



F8 Enterprises (Holdings) Group Limited

F8 企業(控股)集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 8347

2019
ANNUAL REPORT
年報

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香港聯合交易所有限公司(「聯交所」) GEM 之特色

GEM 的定位乃為相比起聯交所上市的其他公司帶有更高投資風險的中小型公司提供上市的市場。有意投資者應了解投資於此類公司的潛在風險，並應經審慎周詳考慮後方作出投資決定。

由於在 GEM 上市的公司一般為中小型公司，在 GEM 買賣的證券可能會承受較於聯交所主板買賣的證券為高的市場波動風險，同時亦無法保證在 GEM 買賣的證券會有高流通量的市場。

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本報告乃遵照聯交所 GEM 證券上市規則(「GEM 上市規則」)的規定而提供有關 F8 企業(控股)集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)之資料。本公司之董事(「董事」)願就本報告所載資料共同及個別承擔全部責任。董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，本報告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。

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Fong Chun Man (*Chairman*)
Ms. Lo Pui Yee (*Vice Chairlady*)
Mr. Chan Chi Fai (*Chief Executive Officer*)
Mr. Li Hok Yin

Independent non-executive Directors

Mr. Chui Chi Yun, Robert
Mr. Kwong Yuk Lap
Mr. Wang Anyuan

AUDIT COMMITTEE

Mr. Chui Chi Yun, Robert (*Chairman*)
Mr. Kwong Yuk Lap
Mr. Wang Anyuan

REMUNERATION COMMITTEE

Mr. Wang Anyuan (*Chairman*)
Mr. Chui Chi Yun, Robert
Mr. Fong Chun Man

NOMINATION COMMITTEE

Mr. Kwong Yuk Lap (*Chairman*)
Mr. Chui Chi Yun, Robert
Mr. Fong Chun Man

AUTHORISED REPRESENTATIVES

Mr. Fong Chun Man
Ms. Lo Pui Yee

COMPLIANCE OFFICER

Mr. Fong Chun Man

COMPANY SECRETARY

Ms. Leung Yin Fai (*HKICPA, ACCA, CPA Australia*)

REGISTERED OFFICE

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

董事會

執行董事

方俊文先生 (*主席*)
勞佩儀女士 (*副主席*)
陳志輝先生 (*行政總裁*)
李學賢先生

獨立非執行董事

崔志仁先生
鄭旭立先生
王安元先生

審核委員會

崔志仁先生 (*主席*)
鄭旭立先生
王安元先生

薪酬委員會

王安元先生 (*主席*)
崔志仁先生
方俊文先生

提名委員會

鄭旭立先生 (*主席*)
崔志仁先生
方俊文先生

授權代表

方俊文先生
勞佩儀女士

合規主任

方俊文先生

公司秘書

梁燕輝女士 (*香港會計師公會、英國特許公認會計師公會、澳洲會計師公會*)

註冊辦事處

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

Corporate Information

公司資料

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3304, 33/F, Tower 1, Enterprise Square Five,
38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPLIANCE ADVISER

Guotai Junan Capital Limited

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

LEGAL ADVISER

D. S. Cheung & Co.

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

COMPANY WEBSITE

www.f8.com.hk

香港總部及主要營業地點

香港九龍九龍灣宏照道38號
企業廣場五期一座33樓3304室

香港股份過戶登記分處

寶德隆證券登記有限公司
香港北角電氣道148號21樓2103B室

開曼群島股份過戶登記總處

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

合規顧問

國泰君安融資有限公司

核數師

國衛會計師事務所有限公司
執業會計師

法律顧問

張岱樞律師事務所

主要往來銀行

香港上海滙豐銀行有限公司

公司網站

www.f8.com.hk

Chairman's Statement

主席報告書

To our Shareholders,

On behalf of the board of Directors (the “**Board**”) of F8 Enterprises (Holdings) Group Limited (the “**Company**”), I am pleased to present the annual audited financial statements of the Company and its subsidiaries (together referred to as the “**Group**”) for the year ended 31 March 2019.

The Group has recorded a revenue of approximately HK\$229.7 million for the year ended 31 March 2019, representing an increase of approximately HK\$65.2 million or 39.7% as compared to the year ended 31 March 2018. The Group's net profit for the year was approximately HK\$0.8 million, representing a decrease of approximately 35.2% as compared with the year ended 31 March 2018. The decrease in profit was mainly due to the loss from discontinued operation of health food business of approximately HK\$4.5 million for the year ended 31 March 2019. Excluding the one-off Listing expenses of approximately HK\$7.0 million in connection with the listing of the Company's shares on GEM (the “**Listing**”) for the year ended 31 March 2018 and the discontinued operation of health food business for the year ended 31 March 2019, the profit attributable to the owners of the Company would have been approximately HK\$5.3 million and approximately HK\$8.2 million for the year ended 31 March 2019 and 2018 respectively, representing a decrease of approximately 35.4% as compared to the year ended 31 March 2018.

As at 31 March 2019, the Group had eleven diesel tank wagons of various capacity to meet customers' requirement. In order to increase the total capacity of our fleet of diesel tank wagon to facilitate the increasing demand from customers, and further reduce the level of nitrogen dioxide and particulates to fulfill our social responsibility, the Group had acquired two new diesel tank wagons and replace one existing diesel tank wagon.

During the year ended 31 March 2019, the Group had a marine oil barge and the marine diesel oil barge had commenced operation in July 2018. Besides, the Group had carried out marketing and promotional activities and negotiate with potential customers to secure purchase orders for marine diesel oil.

Looking forward, the Group will make steady progress in accordance with the plans formulated before its Listing and its actual operational conditions, so as to facilitate effective implementation of the business objectives of the Company and bring benefits from it.

各位股東：

本人謹代表F8企業(控股)集團有限公司(「**本公司**」)董事會(「**董事會**」)欣然提呈本公司及其附屬公司(統稱「**本集團**」)截至2019年3月31日止年度的年度經審核財務報表。

截至2019年3月31日止年度，本集團已錄得收益約229.7百萬港元，較截至2018年3月31日止年度增加約65.2百萬港元或39.7%。本集團年內純利約為0.8百萬港元，較截至2018年3月31日止年度減少約35.2%。溢利減少主要由於截至2019年3月31日止年度有關健康食品業務已終止經營業務錄得虧損約4.5百萬港元所致。扣除截至2018年3月31日止年度本公司股份於GEM上市(「**上市**」)的一次性上市開支約7.0百萬港元以及截至2019年3月31日止年度有關健康食品業務及已終止經營業務後，截至2019年及2018年3月31日止年度，本公司擁有人應佔溢利分別約為5.3百萬港元及約8.2百萬港元，較截至2018年3月31日止年度減少約35.4%。

於2019年3月31日，本集團擁有十一架不同容量的柴油貯槽車，以滿足客戶要求。為提高我們柴油貯槽車車隊的總容量以滿足客戶日益增長的需求，以及進一步減低二氧化氮及粒子水平以履行我們的社會責任，本集團已購買兩部新柴油貯槽車，以取代一部現有的柴油貯槽車。

截至2019年3月31日止年度，本集團擁有一艘船用柴油駁船，而該船用柴油駁船已於2018年7月開始運作。此外，本集團已進行市場推廣活動，並與潛在客戶磋商以爭取船用柴油的採購訂單。

展望未來，本集團將按照上市前制定的規劃，並結合實際運營情況來穩步推進實施，使本公司制定的各項業務目標有效得到落實並產生效益。

Chairman's Statement 主席報告書

Our Group always strives to improve its operational efficiency and profitability of its businesses. We believe that market trend of sale of diesel oil and marine diesel oil market in Hong Kong remains optimistic mainly due to the stable and high level investment in public infrastructure including the railway network, development of marine construction projects including the Hong Kong International Airport's third runway project together with the recovery of logistics industry in Hong Kong.

The Board would like to extend its sincere thanks to our shareholders, business partners and customers for their utmost support to the Group. We would also like to take this opportunity to thank all management members and staff for their hard work and dedication throughout the year.

FONG Chun Man
Chairman

Hong Kong, 21 June 2019

本集團一直致力於改善其運營效率，提高業務盈利能力。我們相信香港柴油及船用柴油銷售市場的市場趨勢仍樂觀，主要由於公共基建（包括鐵路網絡）的投資穩定維持於較高水平、海事工程項目（包括香港國際機場第三條跑道項目）的開發以及香港物流業的復甦所致。

董事會對股東、業務夥伴及客戶致以衷心的謝意，感謝他們對本集團的鼎力支持。我們亦藉此機會感謝所有管理層成員及員工在這一年的辛勤工作及奉獻。

方俊文
主席

香港，2019年6月21日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The Group principally carries on the business of the sale and transportation of diesel oil in Hong Kong. The Group also supplies marine diesel oil used for construction vessels and lubricant oil used for construction machinery and vehicles. Most of the Group's customers are construction companies which require diesel oil to operate their construction machinery and vehicles. The Group had a fleet of eleven diesel tank wagons of various capacity and a marine oil barge as at 31 March 2019.

Sale and transportation of diesel oil and related products business

The sale and transportation of diesel oil and related products business of the Group has recorded a revenue of approximately HK\$229.7 million for the year ended 31 March 2019, representing an increase of approximately HK\$65.2 million or 39.7% as compared to the year ended 31 March 2018. The increase was mainly due to increase in demand from customers upon the commencement of customer's project in November 2017 and the demand of marine diesel oil from three new customers.

Meanwhile, the Group has executed strict control on costs and expenses. The Group recorded a profit attributable to the owners of the Company of approximately HK\$0.8 million for the year ended 31 March 2019. The decrease in profit was mainly attributable to the discontinued operation of health food business of approximately HK\$4.5 million for the year ended 31 March 2019. Excluding the one-off Listing expenses of approximately HK\$7.0 million in connection with the listing of the Company's shares on GEM for the year ended 31 March 2018 and the discontinued operation of health food business for the year ended 31 March 2019, the profit attributable to the owners of the Company would have been approximately HK\$5.3 million and approximately HK\$8.2 million for the year ended 31 March 2019 and 2018 respectively, representing a decrease of approximately 35.4% as compared to the year ended 31 March 2018.

業務回顧

本集團主要在香港進行柴油的銷售及運輸業務。本集團亦提供工程船舶的船用柴油以及工程機器及汽車的潤滑油。本集團的客戶大多數為需要柴油以操作其工程機械及汽車的工程公司。本集團於2019年3月31日擁有十一架不同容量的柴油貯槽車及一艘船用柴油駁船。

柴油及相關產品的銷售及運輸業務

截至2019年3月31日止年度，本集團柴油及相關產品的銷售及運輸業務錄得收益約229.7百萬港元，較截至2018年3月31日止年度增加約65.2百萬港元或39.7%。增加乃主要由於客戶需求在客戶項目於2017年11月展開後增加及三位新客戶對船用柴油的需求增加所致。

同時，本集團對各項成本及費用進行嚴格監控。截至2019年3月31日止年度，本集團錄得本公司擁有人應佔溢利約0.8百萬港元。溢利減少主要由於截至2019年3月31日止年度有關健康食品業務已終止經營業務價值約4.5百萬港元所致。扣除截至2018年3月31日止年度本公司股份於GEM上市的一次性上市開支約7.0百萬港元以及截至2019年3月31日止年度有關健康食品業務及已終止經營業務後，截至2019年及2018年3月31日止年度，本公司擁有人應佔溢利分別約為5.3百萬港元及約8.2百萬港元，較截至2018年3月31日止年度減少約35.4%。

Management Discussion and Analysis

管理層討論及分析

FUTURE PROSPECTS

The Board believes that market trend of sale of diesel oil and marine diesel oil market in Hong Kong remains optimistic mainly due to the stable and high level investment in public infrastructure including the railway network, development of marine construction projects including and the Hong Kong International Airport's third runway project together with the recovery of logistics industry in Hong Kong.

In view of the challenging business environment and keen competition in the diesel oil sales market in Hong Kong, our Group will continue to deploy more resources on talent recruitment and strengthen our business development and marketing strategy on diesel oil and will also proactively seek potential business opportunities that will broaden our sources of income and enhance value to the shareholders.

FINANCIAL REVIEW

Revenue

The Group's revenue increased by approximately HK\$65.2 million or approximately 39.7% from approximately HK\$164.5 million for the year ended 31 March 2018 to approximately HK\$229.7 million for the year ended 31 March 2019.

Revenue from the sale of diesel oil, marine diesel oil and lubricant oil accounted for approximately HK\$213.6 million, HK\$14.4 million and HK\$1.7 million, representing approximately 93.0%, 6.3% and 0.7%, respectively, of the Group's total revenue for the year ended 31 March 2019. For the year ended 31 March 2018, the revenue from the sale of diesel oil, marine diesel oil and lubricant oil accounted for approximately HK\$159.7 million, HK\$3.3 million and HK\$1.5 million, representing approximately 97.1%, 2.0% and 0.9%, respectively, of the Group's total revenue. Sale of diesel oil remained the largest contributor to the Group's revenue. The increase was mainly due to more demand from construction customers and logistic customers.

The increase in the Group's revenue was primarily due to the increase in the Group's sale of diesel oil. Increase in demand of marine diesel oil was attributable to the demand of a new customer during the year ended 31 March 2019.

未來前景

董事會認為香港柴油及船用柴油銷售市場的市場趨勢仍樂觀，主要由於公共基建（包括鐵路網絡）的投資穩定維持於較高水平、海事工程項目（包括香港國際機場第三跑道項目）的開發以及香港物流業的復甦所致。

鑒於香港柴油銷售市場營商環境挑戰重重且競爭激烈，本集團將繼續投放更多資源於招募人才以及加強於柴油方面的業務發展及市場營銷策略，並將積極尋找可擴大本集團收入來源及增加股東價值的潛在商機。

財務回顧

收益

本集團的收益由截至2018年3月31日止年度約164.5百萬港元增加約65.2百萬港元或約39.7%至截至2019年3月31日止年度約229.7百萬港元。

來自柴油、船用柴油及潤滑油銷售的收益分別約為213.6百萬港元、14.4百萬港元及1.7百萬港元，分別佔截至2019年3月31日止年度本集團的總收益約93.0%、6.3%及0.7%。截至2018年3月31日止年度，來自柴油、船用柴油及潤滑油銷售的收益分別約為159.7百萬港元、3.3百萬港元及1.5百萬港元，分別佔本集團的總收益約97.1%、2.0%及0.9%。增加主要由於建築客戶及物流客戶需求增加所致。

本集團收益增加乃主要由於本集團柴油銷售增加。船用柴油需求增加乃由於截至2019年3月31日止年度一名新客戶的需求所致。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Cost of sales

Cost of the sale and transportation of diesel oil and related products business primarily consists of diesel oil costs, marine diesel oil costs, lubricant oil costs, direct labour costs and depreciation. The purchase cost for the diesel oil, marine diesel oil costs and lubricant oil costs depends on the domestic purchase price offered by the Group's oil suppliers, with reference to the price indices such as Europe Brent spot crude price. For the year ended 31 March 2019, the Group's cost of the sale and transportation of diesel oil and related products business was approximately HK\$208.0 million, representing an increase of approximately 48.9% from approximately HK\$139.7 million for the year ended 31 March 2018.

Gross profit and gross profit margin

The gross profit represented the Group's revenue less cost of sales. The Group's gross profit slightly decreased by approximately HK\$3.1 million from approximately HK\$24.8 million for the year ended 31 March 2018 to approximately HK\$21.7 million for the year ended 31 March 2019. The Group's gross profit margin decreased from approximately 15.1% for the year ended 31 March 2018 to approximately 9.5% for the year ended 31 March 2019. The decrease in gross profit was mainly due to the bulk purchase discount offered to a major customer for the year ended 31 March 2019.

Other gains or losses

The Group's other gains or losses increased from the losses of approximately HK\$0.6 million for the year ended 31 March 2018 to the gains of approximately HK\$0.8 million for the year ended 31 March 2019 mainly due to unrealised gain on financial assets at fair value through profit or loss approximately HK\$0.3 million for the year ended 31 March 2019 but unrealised loss approximately HK\$1.5 million for the year ended 31 March 2018.

Profit for the year

As a result of the foregoing, the Group's net profit decreased by approximately HK\$0.4 million from a profit of approximately HK\$1.2 million to approximately HK\$0.8 million for the year ended 31 March 2019, and the Group's net profit margin decreased from approximately 0.8% to approximately 0.4% during the same periods. The decrease in the net profit and net profit margin for the year ended 31 March 2019 was mainly due to the decrease in the recognition of Listing expenses for the year ended 31 March 2018 but offset by the loss of discontinued operation of health food business for the year ended 31 March 2019.

財務回顧

銷售成本

柴油及相關產品銷售及運輸業務成本主要包括柴油成本、船用柴油成本、潤滑油成本、直接勞工成本及折舊。柴油、船用柴油及潤滑油採購價取決於本集團燃油供應商提供的當地採購價，並經參考歐洲布倫特原油現貨價格等價格指標。截至2019年3月31日止年度，本集團柴油及相關產品銷售及運輸業務成本約為208.0百萬港元，較截至2018年3月31日止年度約139.7百萬港元增加約48.9%。

毛利及毛利率

毛利指本集團的收益減銷售成本。本集團的毛利由截至2018年3月31日止年度約24.8百萬港元輕微減少約3.1百萬港元至截至2019年3月31日止年度約21.7百萬港元。本集團的毛利率由截至2018年3月31日止年度約15.1%減少至截至2019年3月31日止年度約9.5%。毛利減少主要由於截至2019年3月31日止年度給予一名主要客戶大批購買折扣所致。

其他收益或虧損

本集團的其他收益或虧損由截至2018年3月31日止年度的虧損約0.6百萬港元增加至截至2019年3月31日止年度約0.8百萬港元的收益，主要由於截至2019年3月31日止年度按公平值計入損益的金融資產的未變現收益約0.3百萬港元，但截至2018年3月31日止年度的未變現虧損約為1.5百萬港元。

年內溢利

由於上述原因，本集團的純利由溢利約1.2百萬港元減少約0.4百萬港元至截至2019年3月31日止年度約0.8百萬港元，而本集團的純利率於同期由約0.8%減少至約0.4%。截至2019年3月31日止年度純利及純利率減少主要由於截至2018年3月31日止年度減少確認上市開支，惟因截至2019年3月31日止年度失去有關健康食品業務的已終止經營業務而抵銷。

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY AND CAPITAL RESOURCES

Financial Resources and Liquidity

The Group finance its operations through cash generated from operating activities and interest-bearing bank borrowings. The Group recorded net current assets of approximately HK\$82.9 million as at 31 March 2019.

As at 31 March 2019, the Group's current assets amounted to approximately HK\$109.0 million and the Group's current liabilities amounted to approximately HK\$26.1 million. Current ratio was approximately 4.2 as at 31 March 2019. Current ratio is calculated based on total current assets at the end of the period divided by total current liabilities at the end of the period. Gearing ratio was approximately 3.4% as at 31 March 2019 which was calculated based on the total debt at the end of the period divided by total equity at the end of the period.

As at 31 March 2019, the maximum limit of the banking facilities available to the Group was amounted to approximately HK\$20.0 million and HK\$4.2 million of the banking facilities was utilised.

The bank borrowings were denominated in Hong Kong dollars, repayable within 90 days or on demand and interest-bearing from 4.875% to 6.125% per annum. As at 31 March 2019, all the bank borrowings were interest-bearing carried at floating interest rate ranging from 4.875% to 6.125% per annum and the Group's pledged short-term bank deposits in the amount of HK\$4.0 million, personal guarantee of an executive director, Mr. Fong and a property owned by the executive director, Mr. Fong were pledged as security for the Group's banking facilities.

CAPITAL STRUCTURE

For the year ended 31 March 2019, the capital structure of the Group consisted of equity attributable to the owners of the Company of approximately HK\$88.6 million. The share capital of the Group only comprises of ordinary shares.

The Shares were listed on the GEM of the Stock Exchange on the Listing Date. There has been no change in the capital structure of the Group since then.

流動資金及資本資源

財務資源及流動資金

本集團經營活動的資金來源為經營活動產生的現金及計息銀行借款。於2019年3月31日，本集團錄得流動資產淨值約82.9百萬港元。

於2019年3月31日，本集團的流動資產約為109.0百萬港元，而本集團的流動負債則約為26.1百萬港元。於2019年3月31日，流動比率約為4.2倍。流動比率乃根據期末的總流動資產除以期末的總流動負債計算。於2019年3月31日，資產負債比率約為3.4%，乃按期末總債務除以期末總權益計算。

於2019年3月31日，本集團可用的銀行融資上限約為20.0百萬港元，4.2百萬港元銀行融資已獲動用。

銀行借款以港元計值，須於90日內或按要求償還，並按年利率4.875%至6.125%計息。於2019年3月31日，所有銀行借款均按浮動年利率介乎4.875%至6.125%計息，而本集團的已抵押短期銀行存款4.0百萬港元、執行董事方先生所作的個人擔保及執行董事方先生擁有的物業已質押，作為本集團銀行融資的抵押品。

資本架構

截至2019年3月31日止年度，本集團的資本架構包括本公司擁有人應佔權益約為88.6百萬港元。本集團的股本僅包括普通股。

股份於上市日期於聯交所GEM上市。自此本集團資本架構概無發生變動。

Management Discussion and Analysis

管理層討論及分析

FOREIGN CURRENCY EXPOSURE RISKS

The Group operates mainly in Hong Kong and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the distribution of health food transactions settled in Renminbi and financial assets with Malaysian ringgit. Foreign exchange risk arises when future commercial transactions, recognised assets and liabilities are denominated in a currency that is not the group entities' functional currency. The Group however did not engage in any derivatives agreements and did not commit to any financial instrument to hedge its foreign exchange exposure during the year ended 31 March 2019.

TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the year ended 31 March 2019. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

In July 2018, the Company completed the acquisition of the entire equity interest in the China Forest Food Limited and its subsidiaries ("**China Forest Food Group**") from Virtue Ever Limited ("**Virtue Ever**"), with a view to enhancing the overall growth of the Group and diversifying the risk and business of the Group and providing a stable return to the Group. China Forest Food Group has become a wholly owned subsidiary of the Company and the financial statements of China Forest Food Group had consolidated into the consolidated financial statements of the Group. Hence, the Group's business is extended to the sale and distribution of health food in the PRC. Details are set out in the announcement of the Company dated 17 May 2018, 11 July 2018 and 3 August 2018 respectively.

外匯風險

本集團主要在香港經營，並面臨各種貨幣風險所引起的外匯風險，主要指以人民幣結算的健康食品分銷交易及以馬來西亞令吉結算的金融資產。當未來商業交易、已確認資產及負債以非集團實體功能貨幣計值時，則會出現外匯風險。然而，於截至2019年3月31日止年度，本集團並未涉及任何衍生工具協議及概無訂立任何金融工具以對沖外匯風險。

庫務政策

本集團已對其庫務政策採取審慎的財務管理方針，故於截至2019年3月31日止整個年度內均得以維持穩健的流動資金狀況。本集團致力透過持續進行的信貸評估及評估其客戶的財務狀況以降低信貸風險。為管理流動資金風險，董事會密切監視本集團的流動資金狀況，以確保本集團資產、負債及其他承擔的流動資金架構可滿足其不時的資金要求。

重大投資、重大收購及出售

於2018年7月，本公司完成向永德有限公司（「永德」）收購中國森林食品有限公司及其附屬公司（「中國森林食品集團」）的全部股權，以提升本集團整體增長及分散本集團風險，令業務多元化，並因而為本集團帶來穩定回報。中國森林食品集團已成為本公司的全資附屬公司，且中國森林食品集團的財務報表已綜合計入本集團的綜合財務報表。因此，本集團的業務擴展至中國的健康食品銷售分銷。有關詳情載於本公司日期分別為2018年5月17日、2018年7月11日及2018年8月3日的公佈。

Management Discussion and Analysis

管理層討論及分析

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS (Continued)

In light of the Group's purchase costs for the purchase of diesel oil and marine diesel oil have been increasing as disclosed in the interim report of the Company for the six months ended 30 September 2018, the Group has evaluated its investment portfolio and considered to realise some of the Group's investments to provide additional working capital. Hence, 90% of China Forest Food Group has been disposed and completed in March 2019 with the consideration of approximately HK\$8.2 million. The disposal was completed on 9 April 2019, on which date the control of China Forest Food Group ceased. After Completion, the Company holds 10% of the equity interest in the China Forest Food Group. Each member of the China Forest Food Group ceases to be a subsidiary of the Company and the financial results of the China Forest Food Group are no longer consolidated into the Company's consolidated financial statements after Completion. In addition, following Completion, Virtue Ever was released and discharged from its obligation under the profit guarantee and other related liability in connection with the Previous Acquisition. The Board considered that the Disposal of is in the interests of the Group as the net proceeds from the Disposal will be used for general working capital of the Group to support its business operations. Based on the above, the Directors consider that the terms of the Disposal are fair and reasonable, and the Disposal is in the interests of the Company and the Shareholders as a whole. Details are set out in the announcement of the Company dated 28 March 2019.

On 26 March 2019, the Company and Eternal Pearl Securities Limited (the "Placing Agent") entered into the Placing of Bonds (the "Placing Agreement"), pursuant to which the Company has conditionally agreed to issue and the Placing Agent has conditionally agreed to procure, on a best effort basis, not less than HK\$100,000 in principal amount of the Bonds in the aggregate principal amount of not more than HK\$40,000,000. The placing of bonds transaction still in progress and subject to completion and details are set out in the announcement of the Company dated 26 March 2019.

During the year ended 31 March 2019, the Group did not have any significant investment, material acquisitions nor disposals of subsidiaries and affiliated companies, save as disclosed from above of this report.

重大投資、重大收購及出售(續)

誠如本公司截至2018年9月30日止六個月的中期報告所披露，鑑於本集團購買柴油及船用柴油的採購成本增加，本集團已評估其投資組合，並考慮變現本集團部分投資以提供額外營運資金。因此，中國森林食品集團90%的股權已於2019年3月出售，有關出售亦已完成，代價約為8.2百萬港元。有關出售已於2019年4月9日完成，於中國森林食品集團的控制權於該日終止。於完成後，本公司持有中國森林食品的10%股權。於完成後，中國森林食品集團各成員公司均不再為本公司的附屬公司，且中國森林食品集團的財務業績不再綜合計入本公司的綜合財務報表。此外，於完成後，永德已解除及免除其溢利擔保責任及有關先前收購事項的其他相關責任。董事會認為，出售事項符合本集團的利益，因為出售事項的所得款項淨額將用作本集團一般營運資金以支持其業務營運。基於上文所述，董事認為出售事項的條款屬公平合理，且出售事項符合本公司及股東的整體利益。有關詳情載於本公司日期為2019年3月28日的公佈。

於2019年3月26日，本公司與恒明珠證券有限公司(「配售代理」)訂立債券配售協議(「配售協議」)，據此，本公司有條件同意發行而配售代理有條件同意按竭誠盡力基準促使認購本金額不少於100,000港元(但本金總額不超過40,000,000港元)的債券。債券配售交易仍在進行中並有待完成，有關詳情載於本公司日期為2019年3月26日的公佈。

截至2019年3月31日止年度，除本報告上文所披露者外，本集團並無任何重大投資、重大收購或出售附屬公司及聯屬公司。

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CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 March 2019, save as disclosed below in "Use of Proceeds" the Group did not have any other material capital commitments or any material contingent liabilities.

DIVIDENDS

The Directors do not recommend a payment of any dividend for the year ended 31 March 2019 and 2018.

PLEDGE OF ASSETS

As at 31 March 2019, the Group's pledged short-term bank deposits in the amount of HK\$4.0 million was pledged as security for the Group's banking facilities.

COMPARISON OF IMPLEMENTATION PLANS FOR BUSINESS STRATEGIES WITH ACTUAL IMPLEMENTATION PROGRESS

The following is a comparison of the Group's implementation plans for its business strategies up to 31 March 2019 as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus with the Group's actual implementation progress:

資本承擔及或然負債

於2019年3月31日，除下文「所得款項用途」所披露者外，本集團概無任何其他重大資本承擔或任何重大或然負債。

股息

董事不建議就截至2019年及2018年3月31日止年度派付任何股息。

資產抵押

於2019年3月31日，本集團的已抵押短期銀行存款4.0百萬港元已抵押，以作為本集團銀行融資的抵押品。

業務策略推行計劃與實際推行進度的比較

以下為本集團如招股章程「未來計劃及所得款項用途」一節所載直至2019年3月31日的業務策略推行計劃與本集團實際推行進度的比較：

Business strategy 業務策略	Implementation plan from 1 April 2017 to 31 March 2019 2017年4月1日至2019年3月31日 的推行計劃	Actual implementation progress up to 31 March 2019 直至2019年3月31日的 實際推行進度
Expansion and enhancement of our fleet of diesel tank wagons 擴充及改善柴油貯槽車車隊	<ul style="list-style-type: none"> Purchase three new diesel tank wagons Replace three existing diesel tank wagons Continue to evaluate the effectiveness and operating efficiency of new diesel tank wagons and assess our need for additional diesel tank wagons in view of our business development 購買三部新柴油貯槽車 取代三部現有的柴油貯槽車 繼續評估新柴油貯槽車的有效性及其運行效率，並評估我們因應業務發展對更多柴油貯槽車的需要 	<ul style="list-style-type: none"> Two new diesel tank wagons had been purchased and one existing diesel tank wagon had been replaced. The delivery of the rest of new diesel tank wagons will be completed on the end of December 2019. The effectiveness and operating efficiency of new diesel tank wagons has been closely evaluated. 已購買兩部新柴油貯槽車及已取代一部現有的柴油貯槽車。餘下的新柴油貯槽車將於2019年12月底完成交付。 已密切評估新柴油貯槽車的有效性及其運行效率。

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COMPARISON OF IMPLEMENTATION PLANS FOR BUSINESS STRATEGIES WITH ACTUAL IMPLEMENTATION PROGRESS (Continued)

業務策略推行計劃與實際推行進度的比較(續)

Business strategy 業務策略	Implementation plan from 1 April 2017 to 31 March 2019 2017年4月1日至2019年3月31日的推行計劃	Actual implementation progress up to 31 March 2019 直至2019年3月31日的實際推行進度
Development and expansion of our marine bunkering business 發展及擴充海上供油業務	<ul style="list-style-type: none"> • Commence trial and full operation of the marine diesel oil barge • Carry out marketing and promotional activities and negotiate with potential customers to secure purchase orders for marine diesel oil • Evaluate the effectiveness and operating efficiency of the marine diesel oil barge • 開展船用柴油駁船的全面試運行 • 進行市場推廣及宣傳活動，並與潛在客戶進行磋商以獲得船用柴油的採購訂單 • 評估船用柴油駁船的有效性及運行效率 	<ul style="list-style-type: none"> • The Group had obtained all the licences and permits and commenced trial operation of the marine diesel oil barge in April 2018 and commenced full operation in July 2018. • The Group had carried out marketing and promotional activities and negotiate with potential customers to secure purchase orders for marine diesel oil. • The effectiveness and operating efficiency of the marine diesel oil barge had been evaluated from time to time. • 本集團已取得所有牌照及許可證，並於2018年4月開展船用柴油駁船的試運行並於2018年7月開始全面運行。 • 本集團已進行市場推廣及宣傳活動，並與潛在客戶進行磋商以獲得船用柴油的採購訂單。 • 已不時評估船用柴油駁船的有效性及運行效率。

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COMPARISON OF IMPLEMENTATION PLANS FOR BUSINESS STRATEGIES WITH ACTUAL IMPLEMENTATION PROGRESS (Continued)

業務策略推行計劃與實際推行進度的比較(續)

Business strategy 業務策略	Implementation plan from 1 April 2017 to 31 March 2019 2017年4月1日至2019年3月31日 的推行計劃	Actual implementation progress up to 31 March 2019 直至2019年3月31日的 實際推行進度
Upgrading our information technology and systems 提升資訊科技及系統	<ul style="list-style-type: none"> • Purchase and upgrade new office administrative information technology systems • Continue to review and maintain the performance of the information technology systems • 購買及更新辦公室行政與資訊科技系統 • 繼續審閱及維持資訊科技系統的表現 	<ul style="list-style-type: none"> • Minor upgrade of information technology systems had been done. The Group was still in negotiation with the potential suppliers on the requirements and specification of the new office administrative information technology system. • The Group closely monitors and maintains the performance of the information technology systems. • 已完成資訊科技系統的次要升級。本集團仍就新辦公室行政資訊科技系統的要求及規格與潛在供應商進行磋商。 • 本集團密切監控及維持資訊科技系統的表現。

Management Discussion and Analysis

管理層討論及分析

COMPARISON OF IMPLEMENTATION PLANS FOR BUSINESS STRATEGIES WITH ACTUAL IMPLEMENTATION PROGRESS (Continued)

業務策略推行計劃與實際推行進度的比較(續)

Business strategy 業務策略	Implementation plan from 1 April 2017 to 31 March 2019 2017年4月1日至2019年3月31日 的推行計劃	Actual implementation progress up to 31 March 2019 直至2019年3月31日的 實際推行進度
Strengthening our manpower	<ul style="list-style-type: none"> Recruit three drivers and three logistics assistants to strengthen our workforce required for our fleet of diesel tank wagons Recruit one safety supervisor to enhance our occupational safety management Recruit (i) seafarers including two coxswains, two technical operators, four sailors, (ii) one administration staff, (iii) one operation manager and (iv) one independent consultant to cope with our marine bunkering business Evaluate the performance of the newly recruited staff and assess our need to recruit additional staff in view of our business development Provide training to our existing and newly recruited staff and/or sponsor our staff to attend training courses on occupational health and safety 	<ul style="list-style-type: none"> One logistics assistant was hired, the recruitment of the rest of staff will be hired around October 2018. Safety supervisor was hired through job reallocation. The Group contracted with a service company to operate the marine bunkering business. The Group evaluates and assesses the performance of our manpower continuously so as to facilitate the group's business development. Training courses and on-the-job training have been provided to staff.
加強我們的人手	<ul style="list-style-type: none"> 聘請三名司機及三名物流助理，以加強我們柴油貯槽車車隊所需的人手 聘請一名安全監工，以加強職業安全管理 為配合海上供油業務而聘請(i)海員，包括兩名舵手、兩名技術操作員、四名水手；(ii)一名行政人員；(iii)一名操作經理；及(iv)一名獨立顧問 評估新入職員工的表現，並評估我們因應業務發展對招聘更多員工的需要 為現有及新入職員工提供培訓及／或資助員工參加職業健康與安全的培訓課程 	<ul style="list-style-type: none"> 已聘請一名物流助理，其他員工將於2018年10月前後左右招聘。 安全監工已透過職位重新分配聘請。 本集團與服務公司訂立合約以經營海上供油業務。 本集團持續評估及評價人手的表現，以促進集團業務發展。 已向員工提供培訓課程及在職培訓。

Management Discussion and Analysis

管理層討論及分析

USE OF PROCEEDS

As disclosed in the 2018 Annual Report of the Company, the actual net proceeds (the “**Net Proceeds**”) from the Share Offer (after deduction of the underwriting commission and Listing related expenses) were approximately HK\$45.1 million, which was less than the estimated Net Proceeds of approximately HK\$50.9 million as set out in the Prospectus and the allotment results announcement of the Company dated 11 April 2017.

Set out below is the actual use of the Net Proceeds up to 31 March 2019:

所得款項用途

誠如本公司2018年年報所披露，股份發售實際所得款項淨額（「**所得款項淨額**」）（經扣除包銷佣金及上市相關開支後）約為45.1百萬港元，低於招股章程及本公司日期為2017年4月11日的配售結果公佈所載估計所得款項淨額約50.9百萬港元。

以下載列直至2019年3月31日的所得款項淨額的實際用途：

		Planned use of total Net Proceeds	Approximate percentage of total Net Proceeds	Actual use of Net Proceeds up to 31 March 2019	Unused total Net Proceeds up to 31 March 2019
		總所得 款項淨額 計劃用途 HK\$ million 百萬港元	佔總所得 款項淨額 概約百分比 %	直至2019年 3月31日的 所得款項淨額 實際用途 HK\$ million 百萬港元	直至2019年 3月31日的 尚未使用 總所得 款項淨額 HK\$ million 百萬港元
Purchase of diesel tank wagons (Note 1)	購買柴油貯槽車 (附註1)	7.8	17.3%	3.7	4.1
Purchase of marine diesel oil barge (Note 2)	購買船用柴油駁船 (附註2)	14.0	31.0%	8.5	5.5
Further strengthen our manpower (Note 3)	進一步加強人手 (附註3)	6.1	13.6%	1.5	4.6
Upgrade of our information technology systems (Note 4)	提升資訊科技及系統 (附註4)	3.6	7.9%	0.1	3.5
Working capital necessary for the operation of the new diesel tank wagons and marine bunkering business (Note 5)	營運新柴油貯槽車及海上 供油業務所需的營運資金 (附註5)	9.1	20.2%	3.6	5.5
Working capital	營運資金	4.5	10.0%	4.5	–
Total	合計	45.1	100.0%	21.9	23.2

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USE OF PROCEEDS (Continued)

Note:

- 1 Two new diesel tank wagons had been purchased and one existing diesel tank wagon had been replaced up to 31 March 2019.
- 2 Marine diesel oil barge has been delivered in November 2017 and had commenced operation in July 2018.
- 3 The Group has been actively involved in the recruitment and selection of suitable candidates through various means including job advertisements in major newspapers.
- 4 The Group was still in negotiation with the potential suppliers on the requirements and specification of the new office administrative information technology system.
- 5 The Group contracted with a service company to operate the marine bunkering business.

Save as disclosed above, the Group will apply the net proceeds received from the Share Offer in the manners consistent with the proposed applications set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The implantation plans for business strategies and use of Net Proceeds as stated in the Prospectus were based on the best estimation and assumption of future market conditions made by the Group at the time of preparing the Prospectus. The Group implemented its business strategies and applied the Net Proceeds based on the actual development of the Group's business and industry, as well as market conditions.

FINANCIAL ASSETS THROUGH PROFIT AND LOSS

As at 31 March 2019, the Group had invested a total amount of approximately HK\$2.6 million in a company listed in Bursa Malaysia Berhad. As at 31 March 2019, this investment was reflected at fair value, and a net unrealised gain of approximately HK\$0.4 million was recorded.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2019, the Group engaged a total of 22 employees (22 employees as at 31 March 2018) including the Directors. For the year ended 31 March 2019, total staff costs amounted to approximately HK\$4.7 million (year ended 31 March 2018: approximately HK\$6.4 million). Remuneration (including employees' benefits) is maintained within the market level and reviewed on a periodic basis. Employees' salary and relevant benefits are determined on the basis of performance, qualification, experience, positions and the Group's business performance.

所得款項用途(續)

附註：

- 1 直至2019年3月31日，已購買兩部新柴油貯槽車及一部現有的柴油貯槽車已被取代。
- 2 船用柴油駁船已於2017年11月交付並於2018年7月開始運行。
- 3 本集團透過多種方式(包括在各大報章刊登招聘廣告)積極招聘及甄選合適人選。
- 4 本集團仍就新辦公室行政資訊科技系統的要求及規格與潛在供應商進行磋商。
- 5 本集團與服務公司訂立合約以經營海上供油業務。

除上文所披露者外，本集團將按照與招股章程「未來計劃及所得款項用途」一節所載的擬定用途一致的方式應用從股份發售所收取的所得款項淨額。招股章程所載的業務策略推行計劃及所得款項淨額用途乃基於本集團於編製招股章程時對未來市況作出的最佳估計及假設。本集團根據本集團業務及行業的實際發展以及市況推行其業務策略及應用所得款項淨額。

透過損益計算金融資產

於2019年3月31日，本集團已合共於一間在馬來西亞交易所上市的公司投資約2.6百萬港元。於2019年3月31日，此項投資已於公平值反映，並錄得未變現收益淨額約0.4百萬港元。

僱員及薪酬政策

於2019年3月31日，連董事在內，本集團共有22名僱員(2018年3月31日：22名僱員)。截至2019年3月31日止年度，總員工成本約4.7百萬港元(截至2018年3月31日止年度：約6.4百萬港元)。薪酬待遇(包括員工福利)維持於市場水平，並會定期檢討。僱員薪酬及相關福利乃按其表現、資歷、經驗、職位以及本集團業務表現而釐定。

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ENVIRONMENT POLICIES AND PERFORMANCE

The principal activity of the sale and transportation of diesel oil and related products business of the Group is governed by Hong Kong environmental laws and regulations including the Air Pollution Control Ordinance and the Water Pollution Control Ordinance in Hong Kong.

These laws and regulations cover a broad range of environmental matters, including air pollution, noise and gas emissions, leakage of oil products or other hazardous substances. The Group recognises the importance of environmental protection and has implemented various environmental protection measures in order to minimise the operation impact on the environment and natural resources.

The Group will continue to monitor the business operations in order to ensure that it does not have only significant adverse effect on the environment and that the Group's environment protection measures are adequate to ensure compliance with all applicable current Hong Kong laws or regulations.

As at the date of this report, no prosecution, penalty or punishment has been imposed upon the Group for the violation of any environmental laws or regulations.

EVENTS AFTER THE REPORTING PERIOD

On 28 March 2019, the Company and China ECO Tourism Investment Limited (the "Vendor") entered into the sale and purchase agreement (the "SPA"), pursuant to which China ECO Tourism Investment Limited has conditionally agreed to purchase and the Company has conditionally agreed to sell 90% equity interest in the China Forest Food Limited at an aggregate consideration of approximately HK\$8,148,000. The disposal was completed on 9 April 2019. Please refer to the announcement of the Company dated 28 March 2019 for details.

環境政策及表現

本集團的主要業務為柴油及相關產品銷售及運輸，受香港環保法律及法規規管，包括香港空氣污染管制條例及水污染管制條例。

該等法律及法規涵蓋範圍廣泛的環境事務，包括空氣污染、噪音及氣體排放、石油產品或其他危害物質的洩漏。本集團認同環境保護的重要性，並已實施多項環境保護措施以將業務對環境及天然資源的影響降至最低。

本集團將持續監察業務運營，以確保其並無對環境造成重大不利影響，而本集團有充足的環境保護措施以確保遵守所有香港現行適用法律或法規。

於本報告日期，本集團概無因違反任何環境法律或法規而遭受檢控、罰款或處罰。

報告期後事項

於2019年3月28日，本公司與China ECO Tourism Investment Limited(「賣方」)訂立買賣協議(「買賣協議」)，據此China ECO Tourism Investment Limited已有條件同意購買而本公司已有條件同意出售中國森林食品有限公司90%股權，總代價約為8,148,000港元。出售事項於2019年4月9日完成。有關詳情，請參閱本公司日期為2019年3月28日的公佈。

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CORPORATE GOVERNANCE PRACTICE

The Board is committed to establishing and ensuring high standards of corporate governance and adopt sound corporate governance practices. The Company's corporate governance practices are based on the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 15 to the Listing Rules Governing the Listing of Securities on the Stock Exchange (the "GEM Listing Rules"). The Directors strongly believe that reasonable and sound corporate governance practices are essential for the growth of the Group and for safeguarding and enhancing shareholders' interests.

The Directors consider that throughout the year ended 31 March 2019, the Company has complied with all the applicable code provisions set out in the CG Code.

BOARD OF DIRECTORS

The key responsibilities of the Board include formulation of the Group's overall strategies, the setting of management targets and supervision of management performance. The management is delegated with the authority and responsibility by the Board for the management and administration of the Group. In addition, the Board has also delegated various responsibilities to the board committees of the Company. Further details of the board committees of the Company are set out below in this report.

The Board is entrusted with the overall responsibility for promoting the success of the Group by the direction and supervision of the Group's business and affairs and the ultimate responsibility for day to day management of the Group which is delegated to the management. To this end, monthly financial and operational information are provided to the Board for assessing the performance of the Company and its subsidiaries. For significant matters that are specifically delegated by the Board, the management must report back to and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

The Board is responsible for, among others, performing the corporate governance duties as set out in the code provision D.3.1 of the CG Code, which include:

- (a) to develop and review our Group's policies and practices on corporate governance and make recommendations;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management;
- (c) to review and monitor our Group's policies and practices on compliance with legal and regulatory requirements;

企業管治常規

董事會致力建立並維持高標準的企業管治並採取穩健的企業管治常規。本公司的企業管治常規乃基於聯交所證券上市規則(「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」)。董事深信合理及穩健之企業管治常規對於促進本集團增長以及保障與提升股東利益至為重要。

董事認為，於截至2019年3月31日止整個年度，本公司已遵守企業管治守則所載一切適用守則條文。

董事會

董事會的主要職責包括制訂本集團的整體策略、訂立管理目標，以及監察管理層的表現。管理層獲董事會轉授有關本集團管理及行政的授權及責任。此外，董事會亦已將各職責轉授予本公司董事委員會。有關本公司董事委員會的進一步詳情載於本報告下文。

董事會整體上負責指揮及監督本集團的業務及事務，藉此推動本集團邁向成功，而本集團日常管理的最終責任則指派予管理層。就此而言，董事會將每月獲提供財務及營運資料以評估本公司及其附屬公司的表現。就董事會特別委派的重項事項而言，管理層須向董事會匯報及取得董事會批准後方可代表本公司作出決策或訂立任何承諾。

董事會負責(其中包括)履行企業管治守則第D.3.1條守則條文所載的企業管治職責，包括：

- (a) 制定及檢討本集團的企業管治政策及常規，並提出建議；
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (c) 檢討及監察本集團在遵守法律及監管規定方面的政策及常規；

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- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Directors and employees; and
- (e) to review our Group's compliance with the CG Code and disclosure in the corporate governance report.

Board Composition

The Board currently comprised seven Directors, of whom four are executive Directors and three are independent non-executive Directors. Details of their composition by category are as follows:

Executive Directors

Mr. Fong Chun Man (*Chairman*)
Ms. Lo Pui Yee
Mr. Chan Chi Fai
Mr. Li Hok Yin (appointed on 21 June 2018)

Independent Non-executive Directors

Mr. Chui Chi Yun, Robert
Mr. Kwong Yuk Lap
Mr. Wang Anyuan

All Directors have appropriate professional qualification or substantive experience and industry knowledge. The Board as a whole has achieved an appropriate balance of skills and experience. The composition of the Board is in accordance with the requirement of Rules 5.05 and 5.05A of the GEM Listing Rules. There are three independent non-executive Directors and one of them has accounting professional qualification. More than one-third of the members of the Board are independent non-executive Directors, which brings a fairly strong independence element in its composition.

The participation of independent non-executive Directors in the Board brings a diverse range of expertise, skills and independent judgment on issues relating to the Group's strategies, performance, conflicts of interests and management process to ensure that the interests of all shareholders of the Company have been duly considered.

The details of Directors are set out in the section headed "Biographies of Board of Directors and Senior Management" on pages 74 to 79 of this report. Other than that Ms. Lo Pui Yee who is the wife of Mr. Fong Chun Man, there are no family or other material relationships among members of the Board.

- (d) 制定、檢討及監察適用於董事及僱員的操守準則及合規手冊(如有); 及
- (e) 檢討本集團遵守企業管治守則的情況及在企業管治報告內的披露。

董事會組成

董事會現由七名董事組成，其中包括四名執行董事及三名獨立非執行董事。其按類別劃分之組合詳情如下：

執行董事

方俊文先生(主席)
勞佩儀女士
陳志輝先生
李學賢先生(於2018年6月21日獲委任)

獨立非執行董事

崔志仁先生
鄭旭立先生
王安元先生

全體董事均擁有適當的專業資格或實質經驗及行業知識。董事會整體在技能與經驗上已達到適當的平衡。董事會乃根據GEM上市規則第5.05及5.05A條的規定組成。有三名獨立非執行董事，其中一名擁有會計專業資格。董事會有超逾三分之一的成員為獨立非執行董事，其組成體現充分的獨立性。

獨立非執行董事加入董事會能為有關本集團策略、表現、利益衝突及管理過程的事宜帶來多元化的專業知識、技能及獨立判斷，確保本公司全體股東的權益均得到充分考慮。

董事之詳情載於本報告第74至79頁「董事會及高級管理層履歷」一節。除勞佩儀女士為方俊文先生之妻子以外，董事會成員之間概無家屬或其他重大關係。

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The Company is governed by the Board which has the responsibility for leadership and monitoring of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs.

The Board sets strategies and directions for the Group's activities with a view to developing its business and enhancing shareholders' value. The Board has delegated the daily operation and day-to-day management of the Group as well as the implementation of the Board's policies and strategies to the executive Directors and management of the Group.

Number of Meetings and Directors' Attendance

The Board has established three committees, including the audit committee (the "Audit Committee"), remuneration committee (the "Remuneration Committee") and nomination committee (the "Nomination Committee"), on 23 March 2017 with delegated powers for overseeing particular aspects of the Company's affair. Each of the committees of the Board has been established with written terms of reference, in which the terms of reference of Audit Committee and Nomination Committee were amended and restated with effect from 1 January 2019.

The Board will conduct at least four regular meetings a year. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Company's articles of association (the "Articles"). The Chairman also meets with the independent non-executive Directors at least once a year without the presence of other executive Directors. Notices and agendas of regular Board meetings are served to all Directors at least 14 days before convening the Board meeting. For all other Board and committee meetings, reasonable notice is generally given. All other schedules and the relevant information of each Board and committee meeting are generally made available to Directors or committee members at least three days in advance. The Board and each Director also have separate and independent access to the management whenever necessary.

本公司由董事會管治，董事會有責任領導及監察本公司。各董事透過指導及監督本集團事務，共同負責推動本集團創造佳績。

董事會制訂本集團之業務策略及方針，旨在發展其業務及提升股東價值。董事會已委託本集團執行董事及管理層處理本集團日常營運及日常管理，並執行董事會之政策及策略。

會議次數及董事出席情況

董事會已於2017年3月23日成立三個委員會，包括審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」），各自擁有指定權限以監察本公司不同層面的事務。董事會各委員會於成立之時已書面訂明其職權範圍，其中審核委員會及提名委員會的職權範圍自2019年1月1日起經修訂及重列。

董事會將於每年舉行至少四次定期會議。董事可親身出席或按本公司章程細則（「章程細則」）所提及的電子方式出席。主席亦與獨立非執行董事每年舉行至少一次會議，概無其他執行董事出席。常規董事會會議的通告及議程會於董事會會議舉行前最少14日給予全體董事。對於所有其他董事會及委員會會議，一般會給予合理的通知。各董事會及委員會會議的所有其他計劃及相關資料一般最少會提前三日送交董事或委員會成員。如有需要，董事會及各董事均可獨自與管理人員聯絡。

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The attendance of each of the Directors at the Annual General Meeting, Board Meeting and meetings of the Audit Committee, Remuneration Committee and Nomination Committee held during the year is set out below:

每名董事於年內舉行之股東週年大會、董事會會議、審核委員會會議、薪酬委員會會議以及提名委員會會議之出席次數如下：

Name of Directors 董事姓名	General Meeting 股東大會	Attendance/Number of meetings 出席次數/會議舉行次數				Nomination Committee 提名委員會
		¹ Board Meeting ¹ 董事會會議	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會		
Executive Directors: 執行董事：						
Mr. Fong Chun Man (Chairman)	方俊文先生(主席)	1/1	12/12	-	2/2	2/2
Ms. Lo Pui Yee	勞佩儀女士	1/1	12/12	-	-	-
Mr. Chan Chi Fai	陳志輝先生	1/1	11/12	-	-	-
Mr. Li Hok Yin ⁽²⁾	李學賢先生 ⁽²⁾	1/1	9/11	-	-	-
Independent Non-executive Directors: 獨立非執行董事：						
Mr. Chui Chi Yun, Robert	崔志仁先生	1/1	12/12	5/5	2/2	2/2
Mr. Kwong Yuk Lap	鄭旭立先生	1/1	12/12	5/5	-	2/2
Mr. Wang Anyuan	王安元先生	1/1	12/12	5/5	2/2	-

Note:

1. Include a Board meeting where the Chairman met Independent Non-Executive Directors in the absence of the Executive Directors and management.
2. Mr. Li Hok Yin was appointed as executive Director on 21 June 2018.

附註：

1. 包括董事會會議，主席於該會議上在執行董事及管理層缺席的情況下會見獨立非執行董事。
2. 於2018年6月21日，李學賢先生獲委任為執行董事。

The company secretary of the Company (“**Company Secretary**”) attended all the scheduled Board meetings to report matters arising from corporate governance, risk management, statutory compliance, accounting and finance.

本公司公司秘書(「**公司秘書**」)出席了所有預定董事會會議，以報告有關企業管治、風險管理、法例遵守、會計及財務方面的事宜。

Practice and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to Directors in advance. At least 14 days’ notice should be given for a regular Board meeting. For other Board and committee meetings, reasonable notices are generally given.

會議常規及進程

全年會議時間表及每次會議草擬議程一般會事先向董事提供。常規董事會會議通告最少於會議日期14日前發出。其他董事會及委員會會議，則一般給予合理時間之通知。

Minutes of all Board meetings recording sufficient details of matters considered and decisions reached are duly kept by the Company Secretary at the meetings and open for inspection by the Directors.

公司秘書已妥善保管記錄有所考慮事宜詳情及所達成之決定之董事會會議記錄，該等記錄可供董事查閱。

The Articles contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

章程細則規定，有關董事於批准彼等或其任何聯繫人擁有重大利益的交易時放棄投票且並不計入會議法定人數。

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Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each Board meeting or Audit Committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions.

Appointment and Re-election of Directors

The Articles provide that at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation and that every Director shall be subject to retirement at an annual general meeting at least once every three years.

The non-executive Directors should be appointed for a specific term and subject to re-election. Each of the non-executive Director and independent non-executive Directors has entered into an appointment letter with the Company. The appointment letter of each of the non-executive Director and independent non-executive Directors is for a term of three years, which may be terminated by not less than three months' notice in writing served by either party on the other. The aforesaid appointment letters are subject to termination provisions therein and the retirement and re-election provisions in the Articles. Details of the appointment letters are summarised in the Report of the Board of Directors on page 64 of this report.

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

To assist Directors' continuing professional development, the Company recommends Directors to participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. During the Reporting Period and up to the date of this report, all Directors have participated in continuous professional development by attending training course or reading relevant materials on the topics related to corporate governance and regulations. Records of the training received by the respective Directors are kept and updated by the Company Secretary of the Company.

董事會文件連同所有合適、完整及可靠資料，最少於各董事會會議或審核委員會會議三日前送交全體董事，以便董事知悉本公司最新發展及財務狀況以作出知情決定。

委任及重選董事

章程細則規定，在每屆股東週年大會上，當時為數三分之一的董事（或如董事人數並非三（3）的倍數，則為最接近但不少於三分之一之人數）須輪值退任，而每名董事須至少每三年在股東週年大會上退任一次。

非執行董事有特定委任年期，並須接受重新選舉。各非執行董事及獨立非執行董事與本公司已訂立委任函。各非執行董事及獨立非執行董事之委任函為期三年，可由一方向另一方發出不少於三個月的書面通知予以終止。上述委任函乃受其所載之終止條款以及章程細則的退任及重選連任條文規限。委任函詳情概述於本報告第64頁董事會報告。

董事之持續培訓及專業發展

為協助董事的持續專業發展，本公司建議董事參與持續專業發展以發展及更新彼等之知識及技能。有關規定旨在確保各董事在知情情況下向董事會作出適切的貢獻。於報告期間及截至本報告日期，全體董事已通過出席培訓課程或閱覽有關企業管治及規例之資料參與持續專業發展。各董事的培訓記錄由本公司之公司秘書保管及更新。

Corporate Governance Report

企業管治報告

Independent Non-executive Directors

Mr. Chui Chi Yun, Robert, Mr. Kwong Yuk Lap and Mr. Wang Anyuan were appointed as the independent non-executive Directors with effect from 23 March 2017.

The independent non-executive Directors are experienced professionals with expertise in respective areas of accounting, finance, industry knowledge and expertise. With their professional knowledge and experience, the independent non-executive Directors serve an important function of advising the senior management on strategy development and ensure that the Board maintains high standards in financial and other mandatory reporting as well as providing adequate checks and balances for safeguarding the interests of the shareholders and the Company as a whole; and participate in the Company's various committees including Audit Committee, Remuneration Committee and Nomination Committee.

The Company has received from each of its independent non-executive Directors the written confirmation of his independence. The Company considers the independent non-executive Directors to be independent in accordance with Rule 5.09 of the GEM Listing Rules.

Chairman and Chief Executive Officer

Mr. Fong Chun Man was appointed as the Chairman of the Board and an executive Director of the Company on 23 March 2017. Mr. Chan Chi Fai was appointed as the Chief Executive Officer and an executive Director of the Company on 23 March 2017.

The Chairman of the Board provides leadership to the Board and is also responsible for the effective functioning of the Board in accordance with good corporate governance practice and is responsible for the overall corporate management of the business development strategies of the Group. The Chief Executive Officer is responsible for the implementation of the business strategies, policies and objectives set out by the Board and is accountable to the Board for the overall operations of the Group. These functions and responsibilities are current being shared by the management team.

獨立非執行董事

崔志仁先生、鄭旭立先生及王安元先生獲委任為獨立非執行董事，自2017年3月23日起生效。

各獨立非執行董事均為經驗豐富的專業人士，彼等具備會計、金融各個領域的專業技能以及行業知識與專長。憑藉彼等的專業知識及經驗，獨立非執行董事在就策略發展向高級管理層提供意見方面扮演重要角色，確保董事會維持高標準的財務及其他強制申報以及提供充足檢查進行充分制衡，以保障股東及本公司的整體利益；及參與包括審核委員會、薪酬委員會及提名委員會在內的本公司各個委員會。

本公司已收訖各獨立非執行董事發出的獨立性確認函，本公司亦根據GEM上市規則第5.09條規定確認獨立非執行董事為獨立人士。

主席及行政總裁

方俊文先生於2017年3月23日獲委任為本公司董事會主席兼執行董事。陳志輝先生於2017年3月23日獲委任為本公司行政總裁兼執行董事。

董事會主席負責領導董事會，並負責確保董事會根據良好企業管治常規有效運作並負責本集團業務發展策略的整體企業管理。行政總裁負責實施董事會所制定的業務策略、政策及目標，並就本集團整體營運向董事會負責。該等職能及職責現由管理團隊分擔。

Corporate Governance Report

企業管治報告

BOARD COMMITTEE

Audit Committee

The Company has established the Audit Committee on 23 March 2017 in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules and with written terms of reference amended and restated with effect from 1 January 2019 in compliance with the Corporate Governance Code set out in Appendix 15 of the GEM Listing Rules. The full terms of reference setting out details of the authority, duties and responsibilities of the Audit Committee is available on both the GEM website and the Company's website.

The Audit Committee comprises three independent non-executive Directors, namely Mr. Chui Chi Yun, Robert, Mr. Kwong Yuk Lap and Mr. Wang Anyuan meanwhile Mr. Chui Chi Yun, Robert, is the Chairman of the Audit Committee.

The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the Company's internal control and risk management system, overseeing the balance, transparency and integrity of the Company's financial statements and the application of financial reporting principles, reviewing the relationship with the external auditor and its independence assessment and the adequacy of resources, qualifications and experience of the Company's accounting staff, their training programs and budget.

The Audit Committee is satisfied with their review of the auditors' remuneration, the independence of the auditors, HLB Hodgson Impey Cheng Limited (the "HLB"), and recommended the Board to reappoint HLB as the Company's auditors in the year ending 31 March 2020, which is subject to the approval of shareholders at the forthcoming AGM. The Audit Committee has reviewed the Group's consolidated financial statements for the year ended 31 March 2019.

According to the current terms of reference, meetings of the Audit Committee shall be held not less than twice a year and the external auditor may request a meeting if they consider that one is necessary.

Details of the number of Audit Committee meetings held and Directors attendance are set out in the section headed "Number of Meetings and Directors' Attendance" on page 22 in this report.

董事委員會

審核委員會

本公司於2017年3月23日根據GEM上市規則第5.28至5.29條成立審核委員會，並根據GEM上市規則附錄十五所載的企業管治守則自2019年1月1日起修訂及重列書面職權範圍。載有審核委員會的職權、職責及責任詳情的全部職權範圍可於GEM網站及本公司網站查閱。

審核委員會由三名獨立非執行董事崔志仁先生、鄺旭立先生及王安元先生組成，崔志仁先生同時為審核委員會主席。

審核委員會的主要職責為透過就以下事項向董事會提供獨立意見，為董事會提供協助：本公司內部監控及風險管理系統的成效，監督本公司財務報表的收支、透明度及完整性以及財務報告原則的應用、審閱與外部核數師的關係及其獨立性評估以及本公司會計人員的資源、資格和經驗的充足性、其培訓計劃及預算。

審核委員會信納核數師薪酬及核數師國衛會計師事務所有限公司(「國衛」)獨立性的審閱結果，並向董事會建議續聘國衛為本公司截至2020年3月31日止年度的核數師，惟須於應屆股東週年大會上經股東批准後方可作實。審核委員會已審閱本集團截至2019年3月31日止年度的綜合財務報表。

根據目前的職權範圍，每年舉行的審核委員會會議應不少於兩次及外聘核數師在其認為必要情況下可能要求召開一次會議。

已舉行審核委員會會議次數及出席董事的詳情乃列載於本報告第22頁所載「會議次數及董事出席情況」一節。

Corporate Governance Report

企業管治報告

Remuneration Committee

The Company established a remuneration committee (the “**Remuneration Committee**”) on 23 March 2017 in compliance with Appendix 15 of the GEM Listing Rules, which comprised two independent non-executive Directors, namely Mr. Wang Anyuan and Mr. Chui Chi Yun, Robert together with Mr. Fong Chun Man. Mr. Wang Anyuan is the Chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group, review and approve the management’s remuneration proposals, and ensure none of the Directors determine their own remuneration.

The full terms of reference setting out details of duties of the Remuneration Committee is available on both the GEM website and the Company’s website.

The Remuneration Committee determines Directors’ remuneration by reference to the benchmarking of the market. The Company also looks into individual Director’s competence, duties, responsibilities, performance and the results of the Group in determining the exact level of remuneration for each Director.

Pursuant to the terms of reference of the Remuneration Committee, meeting shall be held at least once a year and additional meetings should be held if the committee shall so request.

Details of the number of Remuneration Committee meeting held and Directors attendance are set out in the section headed “Number of Meetings and Directors’ Attendance” on page 22 in this report.

Senior Management’s remuneration

HK\$ 港元		Number of individuals 人數
Nil to HK\$1,000,000	0至1,000,000港元	2

Details of the remuneration of the Directors and the five highest paid individuals are set out in notes 13 and 14 to the consolidated financial statements.

薪酬委員會

本公司於2017年3月23日根據GEM上市規則附錄十五成立薪酬委員會(「**薪酬委員會**」)，由兩名獨立非執行董事王安元先生及崔志仁先生連同方俊文先生組成。王安元先生為薪酬委員會主席。

薪酬委員會的主要職責為就本集團全體董事及高級管理層的整體薪酬政策及架構向董事會作出推薦意見；審閱及批准管理層薪酬建議；及確保董事概無自行釐定薪酬。

載列薪酬委員會職責詳情的全部職權範圍詳情可於GEM網站及本公司網站查閱。

薪酬委員會透過參考市場基準釐定董事薪酬，本公司亦考慮董事個人能力、職責、責任、表現及本集團之業績釐定各董事之確切薪酬水平。

根據薪酬委員會的職權範圍，每年應至少舉行一次會議，並應按委員會的要求舉行其他會議。

已舉行薪酬委員會會議次數及出席董事的詳情乃列載於本報告第22頁所載「會議次數及董事出席情況」一節。

高級管理層的薪酬

董事及五名最高薪酬人士之薪酬詳情乃載於綜合財務報表附註13及14。

Corporate Governance Report

企業管治報告

Remuneration policy

The remuneration policy of the Group for the Directors and senior management members was based on their experience, level of responsibility and general market conditions. Any discretionary bonus and other merit payments are linked to the performance of the Group and the individual performance of the Directors and senior management members.

Nomination Committee

The Company established a nomination committee (the “**Nomination Committee**”) on 23 March 2017 which comprised Mr. Fong Chun Man and two independent non-executive Directors, namely Mr. Kwong Yuk Lap and Mr. Chui Chi Yun, Robert. Mr. Kwong Yuk Lap is the Chairman of the Nomination Committee. The written terms of reference are amended and restated with effect from 1 January 2019.

The primary function of the Nomination Committee is to review the policy concerning diversity of board members and the structure, size and composition of the Board on regular basis and disclose such policy, including any measurable objectives that the Committee has set for implementing the policy and progress on achieving those objectives, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (including disclosure in the Company’s corporate governance report as appropriate); identify individuals suitably qualified to become Board members; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors. The full terms of reference setting out details of the authority, duties and responsibilities of the Nomination Committee is available on both the GEM website and the Company’s website.

Pursuant to the terms of reference of the Nomination Committee, meeting shall be held at least once a year and additional meetings should be held if the committee shall so request.

The Nomination Committee has reviewed the structure, size and composition of the Board and the Policy as well as discussing matters regarding the retirement and re-election of Directors.

Details of the number of Nomination Committee meeting held and Directors attendance are set out in the section headed “Number of Meetings and Directors’ Attendance” on page 22 in this report.

薪酬政策

本集團董事及高級管理層成員的薪酬政策乃根據其經驗、職責及一般市況而釐定。任何酌情花紅及其他酬金付款均與本集團業績以及董事及高級管理層成員的個別表現掛鈎。

提名委員會

本公司於2017年3月23日成立提名委員會(「**提名委員會**」)，由方俊文先生以及兩名獨立非執行董事鄭旭立先生及崔志仁先生組成。鄭旭立先生為提名委員會主席。書面職權範圍自2019年1月1日起經修訂及重列。

提名委員會的主要職責為定期檢討有關董事會成員組合多元化以及董事會架構、規模及組成的政策，並根據香港聯合交易所有限公司GEM證券上市規則披露該政策(包括適時在本公司的企業管治報告內披露資料)，當中包括委員會為落實該政策而制定的可衡量目標及達致該等目標的進度；物色適合且合資格成為董事會成員人選；評核獨立非執行董事的獨立性；以及就有關董事委聘或續聘的相關事宜向董事會提供推薦意見。載列提名委員會的職權、職責及責任詳情的全部職權範圍詳情可於GEM網站及本公司網站查閱。

根據提名委員會的職權範圍，每年應至少舉行一次會議，並應按委員會的要求舉行其他會議。

提名委員會已檢討董事會架構、規模及組成以及政策，並討論有關董事退任及重選的事宜。

已舉行提名委員會會議次數及出席董事的詳情乃列載於本報告第22頁所載「會議次數及董事出席情況」一節。

Corporate Governance Report

企業管治報告

ACCOUNTABILITY AND AUDIT

Directors' and auditor's responsibilities for the consolidated financial statements

All Directors understand and acknowledge their responsibility for ensuring that the Group's consolidated financial statements for each financial year are prepared to give a true and fair view of the state of affairs, the financial results and cash flows of the Group in accordance with the disclosure requirements of the Hong Kong Companies Ordinance. In preparing the consolidated financial statements for the year ended 31 March 2019, the Board has adopted appropriate and consistent accounting policies and made prudent, fair and reasonable judgments and estimates. The Directors are responsible for maintaining proper accounting records which reflect with reasonable accuracy the state of affairs, operating results, cash flows and equity movement of the Group at any time. The Directors confirm that the preparation of the financial statements of the Group is in accordance with statutory requirements and applicable accounting standards.

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

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The statement of auditor about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report.

The reporting responsibilities of the Company's auditor, are set out in the Independent Auditor's Report on pages 80 to 87 of this report.

AUDITORS' REMUNERATION

During the year ended 31 March 2019, the remuneration for the audit and non-audit services provided by the Company's auditor to the Group was as follows:

Services rendered 提供服務		HK\$ 港元
Annual audit service for the year ended 31 March 2019	截至2019年3月31日止年度的 年度審計服務	700,000

問責性及審核

董事及核數師對綜合財務報表的責任

所有董事理解及承認其確保本集團各財政年度的綜合財務報表均根據香港公司條例的披露要求編製以真實公平地反映本集團事務、財務業績及現金流量狀況的責任。於編製截至2019年3月31日止年度的綜合財務報表時，董事會已採納合適及一致的會計政策，並作出謹慎及公平合理的判斷及估計。董事負責維持適當的會計記錄，以合理準確地反映本集團於任何時間的事務狀況、經營業績、現金流量及股權變動情況。董事確認本集團財務報表的編製乃符合法例規定及適用的會計準則。

董事亦確認，就彼等在作出一切合理查詢後所知、所悉及所信，彼等並不知悉可能導致本公司持續經營能力受重大質疑的事件或情況的任何重大不確定因素。

董事負責採取所有合理必要步驟保障本集團的資產，以及避免和偵測欺詐及其他違規行為。有關核數師對綜合財務報表的申報責任的聲明載於獨立核數師報告。

本公司核數師的申報責任載於本報告第80至87頁的獨立核數師報告。

核數師酬金

於截至2019年3月31日止年度，本公司核數師向本集團提供審計及非審計服務的酬金如下：

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of the directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc.

The Directors will review the Group's corporate governance policies and compliance with the CG Code each financial year and comply with the "comply or explain" principle in our corporate governance report which will be included in our annual reports upon the Listing.

BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy in accordance with the requirement as set out in the CG Code, which is summarised as below:

The Policy of the Company specifies that in designing the composition the Board, Board diversity shall be considered from a number of aspects, including but not limited to age, cultural and educational background, professional experience, skills and knowledge. All Board members' appointment will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board. Selection of candidates for the Board will be based on a range of diversity perspectives, including but not limited to gender, age, culture, ethnicity and educational background, professional experience, knowledge and skills.

The Nomination Committee will disclose the composition of the Board in Corporate Governance Report every year and supervise the implementation of the Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

企業管治職能

由於本公司並無成立企業管治委員會，董事會負責執行企業管治職能，如制定及檢討本公司企業管治的政策及常規、為董事及高級管理層提供培訓及持續專業發展、確保本公司政策及常規符合法律及監管規定等。

董事將於各財政年度檢討本集團的企業管治政策及企業管治守則的合規情況，並遵守將於上市後載入本集團年報的企業管治報告中所載的「不遵守就解釋」原則。

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，政策摘要如下：

本公司政策確定在設定董事會成員組合時會從多個方面考慮董事會成員多元化，包括但不限於年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件顧及董事會成員多元化的益處。甄選董事會人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化、種族、教育背景、專業經驗、知識及技能。

提名委員會將每年在企業管治報告中披露董事會組成，並監察政策的執行。提名委員會將會討論任何或需作出的修訂，再向董事會提出修訂建議，由董事會審批。

Corporate Governance Report

企業管治報告

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct (“**Code of Conduct**”) regarding securities transactions by the Directors. The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the Code of Conduct throughout the year ended 31 March 2019 and up to the date of this report.

COMMUNICATION WITH SHAREHOLDERS

The Company endeavors to maintain an on-going dialogue with the shareholders and in particular, through annual general meetings or other general meetings to communicate with the shareholders and encourage their participation.

The Company will ensure that there are separate resolutions for separate issues proposed at the general meetings. All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the GEM Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each shareholder meeting.

The Company will continue to maintain an open and effective investor communication policy and to update investors on relevant information on the Group’s business in a timely manner, subject to relevant regulatory requirements.

Significant Changes in the Constitutional Documents

During the year ended 31 March 2019 and up to the date of this report, there has been no significant changes in the constitutional documents of the Company. The Articles are available on the websites of the Stock Exchange and the Company.

General Meetings with Shareholders

The Company’s annual general meeting will be held on 8 August 2019.

董事進行證券交易

本公司已採納GEM上市規則第5.48條至第5.67條作為其本身有關董事進行證券交易之操守準則(「**操守準則**」)。經向董事作出特定查詢後，本公司已確認全體董事已於截至2019年3月31日止整個年度及直至本報告日期一直遵守操守準則。

與股東溝通

本公司致力與股東保持持續溝通，特別是透過股東週年大會或其他股東大會與股東溝通，並鼓勵股東參與其中。

本公司將確保就於股東大會提議的各事項作出各決議案。根據GEM上市規則，所有於股東大會上提呈的決議案將以投票方式進行表決。投票結果將於各股東大會後適時刊登於本公司及聯交所網站。

本公司將繼續維持公開及有效的投資者溝通政策，並在相關監管規定限制下適時向投資者提供有關本集團業務的最新相關資料。

章程文件的重大變動

於截至2019年3月31日止年度及直至本報告日期，本公司章程文件並無重大變動。有關章程細則可在聯交所及本公司網站查閱。

與股東的股東大會

本公司的股東週年大會將於2019年8月8日舉行。

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SHAREHOLDERS' RIGHTS

(a) Convening of an extraordinary general meeting on requisition by shareholders

Pursuant to 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 months after the deposit of such requisition. If within twenty-one 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. Shareholders also have the right to propose a person for election as a Director, the procedures are available on the websites of the Company and the Stock Exchange.

(b) Procedures for putting forward proposals at shareholders' meetings

Shareholders are welcomed to put forward proposals relating to the operations and management of the Group to be discussed at shareholders' meetings. The proposals shall be sent to the company secretary of the Company by a written requisition. Shareholders who wish to put forward a proposal should convene an extraordinary general meeting by following the procedures set out in "Convening of an extraordinary general meeting on requisition by shareholders" above.

(c) Enquiries to the Board

Shareholders may put forward enquiries to the Board to the extent such information is publicly available to the Company Secretary who is responsible for forwarding communications relating to matters within the Board and communication relating to ordinary business matters, such as suggestions, inquiries and consumer complaints, to the Chief Executive Officer, in writing to the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the enquiries.

股東權利

(a) 按股東要求召開股東特別大會

根據章程細則，任何於遞呈要求日期持有不少於本公司繳足股本(附有於本公司股東大會上表決的權利)十分之一的任何一名或以上的股東，於任何時候均有權透過向董事會或本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個月內舉行。倘於有關遞呈後二十一日內，董事會未有召開該大會，則遞呈要求人士可自行召開大會，遞呈要求人士由於董事會未能召開大會而產生的所有合理費用將由本公司報銷。股東亦有權提名一名人士膺選董事，有關程序可於本公司及聯交所網站查閱。

(b) 於股東大會提呈建議之程序

本公司歡迎股東提呈有關本集團業務及管理的建議於股東大會上討論。有關建議須透過書面要求寄交予本公司的公司秘書。擬提呈建議的股東應遵照上文「按股東要求召開股東特別大會」所載的程序召開股東特別大會。

(c) 向董事會作出查詢

股東有權以書面形式向董事會查詢本公司的公開資料(公司秘書負責將有關董事會職責範圍內的事宜的通訊以及有關日常業務事宜的通訊轉交主要行政人員，例如建議、查詢及顧客投訴)，有關查詢須提交至本公司於香港之主要辦事處或倘本公司不再設有該主要辦事處，則提交至註冊辦事處，須註明查詢事項。

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INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public. The Company updates its shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. The corporate website of the Company (<http://www.f8.com.hk>) has provided an effective communication platform to the public and the shareholders.

COMPANY SECRETARY

The Company engages an external service provider, Ms. Leung Yin Fai, as its company secretary, Mr. Cheung Lee Kwok, the chief operation officer of the Group, is the primary contact person when Ms. Leung Yin Fai can contract.

Ms. Leung Yin Fai, the Company Secretary, is responsible for advising the Board on corporate governance matters and ensuring that the Board policy and procedures, and the applicable laws, rules and regulations are followed. All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures and all applicable laws are followed. Moreover, the Company Secretary is responsible for facilitating communications among Directors as well as with management.

During the year ended 31 March 2019, the Company Secretary has undertaken more than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules.

DIVIDEND POLICY

The Company has adopted a dividend policy on 31 December 2018 which sets out the principles and measures on how the Company may propose a dividend.

The Board will take into account the following factors when considering the payment of dividends:

- i The general financial condition of the Group;
- ii The actual and future operations and liquidity positions of the Group;
- iii The future cash requirements and availability;

投資者關係

本公司相信，維持高透明度是提升投資者關係的關鍵，並致力保持向其股東及投資大眾公開及適時披露公司資料的政策。本公司透過年度、中期及季度報告向股東更新其最新業務發展及財務表現。本公司的公司網站 (<http://www.f8.com.hk>) 已為公眾人士及股東提供一個有效的溝通平台。

公司秘書

本公司已委聘外部服務提供者梁燕輝女士作為公司秘書。本集團營運總監張利國先生為梁燕輝女士可聯絡的主要聯絡人士。

公司秘書梁燕輝女士負責就企業管治事宜向董事會提供意見並確保遵守董事會政策及程序、適用法例、規則及規例。所有董事均可獲得公司秘書的建議及服務以確保董事會進行議事程序及所有適用法律獲得遵守。此外，公司秘書負責促進董事之間以及管理層之間的溝通。

於截至2019年3月31日止年度，公司秘書已遵照GEM上市規則第5.15條的規定參與逾15小時的相關專業培訓。

股息政策

本公司已於2018年12月31日採納股息政策，當中載列有關本公司如何建議派付股息的原則及計量方法。

考慮派付股息時，董事會將考慮以下因素：

- i 本集團的一般財務狀況；
- ii 本集團的實際及未來營運以及流動資金狀況；
- iii 未來現金需要及可動用程度；

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- iv Any restrictions on payments of dividends that may be imposed by the Group's lenders;
- v The general market conditions; and
- vi Any other factor that the Board deems appropriate.

Any declaration and payment of future dividends under the dividend policy will be subject to the Board's determination that the same would be in the best interests of the Group and the shareholders of the Company as a whole. In addition, the declaration and payment of dividends may be subject to legal restrictions or any applicable laws, rules and regulations and the Articles of Association of the Company.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for establishing and maintaining appropriate and effective risk management and internal control systems of the Group. The Group's systems of risk management and internal control include a defined management structure with limits of authority, is designed to help achieve business objectives, safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

An organisational structure with operating policies and procedures, lines of responsibility and delegated authority has been established. The division/department head of each core business segment is accountable for the conduct and performance of such segment within the agreed strategies, which are set by themselves and the Board together, and reports directly to the Board.

- iv 本集團貸款人可能對派付股息施加的任何限制；
- v 整體市況；及
- vi 董事會認為適當的任何其他因素。

根據股息政策宣派及派付未來股息須由董事會確定其是否符合本集團及本公司股東的整體最佳利益後方可作實。此外，宣派及派付股息或會受法律限制或任何適用法律、規則及法規以及本公司組織章程細則所規限。

風險管理及內部監控

董事會全面負責建立及維持本集團適當而有效的風險管理及內部監控系統。本集團的風險管理及內部監控系統包括一個具有職權限制的界定管理架構，旨在協助達成業務目標、保障資產不被擅自使用或處置、確保備存適當的會計記錄以提供可供內部使用或供發佈的可靠財務資料，以及確保遵守相關法律及法規。系統旨在為防範重大失實陳述或損失提供合理（但非絕對）的保證，並管理（而非消除）營運系統失靈及本集團未能達成目標的風險。

本集團已建立一套組織架構，訂明相關的營運政策及程序、職責及權限。各核心業務分部的分部／部門主管根據彼等與董事會共同制定的協定策略，對該分部的運作及表現負責，並直接向董事會報告。

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In the course of conducting the business of the Group, it is exposed to various types of risks. During the year ended 31 March 2019, the following principal risks of the Group were identified and classified into strategic risks, operational risks, financial risks and compliance risks.

在開展本集團業務過程中，其面臨各種風險。於截至2019年3月31日止年度，本集團將下列主要風險識別及分類為戰略風險、營運風險、財務風險及合規風險。

Risk Areas 風險領域	Principal Risks 主要風險
Strategic Risks 戰略風險	Sensitivity to government policies; keeping up with new technologies and customers' taste; market competition risk, reputation risk 對政府政策的敏感性、保持新技術及客戶品味、市場競爭風險、聲譽風險
Operational Risks 營運風險	Insufficient labour supply; workplace injury; disruption of IT system 勞動力供給不足、工傷、資訊科技系統中斷
Financial Risks 財務風險	Liquidity risk, credit risk, interest rate risk, foreign exchange risk, inflation risk 流動資金風險、信用風險、利率風險、外匯風險、通脹風險
Compliance Risks 合規風險	Risk related to occupation safety and health; risk of non-compliance with ordinances related to employment; change of listing rules and relevant company regulations and ordinances 與職業安全和健康有關的風險、不遵守與就業有關的法例的風險、上市規則及相關公司規例及條例更改

The Board is ultimately responsible for the risk management of the Group and it has delegated to executive management to carry out the risk identification and monitoring procedures. The objectives of the risk management are to enhance the governance and corporate management processes as well as to safeguard the Group against unacceptable levels of risks and losses.

董事會最終負責本集團的風險管理，且其已授權最高行政管理層進行風險識別及監控程序。風險管理的目標是增強管治及企業管理程序，並保障本集團免遭不能接受的風險及損失。

The risk management process of the Group will involve, among others, (i) an annual risk identification and analysis exercise which involves assessment of the consequence and likelihood of risks and the development of risk management plans for mitigating such risks; and (ii) an annual review of the implementation of the risk management plans and fine tuning of the implementation plan when necessary.

本集團的風險管理程序將涉及(其中包括)(i)年度風險識別及分析，包括評估發生風險的後果及可能性以及制定降低相關風險的風險管理計劃；及(ii)年度審閱風險管理計劃的執行情況及必要時完善執行方案。

During the Reporting Period and up to the date of this report, the Board, through the Audit Committee, has conducted review of both design and implementation effectiveness of the risk management and internal control systems of the Group, covering all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions are adequate. In this respect, the Audit Committee communicates any material issues to the Board.

於報告期間及直至本報告日期，董事會透過審核委員會，檢討本集團風險管理及內部監控系統的設計及實施成效，涵蓋所有重大監控措施，包括財務、營運及合規控制，以確保本集團的會計、內部審核及財務報告職能均具備充足的資源、員工資歷及經驗、培訓項目及預算。在此方面，審核委員會向董事會通報任何重大事項。

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Although the Group does not maintain an internal audit function, the Board has overall responsibility for the risk management and internal control systems and for reviewing its effectiveness.

The Company will continue to engage external independent professionals to review the Group's system of internal controls and risk management annually and further enhance the Group's internal control and risk management systems as appropriate.

There is currently no internal audit function within the Group. The Directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. Nevertheless, the Directors will continue to review at least annually the need for an internal audit function.

LOOKING FORWARD

The Group will keep on reviewing its corporate governance standards on a timely basis and the Board endeavors to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the CG Code.

儘管本集團並無設立內部審核職能，董事會全面負責風險管理及內部監控系統及其成效檢討。

本公司將繼續聘請外部獨立專業人士每年審閱本集團的內部監控及風險管理情況，進一步加強本集團的內部監控及風險管理系統(如適用)。

本集團目前尚無內部審核職能。董事已檢討內部審核職能的需要，並認為鑑於本集團業務規模、性質及複雜程度，任命外部獨立專業人士執行內部審核職能將更具成本效益以滿足本集團需求。然而，董事會將每年至少檢討一次內部審核職能的需要。

展望未來

本集團將繼續及時審閱其企業管治標準，而董事會將竭力採取必要措施，以確保符合規定常規及標準，包括企業管治守則的條文。

Environmental, Social and Governance Report

環境、社會及管治報告

APPROACH

F8 Enterprises (Holdings) Group Limited (hereafter called “**the Company**” or “**F8**”) and its subsidiaries (collectively, the “Group” or “we”) are principally engaged in the business of sale and transportation of diesel oil and related products in Hong Kong. The Group also supplies marine diesel oil used for construction vessels and lubricant oil used for construction machinery and vehicles. While integrating sustainability into its business strategy, the Group has taken into account various factors, including business-related challenges, work ethics, global trends, applicable laws and regulations, in order to constantly promote business growth and achieve long-term sustainability. The Group is constantly seeking opportunities to grow its business that will be beneficial not only to its shareholders, but also to its suppliers, customers and the environment in which it operates.

The Group recognises its responsibilities and accountability to all its stakeholders, including customers, existing shareholders and potential investors, employees, suppliers, non-governmental organizations (NGOs) and local community. Understanding the needs and expectations of the stakeholders is the key to the Group’s success. As each stakeholder requires a different engagement approach, at F8, we have established tailor-made communication methods in order to better meet each stakeholder’s needs and expectations.

Within the Group, we often keep a close eye on monitoring the risks and exploring potential opportunities. For the sake of striking a balance among business needs, social demands and environmental impacts, we are committed to continuously monitoring the risks and opportunities which exist in our daily operations, and at the same time, embracing transparent corporate culture to ensure that our sustainability strategies are well communicated to our employees, customers, the communities and other stakeholders.

To implement sustainability strategies which apply to all levels of the Group, the top-down approach is adopted for the following sustainability strategies:

1. To achieve environmental sustainability
2. To respect human rights and social culture
3. To engage with stakeholders
4. To support our employees
5. To sustain local communities

方法

F8企業(控股)集團有限公司(以下簡稱「**本公司**」或「**F8**」)及其附屬公司(統稱「**本集團**」或「**我們**」)主要在香港進行柴油及相關產品的銷售及運輸業務。本集團亦提供工程船舶的船用柴油以及工程機器及汽車的潤滑油。本集團將可持續發展能力融入業務策略時，已考慮各種因素，當中包括與業務相關的挑戰、職業道德、全球趨勢、適用法律法規，以不斷促進業務增長與實現長期可持續發展。本集團不斷尋求發展業務的機會，不僅有利於股東，亦有利於供應商、客戶及其經營業務所在環境。

本集團承認其須對所有權益人負責並接受問責，該等人士包括客戶、現有股東及有意投資者、僱員、供應商、非政府機構(NGO)及當地社區。了解權益人的需要及預期是本集團成功的關鍵。由於各權益人需要採用不同的參與方式，在F8，我們已建立多種按情況釐定的溝通方法，以便更能滿足各權益人的需要及預期。

在本集團內部，我們經常密切關注風險監控並發掘潛在機會。為在業務需要、社會需求及環境影響之間取得平衡，我們致力於持續監控日常運營中存在的風險及機會，同時採用高透明度的企業文化，以確保我們能將可持續發展策略清楚介紹予僱員、客戶、社區及其他權益人認識。

為實施適用於本集團各級員工的可持續發展策略，本集團已採用上行下效的方式實施以下可持續發展策略：

1. 實現環境可持續發展
2. 尊重人權及社會文化
3. 與權益人接觸
4. 支援員工
5. 使當地社區可持續發展

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

The Group is pleased to present its Environmental, Social and Governance (“ESG”) Report. The content contained herein focuses on providing an overview of the environmental, social and governance performance of its major operations in Hong Kong for the year ended 31 March 2019 (the “Reporting Year”). This also facilitates the Group to conduct thorough performance review and evaluation to enhance the overall performance results in the future. The Reporting Year is consistent with our financial year.

Scope of the Report

This report has been prepared in accordance with the “Environmental, Social and Governance Reporting Guide” in Appendix 20 to the GEM Listing Rules of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The report summarizes our ESG performance from 1 April 2018 to 31 March 2019, and covers two ESG subject areas, namely Environmental and Social, including our management policies, mechanisms and measures in place during the Reporting Year with respect to environmental protection, emission reduction, safe workplace, personnel training and drills, supply chain management and community investment and engagement. A focus is placed on certain aspects closely relevant to our shareholders and stakeholders, and our full commitment to sustainable development of the Group as a whole.

Feedback

For details of our ESG performance, corporate governance as well as financial performance, please visit our website at <http://www.f8.com.hk> and our Annual Reports. Your comments and suggestions will be greatly appreciated, and will help us improve our performance. Please send your feedback and enquiries to our Customer Service Manager at cs@f8.com.hk.

關於本報告

本集團欣然提呈環境、社會及管治（「環境、社會及管治」）報告。本報告所載內容集中於概述其截至2019年3月31日止年度（「報告年度」）在香港的主要業務於環境、社會及管治方面的表現。此舉有助本集團進行全面表現檢討及評估以改善未來整體表現結果。報告年度與我們的財政年度一致。

報告範圍

本報告按照香港聯合交易所有限公司（「聯交所」）GEM上市規則附錄二十《環境、社會及管治報告指引》編寫。本報告概述我們2018年4月1日至2019年3月31日期間在環境、社會及管治方面的表現，涵蓋兩個環境、社會及管治主要範疇，有關範疇指環境及社會，尚中包括報告年度已實施有關環境保護、減排、工作環境安全、人才培養及訓練、供應鏈管理以及社區投入與參與等方面的管理政策、機制及措施。我們主要集中匯報對我們股東及權益人切身相關的若干層面，致力讓本集團整體可持續發展。

回饋意見

有關我們的環境、社會及管治以及財務表現詳情，請瀏覽我們的網站<http://www.f8.com.hk>及年度報告。我們將非常感謝閣下的意見及建議，其將有助我們提升表現。請將閣下的反饋意見及查詢項目發送予我們的客戶服務經理（電郵：cs@f8.com.hk）。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT F8

Our Business

F8 was listed on the GEM Board of the Stock Exchange with the stock code of 8347. The principal operating activity of the Group is the sale and transportation of diesel oil and related products in Hong Kong, and also the supply of marine diesel oil for construction vessels and lubricant oil for construction machinery and vehicles. With the competitive advantage of economies of scale, with our experienced management, our own diesel tank wagons and marine diesel oil barge, the Group enjoys a competitive edge in the diesel oil industry in Hong Kong.

Our Vision

To maintain the leading position in the industry in order to provide high quality products and services in Hong Kong.

Our Mission

To provide the best quality and safe products and services to meet customers' demands and create value to the shareholders and investors.

Board of Directors (the "Board")

As at the date of this announcement, the Board consists of:

Executive Directors 執行董事

Mr. Fong Chun Man (*Chairman*)
方俊文先生(主席)

Ms. Lo Pui Yee
勞佩儀女士

Mr. Chan Chi Fai
陳志輝先生

Mr. Li Hok Yin
李學賢先生

Independent Non-executive Directors 獨立非執行董事

Mr. Chui Chi Yun, Robert
崔志仁先生

Mr. Kwong Yuk Lap
鄺旭立先生

Mr. Wang Anyuan
王安元先生

關於 F8 業務

F8於聯交所GEM上市，股份代號為8347。本集團主要經營的業務為在香港銷售及運送柴油及相關產品與工程船舶的船用柴油以及工程機器及汽車的潤滑油供應。憑藉規模經濟帶來的競爭優勢、我們管理層的豐富經驗、本身的柴油貯槽車及船用柴油駁船，本集團在香港的柴油業享有競爭優勢。

願景

維持行業領先地位，以便在香港提供優質的產品及服務。

使命

提供最優質及安全的產品及服務，以滿足客戶需求，為股東及投資者締造價值。

董事會(「董事會」)

於本公告發出當日，董事會成員包括：

Environmental, Social and Governance Report

環境、社會及管治報告

OUR STAKEHOLDERS

The Group actively strives to better understand and engage its stakeholders to ensure continuous improvements. We strongly believe that our stakeholders would play a crucial role in sustaining the success of our business in the challenging market.

權益人

本集團積極努力以更了解權益人並加深與之溝通，從而確保持續進步。我們堅信，權益人在使我們業務在充滿挑戰的市場中繼續取得成就方面發揮關鍵作用。

Stakeholders 權益人	Probable issues of concern 可能關注的事宜	Communication and responses 溝通與回應
HKEx 香港交易所	Compliance with Listing Rules 遵守上市規則	Routine meetings, website updates and announcements 例行會議、網站更新及公告
Government 政府	Corporate governance Compliance with laws and regulations 遵守有關企業管治的法律及法規	Compliance checks in cooperation with government and regulatory authorities 配合政府及各監管機構執行各項合規檢查 Periodic filings Workshops/seminars 定期申報參與宣導會／研討會
Suppliers 供應商	Fair competition/quality and price 公平競爭／質素及價格 Stable payment terms 穩定還款期	Business communication/procurement contract/e-mail and telephone contact 業務溝通／採購合約／電子郵件及電話聯繫
Shareholders/ Investors 股東／投資者	Financial performance 財務業績 Corporate governance 企業管治 Market image 市場形象	Information published on websites of the Company/the stock exchange (e.g. announcements, circulars, quarterly results reports, interim reports, annual reports, etc.) 於本公司／聯交所網站公佈訊息(例如公告、通函、季度業績報告、中期報告、年報等) Shareholders' general meetings 股東大會 Press releases 新聞稿
Media & Public 媒體及公眾	Corporate governance, environmental protection, and human rights 企業管治、環境保護及人權	Explanation on key issues/press releases 關切議題溝通說明文件／新聞稿

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholders 權益人	Probable issues of concern 可能關注的事宜	Communication and responses 溝通與回應
Customers 客戶	<p>Product quality 產品品質</p> <p>Prohibited/restricted substance management 禁用/限用物質管理</p> <p>Environmental, safety and health management performance 環境、安全及衛生管理績效</p> <p>Implementation performance of the code of conduct (labour relations/labour rights/compliance with laws and regulations) 行為準則執行績效(勞資關係/勞工權利/法律及規例合規度)</p> <p>Transparency and reliability of information disclosure 資訊披露透明度與可靠性</p>	<p>Business visits/routine meetings/regular and irregular communication meetings 業務拜訪/例行會議/定期及不定期的溝通會議</p> <p>Audit feedback/self-managed performance feedback 稽核回饋/自主管理績效回饋</p>
Employees 員工	<p>Salaries and benefits/Labour relations/labour rights and benefits, employee compensation, training and development, work hours, and working environment 薪資福利/勞資關係/勞工權益、僱員補償、培訓及發展、工時及工作環境</p>	<p>The Company's internal website/e-mail/employee suggestion box/Discussion between employees and executives/surveys (irregular) 本公司內部網站/電子郵件/僱員意見箱/僱員幹部座談/問卷調查(不定期)</p>
Community 社區	<p>Environmental issues/compliance with laws 環境事宜/遵守法律</p> <p>Transportation 運輸</p> <p>Employment opportunities/community public welfare 就業機會/社區公益</p>	<p>Sponsoring community public welfare activities/community visits/corporate website 贊助社區公益活動/社區訪問/公司網站</p>

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Section A: Environmental

The Group understands the importance of environmental protection and we promise not to sacrifice the environment in exchange for our business development. We believe a sustainable business should put environmental protection into practice and achieve corporate social responsibilities in actions.

Our dedicated effects were proven effective as there was no material non-compliance issue with relevant laws and regulations related to the environment for the reporting year. The Group will continue to be alert to any non-compliance behavior relating to critical environmental problems.

Emissions

Reducing emissions for environmental protection is always the top priority of the Group. The emissions data, which includes both the air emissions and greenhouse gas emissions, is measured for better understanding our environmental impacts and taking meaningful actions in the future.

Air Pollutants Emissions

As the Group's core business activity is the sale, supply and transportation of diesel oil and related products in Hong Kong, the Group's emissions are mainly generated from the operations of 11 diesel oil tank wagons and 1 marine diesel oil barge. The Group's emissions of air pollutants from composed of nitrogen oxides ("NOx"), sulphur oxides ("SOx") and particulate matter ("PM").

環境、社會及管治報告

A節：環境

本集團深明環保十分重要，而我們承諾不會犧牲環境換取業務發展。我們認為可持續發展的企業應將環境保護付諸實行，並在行動中實現企業社會責任。

我們付出的努力顯見成效，原因是報告年內並無與環境相關有關法律及法規的重大不合規問題。本集團將繼續警惕以防出現任何與關鍵環境問題有關的不合規行為。

排放物

為環保減少排放物一向乃本集團的首要任務。本集團會計量排放物數據，當中包括空氣污染排放物及溫室氣體排放，以便更了解我們對環境的影響並在未來採取有意義的行動。

空氣污染排放物

由於本集團的核心業務為在香港進行柴油及相關產品的銷售、供應及運輸，故本集團的排放物主要源自營運11輛柴油貯槽車及1艘船用柴油駁船。本集團的空氣污染排放物由氮氧化物（「氮氧化物」）、硫氧化物（「硫氧化物」）及懸浮微粒（「懸浮微粒」）組成。

Environmental, Social and Governance Report

環境、社會及管治報告

During the Reporting Year, the total air emissions produced by the Group amounted to approximately 2,749 kg¹, which increased by approximately 14.55% compared to last year². The emission intensity was approximately 250 kg per vehicles. The increased air pollutant emissions were mainly attributable to the rising demand of diesel oil and related products leading to the increased usage of vehicles for transportation. We aim at continuing to alleviate our adverse environmental impact by making more efforts to reduce the air pollutants emissions in the coming years.

於報告年度，本集團產生的空氣污染排放物總量約為2,749 千克¹，較去年增加約14.55%²。每輛汽車的排放強度約為250 千克。空氣污染排放物增加的主要原因是柴油及相關產品需求上升導致增加用汽車作運輸用途。我們旨在未來數年繼續加倍努力減少空氣污染排放物，藉此減輕我們對環境造成的不利影響。

Air Pollutants 空氣污染排放物	Weight (kg) — 2017/18 重量(千克)–2017/18 年	Weight (kg) — 2018/19 重量(千克)–2018/19 年	% Change 百分比變動
NOx 氮氧化物	2,237.18	2,562.78	↑ 14.55%
SOx 硫氧化物	2.06	2.36	↑ 14.56%
PM 懸浮微粒	160.86	184.27	↑ 14.55%
Grand Total 總計	2,400.10	2,749.41	↑ 14.55%

¹ Due to the limitation of data collection, the emission data included only the operation of tank wagons.

² Adjustments had been made on the air emissions data for last year when compared with our last ESG Report because the estimation method of travelling distance of transportation was updated based on the latest "Transport — Energy Utilization Index" issued by Electrical and Mechanical Services Department on 9 October 2018 at ecib.emsd.gov.hk/en/indicator_trp.htm.

¹ 由於數據蒐集受到限制，故排放數據僅包括貯槽車營運。

² 與去年環境、社會及管治報告比較，去年的空氣污染排放物數據已進行調整，皆因估計運輸行車距離的方法已根據機電工程署於2018年10月9日透過 ecib.emsd.gov.hk/en/indicator_trp.htm 發出最新的「運輸—能源消耗指標」更新。

Environmental, Social and Governance Report

環境、社會及管治報告

Greenhouse Gas Emissions

Greenhouse gas (“GHG”) emissions are the main culprits of global warming. For the sake of reducing GHG emissions, we embrace in green-driving practices in our day-to-day operations, including the usage of Euro V Standard vehicles. We are committed to environmental conservation, natural resource saving and waste reduction.

During the Reporting Year, the total GHG emissions were approximately 404 tonnes, which increased by 14.76% when comparing with last year³. In respect of our 22 employees, the GHG emission intensity was approximately 18.4 tonnes per employee.

Our greenhouse gas emissions were mainly classified into three scopes:

Scope 1: Direct emissions from the usage of fuels by our vehicles⁴;

Scope 2: Energy indirect emissions⁵; and

Scope 3: Indirect emissions of paper disposal at landfills.

溫室氣體排放

溫室氣體(「溫室氣體」)排放是全球變暖的罪魁禍首。為減少溫室氣體排放，我們在日常運營中採用綠色駕駛措施，當中包括使用歐盟五型標準的汽車。我們致力保護環境，節約天然資源並減廢。

報告年度內，溫室氣體排放總量約為404噸，與去年比較增加14.76%³。就我們的22名僱員而言，每名僱員的溫室氣體排放強度約為18.4噸。

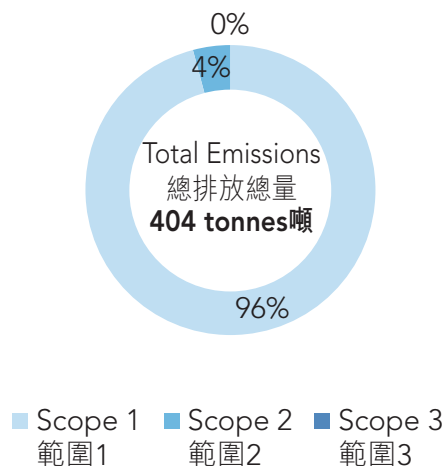
我們的溫室氣體排放主要分為三個範圍：

範圍1：汽車使用燃油造成直接排放⁴；

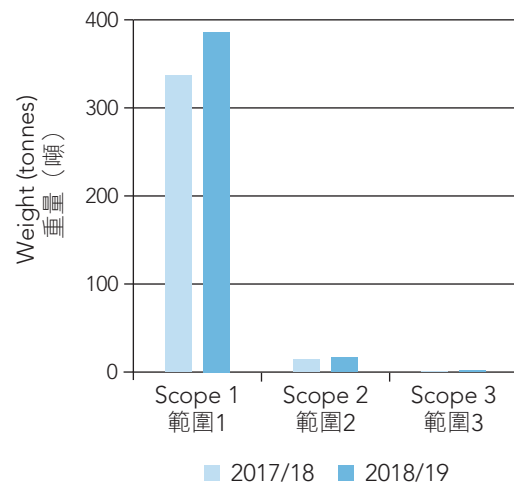
範圍2：能源間接排放⁵；及

範圍3：於堆填區棄置紙張造成間接排放。

Greenhouse gas emissions 溫室氣體排放量 2018/19



Comparison of greenhouse gas emissions by scope 按範圍比較溫室氣體排放量



³ Adjustments had been made on the GHG emissions data for last year when compared with our last ESG Report because the emission factor of the electricity consumption was updated based on the latest Sustainability Report 2017/18 issued by CLP Holdings Limited.

⁴ Due to the limitation of data collection, the direct emission data included only the operation of tank wagons.

⁵ The latest carbon emission factor announced by CLP Holdings Limited was 0.51 CO₂e/kWh.

³ 與去年環境、社會及管治報告比較，去年的溫室氣體排放數據已進行調整，皆因有關電力消耗的排放因素已根據中電控股有限公司刊發最新的2017/18年可持續發展報告(Sustainability Report 2017/18)更新。

⁴ 由於數據蒐集受到限制，故直接排放數據僅包括貯槽車營運。

⁵ 中電控股有限公司公佈的最近期碳排放因子為0.51二氧化碳當量/千瓦時。

Environmental, Social and Governance Report

環境、社會及管治報告

An environmental protection policy was set up and circulated to ensure that employees have taken environmental protection into consideration in their daily operations. A paperless office was also advocated, a reminder was posted near the printer, reminding employees to print on double sides of each paper, and the single-sided-printed paper should be collected for re-use. Since the direct emissions from the operations of our vehicles was the major culprit for the greenhouse gas emissions of Scope 1, we will strengthen our energy-saving monitor measures such as investing more on the energy-saving vehicles and planning the most effective travelling routes. Alongside the vehicle usage, our GHG emissions also attributed to the indirect emissions from the electricity consumption of Scope 2 as well as the paper waste disposal of Scope 3. We advocated energy conservation and paperless environment in our office during daily operations in order to whittle down the emissions from the above sources in Scopes 2 and 3. We will actively engage in environmental protection and sustainability plans in the future.

Waste Management

The Group is mainly engaged in the business of sale and transportation of diesel oil and related products in Hong Kong. The business operations of the Group produces no hazardous waste, e.g. chemical wastes, clinical wastes and hazardous chemicals.

During the Reporting Year, the non-hazardous waste produced by the Group was mainly the paper waste, which amounted to 325 kg with an increase of 41.30% compared to last year. The paper wastes produced per employee was 14.77 kg per employee, increased by 41.34% compared to last year. Although the paper consumption increased when comparing with last year, the awareness of paperless environment has been raised among our employees and we strive for reducing paper consumption in the coming years.

Recycling bins are placed in our office. A food waste decomposer machine is also in place for handling food wastes. Reusable tableware is provided in our pantry to reduce wastage of discarded cardboard food containers and tableware. Double-sided printing and reuse of single-sided-printed paper are also advocated for reducing our paper waste. Moreover, paperless workplace is encouraged by using electronic documents instead of printed documents.

制定並向所有僱員傳閱環保政策，確保僱員已將環境因素融入日常營運，並提高僱員的環保意識。本集團亦提倡無紙辦公室，在打印機附近張貼提示，提醒僱員每張紙亦雙面打印，並應收集單面打印的紙張以便重用。由於汽車運作直接排放物乃範圍1溫室氣體排放的罪魁禍首，故我們將加強節能監控措施，例如投資更多節能汽車並規劃最有效的行車路線。除了使用汽車，我們的溫室氣體排放亦由於範圍2耗電及範圍3處置廢紙造成間接排放所致。我們在日常營運中提倡節約能源及無紙辦公室環境，以減少上述來自範圍2及3的排放物。我們將在未來積極參與環保及可持續發展計劃。

廢棄物管理

本集團主要在香港進行柴油及相關產品的銷售及運輸業務。本集團的業務營運不會產生危險廢物，例如化學廢物、醫療廢物及危險化學品。

於報告年度，本集團產生的非危險廢物主要為廢紙，數量為325千克，較去年增加41.30%。每名僱員產生的廢紙重14.77千克，較去年增加41.34%。儘管耗紙量與去年比較有所增加，惟我們的僱員對無紙環境的意識亦有所提高，我們會努力在未來數年減少耗紙。

我們的辦公室內已放置回收箱。我們亦設有廢棄食物分解機用於處理廢棄食物。我們在茶水間提供可重用的餐具，以減少因丟棄紙製食物容器及餐具而造成浪費。我們亦倡議雙面打印並重用僅已單面打印的紙張，以減少浪費紙張。此外，通過使用電子文件而非打印文件鼓勵無紙工作場所。

Environmental, Social and Governance Report

環境、社會及管治報告

The 3 Rs Principles we uphold:

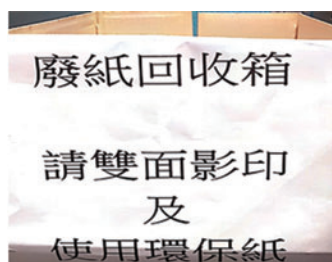
我們堅持 3R 原則：



Recycle
循環再用



Reuse
重用



Reduce
減少

Use of Resources

The Group is committed to become an environmental-friendly and — sustainable enterprise to promote environment protection. To reduce carbon emission and footprint, we have also undertaken carbon reduction measures in our daily operations.

Energy Consumption

During the Reporting Year, the total electricity consumption amounted to approximately 32.5 MWh, with an increase of approximately 17.6% compared to that of last year. The electricity consumption intensity was approximately 1.5 MWh per employee, with an increase of approximately 17.6% compared to that of last year.

The Group is fully aware of the importance of conserving our electricity resources. We encourage our employees to conserve energy and resources in the Group's daily operations, including the consistent "no-light policy" during lunch time. In the daytime, natural lighting is used for illuminating if possible, and thus saving the electricity. Furthermore, power saving mode is activated for our printers, which are automatically switched to power-saving mode to reduce energy consumption if they are idle for more than 15 minutes. Energy-efficient appliances, including light bulbs and refrigerator, are also in place to reduce the energy consumption.

使用資源

本集團致力成為支持環保的可持續發展企業，促進環保。為減少碳排放及足跡，我們亦在日常運營中採取減碳措施。

能源消耗

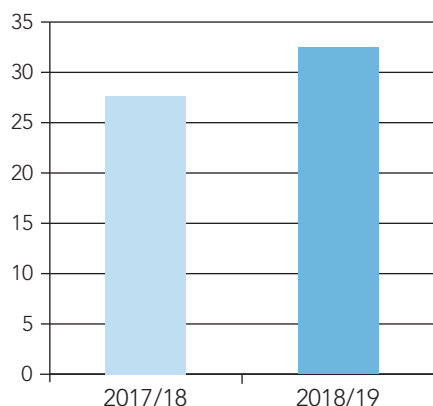
報告年度內，電力消耗總量約為 32.5 兆瓦時，與去年比較增加約 17.6%。用電強度約為每名僱員 1.5 兆瓦時，與去年比較增加約 17.6%。

本集團充分了解節約電力資源的重要性。我們鼓勵僱員工在本集團日常業務中節約能源及資源，當中包括在午飯期間繼續「無光政策」。在日間，如可行，以天然採光方式照明，從而節省電力。另外，打印機亦調校至省電模式，倘打印機閒置多於 15 分鐘，則打印機就會自動轉至省電模式減低能源消耗。我們亦已安裝節能電器，當中包括燈泡及冰箱，可降低耗能。

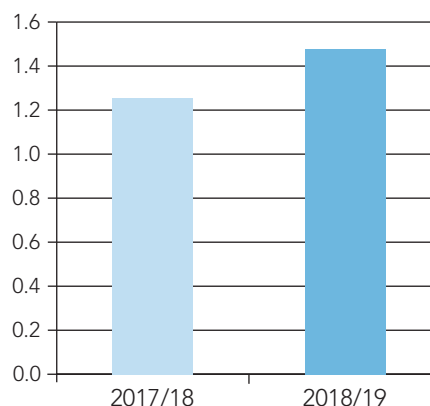
Environmental, Social and Governance Report

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Total Electricity Consumption
(MWh)
總耗電量
(兆瓦時)



Electricity Consumption Intensity
(MWh per employee)
用電強度
(每名僱員兆瓦時)



Water Consumption & Packaging Materials

As the Group's business focuses on sale and transportation of diesel oil products, its operations have no special demand for water or packaging materials. In respect of water sourcing for office use, since the water source is from the governmental department, there was no water sourcing issue during the Reporting Year.

耗水及包裝材料

由於本集團的業務專注於柴油產品的銷售及運輸，故其業務對水或包裝材料並無特殊需求。就辦公室用水而言，由於水源來自政府部門，故報告年度內並無供水問題。

The Environment and Natural Resources

The Group believes that corporate development should not come at the expenses of the environment. Therefore, we have been implementing environmental friendly practice in various aspects. For example, we have invested in three vehicles of Euro V standard, advocated electricity-saving means and adopted paperless working environment to reduce unnecessary resource consumptions.

環境與天然資源

本集團相信，公司發展不應以環境為代價。因此，我們在各方面一直採取環保措施。例如，我們投資三輛歐盟五型標準的汽車，主張採取省電方法，並已採用無紙工作環境，以減少不必要的耗紙。

Due to the increased usage of vehicles for transportation of diesel oil and related products and the expansion in our business, our air emissions, carbon emissions and electricity consumption increased when compared with the emission from last year. Nonetheless, the awareness of environmental protection and sustainability has been raised among our employees.

由於增加使用汽車運輸柴油及相關產品以及擴展業務，我們的空氣污染排放物、碳排放及耗電量與去年的排放物相比有所增加。然而，僱員亦已提高環保意識及可持續發展能力。

In addition, in order to prevent any diesel oil leakage during both land and water transport, the oil tank wagons and barge are inspected frequently and are closely monitored. Instant repairs and maintenance are carried out in case any unusual conditions are found in our vehicles. In addition, we have enough spare vehicles for backup when needed. Moreover, for the oil tank barge, we have contracted with a crew of experienced sailors to monitor the daily operations of the water transportation.

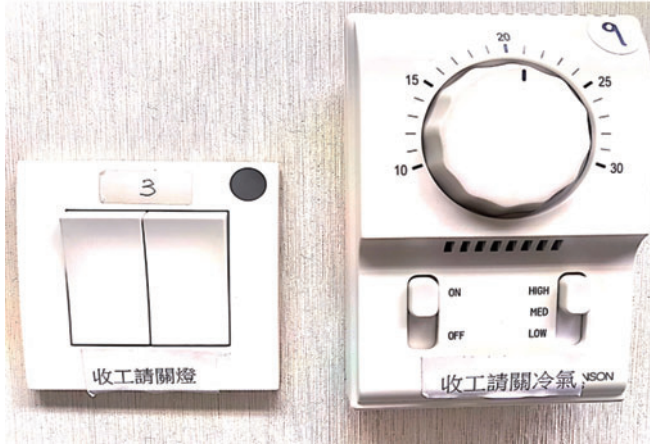
此外，為防止陸路及海路運輸過程中洩漏柴油，我們經常檢查且密切監控柴油貯槽車及駁船。倘發現汽車情況異常，則我們會立即進行維修及保養。此外，我們有足夠的備用汽車可供在需要時使用。此外，就柴油槽駁船而言，我們已與一組經驗豐富的水手訂立合約，監督有關海路運輸的日常業務。

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As for our efforts made on environmental protection, we are pleased to report that there was no material non-compliance issue regarding relevant regulations and laws during the Reporting Year.

就我們在環保方面的努力而言，我們欣然彙報在報告年度內並無與相關法規及法律有關的重大不合規事宜。



Labels reminding staff to switch off idle appliances
提醒員工關閉閒置電器的標籤



Grade 1 Energy Label of refrigerator
有關冰箱的1級能源標籤

Natural lighting design in the office
辦公室的天然採光設計

Section B: Social — Employment and Labour Practices

Employment

All employees are always treasured as the most valuable assets of our Group. We value our employees' contribution and dedication to our business development. As such, we adopt an employee-oriented approach in attracting, developing and retaining the best people to support our business development.

B節：社會 — 僱傭及勞工常規

僱傭

全體僱員一直被珍視為本集團最寶貴的資產。我們重視僱員對我們業務發展的貢獻及奉獻精神。因此，我們採用以員工為主的方法以吸引、培養及挽留最優秀的人才支持我們的業務發展。

Environmental, Social and Governance Report

環境、社會及管治報告

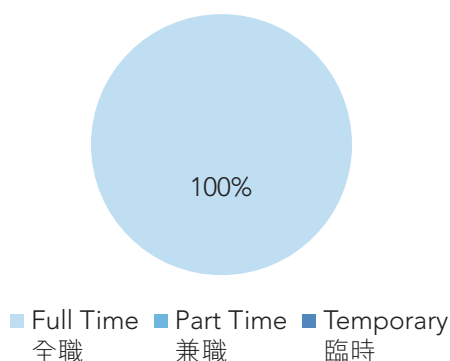
Our Employees

As at 31 March 2019, the Group consisted of 22 employees, who are working as full time employees and are based in Hong Kong. Our employees' male-to-female ratio was approximately 3:1 due to the nature of our industry. Our employees are also diversified in various age groups. We believe that our diverse and inclusive workforce enhances our business by enabling innovative ideas and better communication. With over 55% of our employees serving the Group for 3 years or above, our efforts in maintaining a sustainable workforce has paid off. The detailed compositions of our employees are as follows:

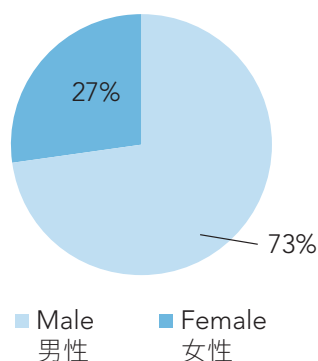
僱員

於2019年3月31日，本集團由22名僱員（均為全職僱員並在香港工作）組成。鑑於行業性質，我們僱員男女比例約為3:1。我們的僱員年齡多元，介乎不同的年齡組別。我們相信，我們的多元化及具包容性的員工團隊透過實現創新理念及良好溝通，可帶領我們業務進步。超過55%的僱員於本集團服務三年或以上，可見我們在維持可持續勞動力方面的努力已見成效。我們僱員的詳細成員組合如下：

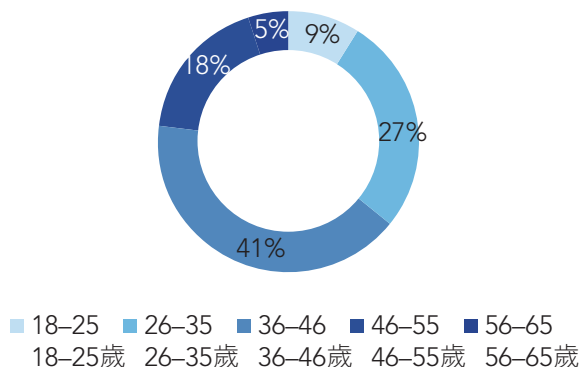
By Employment Type
按僱傭類型分類



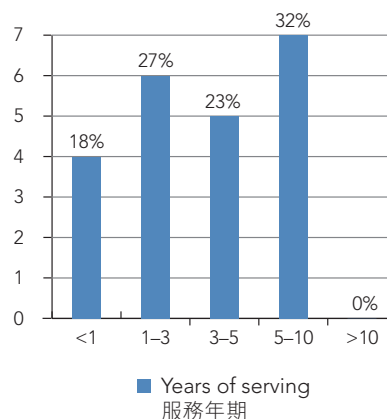
By Gender
按性別分類



By Age Group
按年齡組別分類



By Years of Serving the Group
按於本集團的服務年期分類



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Employee Benefits

The Group has established a long-term favourable relationship with its employees. We offer competitive and attractive remuneration package, including on-the-job training and year-end bonus, to our employees.

We continuously assess our employees based on their performance for the decision of salary increase, bonus amount and promotion opportunities in order to keep them up to the Group's standard and reward them for their contributions. A transparent mechanism takes into account various factors, including but not limited to, employees' job responsibilities, quality of work, capability and attitude, for annual pay rise, bonus and promotion. Moreover, the Group provides attendance incentives to promote morale and sense of belonging to the Group.

In addition, we contribute to the Mandatory Provident Fund and employees' compensation insurance with reference to the relevant regulations and laws. Medical allowances are also provided by the Group to employees covering their clinic consultation, traditional Chinese medicine, dentistry, etc., as a basic benefit for employees.

The Group understands that taking a break by its staff from time to time is necessary for accomplishing the long-term goals of the Group, and so, it strives to strike a proper work-life balance of its employees, providing them 6-day work per week with 8 working hours per weekday and 3 working hours every Saturday. We appreciate the efforts of employees during their working hours, and advocate a no-overtime-working culture, to allow sufficient rest time for employees. In case overtime is needed, overtime compensation is paid to employees according to the actual additional working hours. Apart from annual leave, employees are also entitled special leaves to meet their families' needs, such as funeral leave, maternity leave and paternity leave, etc.

To the further enhance the Group's relationship with the employees, the Group held annual dinner and annual Christmas Party increase employees' morale as well as to provide a platform for both parties to understand each other better. We also highly appreciate suggestions of company activities from our employees.

The Group strictly abides with the Employment Ordinance (Cap.57), Employees' Compensation Ordinance (Cap. 282), Mandatory Provident Fund Schemes Ordinance (Cap. 485) and other relevant laws and regulations which cover all employment protection and benefits.

During the Reporting Year, the market competitive employee benefits and the tight employer-and-employee bonding help keep the monthly average turnover rate as low as approximately 4.19%.

僱員福利

本集團與其僱員已建立長期的良好關係。我們為僱員提供具競爭力及吸引力的薪酬待遇，包括在職培訓及年終花紅。

我們基於僱員的表現持續對其作出評估，以決定加薪幅度、花紅金額及晉升機會，從而令彼等達致本集團的標準並獎勵彼等作出貢獻。我們就年度加薪、花紅及晉升設有高透明度的機制，當中計及各種因素，包括但不限於僱員職責、工作質素、能力及態度。此外，本集團設有勤工獎以提升僱員士氣及加強彼等對本集團的歸屬感。

此外，我們參考相關法規及法律向強制性公積金及僱員補償保險作出供款。本集團亦向僱員提供醫療津貼，當中涵蓋診所診症、傳統中醫、牙科服務等，以作為員工的基本福利。

本集團明白，不時讓僱員休息為實現本集團長遠目標所需，因此，本集團致力為其僱員於工作與生活之間爭取適當平衡，讓彼等每週工作六日，平日每日工作八小時，每週六工作三小時。我們感謝僱員於辦工時間作出的努力，並提倡不超時工作文化，以使僱員有足夠時間休息。倘需超時工作，則本集團會根據實際的額外工時向僱員支付超時工作的補償。除年假外，僱員亦可享有特別假期以配合家庭需要，例如喪假、產假及侍產假等。

為進一步鞏固本集團與僱員之間的關係，本集團舉行週年晚宴及週年聖誕派對增加僱員士氣，同時為雙方提供進一步互相了解的平台。我們亦十分歡迎僱員就本公司活動提出意見。

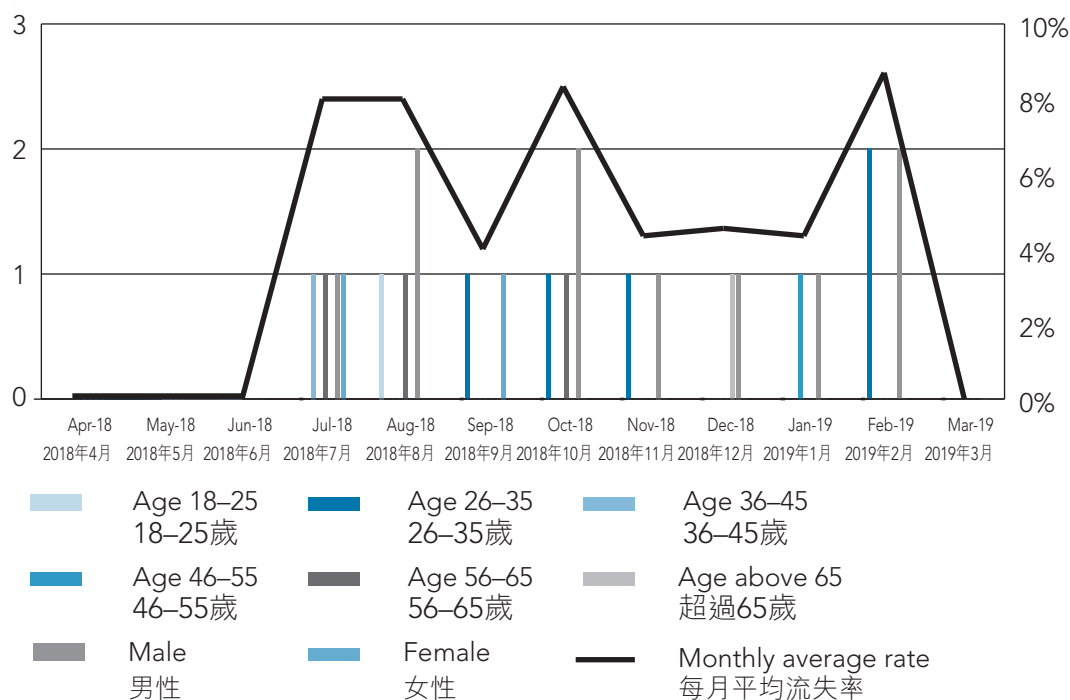
本集團嚴格遵循僱傭條例(第57章)、僱員補償條例(第282章)、強制性公積金計劃條例(第485章)以及涵蓋所有僱員保障及福利的其他相關法律及法規。

於報告年度，具市場競爭力的僱員福利及僱員之間的緊密關係有助維持每月平均流失率低至約4.19%。

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Number of Turnover and Turnover Rate
流失人數及流失率



Harmonious Workspace

We strive for building a harmonious and inclusive work environment, free from any harassment and discrimination. The Group is active in recruiting people of different nationalities, genders, ages and religions in a fair and impartial principle, which is consistently applied in recruitment, remuneration and benefits, holidays, training, promotion opportunities, etc. We have zero tolerance for any form of discrimination, including those related to gender, sexual orientation, disability, age, ethnic group or race, family status or other personal characteristics protected by laws. We aspire to providing a non-discriminatory environment and assessing employees based on their abilities, skills, qualifications and performance.

和諧工作空間

我們致力構建和諧及包容的工作環境，以免遭任何騷擾及歧視。本集團積極按公平公正的原則招聘不同國籍、性別、年齡及宗教的人士，此原則一貫應用於招聘、薪酬及福利、假期、培訓、晉升機會等。我們對任何形式的歧視（包括與性別、性取向、殘疾、年齡、民族或種族、家庭狀況或其他受法律保護的個人特徵有關的歧視）持零容忍的態度。我們志於提供無歧視的環境，並根據僱員的能力、技能、資歷及表現作出評估。

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Health and Safety

The Group is committed to providing a safe work environment for its employees. The Group aims not only to meet the minimum occupational health and safety standards required by relevant laws, but to exceed them. All employees are required to abide by the staff manual and the safety code. Moreover, regular safety trainings are provided for all our drivers, to ensure that they all understand the safe work procedure of handling the oil tank wagons.

The Group purchases medical insurances for all our staff against any clinical, dental, hospital and surgery costs. The Employee's Compensation insurance is closely monitored and adjusted according to the headcounts. In the light of these practices, no work injury permanent disability case was noted during the Reporting Year, and thus no lost day of work due to work injury. During the Reporting Year, there were also no fatal cases reported, in which we successfully achieved a 0% rate of fatality.

In addition, fire equipment, such as fire extinguishers and fire hydrant, are placed in the office area, in case of any emergency accidents. Clear route to emergency exit is in place for the immediate evacuation.

Development and Training

The Group believes that employees are the most important assets and providing efficient training can promote their sense of career success, increase their motivation and reduce turnover rate. We also focus on the ability requirements of each level of employees to ensure that our employees are grooming with the Company at the same time.

During the Reporting Year, the Group mainly provided informal on-the-job training to employees. The Group provided also regular formal safety trainings for all its 8 drivers and Excel programming updates for its 6 office staff. During the Reporting Year, among the Group's 34 employees including 12 resigned ones, the percentage of male employees and female employees being trained were 38% and 50%. In addition, the percentage of frontline staff being trained was 47%, and no middle-management nor top-management being trained during the Reporting Year. Overall, the training rate was 41% among those 34 employees.

Moreover, the Group has established relevant policies in the Staff Handbook stating that it employees are welcome to participate in the external training sessions organized by government agencies on occupational safety and environmental awareness.

健康與安全

本集團致力於為其僱員提供安全的工作環境。本集團的目標不僅為符合相關法律規定的最低職業健康及安全標準，而是達致更高標準。全體員工均須遵守員工手冊及安全守則。此外，本集團為所有司機提供定期安全培訓，以確保彼等均了解操作油貯槽車的安全工作程序。

本集團為全體員工購買醫療保險，以涵蓋任何醫療、牙科、住院及手術費用。本集團密切監察僱員補償保險並根據僱員人數作出調整。鑒於該等慣例，本集團於報告年度並無知悉任何工傷或永久傷殘事故，亦因此概無因工傷造成的工作日數損失。報告年度內亦無致命個案報告，使我們成功達致0%死亡率。

此外，辦公室範圍已配置滅火筒及消防栓等防火設備，以應付任何緊急情況。緊急出口的清晰路線圖已制定，以作緊急疏散之用。

發展及培訓

本集團強調僱員進步的必要性。本集團承諾為其僱員提供足夠及有效的培訓。我們亦注重對各級別僱員能力的要求，以確保僱員與本公司同時進步。

於報告年度，本集團主要為僱員提供非正式在職培訓。本集團亦為其所有8名司機提供定期正式安全培訓及為其6名辦公室員工提供Excel編寫程式的更新資料。於報告年度，本集團的34名僱員（包括12名已辭職僱員）當中，已接受培訓的男性僱員與女性僱員百分比分別為38%及50%。此外，報告年度內已接受培訓的前線員工百分比為47%，並無中層管理人員或高層管理人員接受培訓。整體而言，該34名僱員當中，培訓率為41%。

此外，本集團已於員工手冊制定相關政策，表示歡迎其僱員參與由政府機構舉辦有關職業安全及環保意識的外部培訓班。

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In addition, as aforementioned in Employment section in this Report, continuous assessments are performed among our employees to identify their strengths and weaknesses. The Group provides targeted and oriented trainings to improve the spotted weaknesses in order to keep our staff up to the Group's required standards.

Labour Standards

Respecting human rights has been an integral part of the Group's approach to sustainability. The Group fully complies with labour laws and other relevant legislations that prohibit child labour and forced labour. The Group does not employ any person below the age of 18 at its workplace. Any violence, with the purpose of deliberately causing difficulties, threats and/or corporal punishment, forcing employees to work is prohibited. The Group strives to ensure that no employee is forced to work against his/her will, or work as forced labour, or be made subject to corporal punishment or coercion of any type relating to work.

For the Reporting Year, there was no material non-compliance with applicable laws and regulations in relation to labour standards.

Communication with Employees

The Group encourages the management to dialogue with employees, listen to them through various channels, and solve their difficulties to achieve harmonious labour relationship. The Group maintains an employee complaint handling policy to ensure that appropriate procedures are in place where employees lodge complaints. An employee who believes his/her personal interests are violated unduly, or has different opinions on the Company's management practices or finds a case of violation of the Company's rules may lodge a complaint or consultation to the relevant party or department. If the individual or department cannot provide a satisfactory solution, the complaint will be escalated to ensure a clear feedback. Through both top-down and bottom-up communications, the Group is confident that harmonious relationships with its employees are achieved.

再者，誠如本報告上文僱傭一節所述，本集團會持續對其僱員進行評估，以識別其優點及弱點。本集團提供針對性及定向的培訓，以改善所發現的弱點，從而令員工達致本集團所需的標準。

勞工準則

尊重人權一直為本集團可持續發展方針不可或缺一部分。本集團全面遵守禁止童工及強制勞工的勞工法律或其他相關法例。本集團概不會於其工作場所聘用任何18歲以下的人士。一概禁止任何為迫使僱員工作旨在故意製造困難、威脅及／或體罰的暴力行為。本集團致力確保概無僱員於違背其意願的情況下強制工作，或以強制勞工的身分工作，或遭受與工作有關的體罰或任何類型的脅迫。

於報告年度，概無嚴重違反與勞工準則有關的適用法律及法規的情況。

與僱員溝通

本集團鼓勵管理層與員工對話，透過各種途徑聆聽員工心聲並解決員工的困難，以達致和諧的勞資關係。本集團設有員工投訴處理政策，以確保在僱員提出申訴時有適當的處理程序。當僱員相信個人利益受到不應有的侵犯，或對公司的管理措施有不同意見，或發現有違反本公司規則的行為時，可向相關人士或部門提出投訴或諮詢。倘有關人士或部門無法提供滿意的解決方案，該投訴將獲遞級處理，以確保有明確的反饋。透過自上而下及自下而上的溝通，本集團有信心可實現與僱員之間的和諧關係。

Environmental, Social and Governance Report

環境、社會及管治報告

Section B: Social — Operating Practices

Supply Chain Management

The Group established a transparent and independent procurement process aimed at promoting competitiveness and serving the interests of our shareholders and other stakeholders. The Group aims at maintaining a vertically integrated supply chain management system by integrating procurement resources and implementing the supplier selection and management mechanism, in a bid to offer comprehensive solutions to meet customer needs.

The Group maintains an approved supplier list. During the supplier selection process, we consider the qualification, reputation, product quality, quality consistency and the ability to make delivers on time among the suppliers. To ensure the quality of raw materials purchased by the Group, the Group takes sample inspection on suppliers and requires them to provide the petroleum ingredient list for inspection. In case of any validity problem with the permit, the Group may conduct further due diligence investigation or preclude the supplier in question from the list of selected suppliers.

The approved supplier list is reviewed annually. Such review involves assessment of the suppliers' material quality, delivery speed, customer service, discounts and offers, etc. The suppliers are encouraged to demonstrate their corporate social responsibilities by complying with corporate social responsibility codes as well as business ethics, with respect to workplace operations, marketing activities, social contacts and environmental responsibilities. High standards of morality which include prohibition of provision and acceptance of bribes and/or other unfair benefits are adopted by the Group. Information of business activities, business structure, financial status and financial performance, etc. should be disclosed only in accordance with applicable laws and regulations.

During the Reporting Year, the Group has been cooperating with 108 suppliers in Hong Kong and a supplier operating in Taiwan. With respect to the diversified supplier portfolio, the risks of inventory shortage and failure to manage the supplier quality are mitigated.

B節：社會 — 營運慣例

供應鏈管理

本集團已制定一個透明及獨立的採購進程，旨在提升競爭力，並為我們的股東及其他持份者的利益服務。本集團旨在透過整合採購資源以及實施供應商篩選及管理機制，以維持垂直整合的供應鏈管理體系，從而提供全面的解決方案以滿足客戶需求。

本集團存有認可的供應商名單。於篩選供應商的過程中，我們會考慮供應商的資格、聲譽、產品質量、質量的一致性及其按時交付的能力。為確保本集團採購原材料的質量，本集團會向供應商抽取樣本檢查，並要求供應商提供石油成分表以作檢查。倘許可證有任何有效性的問題，本集團或會進行進一步盡職調查或避免將有關供應商納入選定供應商名單。

該認可的供應商名單已經每年審閱。有關審閱涉及對供應商的原料質量、交付速度、客戶服務、折扣及優惠等方面進行的評估。本集團鼓勵供應商透過於工作場所的營運、市場營銷活動、社交及環境責任方面遵守企業社會責任守則以及商業道德，以履行彼等的企業社會責任。本集團採用包括禁止提供及接受賄賂及／或其他不正當利益的高度道德標準。有關業務活動、業務架構、財務狀況及財務業績等的資料僅應根據適用的法律及法規予以披露。

於報告年度，本集團一直與108家香港供應商及一家於台灣經營業務的供應商合作。憑藉多元化的供應商組合，存貨短缺及無法管理供應商質量的風險得以減低。

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Product Responsibility

The Group's business led by its experienced management team is committed to offering higher-value services to customers, in order to enhance the Group's competitiveness and achieve mutual success between the Group and customers. In order to ensure product quality, careful supply quality inspection is performed as mentioned above. Moreover, to ensure the service quality, regular training is provided to all drivers for the job-related skills and knowledge.

With the above measures, the Group successfully recorded zero complaints with zero cases of recall regarding products and services during the Reporting Year.

Intellectual Property Right

The Group is committed to safeguarding intangible assets and confidential information of its customers. The Group has strict guidelines on the handling of intellectual property related products, including patents, copyrights, trademarks, technology and trade secrets. Any employee found to improperly handling intellectual property rights will be subject to disciplinary action.

Customer Data Protection

The Group understands the importance of protecting the privacy of customers. The Group has written policies and procedures outlining the treatment, security and disclosure of confidential information and the Group requires all employees handling the confidential information in good faith and confidentiality. During the daily operations, our employees are strictly prohibited from unauthorised access of the Group's information system and are not permitted to take-away any sensitive information. Any unauthorised leakage of confidential information to third parties through direct or indirect means are also prohibited. Upon the Group's request, its employees are required to destroy any confidential information in recoverable media and platforms.

Complaint Mechanism

Various channels have been set up for customers to express their comments and recommendations, such as face-to-face communication with employees, phone call or even through social media applications. Any customer dissatisfied with the Group's products can also directly complain to our administrative officer, who will report to the Chief Executive Officer to work out a solution, if necessary.

During the Reporting Year, there was no material non-compliance with applicable laws and regulations relating to product responsibility.

產品責任

本集團的業務由其經驗豐富的管理團隊領導經營，致力為客戶提供更高價值的服務，以提升本集團的競爭力及達達本集團與客戶雙贏共榮的局面。為確保產品質量，本集團會如上文所述對供應質量進行謹慎的檢查。此外，為確保服務質量，本集團為所有司機提供與工作相關的技能及知識的定期培訓。

憑藉上述措施，本集團於報告年度成功錄得產品及服務零投訴及零回收個案。

知識產權

本集團致力保護其無形資產及客戶的保密資料。本集團對處理知識產權相關的產品(包括專利、版權、商標、技術及商業秘密)制定嚴格的指引。任何被發現有不當處理知識產權的僱員均將受到紀律處分。

客戶資料保護

本集團了解保護客戶隱私的重要性。本集團已書面制度政策及程序載列機密資料的處理、安全及披露方法，本集團亦要求所有僱員以誠信及保密方式處理保密資料。日常運營期間，我們的僱員嚴禁未經授權進入本集團的資訊系統亦不獲准帶走敏感資訊。本集團亦禁止通過直接或間接方式未經授權向第三方洩露機密資料。根據本集團的要求，僱員須銷毀可帶走媒體及平台中的任何機密資料。

投訴機制

本集團已建立各種渠道方便客戶發表意見及建議，例如與員工面對面溝通、電話交談甚或通過社交媒體應用程序交流。任何客戶如對本集團的產品有不滿意的地方，亦可直接向行政人員投訴，行政人員會在必要時上報行政總裁以達致解決方案。

於報告年度，在產品責任方面概無嚴重不符合適用法律及法規的情況。

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Anti-corruption

The Group prohibits any form of bribery and corruption. An anti-corruption policy was established to ensure that all its business activities are conducted on a professional, honest and fair basis. The policy clearly and concretely defined bribery and corruption to alert our employees. The Group has formulated a system for preventing commercial bribery and corruption. In the course of business activities, our employees are required not to directly or indirectly provide, promise, demand or accept any improper interests, or involved in other dishonest or illegal acts or violation of the related regulations. These prohibited activities include offering or accepting bribes, extortion, fraud, money laundering and other criminal offences, as well as other improprieties such as provision of illegal political contributions; improper charitable donation or sponsorship; provision or acceptance of unreasonable gifts, entertainment or other improper interests; infringement of business secrets, trademark rights, patent rights, copyrights and other intellectual property rights; and unfair competition, etc.

During the Reporting Year, there was no concluded legal case regarding corrupt practices brought against the Group or its employees.

Whistle-blowing Channels and Policies

The complainant or whistle-blower may provide the facts to the Administrative Department, which will investigate the case after the complaint is accepted. The whistle-blower who is involved in falsification of facts, counterfeit of evidence or abuse of the whistle-blowing mechanism to frame up and implicate others shall also bear the corresponding legal liability. The Group will take necessary legal action in case of any identified corruption, bribery, extortion, fraud and money laundering activities to protect the interests of the all stakeholders.

Under such mechanism and measures, during the Reporting Year, none of the Group or its employees was involved in any corruption, bribery, extortion, fraud or money laundering case, nor did the Group identify or receive a whistle-blowing case of any such unethical act on the part of the Group or its employees.

Section B: Social — Community

The Group adheres to the concept of giving back to the community to showcase the spirit of service as one of its core values. Not only is the Group striving to reduce its adverse impacts on the environment, but is also committed to providing a safe and equal working environment for all its employees, and moreover, ensuring the quality of products and services to protect the interests of customers. The Group believes working as a responsible corporate is essential for giving back to the community. In the coming years, the Group will continue paying efforts in the above mentioned aspects and keeping the success of this year. In addition, we intend to invest more resources into volunteering initiatives to contribute to the society.

反貪污

本集團禁止任何形式的賄賂及貪污行為。本集團已建立反貪污政策，以確保其按專業、誠實及公平基準進行所有業務活動。政策明確具體界定賄賂及貪污行為，以提醒我們的僱員。本集團已制定防止商業賄賂、貪污的制度，要求僱員於進行業務活動的過程中，不得直接或間接提供、承諾、要求或收受任何不正當利益，或參與其他不誠實、不法或違反相關規定的行為。該等被禁止的活動包括行賄或受賄、勒索、欺詐、洗黑錢等刑事犯罪行為，以及其他不正當行為，例如提供非法政治獻金、不當慈善捐贈或贊助、提供或接受不合理禮物、款待或其他不正當利益、侵害商業秘密、商標權、專利權、版權及其他知識產權以及從事不公平競爭之行為等等。

於報告年度，本集團或其員工並無遭提出已審結的貪污訴訟案件。

舉報管道及政策

投訴舉報人現可向行政部如實提供情況，當接受舉報事項後，行政部會對其展開調查。如舉報人捏造事實，偽造證據，利用舉報機制誣告陷害他人的，舉報人亦需承擔相應法律責任。如發現任何貪腐、賄賂、勒索、欺詐及洗黑錢事件，本集團將採取必要的法律行動，以保障全體權益人的權益。

在此機制及措施實行下，於報告年度，本集團或員工並沒有牽涉到貪污、賄賂、勒索、欺詐及洗黑錢案件，集團內部亦未發現或收到舉報本集團或員工存在上述不道德行為。

B節：社會 — 社區

本集團秉持回饋社會的理念，積極展現企業核心價值的服務精神。本集團不僅努力減少對環境的不利影響，而且致力為全體員工提供安全平等的工作環境，並確保產品及服務的質量，以保障客戶利益。本集團相信，成為負責任的企業是回饋社會的精髓。未來數年，本集團將繼續致力於上述各方面，並於本年度維繫業務成功。此外，我們有意投入更多資源至義工活動，以貢獻社會。

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環境、社會及管治報告

ENVIRONMENTAL DATA

環境數據

Emissions	排放	Year ended	Year ended	Unit
		31 March 2018	31 March 2019	
		截至2018年	截至2019年	
		3月31日	3月31日	
		止年度	止年度	單位
Air Emissions	空氣污染物排放			
Total air emissions	空氣污染物排放總量	2,400.10	2,749.41	kg 千克
Nitrogen oxides ("NOx")	氮氧化物(「氮氧化物」)	2,237.18	2,562.78	kg 千克
Sulphur oxides ("SOx")	硫氧化物(「硫氧化物」)	2.06	2.36	kg 千克
Particulate matter ("PM")	可吸入懸浮微粒 (「可吸入懸浮粒子」)	160.86	184.27	kg 千克
Air emissions intensity	空氣污染排放物強度	No disclosure 並無披露	249.95	kg/vehicle 千克/汽車
Greenhouse Gas Emissions	溫室氣體排放			
Total greenhouse gas emissions	溫室氣體排放總量	352.32	404.32	tonne 噸
Scope 1 Direct emissions from the usage of fuel by vehicles	範疇1 汽車使用燃油造成直接排放	337.13	386.19	tonne 噸
Scope 2 Energy indirect emissions	範疇2 能源間接排放	14.09	16.57	tonne 噸
Scope 3 Indirect emissions of paper disposal at landfills	範疇3 於堆填區棄置紙張造成間接排放	1.10	1.56	tonne 噸
Greenhouse gas emissions intensity	溫室氣體排放強度	No disclosure 並無披露	18.38	tonne/ employee 噸/僱員
Waste Management	廢棄物管理			
Paper Waste	廢紙	230	325	kg 千克
Paper Waste Intensity	廢紙密度	10.46	14.77	kg/employee 千克/僱員

Use of Resources	資源使用	Year ended	Year ended	Unit
		31 March 2018	31 March 2019	
		截至2018年	截至2019年	
		3月31日	3月31日	
		止年度	止年度	單位
Electricity Consumption	電力消耗			
Total Electricity Consumption	電力消耗總量	27.63	32.49	MWh 兆瓦時
Electricity Consumption Intensity	電力消耗密度	1.26	1.48	MWh/ employee 兆瓦時/ 僱員

Environmental, Social and Governance Report

環境、社會及管治報告

ESG REPORTING GUIDE & REFERENCE

環境、社會及管治報告指引及提述

A. Environmental 環境	Reference in this report 在本報告中的提述
A1. Emissions 排放物	Page # 頁碼 #
Policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、排污水及土地、產生危險及非危險廢物的政策以及就此遵守對發行人有重大影響的相關法律及規例。	41–45
KPI A1.1 The types of emissions and respective emission data. 關鍵績效指標A1.1 排放物類型及相關排放數據。	41–42
KPI A1.2 Greenhouse gas emission in total (in tonnes) and where appropriate, intensity (e.g per unit of production volume, per facility). 關鍵績效指標A1.2 溫室氣體排放總量(以噸計)及強度(如適用)(例如以每產量單位、每項設施計)。	43–44
KPI A1.3 Total hazardous waste produced (in tonnes) and where appropriate, intensity (e.g per unit of production volume, per facility). 關鍵績效指標A1.3 所產生危險廢物總量(以噸計)及強度(如適用)(例如以每產量單位、每項設施計)。	N/A 不適用(44)
KPI A1.4 Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g per unit of production volume, per facility). 關鍵績效指標A1.4 所產生非危險廢物總量(以噸計)及強度(如適用)(例如以每產量單位、每項設施計)。	44–45
KPI A1.5 Description of measures to mitigate emissions and results achieved. 關鍵績效指標A1.5 描述減低排放量的措施及所得成果。	41–44
KPI A1.6 Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 關鍵績效指標A1.6 描述處理危險及非危險廢物的方法、減排措施及所得成果。	44–45

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A2. Use of Resources 資源使用	Page # 頁碼 #
Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	45–46
KPI A2.1 Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 關鍵績效指標A2.1按類型分類的直接及/或間接能源(如電力、天然氣或石油)消耗總量(以千瓦時的千位計)及強度(例如以每產量單位、每項設施計)。	45–46
KPI A2.2 Water consumption in total and intensity (e.g. per unit of production volume, per facility). 關鍵績效指標A2.2耗水總量及強度(例如以每產量單位、每項設施計)。	N/A 不適用(46)
KPI A2.3 Description of energy use efficiency initiatives and results achieved. 關鍵績效指標A2.3描述能源使用效益計劃及所得成果。	45–47
KPI A2.4 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 關鍵績效指標A2.4描述是否存在適用水源問題、提升用水效益計劃及所得成果。	N/A 不適用(46)
KPI KA2.5 Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 關鍵績效指標KA2.5製成品所用包裝材料總量(以噸計)及每生產單位佔量(如適用)。	N/A 不適用(46)
A3. The Environment and Natural Resources 環境及天然資源	Page # 頁碼 #
Policies on minimizing the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	41–47
KPI A3.1 Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 關鍵績效指標A3.1描述活動對環境及天然資源的重大影響及已採取以管理有關影響的行動。	41–47
B. Social 社會	Reference in this report 在本報告中的提述
B1. Employment 僱傭	Page # 頁碼 #
Policies and compliance with laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工時、假期、平等機會、多元化、反歧視以及其他待遇及福利的政策以及就此遵守法律及規例的情況。	47–50
KPI B1.1 Total workforce by gender, employment type, age group and geographical region. 關鍵績效指標B1.1按性別、僱傭類型、年齡組別及地區分類的員工總數。	48
KPI B1.2 Employment turnover rate by gender, age group and geographical region. 關鍵績效指標B1.2按性別、年齡組別及地區分類的僱員流失率。	50

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B2. Health and Safety 健康與安全	Page # 頁碼 #
Policies and compliance with laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員免受職業性危害的政策以及就此遵守法律及規例的情況。	51
KPI B2.1 Fatality number and rate. 關鍵績效指標 B2.1 死亡人數及比率。	51
KPI B2.2 Lost days due to work injury. 關鍵績效指標 B2.2 因工傷損失工作日數。	N/A 不適用
KPI B2.3 Description of occupational health and safety measures adopted how they are implemented and monitored. 關鍵績效指標 B2.3 描述所採納的職業健康與安全措施以及相關執行及監察方法。	51
B3. Development and training 發展及培訓	Page # 頁碼 #
Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責所需知識及技能的政策。描述培訓活動。	51–52
KPI B3.1 The percentage of employees trained by gender and employee category (e.g. senior management, middle management, etc.). 關鍵績效指標 B3.1 按性別及僱員類別(例如高級管理層、中級管理層等)分類的受訓僱員百分比。	51
KPI B3.2 The average training hours completed per employee by gender and employee category. 關鍵績效指標 B3.2 按性別及僱員類別分類每名僱員完成受訓的平均時數。	N/A 不適用
B4. Labour standards 勞工準則	Page # 頁碼 #
Policies and compliance with laws and regulations relating to preventing child and forced labour. 有關防止童工及強制勞工的政策以及就此遵守法律及規例的情況。	52
KPI B4.1 Description of measures to review employment practices to avoid child and forced labour. 關鍵績效指標 B4.1 描述檢討招聘慣例的措施以避免出現童工及強制勞工。	N/A 不適用
KPI B4.2 Description of steps taken to eliminate such practices when discovered. 關鍵績效指標 B4.2 描述在發現有關慣例時消除有關慣例所採取的步驟。	N/A 不適用

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B5. Supply chain management 供應鏈管理	Page # 頁碼 #
Policies on managing environmental and social risks of the supply chain. 有關管理供應鏈對環境及社會所產生風險的政策。	53
KPI B5.1 Number of suppliers by geographical region. 關鍵績效指標 B5.1 按地區分類的供應商數目。	53
KPI B5.2 Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 關鍵績效指標 B5.2 描述有關聘用供應商的慣例、實施有關慣例涉及的供應商數目以及有關實施及監察方法。	53
B6. Product responsibility 產品責任	Page # 頁碼 #
Policies; and compliance with laws and regulations relating to health and safety. Advertising, labeling and privacy matters relating to products and services provided and method of redress. 有關健康與安全的政策；及就此遵守法律及規例的情況。有關所提供產品及服務的廣告、標籤及私隱事宜以及投訴方法。	54
KPI B6.1 Percentage of total products sold or shipped subject to recalls for safety and health reasons. 關鍵績效指標 B6.1 因安全與健康理由而須回收的產品佔已售或已裝運產品總數百分比。	54
KPI B6.2 Number of products and service related complaints received and how they are dealt with. 關鍵績效指標 B6.2 接獲投訴產品及服務的數目以及有關處理方法。	N/A 不適用
KPI B6.3 Description of practices relating to observing and protecting intellectual property rights. 關鍵績效指標 B6.3 描述與維護及保障智識產權有關的慣例。	54
KPI B6.4 Description of quality assurance process and recall procedures. 關鍵績效指標 B6.4 描述品質檢定過程及回收程序。	N/A 不適用
KPI B6.5 Description of consumer data protection and privacy policies, how they are implemented and monitored. 關鍵績效指標 B6.5 描述消費者資料保障及私隱政策以及相關實施及監察方法。	54
B7. Anti-corruption 反貪污	Page # 頁碼 #
Policies and compliance with laws and regulations relating to the prevention of bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的政策以及就此遵守法律及規例的情況。	55
KPI B7.1 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 關鍵績效指標 B7.1 於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件數目及訴訟結果。	55
KPI B7.2 Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 關鍵績效指標 B7.2 描述防範措施及舉報程序以及相關實施及監察方法。	55

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B7. Community investment	Page #
社區投資	頁碼 #
<p>Policies on community engagement to understand the needs of the communities where we operate and to ensure that our activities take into consideration the communities' interests. 有關透過社區參與瞭解營運所在社區需要及確保我們的活動會考慮社區利益的政策。</p>	55
<p>KPI B8.1 Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 關鍵績效指標 B8.1 專注貢獻範疇 (例如教育、關注環境議題、勞工需要、健康、文化、體育)。</p>	N/A 不適用
<p>KPI B8.2 Resources contributed (e.g. money or time) to the focus area. 關鍵績效指標 B8.2 注入專注範疇的資源 (例如金錢或時間)。</p>	N/A 不適用

Report of the Board of Directors

董事會報告

The Directors of the Company are pleased to present their report together with the audited financial statements of the Group for the year ended 31 March 2019.

CORPORATE REORGANISATION AND SHARE OFFER

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 30 March 2016.

The shares of the Company have been listed on the GEM of the Stock Exchange by way of placing and public offer on 12 April 2017.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 1 to the consolidated financial statements. The principal activities of the Group are the operation of the business of the sale and transportation of diesel oil and related products in Hong Kong.

RESULTS AND DIVIDENDS

The financial performance of the Group for the year ended 31 March 2019 and the financial position of the Group as at that date are set out in the consolidated financial statements on pages 88 and 89. The Directors do not recommend the payment of any dividend in respect of the year ended 31 March 2019.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five years is set out on page 192 of this report.

SIGNIFICANT INVESTMENTS AND FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

During the year ended 31 March 2019, the Group did not have any significant investment, material acquisitions nor disposals of subsidiaries and affiliated companies save for those reorganization activities done for the purpose of Listing as set out in the paragraph headed "Reorganisation" under the section headed "History and Development, Reorganisation and Group Structure" in the Prospectus.

本公司董事欣然呈報彼等之報告連同本集團截至2019年3月31日止年度之經審核財務報表。

企業重組及股份發售

本公司於2016年3月30日根據公司法在開曼群島註冊成立為獲豁免有限公司。

本公司股份於2017年4月12日透過配售及公開發售於聯交所GEM上市。

主要活動

本公司之主要活動為投資控股。其附屬公司的主要活動載於綜合財務報表附註1。本集團主要在香港進行柴油及相關產品的銷售及運輸業務。

業績及股息

本集團截至2019年3月31日止年度的財務表現以及於該日本集團的財務狀況載於綜合財務報表第88及89頁。董事不建議就截至2019年3月31日止年度派付任何股息。

財務概要

本集團已刊發過往五年之業績以及資產及負債概要載於本報告第192頁。

重大投資以及有關重大投資及資本資產的未來計劃

於截至2019年3月31日止年度，除招股章程「歷史與發展、重組及集團架構」一節「重組」一段所載為上市目的而進行的該等重組活動外，本集團概無任何附屬公司及聯屬公司的重大投資、重大收購或出售。

Report of the Board of Directors

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USE OF PROCEEDS FROM THE SHARE OFFER

On the Listing Date, the Company's shares were listed on the GEM of the Stock Exchange. A total of 200,000,000 new shares with nominal value of HK\$0.01 each of the Company were issued at HK\$0.32 per share for a total of approximately HK\$64.0 million. The net proceeds received by the Company from the Share Offer, after deduction of the underwriting commission and related expenses in connection with the Share Offer, was approximately HK\$45.1 million. The net proceeds, upon receipt by the Company after Listing, has been deposited at a bank and such net proceeds will be applied in the manners consistent with the proposed applications set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 March 2019 are set out in note 17 to the consolidated financial statements.

BANK BORROWING

Particulars of bank borrowings of the Group at 31 March 2019 are set out in note 27, respectively to the consolidated financial statements.

INTEREST CAPITALISED

The Group has not capitalised any interest during the year ended 31 March 2019.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 March 2019 are set out in note 31 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group and the Company during the year ended 31 March 2019 are set out in the consolidated statement of changes in equity on page 90 and note 33 to the consolidated financial statements, respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2019, the Company did not have any reserves available for distribution as calculated in accordance with the relevant provisions of the Hong Kong Companies Ordinance.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Up to 31 March 2019 there has been no purchase, sale or redemption of any Company's listed securities.

股份發售所得款項用途

於上市日期，本公司股份於聯交所GEM上市。本公司已按每股0.32港元，發行合共200,000,000股每股面值0.01港元的新股份，合共約64.0百萬港元。本公司從股份發售所得的所得款項淨額（經扣除包銷佣金及有關股份發售相關開支後）約為45.1百萬港元。上市後本公司於收到所得款項淨額後已存入銀行，而有關所得款項淨額將按招股章程「未來計劃及所得款項用途」一節所載的擬定應用方式加以應用。

物業、廠房及設備

截至2019年3月31日止年度，本集團物業、廠房及設備的變動詳情載於綜合財務報表附註17。

銀行借款

於2019年3月31日，本集團銀行借款詳情分別載於綜合財務報表附註27。

利息資本化

截至2019年3月31日止年度，本集團並無資本化任何利息。

股本

截至2019年3月31日止年度，本公司股本之變動詳情載於綜合財務報表附註31。

儲備

截至2019年3月31日止年度，本集團及本公司的儲備變動詳情分別載於第90頁的綜合權益變動表及綜合財務報表附註33。

可供分派儲備

於2019年3月31日，本公司並無任何根據香港公司條例的相關條文計算之可供分派儲備。

購買、出售或贖回上市證券

直至2019年3月31日，概無購買、出售或贖回任何本公司上市證券。

Report of the Board of Directors

董事會報告

DIRECTORS

The Directors of the Company during the year ended 31 March 2019 and up to the date of this report were as follows:

Executive Directors

Mr. Fong Chun Man (*Chairman*)
Ms. Lo Pui Yee
Mr. Chan Chi Fai
Mr. Li Hok Yin (appointed on 21 June 2018)

Independent Non-Executive Directors

Mr. Chui Chi Yun, Robert
Mr. Kwong Yuk Lap
Mr. Wang Anyuan

Pursuant to article 84 of the Articles, one-third of the Directors shall retire from office by rotation and re-election at an annual general meeting of the Company in accordance with the Articles, providing that every Director shall be retired at least once every three years.

Confirmation of Independence

Each independent non-executive Director has given the Company an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers that all the independent non-executive Directors are independent and meet the independent guidelines set out in Rule 5.09 of the GEM Listing Rules.

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

(a) Executive Directors

Each of the executive Directors has entered into a service contract with the Company and shall continue thereafter unless terminated in accordance with the terms therein. Under the terms of the service contract, the service contract may be terminated by not less than three months' notice served by either party on the other. The term of service of a Director is subject to retirement by rotation of Directors as set out in the Articles.

董事

截至2019年3月31日止年度及直至本報告日期，本公司董事如下：

執行董事

方俊文先生(主席)
勞佩儀女士
陳志輝先生
李學賢先生(於2018年6月21日獲委任)

獨立非執行董事

崔志仁先生
鄭旭立先生
王安元先生

根據章程細則第84條，三分之一的董事須根據章程細則於本公司股東週年大會上輪席退任及重選連任，惟每名董事須至少每三年退任一次。

獨立性確認

各獨立非執行董事已根據GEM上市規則第5.09條向本公司提交有關獨立性之年度確認書。本公司認為，全體獨立非執行董事均為獨立人士，並符合GEM上市規則第5.09條所載之獨立性指引。

董事之服務合約及委任函

(a) 執行董事

各執行董事已與本公司訂立服務合約並將於其後繼續生效，除非根據其條款予以終止。根據服務合約之條款，服務合約可由其中一方向另一方發出不少於三個月之通知予以終止。董事之服務任期須受章程細則所載之董事輪值退任所規限。

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(b) Independent Non-executive Director

Each of the independent non-executive Director has signed a letter of appointment with the Company and which may be terminated by not less than one month's notice served by either party on the other. The term of service of a Director is subject to the provisions on retirement by rotation of Directors as set out in the Articles.

Save as disclosed above, none of the Directors has or is proposed to have a service contract with the Company or any of its subsidiaries (other than contracts expiring or determinable by the Company or its subsidiaries, as applicable within one year without payment of compensation other than statutory compensation).

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

The emolument of the Directors is recommended by the Remuneration Committee by reference to the benchmarking of the market. The Company also looks into individual Director's competence, duties, responsibilities, performance.

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 13 and 14 to the consolidated financial statements.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 74 to 79 of this report.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

None of the Directors had a material interest, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party at any time during or at the end of the year ended 31 March 2019.

As of 31 March 2019, no contract of significance had been entered into between the Company, or any of its subsidiaries and the controlling shareholders of the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

As at 31 March 2019, the Company did not enter into or have any management and/or administration contracts in respect of the whole or any principal business of the Company.

(b) 獨立非執行董事

各獨立非執行董事已與本公司簽署委任函，並可由其中一方向另一方發出不少於一個月之通知予以終止。董事之服務任期須受章程細則所載董事輪值退任之條文所規限。

除上文所披露者外，概無董事與本公司或其任何附屬公司已訂立或擬訂立任何服務合約（於一年內屆滿或可由本公司或其附屬公司（如適用）免付賠償（法定賠償除外）而終止之合約除外）。

董事及五名最高薪酬人士之薪酬

董事之薪酬由薪酬委員會經參考市場基準而建議。本公司亦會審視個別董事的能力、職責、責任及表現。

本集團董事及五名最高薪酬人士之薪酬詳情載列於綜合財務報表附註13及14。

董事及高級管理層履歷

本集團董事及高級管理層之履歷詳情載列於本報告第74至79頁。

董事及控股股東於合約之權益

於截至2019年3月31日止年度期間或年末任何時間，概無董事直接或間接於本公司或其任何附屬公司參與訂立而對本集團業務而言屬重大之任何合約中擁有重大權益。

截至2019年3月31日，本公司或其任何附屬公司並無與本公司或其任何附屬公司之控股股東訂立重大合約。

管理合約

於2019年3月31日，本公司並無訂立或擁有與本公司全部或任何主要業務有關的管理及／或行政管理的合約。

Report of the Board of Directors

董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Reporting Period and up to the date of this report, the Directors are not aware of any business and interest of the Directors nor the controlling shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group during the Reporting Period and up to the date of this report. The independent non-executive Directors confirmed that the internal control measures in relation to managing actual or potential conflict of interest of the Group have been properly implemented.

COMPLIANCE OF NON-COMPETITION UNDERTAKINGS

On 23 March 2017, Mr. Fong Chun Man and Grand Tycoon Limited (being controlling shareholders of the Group) entered into a deed of non-competition ("**Deed of Non-Competition**") in favour of the Company (for itself and each of its subsidiaries), pursuant to which each of Mr. Fong Chun Man and Grand Tycoon Limited has irrevocably and unconditionally, jointly and severally, warrants and undertakes with the Company that, immediately upon the Share Offer becoming unconditional, each of them shall not, and shall procure each of his/its close associates and any company directly or indirectly controlled by Mr. Fong Chun Man and Grand Tycoon Limited (except for the members the Group) shall not, except through any member of our Group, directly or indirectly (whether on its own account or with each other or in conjunction with or on behalf of any person or company, or as principal or agent, through any body corporate, partnership, joint venture or other contractual arrangement and whether for profit or otherwise), carry on, engage in, invest or acquire or hold any rights or be interested or otherwise involved in any business that is similar to or in competition directly or indirectly with or is likely to be in competition with any business currently and from time to time engaged by our Group in Hong Kong and any other country or jurisdiction to which our Group carries on business or grants franchise from time to time ("**Restricted Business**").

Mr. Fong Chun Man and Grand Tycoon Limited further undertake that when he/it or his/its close associates other than any member of the Group is offered or becomes aware of any new project or business opportunity ("**New Business Opportunity**") directly or indirectly to engage or become interested in a Restricted Business, he/it (i) shall promptly notify our Company of such New Business Opportunity in writing, refer the same to our Company for consideration first and provide such information as may be reasonably required by our Company to make an informed assessment of such New Business

董事在競爭業務中的權益

於報告期間及直至本報告日期，董事並不知悉董事或本公司控股股東或彼等各自的任何緊密聯繫人（定義見GEM上市規則）於報告期間及直至本報告日期擁有任何對本集團業務構成或可能構成競爭的業務及權益，亦不知悉任何有關人士與本集團存在或可能存在任何其他利益衝突。獨立非執行董事確認有關管理本集團的實際或潛在利益衝突之內部控制措施已妥為實施。

遵守不競爭承諾

於2017年3月23日，方俊文先生及本集團控股股東宏亨有限公司以本公司（為其本身及其各附屬公司）為受益人訂立不競爭契據（「**不競爭契據**」），據此方俊文先生及宏亨有限公司已不可撤銷及無條件、共同及個別向本公司承諾及作出契諾，緊隨股份發售成為無條件後，彼等各自將不會及將促使其各緊密聯繫人以及方俊文先生及宏亨有限公司直接或間接控制的任何公司（本集團成員公司除外）不會直接或間接（透過本集團成員公司除外，不論為其自身或其他人士或連同任何人士或公司或代表任何人士或公司，或以主事人或代理人的身份，透過任何法團、合夥公司、合資企業或其他合約安排，且不論為溢利或其他）進行、參與、投資或收購或持有任何權利或直接或間接於其中擁有權益或以其他方式參與與本集團在香港及本集團在其進行業務或不時對其授出特許經營權的任何其他國家或司法權區目前及不時從事的任何業務相似或構成競爭或可能構成競爭的任何業務（「**受限制業務**」）。

方俊文先生及宏亨有限公司進一步承諾，當其本身或其緊密聯繫人（除本集團成員公司外）獲提呈或知悉任何直接或間接從事受限制業務的新項目或商機（「**新商機**」）或於受限制業務中擁有權益，其：(i)須即時以書面知會本公司該新商機及轉介該新商機予本公司以先作考慮，並提供本公司可能合理要求的有關資料，以對該新商機作出知情評估；及(ii)將不會並將促使受控制人士或受控制公司不投資於或參與任何

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Opportunity; and (ii) shall not, and shall procure that the Controlled Persons or Controlled Company not to, invest or participate in any such New Business Opportunity unless such New Business Opportunity is declined by our Company, or our Company does not proceed with such New Business Opportunity within 30 business days from the date of the written notice (of if requested by our Company in writing, such 30 business days period may be extended to a maximum of 60 business days), and the principal terms of which he/it and/or his/its close associates invest or participate in are no more favourable than those made available to our Company.

For further details of the Deed of Non-Competition, please refer to the section headed "Relationship with Controlling Shareholders — Non-Competition Undertakings" in the Prospectus.

Mr. Fong Chun Man and Grand Tycoon Limited have both confirmed to the Company of his/its compliance with the Deed of Non-Competition during the Reporting Period and up to the date of this report. The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition have been complied by each of Mr. Fong Chun Man and Grand Tycoon Limited and duly enforced during the Reporting Period and up to the date of this report.

DISCLOSURE OF DIRECTORS' INTERESTS

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

For the year ended 31 March 2019, there has been no purchase, sale or redemption of any Company's listed securities.

Interests and short positions of Directors and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations

As at 31 March 2019, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short

該新商機，除非該新商機已被本公司拒絕，或本公司並無於自書面通知日期起計30個營業日內從事有關新商機(或倘本公司作出書面要求，有關30個營業日期間可予延長至最多60個營業日)，且其本身及／或其緊密聯繫人投資或參與之主要條款不優於本公司獲提供之該等條款。

有關不競爭契據的進一步詳情，請參閱招股章程「與控股股東的關係 — 不競爭承諾」一節。

方俊文先生及宏亨有限公司均已向本公司確認其於報告期間直至本報告日期已遵守不競爭契據。獨立非執行董事已審閱有關遵守情況，並確認方俊文先生及宏亨有限公司各自於報告期間及直至本報告日期已一直遵守及妥為履行不競爭契據項下的所有承諾。

董事權益之披露

購買、出售或贖回本公司上市證券

截至2019年3月31日止年度，概無購買、出售或贖回任何本公司上市證券。

董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

於2019年3月31日，董事及本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有(i)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的權益及淡倉(包括根據證券及期貨條例有關條文被當作或視作擁

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positions which they were taken or deemed to have under such provisions of the SFO) or (ii) to be entered into the register required to be kept therein, pursuant to section 352 of the SFO, or (iii) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange, were as follows:

有的權益及淡倉)或(ii)須列入根據證券及期貨條例第352條須存置的登記冊內的權益及淡倉，或(iii)根據GEM上市規則第5.46條至5.67條有關須知會本公司及聯交所的董事進行證券交易而須知會本公司及聯交所的權益及淡倉如下：

Name of Directors 董事姓名	Capacity/nature of interest 身份／權益性質	Number of shares held 持有股份數量	Percentage of shareholding 持股百分比
Mr. Fong Chun Man 方俊文先生	Interest in a controlled corporation (Note 1) 受控制法團權益(附註1)	440,000,000 (Long position) (好倉)	55%
Ms. Lo Pui Yee 勞佩儀女士	Interest of spouse (Note 2) 配偶權益(附註2)	440,000,000 (Long position) (好倉)	55%
Mr. Li Hok Yin 李學賢先生	Beneficial owner 實益擁有人	101,932,000 (Long position) (好倉)	12.7%

Notes:

- The shares are held by Grand Tycoon Limited, the equity interest of which is owned as to 100% by Mr. Fong Chun Man. Mr. Fong Chun Man is deemed to be interested in all the shares held by Grand Tycoon Limited for the purpose of Part XV of SFO.
- Ms. Lo Pui Yee is the spouse of Mr. Fong Chun Man and is therefore deemed to be interested in all the shares which Mr. Fong Chun Man is interested for the purpose of Part XV of the SFO.

附註：

- 該等股份由宏亨有限公司持有，其100%股權由方俊文先生擁有。就證券及期貨條例第XV部而言，方俊文先生被視為宏亨有限公司持有之全部股份中擁有權益。
- 勞佩儀女士為方俊文先生之配偶，並因此就證券及期貨條例第XV部而言，勞佩儀女士被視為方俊文先生擁有權益之全部股份中擁有權益。

Save as disclosed above, as at 31 March 2019, none of the Directors and the chief executive of the Company has any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part V of the SFO (including interests and/or short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) to be entered into the register required to be kept therein, pursuant to section 352 of the SFO, or (iii) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

除上文所披露者外，於2019年3月31日，概無董事或本公司最高行政人員於本公司或其相關法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有(i)根據證券及期貨條例第V部第7及8分部須知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例有關條文被當作或視作擁有的權益及／或淡倉)，或(ii)須列入根據證券及期貨條例第352條須存置的登記冊內的任何權益或淡倉，或(iii)根據GEM上市規則第5.46條至5.67條有關須知會本公司及聯交所的董事進行證券交易而須知會本公司及聯交所的任何權益或淡倉。

Report of the Board of Directors

董事會報告

Interests and short positions of the substantial shareholders and other persons in the shares, underlying shares and debentures of the Company and its associated corporations

As at 31 March 2019, so far as it is known to the Directors, the following persons (not being a Director or chief executive of the Company) had or were deemed to have interests in shares or underlying shares which (i) were recorded in the register required to be kept by the Company under Section 336 of the SFO, or (ii) which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules or, (iii) who will be, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group.

主要股東及其他人士於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

於2019年3月31日，據董事所知，下列人士（本公司董事或最高行政人員除外）於股份或相關股份中擁有或被視作擁有權益，而(i)須列入於本公司根據證券及期貨條例第336條規定須存置的登記冊，或(ii)根據證券及期貨條例第XV部第2及3分部條文及GEM上市規則而將予以披露，或(iii)將直接或間接於附帶權利可於所有情況下在本集團任何成員公司的股東大會上表決的任何類別股本面值10%或以上中擁有權益。

Name of Shareholders 股東名稱／姓名	Capacity/nature of interest 身份／權益性質	Number of shares held 持有股份數量	Percentage of shareholding 持股百分比
Grand Tycoon Limited	Beneficial owner (Note 1)	440,000,000 (Long position)	55%
宏亨有限公司	實益擁有人(附註1)	440,000,000 (好倉)	55%
Ms. Cheung Yee Lok	Interest of spouse (Note 2)	101,932,000 (Long position)	12.7%
張依樂女士	配偶權益(附註2)	101,932,000 (好倉)	12.7%

Notes:

- The shares are held by Grand Tycoon Limited, the equity interest of which is owned as to 100% by Mr. Fong Chun Man. Mr. Fong Chun Man is deemed to be interested in all the shares held by Grand Tycoon Limited for the purpose of Part XV of SFO.
- Ms. Cheung Yee Lok is the spouse of Mr. Li Hok Yin and is therefore deemed to be interested in all the shares which Mr. Li Hok Yin is interested for the purpose of Part XV of the SFO.

附註：

- 該等股份由宏亨有限公司持有，其100%股權由方俊文先生擁有。就證券及期貨條例第XV部而言，方俊文先生被視為於宏亨有限公司擁有之全部股份中擁有權益。
- 張依樂女士為李學賢先生的配偶，並因此就證券及期貨條例第XV部而言，被視為於李學賢先生擁有權益之全部股份中擁有權益。

Save as disclosed above, as at 31 March 2019, the Directors have not been notified by any person who had interests or short positions in the shares, underlying shares or debentures of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

除上文披露者外，於2019年3月31日，概無任何人士已知會董事於本公司股份、相關股份或債權證中擁有須列入根據證券及期貨條例第336條須存置的登記冊或根據證券及期貨條例第XV部第2及3分部條文須予披露之權益或淡倉。

Report of the Board of Directors

董事會報告

Share Option Scheme

The Company has conditionally adopted the share option scheme in which certain eligible participants including, among others, the Directors and employees of the Group may be granted options to subscribe for Shares on 23 March 2017 (the “**Adoption Date**”). The share option scheme became unconditional upon the Listing Date. Under the terms of the Scheme, the Board may, at its discretion, grant options to eligible participants to subscribe for Shares.

No share options were granted since the Adoption Date up to 31 March 2019, and there was no share option outstanding as at 31 March 2019. As at 31 March 2019, the Company had 80,000,000 shares available for issue under the Scheme, representing 10% of the existing issued share capital of the Company as at the date of this report.

Competing Interests

The Directors confirm that none of the Controlling Shareholders or the Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by our Group which competes or is likely to compete, directly or indirectly, with our Group’s business during the Reporting Period and up to the date of this report.

Interests of the Compliance Adviser

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Guotai Junan Capital Limited (“**Guotai Junan**”) to be the compliance adviser. As informed by Guotai Junan, neither Guotai Junan nor any of its directors or employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities, if any) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules except for the participation of Guotai Junan as the sponsor in relation to the Listing and the compliance adviser agreement entered into between the Company and Guotai Junan on 8 September 2016.

Directors’ Securities Transactions

The Company adopted a code of conduct regarding directors’ securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, the Company confirms that all of the Directors complied with such required standard of dealings and its code of conduct regarding directors’ securities transactions as at the date of this report.

購股權計劃

本公司已於2017年3月23日(「**採納日期**」)有條件採納購股權計劃，其中若干合資格參與者(其中包括董事及本集團僱員)可能獲授購股權以認購股份。購股權計劃於上市日期後成為無條件。根據該計劃的條款，董事會可酌情向合資格參與者授予購股權以認購股份。

自採納日期起直至2019年3月31日，概無授出任何購股權，而於2019年3月31日亦無任何購股權尚未行使。於2019年3月31日，本公司根據該計劃擁有80,000,000股股份可供發行，佔本公司於本報告日期的現有已發行股本10%。

競爭權益

董事確認，於報告期間及直至本報告日期，概無控股股東或董事及彼等各自之緊密聯繫人(定義見GEM上市規則)於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務(本集團所營運之業務除外)中擁有權益。

合規顧問之權益

根據GEM上市規則第6A.19條，本公司已委聘國泰君安融資有限公司(「**國泰君安**」)為合規顧問。誠如國泰君安所告知，國泰君安及其任何董事或僱員或緊密聯繫人概無於本公司或本集團任何成員公司的股本中擁有任何權益(包括購股權或可認購有關證券的權利(如有))或擁有與本公司有關且根據GEM上市規則第6A.32條須知會本公司之其他權益(惟不包括國泰君安就上市作為保薦人所得參與權益及本公司與國泰君安於2016年9月8日訂立的合規顧問協議)。

董事的證券交易

本公司已採納董事進行證券交易的行為守則，其條款嚴謹程度不遜於GEM上市規則第5.48至5.67條所載的規定交易標準。經向全體董事作出具體查詢後，本公司確認，所有董事於本報告日期均已遵守有關規定交易標準及有關董事進行證券交易的行為守則。

Report of the Board of Directors

董事會報告

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Director is aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended 31 March 2019, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2019, the aggregate amount of turnover attributed to the Group's largest and the five largest customers accounted for 22.4% and 53.1% (2018: 10.8% and 40.5%) of the total revenue of the Group, respectively. For the year ended 31 March 2019, the Group's purchase from the largest and the five largest suppliers accounted for 44.8% and 87.9% (2018: 38.3% and 98.5%) of the total purchases of the Group, respectively. At no time during the year ended 31 March 2019 did the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors, owns more than 5% of the Company's issued share capital) have any interest in the Group's major customers or suppliers as disclosed above.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 March 2019, the Group did not enter into any transactions which need to be disclosed as connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules.

Details of the material related party transactions are set out in note 39 to the consolidated financial statements of this report. These related party transactions did not constitute connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules.

Remuneration to key management personnel of the Group, including Directors described in notes 13 and 14 to the Group's consolidated financial statements are continuing connected transactions exempt from the connected transaction requirements under Rule 20.93 of the GEM Listing Rules.

遵守相關法律及法規

就董事所知，本集團在各重大方面已遵守對本集團業務及營運有重大影響的相關法律及法規。於截至2019年3月31日止年度，本集團概無嚴重違反或不遵守適用法律及法規。

主要客戶及供應商

截至2019年3月31日止年度，本集團最大及五大客戶所貢獻總收入分別佔本集團總收益之22.4%及53.1%（2018年：10.8%及40.5%）。截至2019年3月31日止年度，本集團自最大及五大供應商之採購分別佔本集團採購總價值之44.8%及87.9%（2018年：38.3%及98.5%）。於截至2019年3月31日止年度，概無本公司董事、彼等之聯繫人或任何股東（就董事所知擁有本公司已發行股本逾5%者）於上文所披露之本集團主要客戶或供應商中擁有任何權益。

關連交易及持續關連交易

截至2019年3月31日止年度，本集團並未訂立根據GEM上市規則第20章須披露為關連交易或持續關連交易的任何交易。

重大關聯方交易的詳情載於本報告綜合財務報表附註39。根據GEM上市規則第20章，該等關聯方交易並不構成關連交易或持續關連交易。

本集團綜合財務報表附註13及14所述之本集團主要管理層（包括董事）之薪酬乃獲豁免遵守GEM上市規則第20.93條關連交易規定的持續關連交易。

Report of the Board of Directors

董事會報告

Corporate Governance

The Company is firmly committed to maintaining and ensuring a high level of corporate governance standards and will review and improve the corporate governance practices and standards constantly. During the year ended 31 March 2019, the Company has complied with the code provisions set out in the Corporate Governance Code (the "Code Provisions") contained in Appendix 15 of the GEM Listing Rules.

Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 19 to 35 of this report.

SUFFICIENCY OF PUBLIC FLOAT

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

PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive or similar rights under the laws of Cayman Islands or the Articles which would oblige the Company to offer new shares on a pro-rata basis to the existing shareholders.

PERMITTED INDEMNITY PROVISION

During the year ended 31 March 2019, A directors' liability insurance was currently in place to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2019, the Group had 22 employees in Hong Kong (2018: 22 employees in Hong Kong). The remuneration package our Group offered to our employees includes salary, bonuses and other cash subsidies. In general, our Group determines employees' salaries based on each employee's qualifications, position and seniority. Our Group has designed an annual review system to assess the performance of our employees, which forms the basis of our decisions with respect to salary raises, bonuses and promotions.

BUSINESS REVIEW

A fair review of the business of the Company as well as a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position can be found in the management discussion and analysis set out on pages 6 to 18 of this annual report. These discussions form part of this report.

企業管治

本公司致力維持及確保高水平的企業管治標準，並將不斷檢討及改善企業管治常規及標準。於截至2019年3月31日止年度，本公司一直遵守GEM上市規則附錄十五所載企業管治守則的守則條文（「守則條文」）。

本公司所採納之企業管治常規詳情載於本報告第19至35頁的企業管治報告。

足夠公眾持股量

根據本公司可公開獲得的資料及就董事所知，於本報告日期，本公司已維持GEM上市規則所規定的足夠公眾持股量。

優先購買權

開曼群島法律或章程細則概無有關本公司須按比例向現有股東提呈發售新股份之優先購買權或類似權利之條文。

獲准許的彌償條文

截至2019年3月31日止年度，本公司目前已投購董事責任保險，以保障董事免受因被提出申索而可能招致的成本及責任。

僱員及薪酬政策

於2019年3月31日，本集團於香港擁有22名僱員（2018年：於香港擁有22名僱員）。本集團向僱員提供的薪酬組合包括薪金、花紅及其他現金補貼。一般而言，本集團根據各僱員的資歷、職位及年資釐定其薪金。本集團已制定年度檢討機制以評估僱員的表現，此機制亦為我們對加薪、發放花紅及升職決定的基準。

業務回顧

有關本年度內本公司業務的公平回顧及本集團表現的討論及分析，以及與其業績及財務狀況有關的重大因素載列於本年報第6至18頁所載的管理層討論及分析。有關討論構成本報告一部分。

Report of the Board of Directors

董事會報告

ANNUAL GENERAL MEETING

The annual general meeting (“AGM”) of the Company will be held on 8 August 2019, the notice of which shall be sent to the shareholders of the Company in accordance with the Articles, the GEM Listing Rules and other applicable laws and regulations.

CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from 5 August 2019 to 8 August 2019, both days inclusive, during which period no transfer of the shares of the Company will be registered.

Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on 2 August 2019.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this annual report, the Board is not aware of any significant events requiring disclosure that have occurred.

AUDITOR

The consolidated financial statement for the year ended 31 March 2019 has been audited by HLB Hodgson Impey Cheng Limited, who shall retire at the forthcoming AGM and, being eligible, offered themselves for re-appointment.

By order of the Board

F8 ENTERPRISES (HOLDINGS) GROUP LIMITED
FONG Chun Man
Chairman

股東週年大會

本公司將於2019年8月8日舉行股東週年大會(「股東週年大會」)，有關大會通告將根據章程細則、GEM上市規則及其他適用法律及法規寄發予本公司股東。

暫停辦理股份過戶登記手續

為釐定出席應屆股東週年大會並於會上投票之資格，本公司將於2019年8月5日至2019年8月8日(包括首尾兩日)暫停辦理股份過戶登記手續，期間將不會辦理本公司股份過戶登記。

務請股東確保所有填妥之股份過戶表格連同相關股票須不遲於2019年8月2日下午4時30分交回本公司之香港股份過戶登記分處實德隆證券登記有限公司，地址為香港北角電氣道148號21樓2103B室。

報告期後事項

除本年報所披露者外，董事會並不知悉任何已發生而須予披露之重大事件。

核數師

截至2019年3月31日止年度的綜合財務報表已由國衛會計師事務所有限公司審核，而其將於應屆股東週年大會上退任並符合資格膺選連任。

承董事會命

F8企業(控股)集團有限公司
主席
方俊文

Biographies of Board of Directors and Senior Management 董事會及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Fong Chun Man ("Mr. Fong"), aged 39, is our founder, executive Director, Chairman, compliance officer, member of the Nomination Committee and Remuneration Committee, and is responsible for our Group's overall corporate management and business development strategies. Mr. Fong was appointed as an executive Director on 23 March 2017. Mr Fong established our Group in early 2005 and appointed as director of Great Wall (International) Oil Limited in December 2005.

Mr. Fong has over 10 years of experience in the sale and transportation of diesel oil and related products, the performance of the Company is achieved in great level. He was responsible for its daily operation, including but not limited to submitting tender proposals and undertaking construction projects, managing its corporate accounting and administrative matter, monitoring the logistics of projects and contacting suppliers and customers, such as authorised agents appointed by the Oil Majors. Mr. Fong has also been the director of Jet Good Limited since April 2005, a company whose principal business involves the provision of construction materials and related logistics services in Hong Kong, where he has gained experience in business operation and management expertise.

Mr. Fong has completed the Hong Kong Advanced Level Examination in July 1999 and has been a committee member of the 13th and 14th sessions of the Chinese People's Political Consultative Conference Guangzhou City Yue Xiu District Committee (中國人民政治協商會議廣州市越秀區委員會) since May 2008 and the committee member of the 13th session of the Chinese People's Political Consultative Conference Guangzhou Committee (中國人民政治協商會議廣州市委員會) since January 2017. Mr. Fong is the director and the chairman of the audit committee of Pok Oi Hospital, a non-profit hospital in Hong Kong since 2012 and the director of the planning and procedure department of the Hong Kong Road Safety Patrol since March 2015. He is also the current honorary president of the Hong Kong Girl Guides Association Shatin branch. Mr. Fong is the spouse of Ms. Lo.

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

執行董事

方俊文先生(「方先生」)，39歲，是我們的創辦人、執行董事、主席、合規主任、提名委員會及薪酬委員會成員，並負責本集團的整體企業管理及業務發展策略。方先生於2017年3月23日獲委任為執行董事。方先生於2005年年初創辦本集團並於2005年12月獲委任為長城(國際)石油有限公司的董事。

方先生於柴油及相關產品銷售及運輸方面擁有逾10年經驗，並且業績彪炳。彼負責其日常營運，包括但不限於提交招標建議及承接工程項目、管理其企業會計及行政事宜、監察項目物流以及聯絡供應商及客戶，例如由主要石油業者委任的授權代理。自2005年4月起，方先生亦於勤亨有限公司(一間主要業務涉及在香港提供建築材料及相關物流服務的公司)擔任董事，從中取得業務營運經驗及管理的專業知識。

方先生於1999年7月完成香港高級程度會考，並分別自2008年5月起成為第13屆至14屆中國人民政治協商會議廣州市越秀區委員會委員及自2017年1月起成為第13屆中國人民政治協商會議廣州市委員會的委員。方先生自2012年起成為香港非牟利醫院博愛醫院的總理及審核委員會主席以及自2015年3月起成為香港交通安全隊策劃及程序署署長。方先生亦現為香港女童軍沙田分會名譽會長。方先生為勞女士的配偶。

除上文所披露者外，彼於過往三年內並無於任何上市公司擔任董事職務。

Biographies of Board of Directors and Senior Management 董事會及高級管理層履歷

Ms. Lo Pui Yee (“Ms. Lo”), aged 40, was appointed as our executive Director, and vice chairlady on 22 August 2016. Ms. Lo is responsible for supervising the overall administration and operation of our Group. She has more than 14 years of experience in the business administration and marketing area. Ms. Lo joined our Group in June 2016.

Ms. Lo has completed the Hong Kong Advanced Level Examination in July 1999. Since June 2002, Ms. Lo has gained exposure in the daily administration, operation and executive management in Alpha Communications Company, which carries on the business of the provision of telecommunication and internet services, and has been responsible for supervising the business development and corporate governance. Since 2011, Ms. Lo has been a director and shareholder of Luxe Tuxedo Limited, an apparel company offering high-end men’s formal suit and attire in Hong Kong, responsible for overseeing the administrative function, enhancing communication channels between management and staff and product branding. Ms. Lo is the spouse of Mr. Fong.

Saved as disclosed above, she was not a director in any listed companies for the last three preceding years.

Mr. Chan Chi Fai (“Mr. Chan”), aged 38, was appointed as our executive Director and chief executive officer on 22 August 2016 and is responsible for the operation of our fleet of tank wagon and business strategies implementation. Mr. Chan has joined Great Wall (International) Oil Company since September 2010.

Mr. Chan obtained a higher certificate and a higher diploma in Civil Engineering from the Hong Kong Institute of Vocational Education in July 2007 and July 2009, respectively. Mr. Chan also completed the certificate for Safety Supervisor (Construction Industry), Safety Training Techniques Course and Safe Working Cycle Course in February 2002, January 2009 and January 2009, respectively. Prior to joining our Group, Mr. Chan worked as a foreman in Yuk Shing Engineering Co., Limited from March 2000 to February 2007 whose principal business is construction and engineering, responsible for general site operation for drainage work and earthwork. From March 2007 to July 2010, Mr. Chan joined Vibro (H.K.) Limited and was promoted as a geotechnical field technician, whose principal business is construction, responsible for ground investigation arrangement and carrying out necessary testing.

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

勞佩儀女士(「勞女士」)，40歲，於2016年8月22日獲委任為我們的執行董事兼副主席。勞女士負責監督本集團的整體行政及營運事宜。彼於商業管理及市場推廣領域擁有逾14年經驗。勞女士於2016年6月加盟本集團。

勞女士於1999年7月完成香港高級程度會考。自2002年6月起，勞女士於Alpha Communications Company(從事提供通信及互聯網服務的業務)取得日常行政管理、經營及執行管理經驗，並一直負責監督業務發展及企業管治。自2011年起，勞女士為華麗男士禮服有限公司(一間於香港提供男士高級禮服及西裝的服裝公司)的董事及股東，負責監督行政管理職能、提升管理層與員工之間的溝通以及產品品牌。勞女士為方先生的配偶。

除上文所披露者外，彼於過往三年內並無於任何上市公司擔任董事職務。

陳志輝先生(「陳先生」)，38歲，於2016年8月22日獲委任為我們的執行董事及行政總裁，並負責油缸車車隊運作及實施業務策略。陳先生自2010年9月加入長城(國際)石油公司。

陳先生分別於2007年7月及2009年7月取得香港專業教育學院土木工程高級證書及高級文憑。陳先生亦分別於2002年2月、2009年1月及2009年1月取得安全督導員(建造業)證書並完成安全訓練技巧課程及安全施工程序課程。加入本集團前，陳先生自2000年3月至2007年2月於鈺成工程有限公司(其主要業務為建築及工程)擔任管工，負責渠務工程及泥井工程的一般現場營運。自2007年3月至2010年7月，陳先生加入惠保(香港)有限公司(其主要業務為建築)並獲晉升為土力工程領域技術人員，負責土地勘探安排及進行必要檢測。

除上文所披露者外，彼於過往三年內並無於任何上市公司擔任董事職務。

Biographies of Board of Directors and Senior Management 董事會及高級管理層履歷

Mr. Li Hok Yin (“Mr. Li”), aged 41, was appointed as our executive Director on 21 June 2018. Mr. Li was Co-chairman and an Executive Director of Taung Gold International Limited (Stock Code: 621) from 8 January 2010 to 18 September 2018. Mr. Li also obtained a Bachelor of Engineering degree from The Chinese University of Hong Kong in 2010. Mr. Li has experience in business management, investment research and financial industry.

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chui Chi Yun, Robert (“Mr. Chui”), aged 62, was appointed as our independent non-executive Director on 23 March 2017. Mr. Chui is the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee.

Mr. Chui obtained a Bachelor’s degree in commerce from the Concordia University in June 1978 and was awarded the Medal of Honour by the Government of Hong Kong Special Administrative Region in 2014. Mr. Chui is currently a practicing certified public accountant in Hong Kong and is a fellow member of the Hong Kong Society of Accountants since June 1991 and the Chartered Association of Certified Accountants since May 1989. Mr. Chui has over 35 years of experience in the accounting industry and is the founder of a Hong Kong accounting firm, Robert Chui CPA Limited.

Mr. Chui has been appointed as an independent non-executive director of Tse Sui Luen Jewellery (International) Limited, (Hong Kong stock code: 417), National Arts Entertainment and Culture Group Limited, (Hong Kong stock code: 8228), Wing Lee Property Investments Limited (Hong Kong stock code: 864) and Asia Cassava Resources Holdings Limited (Hong Kong stock code: 841) since April 1999, May 2009, February 2013 and August 2018, respectively. Since December 2014, Mr. Chui has been appointed as a non-executive director of GTI Holdings Limited, formerly known as Addchance Holdings Limited (Hong Kong stock code: 3344) and retired in May 2017. From May 2015 to March 2016, Mr. Chui was appointed as an independent non-executive director of Aurum Pacific (China) Group Limited (Hong Kong stock code: 8148). From June 2015 to July 2018, Mr. Chui was appointed as an independent non-executive director of PPS International (Holdings) limited (Hong Kong stock code: 8201).

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

李學賢先生(「李先生」)，41歲，於2018年6月21日獲委任為我們的執行董事。李先生於2010年1月8日至2018年9月18日擔任壇金礦業有限公司(股份代號：621)之聯席主席及執行董事。李先生亦於2000年取得香港中文大學工程學士學位。李先生於企業管理、投資研究及金融行業方面擁有經驗。

除上文所披露者外，彼於過往三年內並無於任何上市公司擔任董事職務。

獨立非執行董事

崔志仁先生(「崔先生」)，62歲，於2017年3月23日獲委任為我們的獨立非執行董事。崔先生為審核委員會主席以及提名委員會及薪酬委員會成員。

崔先生於1978年6月取得康考迪亞大學商科學士學位，並於2014年獲香港特別行政區政府頒授榮譽勳章。崔先生目前為香港執業會計師，並分別自1991年6月起及自1989年5月起成為香港會計師公會及特許公認會計師公會的資深會員。崔先生於會計行業擁有逾35年經驗，並為香港的會計師行志仁會計師行有限公司的創辦人。

崔先生分別自1999年4月、2009年5月、2013年2月及2018年8月起獲委任為謝瑞麟珠寶(國際)有限公司(香港股份代號：417)、國藝娛樂文化集團有限公司(香港股份代號：8228)、永利地產發展有限公司(香港股份代號：864)及亞洲木薯資源控股有限公司(香港股份代號：841)的獨立非執行董事。自2014年12月起，崔先生獲委任為共享集團有限公司(前稱互益集團有限公司(香港股份代號：3344))之非執行董事，並於2017年5月辭任。自2015年5月至2016年3月，崔先生獲委任為奧栢中國集團有限公司(香港股份代號：8148)之獨立非執行董事。自2015年6月至2018年7月，崔先生獲委任為寶聯控股有限公司(香港股份代號：8201)之獨立非執行董事。

除上文所披露者外，彼於過往三年內並無於任何上市公司擔任董事職務。

Biographies of Board of Directors and Senior Management 董事會及高級管理層履歷

Mr. Kwong Yuk Lap (“**Mr. Kwong**”), aged 43, was appointed as our independent non-executive Director on 23 March 2017. Mr. Kwong is the chairman of the Nomination Committee and a member of the Audit Committee.

Mr. Kwong obtained a Bachelor’s degree in electronics from The Open University of Hong Kong in December 2001, a diploma in information technology from the School of Professional and Continuing Education of The University of Hong Kong in June 2004 and a master degree in information technology from Charles Sturt University, Australia in November 2005.

From December 2013 to October 2015, Mr. Kwong was appointed as a non-executive director of Wealth Glory Holdings Limited (Hong Kong stock code: 8269), whose principal activities involve manufacture and sale of fresh and dried noodles, investment holding in coal trading business, trading of natural resources and commodities and money lender. From November 2015 to August 2016, Mr. Kwong was re-designated as an executive director of Wealth Glory Holdings Limited.

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

鄺旭立先生(「鄺先生」)，43歲，於2017年3月23日獲委任為我們的獨立非執行董事。鄺先生為提名委員會主席及薪酬委員會成員。

鄺先生於2001年12月自香港公開大學取得電子學理學士學位，於2004年6月自香港大學專業進修學院取得資訊科技文憑，以及於2005年11月自澳洲查爾斯史都華大學取得資訊科技碩士學位。

自2013年12月至2015年10月，鄺先生獲委任為富譽控股有限公司(香港股份代號：8269)的非執行董事，該公司主要業務活動包括製造及銷售新鮮及乾麵、於煤炭貿易業務的投資控股、天然資源及商品貿易以及放債人。由2015年11月至2016年8月，鄺先生獲調任為富譽控股有限公司的執行董事。

除上文所披露者外，彼於過往三年內並無於任何上市公司擔任董事職務。

Biographies of Board of Directors and Senior Management 董事會及高級管理層履歷

Mr. Wang Anyuan (“Mr. Wang”), aged 48, was appointed as our independent non-executive Director on 23 March 2017. Mr. Wang is the chairman of the Remuneration Committee and a member of the Audit Committee.

Mr. Wang obtained a Bachelor’s degree specialising in maritime and communication accounting from the Shanghai Maritime University in July 1994. He joined China Merchants Group and served as the manager of the audit (risk assurance) department from September 1996 to July 2001, the chief financial officer of China Merchants Securities (HK) Company Limited from July 2001 to January 2007 and general manager of audit (risk assurance) department of China Merchants Finance Holdings Company Limited from February 2007 to February 2008. In April 2008, Mr. Wang served BOCOM International Holdings Company Limited as an executive director and head of China operation, responsible for the equity sales. From June to December 2009, Mr. Wang served CITIC Securities International as a director and head of China operation, responsible for their securities business and had been the account executive of CITIC Securities International Company Limited from January 2010 to November 2012. In October 2012, Mr. Wang served as a deputy head of brokerage department of China Investment Securities (Hong Kong) Financial Holdings Limited, responsible for securities trading. In February 2013, Mr. Wang served as a responsible officer of China Investment Securities International Brokerage Limited of Type 1 (Dealing in Securities) regulated activities as defined in the SFO. Since May 2013, Mr. Wang joined Orient Finance Holdings (Hong Kong) Limited as a business director of the brokerage department. Mr. Wang has been appointed as an executive director, compliance officer and authorised representative of Code Agriculture (Holdings) Limited (Hong Kong stock code: 8153) from September 2015 to January 2018. Mr. Wang is licensed with the SFC as a representative of Orient Securities (Hong Kong) Limited to carry out type 1 (dealing in securities) regulated activity and as a representative of Orient Futures (Hong Kong) Limited to carry out type 2 (dealing in futures contract) regulated activity.

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

王安元先生(「王先生」)，48歲，於2017年3月23日獲委任為我們的獨立非執行董事。王先生為薪酬委員會主席及審核委員會成員。

王先生於1994年7月自上海海運大學取得水運經濟系會計學學士學位，彼自1996年9月至2001年7月加入招商局集團，擔任審計(稽核)部主任，自2001年7月至2007年1月為招商證券(香港)有限公司的財務總監，並自2007年2月至2008年2月為招商局金融集團有限公司審計(稽核)部總經理。於2008年4月，王先生於交銀國際控股有限公司擔任執行董事及中國業務主管，負責股票銷售。自2009年6月至12月，王先生於中信證券國際擔任董事及中國業務主管，負責證券業務，並自2010年1月至2012年11月於中信證券國際有限公司擔任客戶經理。於2012年10月，王先生於中投證券(香港)金融控股有限公司擔任經紀部門副主管，負責證券交易。於2013年2月，王先生擔任中投證券國際經紀有限公司(從事證券及期貨條例定義第1類(證券交易)之受規管活動)的負責人員。自2013年5月起，王先生加入東方金融控股(香港)有限公司擔任經紀部門業務董事。自2015年9月至2018年1月，王先生獲委任為科地農業控股有限公司(香港股份代號：8153)的執行董事、合規主任及法定代表。王先生獲得證券及期貨事務監察委員會許可作為東方證券(香港)有限公司代表以進行第1類(證券交易)之受規管活動，及作為東方期貨(香港)有限公司之代表以進行第2類(期貨合約交易)之受規管活動。

除上文所披露者外，彼於過往三年內並無於任何上市公司擔任董事職務。

Biographies of Board of Directors and Senior Management

董事會及高級管理層履歷

SENIOR MANAGEMENT

Mr. Cheung Lee Kwok (“**Mr. Cheung**”), aged 41, is our chief operation officer and is responsible for overseeing the daily operation and general financial management of our Group. Mr. Cheung has joined our Group since April 2016.

Mr. Cheung has over 10 years of experience in operational management. He obtained a bachelor’s degree in mathematics from the National Central University, Taiwan, in June 2002. Prior to joining our Group, Mr. Cheung worked as an information technology engineer in Di Sheng Computer Limited (迪生電腦有限公司*) from March 2004 to July 2005, and from January 2007 to May 2007, responsible for conducting products testing and providing customer support. From June 2007 to April 2010, Mr. Cheung worked as an engineer in Chunghwa Picture Tubes, Ltd. (中華映管股份有限公司) whose principal business is involved in the optoelectronic industry (Taiwan stock exchange, stock code: 2475, and Luxembourg stock exchange, ISIN code: US17133M7092), responsible for supervising the production operation and quality control, as well as managing technicians and support staffs for improving operational efficiency. Mr. Cheung then worked in the sale of diesel oil related business in Great Wall (International) Company for six years from April 2010 to March 2016, responsible for the daily operations of the sole proprietorship.

COMPANY SECRETARY

Ms. Leung Yin Fai (“**Ms. Leung**”), aged 54, was appointed as the Group’s company secretary on 26 October 2017. Ms. Leung has been a director of K E Corporate Services Limited (a company secretarial services provider) since April 2016, the managing director of K E Management & Consultancy (Shanghai) Co., Ltd. since August 2015 and an independent non-executive director of Green Leader Holdings Group Limited (Hong Kong Stock Code: 0061) since April 2014. Ms. Leung was a director of KCS Hong Kong Limited from August 2008 to October 2014.

Ms. Leung was admitted as a fellow of the Association of Chartered Certified Accountants (currently known as Chartered Association of Certified Accountants) in the United Kingdom in July 1995. Ms. Leung was also admitted as a fellow member of the CPA Australia in May 2004 and is currently a member of HKICPA. Ms. Leung obtained a master’s degree in commerce from the University of New South Wales, Australia in November 2002.

高級管理層

張利國先生(「**張先生**」)，41歲，獲委任為我們的營運總監，並負責監察本集團的日常營運及一般財務管理。張先生自2016年4月起加入本集團。

張先生於營運管理方面擁有逾10年經驗。彼於2002年6月自台灣國立中央大學取得數學學士學位。加入本集團前，張先生自2004年3月至2005年7月，及自2007年1月至2007年5月，於迪生電腦有限公司擔任資訊科技工程師，負責進行產品測試及提供客戶支援。自2007年6月至2010年4月，張先生於中華映管股份有限公司(其主要業務為從事光電行業)(台灣證券交易所，股份代號：2475，及盧森堡交易所，證券代碼：US17133M7092)擔任工程師，負責監督生產運作及質量控制，以及管理技術員及支援員工以提升經營效率。張先生隨後自2010年4月至2016年3月於長城(國際)公司從事柴油相關業務銷售達六年，負責獨資經營的日常營運。

公司秘書

梁燕輝女士(「**梁女士**」)，54歲，於2017年10月26日獲委任為本集團公司秘書。梁女士自2016年4月起一直為東方凱譽有限公司(一間公司秘書服務供應商)之董事、自2015年8月起為凱誠管理諮詢(上海)有限公司之常務董事及自2014年4月起為綠領控股集團有限公司(香港股份代號：0061)之獨立非執行董事。梁女士自2008年8月至2014年10月為凱譽香港有限公司之董事。

梁女士於1995年7月成為英國特許公認會計師公會之資深會員。梁女士亦於2004年5月成為澳洲會計師公會之資深會員，並現為香港會計師公會之會員。梁女士於2002年11月取得澳洲新南威爾斯大學商學碩士學位。

Independent Auditors' Report

獨立核數師報告



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**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF
F8 ENTERPRISES (HOLDINGS) GROUP LIMITED**
(Incorporated in Cayman Islands with limited liability)

致F8企業(控股)集團有限公司股東
的獨立核數師報告

(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of F8 Enterprises (Holdings) Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 88 to 191, which comprise the consolidated statement of financial position as at 31 March 2019, 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 Auditors' 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.

意見

本核數師(以下簡稱「我們」)已審計列載於第88至191頁的F8企業(控股)集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2019年3月31日之綜合財務狀況表與截至該日止年度的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，以及綜合財務報表之附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了貴集團於2019年3月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditors' 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我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Key audit matters

關鍵審計事項

How our audit addressed the Key Audit Matters

我們的審計如何處理關鍵審計事項

Allowance for expected credit losses on trade receivables

貿易應收款項預期信貸虧損撥備

Refer to Notes 5(b) and 21 to the consolidated financial statements.
請參閱綜合財務報表附註5(b)及21。

As at 31 March 2019, the Group had trade receivables of approximately HK\$71,386,000 and provision allowance for impairment loss on trade receivables of approximately HK\$1,249,000 was recognised to consolidated statement of profit or loss and other comprehensive income.

於2019年3月31日，本集團貿易應收款項約為71,386,000港元，而貿易應收款項減值虧損撥備準備約1,249,000港元已於綜合損益及其他全面收益表確認。

The determination as to whether a trade receivables are collectable involved high level of management's judgement. Specific factors management considered include the age of the balances, business nature of customers, existence of disputes, recent historical payment patterns and any other available information concerning the creditworthiness of counterparties. Management used these information to determine whether a provision for impairment is required either for a specific transaction or for a customer's balance overall.

釐定貿易應收款項是否可收回涉及高水平的管理層判斷。管理層考慮的特定因素包括結餘賬齡、客戶業務性質、是否存在爭議、近期過往付款模式及有關對手方信譽的其他可獲得資料。管理層已使用有關資料釐定是否須就特定交易或整體客戶結餘計提減值撥備。

Our procedures in relation to management's impairment assessment of trade receivables included:

我們就管理層的貿易應收款項減值評估進行的程序包括：

- Understanding and evaluating the key controls that the Group has implemented to manage and monitor its credit risk, and validating the control effectiveness on a sample basis;
- 瞭解並評估 貴集團已實施的關鍵監控措施以管理及監控其信貸風險，並抽樣驗證監控措施是否有效；
- Checking, on a sample basis, the ageing profile of the trade receivables to the underlying financial records and post year-end settlements to bank receipts;
- 抽樣檢查有關財務記錄內的貿易應收款項賬齡情況及於年結日後銀行結算收據；

Independent Auditors' Report

獨立核數師報告

Key audit matters 關鍵審計事項

How our audit addressed the Key Audit Matters 我們的審計如何處理關鍵審計事項

- Inquiring of management for the status of each of the material trade receivables past due as at year end and corroborating explanations from management with supporting evidence, such as performing public search of credit profile of selected customers, understanding on-going business relationship with the customers based on trade records, checking historical and subsequent settlement records of and other correspondence with the customers; and
- 質詢管理層有關年結日已逾期的各項重大貿易應收款項狀況以及管理層以證據支持的解釋(例如對選定客戶信貸狀況進行公開調查、基於貿易紀錄瞭解與客戶的持續業務關係、檢查過往及後續結算記錄以及與客戶之間其他往來信函); 及
- Assessing the appropriateness of the expected credit loss provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses.
- 評估預期信貸虧損撥備方法是否恰當, 抽樣審查關鍵輸入數據以評估其準確性及完整性, 並質詢釐定預期信貸虧損所用的假設(包括過往及前瞻性資料)。

We found that the management judgment and estimates used to assess the recoverability of the trade receivables and determine the impairment provision to be supportable by available evidence.

我們發現, 管理層用以評估貿易應收款項可收回能力以及釐定減值撥備的判斷及估計有可得證據支持。

Independent Auditors' Report

獨立核數師報告

Key audit matters

關鍵審計事項

How our audit addressed the Key Audit Matters

我們的審計如何處理關鍵審計事項

Impairment assessment on sale and distribution of health food business

健康食品業務銷售及分銷減值評估

Refer to Notes 12, 18, 19 and 35 to the consolidated financial statements.

請參閱綜合財務報表附註12、18、19及35

The Group has the intangible assets of approximately HK\$10,907,000 and goodwill of approximately HK\$6,608,000 respectively in relation to sale and distribution of health food business under discontinued operation as at 31 March 2019.

於2019年3月31日，貴集團就已終止經營業務項下的健康食品業務銷售及分銷擁有無形資產約10,907,000港元及商譽約6,608,000港元。

Management performed impairment assessment of the sale and distribution of health food business and concluded that an impairment loss on goodwill of approximately HK\$3,360,000 was recognised in discontinued operation for the year. This conclusion was based on value in use model that required significant management judgment with respect to the discount rate and underlying cash flows, in particular future revenue growth rate and capital expenditure. Independent external valuation were obtained in order to support management's estimates.

管理層就有關健康食品業務銷售及分銷進行減值評估，結論為年內已終止經營業務確認商譽減值虧損約3,360,000港元。該結論乃以使用價值模式為基礎，該模式需要管理層就貼現率及相關現金流量(尤其是日後收入增長率及資本開支)作出重大判斷。已為支持管理層的估計獲取獨立外部估值。

Our procedures in relation to management's impairment assessment included:

與管理層所作減值評估相關的流程包括：

- Evaluation of the independent valuer's competence, capabilities and objectivity;
- 評估獨立估值師的合適性、能力及客觀性；
- Assessing the methodologies used and the appropriateness of key assumptions based on our knowledge of the relevant industry and using our valuation experts;
- 根據我們對相關行業的知識，並運用我們的專業估值知識，評估所採用方法及主要假設是否合適；
- Challenging the reasonableness of key assumptions based on our knowledge of the business and industry; and
- 根據我們對業務及行業的認識，質詢關鍵假設是否合理；及
- Checking, on a sample basis, the accuracy and relevance of the input data used.
- 抽樣查核所採用輸入數據的準確性及相關性。

We found the key assumptions were supported by the available evidence.

我們發現，關鍵假設有可得證據支持。

Independent Auditors' Report

獨立核數師報告

OTHER INFORMATION

The Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "Other Information").

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

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

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of the 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 is responsible for overseeing the Group's financial reporting process.

其他信息

董事須對其他信息負責。其他信息包括年報內的所有信息（「其他信息」），但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會對綜合財務報表的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定，擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，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，或別無其他實際的替代方案。

審核委員會須負責監督貴集團的財務報告過程。

Independent Auditors' Report

獨立核數師報告

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

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

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

核數師就審計綜合財務報表的責任

我們的目標，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的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告，除此之外外報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，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，如果合理預期他們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的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 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的風險、設計及執行審計程序以應對這些風險，以及獲取充足及適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditors' Report

獨立核數師報告

- 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 auditors' 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 auditors' 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.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。我們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的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易及事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

We communicate with 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 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.

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審核發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

Independent Auditors' Report

獨立核數師報告

From the matters communicated with 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 auditors' 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 auditors' report is Shek Lui.

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目董事為石磊。

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Shek Lui
Practising Certificate Number: P05895

Hong Kong, 21 June 2019

國衛會計師事務所有限公司
香港執業會計師

石磊
執業證書號碼：P05895

香港，2019年6月21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2019年3月31日止年度		Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
CONTINUING OPERATIONS				
Revenue	持續經營業務 收益	6	229,718	164,491
Cost of sales	銷售成本		(207,995)	(139,670)
Gross profit	毛利		21,723	24,821
Other gains or losses	其他收益或虧損	8	802	(644)
Administrative expenses	行政開支		(11,342)	(17,643)
Other operating expenses	其他營運開支		(2,984)	(2,851)
Impairment losses on trade receivables	貿易應收款項減值虧損		(1,249)	–
Profit from operations	經營溢利		6,950	3,683
Finance costs	融資成本	9	(137)	(80)
Profit before taxation	除稅前溢利	10	6,813	3,603
Income tax expenses	所得稅開支	11	(1,477)	(2,362)
Profit for the year from continuing operations	持續經營業務所得年內溢利		5,336	1,241
DISCONTINUED OPERATION				
Loss for the year from discontinued operation	已終止經營業務 已終止經營業務所致年內虧損	12	(4,532)	–
Profit for the year	年內溢利		804	1,241
Other comprehensive loss for the year				
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：			
Exchange differences on translating foreign operations	換算海外業務的匯兌差額		(27)	–
Other comprehensive loss for the year, net of tax	除稅後年內其他全面虧損		(27)	–
Total comprehensive income for the year	年內全面收益總額		777	1,241
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利		804	1,241
Total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔年內全面收益總額		777	1,241
Earnings per share				
From continuing and discontinued operations attributable to the owners of the Company	每股盈利 本公司擁有人應佔持續經營及已終止經營業務			
Basic and diluted (HK cents)	基本及攤薄(港仙)	16	0.10	0.16
From continuing operations	持續經營業務			
Basic and diluted (HK cents)	基本及攤薄(港仙)	16	0.67	0.16

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

附註為此等綜合財務報表的組成部分。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2019 於2019年3月31日	Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	17	12,385
Deferred tax assets	遞延稅項資產	29	–
		10,166	12,385
Current assets	流動資產		
Inventories	存貨	20	341
Trade receivables	貿易應收款項	21	66,650
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	2,959
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	23	1,105
Pledged bank deposits	已抵押銀行存款	24	4,000
Cash and bank balances	現金及銀行結餘	24	13,179
		88,105	88,234
Assets of disposal group classified as held for sale	分類為持作待售出售集團資產	12	–
		20,887	–
		108,992	88,234
Current liabilities	流動負債		
Trade and bills payables	貿易應付款項及票據	25	3,609
Accruals and deposits received	應計費用及已收按金	26	3,040
Bank borrowings	銀行借款	27	–
Obligations under finance leases	融資租賃承擔	28	188
Tax payables	應付稅項		4,825
		14,251	11,662
Liabilities of disposal group classified as held for sale	分類為持作待售出售集團負債	12	–
		11,834	–
		26,085	11,662
Net current assets	流動資產淨值		
		82,907	76,572
Total assets less current liabilities	資產總值減流動負債		
		93,073	88,957
Non-current liabilities	非流動負債		
Contingent consideration payables	應付或然代價		–
Deferred tax liabilities	遞延稅項負債	29	1,183
		924	1,183
		4,522	1,183
Net assets	資產淨值		
		88,551	87,774
Capital and reserves	資本及儲備		
Share capital	股本	31	8,000
Reserves	儲備		79,774
		80,551	79,774
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額		
		88,551	87,774

Approved and authorised for the issue by the board of Directors on 21 June 2019 and signed on its behalf by:

已於2019年6月21日獲董事會批准及授權刊發，並經以下人士代表董事會簽署：

Fong Chun Man
方俊文
Executive Director
執行董事

Lo Pui Yee
勞佩儀
Executive Director
執行董事

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

附註為此等綜合財務報表的組成部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔							Total 總計
		Share capital 股本	Share premium 股份溢價	Other reserve 其他儲備	Capital contribution reserve 實繳儲備	Exchange reserve 匯兌儲備	Amounts relating to disposal group held for sale 集團相關金額 持作待售出售	Retained earnings 保留盈利	
		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	HK\$'000 千港元	
For the year ended 31 March 2019 截至2019年3月31日止年度		(Note i) (附註i)	(Note ii) (附註ii)	(Note iii) (附註iii)	(Note iv) (附註iv)	(Note v) (附註v)			
At 1 April 2017	於2017年4月1日	-	-	-	24,652	-	-	4,660	29,312
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	-	-	1,241	1,241
Capitalisation Issue (Note 31)	資本化發行(附註31)	6,000	(6,000)	-	-	-	-	-	-
Issue of shares upon Share Offer (Note 31)	股份發售後發行股份(附註31)	2,000	62,000	-*	-	-	-	-	64,000
Expenses in connection with the issue of shares	有關發行股份的開支	-	(6,779)	-	-	-	-	-	(6,779)
At 31 March 2018 and 1 April 2018	於2018年3月31日及2018年4月1日	8,000	49,221	-*	24,652	-	-	5,901	87,774
Profit for the year	年內溢利	-	-	-	-	-	-	804	804
Other comprehensive loss for the year	年內其他全面虧損	-	-	-	-	(27)	-	-	(27)
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	(27)	-	804	777
Reclassification relating to disposal group as held for sale	有關分類為持作待售出售集團的重新分類	-	-	-	-	27	(27)	-	-
At 31 March 2019	於2019年3月31日	8,000	49,221	-*	24,652	-	(27)	6,705	88,551

Notes:

- (i) On 12 April 2017, 200,000,000 shares of HK\$0.01 each of the Company were allotted and issued at a price of HK\$0.32 per Share by way of Shares Offer.
- (ii) Share premium represents the excess of shares issue over the par value.
- (iii) Other reserve of the Group represents the difference between the total equity of the subsidiaries and the aggregated share capital of the subsidiaries pursuant to the Reorganisation where the transfer of the subsidiaries to the Company are satisfied by issue of new shares from the Company. The balance was approximately HK\$8.
- (iv) Capital contribution reserve represents the amount of the financial impact arisen from the transfer of business from Great Wall (International) Oil Company (Sole Proprietorship Business) to Great Wall (International) Oil Limited.
- (v) Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong.
- * The balance was approximately HK\$8

附註：

- (i) 於2017年4月12日，200,000,000股每股面值0.01港元的本公司股份以每股0.32港元的價格透過股份發售予以配發及發行。
- (ii) 股份溢價指股份發行超過面值的金額。
- (iii) 本集團的其他儲備指該等附屬公司的權益總額與附屬公司根據重組應佔的股本總額之間的差額(將附屬公司轉撥至本公司通過本公司發行新股撥付)。結餘約為8港元。
- (iv) 資本實繳儲備代表長城(國際)石油公司(獨資經營業務)向長城(國際)石油有限公司轉讓業務產生的財務影響的金額。
- (v) 匯兌儲備包括換算香港境外業務的財務報表所產生的所有外匯差額。
- * 餘額約為8港元

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

附註為此等綜合財務報表的組成部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2019 截至2019年3月31日止年度		Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Operating activities	經營活動			
Profit/(loss) before taxation:	除稅前溢利/(虧損)：			
— Continuing operations	— 持續經營業務		6,813	3,603
— Discontinued operation	— 已終止經營業務		(4,736)	—
			2,077	3,603
Adjustments for:	就以下各項作出調整：			
Finance costs	融資成本	9	137	80
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益		—	(511)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	17	2,437	1,642
Amortisation on intangible assets	攤銷無形資產	18	815	—
Net (gain)/loss on financial assets at fair value through profit or loss	按公平值計入損益的金融資產(收益)/虧損淨值	8	(390)	1,670
Impairment loss on goodwill	商譽減值虧損	19	3,360	—
Impairment losses on trade receivables	貿易應收款項減值虧損	21	1,249	—
Interest Income	利息收入		—	(279)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量		9,685	6,205
Decrease/(increase) in inventories	存貨減少/(增加)		65	(141)
Increase in trade receivables	貿易應收款項增加		(6,426)	(21,684)
(Increase)/decrease in deposits and prepayments	按金及預付款項(增加)/減少		(5,600)	67
Increase/(decrease) in trade payables	貿易應付款項增加/(減少)		1,602	(1,374)
Decrease in accruals and deposits received	應計費用及已收按金減少		3,300	(1,321)
Net fund used in financial assets at fair value through profit or loss	用於按公平值計入損益的金融資產資金淨值		—	(2,775)
Cash used in operating activities	經營活動所用現金		2,626	(21,023)
Income tax paid	已付所得稅		(5,041)	—
Net cash used in operating activities	經營活動所用現金淨額		(2,415)	(21,023)
Investing activities	投資活動			
Payment of acquisition of subsidiary, net of cash acquired	收購附屬公司付款(扣除已收購現金)		(8,304)	—
Acquisition of property, plant and equipment	收購物業、廠房及設備		—	(12,954)
Increase of pledged bank deposit	已抵押銀行存款增加		—	(4,000)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		—	511
Interest income	利息收入		—	279
Net cash used in investing activities	投資活動所用現金淨額		(8,304)	(16,164)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2019 截至2019年3月31日止年度		Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Financing activities	融資活動			
Proceeds of issue share upon share offer, net	股份發售後發行股份的所得款項淨額		–	57,221
Proceeds from bank borrowings	銀行借款所得款項		3,000	–
Repayments of bank borrowings	償還銀行借款		–	(4,000)
Proceeds from bills payables	應付票據所得款項		1,141	–
Repayments of bills payables	償還應付票據		–	(2,574)
Repayments to a shareholder	付予一名股東還款		–	(23)
Repayments of obligations under finance leases	償還融資租賃承擔		(188)	(738)
Decreased of bank overdraft	銀行透支減少		–	(1,073)
Interest paid	已付利息		(137)	(80)
Net cash generated from financing activities	融資活動所得現金淨額		3,816	48,733
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物的(減少)/增加淨額		(6,903)	11,546
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物		13,179	1,633
Effect of foreign exchange rate changes on foreign operation	海外業務匯率變動影響		(235)	–
Cash and cash equivalents at the end of the year	年終現金及現金等價物			
Cash and bank balances	現金及銀行結餘		6,041	13,179

The accompanying notes form an integral part of these consolidated financial statements. 附註為此等綜合財務報表的組成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 30 March 2018. The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and principal place of business in Hong Kong is Units 3304, 33/F, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Hong Kong. The Company's immediate and ultimate holding company is Grand Tycoon Limited, a company incorporated in the British Virgin Islands ("BVI"). Grand Tycoon Limited is controlled by Mr. Fong Chun Man ("Mr. Fong"), a Director of the Company.

The Company is an investment holding company and its subsidiaries principally engaged in the business of the sale and transportation of diesel oil and related products in Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the functional currency of the Company and its principal subsidiaries and all values are rounded to the nearest thousands (HK\$'000), except when otherwise stated.

1. 一般資料

本公司於2018年3月30日根據公司法在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港的主要營業地點為香港九龍灣宏照道38號企業廣場五期一座33樓3304室。本公司的直接及最終控股公司為宏亨有限公司，該公司於英屬處女群島（「英屬處女群島」）註冊成立。宏亨有限公司由本公司董事方俊文先生（「方先生」）控制。

本公司為投資控股公司，其附屬公司主要在香港從事銷售及運送柴油燃料及相關產品。

除另有所指外，綜合財務報表以本公司及其主要附屬公司的功能貨幣港元（「港元」）呈列，而所有價值湊整至最接近千位（千港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

The Group has applied the following new and amendments to HKFRSs issued by Hong Kong Institute of Certified Public Accountants (the “HKICPA”) for the first time in current year.

HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HKFRS 15 (Amendments)	Clarification to HKFRS 15 Revenue from contracts with Customers
HKAS 28 (Amendments)	As part of the Annual Improvements to HKFRS Standards 2014–2016 Cycle
HKAS 40 (Amendments)	Transfers of Investment Property
HK(IFRIC) Int 22	Foreign Currency Transactions and Advance Consideration

Except as described below, the application of the above amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in 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」）

本集團於本年度首次應用下列由香港會計師公會（「香港會計師公會」）頒佈的新訂及經修訂香港財務報告準則：

香港財務報告準則第2號（修訂）	以股份為基礎的付款交易分類與計量
香港財務報告準則第4號（修訂）	對香港財務報告準則第4號保險合約應用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	金融工具
香港財務報告準則第15號	來自客戶合約的收益及相關修訂
香港財務報告準則第15號（修訂）	香港財務報告準則第15號來自客戶合約的收益的澄清
香港會計準則第28號（修訂）	2014年至2016年週期香港財務報告準則年度改進部分
香港會計準則第40號（修訂）	轉讓投資物業
香港（國際財務報告詮釋委員會）— 詮釋第22號	外幣交易及預付代價

除下文所述者外，於本年度應用香港財務報告準則以上修訂本不會對本集團於本年度及以前年度之財務表現及財務狀況及／或本集團的綜合財務報表所載之披露有重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

HKFRS 9 Financial Instruments

In the current year, the Group has applied HKFRS 9 “Financial Instruments” and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for (1) the classification and measurement of financial assets and financial liabilities, (2) expected credit losses (“ECL”) for financial assets and (3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 April 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 April 2018. The difference between carrying amounts as at 31 March 2018 and the carrying amounts as at 1 April 2018 are recognised in the opening retained earnings and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 “Financial Instruments: Recognition and Measurement”.

Accounting policies resulting from application of HKFRS 9 disclosed in Note 3.

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「金融工具」

於本年度，本集團已應用香港財務報告準則第9號「金融工具」及其他香港財務報告準則相關後續修訂。香港財務報告準則第9號引入新規定以涵蓋(1)金融資產及金融負債分類及計量、(2)金融資產預期信貸虧損(「預期信貸虧損」)以及(3)一般對沖會計處理方法。

本集團已按照香港財務報告準則第9號所載過渡條文應用香港財務報告準則第9號，即對於2018年4月1日(首次應用日期)尚未終止確認的工具追溯應用分類及計量規定(包括預期信貸虧損模型項下減值)，亦無對於2018年4月1日已終止確認的工具應用該等規定。於2018年3月31日的賬面值與2018年4月1日的賬面值之間的差額已於年初保留盈利及其他權益組成部分中確認，而毋須重列比較資料。

因此，若干比較資料未必可資比較，原因是比較資料根據香港會計準則第39號「金融工具：確認及計量」編製。

應用香港財務報告準則第9號所產生會計政策於附註3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2019年3月31日止年度

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

HKFRS 9 Financial Instruments (Continued)

Summary of effects arising from initial application of HKFRS 9

Below illustrates the classification and measurement (including impairment) of financial assets and other items subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 April 2018.

(i) *Classification and measurement*

HKFRS 9 categories financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (“FVTOCI”) and at fair value through profit or loss (“FVTPL”). These supersede HKAS 39’s categories of held-to-maturity investments, loans and receivables, available-for-sale (“AFS”) 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 assets is managed and its contractual cash flow characteristics.

Non-equity investments held by the Group are classified into one of the following measurement categories:

- Amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.

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「金融工具」(續)

首次應用香港財務報告準則第9號產生的影響摘要

以下說明於首次應用日期2018年4月1日金融資產及其他項目(受限於預期信貸虧損)按香港財務報告準則第9號及香港會計準則第39號的分類及計量(包括減值)方法。

(i) *分類及計量*

香港財務報告準則第9號將金融資產分為以下三大類：以攤銷成本、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」)計量。有關分類取代香港會計準則第39號項下分類(持至到期投資、貸款及應收款項、可供出售(「可供出售」)金融資產及按公平值計入損益計量的金融資產。香港財務報告準則第9號項下的金融資產基於管理金融資產的業務模式及其合約現金流量特性分類。

本集團持有的非股權投資分為以下其中一個計量類別：

- 攤銷成本，前提是投資為收取合約現金流量(僅指本金及利息款項)而持有。投資的利息收入採用實際利率法計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

HKFRS 9 Financial Instruments (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(i) Classification and measurement (Continued)

- FVTOCI — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses. When the investment is derecognized, the amount accumulated in other comprehensive income is recycled from equity to profit or loss; or
- FVTPL, if the investment does not meet the criteria for being measured at amortise cost or FVTOCI (recycling). Changes in the fair value of the investment (including) interest are recognised in profit or loss.

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI (non-recycling), are recognised in profit or loss as other income.

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「金融工具」(續)

首次應用香港財務報告準則第9號產生的影響摘要(續)

(i) 分類及計量(續)

- 按公平值計入其他全面收益 — 可撥回，前提是投資的合約現金流量僅包括本金及利息款項，而持有投資的業務模式的目標透過收取合約現金流量及銷售額達致。除預期信貸虧損於損益確認外，公平值變動於其他全面收益確認。倘終止確認投資時，則其他全面收益中累計的金額將由權益撥回至損益；或
- 按公平值計入損益，前提是投資不符合按攤銷成本計量或按公平值計入其他全面收益(可撥回)的標準。投資(包括利息)的公平值變動於損益確認。

股本證券投資分類為按公平值計入損益，惟倘該股本投資並非持作買賣，並在初步確認有關投資時，本集團選擇將有關投資按公平值計入其他全面收益(可撥回)，以致其後出現的公平值變動在其他全面收益中確認，則另作別論。此等選擇按個別工具情況作出，惟僅在有關投資符合發行人對股本的定義時方可作出。倘作出有關選擇，則於其他全面收益中累計的金額仍保留在公平值儲備(不可撥回)內，直至有關投資出售為止。在出售時，於公平值儲備(不可撥回)中累計的金額會撥入保留盈利。有關金額並無透過損益撥回。來自股本證券投資的股息，不論是否分類為按公平值計入損益或按公平值計入其他全面收益(不可撥回)，均在損益中確認為其他收入。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

HKFRS 9 Financial Instruments (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(i) *Classification and measurement (Continued)*

Under HKFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated from the host. Instead, the hybrid instrument as a whole is assessed for classification.

There is no reclassification or remeasurement of the financial assets, including trade receivables, financial assets at fair value through profit or loss, deposits and other receivables, pledged bank deposits and cash and bank balances for the adoption of HKFRS 9.

The measurement categories for all financial liabilities remain the same. The carrying amounts for all financial liabilities at 1 April 2018 have not been impacted by the initial application of HKFRS 9.

(ii) *Impairment under ECL model*

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all trade receivables. Except for those which had been determined as credit impaired under HKAS 39, the remaining balances are grouped based on internal credit rating and/or past due analysis. The Group has therefore estimated the expected loss rates for the trade receivables on the same basis.

Except for those which had been determined as credit impaired under HKAS 39, ECL for other financial assets at amortised cost, including deposits and other receivables are assessed on 12-month ECL (“12m ECL”) basis as 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「金融工具」（續）

首次應用香港財務報告準則第9號產生的影響摘要（續）

(i) *分類及計量（續）*

根據香港財務報告準則第9號，倘合約以該準則範圍內的金融資產為主要項目，則該等合約中附有的衍生工具不得與主要項目分割。相反，混合式工具須整體評估分類。

就採納香港財務報告準則第9號而言，貿易應收款項、按公平值計入損益金融資產、按金及其他應收款項、已抵押銀行存款以及現金及銀行結餘等金融資產不會重新分類或重新計量。

所有金融負債的計量分類維持不變。所有金融負債於2018年4月1日的賬面值均未有因首次應用香港財務報告準則第9號而受到影響。

(ii) *根據預期信貸虧損模式減值*

本集團應用香港財務報告準則第9號簡化方法計量預期信貸虧損，對所有貿易應收款項使用全期預期信貸虧損。除根據香港會計準則第39號釐定為信貸減值的該等款項外，餘款按內部信貸評級及／或逾期分析分類。因此，本集團按同一基準就貿易應收款項估計預期虧損率。

除根據香港會計準則第39號釐定為信貸減值的該等款項外，按攤銷成本計量的其他金融資產（包括按金及其他應收款項）的預期信貸虧損按12個月預期信貸虧損（「12個月預期信貸虧損」）評估，原因乃自初步確認以來信貸風險並無顯著增加。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

HKFRS 9 Financial Instruments (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(ii) Impairment under ECL model (Continued)

For pledged bank deposits and cash and bank balances, the Group only transacts with reputable banks with high credit ratings assigned by international credit-rating agencies and consider the risk of default is regard as low and 12m ECL is insignificant.

HKFRS 15 Revenue from Contracts with Customers

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 Revenue, HKAS 11 Construction Contracts and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 April 2018. Any difference at the date of initial application is recognised in the opening accumulated losses and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the standard retrospectively only to contracts that are not completed at 1 April 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 Revenue and HKAS 11 Construction Contracts and the related interpretations.

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「金融工具」（續）

首次應用香港財務報告準則第9號產生的影響摘要（續）

(ii) 根據預期信貸虧損模式減值（續）

就已抵押銀行存款以及現金及銀行結餘而言，本集團僅與信譽良好且獲國際信貸評級機構給予高信貸評級的銀行進行交易，並認為有關違約風險相當低及12個月預期信貸虧損並不重大。

香港財務報告準則第15號「來自客戶合約的收益」

本集團於本年度首次應用香港財務報告準則第15號。香港財務報告準則第15號已取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而首次應用此準則的累計影響已於首次應用日期（2018年4月1日）確認。於首次應用日期的任何差額會在年初累計虧損中確認，且並無重列比較資料。此外，根據香港財務報告準則第15號的過渡條文，本集團選擇僅就於2018年4月1日未完成的合約追溯應用該準則。因此，若干比較資料未必可供比較，原因乃比較資料根據香港會計準則第18號「收益」以及香港會計準則第11號「建築合約」及相關詮釋編製。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31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)

The Group recognises revenue mainly from following major sources which arise from contracts with customers:

- (i) Revenue from sale and transportation of diesel oil and related products
- (ii) Revenue from sale and distribution of health food (Discontinued operation)

Information about the Group’s performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in Note 3 to the consolidated financial statements.

As a result of the changes in the Group’s accounting policies, as explained above, HKFRS 15 was generally adopted without restating any other comparative information. The adoption of HKFRS 15 in the current period does not result in any significant impact on the amounts reported in the consolidated financial statements and/or disclosures set out in the consolidated financial statements except that, the Group has adopted the following accounting policies on revenues with effect from 1 April 2018 as stated in Note 3 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)

香港財務報告準則第15號「來自客戶合約的收益」(續)

本集團確認的收益主要來源(因客戶合約而產生)如下：

- (i) 柴油及相關產品銷售及運輸收益
- (ii) 銷售及分銷健康食品收益(已終止經營業務)

有關本集團履約責任及因應用香港財務報告準則第15號而產生的會計政策資料於綜合財務報表附註3披露。

鑑於本集團的會計政策變動，誠如以上所闡釋，整體而言，本集團採納香港財務報告準則第15號而並無重列任何其他比較資料。於本期間採納香港財務報告準則第15號不會對綜合財務報表已呈報金額及／或載於綜合財務報表的披露事項產生任何重大影響，惟誠如綜合財務報表附註所述，本集團自2018年4月1日起已就收益採納以下會計政策。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31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:

HKFRSs (Amendments)	Annual improvement to HKFRS 2015–2017 cycle ¹
HKFRS 3 (Amendments)	Definition of Business ⁴
HKFRS 9 (Amendments)	Prepayment Feature with Negative Compensation ¹
HKFRS 10 and HKAS 28 (Amendments)	Sales or Contribution of Assets between an Investor and its Associate or Joint Venture ³
HKFRS 16	Leases ¹
HKFRS 17	Insurance Contracts ²
HKAS 1 and HKAS 8 (Amendments)	Definition of materials ⁵
HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement ¹
HKAS 28 (Amendments)	Long-term interests in Associates and Joint Ventures ¹
HK(IFRIC) Int 23	Uncertainty over Income Tax Treatment ¹

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

The directors anticipate that, except as described below, the application of other new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

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）

已頒佈但尚未生效的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尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則(修訂)	2015年至2017年週期香港財務報告準則年度改進 ¹
香港財務報告準則第3號(修訂)	業務的定義 ⁴
香港財務報告準則第9號(修訂)	具有負補償之提前還款特性 ¹
香港財務報告準則第10號及香港會計準則第28號(修訂)	投資者及其聯營公司或合營企業間出售或注入資產 ³
香港財務報告準則第16號	租賃 ¹
香港財務報告準則第17號	保險合約 ²
香港會計準則第1號及香港會計準則第8號(修訂)	重大的定義 ⁵
香港會計準則第19號(修訂)	計劃修正、縮減或清償 ¹
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 ¹
香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅之不確定性處理 ¹

- ¹ 於2019年1月1日或之後開始的年度期間生效。
- ² 於2021年1月1日或之後開始的年度期間生效。
- ³ 於待定期日或之後開始的年度期間生效。
- ⁴ 於收購日期在2020年1月1日或之後開始的首個年度期間開始當日或之後的業務合併及資產收購生效。
- ⁵ 於2020年1月1日或之後開始的年度期間生效。

董事預期，除下文所述者外，應用其他新訂及經修訂香港財務報告準則將不會對本集團的業績及財務狀況構成重大影響。

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綜合財務報表附註

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

HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 Leases and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

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 remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

Furthermore, extensive disclosures are required by HKFRS 16.

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號為識別租賃安排以及有關出租人及承租人的會計處理方式引入綜合模型。香港財務報告準則第16號生效後，將取代香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制區分租賃及服務合約。此外，香港財務報告準則第16號規定售後租回交易根據香港財務報告準則第15號有關轉讓相關資產是否應入賬列作銷售的規定而釐定。香港財務報告準則第16號亦包括有關分租及租賃修訂的規定。

除短期租賃及低值資產租賃外，經營租賃及融資租賃的差異自承租人會計處理方法中移除，並以承租人須就所有租賃確認使用權資產及相應負債的模型取代。

使用權資產初步按成本計量，隨後按成本（若干例外情況除外）減累計折舊及減值虧損計量，並已就重新計量租賃負債進行調整。租賃負債初步按當日未支付的租賃款項現值計量。隨後，租賃負債就（其中包括）利息及租賃款項以及租賃修訂影響予以調整。就現金流量分類而言，本集團目前將前期預付租賃款項列作與自用租賃土地有關的投資現金流量，而其他經營租賃款項則列作經營現金流量。應用香港財務報告準則第16號後，本集團將有關租賃負債的租賃款項分配至本金及利息部分，並將其呈列為融資現金流量。

此外，香港財務報告準則第16號要求詳盡披露資料。

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

HKFRS 16 Leases (Continued)

At 31 March 2019, the Group has non-cancellable operating lease commitments of approximately HK\$1,808,000 as disclosed in Note 36 to the consolidated financial statements. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening retained earnings without restating comparative information.

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs, which is a collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and related interpretations issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosure requirements by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”) and by the disclosure requirements of the Hong Kong Companies Ordinance.

Basic of preparation

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

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

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)

誠如綜合財務報表附註36所披露，於2019年3月31日，本集團的不可撤銷經營租賃承擔約為1,808,000港元。初步評估顯示，有關安排將符合租約的定義。於應用香港財務報告準則第16號後，本集團將為所有該等租約確認使用權資產及相應負債，惟倘該等租約符合低價值或短期租約的資格，則另作別論。

誠如上文所述，應用新規定可能導致計量、呈列及披露方式改變。本集團作為承租人，擬選擇經修訂的追溯法以應用香港財務報告準則第16號，並將確認初步應用對年初保留盈利的累計影響，而不會重列比較資料。

3. 主要會計政策

合規聲明

綜合財務報表已根據香港會計師公會頒佈之香港財務報告準則(包括所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」及相關詮釋)編製。此外，綜合財務報表包括聯交所GEM證券上市規則(「**GEM上市規則**」)及香港公司條例之適用披露規定。

編製基準

除若干金融工具按下文的會計政策所闡釋按公平值計量外，綜合財務報表已按歷史成本基準編製。

歷史成本一般基於換取資產所付出代價的公平值釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basic of preparation (Continued)

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 the 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.

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 principal accounting policies are set out below.

3. 主要會計政策(續)

編製基準(續)

公平值乃指市場參與者之間在計量日進行的有序交易中出售一項資產所收取的價格或轉讓一項負債所支付的價格，無論該價格乃直接觀察到的結果，或是採用其他估值技術作出的估計。於估量一項資產或負債的公平值時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的該資產或負債之特徵。於綜合財務報表中計量及／或披露的公平值均按此基準予以釐定，惟香港財務報告準則第2號範圍內的以股份付款之交易、香港會計準則第17號範圍內的租賃交易及與公平值類似但並非公平值的計量(例如香港會計準則第2號中的可變現淨值或香港會計準則第36號中的使用價值)除外。

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第1級、第2級或第3級，詳情如下：

- 第1級輸入數據為實體在計量日期於活躍市場可以取得之相同資產或負債報價(未經調整)；
- 第2級輸入數據為就資產或負債直接或間接地可觀察之輸入數據(第1級內包括的報價除外)；及
- 第3級輸入數據為資產或負債的不可觀察輸入數據。

主要會計政策載列如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation

The consolidation 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.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

3. 主要會計政策(續)

綜合基準

綜合財務報表包括本公司及其控制之實體(包括結構性實體)及其附屬公司之財務報表。當本公司:

- 有權控制被投資公司;
- 因參與被投資公司業務而獲得可變動回報的風險或權利;及
- 擁有運用權力影響該等回報金額的能力時,則本公司對該投資公司擁有控制權。

倘有事實及情況顯示上述三項控制因素中出現一項或以上變數,本集團會重新評估其是否控制被投資公司。

倘本集團於投資對象之投票權少於大多數時,當投票權足以賦予本集團實際能力可單方面掌控投資對象之相關活動,本集團仍可對投資對象行使權力。在評估本集團於投資對象之投票權是否足以賦予其權力時,本集團考慮所有相關事實及情況,包括:

- 本集團持有投票權之規模,相對其他投票權持有人所持投票權之規模及分散度;
- 本集團或其他投票權持有人或其他人士持有之潛在投票權;
- 其他合約安排產生之權利;及
- 任何額外事實及情況表明於需要作出決定時,本集團是否享有現有能以掌控相關活動,包括於過往股東會議上之投票方式。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

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.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the noncontrolling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the noncontrolling interests even if this results in the noncontrolling interests having a deficit balance.

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

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

Business combinations

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, together with the fair value of any contingent consideration payable.

The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets and contingent liabilities acquired is recorded as goodwill. Where the fair values of the identifiable net assets and contingent liabilities acquired have been determined provisionally, or where contingent or deferred consideration is payable, adjustments arising from their subsequent finalisation are not reflected in the statement of profit or loss if (i) they arise within 12 months of the acquisition date and (ii) the adjustments arise from better information about conditions existing at the acquisition date (measurement period adjustments). Such adjustments are applied as at the date of acquisition and if applicable, prior period amounts are restated.

3. 主要會計政策(續)

綜合基準(續)

綜合附屬公司於本集團取得控制附屬公司時開始並於本集團失去控制附屬公司時終止。具體而言，於年內收購或出售附屬公司之收入及開支，會由本集團取得控制之日期直至本集團終止控制附屬公司之日期包括在綜合損益及其他全面收益表內。

本公司擁有人及非控股權益分佔損益及其他全面收益之各項目。即使導致非控股權益為負數結餘，本公司擁有人及非控股權益會分佔附屬公司之全面收入總額。

如有需要，附屬公司之財務報表會作出調整，以使其會計政策與本集團之會計政策一致。

所有有關本集團成員間交易之集團內部資產及負債、股本、收入、開支及現金流量已於綜合賬目時全面撇銷。

業務合併

本集團使用收購會計法為本集團收購附屬公司列賬。收購成本乃按交易當日所提供資產、所發行的權益工具及所產生或承擔的負債公平值加任何應付或然代價公平值計量。

收購成本超出本集團應佔所收購可識別資產淨值及或然負債公平值的差額確認為商譽。倘所收購可識別資產淨值及或然負債的公平值已暫時釐定，或倘須支付或然或遞延代價，則因有關金額其後落實而產生的調整不會於損益表中反映，前提是(i)於收購日期起計12個月內出現有關調整；及(ii)有關調整因更新有關收購日期現況資料而產生(計量期間調整)。本集團於收購日期應用該等調整及(如適用)重列過往期間的金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations (Continued)

All changes that are not measurement period adjustments are reported in income other than changes in contingent consideration not classified as financial instruments, which are accounted for in accordance with the appropriate accounting policy, and changes in contingent consideration classified as equity, which is not remeasured.

Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group which qualifies as business combination, except for those acquisitions which qualify as a common control combination and are therefore accounted for using the merger accounting.

Under the purchase method of accounting, subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The cost of an acquisition is measured as the fair value for the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange and, all acquisition-related costs are expensed. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the group recognises any noncontrolling interest in the acquiree at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statements of comprehensive income.

3. 主要會計政策(續)

業務合併(續)

不屬於計量期間調整的所有變動均以收入呈報，惟並非分類為金融工具的或然代價變動根據適用會計政策列賬及分類為權益的或然代價變動毋須重新計量則除外。

附屬公司

附屬公司指本集團通常擁有其超過半數表決權的股權而有權規管其財務及經營政策的所有實體(包括特殊目的實體)。於評估本集團是否控制另一實體時，會考慮現時可行使或可轉換的潛在表決權的存在及影響。

本集團收購附屬公司如符合資格作為業務合併，會採用收購會計法列賬，惟如收購符合資格作為共同控制合併，則採用合併會計法列賬。

根據收購會計法，附屬公司由控制權轉讓予本集團當日起全面綜合入賬，並於控制權終止當日終止綜合入賬。收購成本乃按交易當日所獲資產、所發行權益工具及所產生或承擔負債的公平值計算，所有與收購有關的成本均會支銷。在業務合併過程中所收購可識別資產以及所承擔負債及或然負債，均於收購當日按其公平值初步計量。本集團根據個別收購基準，按非控股權益應佔收購對象資產淨值的比例，確認於收購對象的任何非控股權益。

所轉讓代價、於收購對象的任何非控股權益金額及任何先前於收購對象的股權於收購日期的公平值超過所收購可識別資產淨值的公平值的差額入賬列作商譽。倘該數額低於以議價收購附屬公司資產淨值的公平值，則該差額會直接於綜合全面收益表確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Subsidiaries (Continued)

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policy adopted by the Group.

Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments of the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of investee's net assets including goodwill.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provide to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocation resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions.

3. 主要會計政策(續)

附屬公司(續)

集團公司之間的公司間交易、結餘及未變現交易收益予以對銷。未變現虧損亦會對銷。

附屬公司的會計政策已作必要改動，以確保與本集團所採納政策貫徹一致。

獨立財務報表

附屬公司投資按成本扣除減值列賬。成本包括投資的直接歸屬成本。附屬公司的業績由本公司按已收及應收股息入賬。

如股息超過宣派股息期間內附屬公司的總綜合收益，或如在獨立財務報表的投資賬面值超過綜合財務報表中被投資公司淨資產(包括商譽)的賬面值，則於收到該等投資的股息後，必須對附屬公司投資作減值測試。

分部報告

營運分部之報告方式須與主要營運決策者獲提供的內部報告之方式一致。作出決策的督導委員會是主要營運決策者，其負責分配資源並且評核營運分部的表現。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Non-current assets (or subsidiary) held-for-sale

Non-current assets or disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset or disposal group and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale from the time when the investment is classified as held for sale. Any retained portion of an investment in an associate that has not been classified as held for sale continues to be accounted for using the equity method. The Group discontinues the use of the equity method at the time of disposal when the disposal results in the Group losing significant influence over the associate.

After the disposal takes place, the Group accounts for any retained interest in the in accordance with HKFRS 9 unless the retained interest continues to be an associate, in which case the Group uses the equity method.

Non-current assets classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

3. 主要會計政策(續)

持作待售的非流動資產(或附屬公司)

倘非流動資產或出售集團的賬面值將主要透過銷售交易而非透過持續使用方式收回，則有關資產及集團會分類為持作待售。此條件僅於有關資產或出售集團可按其現況即時出售的情況下方視為達成，惟受限於有關資產或出售集團的一般慣常出售條款，且須極有可能售出。管理層必須致力於銷售，而有關銷售項目須預期在分類當日起計一年內符合資格確認為已完成的銷售項目。

本集團會致力達成涉及失去附屬公司控制權的銷售計劃，而該附屬公司的所有資產及負債將於符合上述條件時分類為持作待售，而不論本集團是否將於出售有關公司後保留其於前附屬公司的非控股權益。

本集團會致力達成涉及出售於聯營公司投資或部分投資的銷售計劃，而將予出售的投資或該投資部分將於符合上述條件時分類為持作待售，且本集團會於有關投資分類為持作待售時，終止就分類為持作待售的部分不時使用權益法。並無分類為持作待售於聯營公司的投資任何保留部分會繼續使用權益法入賬。倘出售事項導致本集團失去對聯營公司的重大影響力，則本集團於出售有關公司時終止使用權益法。

於出售有關公司後，本集團按照香港財務報告準則第39號將任何保留權益入賬，惟該保留權益繼續為聯營公司則除外，在該情況下本集團將採用權益法。

分類為持作待售的非流動資產按其先前賬面值及公平值減銷售成本(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2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Discontinued operation

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographic area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

When an operation is classified as discontinued, a single amount is presented in the statement of profit or loss, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

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 Group's cash-generating units (or groups of cash-generating units) that is 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 the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised 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 profit or loss on disposal.

3. 主要會計政策(續)

已終止經營業務

已終止經營業務是本集團業務的一部分，其營運及現金流量可與本集團其他業務清楚區分，且代表一個獨立的主要業務系列或地區業務，或成為出售一個獨立的主要業務系列或地區業務的單一經統籌計劃一部分，或成為專為僅就轉售所收購附屬公司。

倘業務被分類為已終止經營，則會於損益表呈列單項金額，其中包括已終止經營業務的除稅後溢利或虧損及於以公平值減銷售成本方式計量時或出售構成已終止經營業務的資產或出售集團時確認的除稅後收益或虧損。

商譽

收購業務產生的商譽按收購業務當日確定的成本(見上文會計政策)減累計減值虧損(如有)方式入賬。

就減值測試而言，商譽分配至預期可從合併的協同效應中受益的本集團各現金產生單位(或現金產生單位組別)。

已獲分配商譽的現金產生單位每年進行減值測試，或在有跡象顯示該單位可能出現減值時更頻繁地進行減值測試。倘現金產出單位的可收回金額低於其賬面值，則首先根據該單位各資產的賬面值分配減值虧損以減少分配予該單位的商譽賬面值，其後按比例減少該單位的其他資產。根據單位中每項資產的賬面金額計算。商譽的任何減值虧損直接於損益確認。就商譽確認的減值虧損往後期間不予轉回。

出售相關現金產生單位時，商譽應佔金額會就出售有關單於釐定損益時考慮。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Intangible assets

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Revenue and other income recognition

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in Note 2)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

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

3. 主要會計政策(續)

無形資產

進行業務合併時購入的無形資產在符合無形資產的定義且其公平值能可靠計量的情況下識別，並與商譽分開確認。該無形資產的成本為其於收購日期的公平值。

初步確認後，具有有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬。攤銷具有有限可使用年期的無形資產按其估計可使用年期以直線法計提撥備。或者，具有無限可使用年期的無形資產按成本減任何其後累計減值虧損列賬。

具有無限可使用年期的無形資產每年個別或在現金產生單位層面進行減值測試。該等無形資產並無攤銷。具有無限年期的無形資產每年審查一次可使用年期，以確定無限年期評估是否持續有證據支持。倘並無證據支持，則可使用年期由無限評估為有限，變動將按預期基準列賬。

收益及其他收入確認

來自客戶合約的收益(根據附註2所載過渡條文應用香港財務報告準則第15號後)根據香港財務報告準則第15號，本集團於完成履約責任時(或就此)確認收益，即於特定履約責任相關商品或服務的「控制權」移交客戶時。

履約責任指一項或一系列特別的商品或服務(或一攬子商品或服務)，而該等商品或服務內容大致相同。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue and other income recognition (Continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in Note 2)

(Continued)

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

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

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

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

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

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

3. 主要會計政策(續)

收益及其他收入確認(續)

來自客戶合約的收益(根據附註2所載過渡條文應用香港財務報告準則第15號後)

(續)

倘符合下列其中一項標準，則控制權已在一段時間內轉移，而收益會參考一段時間內已完成經信納的相關履約責任進度後進行確認：

- 在本集團履約時，客戶同時取得並消耗因本集團履約而帶來的利益時；
- 因本集團履約而創造或改良在本集團履約時客戶控制的資產；或
- 本集團履約並無創造對本集團而言具替代用途的資產，且本集團對迄今已完成的履約付款具有可強制執行權利。

否則，收益於客戶獲得該等特別商品或服務控制權的時點確認。

合約資產指本集團就換取本集團已轉讓予客戶的商品或服務收取代價的權利，而有關權利尚未成為無條件。本集團會根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即在有關代價到期支付前僅需等待時間經過。

合約負債指本集團因已向客戶收取代價(或已到期收取代價)而須向客戶轉讓商品或服務的責任。

與合約有關的合約資產及合約負債按淨額列賬並呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue and other income recognition (Continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in Note 2)

(Continued)

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control of a product or service to a customer.

Revenue from the from sale and transportation of diesel oil and related products in the Group's revenue happen at a point in time and do not include any significant separate performance obligations.

Revenue recognition (prior to 1 April 2018)

Revenue is measured at the fair value of consideration received for the rendering of services. Provided it is probable that the economic benefit will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

Revenue from the sales of goods is recognised when the risk and reward of the goods has been transferred to the customer, which is usually when the Group has delivered the products to the customer, the collectability of the related receivables is reasonably assumed and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

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 estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

3. 主要會計政策(續)

收益及其他收入確認(續)

來自客戶合約的收益(根據附註2所載過渡條文應用香港財務報告準則第15號後)

(續)
收入根據與客戶訂立的合約指定的代價計量。本集團於產品或服務的控制權移交客戶時確認收益。

本集團收益中來自銷售及運輸柴油及相關產品的收益於某時點發生，並不包括任何重大獨立履約責任。

收益確認(於2018年4月1日前)

收益按提供服務所收取代價的公平值計量。倘經濟利益很可能流入本集團且收益及成本(如適用)能可靠計量，則收益確認如下：

商品銷售收益於商品的風險及回報已轉交客戶時(通常指本集團已交付產品予客戶時)確認，已合理假設可收回有關應收款項以及不存在可能影響客戶接收產品的未履行責任。

當經濟效益可能流入本集團及收入金額能可靠地計量時會確認金融資產之利息收入。利息收入乃參考尚未償還之本金及適用實際利率按時間基準計提，實際利率乃指將估計未來收取之現金按金融資產預計可用年期折現至該資產於初步確認時之賬面淨值之利率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the group will comply with the conditions attaching to them. Grants that compensate the group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the group for the cost of an asset are deducted from carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

Foreign currencies

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

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the end of the reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains or losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

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 and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 主要會計政策(續)

政府補貼

倘可合理保證將收取政府補助且本集團將符合其附帶條件，則政府補助會初步於綜合財務狀況表中確認。用於補償本集團已產生開支的補助在開支產生的相同期間有系統地在損益中確認為收入。用於補償本集團資產成本的補助自資產的賬面值扣除，其後則按該資產的可使用年期透過扣減折舊開支在損益內實際確認。

外幣

綜合財務報表以港元(港元)呈列，港元為本公司的功能貨幣。

於綜合實體的獨立財務報表內，外幣交易均按交易日期的適用匯率換算為個別實體的功能貨幣。於報告期末，以外幣列值的貨幣資產及負債按該日的通行匯率換算。結算該等交易及於報告日期重新換算貨幣資產及負債產生的匯兌損益會於損益確認。

以公平值列賬且以外幣計值的非貨幣項目按公平值釐定日期的適用匯率重新換算，並作為公平值損益一部分予以申報。以外幣歷史成本計量的非貨幣項目不會重新換算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies (Continued)

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into Hong Kong dollars. Assets and liabilities have been translated into Hong Kong dollars at the closing rates at the end of the reporting period. Income and expenses have been converted into the Hong Kong dollars at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

When a foreign operation is sold, such exchange differences are recognised in profit or loss as part of the gain or loss on sale.

Leasing

Leases are classified as finance lease 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

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

3. 主要會計政策(續)

外幣(續)

於綜合財務報表中，所有原先以有別於本集團呈列貨幣的貨幣呈列的海外業務獨立財務報表已轉換為港元。資產及負債已按報告期末的收市匯率換算為港元。收入及開支已按交易日的通行匯率換算為港元，或按報告期間的平均匯率換算，前提是該匯率不會大幅波動。由此程序產生的任何差額已在其他全面收益中確認，並在權益內匯兌儲備中獨立累計。

出售海外業務時，該等匯兌差額於損益中確認為出售收益或虧損的一部分。

租賃

凡租賃條款將擁有權的絕大部分風險及回報轉移至承租人的租賃會分類為融資租賃。所有其他租賃則分類為經營租賃。

本集團作為承租人

根據融資租賃持有的資產按租賃開始時的公平值或(倘為較低者)按最低租賃付款的現值確認為本集團資產。出租人的相應負債於綜合財務狀況表列作融資租賃承擔。

租賃款項按比例於財務費用及租賃債務減少之間分配，從而就該等債務之餘額計算出一個定額利率。財務費用即時於損益中確認，除非直接計入合資格資產內，於此情況下，財務費用根據本集團之一般借貸成本政策予以資本化。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2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing (Continued)

The Group as lessee (Continued)

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.

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.

Borrowing costs

Borrowing costs directly attributable to the acquisition 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 borrowing costs are recognised in profit or loss in the period in which they are included.

Retirement benefits costs

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The subsidiaries and an associate were required to contribute a certain percentage of the payroll of their staff to the pension scheme to fund the benefits. The only obligation of the Group with respect to the pension scheme is to make the required contributions.

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

經營租賃款項乃於有關租賃期內按直線法確認為支出，惟另有系統性基準更能代表所消耗租賃資產經濟利益之時間模式除外。經營租賃所產生之或然租金於產生期間確認為開支。

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，惟另有系統性基準更能代表所消耗租賃資產經濟利益之時間模式除外。

借款成本

收購合資格資產(即需頗長時間方能達致其擬定用途或出售的資產)的直接應計借貸成本均計入此等資產成本，直至資產大體上已可作其擬定用途或出售為止。

所有借款成本乃於其產生期間於損益確認。

退休福利成本

本集團亦根據強制性公積金計劃條例，為本公司全體僱員設立定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款按僱員基本薪金百分比作出，並於根據強積金計劃條款須支付時於損益中扣除。強積金計劃的資產由獨立管理基金保管，與本集團資產分開持有。本集團的僱主供款於注入強積金計劃時悉數歸屬僱員。

附屬公司及聯營公司須將僱員薪酬之指定百分比供款予該退休計劃作為福利基金。本集團對該退休計劃之唯一責任是按規定作出供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation

Income tax comprises current tax payable and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the end of the reporting period. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profits for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in the profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the end of the reporting period between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profits, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

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 differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the end of the reporting period.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly to equity.

3. 主要會計政策(續)

稅項

所得稅開支包括即期應付稅項及遞延稅項。

即期稅項資產及／或負債包括須就即期或過往報告期間應向財政部門繳交惟於報告期末仍未繳交的稅款或索償金額。有關款額根據與之相關的有關財政期間適用稅率及稅務法例，按年度應課稅溢利計算。即期稅項資產或負債的一切變動均於損益內確認為稅項開支部分。

遞延稅項以負債法按綜合財務報表內資產及負債賬面值與其各自稅基之間於報告期末的暫時差額計算。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產就所有可扣稅暫時差額、可用作結轉的稅項虧損及其他未動用稅項抵免確認，惟須有應課稅溢利(包括現有應課稅暫時差額)可用以抵銷可扣稅暫時差額、未動用稅項虧損及未動用稅項抵免。

就投資附屬公司產生的應課稅暫時差額確認遞延稅項負債，惟本集團可控制暫時差額的撥回，及有關暫時差額可能不會於可見未來撥回則除外。

遞延稅項按於報告期末已經或大致上實施預期於結清負債或變現資產期間適用的稅率計算，而毋須貼現。

倘遞延稅項資產或負債的變動與自其他全面收益或直接於權益中扣除或計入有關收益或權益項目有關，則有關變動於損益或於其他全面收益或直接於權益內確認。

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For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment

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

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using the straightline 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.

Assets under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

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 the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

The property, plant and equipment, other than construction in progress, are depreciated over their estimated useful lives, after taking into account of their residual value, on a straight-line basis at the following rates per annum:

Leasehold improvement	Over the lease terms
Motor vehicles	30%
Office equipment	20%
Oil barge	10%

Depreciation methods, useful lives and residual values are reassessed at each reporting date.

3. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

資產折舊乃按其可使用年期以直線法撇銷成本減餘值確認。於各報告期末會檢討估計可使用年期、剩餘價值及折舊方法，而任何估計變動的影響按前瞻基準入賬。

根據融資租約持有之資產以與自置資產相同之基準，按其預計可使用年期折舊。然而，倘無法合理確定擁有權將於租賃期結束時取得，則按租賃期及可使用年期(以較短者為準)折舊。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時終止確認。出售或棄用物業、廠房及設備項目所產生的任何收益或虧損，釐定為出售所得款項與資產賬面值間差額，於損益確認。

物業、廠房及設備(在建工程除外)在計入其餘值後於估計可使用年期內以直線法按以下年率折舊：

租賃物業裝修	於租賃期內
汽車	30%
辦公設備	20%
柴油駁船	10%

折舊法、可使用年期及餘值於各報告日期重新評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment of assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its assets with finite useful lives 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). When 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. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell 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 a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or 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 (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 主要會計政策(續)

資產(商譽除外)減值

於各報告期末，本集團審閱其具有有限可使用年期的資產賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何該等跡象，則會估計資產的可收回金額以釐定減值虧損(如有)金額。當無法估計個別資產的可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。當可識別合理及一致的分配基準，則公司資產亦會分配至個別現金產生單位，或以其他方式分配至現金產生單位內可識別合理及一致分配基準的最小組別。

可收回金額為公平值減銷售成本與使用價值兩者中的較高者。評估使用價值時，估計未來現金流量採用除稅前貼現率貼現至其現值，而該除稅前貼現率反映金錢時間價值的現行市場評估及未來現金流量估計未經調整的資產特定風險。

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則該資產(或現金產生單位)的賬面值將調低至其可收回金額。減值虧損即時於損益確認。

倘減值虧損於其後撥回，該資產(或現金產生單位)的賬面值則會增至經修訂的估計可收回金額，惟增加後的賬面值不得超出該資產(或現金產生單位)於過往年度並無確認減值虧損時應予釐定的賬面值。減值虧損撥回即時於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities and contingent assets

Contingent liabilities are possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. These liabilities can also be a present obligation arising from past events that are not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. Contingent liabilities are not recognised but are disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

3. 主要會計政策(續)

撥備

倘本集團因過往事件而現時承擔法定或推定責任，本集團有可能須清償該責任，且該責任金額能可靠估計，則會確認撥備。

確認為撥備的金額為清償報告期末的現時責任的最佳估計，並計入該責任的風險及不明朗因素所需代價。倘使用估計用以清償現時責任的現金流量計量撥備，如金錢時間價值影響屬重大，其賬面值為該等現金流量的現值。

預期向第三方收回須清償撥備的若干或所有經濟利益時，倘基本確定償付將被收回且應收款項金額能可靠計量，則應收款項會確認為資產。

或然負債及或然資產

或然負債指因過往事件而可能引起的責任，而其存在與否將僅由某一宗或多宗並非完全受到本集團控制的不確定未來事件的發生或不發生確認。該等負債亦可能是因未確認的過往事件引致的現有責任，原因是其未必可能需要經濟資源流出或責任金額未必能被可靠地計量。或然負債不會被確認，但會在綜合財務報表附註內披露。假若流出的可能性改變而導致可能出現流出時，此等負債將於當時被確認為撥備。

或然資產是指因過往事件而可能產生的資產，而其存在與否將僅由某一宗或多宗並非完全受到本集團控制的不確定事件的發生或不發生確認。或然資產不會被確認，但會於可能有經濟利益流入時在綜合財務報表附註內披露。若實際上確定有關流入時，則會確認資產。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value with absorption cost. Cost is determined using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Absorption cost represents the amount of proportion of direct cost and indirect cost.

Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in banks and deposits held at call with banks.

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 April 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

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

3. 主要會計政策(續)

存貨

存貨以成本或可變現淨值兩者之較低者與全部成本一同列賬。成本以加權平均法釐定。可變現淨值指存貨之估計售價減所有估計竣工成本及必要銷售成本。全部成本指直接成本與間接成本的比例。

現金及現金等價物

於綜合現金流量表內，現金及現金等價物包括存放於銀行的現金及銀行活期存款。

金融工具

金融資產及金融負債於集團實體成為工具合約條文的訂約方時確認。金融資產的所有常規買賣均按交易日基準確認及終止確認。常規買賣為需要於法規或市場慣例制定的時限內交付資產的金融資產買賣。

除來自客戶合約的貿易應收款項自2018年4月1日起根據香港財務報告準則第15號初步計量外，金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債(按公平值計入損益的金融資產除外)直接應佔交易成本乃於初步確認時加入金融資產或金融負債(如適用)的公平值或自有關公平值扣除(視適用情況而定)。收購按公平值計入損益的金融資產直接應佔交易成本會即時於損益確認。

實際利率法乃計算金融資產或金融負債的攤銷成本及於相關期間內分配利息收入及利息開支的方法。實際利率乃按金融資產或金融負債的預期年期或適用的較短期間，準確貼現估計未來現金收支(包括構成實際利率不可或缺部分的所有已付或已收費用及點子、交易成本及其他溢價或折讓)至初步確認時賬面淨值的利率。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Interest and dividend income which are derived from the financial assets and shareholders' rights are presented as other revenue and other income.

Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transition in Note 2)

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

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

Amortised cost and interest income

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

3. 主要會計政策(續)

金融工具(續)

來自金融資產及股東權利的利息及股息收入以其他收益及其他收入方式呈列。

金融資產

分類及其他計量金融資產(根據附註2所載過渡條文應用香港財務報告準則第9號後)

符合下列條件的金融資產其後按攤銷成本計量：

- 按旨在收取合約現金流量的業務模式持有的金融資產；及
- 有關合約條款於特定日期僅就支付本金及未償還本金應計利息的現金流量產生。

攤銷成本及利息收入

利息收入採用實際利率法，就其後按攤銷成本計量的金融資產確認。利息收入的計算方法是將實際利率應用於金融資產的賬面總額，惟隨後成為信用減值的金融資產則除外(見下文)。就其後成為信用減值的金融資產而言，利息收入通過將實際利率應用於下一段報告期間金融資產的攤銷成本確認。倘信貸減值金融工具的信貸風險改善，致使金融資產不再屬於信貸減值，則自釐訂有關資產不再屬於信貸減值後的報告期初起將實際利率應用於金融資產的賬面總額以確認利息收入。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transition in Note 2) (Continued)

Amortised cost and interest income (Continued)

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

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

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

A financial asset is classified as held for trading if:

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

分類及其他計量金融資產(根據附註2所載過渡條文應用香港財務報告準則第9號後)(續)

攤銷成本及利息收入(續)

符合下列條件的金融資產其後按公平值計入其他全面收益計量：

- 按透過收取合約現金流量及銷售達成目的業務模式持有的金融資產；及
- 有關合約條款於特定日期僅就支付本金及未償還本金應計利息的現金流量產生。

所有其他金融資產其後按公平值計入損益計量，惟於首次應用／初步確認金融資產當日，本集團能不可撤銷地選擇於其他全面收益內呈列股權投資公平值其後變動，前提是該股權投資並非持作買賣，亦非買方於香港財務報告準則第3號「業務合併」適用的業務合併中確認的或然代價。

倘屬以下情況，金融資產被分類為持作買賣：

- 收購該金融資產之目的主要是在短期內出售；或
- 於初步確認時，該金融資產構成本集團一併管理的已識別金融工具的組合一部分，並且具有最近實際短期獲利模式；或
- 該金融資產為未被指定的衍生工具及可有效作為對沖工具。

此外，本集團能不可撤銷地指定須按攤銷成本或按公平值計入其他全面收益計量的金融資產為按公平值計入損益計量，前提為此舉可抵銷或大幅減少會計錯配情況。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transition in Note 2) (Continued)

Financial assets at FVTPL

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

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

Impairment of financial assets (upon application of HKFRS 9 in accordance with transition in Note 2)

Impairment under ECL model

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade receivables, deposits and other receivables, pledged bank deposits and cash and bank balances). The amount of ECL is updated at each reporting period to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables without significant financing component. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings based on its historical observed default rates which is adjusted for forward-looking estimates.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

分類及其他計量金融資產(根據附註2所載過渡條文應用香港財務報告準則第9號後)(續)

按公平值計入損益的金融資產

金融資產如不符合按攤銷成本或按公平值計入其他全面收益計量或指定為或按公平值計入其他全面收益的準則，則按公平值計入損益計量。

於各報告期末，按公平值計入損益的金融資產按公平值計量，而任何公平值收益或虧損於損益確認。於損益確認的收益或虧損淨額不包括就金融資產所賺取的任何股息或利息，並計入「其他收益及虧損」項目內。

金融資產減值(根據附註2所載過渡條文應用香港財務報告準則第9號後)

根據預期信貸虧損模式減值

本集團就根據香港財務報告準則第9號受減值規限的金融資產(包括貿易應收款項、按金及其他應收款項、已抵押銀行存款以及現金及銀行結餘)確認預期信貸虧損撥備。預期信貸虧損金額於各報告期間更新，以反映自初步確認起的信貸風險變動。

全期預期信貸虧損指因於相關工具預期年期內所有可能發生的違約事件而導致的預期信貸虧損。相反，12個月預期信貸虧損則指預期因於報告期後12個月內可能發生的違約事件而導致的全期預期信貸虧損部分。評估乃根據本集團過往信貸虧損經驗進行，並根據與債務人相關的特定因素、一般經濟狀況以及對報告期間當前狀況所作評估及未來狀況預測作出調整。

本集團一般就並無重大融資成分的貿易應收款項確認全期預期信貸虧損。該等資產的預期信貸虧損使用基於其過往觀察所得違約率就適當類別編製的撥備矩陣進行集體評估，並根據前瞻性估計進行調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transition in Note 2) (Continued)

Impairment under ECL model (Continued)

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

Significant increase in credit risk

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

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(根據附註2所載過渡條文應用香港財務報告準則第9號後)(續)

根據預期信貸虧損模式減值(續)

就所有其他工具而言，本集團會計量相等於12個月預期信貸虧損的虧損撥備，惟倘自初步確認後信貸風險大幅增加，則本集團會確認全期預期信貸虧損。是否應確認全期預期信貸虧損視乎發生違約的可能性或風險自初步確認以來有否大幅增加而定。

信貸風險大幅增加

於評估信貸風險自初步確認以來是否大幅增加時，本集團比較金融工具於報告期間出現違約的風險與該金融工具於初步確認日期出現違約的風險。作此評估時，本集團會考慮合理可靠的定量及定性資料，當中包括過往經驗及毋須花費過多成本或努力即可獲得的前瞻性資料。

尤其是，評估信貸風險是否大幅增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期嚴重惡化；
- 外部市場信貸風險嚴重惡化，例如信貸利差大幅增加，債務人的信貸違約掉期價格；
- 業務、財務或經濟狀況的現有或預測不利變動預期導致債務人履行其債務責任能力大幅下降；
- 債務人經營業績實際或預期嚴重惡化；
- 債務人身處的監管、經濟或技術環境實際或預期重大不利變動，導致債務人履行其債務責任能力大幅下降。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transition in Note 2) (Continued)

Significant increase in credit risk (Continued)

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

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(根據附註2所載過渡條文應用香港財務報告準則第9號後)(續)

信貸風險大幅增加(續)

不論上述評估結果如何，本集團假設，倘合約付款逾期超過30日，則信貸風險自初步確認以來已大幅增加，惟倘本集團擁有合理可靠的資料顯示情況並非如此則另作別論。

儘管出現上述各項，本集團假設，倘債務工具於報告期末釐訂為具低信貸風險，則該債務工具的信貸風險自初步確認以來並無大幅增加。債務工具會釐訂為具有低信貸風險，前提是(i)其違約風險低微；(ii)借款人在短期內絕對有能力履行其合約現金流量責任；及(iii)經濟及營商環境長期而言出現不利變動，惟未必會降低借款人履行合約現金流量責任的能力。本集團認為，倘根據全球理解的定義，債務工具的內部或外部信貸評級為「投資級別」，則該工具的信貸風險低微。

本集團定期監控用以識別信貸風險有否大幅增加的標準是否具效用，並修訂有關標準(如適當)以確保有關標準能在金額逾期前識別信貸風險是否大幅增加。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transition in Note 2) (Continued)

Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

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

Credit-impaired financial assets

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(根據附註2所載過渡條文應用香港財務報告準則第9號後)(續)

違約定義

就內部信貸風險管理而言，本集團認為，倘內部制訂或自外界來源獲得的資料顯示債務人不太可能悉數向債權人(包括本集團)還款，則發生違約事件。

不論上文如何，本集團認為，倘金融資產逾期超過90日，則發生違約，惟倘本集團有合理及具理據資料顯示採用較後的違約標準更為恰當則另作別論。

信貸減值金融資產

倘一項或多項違約事件(對金融資產估計未來現金流量構成不利影響)發生，則該金融資產屬於信貸減值。金融資產信貸減值的證據包括有關下列事件的可觀察數據：

- 發行人或借款人出現重大財務困難；
- 違反合約(如欠款或逾期事件)；
- 借款人的貸款人因有關借款人財務困難的經濟或合約理由而向借款人授出貸款人本身不會考慮的優惠；
- 借款人將可能陷入破產或其他財務重組；或
- 該金融資產的活躍市場因財務困難而消失。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transition in Note 2) (Continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over 2 years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

Measurement and recognition of ECL

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(根據附註2所載過渡條文應用香港財務報告準則第9號後)(續)

撤銷政策

倘有資料顯示對手方面對嚴重財務困難，且實際上並無收回款項的前景(如對手方被清盤或進入破產程序，或(如為貿易應收款項)金額已逾期超過兩年(以較早發生者為準))，則本集團會撤銷金融資產。經考慮法律意見後(如合適)，遭撤銷的金融資產可能仍須按本集團收款程序進行須強制執行的活動。撤銷構成終止確認事項。任何其後收回的款項於損益中確認。

計量及確認預期信貸虧損

計量預期信貸虧損乃違約概率、違約損失率(即違約損失程度)及違約風險的函數。違約概率及違約損失率乃基於根據前瞻性資料調整的過往數據評估。估計預期信貸虧損並不表示存在偏概率加權平均金額，有關金額以發生違約的相關風險為權重方式釐定。

一般而言，預期信貸虧損乃本集團根據合約應收的所有合約現金流量與本集團預期收取的現金流量之間的差額，並按初步確認時釐定的實際利率貼現。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transition in Note 2) (Continued)

Measurement and recognition of ECL (Continued)

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

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(根據附註2所載過渡條文應用香港財務報告準則第9號後)(續)

計量及確認預期信貸虧損(續)

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準分類：

- 金融工具性質；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

分類工作由管理層定期檢討，以確保各組別成分繼續分擔類似信貸風險特性。

利息收入根據金融資產的賬面總值計算，惟金融資產存在信貸減值則除外，在此情況下，利息收入乃按金融資產的攤銷成本計算。

本集團通過調整金融工具賬面值，於損益確認所有金融工具的減值收益或虧損，惟貿易應收款項則的相應調整則通過虧損撥備賬確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 April 2018)

Financial assets are classified into the following specified categories: financial asset FVTPL and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognized and derecognised on a trade date basis. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, deposits and other receivables, pledged bank deposits and cash and bank balances) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is (i) held for trading or (ii) it is designated as at FVTPL.

A financial asset is classified as held for trading if:

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

分類及其後計量金融資產(於2018年4月1日應用香港財務報告準則第9號前)

金融資產分為以下特定類別：按公平值計入損益的金融資產以及貸款及應收款項。分類取決於金融資產的性質和目的，並在初步確認時釐定。金融資產的所有常規買賣均按交易日基準確認及終止確認。常規買賣為需要於法規或市場慣例制定的時限內交付資產的金融資產買賣。

貸款及應收款項

貸款及應收款項指在活躍市場中並無報價具有固定或可確定付款的非衍生金融資產。初步確認後，貸款及應收款項(包括貿易應收款項、按金及其他應收款項、已抵押銀行存款以及現金及銀行結餘)採用實際利率法，按攤銷成本減任何減值計量。

利息收入按實際利率確認，惟就短期應收款項而言，是否確認利息並不重大。

按公平值計入損益的金融資產

倘金融資產(i)持作買賣或(ii)指定為按公平值計入損益，則金融資產分類為按公平值計入損益。

在下列情況下，金融資產則分類為持作買賣：

- 購入主要目的為於短期內出售；
- 於初步確認時構成本集團合併管理的已識別金融工具組合一部分，且具有近期實際短期獲利模式；或
- 並非指定及有效作為對沖工具的衍生工具。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 April 2018) (Continued)

Financial assets at FVTPL (Continued)

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in the consolidated income statements excludes any dividend or interest earned on the financial assets and is included in the other revenue line item. Fair value is determined in the manner described in Note 5 to the consolidated financial statements.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

分類及其後計量金融資產(於2018年4月1日應用香港財務報告準則第9號前)(續)

貸款及應收款項(續)

在下列情況下，金融資產(持作買賣的金融資產除外)可能於初步確認時指定為按公平值計入損益：

- 有關指定能消除或大幅減少本身可能出現的不一致計量或確認；
- 該金融資產構成根據本集團書面風險管理或投資策略管理而其表現可按公平值評估的一組金融資產或金融負債或同時兩者的一部分，並按該基準在公司內部提供有關如何分組的資料；或
- 其構成載有一項或多項內含衍生工具合約一部分，而香港會計準則第39號准許全份經合併合約(資產或負債)指定為按公平值計入損益。

按公平值計入損益的金融資產按公平值列賬，而重新計量產生的任何收益或虧損在損益確認。於綜合收入表確認的收益或虧損淨額不包括任何自金融資產賺取的股息或利息，且計入其他收益項目。公平值以綜合財務報表附註5所述的方式釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (before application of HKFRS 9 on 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 financial assets have been affected.

For all financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 60-90 days, 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 loss recognized is 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 a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(於2018年4月1日應用香港財務報告準則第9號前)

金融資產(按公平值計入損益者除外)乃於各報告期末評估減值跡象。倘有客觀證據證明金融資產的估計未來現金流量因金融資產初步確認後發生的一件或多件事件而受到影響，則金融資產被視為減值。

就所有金融資產而言，減值的客觀證據可包括：

- 發行人或對手方出現重大財務困難；或
- 違約，如拖欠支付或無力償還利息或本金；或
- 借款人可能破產或進行財務重組；或
- 該金融資產的活躍市場因財務困難而消失。

應收款項組合減值的客觀證據應包括本集團過往收款經驗、組合當中超逾平均信貸期介乎60至90日的延遲付款數目上升以及與拖欠應收款項相關的國內或地方經濟狀況可觀察變動。

就按攤銷成本列賬的金融資產而言，減值虧損金額按該資產賬面值與估計未來現金流量按類似金融資產現時市場回報率折讓的現值之間的差額確認。該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2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (before application of HKFRS 9 on 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. Changes in the carrying amount of the allowance account are recognised in the consolidated income statements. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to the profit or loss.

For financial assets measured at amortised cost, 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 investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

Classification as financial liabilities or equity

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

Equity instruments

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(於2018年4月1日應用香港財務報告準則第9號前)(續)

就所有金融資產而言，金融資產的賬面值以減值虧損直接扣減，惟貿易應收款項除外，其賬面值乃利用撥備賬扣減。撥備賬的賬面值變動乃於綜合收入表確認。倘貿易應收款項被視為無法收回，則自撥備賬撇銷。此前撇銷的款項如其後收回，則會計入損益。

就按攤銷成本計量的金融資產而言，倘減值虧損金額於其後期間減少，而其減少與確認減值後所發生的事件有客觀聯繫，則先前確認的減值虧損透過損益撥回，惟於撥回減值當日的投資賬面值不得超出在並無確認減值的情況下原先應有的攤銷成本。

金融負債及股本工具

分類為金融負債或權益

集團實體發行的金額負債及股本工具乃根據合約安排的性質與金融負債及股本工具的定義分類為金融負債或權益。

股本工具

股本工具是一種合約，可以證明實體在扣除所有負債後所剩資產權益。本公司發行的股本工具扣減直接發行成本後按所收款項確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities

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

Financial liabilities at amortised cost

Financial liabilities (including bank borrowings, obligations under finance leases, trade and bills payables, deposits received, accruals and other payables (excluding receipt in advance)) are subsequently measured at amortised cost, using the effective interest method.

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 recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

實際利率法

實際利率法為計算金融負債的攤銷成本及按有關期間分配利息開支的方法。實際利率是通過金融負債的預期年期或(如適用)較短期間，準確貼現估計未來現金付款(包括構成實際利率、交易成本及其他溢價或折扣不可或缺部分的所有已付或已收費用及支出)至初步確認時賬面淨值的比率。

利息開支按實際利率基準確認。

金融負債

所有金融負債其後採用實際利率法按攤銷成本計量。

按攤銷成本計量的金融負債

金融負債(包括銀行借款、融資租賃承擔、貿易應付款項及票據、已收按金、應計費用及其他應付款項(不包括預收款項))隨後採用實際利率法按攤銷成本計量。

終止確認

本集團僅在自資產收取現金流量的合約權利屆滿，或於其轉讓金融資產及該資產擁有權的絕大部分風險及回報轉移至另一實體時，方會終止確認該金融資產。倘本集團並無轉讓或保留擁有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會確認資產的保留權益及其所須支付金額的相關負債。倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，則本集團會繼續確認該金融資產，亦會確認已收所得款項的有抵押借款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Derecognition (Continued)

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

On derecognition of 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.

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

Related parties transactions

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

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

終止確認(續)

倘終止確認按攤銷成本計量的金融資產，資產的賬面值與已收及應收代價之間的差額會於損益確認。

倘並非全面終止確認金融資產，本集團在其繼續確認的部分資產與不再確認的部分資產之間，按於轉讓日期該等資產相對公平值分配金融資產的過往賬面值。分配至不再確認的部分資產賬面值與就不再確認的部分資產已收代價及分配至該部分且已於其他全面收益確認的任何累計收益或虧損總和之間的差額，會於損益確認。已於其他全面收益確認的累計收益或虧損在繼續確認的部分資產與不再確認的部分資產之間，按該等資產的相對公平值分配。

當且僅當本集團的責任獲解除、取消或屆滿時，本集團才會終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價之間的差額會於損益確認。

關聯方交易

倘屬以下人士，則被視為與本集團有關連：

- (a) 倘屬以下人士，即該人士或該人士的近親與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Related parties transactions (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiaries is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity or an associate or joint venture of a member of a group which the other entity is a member;
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employees are also related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Company's parent.

3. 主要會計政策(續)

關聯方交易(續)

- (b) 倘符合以下任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此之間均有關連)；
 - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業)；
 - (iii) 兩間實體均為同一第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體則為該第三方實體的聯營公司；
 - (v) 實體為就本集團或與本集團有關連的實體的僱員利益而設立的離職福利計劃。倘本集團本身為有關計劃，供款僱員亦與本集團有關連；
 - (vi) 實體受(a)所識別的人士控制或共同控制；
 - (vii) 於(a)(i)所識別的人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員；或
 - (viii) 該實體或該實體所屬集團之任何成員公司為本集團或本公司母公司提供主要管理層人員服務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Related parties transactions (Continued)

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

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependents of that person or that person's spouse or domestic partner.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between the Group and a related party, regardless of whether a price is charged.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The following are the critical judgments, apart from those involving estimations, that the management have made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

3. 主要會計政策(續)

關聯方交易(續)

任何人士之近親為可能預期於與該實體之交易中影響該名人士或受該名人士影響之家族成員，包括：

- (a) 該名人士之子女及配偶或同居伴侶；
- (b) 該名人士之配偶或同居伴侶之子女；及
- (c) 該名人士或其配偶或同居伴侶之受養人。

倘在本集團與關聯方之間轉移資源或責任(不論是否收取款項)，則該項交易會被視為關聯方交易。

4. 主要會計判斷及估計不明朗因素的主要來源

管理層在應用附註3所述本集團會計政策時，須就未能即時從其他來源得知的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃根據以往經驗及其他被視為相關的因素作出。實際結果可能會有別於該等估計。

估計及相關假設獲持續檢討。倘會計估計的修訂僅影響該期間，修訂只會於修訂估計的期間確認，或倘修訂同時影響現時及未來期間，則會在修訂期間及未來期間確認。

以下為除涉及估計的判斷外，管理層在應用實體的會計政策時作出且對綜合財務報表內確認的金額具最重大影響力的主要判斷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(a) Provision of ECL for trade receivables

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in Note 5(b).

As at 31 March 2019, the carrying amount of trade receivables is approximately HK\$71,386,000 (net of loss allowance of HK\$1,249,000). The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in Notes 5(b) and 21.

(b) Impairment of property, plant and equipment

The Group reviews its property, plant and equipment for indications of impairment at each reporting period. In analysing potential impairments identified, the Group uses projections of future cash flows from the assets based on management's assignment of a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

(c) 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 technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

4. 主要會計判斷及估計不明朗因素的主要來源(續)

(a) 貿易應收款項預期信貸虧損撥備

金融資產虧損撥備乃根據有關違約風險及預期虧損率的假設計算。於各報告期末，本集團已按本集團過往歷史、現有市況及前瞻性估計於作出該等假設及選擇計算減值所用輸入數據時使用判斷。所用主要假設及輸入數據的詳情於附註5(b)披露。

截至2019年3月31日，貿易應收款項賬面值約為71,386,000港元(扣除虧損撥備1,249,000港元)。預期信貸虧損撥備容易受估計變動影響。有關預期信貸虧損及本集團貿易應收款項的資料於附註5(b)及21披露。

(b) 物業、廠房及設備減值

本集團於各報告期內檢討其物業、廠房及設備的減值跡象。本集團根據管理層指定的可反映金錢時間價值的現行市場評估及資產特定風險的除稅前貼現率所得出資產的未來現金流量預測，對已識別潛在減值作出分析。

(c) 折舊

物業、廠房及設備項目在計及估計剩餘價值後，於資產的估計可使用年期內按直線法計提折舊。本集團定期檢討資產的估計可使用年期，以釐定在任何報告期內須入賬的折舊開支金額。可使用年期乃本集團根據類似資產的以往經驗並計入預期技術改變後得出。倘過往估計出現重大變動，則會在未來期間對折舊開支進行調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(d) Income taxes and deferred taxes

The Group is subject to income taxes in Hong Kong. Significant judgment is required in determining provision for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amount that we initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

(e) Net realisable value of inventories

Valuation of inventories are stated at the lower of cost and net realisable value at the end of the reporting period. Net realisable value is determined on the basis of the estimated selling price less the estimated costs necessary to make the sale. Management estimate the net realisable value for finished goods based primarily on the latest invoice prices and current market conditions. In addition, the management perform an inventory review on a product by product basis at the end of each reporting period and assess the need for write down of inventories.

(f) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value-in-use of the cash-generating units to which goodwill has been allocated. The value-in-use calculation requires the Group estimate the future cash flows expected to arise from the cash-generating units and a suitable discount rate in order to calculate the present value.

The carrying amounts of goodwill at the end of the reporting period were approximately HK\$6,608,000 and an impairment loss amounted to approximately HK\$3,360,000 was recognised in discontinued operation during the year ended 31 March 2019.

4. 主要會計判斷及估計不明朗因素的主要來源(續)

(d) 所得稅及遞延稅項

本集團須繳納香港所得稅。於釐定稅項撥備時，須作出重大判斷。在日常業務過程中，就許多交易及計算釐定的最終稅項均屬不確定。本集團根據是否應到期繳付額外稅項的估計，就預計稅務審核事宜確認負債。倘該等事宜的最終稅務結果有別於最初記錄金額，此等差額將影響作出有關釐定年度的所得稅及遞延稅項撥備。

(e) 存貨的可變現淨值

存貨估值乃按於報告期末的成本及可變現淨值兩者間之較低者列賬。可變現淨值根據估計售價減估計所需銷售成本釐定。管理層主要根據最後的發票價格及當前市況估計原材料及製成品的可變現淨值。此外，管理層於各報告期末按個別產品基準檢討存貨，並評估是否需要撇減存貨。

(f) 商譽減值

釐定無形資產是否出現減值需要對獲分配商譽的現金產生單位使用價值進行估計。計算使用價值需要本集團估計預期來自現金產生單位的未來現金流量及合適貼現率，以計算現值。

報告期末的商譽賬面值約為6,608,000港元，並於截止2019年3月31日止年度就已終止經營業務確認減值虧損約3,360,000港元。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

5. 金融工具

(a) 金融工具類別

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets	金融資產		
<i>At amortised cost (including cash and bank balances)</i>	<i>按攤銷成本(包括現金及銀行結餘)</i>		
— Trade receivables	— 貿易應收款項	71,386	66,650
— Deposits and other receivables	— 按金及其他應收款項	4,707	1,096
— Pledged bank deposits	— 已抵押銀行存款	4,000	4,000
— Cash and bank balances	— 現金及銀行結餘	6,034	13,179
		86,127	84,925
<i>At fair value</i>	<i>按公平值</i>		
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	1,495	1,105
Financial liabilities	金融負債		
<i>Amortised cost</i>	<i>攤銷成本</i>		
— Trade and bills payables	— 貿易應付款項及票據	6,937	3,609
— Accruals	— 應計費用	2,508	2,860
— Bank borrowings	— 銀行借款	3,000	—
— Obligations under finance leases	— 融資租賃承擔	—	188
		12,445	6,657

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The management monitor and manage the financial risks relating to the operations of the Group through internal risks reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including interest rate risk), credit risk and liquidity risk.

The Group's major financial instruments include trade receivables, deposits and other receivables, pledged bank deposits, cash and bank balances, trade and bills payables, accruals, bank borrowings and obligations under finance leases. Details of these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Market risk

Interest rate risk

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing financial assets, mainly the interest-bearing bank balances, bank borrowings and obligations under finance lease. The Group monitors the interest rate exposure on a continuous basis and adjusts the portfolio of bank saving balances and borrowings where necessary.

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for the floating rate bank borrowings and bills payables. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50-basis point increase or decrease throughout the reporting period is used internally for assessment of possible change in interest rate.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's pre-tax profit for the year would decrease/increase by approximately HK\$15,000 for the year ended 31 March 2019 (2018: HK\$Nil). This is mainly attributable to the Group's exposure to interest rates on its variable rate bank borrowings, bills payables.

5. 金融工具(續)

(b) 財務風險管理目標及政策

管理層通過利用內部風險報告按風險水平及幅度分析風險，監管及管理有關本集團營運的財務風險。該等風險包括市場風險(包括利率風險)、信貸風險及流動資金風險。

本集團的主要金融工具包括貿易應收款項、按金及其他應收款項、已抵押銀行存款、現金及銀行結餘、貿易應付款項、及票據、應計費用、銀行借款及融資租賃承擔。該等金融工具及有關如何減低該等風險的政策之詳情載列如下。管理層管理及監管該等風險，以確保按及時及有效的方式實行適當措施。

(i) 市場風險

利率風險

本集團因利率變動對計息金融資產(主要為計息銀行結餘、銀行借款及融資租賃承擔)之影響面對利率風險。本集團持續監控利率風險，並在有需要時調整銀行存款結餘及借款組合。

利率敏感度分析

以下敏感度分析乃根據浮息銀行借款及應付票據的利率風險而釐定。編製該分析時假設於報告期末的未償還金融工具於全年內仍未償還。整個報告期內的50基點增加或減少為內部評估利率可能變動時使用。

倘利率上升/下降50基點，而所有其他變量維持不變，則本集團截至2019年3月31日止年度的年內除稅前溢利將分別減少/增加約15,000港元(2018年：零港元)。此乃主要由於本集團的浮息銀行借款、應付票據的利率風險所致。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Market risk (Continued)

Price Risk

The Group is exposed to equity price risk mainly through its investment in listed equity securities. The Directors of the Company manage this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated in equity securities listed in Malaysia industry sector quoted in ACE Market of Bursa Malaysia Securities Berhad for the years ended 31 March 2019 and 2018. The Directors of the Company will monitor the risks and consider hedging the risk exposure should the need arise.

Equity price sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to equity price risk at the end of the reporting period.

If the prices had been 15% higher/lower, the consolidated statement of profit or loss for the year ended 31 March 2019 would increase/decrease by HK\$224,000 (2018: HK\$166,000) as a result of change in fair value of financial assets at fair value through profit or loss.

(ii) Credit risk and impairment assessment

The Group's credit risk is primarily attributable to trade receivables, deposits and other receivables, pledged bank deposits and cash and bank balances. At 31 March 2019, the Group's maximum exposure to credit risk, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(i) 市場風險

價格風險

本集團透過其於上市股本證券之投資而主要承受股本價格風險。本公司董事透過維持具不同風險及回報情況之投資組合而管理此風險。截至2019年及2018年3月31日止年度，本集團之股本價格風險主要集中於在馬來西亞證券交易所報價之馬來西亞上市之工業行業股本證券。本公司董事將監察有關風險並於需要時考慮對沖風險。

股本價格敏感度分析

以下敏感度分析乃根據於報告期末承受之股本價格風險而釐定。

倘價格上升/下跌15%：截至2019年3月31日止年度之綜合損益表將因按公平值計入損益的金融資產之公允值變動而增加/減少224,000港元(2018年：166,000港元)。

(ii) 信貸風險及減值評估

本集團的信貸風險主要來自貿易應收款項、按金及其他應收款項、已抵押銀行存款以及現金及銀行結餘。於2019年3月31日，本集團面對因交易對手未能履行責任而令本集團招致財務損失的最大信貸風險乃自綜合財務狀況表內所示的相關已確認金融資產的賬面值所產生。本集團並無持有任何抵押品或其他信貸增強措施以保障與其金融資產相關的信貸風險。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk and impairment assessment (Continued)

Trade receivables

Credit evaluations are performed on all customers requiring credit terms. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as to the economic environment.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and therefore significant concentrations of credit risk primarily arises when the Group has significant exposure to individual customers.

In respect of trade receivables arising from the sale and transportation of diesel oil and related products in Hong Kong, the Group has a concentration of credit risk in certain individual customers. At the end of each reporting period, the five largest receivable balances accounted for approximately 59% (2018: approximately 59%) of the trade receivables and the largest trade receivable was approximately 16% (2018: approximately 15%) of the Group's total trade receivables respectively. The Directors closely monitor the risk exposure of the customers and would take appropriate action to ensure the risk exposure is acceptable.

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險及減值評估(續)

貿易應收款項

對所有要求取得信用期的客戶進行個別信用評估。該等評估著重於客戶於到期時支付的過往付款歷史及現時的支付能力，並考慮客戶以及經濟環境的特定資料。

本集團面臨的信貸風險主要受各客戶個別特徵的影響，因此倘本集團面臨個別客戶的重大風險，則會發生高度集中的信貸風險。

就於香港銷售及運送柴油及相關產品所產生的貿易應收款項而言，本集團承擔若干個別客戶的集中信貸風險。於各報告期末，五大應收款項結餘佔貿易應收款項約59% (2018年：約59%)，而最大筆貿易應收款項佔本集團貿易應收款項總額約16% (2018年：約15%)。董事密切監察客戶的風險並採取適當措施以確保風險處於可接受的程度。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk and impairment assessment (Continued) *Trade receivables* (Continued)

In order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow up action is taken to recover overdue debts. In addition, the management reviews the recoverability of each trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. Under HKAS 39, impairment losses are made for irrecoverable amounts. Upon the application of HKFRS 9 on 1 April 2018, the Group applies simplified approach on trade receivables to provide for the ECL prescribed by HKFRS 9. The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix (2018: incurred loss model). As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 March 2019:

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險及減值評估(續) *貿易應收款項*(續)

為盡量減低信貸風險，管理層已委派團隊負責釐定信貸限額、信貸審批及確保會對收回逾期債務採取跟進行動的其他監察程序。此外，管理層於各報告期末檢討各貿易債務的可收回程度，以確保就不可收回款項作出足夠的減值虧損。根據香港會計準則第39號，減值虧損乃就不可收回款項作出。於2018年4月1日應用香港財務報告準則第39號後，本集團應用簡化法於貿易應收款項，以就香港財務報告準則第9號所規定的預期信貸虧損計提撥備。本集團按相等於全期預期信貸虧損的金額計量貿易應收款項虧損撥備，有關金額乃使用撥備矩陣(2018年：已產生虧損模式)計算得出。由於本集團的過往信貸虧損經驗並無顯示不同客戶分部的重大不同虧損模式，故基於過往逾期狀態的虧損撥備並無進一步區分本集團的不同客戶基礎。

下表提供有關本集團於2019年3月31日貿易應收款項的信貸風險及預期信貸虧損資料：

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For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk and impairment assessment (Continued) Trade receivables (Continued)

		Expected loss rate 預期虧損率	Gross carrying amount 總賬面值	Loss allowance 虧損撥備
At 31 March 2019 於2019年3月31日		%	HK'000 千港元	HK'000 千港元
Current (not past due)	即期(未逾期)	–	49,630	–
1–90 days past due	逾期1至90日	–	10,854	–
91–180 days past due	逾期91至180日	0.66	6,201	(41)
181–365 days past due	逾期181至365日	3.74	4,926	(184)
More than 1 year	超過一年	100.00	1,024	(1,024)
		1.72	72,635	(1,249)

The closing loss allowances for including trade receivables as at 31 March 2019 reconciled as follows:

於2019年3月31日，對包括貿易應收款項計提期末虧損撥備的對賬如下：

		Trade receivables 貿易應收款項 HK'000 千港元
At 1 April 2018 — HKFRS 9	於2018年4月1日 — 香港財務報告準則第9號	–
Increase in loss allowance recognised in profit or loss during the year	年內於損益確認的虧損撥備 增加	(1,249)
At 31 March 2019 — HKFRS 9	於2019年3月31日 — 香港財務報告準則第9號	(1,249)

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險及減值評估(續) 貿易應收款項(續)

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period greater than agreed contract terms.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Expected loss rates are based on actual loss experience over the past 2 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are set out in Note 21 to the consolidated financial statement.

The management monitored the financial background and creditability of those debtors on an ongoing basis. The Group seeks to minimise its risk by dealing with counterparties which have good credit history. Majority of the trade receivables that are neither past due nor impaired have no default payment history. In this regard, the directors consider that the Group's credit risk is significantly reduced.

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險及減值評估(續)

貿易應收款項(續)

貿易應收款項於無合理預期可收回時撇銷。無合理預期可收回款項的跡象包括(其中包括)債務人未能與本集團制定還款計劃,及於超過協定合約期的期間內未能作出合約付款。

貿易應收款項的減值虧損呈列為經營溢利內的減值虧損淨額。其後收回先前撇銷的款項會記入同一單行項目。

預期虧損率乃基於過往兩年的實際虧損經驗而得出。該等虧損率乃經調整以反映收集歷史數據期間的經濟狀況、當前狀況以及本集團對應收款項預期年期的經濟狀況的看法之間的差異。

有關本集團面臨來自貿易應收款項的信貸風險之進一步定量披露載於綜合財務報表附註21。

管理層持續監察該等債務人的財務背景及信用度。本集團透過與具有良好信貸歷史的交易對手合作以盡量減低其風險。大部分尚未逾期亦無減值的貿易應收款項並無拖欠還款歷史。就此而言,董事認為本集團的信貸風險已大幅降低。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

The management makes periodic collective assessment as well as individual assessment on the recoverability of deposits paid and other receivables based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information under ECL model upon application of HKFRS 9 (2018: incurred loss model). The directors believe that there is no material credit risk inherent in the Group's outstanding balances of deposits and other receivables.

Deposits with bank

In respect to the Group's pledged bank deposits and cash and bank balances, the Group limits its exposure to credit risk by placing deposits with financial institution with high credit rating and no recent history of default. Given the high credit ratings of the banks, management does not expect any counterparty to fail to meet its obligations. Management will continue to monitor the position and will take appropriate action if they are changed. As at 31 March 2019 and 2018, the Group has no significant concentration of credit risk in relation to deposit with bank.

In these regards, other than the credit risks mentioned above, the management considers the Group does not have any other significant credit risk and the exposures to these credit risks are monitored on an ongoing basis.

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險及減值評估(續)

貿易應收款項(續)

管理層會基於過往結算紀錄、過往經驗及於應用香港財務報告準則第9號(2018年：已產生虧損模式)後於預期信貸虧損模式下所得合理及支持性的前瞻性資料對已付按金及其他應收款項的可回收性定期作出整體評估及個別評估。董事相信，本集團按金及其他應收款項的未收回結餘概無重大固有信貸風險。

銀行存款

就本集團的已抵押銀行存款以及現金及銀行結餘而言，本集團將存款存放於信貸評級良好且並無近期拖欠記錄的金融機構，以限制所承受的信貸風險。鑒於該等銀行具有較高的信貸評級，管理層預期不會有任何交易對手無法履行其責任。管理層將持續監控狀況，並將於其評級發生變化時採取適當行動。於2019年及2018年3月31日，本集團並無有關銀行存款的重大集中信貸風險。

就此而言，除上述信貸風險外，管理層認為本集團並無任何其他重大信貸風險及所面臨的該等信貸風險乃按持續基準監控。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Liquidity risk

The Group is exposed to minimal liquidity risk as a substantial portion of its financial assets and financial liabilities are due within one year and it can finance its operations from existing shareholders' funds and internally generated cash flows.

In the management of the liquidity risk, the Group monitors and maintains a level of bank balances and cash deemed adequate by management to finance the Group's operations and mitigate the effect of fluctuations in cash flows. Management monitors current and expected liquidity requirements on a regular basis.

The following tables detail the Group's contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest dates on which the Group can be required to pay. The tables include both interest and principal cash flows.

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iii) 流動資金風險

本集團承受的流動資金風險輕微，原因為大部分金融資產及金融負債均於一年內到期，並且以現有股東資金及內部所得現金流量為其業務營運提供資金。

在管理流動資金風險方面，本集團監察並維持管理層視為足夠的銀行結餘及現金水平，以為本集團業務營運提供資金，並減低現金流量波動的影響。管理層定期監控目前及預期流動資金需求。

下表詳列本集團金融負債的合約到期日。下表已按金融負債的未貼現現金流量根據本集團可能需要付款的最早日期編製，並包括利息及本金現金流量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Liquidity risk (Continued)

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of reporting period to the contractual maturity date. Specifically, bank borrowings with repayable on demand clause are included in "on demand or within one year" regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are prepared based on the agreed repayment dates. The amounts disclosed in the table are based on the contractual undiscounted payments, are as follows:

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iii) 流動資金風險(續)

下表為將按相關到期組別將本集團的金融負債分類後作出的分析，分類方法基於報告期末至合約到期日的剩餘期間。尤其是，具應要求償還條款的銀行借款納入「應要求或於一年內」，不論銀行選擇行使其權利的可能性。其他非衍生金融負債的到期日乃按協定還款日期而編製。下表所披露金額乃基於合約未貼現付款，載列如下：

		Weighted average interest rate	On demand or within one year	More than one year but less than two years	More than two years but less than five years	More than five years	Total undiscounted cash flow	Carrying amount
		加權平均利率	應要求或於一年內	超過一年但少於兩年	超過兩年但少於五年	超過五年	未貼現現金流量總額	賬面值
		%	HK\$'000	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	千港元
As at 31 March 2019	於2019年3月31日							
Non-derivative financial liabilities	非衍生金融負債							
Trade and bills payables	貿易應付款項及票據	-	6,937	-	-	-	6,937	6,937
Accruals	應計費用	-	2,508	-	-	-	2,508	2,508
Bank borrowings	銀行借款	4.88	3,000	-	-	-	3,000	3,000
			12,445	-	-	-	12,445	12,445
As at 31 March 2018	於2018年3月31日							
Non-derivative financial liabilities	非衍生金融負債							
Trade payables	貿易應付款項	-	3,609	-	-	-	3,609	3,609
Accruals	應計費用	-	2,860	-	-	-	2,860	2,860
Obligations under finance leases	融資租賃承擔	3.83	190	-	-	-	190	188
			6,659	-	-	-	6,659	6,657

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value estimation

The fair value of financial assets and financial liabilities are determined as follows:

- (i) The fair value of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to quoted market bid prices and ask prices respectively, and
- (ii) The fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models (e.g. discounted cash flow analysis using observable and/or unobservable inputs).

The Company uses the following hierarchy for determining and disclosing the fair values of financial instruments:

- (i) Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets and liabilities.
- (ii) 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 liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

5. 金融工具(續)

(c) 公平值估計

金融資產及金融負債之公平值按以下方式釐定：

- (i) 具有標準條款及條件並於活躍市場買賣之金融資產及金融負債之公平值分別經參照市場之買賣盤報價釐定；及
- (ii) 其他金融資產及金融負債之公平值乃根據公認定價模式(如使用可觀察及／或不可觀察數據進行之貼現現金流量分析)釐定。

本公司使用以下等級制度釐定及披露金融工具公平值：

- (i) 第1級公平值乃以相同資產及負債在活躍市場之報價(未經調整)計量。
- (ii) 第2級公平值乃以級別1所包括之報價以外之輸入數據計量，有關輸入數據為資產或負債可從觀察中直接(即價格)或間接(即源自價格)得出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value estimation (Continued)

- (iii) 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).

Fair value of the Group's financial assets are measured at fair value on a recurring basis.

5. 金融工具(續)

(c) 公平值估計(續)

- (iii) 第3級公平值乃以估值技術計量，其包括並非以可觀察市場數據為根據之資產或負債輸入數據(不可觀察輸入數據)。

本集團金融資產的公平值以按經常性基準以公平值計量。

	Fair value as at 於以下日期的公平值		Fair Value hierarchy 公平值等級	Valuation Techniques and key inputs 估值方法及 主要輸入資料	Significant unobservable inputs 主要不可觀察 之輸入數據
	At 31 March 2019 於 2019年3月31日 HK\$'000 千港元	At 31 March 2018 於 2018年3月31日 HK\$'000 千港元			
Financial assets at FVTPL: — Equity securities listed in Malaysia 按公平值計入損益的金融資產： — 在馬來西亞上市的股本證券	1,495	1,105	Level 1 第一級	Quoted bid prices in an active market 於活躍市場所報 之買入價	N/A 不適用

Except as disclosed as above, the Directors consider the carrying amounts of financial assets and financial liabilities recorded at amortised costs in the consolidated financial statements approximates to their fair values.

除上述所披露者外，董事認為按攤銷成本於綜合財務報表入賬的金融資產及金融負債賬面值與其公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(d) Capital risk management

The Group manages its capital to ensure that entities will be able to continue as a going concern while maximizing the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged during the reporting period.

The capital structure of the Group consists of total borrowings and equity attributable to owners of the Company, comprising share capital, reserves and retained profits as disclosed in the consolidated financial statements.

The directors of the Company review the capital structure regularly. The Group considers the cost of capital and the risks associated with each class of capital, and balance its overall capital structure through the payment of dividends and injection of capital.

The following is the gearing ratio at the end of each reporting period:

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Total borrowings (Note (a))	總借款(附註(a))	3,000	188
Total equity (Note (b))	總權益(附註(b))	88,551	87,774
Gearing ratio	資產負債比率	3.4%	0.2%

Notes:

- (a) Total borrowings represent bank borrowings and obligations under finance leases as set out in Notes 27 and 28; and
- (b) Total equity includes share capital and reserves at the end of each reporting period.

5. 金融工具(續)

(d) 資本風險管理

本集團管理其資本，以確保實體可持續經營，同時透過優化債務及權益結餘為股東帶來最大回報。本集團的整體策略於報告期間維持不變。

誠如綜合財務報表所披露，本集團的資本架構包括總借款及本公司擁有人應佔權益，當中包括股本、儲備及保留溢利。

本公司董事定期審閱資本架構。本集團會考慮資本成本及與各類別資本有關的風險，並透過派付股息及注資平衡整體資本結構。

以下為各報告期末的資產負債比率：

附註：

- (a) 總借款指附註27及28所載銀行借款及融資租賃承擔；及
- (b) 總權益包括各報告期末的股本及儲備。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

6. REVENUE

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts. An analysis of the Group's revenue for the reporting period is as follows:

Disaggregation of revenue from contracts with customers

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Continuing operations	持續經營業務		
Type of goods or services	商品或服務種類		
Goods transferred at a point of time	於某時點轉讓商品		
Sale of diesel oil and related products	銷售柴油及相關產品		
Diesel oil	柴油	213,612	159,722
Marine diesel oil	船用柴油	14,439	3,288
Lubricant oil	潤滑油	1,667	1,481
Total revenue from contracts with customers	來自客戶合約的總收益	229,718	164,491

The Group operates in one continuing operating segment for the sale of diesel oil and related products in Hong Kong.

Performance obligations for contracts with customers

Details of performance obligations for contracts with customers for the year ended 31 March 2019 are set out in Note 3.

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

All revenue from sale of diesel oil and related products are for the periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

6. 收益

收益指已售商品的發票淨值(扣除退貨撥備及交易折扣)。本集團於報告期間的收益分析如下：

來自客戶合約的收益分析

本集團經營一個持續經營分部，以於香港銷售柴油及相關產品。

客戶合約的履約責任

有關截至2019年3月31日止年度客戶合約的履約責任的詳情載列於附註3。

分配至剩餘客戶合約的履約責任的交易價格

所有來自銷售柴油及相關產品的收益均為期一年或以下。經香港財務報告準則第15號允許，分配至該等未獲達成合約的交易價格並未披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

7. SEGMENT INFORMATION

A single management team reports to the Directors (being the chief operating decision-maker) who comprehensively manage the entire business. Accordingly, the Group does not present segment information separately.

China Forest Food Limited and its subsidiaries ("China Forest Food Group") constitute a major line of business in sale and distribution of health food. Upon the Group entered the sale and purchase agreement in relation to disposal of 90% equity interest in China Forest Food Group on 28 March 2019, it reclassified as discontinued operation and the segment information reported below does not include any amounts for the discontinued operation, which are disclosed the details in Note 12.

Geographical information

During the years ended 31 March 2019 and 2018, the Group operated in Hong Kong and all of the Group's revenue are derived from Hong Kong and all of non-current assets of the Group are located in Hong Kong as at 31 March 2019 and 2018. No analysis of the Group's result and assets by geographical area is disclosed.

Information about major customers

Revenues from customers contributing over 10% of the total revenue of the Group during the reporting period are as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Customer A	客戶A	—*	17,829
Customer B	客戶B	51,449	—*

Note: The customer contributed less than 10% of the total revenue of the Group.

7. 分部資料

單一管理層團隊向全面管理整體業務的董事(即主要營運決策者)匯報。因此，本集團並無呈列獨立分部資料。

中國森林食品有限公司及其附屬公司(「中國森林食品集團」)構成本集團健康食品銷售及分銷業務的主要部分。於2019年3月28日本集團就出售中國森林食品集團90%股權而訂立買賣協議後，其被重新分類為已終止經營業務，而下文所呈報的分部資料並不包括已終止經營業務的任何金額(詳情於附註12中披露)。

地理資料

截至2019年及2018年3月31日止年度，本集團於香港經營，於2019年及2018年3月31日，本集團所有收益均源自香港，且本集團所有非流動資產位於香港。並無披露本集團按地理區域劃分的業績及資產分析。

有關主要客戶的資料

於報告期間，客戶貢獻佔本集團總收益超過10%的收益如下：

附註：客戶收入貢獻佔本集團總收益少於10%。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

8. OTHER GAINS OR LOSSES

8. 其他收益或虧損

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Continuing operations	持續經營業務		
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	–	511
Realised loss on financial assets at fair value through profit or loss	按公平值計入損益的金融資產的變現虧損	–	(212)
Unrealised gain/(loss) on financial assets at fair value through profit or loss	按公平值計入損益金融資產的未變現收益/(虧損)	390	(1,458)
Bank interest income (Note)	銀行利息收入(附註)	–	279
Transportation services fee	運輸服務費	243	–
Rental income from diesel vehicles	來自柴油車的租金收入	135	–
Sundry income	雜項收入	34	236
		802	(644)

Note: Bank interest income mainly represents interest generated from the share offer fund deposited in bank.

附註：銀行利息收入主要指存入銀行的股份發行基金產生的利息。

9. FINANCE COSTS

9. 融資成本

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest expenses on bank borrowings wholly repayable within five years	須於五年內全數償還銀行借款的利息開支	134	53
Interest expenses on bank overdrafts	銀行透支的利息開支	1	5
Interest expenses on obligations under finance leases	融資租賃承擔的利息開支	2	22
		137	80

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

10. PROFIT BEFORE TAXATION

10. 除稅前溢利

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Profit for the year has been arrived at after charging:	年內溢利已扣除下列各項：		
Continuing operations	持續經營業務		
Directors' emoluments (Note 13)	董事薪酬(附註13)	2,512	2,273
Other staff costs:	其他員工成本：		
— Salaries and other benefits	— 薪金及其他福利	2,108	3,903
— Retirement benefits scheme contributions	— 退休福利計劃供款	87	180
		2,195	4,083
Auditors' remuneration (Note i)	核數師薪酬(附註i)	700	600
Cost of inventories recognised as expenses	確認為開支的存貨成本	202,855	135,584
Depreciation of property, plant and equipment (Note 17)	物業、廠房及設備折舊(附註17)		
— Cost of sales	— 銷售成本	2,018	1,337
— Administrative expenses	— 行政開支	419	305
		2,437	1,642
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	—	(511)
Operating lease rental expenses in respect of office premises	就辦公處的經營租賃租金開支	1,636	1,887
Listing expenses (Note ii)	上市開支(附註ii)	—	6,972

Notes:

- (i) Exclude services for the listing of the Group.
- (ii) The listing expenses are included in "Administrative expenses".

附註：

- (i) 不包括本集團上市相關服務。
- (ii) 上市開支計入「行政開支」。

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For the year ended 31 March 2019 截至2019年3月31日止年度

11. INCOME TAX EXPENSES

11. 所得稅開支

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Continuing operations	持續經營業務		
Current tax	即期稅項		
Hong Kong Profits Tax	香港利得稅	1,942	1,179
Deferred tax	遞延稅項		
(Credited)/charged for the year (Note 29)	年內(抵免)/支出(附註29)	(465)	1,183
		1,477	2,362

Hong Kong Profits Tax has been provided at the rate of 16.5% of the estimated assessable profit for the year ended 31 March 2018.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 millions of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2 millions will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The two-tiered profits tax rates regime is applicable to the Group for the year ended 31 March 2019.

Accordingly, starting from the current year, the Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 millions of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 millions.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

香港利得稅乃根據截至2018年3月31日止年度之估計應課稅溢利以稅率16.5%作出撥備。

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「條例草案」)，其引入兩級制利得稅率制度。條例草案於2018年3月28日簽署成為法律並於翌日刊憲。根據兩級制利得稅率制度，合資格公司的首2百萬港元應課稅利潤將按8.25%的稅率徵稅，而超過2百萬港元的應課稅利潤將按16.5%的稅率徵稅。不符合該兩級制利得稅率制度資格的公司的應課稅利潤將繼續統一按16.5%的稅率納稅。於截至2019年3月31日止年度，兩級制利得稅率制度適用於本集團。

因此，自本年度開始，香港利得稅就首2百萬港元的估計應課稅溢利按8.25%的稅率計算，而就2百萬港元以上的估計應課稅溢利則按16.5%的稅率計算。

根據開曼群島及英屬處女群島的規則及法規，本集團毋須繳納任何開曼群島及英屬處女群島的所得稅。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施細則，於兩個年度中國附屬公司的稅率均為25%。

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11. INCOME TAX EXPENSES (Continued)

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

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Profit before taxation	除稅前溢利	6,813	3,603
Tax at Hong Kong Profits Tax rate of 16.5% (2018:16.5%)	按香港利得稅稅率 16.5% (2018年：16.5%) 計算的稅項	1,124	594
Tax effect of:	稅務影響：		
Tax relief of 8.25% on first HK\$2 million assessable profit	首2百萬港元應課稅溢利的 8.25% 稅務寬減	(165)	-
Tax effect of incomes not taxable for tax purpose	毋須課稅稅收入的稅務影響	(111)	(98)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	645	713
Tax effect of temporary differences	暫時差額的稅務影響	(465)	1,183
Tax effect of the tax losses not recognised	未確認稅項虧損的稅務影響	469	-
Tax reduction	稅收扣減	(20)	(30)
Income tax expenses for the year	年內所得稅開支	1,477	2,362

11. 所得稅開支(續)

本年度的所得稅開支與綜合損益及其他全面收益表所列的除稅前溢利可對賬如下：

12. DISCONTINUED OPERATION/DISPOSAL GROUP HELD FOR SALE

On 28 March 2019, the Group entered into a conditional sale and purchase agreement to dispose the 90% equity interest in China Forest Food Limited, a direct wholly-owned subsidiary of the Company, and its subsidiary (the "China Forest Food Group") which engaged in sale and distribution of health food business, at total consideration approximately of HK\$8,148,000. The disposal was completed on 9 April 2019, on which date the control of China Forest Food Group ceased.

12. 已終止經營業務／持作待售出售集團

於2019年3月28日，本集團訂立有條件買賣協議以出售本公司全資附屬公司中國森林食品有限公司及其附屬公司（「中國森林食品集團」，主要從事銷售及分銷健康食品業務）90%股權，總代價約為8,148,000港元。出售事項於2019年4月9日完成，並於同日終止於中國森林食品集團的控制權。

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12. DISCONTINUED OPERATION/DISPOSAL GROUP HELD FOR SALE (Continued)

The result from the discontinued operation for the year, which have been included in the consolidated statement of profit or loss, were as follows:

		HK\$'000 千港元
Revenue	收益	44,808
Cost of sales	銷售成本	(44,348)
Gross profit	毛利	460
Other gains	其他收益	13
Impairment loss on goodwill	商譽減值虧損	(3,360)
Administrative expenses	行政開支	(1,849)
Loss before taxation	除稅前虧損	(4,736)
Income tax expenses	所得稅開支	204
Loss for the year	年內虧損	(4,532)
Loss per share	每股虧損	
Basic and diluted (HK cents)	基本及攤薄(港仙)	(0.57)

Loss for the year from discontinued operation has been arrived at after charging/(crediting):

已終止經營業務的年內虧損已扣除/(計入)下列各項：

		HK\$'000 千港元
Discontinued operation	已終止經營業務	
Auditors' remuneration	核數師薪酬	-
Directors' emoluments	董事薪酬	-
Cost of inventories sold	已售存貨成本	43,547
Depreciation (Note 17)	折舊(附註17)	13
Exchange gain, net	匯兌收益淨額	(12)
Operating lease rental in respect of leased premises	租賃物業的經營租賃租金	183
Staff costs (excluding directors' remuneration)	員工成本(不包括董事薪酬)	445
Amortisation of intangible assets	無形資產攤銷	815

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12. DISCONTINUED OPERATION/DISPOSAL GROUP HELD FOR SALE (Continued)

The following assets and liabilities were reclassified as disposal group held for sale in relation to the discontinued operation as at 31 March 2019:

12. 已終止經營業務／持作待售出售集團(續)

於2019年3月31日，以下與已終止經營業務有關的資產及負債被重新分類為持作待售出售集團：

		2019 2019年 HK\$'000 千港元
Assets classified as held for sale	分類為持作待售的資產	
Property, plant and equipment (Note 17)	物業、廠房及設備(附註17)	27
Intangible asset (Note 18)	無形資產(附註18)	10,907
Goodwill (Note 19)	商譽(附註19)	6,608
Trade receivables	貿易應收款項	3,244
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	93
Cash and bank balances	現金及銀行結餘	8
Total assets classified as held for sale	分類為持作待售的資產總值	20,887
Liabilities classified as held for sale	分類為持作待售的負債	
Trade payables	貿易應付款項	658
Accruals and other payables	應計費用及其他應付款項	4,799
Due to the Group (Note)	應付本集團款項(附註)	3,650
Deferred tax liabilities (Note 29)	遞延稅項負債(附註29)	2,727
Total liabilities classified as held for sale	分類為持作待售的總負債	11,834
Net assets classified as held for sale	分類為持作待售的資產淨值	9,053

Note: Pursuant to the agreement between the Group and the independent third party purchaser of the China Forest Food Group, the balance will be settled within one year from the completion date of the disposal.

附註：根據本集團與中國森林食品集團的獨立第三方買方之間的協議，結餘將於出售事項完成日期起計一年內結算。

Non-recurring fair value measurements:

In accordance with HKFRS 5, disposal group held for sale were written down to their fair value less cost of disposal with reference to the consideration price of sale and purchase agreement under the fair value hierarchy level 2.

非經常性公平值計量：

根據香港財務報告準則第5號，持作待售的出售組別已撇減至其公平值扣除銷售成本，並已參考公平值層級第二級項下買賣協議持有的代價。

During the year ended 31 March 2019, the disposal group contributed a net cash outflow used in operating activities with an amounting of approximately HK\$1,676,000 to the Group. Cumulative amount of approximately HK\$27,000 relating to the disposal group classified as held for sale has been recognised in other comprehensive expenses and included in equity.

截至2019年3月31日止年度，出售集團為本集團貢獻經營活動所用現金流出淨額約1,676,000港元。與分類為持作待售的出售集團相關的累計金額約27,000港元已於其他全面開支確認並計入權益。

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13. DIRECTORS' EMOLUMENTS

For the year ended 31 March 2019

13. 董事薪酬

截至2019年3月31日止年度

		Directors' Fees	Salaries and other benefits	Retirement scheme contributions	Total
		董事袍金	薪金及其他福利	退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	執行董事				
Mr. Fong Chun Man	方俊文先生	-	600	18	618
Mrs. Lo Pui Yee	勞佩儀女士	-	600	18	618
Mr. Chan Chi Fai	陳志輝先生	-	805	18	823
Mr. Li Hok Yin (Note (i))	李學賢先生(附註(i))	-	93	-	93
Independent Non-Executive Directors	獨立非執行董事				
Mr. Chui Chi Yun, Robert	崔志仁先生	120	-	-	120
Mr. Kwong Yuk Lap	鄺旭立先生	120	-	-	120
Mr. Wang Anyuan	王安元先生	120	-	-	120
		360	2,098	54	2,512

For the year ended 31 March 2018

截至2018年3月31日止年度

		Directors' Fees	Salaries and other benefits	Retirement scheme contributions	Total
		董事袍金	薪金及其他福利	退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	執行董事				
Mr. Fong Chun Man	方俊文先生	-	589	18	607
Mrs. Lo Pui Yee	勞佩儀女士	-	589	18	607
Mr. Chan Chi Fai	陳志輝先生	-	693	18	711
Independent Non-Executive Directors	獨立非執行董事				
Mr. Chui Chi Yun, Robert	崔志仁先生	116	-	-	116
Mr. Kwong Yuk Lap	鄺旭立先生	116	-	-	116
Mr. Wang Anyuan	王安元先生	116	-	-	116
		348	1,871	54	2,273

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13. DIRECTORS' EMOLUMENTS (Continued)

The executive Directors' emoluments shown were mainly for their service in connection with the management of the affairs of the Company and the Group.

The remuneration shown above represents remuneration received and receivable from the Group by these Directors in their capacity as employees to the Group and/or in their capacity as Directors of the Company during the years ended 31 March 2019 and 2018. No Directors waived or agreed to waive any emoluments during the years ended 31 March 2019 and 2018.

Note:

- (i) Mr. Li Hok Yin appointed as executive Directors of the Company on 21 June 2018.

14. EMPLOYEES EMOLUMENTS AND SENIOR MANAGEMENT EMOLUMENTS

The five highest paid individuals included three (2018: three) executive Directors of the Company for the years ended 31 March 2019, details of whose emoluments are set out above in Note 13. The aggregate of the emoluments in respect of the remaining individuals are as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	999	856
Retirement benefit schemes contribution	退休金計劃供款	33	33
		1,032	889

The number of non-director highest paid employees whose emoluments fell within the following bands is as follows:

		Number of individuals 人數	Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	2	2

13. 董事薪酬 (續)

所示執行董事薪酬主要作為彼等與管理本公司及本集團事務有關的服務。

上文所示酬金指該等董事於截至2019年及2018年3月31日止年度作為本集團僱員身分及／或作為本公司董事身分已收及應收本集團酬金。概無董事於截至2019年及2018年3月31日止年度放棄或同意放棄任何薪酬。

附註：

- (i) 李學賢先生於2018年6月21日獲委任為本公司執行董事。

14. 僱員薪酬及高級管理人員薪酬

截至2019年3月31日止年度，五名最高薪酬人士包括本公司三名(2018年：三名)執行董事，有關薪酬詳情載於上文附註13。餘下人士的薪酬總額如下：

其薪酬屬於以下範圍內的非董事最高薪酬僱員人數如下：

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14. EMPLOYEES EMOLUMENTS AND SENIOR MANAGEMENT EMOLUMENTS (Continued)

The number of the senior management (excluding directors) whose emoluments fell within the following bands is as follows:

		Number of individuals 人數	Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	1	1

During the years ended 31 March 2019 and 2018, no emoluments were paid by the Group to the directors or any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors waived or agreed to waive any emoluments during the years ended 31 March 2019 and 2018.

15. DIVIDENDS

The Directors do not recommend the payment of any dividend for the year ended 31 March 2019 (2018: HK\$Nil).

16. EARNINGS PER SHARE

Continuing and discontinued operations

The calculation of basic and diluted earnings per share attributable to owners of the Company are based on the following data:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Earnings	盈利		
Profit attributable to owners of the Company	本公司擁有人應佔溢利	804	1,241

14. 僱員薪酬及高級管理人員薪酬 (續)

其薪酬屬於以下範圍內的高級管理人員 (不包括董事) 人數如下:

於截至2019年及2018年3月31日止年度，本集團概無支付任何薪酬予董事或任何五名最高薪僱員，作為加入或於加入本集團後的獎勵或作為離職補償。概無董事於截至2019年及2018年3月31日止年度放棄或同意放棄任何薪酬。

15. 股息

截至2019年3月31日止年度，董事並不建議派付任何股息 (2018年：零港元)。

16. 每股盈利

持續經營及已終止經營業務

計算本公司擁有人應佔每股基本及攤薄盈利時，基於以下數據：

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16. EARNINGS PER SHARE (Continued) Continuing and discontinued operations (Continued)

16. 每股盈利(續) 持續及已終止經營業務(續)

		2019	2018
		2019年	2018年
		'000	'000
		千股	千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculation	計算每股基本盈利的普通股加權平均數		
basic earnings per share		800,000	793,973

The calculation of basic earnings per share for the years ended 31 March 2019 and 2018 is based on profit attributable to owners of the Company and the weighted average number of shares.

The weighted average number of ordinary shares is based on 800,000,000 in issue during the year ended 31 March 2019.

The weighted average number of shares in issue during the year ended 31 March 2018 is based on the assumption that 600,000,000 shares of the Company were comprising 100 shares in issue, 599,999,900 shares issued pursuant to the Group Reorganisation and Capitalisation Issue in Note 31, as if these shares were outstanding throughout the period from 1 April 2017 to 12 April 2017 (the "Listing Date"), and 200,000,000 shares issued under the Share Offer.

Diluted earnings per share were same as the basic earnings per share as there were no potential dilutive ordinary share in existence during the years ended 31 March 2019 and 2018.

截至2019年及2018年3月31日止年度的每股基本盈利乃基於本公司擁有人應佔溢利及股份的加權平均數計算。

普通股加權平均數乃基於截至2019年3月31日止年度的已發行800,000,000股計算。

計算截至2018年3月31日止年度已發行股份加權平均數時，所依據假設為本公司600,000,000股股份由100股已發行股份組成，599,999,900股股份因附註31所載集團重組及資本化發行而發行，猶如該等股份於2017年4月1日至2017年4月12日(「上市日期」)期間均發行在外，另200,000,000股股份根據股份發售發行。

由於截至2019年及2018年3月31日止年度概無潛在攤薄普通股，故每股攤薄盈利相等於每股基本盈利。

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16. EARNINGS PER SHARE (Continued)

Continuing and discontinued operations (Continued)

Continuing operations

The calculation of basic and diluted earnings per share from continuing operations attributable to owners of the Company are based on the following data:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Earnings	盈利		
Earnings for the purpose of basic and diluted earnings per share (profit for the year from continuing operations attributable to owners of the Company)	用以計算每股基本及攤薄盈利的盈利(本公司擁有人應佔持續經營業務的年內溢利)	5,336	1,241

The weighted average number of ordinary shares used herein are same as those detailed above for the purpose of basic and diluted earnings per share from continuing and discontinued operations respectively.

Discontinued operation

The calculation of basic and diluted loss per share from discontinued operation attributable to owners of the Company are based on the following data:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Loss	虧損		
Loss for the purpose of basic and diluted loss per share (loss for the year from discontinued operation attributable to owners of the Company)	用以計算每股基本及攤薄虧損的虧損(本公司擁有人應佔已終止經營業務的年內虧損)	(4,532)	–

The weighted average number of ordinary shares used herein are same as those detailed above for the purpose of basic and diluted loss per share from continuing and discontinued operations respectively.

16. 每股盈利(續)

持續及已終止經營業務(續)

持續經營業務

本公司擁有人應佔持續經營業務的每股基本及攤薄盈利乃按以下數據計算：

此處採用的普通股加權平均數與上文所詳述分別用以計算持續經營及已終止經營業務的每股基本及攤薄盈利所採用者相同。

已終止經營業務

本公司擁有人應佔已終止經營業務的每股基本及攤薄盈利乃按以下數據計算：

此處採用的普通股加權平均數與上文所詳述分別用以計算持續經營及已終止經營業務的每股基本及攤薄虧損所採用者相同。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Oil barge 柴油駁船 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Office equipment 辦公設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本：					
At 1 April 2017	於2017年4月1日	239	-	10,127	33	10,399
Additions	添置	662	8,500	3,792	-	12,954
Disposals	出售	(239)	-	(2,488)	-	(2,727)
At 31 March 2018 and 1 April 2018	於2018年3月31日 及2018年4月1日	662	8,500	11,431	33	20,626
Acquisition of subsidiaries (Note 35)	收購附屬公司 (附註35)	-	-	-	39	39
Transferred to assets of disposal group classified as held for sale (Note 12)	轉至分類為持作待售出售 集團資產(附註12)	-	-	-	(40)	(40)
Exchange alignment	匯兌調整	-	-	-	1	1
At 31 March 2019	於2019年3月31日	662	8,500	11,431	33	20,626
Accumulated depreciation:	累計折舊：					
At 1 April 2017	於2017年4月1日	219	-	9,101	6	9,326
Charge for the year	年度支出	151	283	1,202	6	1,642
Disposals	出售	(239)	-	(2,488)	-	(2,727)
At 31 March 2018 and 1 April 2018	於2018年3月31日及 2018年4月1日	131	283	7,815	12	8,241
Change for the year	年度支出	198	850	1,367	22	2,437
Transferred to assets of disposal group classified as held for sale (Note 12)	轉至分類為持作待售出售 集團資產(附註12)	-	-	-	(13)	(13)
Exchange alignment	匯兌調整	-	-	-	1	1
At 31 March 2019	於2019年3月31日	329	1,133	9,182	22	10,666
Carrying amount:	賬面值：					
At 31 March 2019	於2019年3月31日	333	7,367	2,249	11	9,960
At 31 March 2018	於2018年3月31日	531	8,217	3,616	21	12,385

Assets pledged as security

As at 31 March 2019, the motor vehicles with carrying amount of HK\$Nil (2018: HK228,000) have been pledged to secure finance leases (Note 28) granted to the Group respectively.

作為擔保的資產

於2019年3月31日，已抵押賬面值分別零港元(2018年：228,000港元)的汽車，以確保授予本集團的融資租賃(附註28)。

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18. INTANGIBLE ASSETS

18. 無形資產

		HK\$'000 千港元
Cost	成本	
At 1 April 2017, 31 March 2018 and 1 April 2018	於2017年4月1日、2018年3月31日及 2018年4月1日	-
Acquisition of subsidiaries (Note 35)	收購附屬公司(附註35)	11,722
Transferred to assets of disposal group classified as held for sale (Note 12)	轉至分類為持作待售出售集團資產 (附註12)	(11,722)
At 31 March 2019	於2019年3月31日	-
Accumulated amortisation and impairment:	累計攤銷及減值：	
At 1 April 2017, 31 March 2018 and 1 April 2018	於2017年4月1日、2018年3月31日及 2018年4月1日	-
Charged for the year	年內開支	815
Transferred to assets of disposal group classified as held for sale (Note 12)	轉至分類為持作待售出售集團資產 (附註12)	(815)
At 31 March 2019	於2019年3月31日	-
Carrying amount:	賬面值：	
At 31 March 2019	於2019年3月31日	-
At 31 March 2018	於2018年3月31日	-

Note:

- (i) The intangible assets represent the distribution right for sale and distribution of health food in the PRC.
- (ii) The useful life of distribution right's used in calculation of amortisation is 9.58 years. The amortisation charge is included in administrative expenses in the consolidated statement of profit or loss for the year. During the year ended 31 March 2019, the Group reclassified the intangible assets as assets of disposal group classified as held for sale upon entered the sale and purchase agreement with vendor on 28 March 2019. Detail information reference to Note 12.
- (iii) The valuation of the distribution right is based on the Greenfield method and uses cash flow projections based on financial estimates covering a five-years period, the expected sales deriving from the distribution right in sale and distribution of health food. The pre-tax discount rate used is 32.86% per annum. The cash flows beyond the five-years period are extrapolated using a steady 3% growth rate per annum. Management has considered the above assumptions and valuation and also taken into account the business plan going forward. During the year ended 31 March 2019, the directors determine that no impairment loss was recognised in respect of intangible assets.

附註：

- (i) 無形資產指於中國銷售及分銷健康食品的分銷權。
- (ii) 於計算攤銷中使用的分銷權可使用年期為9.58年。攤銷開支計入年內綜合損益表中的行政開支。於截至2019年3月31日止年度，本集團於2019年3月28日與賣方訂立買賣協議後將無形資產重新分類為持作待售出售集團的資產。有關詳情請參閱附註12。
- (iii) 分銷權的估值乃基於Greenfield方法並使用基於五年期的財務預算、自銷售及分銷健康食品分銷權所產生的預計銷售計算的現金流量預測而得出。所使用的除稅前折現率為每年32.86%。五年期以後的現金流量乃使用固定增長率每年3%推算。管理層已考慮上述假設及估值，亦已計及未來的業務計劃。於截至2019年3月31日止年度，董事確認概無就無形資產確認減值虧損。

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19. GOODWILLS

19. 商譽

		HK\$'000 千港元
Cost	成本	
At 1 April 2017, 31 March 2018 and 1 April 2018	於2017年4月1日、2018年3月31日及 2018年4月1日	-
Acquisition of subsidiaries (Note 35)	收購附屬公司(附註35)	9,968
Transferred to assets of disposal group classified as held for sale (Note 12)	轉至分類為持作待售出售集團資產 (附註12)	(9,968)
At 31 March 2019	於2019年3月31日	-
Accumulated impairment:	累計減值：	
At 1 April 2017, 31 March 2018 and 1 April 2018	於2017年4月1日、2018年3月31日及 2018年4月1日	-
Impairment for the year (Note 12)	年內減值(附註12)	3,360
Transferred to assets of disposal group classified as held for sale (Note 12)	轉至分類為持作待售出售集團資產 (附註12)	(3,360)
At 31 March 2019	於2019年3月31日	-
Carrying amount:	賬面值：	
At 31 March 2019	於2019年3月31日	-
At 31 March 2018	於2018年3月31日	-

Note:

Particular of impairment testing on goodwill is disclosed below:

Goodwill has been allocated for impairment testing purposes to the following cash-generating units:

- Sale and distribution of health food

Impairment testing on goodwill

The recoverable amount of the above cash generating unit was determined on the basis of value in use calculations. The recoverable amount is based on certain assumptions. All value in use calculations use cash flow projections based on the financial budgets approved by the management covering a 5-year period. The pre-tax discount rate used is 31.48% per annum. Cash flows beyond 5-year period are extrapolated using a steady 3% growth rate per annum. The directors believe that any reasonably possible further change in the key assumptions on which the recoverable amount is based would not cause the carrying amount to exceed its recoverable amount.

The key assumption used in the value in use calculations are as follows:

Budgeted market share

預計市場份額

Budgeted gross margin

預計毛利率

Average market share in the period immediately before the budget period. The values assigned to the assumption reflect past experience.

於緊接預算期前期間的平均市場份額。指派至假設的價值反映過往經驗。

Average gross margins achieved in the period immediately before the budget period which reflect past experience.

於緊接預算期前期間達致的平均毛利率，反映過往經驗。

附註：

商譽減值測試的詳情披露如下：

商譽已就減值測試目的分配至以下現金產生單位：

— 銷售及分銷健康食品

商譽減值測試

上述現金產生單位的可收回金額乃根據使用價值計算而釐定。可收回金額乃根據若干假設而釐定。所有使用價值計算使用根據管理層批准的五年期財政預算計算的現金流量預測進行。所使用的除稅前折現率為每年31.48%。五年期以後的現金流量乃使用固定增長率每年3%推算。董事相信可收回金額依據的主要假設的任何合理潛在進一步變動將不會導致賬面值超過其可收回金額。

使用價值計算所用的主要假設如下：

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20. INVENTORIES

20. 存貨

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Finished goods — Diesel oil	製成品 — 柴油	277	341

Inventories represent the merchandise of diesel products at the end of the reporting period.

存貨指於報告期末的柴油商品。

21. TRADE RECEIVABLES

21. 貿易應收款項

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Trade receivables	貿易應收款項	72,635	66,650
Less: Allowance for impairment losses on trade receivables	減：貿易應收款項減值虧損撥備	(1,249)	—
		71,386	66,650

(a) Ageing analysis

The following is an ageing analysis of trade receivables presented based on the invoice date at the end of the reporting periods:

(a) 賬齡分析

以下為於報告期末按發票日期呈列的貿易應收款項賬齡分析：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Within 30 days	30日內	18,911	16,942
31 to 60 days	31至60日	14,581	8,300
61 to 90 days	61至90日	13,951	12,266
91 to 120 days	91至120日	6,501	7,086
Over 120 days	120日以上	18,691	22,056
		72,635	66,650

The Group's average credit term with its customers is, in general, 3 days to 120 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Details on the Group's credit policy are set out in Note 5(b).

本集團與其客戶的平均信貸期一般為3日至120日。本集團致力對尚未收回的應收款項維持嚴格控制。逾期結餘由高級管理層定期審閱。本集團信貸政策詳情載於附註5(b)。

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21. TRADE RECEIVABLES (Continued)

(b) Impairment assessment of trade receivables

Losses allowance for expected credit losses on trade receivables of approximately HK\$1,249,000 have been recognised to the consolidated profit or loss and other comprehensive income for the year ended 31 March 2019.

Details of impairment assessment of trade receivables for the year ended 31 March 2019 are set out in Note 5(b).

(c) Comparative information under HKAS 39

Trade receivables disclosed above include amounts which are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

The ageing analysis of trade receivables that were neither individually nor collectively considered to be impaired are as follows:

		2018 2018年 HK\$'000 千港元
Within 30 days	30日內	5,686
31 to 60 days	31至60日	8,191
61 to 90 days	61至90日	3,792
91 to 120 days	91至120日	2,880
Over 120 days	120日以上	8,586
		29,135

Receivables that were past due but not impaired relate to customers that have a good track record with the Group and no recent history of default. Based on past experience, the directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period.

21. 貿易應收款項(續)

(b) 貿易應收款項減值評估

於截至2019年3月31日止年度，貿易應收款項預期信貸虧損撥備約1,249,000港元已於綜合損益及其他全面收益中確認。

截至2019年3月31日止年度，貿易應收款項減值評估的詳情載於附註5(b)。

(c) 於香港會計準則第39號下的比較資料

上文所披露的貿易應收款項包括於報告期末逾期的金額，本集團尚未就該等金額確認呆賬撥備，乃由於信貸質素尚未有重大變動以及該金額仍視作可被收回。本集團並無就該等結餘持有任何抵押。

並未個別或整體被視為減值的貿易應收款項賬齡分析如下：

已逾期但並無減值的應收款項與於本集團擁有良好往績記錄及並無近期拖欠歷史的客戶有關。根據過往經驗，董事認為該等結餘毋需就該等結餘計提減值撥備，乃由於信貸質素尚未有重大變動以及該等結餘仍被視為可悉數收回。

於釐定貿易應收款項的可收回性時，本集團會考慮自初步授出信貸的日期起直至報告期末貿易應收款項的信貸質素的任何變化。

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22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Deposits	按金	1,057	1,096
Earnest money and deposit paid for acquisition	就收購已付誠意金及按金	—	1,248
Prepayments	預付款項	206	615
Other receivables*	其他應收款項*	3,650	—
		4,913	2,959

* The other receivables include the amount due from a disposal group classified as held for sale

Details of impairment assessment of deposits and other receivables for the year ended 31 March 2019 are set out in Note 5(b).

22. 預付款項、按金及其他應收款項

* 其他應收款項包括應收分類為持作待售出售集團款項

截至2019年3月31日止年度，已付按金減值評估的詳情載於附註5(b)。

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Listed securities	上市證券		
— Equity securities listed in Malaysia	— 馬來西亞上市股本證券	1,495	1,105

Financial assets at fair value through profit or loss are stated at fair value which are determined by reference to quoted market bid prices.

23. 按公平值計入損益的金融資產

按公平值計入損益的金融資產於公平值列賬，並經參考市場報價後釐定。

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24. PLEDGED BANK DEPOSITS/CASH AND BANK BALANCES

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Pledged bank deposits	已抵押銀行存款	4,000	4,000
Cash and bank balances	現金及銀行結餘	6,034	13,179
		10,034	17,179

Cash and bank balances comprise cash at bank and cash on hand held by the Group. Bank balances earn interests at floating rate based on daily bank deposit rates and is placed with creditworthy banks with no recent history of default.

The pledged bank deposits were pledged as collateral for bank facilities and carried interest at 0.31% (2018: 0.31%) per annum.

24. 已抵押銀行存款／現金及銀行結餘

現金及銀行結餘包括銀行存款及本集團持有的手頭現金。銀行結餘按每日銀行存款利率以浮動利率賺取利息，存於近期並無違約記錄且信譽良好的銀行。

已抵押銀行存款被抵押為銀行融資的抵押品，並以年利率0.31% (2018年：0.31%)計息。

25. TRADE AND BILLS PAYABLES

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Trade payables	貿易應付款項	5,796	3,609
Bills payable	應付票據	1,141	–
		6,937	3,609

The average credit term from suppliers is up to 3 to 90 days. The following is an ageing analysis of trade and bills payables presented based on the invoice date at the end of the reporting period:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Within 30 days	30日內	5,796	2,808
31 to 60 days	31至60日	–	801
		5,796	3,609

Bills payable mature within 90 days.

25. 貿易應付款項及票據

供應商給予的平均信貸期為3至90日。以下為於報告期末按發票日期呈列的貿易應付款項及票據賬齡分析：

於90日內到期的應付票據。

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25. TRADE AND BILLS PAYABLES (Continued)

Notes:

The bills payable are secured by:

- (a) unlimited personal guarantee provided by an executive Director of the Company Mr. Fong; and
- (b) pledge of the property which owned by an executive Director of the Company Mr. Fong.

25. 貿易應付款項及票據 (續)

附註：

應付票據以下列各項擔保：

- (a) 本公司執行董事方先生提供的無限個人擔保；及
- (b) 本公司執行董事方先生擁有的物業抵押。

26. ACCRUALS AND DEPOSITS RECEIVED

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Accruals	應計費用	2,508	2,860
Deposits received	已收按金	80	180
		2,588	3,040

26. 應計費用及已收按金

27. BANK BORROWINGS

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Secured bank borrowings (Notes (i) and (ii))	已抵押銀行借款 (附註 (i) 及 (ii))	3,000	-
Carrying amount repayable: On demand or within one year and shown under current liabilities	應償還的賬面值： 按要求或按流動負債所示須於 一年內償還	3,000	-

27. 銀行借款

Notes:

- (i) The bank borrowings of the Group as at 31 March 2019 was secured by the corporate guarantee and a fixed deposits of the Group.
- (ii) The bank borrowings of the Group with financial institutions amounted to approximately HK\$3,000,000, carried at interest rate 4.88% per annum, for the year ended 31 March 2019.

附註：

- (i) 本集團於2019年3月31日的銀行借款以本集團的公司擔保及固定按金作擔保。
- (ii) 截至2019年3月31日止年度，本集團向金融機構的銀行借款金額約為3,000,000港元，按年利率4.88%計息。

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28. OBLIGATIONS UNDER FINANCE LEASES

The Group lease certain of its property, plant and equipment under finance leases.

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Minimum lease payments under finance leases	融資租賃的最低租賃款項		
— Within one year	— 一年內	—	190
		—	190
Less: Future finance charges	減：日後融資費用	—	(2)
Present value of lease obligations	租賃承擔現值	—	188

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Present value of minimum lease payments	最低租賃款項現值		
— Within one year	— 一年內	—	188
Less: Amounts due for settlement within one year	減：一年內到期清償的款項	—	(188)
Amounts due for settlement after one year	一年後到期清償的款項	—	—

The Group has leased the motor vehicles under finance leases and the lease term are in the range from 2 to 3 years. During the year ended 31 March 2019, the obligation under finance lease had been fully settled. During the year ended 31 March 2018, the annual effective interest rates of the obligations under finance leases was 3.83% per annum. The obligations under finance leases are denominated in Hong Kong dollars and its carrying amount approximate its fair value. The Group's obligations under finance leases are secured by the lessors' title to the leased assets and personal guarantee by an executive Director of the Company, Mr. Fong.

As at 31 March 2018, the finance leases payables of the Group with carrying amounts of approximately HK\$188,000 were secured by the lessor' charge over the leased assets with carrying amount of approximately HK\$228,000 for year ended 31 March 2018 (Note 17).

28. 融資租賃承擔

本集團根據融資租約租賃其若干物業、廠房及設備。

本集團已根據融資租賃租賃汽車，租賃期介乎2至3年。於截至2019年3月31日止年度，融資租賃下的承擔已悉數償付。於截至2018年3月31日止年度，融資租賃項下責任實際年利率為3.83%。融資租賃承擔以港元計值，其賬面值與其公平值相若。本集團融資租賃承擔乃以出租人於租賃資產的所有權及本公司執行董事方先生的個人擔保作抵押。

於2018年3月31日，本集團賬面值約188,000港元的融資租賃應付款項由出租人以截至2018年3月31日止年度賬面值約228,000港元的租賃資產之質押為擔保(附註17)。

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29. DEFERRED TAX (ASSETS)/LIABILITIES

The followings are the major deferred tax balances recognised and movements thereon during the years ended 31 March 2019 and 2018:

29. 遞延稅項(資產)/負債

以下為於截至2019年及2018年3月31日止年度確認的主要遞延稅項結餘及其變動：

		Expected credit loss allowance 預期信貸虧損撥備 HK\$'000 千港元	Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Intangible assets 無形資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2017	於2017年4月1日	-	-	-	-
Charged to consolidated statement of profit or loss during the year (Note 10)	年內自綜合損益扣除(附註10)	-	1,183	-	1,183
As at 31 March 2018 and 1 April 2018	於2018年3月31日及2018年4月1日	-	1,183	-	1,183
Arising from acquisition of subsidiaries	自收購附屬公司所產生	-	-	2,931	2,931
Transferred to assets of disposal group classified as held for sale (Note 12)	轉至分類為持作待售出售集團資產(附註12)	-	-	(2,727)	(2,727)
Credited to consolidated statement of profit or loss during the year (Notes 10 and 12)	年內計入綜合損益表(附註10及12)	(206)	(259)	(204)	(669)
At 31 March 2019	於2019年3月31日	(206)	924	-	718

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30. CONTINGENT CONSIDERATION PAYABLES

30. 應付或然代價

		HK\$'000 千港元
As at 1 April 2017, 31 March 2018 and 1 April 2018	於2017年4月1日、2018年3月31日及 2018年4月1日	–
Recognised in acquisition of subsidiaries (Note 35)	於收購附屬公司時確認(附註35)	3,598
At 31 March 2019	於2019年3月31日	3,598

Pursuant to the completion of the Acquisition, as a part of consideration, the Group liable to settle the contingent consideration by cash with aggregate amount of RMB7,000,000 (equivalent to approximately HK\$7,940,000) to the vendors upon subject to the fulfilment of profit guarantee provided by the vendor for the years ending 30 June 2020 under the Sale and Purchase Agreement. The audited consolidated net profit after tax of the China Forest Food Group shall be not less than RMB5,000,000 for the period from the Completion Date to 30 June 2019 and shall be not less than RMB10,000,000 for the period from the Completion Date to 30 June 2020. The fair value of the contingent consideration payables were in aggregate amount approximately of HK\$3,598,000 at the date of the Acquisition.

The fair values as at the date of the acquisition and 31 March 2019 were determined with reference to the valuations as at those dates performed by an independent valuers. The valuations was calculated based on the expected cash flow approach which determined the expected value probability weighted discount cash flow at 31.48%.

根據收購事項的完成，本集團須向賣方以現金支付合共代價人民幣7,000,000元(相當於約7,940,000港元)的或然代價，以作為代價的一部分，惟須根據買賣協議待賣方履行就截至2020年6月30日止年度所提供的溢利保證後，方可作實。中國森林食品集團的經審核綜合除稅後純利自完成日期起至2019年6月30日止期間不得少於人民幣5,000,000元，且自完成日期起至2020年6月30日止期間不得少於人民幣10,000,000元。於收購日期，應付或然代價的公平值合共約為3,598,000港元。

於收購日期及2019年3月31日的公平值乃經參考由獨立估值師於該等日期所進行的估值而釐定。估值乃基於預期現金流量法(其按31.48%釐定可能加權貼現現金流的預期價值)計算得出。

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31. SHARE CAPITAL

31. 股本

		Number of Shares 股份數目	HK\$'000 千港元
Authorised:	法定：		
As at 1 April 2017, 31 March 2018, 1 April 2018 and 31 March 2019	於 2017 年 4 月 1 日、2018 年 3 月 31 日、2018 年 4 月 1 日 及 2019 年 3 月 31 日	2,000,000,000	20,000
Issued and fully paid:	已發行及繳足：		
As at 1 April 2017	於 2017 年 4 月 1 日	100	–
Issue of new shares under the Share Offer (Note)	根據股份發售發行新股份(附註)	200,000,000	2,000
Capitalisation Issue (Note)	資本化發行(附註)	599,999,900	6,000
As at 31 March 2018, 1 April 2018 and 31 March 2019	於 2018 年 3 月 31 日、 2018 年 4 月 1 日及 2019 年 3 月 31 日	800,000,000	8,000

Note:

On 11 April 2017, 200,000,000 shares of HK\$0.01 each of the Company were allotted and issued at a price of HK\$0.32 per share by way of Share Offer.

Pursuant to the written resolutions of the shareholder passed on 23 March 2017, subject to the share premium account of the Company being credited as a result of the Share Offer, the Directors were authorised to allot and issue a total of 599,999,900 shares credited as fully paid at par to Grand Tycoon Limited by way of capitalisation of the sum of HK\$5,999,999 standing to the credit of the share premium account of the Company ("Capitalisation Issue"). The Capitalisation Issue was completed on 12 April 2017. The shares allotted and issued rank pari passu in all respects with the then existing issued shares.

附註：

於 2017 年 4 月 11 日，本公司透過股份發售按每股股份 0.32 港元之價格配發及發行 200,000,000 股每股為 0.01 港元之股份。

根據股東於 2017 年 3 月 23 日通過的書面決議案，在本公司股份溢價賬因股份發售而錄得進賬的規限下，董事獲授權將本公司股份溢價賬的進賬金額 5,999,999 港元化作資本，藉以按面值向宏亨有限公司配發及發行合共 599,999,900 股入賬列作繳足股款的股份（「資本化發行」）。資本化發行已於 2017 年 4 月 12 日完成。而配發及發行的股份，將與當時現有已發行股份在各方面均享有同等地位。

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32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

32. 本公司財務狀況表

		Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Non-current asset	非流動資產			
Investment in subsidiary	於一間附屬公司之投資	34	13,612	–
Current assets	流動資產			
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項		3,812	1,863
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	23	1,495	1,105
Cash and bank balances	現金及銀行結餘		1,035	1,531
Amount due from a subsidiary	應收一間附屬公司款項		19,477	35,589
			25,819	40,088
Current liability	流動負債			
Accruals	應計費用		864	2,104
			864	2,104
Net current assets	流動資產淨額		24,955	37,984
Total assets less current liabilities	資產總值減流動負債		38,567	37,984
Non-current liability	非流動負債			
Contingent consideration payables	應付或然代價		3,598	–
			3,598	–
Net assets	資產淨值		34,969	37,984
Capital and reserves	資本及儲備			
Share capital	股本	31	8,000	8,000
Reserves	儲備	33	26,969	29,984
Total equity	總權益		34,969	37,984

Approved and authorised for issued by the board of Directors on 21 June 2019 and signed on its behalf by:

已於2019年6月21日獲董事會批准及授權刊印，並由下列董事代表簽署：

Fong Chun Man
方俊文
Executive Director
執行董事

Lo Pui Yee
勞佩儀
Executive Director
執行董事

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33. RESERVES OF THE COMPANY

33. 本公司儲備

		Share premium 股份溢價 HK\$'000 千港元	(Accumulated losses) (累計虧損) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2017	於2017年4月1日	–	(7,839)	(7,839)
Loss and total comprehensive loss for the year	年內虧損	–	(11,398)	(11,398)
Capitalisation Issue (Note 31)	資本化發行(附註31)	(6,000)	–	(6,000)
Issue of shares upon Share Offer (Note 31)	於股份發售後發行股份 (附註31)	62,000	–	62,000
Expenses in connection with the issue of shares	有關發行股份的開支	(6,779)	–	(6,779)
At 31 March 2018 and 1 April 2018	於2018年3月31日及 2018年4月1日	49,221	(19,237)	29,984
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	–	(3,015)	(3,015)
At 31 March 2019	於2019年3月31日	49,221	(22,252)	26,969

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34. PRINCIPAL SUBSIDIARIES

Details of the Company's subsidiaries at the end of the reporting period are as follows:

34. 主要附屬公司

於報告期末，本公司的附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place and Date of incorporation 註冊成立地點及日期	Principle country of operation 主要業務 所在國家	Paid up capital or registered capital 已繳足或註冊資本	Percentage of equity interest and voting power attributable to the company 本公司持有權益及投票權百分比		Principle activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Ruiqin Investments Limited 瑞勤投資有限公司	The BVI, 5 January 2016 英屬處女群島， 2016年1月5日	Hong Kong 香港	US\$10.00 10.00美元	100	-	Investment holding 投資控股
Great Wall (International) Oil Limited 長城(國際)石油有限公司	Hong Kong, 22 December 2005 香港， 2005年12月22日	Hong Kong 香港	HK\$1.00 1.00港元	-	100	Sale and transportation of diesel oil and related products 柴油及相關產品銷售及運輸
China Forest Food Limited 中國森林食品有限公司	Hong Kong, 19 September 2017 香港， 2017年9月19日	Hong Kong 香港	HK\$1.00 1.00港元	100	-	Investment holding 投資控股
深圳恒途食品有限公司 深圳恒途食品有限公司	The PRC, 6 March 2018 中國， 2018年3月6日	The PRC 中國	RMB50,000,000 人民幣 50,000,000元	-	100	Sale and distribution of health food 健康食品銷售及分銷
森林食品(深圳)有限公司 森林食品(深圳)有限公司	The PRC, 20 December 2016 中國， 2016年12月20日	The PRC 中國	RMB20,000,000 人民幣 20,000,000元	-	100	Sale and distribution of health food 健康食品銷售及分銷

None of the subsidiaries had any debt securities outstanding at the end of the year.

The above table lists the subsidiaries of the Group, which, in the opinion of the directors, principally affected the results or assets of the Group. To give detail of other subsidiaries would, in the opinion of the directors, result in particulars of excessive lengths.

於年末，概無附屬公司有任何未償還的債務證券。

上表載列董事認為主要影響本集團的業績或資產的本集團附屬公司。董事認為，提供其他附屬公司的詳情會令資料冗長。

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35. ACQUISITION OF SUBSIDIARIES

On 17 May 2018 and 11 July 2018, the Company entered into the 1st sale and purchase agreement (the "1st Acquisition Agreement") and 2nd sale and purchase agreement (the "2nd Acquisition Agreement") with the vendor and agreed to acquire the entire equity interest in China Forest Food Limited and its subsidiaries (the "China Forest Food Group"), with total cash consideration of RMB12,000,000 (equivalent to approximately HK\$13,612,000). The cash consideration with the amounting of approximately RMB8,500,000 (equivalent to approximately HK\$10,014,000) was paid on the completion date and the remaining cash consideration with amounting of RMB3,500,000 (equivalent to approximately HK\$3,970,000) shall be payable upon the fulfillment of profit guarantee for the years ending 30 June 2019 and 30 June 2020 respectively. The principal activity of the China Forest Food Group is provision of sale and distribution of health food. Pursuant to the 1st Acquisition Agreement and 2nd Acquisition Agreement, the vendor guaranteed a net profit after taxation of not less than RMB5,000,000 (equivalent to approximately HK\$5,753,000) for the period from 17 May 2018 to 30 June 2019 and for period from 1 July 2019 to 30 June 2020 shall be not less than RMB10,000,000 (equivalent to approximately HK\$11,505,000). The acquisition was completed on 30 July 2018.

The fair value of the identifiable assets and liabilities acquired at the date acquisition:

35. 收購附屬公司

於2018年5月17日及2018年7月11日，本公司與賣方分別訂立第一份買賣協議（「第一份買賣協議」）及第二份買賣協議（「第二份買賣協議」），並同意收購中國森林食品有限公司及其資附屬公司（「中國森林食品集團」）全部股權，總現金代價為人民幣12,000,000元（相當於約13,612,000港元）。現金代價約人民幣8,500,000元（相當於約10,014,000港元）已於完成日期支付，而餘下現金代價人民幣3,500,000元（相當於約3,970,000港元）須於實現分別截至2019年6月30日及2020年6月30日止年度的溢利保證後支付。中國森林食品集團的主要業務是提供健康食品銷售分銷。根據第一份收購協議及第二份收購協議，賣方保證自2018年5月17日起至2019年6月30日止期間的除稅後純利不低於人民幣5,000,000元（相當於約5,753,000港元），而自2019年7月1日起至2020年6月30日止期間的除稅後純利亦不低於人民幣10,000,000元（相當於約11,505,000港元）。收購事項已於2018年7月30日完成。

於收購日期所收購可識別資產及負債的公平值：

		HK\$'000 千港元
Net assets acquired:	所收購的資產淨值：	
Property, plant and equipment (Note 17)	物業、廠房及設備(附註17)	39
Intangible asset (Note 18)	無形資產(附註18)	11,722
Inventories	存貨	1
Trade and bills receivables	貿易應收款項及應付票據	2,596
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	97
Cash and cash equivalents	現金及現金等價物	1,710
Trade and bills payables	貿易應付款項及應付票據	(1,243)
Accruals, receipts in advance and other payables	應計費用、預收款項及其他應付款項	(4,698)
Amount due to Group	應付本集團款項	(3,650)
Deferred tax liabilities (Note 29)	遞延稅項負債(附註29)	(2,930)
Total identifiable net assets at fair value	按公平值計量的可識別資產淨值總額	3,644
Goodwill arising on the Acquisition (note 19)	收購事項所產生的商譽(附註19)	9,968
		13,612

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35. ACQUISITION OF SUBSIDIARIES (Continued)

Total consideration satisfied by:

		HK\$'000 千港元
Cash consideration	現金代價	10,014
Add: Contingent consideration payables (Note 30)	加：應付或然代價(附註30)	3,598
Total consideration	總代價	13,612

Net cash outflow on acquisition of subsidiaries

		HK\$'000 千港元
Consideration paid or payable in cash	已付或應付現金代價	(10,014)
Less: Cash and cash equivalents balance acquired	減：已收購的現金及現金等價物結餘	1,710
Net cash outflow arising from acquisition	收購事項所產生的現金流出淨額	(8,304)

Included in the loss for the year of approximately HK\$4,532,000 and revenue for the year of approximately HK\$44,808,000 attributable to the Group during the year end 31 March 2019. Has these business combination been effected at 1 April 2018, the loss for the year of approximately HK\$5,626,000 and revenue for the year of approximately HK\$49,701,000 attributable to the Group.

35. 收購附屬公司(續)

按以下方式償付的總代價：

收購附屬公司的現金流出淨額

截至2019年3月31日止年度，約4,532,000港元及約44,808,000港元已分別計入本集團應佔年內虧損及年內收益。倘該等業務合併於2018年4月1日生效，本集團應佔年內虧損及年內收益則為約5,626,000港元及約49,701,000港元。

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36. OPERATING LEASE COMMITMENTS

The Group as lessee

At the end of each reporting date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
— Within one year	— 一年內	1,496	1,546
— In the second to fifth years, inclusive	— 第二至第五年(包括首尾兩年)	312	1,807
		1,808	3,353

Operating lease payments represent rentals payable by the Group for certain of office premises. Leases are negotiated at terms which range from 1 to 3 years. The Group does not have an option to purchase the leased premises at the expiry of the lease period.

36. 經營租賃承擔

本集團作為承租人

於各報告日期末，本集團就不可撤銷經營租賃之未來最低租賃付款須於下列年期支付：

經營租賃付款為本集團就若干處所之應付租金。租賃以介乎一至三年的租期進行磋商。本集團並無於租賃期屆滿後購買租賃物業的選擇權。

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37. RETIREMENT BENEFITS SCHEME

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, employees are required to contribute 5% of their monthly salaries or up to a maximum of HK\$1,500 (2018: HK\$1,500) and they can choose to make additional contributions. Employers’ monthly contributions are calculated at 5% of the employee’s monthly salaries or up to a maximum of HK\$1,500 (2018: HK\$1,500) (the “mandatory contributions”). Employees are entitled to 100% of the employer’s mandatory contributions upon their retirement at the age of 65, death or total incapacity.

The retirement benefits scheme contributions arising from the MPF Scheme charged to the consolidated statement of profit or loss and other comprehensive income represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

The contributions paid and payable to the schemes by the Group are disclosed in Note 10.

37. 退休金福利計劃

本集團根據強制性公積金計劃條例設立一項界定供款之強制性公積金退休福利計劃(「強積金計劃」)。根據強積金計劃，僱員須按彼等之月薪供款5%，最高供款額為1,500港元(2018年：1,500港元)，彼等亦可選擇作出額外供款。僱主之每月供款乃按有關僱員月薪5%計算，最高供款額為1,500港元(2018年：1,500港元)(「強制供款」)。僱員在65歲退休、身故或完全喪失工作能力時，可全數獲取僱主為其作出之強制供款。

於綜合損益及其他全面收益表扣除的強積金計劃產生的退休福利計劃供款指本集團按計劃規則訂明的比率向基金已付或應付的供款。

本集團已付及應付計劃的供款披露於附註10。

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38. SHARE OPTION SCHEME

A summary of the share option schemes of the Company are set out in the section headed “Share Option Scheme” in the Report of the Board of Directors of this report.

The Company adopted a share option scheme on 23 March 2017 (the “Share Option Scheme”). The Share Option Scheme became effective on the date of the Company’s listing (12 April 2018) and, unless otherwise cancelled or amended, will remain in force for ten years from that date.

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of our Group and to promote the success of the business of our Group.

The basis of eligibility of any participant to the grant of any option shall be determined by the Board (or as the case may be, including, where required under the GEM Listing Rules, the independent non-executive Directors) from time to time on the basis of the participant’s contribution or potential contribution to the development and growth of our Group.

38. 購股權計劃

本公司的購股權計劃的概要載於本報告董事會報告「購股權計劃」一節。

本公司已於2017年3月23日採納一項購股權計劃（「購股權計劃」）。購股權計劃於本公司上市日期（2018年4月12日）生效及，除非另有撤銷或修訂，否則將自該日期起計十年內一直生效。

購股權計劃旨在吸引及挽留最優秀的人員、向本集團僱員（全職及兼職）、董事、諮詢人、顧問、分銷商、承建商、供應商、代理、客戶、商業夥伴及服務供應商提供額外獎勵以及推動本集團業務創出佳績。

董事會（視情況而定（倘GEM上市規則要求），或包括獨立非執行董事）可不時根據參與者對本集團發展及增長所作出或可能作出的貢獻決定獲授任何購股權的參與者資格。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

38. SHARE OPTION SCHEME (Continued)

The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the Share Option Scheme is 80,000,000 shares, representing 10% of the shares of the Company in issue as at the date of adoption of the Share Option Scheme and as at the date of this annual report. The maximum number of share issuable under share options granted to each eligible participant in the Share Option Scheme (including both exercised and outstanding options) within any 12-month period is limited to 1% of the shares of the Company in issue. Any grant or further grant of share options in excess of this limit must be separately approved by shareholders in general meeting. Any grant of share options under the Share Option Scheme to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Option). In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company, or to any of their associates, which would result in the total number of share issues and to be issued, upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding), to such person under the Share Option Scheme and any other share option schemes of the Company to such person in any 12-month period up to and including the date of the grant in aggregate over 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company's share at the date of each grant) in excess of HK\$5 million, such further grant of options is required to be approved by shareholders of the Company at a general meeting of the Company, with voting to be taken by way of poll.

38. 購股權計劃

因行使根據購股權計劃授出及將予授出的所有購股權而可予發行的股份數目上限為80,000,000股，佔於購股權採納日期及本年報日期本公司已發行股份的10%。於任何12個月內向購股權計劃內每名合資格參與者授出的購股權(包括已行使及尚未行使的購股權)所涉及的可予發行股份數目上限為本公司已發行股份的1%。授出或進一步授出超過此上限的購股權須獲股東於股東大會上單獨批准。向本公司董事、行政人員或主要股東或彼等的任何聯繫人授出購股權計劃下的購股權須獲獨立非執行董事(不包括本身為購股權承受人的任何獨立非執行董事)批准。此外，向主要股東或獨立非執行董事或彼等各自的任何聯繫人授出任何購股權而導致在截至授出日期(包括該日)止任何12個月期間內，上述人士因行使根據購股權計劃及本公司任何其他購股權計劃已獲授及將予獲授的全部購股權(包括已行使、已註銷及尚未行使的購股權)而向有關人士發行及將予發行的股份總數合共超過本公司已發行股份的0.1%；及(根據股份於各授出日期收市價計算)總值超過5百萬港元，則額外授出購股權須經股東在本公司股東大會上以投票方式表決批准。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

38. SHARE OPTION SCHEME (Continued)

The offer for the grant of share option must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offer or the grant of an option is HK\$1. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to provision of early termination thereof. There is no requirement of a minimum period for which an option must be held before it can be exercised. The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the higher of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option.

At the end of the years ended 31 March 2019 and 2018, no option has been granted by the Company under the Share Option Scheme.

38. 購股權計劃(續)

授出購股權的要約限於作出有關要約日期(包括該日)起計七日內接納。購股權承授人須於接納要約時就獲授的購股權向本公司支付1港元。承授人可於董事會可能釐定的期間，隨時根據購股權計劃的條款行使購股權，惟行使期不得超過授出日期起計十年，並受有關提前終止條文所規限。現時並無有關購股權獲行使前的最少持有期的規定。根據購股權計劃授出的任何特定購股權的股份認購價由董事會全權釐定並通知參與者，但不得低於下列較高者：(i)於購股權授出日期(必須為營業日)於聯交所每日報價表所報的股份收市價；(ii)於緊接購股權授出日期前五個營業日在聯交所每日報價表所報的股份平均收市價；及(iii)於購股權授出日期的股份面值。

於截至2019年及2018年3月31日止年度，本公司並無根據購股權計劃授出購股權。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

39. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed in elsewhere in the consolidated financial statements, the Group had also entered into the following material related party transaction during the reporting period;

(a) Transaction with related parties

Name of the related parties 關聯方名稱	Nature of transaction 交易性質	2019	2018
		2019年 HK\$'000 千港元	2018年 HK\$'000 千港元
Yuk Shing Engineering Co., Limited (Note (i)) 鈺成工程有限公司(附註(i))	Sales of products 產品銷售	3,154	1,607
Kit Ho Engineering Limited (Note (ii)) 傑浩工程有限公司(附註(ii))	Sales of products 產品銷售	7	720
Kit Ho Earth Works Limited (Note (iii)) 傑浩土力營造有限公司(附註(iii))	Sales of products 產品銷售	1,961	1,460

(b) Balances with related parties

Name of the related parties 關聯方名稱	Nature of transaction 交易性質	2019	2018
		2019年 HK\$'000 千港元	2018年 HK\$'000 千港元
Yuk Shing Engineering Co., Limited (Note (i)) 鈺成工程有限公司(附註(i))	Trade receivables 貿易應收款項	1,244	361
Kit Ho Earth Works Limited (Note (iii)) 傑浩土力營造有限公司(附註(iii))	Trade receivables 貿易應收款項	427	152

Notes:

- (i) A close family member of an executive Director of the Company has beneficial interest in Yuk Shing Engineering Co., Limited.
- (ii) A close family member of an executive Director of the Company are the director of Kit Ho Engineering Limited.
- (iii) A close family member of an executive Director of the Company has beneficial interests in Kit Ho Earth Works Limited.

附註：

- (i) 本公司一名執行董事的一名緊密家庭成員於鈺成工程有限公司擁有實益權益。
- (ii) 本公司一名執行董事的一名密家庭成員為傑浩工程有限公司的董事。
- (iii) 本公司一名執行董事的一名近親於傑浩土力營造有限公司擁有實益權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

39. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

(c) Personal guaranteed provided by key management personnel

The bank borrowings of the Group as at 31 March 2019 were secured by personal guarantee of an executive Director of the Company, Mr. Fong, life insurance and a property owned by Mr. Fong. The life insurance owned by Mr. Fong released during the year ended 31 March 2019.

(d) Compensation of key management personnel

The Directors of the Company are identified as key management members of the Group and the compensation of Directors and key management personnel during the reporting period is set out in Notes 13 and 14.

40. PLEDGE OF ASSETS

Assets with the following carrying amounts have been pledged to secure the obligations under finance leases granted to the Group or borrowings of the Group as follow:

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Property, plant and equipment	物業、廠房及設備	–	228
Pledged bank deposits	已抵押銀行存款	4,000	4,000
		4,000	4,228

39. 重大關聯方交易 (續)

(c) 由主要管理人員提供的個人擔保

本集團於2019年3月31日的銀行借款由本公司執行董事方先生擁有的個人擔保及方先生擁有的人壽保險及物業作抵押。方先生所擁有人壽保險已於截至2019年3月31日止年度解除。

(d) 主要管理人員的補償

本公司董事獲確定為本集團的主要管理人員，於報告期間董事及主要管理人員補償載於附註13及14。

40. 資產抵押

已將以下賬面值資產作抵押，以取得向本集團授出的融資租賃承擔或本集團借款：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

41. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

41. 融資活動所產生負債的對賬

		Bank overdraft	Bank borrowings	Obligations under finance leases	Amount due to a shareholder	Total
		銀行透支	銀行借款	融資租賃承擔	應付一名股東款項	總計
		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
1 April 2017	2017年4月1日	1,073	4,000	926	23	6,022
Changes from financing cash flows:	來自融資現金流量的變動：					
Repayment of bank borrowings	償還銀行借款	-	(4,000)	-	-	(4,000)
Repayment of obligation under finance lease	償還融資租賃承擔	-	-	(738)	-	(738)
Repayment of bank overdraft	償還銀行透支	(1,073)	-	-	-	(1,073)
Repayment to a shareholder	向一名股東還款	-	-	-	(23)	(23)
Interest paid	已付利息	(5)	(53)	(22)	-	(80)
Total changes in financing cash flows	融資現金流量變動總額	(1,078)	(4,053)	(760)	(23)	(5,914)
Other changes:	其他變動：					
Interest expenses	利息開支	5	53	22	-	80
At 31 March 2018 and 1 April 2018	於2018年3月31日及2018年4月1日	-	-	188	-	188
Changes from financing cash flows:	來自融資現金流量的變動：					
Proceed from bank borrowings	銀行借款所得款項	-	3,000	-	-	3,000
Repayment of obligation under finance leases	償還融資租賃承擔	-	-	(188)	-	(188)
Interest paid	已付利息	(1)	(134)	(2)	-	(137)
Total changes in financing cash flows	融資現金流量變動總額	(1)	2,866	(190)	-	2,675
Other changes:	其他變動：					
Interest expenses	利息開支	1	134	2	-	137
At 31 March 2019	於2019年3月31日	-	3,000	-	-	3,000

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

42. EVENT AFTER THE REPORTING PERIOD

On 28 March 2019, the Company and China ECO Tourism Investment Limited (the "Vendor") entered into the sale and purchase agreement (the "SPA"), pursuant to which China ECO Tourism Investment Limited has conditionally agreed to purchase and the Company has conditionally agreed to sell 90% equity interest in the China Forest Food Limited at an aggregate consideration of approximately HK\$8,148,000. The disposal was completed on 9 April 2019. Please refer to the announcement of the Company dated 28 March 2019 for details.

43. COMPARATIVE FIGURES

The Group has initially applied HKFRS 9 and HKFRS 15 at 1 April 2018. Under the transition methods, comparative information is not restated.

44. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENT

The consolidated financial statements were approved and authorised for issued by the Board of Directors on 21 June 2019.

42. 報告期後事項

於2019年3月28日，本公司與China ECO Tourism Investment Limited(「賣方」)訂立買賣協議(「買賣協議」)，據此China ECO Tourism Investment Limited已有條件同意購買而本公司已有條件同意出售中國森林食品有限公司90%股權，總代價約為8,148,000港元。出售事項於2019年4月9日完成。有關詳情，請參閱本公司日期為2019年3月28日的公佈。

43. 比較數字

本集團已於2018年4月1日初步應用香港財務報告準則第9號及香港財務報告準則第15號。於過渡方法下，比較資料並無重列。

44. 授權刊發綜合財務報表

綜合財務報表已於2019年6月21日由董事會批准及授權刊發。

Financial Summary

財務概要

RESULT

業績

		For the year ended 31 March			
		截至3月31日止年度			
		2016	2017	2018	2019
		2016年	2017年	2018年	2019年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Continuing operations	持續經營業務				
Revenue	收益	146,920	180,616	164,491	229,718
Cost of sales	銷售成本	(125,964)	(155,773)	(139,670)	(207,995)
Gross profit	毛利	20,956	24,843	24,821	21,723
Profit and total comprehensive income for the year attributable to the owners of the Company from continuing operations	本公司擁有人應佔來自持續經營業務的年度溢利及全面收益總額	12,303	7,282	1,241	5,336
Discontinued operation	已終止經營業務				
Loss for the year from discontinued operation	來自已終止經營業務的年度虧損	-	-	-	(4,532)
Profit for the year	年度溢利	12,303	7,282	1,241	804

ASSETS AND LIABILITIES

資產及負債

		As at 31 March			
		於3月31日			
		2016	2017	2018	2019
		2016年	2017年	2018年	2019年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Non-current asset	非流動資產	2,189	1,073	12,385	10,166
Current assets	流動資產	33,933	49,825	88,234	108,992
Non-current liabilities	非流動負債	1,552	188	1,183	4,522
Current liabilities	流動負債	12,540	21,398	11,662	26,085
Net current assets	流動資產淨值	21,393	28,427	76,572	82,907
Net assets	資產淨值	22,030	29,312	87,774	88,551

The summary above does not form part of the audited consolidated financial statements.

上述概要不構成經審核綜合財務報表的一部分。

No consolidated financial statement of the Group for the years ended 31 March 2014 and 2015 have been published.

本集團並未刊發截至2014年及2015年3月31日止年度之綜合財務報表。

The financial information for the years ended 31 March 2016 were extracted from the prospectus of the Company dated 29 March 2017. Such summary was prepared as if the current structure of the Group had been in existence throughout these financial years and is presented on the basis as set out in Note 3 to the consolidated financial statements.

截至2016年3月31日止年度之財務資料摘自本公司日期為2017年3月29日之招股章程。有關概要乃獲編制猶如本集團現行架構於該等財政年度已存在，並以綜合財務報表附註3所載的基礎呈列。

F8 Enterprises (Holdings) Group Limited
F8 企業(控股)集團有限公司