40,688</b>

The Group offers credit terms to its customers ranging from cash on delivery to 90 days (2018: cash on delivery to 90 days).

No interest is charged on the trade receivables. Included in trade receivables with a balance amounting to HK\$37,226,000 (2018: HK\$40,630,000) was guaranteed by an independent third party of the Group and the balance was fully settled after the end of reporting period.

Movements in the impairment loss of trade receivables:

### 21. 應收賬款及其他應收款項(續)

附註：(續)

#### (a) 應收賬款(續)

本集團應收賬款之賬面值乃以下列貨幣計值：

本集團授予其客戶之信貸期介乎到貨收款至90日(二零一八年：到貨收款至90日)。

應收賬款不計息。於應收賬款中餘額為37,226,000港元(二零一八年：40,630,000港元)之應收賬款乃由一名本集團獨立第三方擔保，而有關應收賬款及結餘已於報告期間結算日後全數清償。

應收賬款減值虧損變動：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Balance at 31 March 2018 under HKAS 39	根據香港會計準則第39號於二零一八年三月三十一日之結餘	577	N/A 不適用
Effect of initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響	813	N/A 不適用
Balance at 1 April	於四月一日之結餘	<b>1,390</b>	577
Impairment loss	減值虧損	1	-
Exchange adjustments	匯兌調整	(54)	-
Balance at 31 March	於三月三十一日之結餘	<b>1,337</b>	577

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 21. TRADE AND OTHER RECEIVABLES (continued)

Note: (continued)

#### (a) Trade receivables (continued)

Impairment assessment under HKFRS 9 for the year ended 31 March 2019

The Group applies the simplified approach to provide for expected credit loss prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The Group overall considers the shared credit risk characteristics and the days past due of each type of the trade receivables to measure the expected credit losses. For certain trade receivables which are unsecured and unguaranteed for which the counterparties fail to make demand repayment, the Group considered that they have been defaulted and make 100% provision ("default receivables"). In determining whether a trade receivable is default, 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 or partially (without taking into account any collaterals held by the Group). Irrespective of the above, the Group considers that default has occurred when a trade receivable 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.

Except for the default receivables, the expected loss on trade receivables is estimated by reference to the past default experience of debtors, adjusted for current and forward-looking information on macroeconomic factors affecting the ability of the debtors to settle the receivables. During the year ended 31 March 2019, the expected credit losses of trade receivables are determined as follows:

		Expected credit loss rate 預期信貸虧損比率	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(未逾期)	2%	37,986	760
1-60 days past due	逾期1至60日	-	-	-
61-90 days past due	逾期61至90日	-	-	-
Over 90 days past due	逾期90日以上	-	9	-
			<b>37,995</b>	<b>760</b>
Default	違約	100%	577	577
			<b>38,572</b>	<b>1,337</b>

For the balance of trade receivables over 90 days past due, the Group considered that the amount were immaterial and therefore no impairment loss was provided for the year.

Impairment assessment under HKAS 39 for the year ended 31 March 2018

The Group monitors the recoverable amount of the trade debts and considers adequate impairment loss is made for irrecoverable amount, if necessary. In determining the recoverability of trade receivables, the Group considers any change in the credit quality of trade receivables from the date credit was initially granted up to the end of the reporting period.

### 21. 應收賬款及其他應收款項(續)

附註：(續)

#### (a) 應收賬款(續)

截至二零一九年三月三十一日止年度根據香港財務報告準則第9號進行減值評估

本集團應用簡化方法按照香港財務報告準則第9號規定之預期信貸虧損計提撥備，該規定允許對所有應收賬款採用全期預期虧損撥備。本集團整體考慮應收賬款之共同信貸風險特徵及各類應收賬款之逾期日數以計量預期信貸虧損。就交易對手無法按還款之若干無抵押及無擔保應收賬款而言，本集團認為該等款項已違約並全數計提撥備（「違約應收款項」）。於釐定應收賬款是否違約時，本集團認為，違約事件在內部制訂或得自外界來源之資料顯示債務人不大可能向債權人（包括本集團）償還全部或部分款項（未計及本集團所持任何抵押品）時發生。不論上文為何，倘應收賬款已逾期超過90日，則本集團認為已發生違約，除非本集團有合理及可靠資料證明較滯後之違約標準更為適用則當別論。

除違約應收款項外，應收賬款信貸虧損乃經參考債務人之過往違約經驗，並對可影響債務人結算應收款項之宏觀經濟因素之當前及前瞻性資料作出調整進行估計。截至二零一九年三月三十一日止年度，應收賬款預期信貸虧損釐定如下：

就逾期90日以上之應收賬款而言，本集團認為有關金額微不足道，故於本年度並無作出減值虧損撥備。

截至二零一八年三月三十一日止年度根據香港會計準則第39號進行減值評估

本集團監察應收賬項之可收回金額，並於有需要時考慮就不可收回金額計提足夠減值虧損。釐定應收賬款之可收回程度時，本集團會考慮自首次獲授信貸當日起至報告期末止應收賬款之信貸質素有否出現任何變動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 21. TRADE AND OTHER RECEIVABLES (continued)

Note: (continued)

#### (a) Trade receivables (continued)

Impairment assessment under HKAS 39 for the year ended 31 March 2018 (continued)

An analysis of trade receivables as at 31 March 2018, which are past due but not impaired by age, presented based on the invoice date, is as follows:

		HK\$'000 千港元
Overdue by:	逾期：	
0-30 days	0至30日	-
31-60 days	31至60日	-
Over 60 days	60日以上	10

The Group considered that the above amount which was past due but not impaired was immaterial and therefore no impairment loss was provided for the year.

本集團認為，上述已逾期但未減值之金額微不足道，故於本年度並無作出減值虧損撥備。

#### (b) Loan interest receivables

An analysis of loan interest receivables by age, presented based on the contractual due date, is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0-30 days	0至30日	6,084	15,082
31-60 days	31至60日	-	49
Over 60 days	60日以上	2,595	2,213
Gross loan interest receivables	應收貸款利息款項總額	8,679	17,344
Less: Accumulated impairment loss	減：累計減值虧損	(3,233)	(7,653)
Loan interest receivables, net of impairment loss	已扣除減值虧損之應收貸款利息款項	5,446	9,691

The loan interest receivables above were denominated in Hong Kong dollars.

上述應收貸款利息款項以港元計值。

Movements in the impairment loss of loan interest receivables:

應收貸款利息款項減值虧損變動：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Balance at 31 March 2018 under HKAS 39	根據香港會計準則第39號於二零一八年三月三十一日之結餘	7,653	N/A 不適用
Effect of initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響	770	N/A 不適用
Balance as 1 April	於四月一日之結餘	8,423	2,064
Impairment loss	減值虧損	595	5,589
Reversal of impairment loss	減值虧損撥回	(5,785)	-
Balance at 31 March	於三月三十一日之結餘	3,233	7,653

The reversal of impairment loss on loan interest receivables mainly represented the amount recovered from the previously impaired loan interest receivables.

應收貸款利息款項減值虧損撥回主要指從先前已減值應收貸款利息款項收回之金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 21. TRADE AND OTHER RECEIVABLES (continued)

Note: (continued)

#### (b) Loan interest receivables (continued)

Details of the impairment assessment on loan interest receivables please see Note c.

As at 31 March 2018, the Group has no loan interest receivables which were past due but not impaired.

#### (c) Loan receivables

An analysis of loan receivables by age, presented based on the contractual due date, is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current (not past due)	即期(未逾期)	154,620	177,925
— 1–60 days past due	— 逾期1至60日	–	–
— 61–90 days past due	— 逾期61至90日	–	–
— Over 90 days past due	— 逾期90日以上	56,328	25,000
Gross loan receivables	應收貸款總額	210,948	202,925
Less: Accumulated impairment loss	減：累計減值虧損	(98,764)	(75,000)
Loan receivables, net of impairment loss	已扣除減值虧損之應收貸款	112,184	127,925

The loan receivables above were denominated in Hong Kong dollars.

As at 31 March 2019 loan receivables bore interest at the fixed rates of 10% to 14% per annum (2018: 10% to 12% per annum) and are all repayable within 12 months. All loan receivables were unsecured except for a loan receivable with a carrying amount of approximately HK\$3,330,000 was secured by a first charge over a residential property located in Hong Kong (2018: All loan receivables were unsecured).

Movements in the impairment loss of loan receivables:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Balance at 31 March 2018 under HKAS 39	根據香港會計準則第39號於二零一八年三月三十一日之結餘	75,000	N/A 不適用
Effect of initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響	10,097	N/A 不適用
Balance at 1 April	於四月一日之結餘	85,097	20,000
Impairment loss	減值虧損	17,102	55,000
Reversal of impairment loss	減值虧損撥回	(3,435)	–
Balance at 31 March	於三月三十一日之結餘	98,764	75,000

The reversal of impairment loss on loan receivables mainly represent the amount recovered from the previously impaired loan receivables.

### 21. 應收賬款及其他應收款項(續)

附註：(續)

#### (b) 應收貸款利息款項(續)

應收貸款利息款項之減值評估詳情請參閱附註c。

於二零一八年三月三十一日，本集團並無已逾期但未減值之應收貸款利息款項。

#### (c) 應收貸款

按合約到期日呈列之應收貸款賬齡分析如下：

上述應收貸款以港元計值。

於二零一九年三月三十一日，應收貸款按固定年利率10%至14%（二零一八年：10%至12%）計息及全部須於12個月內償還。所有應收貸款為無抵押，惟賬面值約為3,330,000港元之應收貸款以香港住宅物業之第一押記作抵押除外（二零一八年：所有應收貸款為無抵押）。

應收貸款減值虧損變動：

應收貸款減值虧損撥回主要指從先前已減值應收貸款收回之金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 21. TRADE AND OTHER RECEIVABLES (continued)

Note: (continued)

#### (c) Loan receivables (continued)

Impairment assessment under HKFRS 9 for the year ended 31 March 2019

The Group applies the general approach to provide for expected credit loss prescribed by HKFRS 9 on its loan receivables and loan interest receivables. The Group have taken into account the historical default experience, the background and the financial position of the counterparties, value of collateral and various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as we as the loss upon default in each case.

Analysis of ECL attribution to the gross carrying amount of loan receivables and loan interest receivables is as follows:

		12-month ECL	Lifetime ECL	Lifetime ECL-Credit impaired	Total
		12個月 預期信貸虧損	全期預期 信貸虧損	全期預期 信貸虧損一 出現信貸減值	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Loan receivables	應收貸款	124,709	–	86,239	210,948
Loan interest receivables	應收貸款利息款項	6,084	–	2,595	8,679
		130,793	–	88,834	219,627

The loan receivables and loan interest receivables are considered to be credit-impaired when they are default. In determining whether loan receivables and loan interest receivables are default, 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 or partially (without taking into account any collaterals held by the Group). Irrespective of the above, the Group considers that default has occurred when a loan receivable and related loan interest receivable have been past due for 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.

### 21. 應收賬款及其他應收款項(續)

附註：(續)

#### (c) 應收貸款(續)

截至二零一九年三月三十一日止年度根據香港財務報告準則第9號進行減值評估

本集團應用一般方法按照香港財務報告準則第9號規定就應收貸款及應收貸款利息款項之預期信貸虧損計提撥備。本集團於估計各項財務資產於其相關虧損評估時間發生違約可能性以及各情況下違約虧損時，考慮到過往違約經驗、交易對手之背景及財務狀況、抵押品價值以及考慮多個外來實際及預測經濟資料來源(如適用)得出之貸款人營運所在行業之未來前景。

應收貸款及應收貸款利息款項賬面總值應佔預期信貸虧損之分析如下：

應收貸款及應收貸款利息款項於違約時被視為出現信貸減值。於釐定應收貸款及應收貸款利息款項是否違約時，本集團認為，違約事件在內部制訂或得自外界來源之資料顯示債務人不大可能向債權人(包括本集團)償還全部或部分款項(未計及本集團所持任何抵押品)時發生。不論上文為何，倘應收貸款及相關應收貸款利息款項已逾期超過90日，則本集團認為已發生違約，除非本集團有合理及可靠資料證明較滯後之違約標準更為適用則當別論。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 21. TRADE AND OTHER RECEIVABLES (continued)

Note: (continued)

#### (c) Loan receivables (continued)

Analysis of movements in the impairment loss on loan receivables and loan interest receivables is as follows:

Loan receivables		12-month ECL	Lifetime ECL	Lifetime ECL-Credit impaired	Total
應收貸款		12個月 預期信貸虧損 HK\$'000 千港元	全期預期 信貸虧損 HK\$'000 千港元	全期預期 信貸虧損－ 出現信貸減值 HK\$'000 千港元	總計 HK\$'000 千港元
Balance at the beginning of the year	年初結餘	-	-	75,000	75,000
Effect of initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響	10,097	-	-	10,097
Balance at the beginning of the year — as restated	年初結餘 — 經重列	10,097	-	75,000	85,097
Impairment loss	減值虧損	3,756	-	13,346	17,102
Reversal of impairment loss	減值虧損撥回	(126)	-	(3,309)	(3,435)
Transfer	轉撥	(1,202)	-	1,202	-
Balance at the end of the year	年末結餘	12,525	-	86,239	98,764
Loan interest receivables		12-month ECL	Lifetime ECL	Lifetime ECL-Credit impaired	Total
應收貸款利息款項		12個月 預期信貸虧損 HK\$'000 千港元	全期預期 信貸虧損 HK\$'000 千港元	全期預期 信貸虧損－ 出現信貸減值 HK\$'000 千港元	總計 HK\$'000 千港元
Balance at the beginning of the year	年初結餘	-	-	7,653	7,653
Effect of initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響	770	-	-	770
Balance at the beginning of the year — as restated	年初結餘 — 經重列	770	-	7,653	8,423
Impairment loss	減值虧損	223	-	372	595
Reversal of impairment loss	減值虧損撥回	(256)	-	(5,529)	(5,785)
Transfer	轉撥	(99)	-	99	-
Balance at the end of the year	年末結餘	638	-	2,595	3,233

Loan receivables and loan interest receivables that have been past due for over 90 days are determined by the directors of the Company as default and fully impaired.

Impairment assessment under HKAS 39 for the year ended 31 March 2018

The Group assessed the collectability of loan receivables from time to time individually with reference to borrowers' past collection history and current creditworthiness.

The loan receivables and loan interest receivables that were impaired were related to customers that were in financial difficulties and overdue 90 days and management assessed that there are objective evidence of deterioration on their collectability. The interest of impaired loan receivables was no longer accrued since the date of impairment. As at 31 March 2018, the impaired loan receivables and loan interest receivables of HK\$75,000,000 and HK\$7,653,000 respectively was unsecured.

### 21. 應收賬款及其他應收款項(續)

附註：(續)

#### (c) 應收貸款(續)

應收貸款及應收貸款利息款項減值虧損變動分析如下：

本公司董事認為已逾期超過90日的應收貸款及應收貸款利息款項屬違約及全面減值。

截至二零一八年三月三十一日止年度根據香港會計準則第39號進行減值評估

本集團不時參考借款人之過往還款記錄及現時信貸狀況，就應收貸款能否收回進行個別評估。

已減值之應收貸款及應收貸款利息款項與出現財務困難且已逾期超過90日之客戶有關，管理層評估存在其可收回性降低之客觀證據。減值應收貸款之利息自減值日期起不再累計。於二零一八年三月三十一日，減值應收貸款及應收貸款利息款項分別75,000,000港元及7,653,000港元並無抵押。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 22. HELD-FOR-TRADING INVESTMENTS

### 22. 持作買賣投資

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Equity investment listed in Hong Kong, at fair value (Note)	於香港上市之股本投資， 按公平值(附註)	842	6,020

Notes: The fair values of listed investments are determined on the basis of quoted market bid price at the end of the reporting period.

附註：上市投資之公平值乃按報告期末所報市價買入價釐定。

### 23. CASH AND BANK BALANCES

Cash and bank balances comprise cash and short-term bank deposits with an original maturity of three months or less held by the Group.

The Group's cash and bank balances of approximately HK\$50,000 (2018: HK\$401,000) are deposited with banks in the Mainland China. The remittance of these funds out of the Mainland China is subject to exchange control restrictions imposed by the Mainland China government.

### 23. 現金及銀行結餘

現金及銀行結餘包括本集團所持現金及原到期日為三個月或以內之短期銀行存款。

本集團之現金及銀行結餘約50,000港元(二零一八年：401,000港元)存放於中國內地之銀行。將該等款項匯出中國內地受限於中國內地政府實施之外匯管制限制。

### 24. TRADE AND OTHER PAYABLES

### 24. 應付賬款及其他應付款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade payables	應付賬款	41	41
Other payables and accruals	其他應付款項及應計費用	9,219	10,742
Amount due to minority shareholders of a subsidiary (Note)	應付一間附屬公司少數股東之 款項(附註)	30,000	30,000
		<b>39,260</b>	<b>40,783</b>

The average credit period on purchases of certain goods is cash on delivery to 120 days.

採購若干貨品之平均信貸期為到貨付款至120日。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 24. TRADE AND OTHER PAYABLES (continued)

The analysis of trade payables by age based on the invoice date is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0-30 days	0至30日	-	-
31-60 days	31至60日	-	-
Over 60 days	60日以上	41	41
		41	41

Note: The amounts due to minority shareholders of a subsidiary are unsecured, interest-free and have no fixed terms of repayment.

### 24. 應付賬款及其他應付款項(續)

按發單日期呈列之應付賬款賬齡分析如下：

附註：應付一間附屬公司少數股東之款項為無抵押、免息及無固定還款期。

### 25. CONTRACT LIABILITIES

Upon application of HKFRS 15, deposit received from customers of provision of anti-aging services included in other payables under trade and other payables, are now presented under contract liabilities in order to reflect their similar nature and terminology of HKFRS 15.

The movements of contract liabilities during the year are as follow:

### 25. 合約負債

於應用香港財務報告準則第15號後，計入應付賬款及其他應付款項下之其他應付款項之提供抗衰老服務已收客戶按金現時呈列為合約負債，以反映其性質相若及香港財務報告準則第15號之術語。

年內，合約負債之變動如下：

		HK\$'000 千港元
Balance as at 31 March 2018	於二零一八年三月三十一日之結餘	-
Transfer from deposit received upon initial application of HKFRS 15	於首次應用香港財務報告準則第15號時轉撥自己收按金	1,034
Transfer to liabilities classified as held-for-sale	轉撥至分類為可供銷售之負債	(490)
Translation difference	換算差額	(55)
Balance as at 31 March 2019	於二零一九年三月三十一日之結餘	489

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 26. DEFERRED TAX

#### Deferred tax assets

### 26. 遞延稅項

#### 遞延稅項資產

		Unused tax losses 未動用稅項虧損 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	26,204
Net change	變動淨額	878
At 31 March 2018 and at 1 April 2018	於二零一八年三月三十一日及 於二零一八年四月一日	27,082
Net change	變動淨額	8,739
At 31 March 2019	於二零一九年三月三十一日	35,821

No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams.

並無因無法預測之未來溢利來源而就未動用稅項虧損確認遞延稅項資產。

#### Deferred tax liabilities

No deferred tax liability has been recognised due to the temporary differences which will result in a liability to be payable in the foreseeable future are immaterial.

#### 遞延稅項負債

並無因將導致於可見將來應付負債且不重大之暫時差額而確認遞延稅項負債。

Under the Enterprise Income Tax Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the profits earned by the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

根據中國企業所得稅法，自二零零八年一月一日起，中國附屬公司就所賺取盈利宣派股息須繳納預扣稅。由於本集團可控制撥回暫時差額之時間，且暫時差額於可見將來很可能不會撥回，故並無就中國附屬公司所賺取盈利應佔之暫時差額於綜合財務報表作出遞延稅項撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 27. SHARE CAPITAL

### 27. 股本

		Number of shares	Amount
		股份數目	金額
		'000	HK\$'000
		千股	千港元
Authorised	法定		
(ordinary shares of HK\$0.04 each)	(每股面值0.04港元之普通股)		
At 1 April 2017, 31 March 2018,	於二零一七年四月一日、		
1 April 2018 and 31 March 2019	二零一八年三月三十一日、 二零一八年四月一日及 二零一九年三月三十一日	10,000,000	400,000
Issued and fully paid	已發行及繳足		
(ordinary shares of HK\$0.04 each)	(每股面值0.04港元之普通股)		
At 1 April 2017, 31 March 2018,	於二零一七年四月一日、		
1 April 2018 and 31 March 2019	二零一八年三月三十一日、 二零一八年四月一日及 二零一九年三月三十一日	5,688,397	227,536

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 28. ASSETS AND LIABILITIES CLASSIFIED AS HELD-FOR-SALE

As at 31 March 2019, the Group has been under negotiations with an interested independent third party on the possible sale of its entire equity interests in an indirect wholly-owned subsidiary of the Company, namely Shenzhen Shenglihui Biotechnology Company Limited (“Shenglihui”), and a motor vehicle (collectively the “Disposal Group”) and the sale was concluded after the end of the reporting period. On 5 May 2019, the Group entered into an agreement with that interested independent third party in respect of the disposal of Disposal Group at an aggregate cash consideration of RMB1,600,000 (equivalent to approximately HK\$1,792,000) (the “Disposal”) which was completed on the next day. The directors of the Company considered that the Disposal Group as at 31 March 2019 meet the definition of non-current assets held-for-sale under HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” because the Disposal Group was available for immediate sale on that date and the sale was highly probable. As a result, the assets and liabilities of the Disposal Group were reclassified as held-for-sale as at 31 March 2019.

The major classes of assets and liabilities of the Disposal Group at the end of the reporting period are as follows:

### 28. 分類為持作銷售之資產及負債

於二零一九年三月三十一日，本集團與一名對可能出售其於本公司間接全資附屬公司（即深圳盛力會生物科技有限公司，「盛力會」）之全部股權及一輛汽車（統稱「出售組別」）感興趣之獨立第三方磋商，而銷售於報告期末後完成。於二零一九年五月五日，本公司與該名感興趣之獨立第三方就出售出售組別訂立協議，總現金代價為人民幣1,600,000元（相當於約1,792,000港元）（「出售事項」），並於翌日完成。本公司董事認為，於二零一九年三月三十一日之出售組別符合香港財務報告準則第5號「持作銷售之非流動資產及已終止業務」項下持作銷售之非流動資產之定義，原因為出售組別於該日可立即出售且極有可能出售。因此，出售組別之資產及負債於二零一九年三月三十一日重新分類為持作銷售。

於報告期末，出售組別之主要資產及負債類別如下：

		HK\$'000 千港元
<b>Assets</b>	<b>資產</b>	
Property, plant and equipment	物業、廠房及設備	15
Trade and other receivables	應收賬款及其他應收款項	701
Cash and bank balances	現金及銀行結餘	30
Assets reclassified as held-for-sale	重新分類為持作銷售之資產	746
<b>Liabilities</b>	<b>負債</b>	
Trade and other payables	應付賬款及其他應付款項	1,887
Contract liabilities	合約負債	490
Liabilities reclassified as held-for-sale	重新分類為持作銷售之負債	2,377

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 29. SHARE OPTIONS SCHEME

Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 4 August 2010 and the Stock Exchange granting approval of the listing of and permission to deal in the shares to be issued under the share option scheme on 17 November 2010, the Company adopted a share option scheme to enable the Company to provide incentive to participants with the opportunity of participating in the growth of the Company by acquiring shares in the Company and may, in turn, assist in the attraction and retention of talents who have made contributions to the success of the Company.

The Board shall be entitled at any time on a business day within 10 years commencing on the effective date of the share option scheme to offer the grant of an option to any eligible person as the Board may in its absolute discretion select in accordance with the eligibility criteria set out in the share option scheme. An offer shall be deemed accepted when the Company receives the letter containing the offer of the grant of an option duly signed by the grantee together with a non-refundable payment of HK\$1 (or such other sum in any currency as the Board may determine).

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the share option scheme and any other schemes must not, in aggregate, exceed 30% of the Shares in issue from time to time. On 7 August 2015, the ordinary resolution passed at the annual general meeting of the Company to approve the refreshment of the share option scheme mandate limit under the share option scheme. As at 31 March 2019, the Company had 395,033,280 (2018: 395,033,280) share options available for issue under the share option scheme, which represents approximately 6.94% (2018: 6.94%) of the issued shares of the Company.

Up to the date of issuance of the consolidated financial statements, no options have been granted or agreed to be granted pursuant to the Share Option Scheme.

### 29. 購股權計劃

根據於二零一零年八月四日舉行之本公司股東特別大會通過之普通決議案，以及在聯交所於二零一零年十一月十七日批准根據購股權計劃將予發行之股份上市及買賣之情況下，本公司採納購股權計劃，旨在令本公司得以為參與者提供機會通過收購本公司股份而分享本公司之增長成果，從而有助於吸引及留聘對本公司之成功作出貢獻之人才。

董事會有權於購股權計劃生效日期起計10年內任何營業日之任何時間，向董事會根據購股權計劃所載合資格標準全權酌情挑選之任何合資格人士提呈授出購股權。當本公司接獲承授人正式簽署且載有授出購股權要約之函件連同不可退回之款項1港元（或董事會可能釐定之任何其他貨幣金額）時，有關要約須視為獲接納。

根據購股權計劃及任何其他計劃授出及有待行使之所有尚未行使購股權於行使時可能發行之股份數目上限，合共不得超過不時已發行股份之30%。於二零一五年八月七日，本公司於股東週年大會通過普通決議案批准更新購股權計劃項下購股權計劃授權限額。於二零一九年三月三十一日，本公司可根據購股權計劃發行395,033,280份（二零一八年：395,033,280份）購股權，相當於本公司已發行股份約6.94%（二零一八年：6.94%）。

截至綜合財務報表刊發日期，概無根據購股權計劃授出或同意授出購股權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 30. ACQUISITION OF ASSET THROUGH ACQUISITION OF A SUBSIDIARY

On 31 May 2017, Metropolitan Global Trading Limited (the "Purchaser"), a direct wholly-owned subsidiary of the Company, entered into the sale and purchase agreement (the "Agreement") with, among other parties, Mr. Lam Wai Keung (the "Vendor"), an independent third party, and Honorbase International Limited (the "Target Company"), an independent third party, pursuant to which the Vendor agreed to sell the sale shares representing the entire issued share capital of the Target Company at the consideration of HK\$43,900,000 (the "Acquisition"). The Target Company is an investment holding company and the legal and beneficial owner of pieces of land situated at Lantau Island, Hong Kong (the "Property"). All the conditions precedent to the Agreement had been fulfilled and since the completion took place on 7 June 2017, the Group obtained control over the Property. The transaction was accounted for as an asset acquisition as the directors of the Company considered that the assets acquired did not meet the definition of a business. Based on the valuation report dated 7 June 2017 prepared by an independent professional surveyor, the market value of the Property was HK\$44,000,000 as at 31 May 2017. The Board is actively considering different plans for various possibilities on the Property but no conclusion has been reached yet. Details of the acquisition were disclosed in the Company's announcements dated 31 May 2017 and 7 June 2017.

### 30. 透過收購一間附屬公司收購資產

於二零一七年五月三十一日，本公司之直接全資附屬公司大同環球貿易有限公司（「買方」）與（其中包括）林偉強先生（「賣方」，為獨立第三方）及愉基國際有限公司（「目標公司」，為獨立第三方）訂立買賣協議（「協議」），據此，賣方同意出售相當於目標公司全部已發行股本之銷售股份，代價為43,900,000港元（「收購事項」）。目標公司為投資控股公司，亦為多幅位於香港大嶼山之土地（「物業」）之合法實益擁有人。協議之所有先決條件均已達成，自二零一七年六月七日落實完成起，本集團已取得物業之控制權。由於本公司董事認為所收購資產並不符合業務定義，故該交易入賬列作資產收購。根據獨立專業測量師編製日期為二零一七年六月七日之估值報告，物業於二零一七年五月三十一日之市值為44,000,000港元。董事會正積極考慮有關物業各種可能性之不同計劃，惟尚未得出結論。收購事項詳情已於本公司日期為二零一七年五月三十一日及二零一七年六月七日之公佈披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 30. ACQUISITION OF ASSET THROUGH ACQUISITION OF A SUBSIDIARY (continued)

The fair value of assets and liabilities recognised at the date of acquisition:

### 30. 透過收購一間附屬公司收購資產(續)

於收購日期所確認資產及負債之公平值：

		HK\$'000 千港元
Net assets acquired:	所收購資產淨值：	
Investment properties	投資物業	44,041
Other payables	其他應付款項	(141)
Net assets	資產淨值	43,900
Satisfied by:	以下列方式償付：	
Deed of novation under the Agreement	協議項下之債務更替契據	41,259
Cash consideration paid	已付現金代價	2,641
		43,900
Net cash outflow on acquisition of a subsidiary	收購一間附屬公司之現金流出淨值	
Consideration paid in cash	以現金支付之代價	2,641

### 31. COMMITMENT

#### (i) Operating lease commitment

At the end of the reporting period, the Group had commitment payable under non-cancellable operating leases in respect of rented premises as follows:

### 31. 承擔

#### (i) 經營租賃承擔

於報告期末，本集團根據不可撤銷經營租賃就租賃物業應付之承擔如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	11,844	7,426
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	28,573	1,359
Over five years	超過五年	6,545	-
		46,962	8,785



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 31. COMMITMENT (continued)

#### (i) Operating lease commitment (continued)

At the end of the reporting period, the total future minimum lease receivable under non-cancellable operating leases in respect of leasing of anti-aging service platform as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	—	41
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	—	—
		—	41

#### (ii) Capital commitment

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	就收購物業、廠房及設備已訂約但尚未於綜合財務報表撥備之資本承擔		
— Leasehold improvements	— 租賃裝修	1,687	—

### 31. 承擔(續)

#### (i) 經營租賃承擔(續)

於報告期末，不可撤銷經營租賃項下有關係租賃抗衰老服務平台之未來最低租約應收總額如下：

#### (ii) 資本承擔

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 32. RETIREMENT BENEFIT SCHEMES

The Group operates a Mandatory Provident Fund (“MPF”) Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group and its employees are each required to make monthly contributions at 5% of relevant payroll costs or HK\$1,500 (2018: HK\$1,500), whichever is the lower, to the scheme. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme.

The employees of the Group’s subsidiaries in the People’s Republic of China are members of a state-managed retirement benefit scheme operated by the local government. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

During the year ended 31 March 2019, the total contributions made by the Group to the retirement benefit schemes and charged to the consolidated statement of profit or loss amounted to HK\$329,000 (2018: HK\$266,000).

As at 31 March 2019, there were no forfeited contributions available for the Group to offset contributions payable in future years (2018: Nil).

### 32. 退休福利計劃

本集團為所有香港合資格僱員參加強制性公積金(「強積金」)計劃。該計劃之資產乃與本集團之資產分開持有，並存放於由受託人控制之基金內。本集團及僱員各自每月按有關薪金之5%或1,500港元(二零一八年：1,500港元)(以較低者為準)向計劃作出供款。本集團就有關強積金計劃之僅有責任是根據計劃繳納規定供款。

本集團於中華人民共和國附屬公司之僱員乃由當地政府運營之國家管理退休福利計劃之成員。此等附屬公司須按薪金之特定比例向該退休福利計劃供款以資助福利。本集團就有關退休福利計劃之僅有責任是繳納特定供款。

截至二零一九年三月三十一日止年度，本集團向退休福利計劃作出供款共329,000港元(二零一八年：266,000港元)，並已於綜合損益表中扣除。

於二零一九年三月三十一日，本集團並無可抵銷未來年度應付供款之已沒收供款(二零一八年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 33. FINANCIAL INSTRUMENTS

The Group's major financial instruments include available-for-sale investment, held-for-trading investments, cash and bank balances, trade and other receivables and trade and other payables. Details of these financial instruments are disclosed in the 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 on a timely and effective manner.

#### (a) Categories of financial instruments

### 33. 財務工具

本集團之主要財務工具包括可供銷售投資、持作買賣投資、現金及銀行結餘、應收賬款及其他應收款項以及應付賬款及其他應付款項。有關該等財務工具之詳情於各附註披露。與該等財務工具有關之風險及如何降低該等風險之政策載列如下。管理層管理及監察該等風險以確保即時有效地採取適當措施。

#### (a) 財務工具類別

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Financial assets</b>	<b>財務資產</b>		
Available-for-sale investment	可供銷售投資	—	—
Amortised costs	攤銷成本		
— Trade and other receivables	— 應收賬款及其他應收款項	158,510	—
— Cash and bank balances	— 現金及銀行結餘	79,844	—
Loans and receivables	貸款及應收款項		
— Trade and other receivables	— 應收賬款及其他應收款項	—	182,454
— Cash and bank balances	— 現金及銀行結餘	—	94,284
Fair value through profit or loss	按公平值計入損益		
— Held-for-trading investments	— 持作買賣投資	842	6,020
		<b>239,196</b>	282,758
<b>Financial liabilities</b>	<b>財務負債</b>		
Amortised costs	攤銷成本		
— Trade and other payables	— 應付賬款及其他應付款項	39,260	38,332

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (continued)

#### (b) Market risk

##### (i) Foreign currency risk

Foreign currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Group's functional currency. The foreign exchange risk of the Group occurred due to the fact that the Group's had business activities denominated in foreign currencies. The Group's business activities are primarily exposed to foreign exchange risk in respect of Renminbi ("RMB") against Hong Kong Dollar. The net assets/liabilities of certain investments of the Group in the PRC are exposed to foreign currency translation risk. The management continuously monitors the foreign exchange exposure and will consider hedging foreign currency risk should the need arise.

The carrying amounts of the Group's significant foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

### 33. 財務工具(續)

#### (b) 市場風險

##### (i) 外幣風險

外幣風險於未來商業交易以及已確認資產及負債以本集團功能貨幣以外貨幣計值時產生。本集團就其以外幣計值之業務承受外幣風險。本集團業務主要面對與人民幣(「人民幣」)兌港元有關之外幣風險。本集團於中國部分投資之資產／負債淨額須承受外幣換算風險。管理層持續監察外幣風險，並將於有需要時考慮對沖外幣風險。

於報告期末，本集團以外幣計值之重大貨幣資產及貨幣負債賬面值如下：

		Assets 資產		Liabilities 負債	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Renminbi	人民幣	38,120	41,753	1,259	2,919

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (continued)

#### (b) Market risk (continued)

##### (i) Foreign currency risk (continued)

##### Foreign currency risk sensitivity analysis

The Group is mainly exposed to the effect of fluctuation in Renminbi. The following table details the Group's sensitivity to a 5% increase and decrease in the functional currency exchange rates of the company against the Renminbi. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency exchange rates. A positive number below indicates an increase in loss for the year where the functional currencies of the Group strengthen 5% against Renminbi. For a 5% weakening of the functional currencies of the Group against the Renminbi, there would be an equal and opposite impact on the loss, and the balances below would be negative.

### 33. 財務工具(續)

#### (b) 市場風險(續)

##### (i) 外幣風險(續)

##### 外幣風險敏感度分析

本集團主要面對人民幣波幅帶來之影響。下表詳列本集團對本公司功能貨幣匯率兌人民幣升值及貶值5%之敏感度。5%為向主要管理人員內部彙報外幣風險時所用敏感度比率，反映管理層對匯率可能出現之合理變動所作評估。敏感度分析包括尚未兌換之外幣計值貨幣項目，並按外幣匯率之5%變動於年結日調整有關換算。以下正數顯示倘本集團之功能貨幣兌人民幣升值5%，則本年度虧損將會增加。倘本集團功能貨幣兌人民幣貶值5%，則對虧損有同等而相反之影響，以下結餘亦會成為負數。

		Effect on loss for the year end and accumulated losses		Effect on equity	
		對年結日虧損及累計虧損之影響		對權益之影響	
		2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Renminbi	人民幣	1,843	1,942	1,843	1,942

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (continued)

#### (b) Market risk (continued)

##### (ii) Interest rate risk

The Group's cash flow interest rate risk relates primarily to bank balances. The management considers the Group's exposure of bank balances to cash flow interest rate risk is not significant as they have short maturity period.

##### *Interest rate risk sensitivity analysis*

The sensitivity analysis below has been determined based on the exposure to cash flow interest rate risk at the end of the reporting period. The analysis is prepared assuming the amount of variable-rate bank balances at the end of the reporting period was the amount outstanding for the whole year.

If interest rates had been 50 basis point higher/lower and all other variables were held constant, the Group's loss for the year ended 31 March 2019 would decrease/increase by approximately HK\$16,000 (2018: HK\$438,000). This is mainly attributable to the Group's exposure to cash flow interest rate risk on its variable rate bank balances.

##### (iii) Price risk

The Group is exposed to equity price risk through its investments in equity securities classified as held-for-trading investments. The Group's price risk is mainly concentrated on equity securities listed in Hong Kong. The management monitors the price risk and will take appropriate actions when necessary.

### 33. 財務工具(續)

#### (b) 市場風險(續)

##### (ii) 利率風險

本集團現金流量利率風險主要與銀行結餘有關。管理層認為本集團就銀行結餘承受之現金流量利率風險並不重大，原因為有關結餘均於短期內到期。

##### *利率風險敏感度分析*

以下敏感度分析乃根據於報告期末面對之現金流量利率風險而釐定。該分析乃假設於報告期末之浮息銀行結餘為全年內未償還金額而編製。

倘利率上升／下降50個基點而所有其他變數維持不變，本集團截至二零一九年三月三十一日止年度之虧損將減少／增加約16,000港元（二零一八年：438,000港元），主要由於本集團須就浮息銀行結餘承受現金流量利率風險。

##### (iii) 價格風險

本集團就其分類為持作買賣投資之股本證券投資承受股本價格風險。本集團價格風險主要集中於香港上市股本證券。管理層監察價格風險，並將於有需要時採取適當行動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (continued)

#### (b) Market risk (continued)

##### (iii) Price risk (continued)

###### Equity price sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period. As at 31 March 2019, if the quoted market price of equity securities listed in Hong Kong classified as held-for-trading investments had been increased/decreased by 5% and all other variables held constant, the Group's post-tax loss for the year would have decreased/increased by HK\$42,000 as a result of change in fair value of held-for-trading investment (2018: HK\$301,000).

#### (c) Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties, is the carrying amount of respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's exposure to credit risk on trade as well as loan and loan interest receivables is influenced mainly by the individual characteristics of each customer and industry in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. The Group has policies in place for the control and monitoring of such credit risk.

At the end of the reporting period, the Group had concentration of credit risk as 100% (2018: 100%) and 100% (2018: 100%) of the total trade receivables was due from the Group's largest customer and five largest customers respectively which had no history of default.

### 33. 財務工具(續)

#### (b) 市場風險(續)

##### (iii) 價格風險(續)

###### 股本價格敏感度分析

以下敏感度分析乃根據於報告期末面對之股本價格風險而編製。於二零一九年三月三十一日，倘分類為持作買賣投資之香港上市股本證券所報市價增加／減少5%而所有其他變數維持不變，本集團本年度除稅後虧損將因持作買賣投資公平值變動而減少／增加42,000港元(二零一八年：301,000港元)。

#### (c) 信貸風險

因交易對手未能履行責任而令本集團蒙受財務損失之最高信貸風險乃來自綜合財務狀況表所載相關已確認財務資產之賬面值。

本集團就應收賬款以及應收貸款及應收貸款利息款項所面對之信貸風險主要受各客戶及客戶營運所在行業之個別特色所影響，因此信貸風險大量集中之情況主要於本集團就個別客戶涉及重大數額時產生。本集團已訂立信貸風險監控政策。

於報告期末，本集團承受信貸集中風險，原因為應收並無拖欠還款記錄之本集團最大客戶及五大客戶之款項分別佔應收賬款總額之100%(二零一八年：100%)及100%(二零一八年：100%)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (continued)

#### (c) Credit risk (continued)

At the end of the reporting period, the Group had concentration of credit risk as 9% (2018: 11%) and over 40% (2018: over 45%) of the total loan and loan interest receivables was due from the Group's largest loan and loan interest receivable and five largest loan and loan interest receivables respectively which had no history of default.

In respect of loan and loan interest receivables, individual credit evaluations are performed on all borrowers requiring credit over a certain amount. These evaluations focus on the borrowers' past history of making payments when due and current ability to pay, and take into account information specific to the borrowers.

In order to minimise the credit risk, the directors have determination of monitoring procedures to ensure that follow-up actions are taken to recover overdue debts. In addition, the directors of the Company review the recoverability of each individual receivable at the end of the reporting period to ensure that adequate impairment loss are made for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk is significantly reduced. The Group does not have any significant concentration of credit risk, with exposure spread over a number of borrowers.

The credit risk on liquid funds is limited because all the Group's bank deposits are deposited with major banks in Hong Kong and the PRC with high credit rating.

#### (d) 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. The management regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

### 33. 財務工具(續)

#### (c) 信貸風險(續)

於報告期末，本集團承受信貸集中風險，原因為應收並無拖欠還款記錄之本集團最大應收貸款及貸款利息款項以及五大應收貸款及貸款利息款項分別佔應收貸款及貸款利息款項總額之9%（二零一八年：11%）及超過40%（二零一八年：超過45%）。

就應收貸款及貸款利息款項而言，倘借款人要求超過若干金額之信貸，須進行個人信貸評核。該等評核集中於借款人於到期時還款之過往記錄及現時還款能力，並考慮到有關借款人之具體資料。

為盡量減低信貸風險，董事已釐定監督程序，確保採取跟進行動收回逾期債務。此外，本公司董事於報告期末檢討個別應收款項之可收回性，以確保就無法收回金額計提足夠減值虧損。就此，董事認為本集團之信貸風險已大大減少。本集團並無任何重大信貸集中風險，其風險分散於眾多借款人。

流動資金之信貸風險有限，原因為本集團所有銀行存款均存放於香港及中國獲高信貸評級之主要銀行。

#### (d) 流動資金風險

管理流動資金風險時，本集團監察並將現金及現金等值物維持於管理層認為充足水平，以為本集團營運提供資金及減低現金流量波動之影響。管理層定期審閱其主要資金狀況，確保具備足夠財務資源應付其財務責任。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (continued)

#### (d) Liquidity risk (continued)

The tables below analysis the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of each reporting period to the contractual maturity date. The amounts disclosed in the tables are the contractual undiscounted cash flows. The tables include both interest and principal cash flows.

### 33. 財務工具(續)

#### (d) 流動資金風險(續)

下表顯示本集團就由各報告期末至合約到期日止之剩餘期間按相關到期組別劃分之財務負債分析。在表內披露之金額為合約未貼現現金流量。下表包括利息及本金現金流量。

		On demand or less than 3 months	Total undiscounted cash flow	Total carrying amount at 31 March 2019 於二零一九年 三月三十一日 之賬面總值 HK\$'000 千港元
2019 二零一九年		按要求或 少於三個月 HK\$'000 千港元	未貼現現金 流量總額 HK\$'000 千港元	
	Trade and other payables	應付賬款及其他 應付款項	39,260	39,260
<hr/>				
		On demand or less than 3 months	Total undiscounted cash flow	Total carrying amount at 31 March 2018 於二零一八年 三月三十一日 之賬面總值 HK\$'000 千港元
2018 二零一八年		按要求或 少於三個月 HK\$'000 千港元	未貼現現金 流量總額 HK\$'000 千港元	
	Trade and other payables	應付賬款及其他 應付款項	38,332	38,332

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (continued)

#### (e) Fair value of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to the quoted market bid and ask prices respectively; and
- The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on degree to which the fair value is observable:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

### 33. 財務工具(續)

#### (e) 財務工具之公平值

財務資產及財務負債之公平值按下列基準釐定：

- 具標準條款及條件並在活躍市場買賣之財務資產及財務負債之公平值乃分別參考所報市場買入價及賣出價釐定；及
- 其他財務資產及財務負債之公平值，乃按公認定價模式以觀察所得當前市場交易價格，進行貼現現金流量分析釐定。

董事認為，於財務報表確認之財務資產及財務負債之賬面值與其公平值相若。

下表提供初步按公平值確認後計量之財務工具分析，按照公平值觀察所得程度分為第一至三級：

第一級公平值計量乃自相同資產或負債於活躍市場所報(未調整)價格得出；

第二級公平值計量乃來自第一級所包括報價以外，可直接(即價格)或間接(即自價格衍生)自資產或負債觀察所得輸入數據得出；及

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (continued)

#### (e) Fair value of financial instruments (continued)

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

		2019 二零一九年			2018 二零一八年		
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Level 1 第一級	Level 2 第二級	Level 3 第三級
Equity securities listed in Hong Kong at fair value	於香港上市之股本證券，按公平值						
Held-for-trading investments	持作買賣投資	842	-	-	6,020	-	-

The fair value of held-for-trading investments was based on quoted bid prices in an active market.

There were no transfers between Levels 1 and 2 in both years.

### 34. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to provide an adequate return to shareholders.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. No changes were made in the objectives, policies and process during the years ended 31 March 2019 and 2018.

The Group monitors capital on the basis of gearing ratio, which is calculated as total liabilities over total assets. The Group's strategy is to maintain the gearing ratio at a satisfactory level. The gearing ratio as at 31 March 2019 was 14% (2018: 12%).

### 33. 財務工具(續)

#### (e) 財務工具之公平值(續)

第三級公平值計量乃源自計入並非根據可觀察市場數據之資產或負債輸入數據(無法觀察之輸入數據)之估值技術得出。

持作買賣投資之公平值乃以活躍市場所報買入價為依據。

於兩個年度，第一級及第二級之間並無轉移。

### 34. 資本管理

本集團管理資本之目標為保障本集團繼續按持續基準經營之能力，以為股東帶來回報及為其他利益相關者帶來利益以及為股東帶來足夠回報。

本集團根據經濟狀況及相關資產之風險特徵變動管理及調整資本架構。為維持或調整資本架構，本集團可能調整支付予股東之股息金額、向股東退回資本、發行新股份或出售資產以減少債務。截至二零一九年及二零一八年三月三十一日止年度，並無對相關目標、政策及程序作出變動。

本集團按資產負債比率(按總負債除總資產計算)基準監察資本。本集團之策略為維持資產負債比率於滿意之水平。於二零一九年三月三十一日之資產負債比率為14%(二零一八年: 12%)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 35. RELATED PARTY TRANSACTIONS

Save as disclosed in elsewhere in these consolidated financial statements, the Group had transactions with the following related parties during the year:

(a) Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

#### (b) Compensation of key management personnel

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

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Short-term benefits	短期福利	3,979	4,365
Post-employment benefits	離職後福利	78	37
		<b>4,057</b>	<b>4,402</b>

The remuneration of Directors and other members of key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

The related party transaction in respect of (a) above does not constitute connected transactions as defined in Chapter 20 of the GEM Listing Rules.

The related party transactions in respect of (b) above constitute connected transactions as defined in Chapter 20 of the GEM Listing Rules. However, in the opinion of the directors of the Company, those transactions are exempt from the disclosure requirements in Chapter 20 of the GEM Listing Rules.

### 35. 有關聯人士交易

除本綜合財務報表其他部分所披露者外，本集團於本年度曾與以下有關聯人士進行交易：

(a) 本公司與其附屬公司(其為本公司之有關聯人士)間之結餘及交易已於綜合賬目時對銷，故不會於本附註披露。

#### (b) 主要管理人員之酬金

於本年度內，董事及其他主要管理人員之酬金如下：

董事及其他主要管理人員之酬金乃由薪酬委員會考慮個別人員之表現及市場趨勢後釐定。

涉及上文第(a)項之有關聯人士交易不構成GEM上市規則第20章所界定之關連交易。

涉及上文第(b)項之有關聯人士交易構成GEM上市規則第20章所界定之關連交易。然而，本公司董事認為，該等交易獲豁免遵守GEM上市規則第20章之披露規定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 36. EVENTS AFTER THE END OF THE REPORTING PERIOD

On 5 May 2019, Life Length Technology (Shenzhen) Company Limited, an indirect wholly-owned subsidiary of the Company, entered into an equity transfer agreement with an independent third party in respect of the disposal of its entire equity interests in a subsidiary, namely Shenzhen Shenglihui Biotechnology Company Limited (“Shenglihui”), and a motor vehicle at an aggregate cash consideration of RMB1,600,000 (equivalent to approximately HK\$1,792,000) (the “Disposal Transaction”). The Disposal Transaction was completed on 6 May 2019.

### 36. 報告期後事項

於二零一九年五月五日，本公司之間接全資附屬公司生命長度科技(深圳)有限公司與一名獨立第三方就出售其於附屬公司深圳盛力會生物科技有限公司(「盛力會」)之全部股權及汽車訂立股權轉讓協議，總現金代價為人民幣1,600,000元(相當於約1,792,000港元)(「出售交易」)。出售交易已於二零一九年五月六日完成。

### 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(a) Particulars of the principal subsidiaries of the Company as at 31 March 2019 and 2018 are as follows:

### 37. 主要附屬公司詳情

(a) 於二零一九年及二零一八年三月三十一日，本公司之主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Form of legal entity 法定實體形式	Issue and paid up capital/ registered capital 已發行及繳足 股本/註冊股本	Proportion of nominal value of issued capital held by the Company 本公司所持已發行股本面值比例				Principal activities 主要業務
				2019 二零一九年		2018 二零一八年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Royal Kit Trading Limited 御盈貿易有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$10,000 普通股10,000港元	-	100%	-	100%	Investment holding 投資控股
深圳市康大生科貿易有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	HK\$150,000,000 150,000,000港元	-	100%	-	100%	Trading business 貿易業務
Honorbase International Limited 愉基國際有限公司	British Virgin Islands 英屬處女群島	Limited liability company 有限責任公司	Ordinary US\$50,000 普通股50,000美元	-	100%	-	100%	Investment holding 投資控股
Gold Arch Group Limited 高門集團有限公司	British Virgin Islands 英屬處女群島	Limited liability company 有限責任公司	Ordinary US\$1 普通股1美元	100%	-	100%	-	Investment holding 投資控股
159 Regenerative Medicine Group (H.K.) Limited 159再生醫學集團(香港)有限公司	British Virgin Islands 英屬處女群島	Limited liability company 有限責任公司	Ordinary US\$100 普通股100美元	51%	-	51%	-	Investment holding 投資控股

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(continued)

(a) (continued)

### 37. 主要附屬公司詳情(續)

(a) (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Form of legal entity 法定實體形式	Issue and paid up capital/ registered capital 已發行及繳足股本/註冊股本	Proportion of nominal value of issued capital held by the Company 本公司所持已發行股本面值比例				Principal activities 主要業務
				2019 二零一九年		2018 二零一八年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
159 Autologous Stem Cell LifeBank (H.K.) Limited 香港159自體造血幹細胞庫有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	-	51%	-	51%	Storage and processing of stem cells 幹細胞儲存及加工
159 Anti-Aging Center (H.K.) Limited 香港159抗衰老中心有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	-	51%	-	51%	Stem cell anti-aging application related services 幹細胞抗衰老應用及相關服務
Asia Honest Finance Limited 誠宇財務有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	100%	-	100%	-	Money lending business 放債業務
Life Length Anti-Aging Center (H.K.) Limited 香港生命長度抗衰老中心有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	-	100%	-	100%	Stem cell anti-aging application related services and trading business 幹細胞抗衰老應用及相關服務以及貿易業務
ZMAY Holdings Limited 中民安園控股有限公司	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通股1港元	100%	-	100%	-	Anti-aging and stem cell technology services 抗衰老及幹細胞技術服務
生命長度科技(深圳)有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	HK\$50,000,000 50,000,000港元	-	100%	-	100%	Investment holding 投資控股
深圳盛力會生物科技有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	RMB3,000,000 人民幣3,000,000元	-	100%	-	100%	Anti-aging and beauty service 抗衰老及美容服務
深圳市生命長度健康管理有限公司	The People's Republic of China 中華人民共和國	Limited liability company 有限責任公司	RMB500,000 人民幣500,000元	-	100%	-	100%	Anti-aging and beauty service 抗衰老及美容服務

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

各附屬公司概無任何於本年度完結時或本年度內任何時間存在之債務證券。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(continued)

(b) The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

### 37. 主要附屬公司詳情(續)

(b) 下表載列擁有重大非控股權益之本集團非全資附屬公司之詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Principal place of business 主要營業地點	Proportion of ownership interest held by non-controlling interests 非控股權益 所持擁有權權益比例		Loss allocated to non-controlling interests 分配至 非控股權益虧損		Accumulated non-controlling interests 累計非控股權益	
			2019	2018	2019	2018	2019	2018
			二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年
159 Regenerative Medicine Group (H.K.) Limited 159再生醫學集團(香港)有限公司	British Virgin Islands 英屬處女群島	Hong Kong 香港	49%	49%	(6)	(85)	(14,789)	(14,783)
159 Anti-Aging Center (H.K.) Limited 香港159抗衰老中心有限公司	Hong Kong 香港	Hong Kong 香港	49%	49%	(7)	(294)	(15,874)	(15,867)
159 Autologous Stem Cell LifeBank (H.K.) Limited 香港159自體造血幹細胞庫有限公司	Hong Kong 香港	Hong Kong 香港	49%	49%	(5)	(306)	(9,342)	(9,337)
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益之個別非主要附屬公司							(6,354)	(6,340)
							(46,359)	(46,327)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group eliminations.

### 37. 主要附屬公司詳情(續)

擁有重大非控股權益之本集團各附屬公司之財務資料概列如下。以下財務資料概要為集團內對銷前之款項。

2019

二零一九年

		159 Regenerative Medicine Group (H.K.) Limited 159 再生醫學 集團(香港) 有限公司 HK\$'000 千港元	159 Anti-Aging Center (H.K.) Limited 香港 159 抗衰老中心 有限公司 HK\$'000 千港元	159 Autologous Stem Cell LifeBank (H.K.) Limited 香港 159 自體造血幹 細胞庫 有限公司 HK\$'000 千港元
Current assets	流動資產	13	–	–
Non-current assets	非流動資產	–	9	–
Current liabilities	流動負債	(34,600)	(83,721)	(19,065)
Non-current liabilities	非流動負債	–	–	–
Equity attributable to owners of the Company	本公司擁有人應佔權益	(17,639)	(42,693)	(9,723)
Non-controlling interests	非控股權益	(16,948)	(41,019)	(9,342)
Non-controlling interests (after intra-group eliminations)	非控股權益 (集團內對銷後)	(14,789)	(15,874)	(9,342)
Revenue	收益	–	–	–
Expenses	開支	(12)	(15)	(10)
Loss for the year	本年度虧損	(12)	(15)	(10)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(6)	(8)	(5)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(6)	(7)	(5)
Loss for the year	本年度虧損	(12)	(15)	(10)



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

2019 (continued)

### 37. 主要附屬公司詳情(續)

二零一九年(續)

		159 Regenerative Medicine Group (H.K.) Limited 159 再生醫學 集團(香港) 有限公司 HK\$'000 千港元	159 Anti-Aging Center (H.K.) Limited 香港 159 抗衰老中心 有限公司 HK\$'000 千港元	159 Autologous Stem Cell LifeBank (H.K.) Limited 香港 159 自體造血幹 細胞庫 有限公司 HK\$'000 千港元
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	-	-	-
Other comprehensive income attributable to the non-controlling interests	非控股權益應佔其他全面收益	-	-	-
Other comprehensive income for the year	本年度其他全面收益	-	-	-
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面開支總額	(6)	(8)	(5)
Total comprehensive expense attributable to the non-controlling interests	非控股權益應佔全面開支總額	(6)	(7)	(5)
Total comprehensive expense for the year	本年度全面開支總額	(12)	(15)	(10)
Dividends paid to non-controlling interests	付予非控股權益之股息	-	-	-
Net cash outflow from operating activities	來自經營業務之現金流出淨額	(34)	-	(3)
Net cash outflow from investing activities	來自投資活動之現金流出淨額	-	-	-
Net cash inflow from financing activities	來自融資活動之現金流入淨額	29	-	3
Net cash outflow	現金流出淨額	(5)	-	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(continued)

2018

### 37. 主要附屬公司詳情(續)

二零一八年

		159	159	159
		Regenerative Medicine Group (H.K.) Limited	Anti-Aging Center (H.K.) Limited	Autologous Stem Cell LifeBank (H.K.) Limited
		159再生醫學 集團(香港) 有限公司	香港159 抗衰老中心 有限公司	香港159 自體造血幹 細胞庫 有限公司
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Current assets	流動資產	10	–	–
Non-current assets	非流動資產	–	21	7
Current liabilities	流動負債	(34,573)	(83,721)	(19,062)
Non-current liabilities	非流動負債	–	–	–
Equity attributable to owners of the Company	本公司擁有人應佔權益	(17,627)	(42,687)	(9,718)
Non-controlling interests	非控股權益	(16,936)	(41,013)	(9,337)
Non-controlling interests (after intra-group eliminations)	非控股權益 (集團內對銷後)	(14,783)	(15,867)	(9,337)
Revenue	收益	–	–	–
Expenses	開支	(173)	(601)	(623)
Loss for the year	本年度虧損	(173)	(601)	(623)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(88)	(307)	(317)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(85)	(294)	(306)
Loss for the year	本年度虧損	(173)	(601)	(623)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(continued)

2018 (continued)

### 37. 主要附屬公司詳情(續)

二零一八年(續)

		159	159	159
		Regenerative Medicine Group (H.K.) Limited	Anti-Aging Center (H.K.) Limited	Autologous Stem Cell LifeBank (H.K.) Limited
		159再生醫學 集團(香港) 有限公司	香港159 抗衰老中心 有限公司	香港159 自體造血幹 細胞庫 有限公司
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	-	-	-
Other comprehensive income attributable to the non-controlling interests	非控股權益應佔其他全面收益	-	-	-
Other comprehensive income for the year	本年度其他全面收益	-	-	-
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面開支總額	(88)	(307)	(317)
Total comprehensive expense attributable to the non-controlling interests	非控股權益應佔全面開支總額	(85)	(294)	(306)
Total comprehensive expense for the year	本年度全面開支總額	(173)	(601)	(623)
Dividends paid to non-controlling interests	付予非控股權益之股息	-	-	-
Net cash outflow from operating activities	來自經營業務之現金流出淨額	(697)	(5)	-
Net cash outflow from investing activities	來自投資活動之現金流出淨額	-	-	-
Net cash inflow from financing activities	來自融資活動之現金流入淨額	360	-	-
Net cash outflow	現金流出淨額	(337)	(5)	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 38. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY 38. 有關本公司財務狀況表之資料

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	55	–
Interests in subsidiaries	於附屬公司之權益	135,470	142,652
Total non-current assets	非流動資產總額	135,525	142,652
<b>Current assets</b>	<b>流動資產</b>		
Trade and other receivables	應收賬款及其他應收款項	13	13
Held-for-trading investments	持作買賣投資	842	6,020
Cash and bank balances	現金及銀行結餘	59,576	91,127
Total current assets	流動資產總額	60,431	97,160
<b>Current liabilities</b>	<b>流動負債</b>		
Amount due to subsidiaries	應付附屬公司款項	339	345
Trade and other payables	應付賬款及其他應付款項	1,306	1,272
Total current liabilities	流動負債總額	1,645	1,617
Net current assets	流動資產淨額	58,786	95,543
Net assets	資產淨額	194,311	238,195
<b>Capital and reserves</b>	<b>股本及儲備</b>		
Share capital	股本	227,536	227,536
Reserves	儲備	(33,225)	10,659
Total equity	權益總額	194,311	238,195

Approved and authorised for issue by the board of directors on 21 June 2019.

經董事會於二零一九年六月二十一日批准及授權刊發。

**LU Zhiqiang**  
盧志強  
Executive Director  
執行董事

**CHUI Kwong Kau**  
崔光球  
Executive Director  
執行董事

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 38. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(continued)

#### (a) Movements of the Company's reserves

### 38. 有關本公司財務狀況表之資料(續)

#### (a) 本公司儲備之變動

		Share premium 股份溢價 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	675,345	-	(537,647)	137,698
Loss for the year	本年度虧損	-	-	(127,039)	(127,039)
Total comprehensive expense for the year	本年度全面開支總額	-	-	(127,039)	(127,039)
At 31 March 2018	於二零一八年三月三十一日	675,345	-	(664,686)	10,659
At 31 March 2018 and at 1 April 2018	於二零一八年三月三十一日及於二零一八年四月一日	<b>675,345</b>	-	<b>(664,686)</b>	<b>10,659</b>
Initial application of HKFRS 9	首次應用香港財務報告準則第9號	-	-	(13,550)	(13,550)
Adjusted balance at 1 April 2018	於二零一八年四月一日之經調整結餘	<b>675,345</b>	-	<b>(678,236)</b>	<b>(2,891)</b>
Loss for the year	本年度虧損	-	-	(30,334)	(30,334)
Total comprehensive expense for the year	本年度全面開支總額	-	-	(30,334)	(30,334)
At 31 March 2019	於二零一九年三月三十一日	<b>675,345</b>	-	<b>(708,570)</b>	<b>(33,225)</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

### 38. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(continued)

#### (b) Nature and purpose of reserves

##### (i) Share premium

Under the Companies Law (Revised) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediately following the distribution or dividend, the Company is able to pay its debts as they fall due in the ordinary course of business.

##### (ii) Special reserve

The special reserve of the Group represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 2002.

##### (iii) Share options reserve

The share options reserve represents the fair value of the number of unexercised share options granted by the Company recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 5(w)(i).

##### (iv) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 5(f).

#### (c) Distributability of reserves

In the opinion of the directors of the Company, the Company's reserves available for distribution to shareholders as at 31 March 2019 was Nil (2018: approximately HK\$10,659,000).

### 38. 有關本公司財務狀況表之資料(續)

#### (b) 儲備性質及用途

##### (i) 股份溢價

根據開曼群島公司法(經修訂)，本公司可以股份溢價向股東分派或支付股息，惟須遵守組織章程大綱或細則之條文，且只可在本公司於緊隨分派或支付股息後，仍有能力償還於日常業務過程中到期之債務，方可作出分派或支付股息。

##### (ii) 特別儲備

本集團之特別儲備指本公司股份於二零零二年上市前透過集團重組所收購附屬公司股份面值與本公司就收購所發行股份面值兩者間之差額。

##### (iii) 購股權儲備

購股權儲備指本公司所授出尚未行使購股權數目之公平值，根據附註5(w)(i)就以權益方式結算及以股份為基礎之付款而採納之會計政策確認。

##### (iv) 匯兌儲備

匯兌儲備包括換算海外業務財務報表產生之所有匯兌差額。該儲備乃根據附註5(f)所載會計政策處理。

#### (c) 可供分派儲備

本公司董事認為，於二零一九年三月三十一日，本公司可供分派予股東之儲備為零(二零一八年：約10,659,000港元)。

# Five-Year Financial Summary

## 五年財務摘要

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度

The summarised consolidated results, assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements of the Group, were set out below:

本集團過去五個財政年度之綜合業績、資產及負債 (摘錄自本集團經審核財務報表) 概列如下:

		Year ended 31 March 截至三月三十一日止年度				
		2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	320,079	123,372	153,572	140,208	<b>99,362</b>
Loss before tax	除稅前虧損	(77,175)	(41,111)	(67,963)	(83,027)	<b>(23,272)</b>
Income tax expense	所得稅開支	(1,709)	(656)	-	-	-
Loss for the year from continuing operations	來自持續經營業務之本年度虧損	(78,884)	(41,767)	(67,963)	(83,027)	<b>(23,272)</b>
Loss for the year from discontinued operations	來自已終止業務之本年度虧損	(9,677)	(5,669)	-	-	-
Loss for the year	本年度虧損	(88,561)	(47,436)	(67,963)	(83,027)	<b>(23,272)</b>
Attributable to:	應佔:					
Owners of the Company	本公司擁有人	(81,134)	(42,167)	(64,708)	(82,200)	<b>(23,240)</b>
Non-controlling interests	非控股權益	(7,427)	(5,269)	(3,255)	(827)	<b>(32)</b>

		As at 31 March 於三月三十一日				
		2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總值	316,665	361,642	410,655	329,946	<b>293,786</b>
Total liabilities	負債總額	(52,348)	(43,047)	(42,365)	(40,783)	<b>(42,126)</b>
Net assets	資產淨值	264,317	318,595	368,290	289,163	<b>251,660</b>
Non-controlling interests	非控股權益	(36,976)	(42,245)	(45,500)	(46,327)	<b>(46,359)</b>