

# **CNC HOLDINGS LIMITED**

## **中國新華電視控股有限公司**

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

Stock code 股份代號 : 8356



Annual Report  
**2020/2021**  
年報

## CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

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

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

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

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

### 香港聯合交易所有限公司GEM之特色

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

**由於GEM上市的公司普遍為中小型公司，在GEM買賣之證券可能會承受較於聯交所主板買賣之證券為高之市場波動風險，亦無法保證在GEM買賣之證券會有高流通量之市場。**

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

*本報告載有根據聯交所GEM證券上市規則（「GEM上市規則」）而提供有關中國新華電視控股有限公司（「本公司」）之資料，本公司各董事（「董事」）願就本報告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，就彼等所知及所信，本報告所載資料在所有重大方面均屬準確、完整及並無誤導或欺詐成份，且亦無遺漏任何其他事項致使本報告所載之任何聲明或本報告有所誤導。*

# CONTENTS

## 目 錄

Financial Highlights	財務摘要	3
Corporate Profile	公司簡介	5
Corporate Information	公司資料	8
Definitions	釋義	11
Chairman's Statement	主席報告書	14
Management Discussion and Analysis	管理層討論及分析	17
Biographical Details of Directors	董事履歷詳情	36
Corporate Governance Report	企業管治報告	43
Directors' Report	董事會報告	73
Independent Auditors' Report	獨立核數師報告	92
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	107
Consolidated Statement of Financial Position	綜合財務狀況表	109
Consolidated Statement of Changes in Equity	綜合權益變動表	111
Consolidated Statement of Cash Flows	綜合現金流量表	112
Notes to the Consolidated Financial Statements	綜合財務報表附註	114
Financial Summary	財務概要	255

# FINANCIAL HIGHLIGHTS

## 財務摘要

### CONSOLIDATED RESULTS

For the year ended 31 March

		Changes	2021	2020
		變動	二零二一年	二零二零年
			HK\$'000	HK\$'000
			千港元	千港元
Revenue	收益	0.81%	<b>239,233</b>	237,322
Gross loss	毛損	64.3%	<b>(28,820)</b>	(17,536)
Loss before income tax	除所得稅前虧損	-24.6%	<b>(79,350)</b>	(105,174)
Loss attributable to the owners of the Company	本公司擁有人應佔虧損	-27.7%	<b>(72,946)</b>	(100,831)
Basic loss per Share (HK cents)	每股基本虧損 (港仙)	-27.7%	<b>(1.80)</b>	(2.49)
Dividend per Share (HK cents)	每股股息 (港仙)	N/A 不適用	<b>N/A 不適用</b>	N/A 不適用

### 綜合業績

截至三月三十一日止年度

### CONSOLIDATED FINANCIAL POSITION

As at 31 March

		Changes	2021	2020
		變動	二零二一年	二零二零年
			HK\$'000	HK\$'000
			千港元	千港元
Total assets	總資產	-29.6%	<b>174,911</b>	248,454
Cash and cash equivalents	現金及現金等價物	-26.8%	<b>66,743</b>	91,196
Total liabilities	總負債	-0.4%	<b>518,104</b>	520,422
Equity attributable to the owners of the Company	本公司擁有人應佔權益	-26.9%	<b>(345,104)</b>	(271,968)

### 綜合財務狀況

於三月三十一日

# FINANCIAL HIGHLIGHTS

## 財務摘要

### RATIOS

As at 31 March

### 比率

於三月三十一日

		2021 二零二一年	2020 二零二零年
Return on equity (Note a)	權益回報 (附註a)	N/A 不適用	N/A 不適用
Return on assets (Note b)	資產回報 (附註b)	-42.2%	-40.6%
Current ratio (Note c)	流動比率 (附註c)	0.32 time 倍	0.37 time 倍
Gearing ratio (Note d)	資產負債比率 (附註d)	202.6%	145.0%

Notes:

- (a) Return on equity is calculated as net loss divided by Shareholders' equity.
- (b) Return on assets is calculated as net loss divided by total assets.
- (c) Current ratio is calculated as total current assets divided by total current liabilities.
- (d) Gearing ratio is calculated as total amount of promissory note, convertible notes, lease liabilities and advance received from customers divided by total assets.

附註：

- (a) 權益回報乃按淨虧損除以股東權益計算。
- (b) 資產回報乃按淨虧損除以總資產計算。
- (c) 流動比率乃按流動資產總額除以流動負債總額計算。
- (d) 資產負債比率乃按承兌票據、可換股票據、租賃負債及已收客戶墊款總和除以總資產計算。

## CORPORATE PROFILE

### 公司簡介

The Group is principally engaged in the provision of civil engineering services for the public sector in Hong Kong and media and advertising business comprising television broadcasting business in the Asia-Pacific region (excluding the PRC) and digital marketing business on overseas market in return for advertising and related revenue.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands on 15 March 2010 and the Shares were listed on GEM on 30 August 2010.

Currently, the Group's media and advertising business is mainly carried out through BayTV Network Holdings Limited, Xinhua TV Asia-Pacific as well as Shenzhen Qianhai Xinhua TV Cultural Development Limited\* (深圳前海新華電視文化發展有限公司).

The Group's business of provision of civil engineering services for the public sector is carried out through TYW and TY Civil respectively with TYW responsible for signing and implementing civil engineering contracts as a main contractor and forming joint operations while TY Civil responsible for signing and implementing civil engineering contracts as a subcontractor and forming joint operations.

本集團主要從事為香港公營部門提供土木工程服務以及媒體及廣告業務，包括於亞太區（不包括中國）進行電視播放業務及於海外市場的數碼營銷業務，以取得廣告及相關收益。

本公司於二零一零年三月十五日根據開曼群島公司法第22章（一九六一年法例3，經綜合及修訂）於開曼群島註冊成立為獲豁免有限責任公司，其股份於二零一零年八月三十日在GEM上市。

目前，本集團之媒體及廣告業務主要經灣區電視網有限公司、新華電視亞太台以及深圳前海新華電視文化發展有限公司進行。

本集團乃分別透過進業水務及進業土木為公營部門提供土木工程服務業務，進業水務負責以主承建商身份簽訂及履行土木工程合約以及成立合營企業，而進業土木則負責以分包商身份簽訂及履行土木工程合約以及成立合營企業。

\* for identification purpose only

\* 僅供識別

# CORPORATE PROFILE

## 公司簡介

### REGISTRATIONS HELD FOR UNDERTAKING PRINCIPAL ACTIVITIES

### 為從事主要業務持有之註冊

The Group has obtained the following registrations from Works Branch Development Bureau (發展局工務科) of the Government for undertaking projects as a main contractor:

本集團已向政府發展局工務科取得下列註冊，以作為主承建商從事工程：

Registration 註冊	Value of project which the Group is eligible to undertake under the relevant registration 根據相關註冊本集團合資格承接之工程之價值
Approved Contractors for Public Works – Waterworks Category (Group C) (probationary status) 認可公共工程承建商－水務工程類別 (丙組) (「試用」身份)	A maximum of two contracts exceeding HK\$400 million each in any one category, provided that the total value of works in any one category does not exceed HK\$1,500 million 最多為任何一個類別中兩項合約各超過400,000,000港元，惟任何一個類別的工程總價值不超過1,500,000,000港元
Approved Contractors for Public Works – Roads and Drainage Category (Group C) (probationary status) 認可公共工程承建商－道路及渠務工程類別 (丙組) (「試用」身份)	A maximum of two contracts exceeding HK\$400 million each in any one category, provided that the total value of works in any one category does not exceed HK\$1,500 million 最多為任何一個類別中兩項合約各超過400,000,000港元，惟任何一個類別的工程總價值不超過1,500,000,000港元
Approved Contractors for Public Works – Site Formation Category (Group C) (probationary status) 認可公共工程承建商－地盤平整工程類別 (丙組) (「試用」身份)	A maximum of two contracts exceeding HK\$400 million each in any one category, provided that the total value of works in any one category does not exceed HK\$1,500 million 最多為任何一個類別中兩項合約各超過400,000,000港元，惟任何一個類別的工程總價值不超過1,500,000,000港元

Also, the Group has registered under the Voluntary Subcontractor Registration Scheme (非強制性分包商註冊制度), which is maintained by the Construction Industry Council (建造業議會), for participating in civil engineering works, road works and drainage services and waterworks engineering services as a sub-contractor.

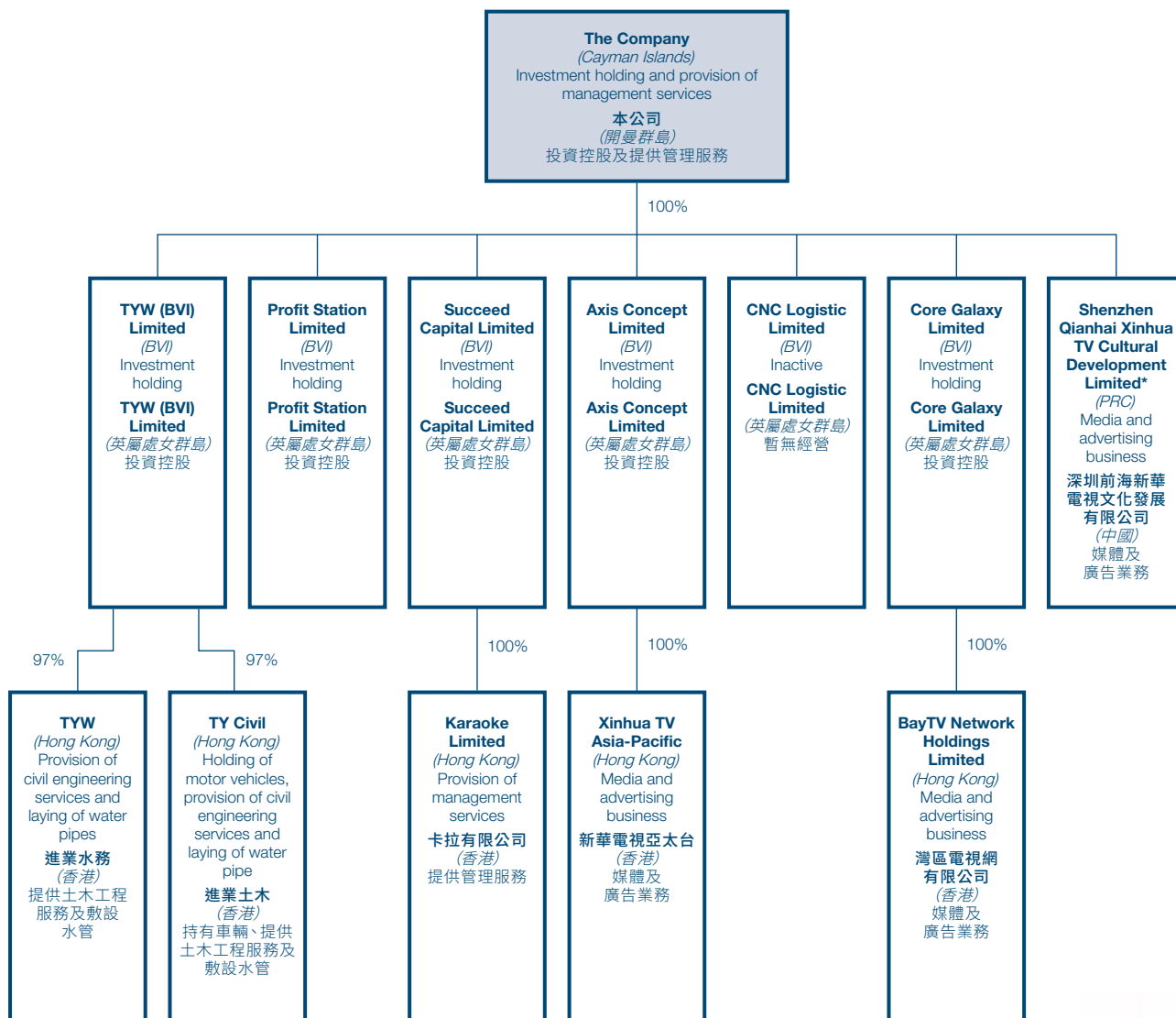
此外，本集團亦於建造業議會設立之非強制性分包商註冊制度下註冊，以作為分包商參與土木工程、道路工程及渠務服務以及水務工程服務。

## CORPORATE STRUCTURE OF THE COMPANY

## 本公司企業架構

The following diagram illustrates the corporate structure of the Company as at 31 March 2021:

下圖說明本公司於二零二一年三月三十一日之企業架構：



\* for identification purpose only

\* 僅供識別



# CORPORATE INFORMATION

## 公司資料

### DIRECTORS

#### Executive Directors

Dr. Jiang Yan (*Chairman*)

Dr. Li Yong Sheng (*Vice chairman and Chief Executive Officer*)

Mr. Liu Da Yong

Mr. Kan Kwok Cheung

#### Non-executive Directors

Ms. Tang Li

Mr. Law Cheuk Hung

#### Independent Non-executive Directors

Mr. Wu Guo Ming

Mr. Wan Chi Keung, Aaron, *BBS, JP*

Mr. Wong Chung Yip, Kenneth

Mr. Fan Chun Wah, Andrew, *JP (retired on 11 August 2020)*

### AUTHORISED REPRESENTATIVES

Dr. Li Yong Sheng

Ms. Li Yuet Tai

### COMPLIANCE OFFICER

Dr. Li Yong Sheng

### COMPANY SECRETARY

Ms. Li Yuet Tai, *CPA*

### AUDIT COMMITTEE

Mr. Wong Chung Yip, Kenneth (*Chairman*)

Ms. Tang Li

Mr. Law Cheuk Hung

Mr. Wu Guo Ming

Mr. Wan Chi Keung, Aaron, *BBS, JP*

### 董事

#### 執行董事

姜岩博士 (*主席*)

李永升博士 (*副主席兼行政總裁*)

劉大勇先生

簡國祥先生

#### 非執行董事

唐麗女士

羅焯雄先生

#### 獨立非執行董事

吳國銘先生

尹志強先生，*銅紫荊星章，太平紳士*

王忠業先生

范駿華先生，*太平紳士*

(於二零二零年八月十一日退任)

### 授權代表

李永升博士

李月弟女士

### 合規主任

李永升博士

### 公司秘書

李月弟女士，*CPA*

### 審核委員會

王忠業先生 (*主席*)

唐麗女士

羅焯雄先生

吳國銘先生

尹志強先生，*銅紫荊星章，太平紳士*

## REMUNERATION COMMITTEE

Mr. Wan Chi Keung, Aaron, *BBS, JP (Chairman)*  
Mr. Wu Guo Ming  
Mr. Wong Chung Yip, Kenneth  
Mr. Fan Chun Wah, Andrew, *JP (retired on 11 August 2020)*

## NOMINATION COMMITTEE

Dr. Jiang Yan (*Chairman*)  
Dr. Li Yong Sheng  
Mr. Kan Kwok Cheung  
Mr. Wu Guo Ming  
Mr. Wan Chi Keung, Aaron, *BBS, JP*  
Mr. Wong Chung Yip, Kenneth  
Mr. Fan Chun Wah, Andrew, *JP (retired on 11 August 2020)*

## RISK MANAGEMENT COMMITTEE

Mr. Wu Guo Ming  
Mr. Wan Chi Keung, Aaron, *BBS, JP*  
Mr. Wong Chung Yip, Kenneth  
Mr. Fan Chun Wah, Andrew, *JP (retired on 11 August 2020)*

## AUDITORS

HLB Hodgson Impey Cheng Limited  
*Certified Public Accountants*

## REGISTERED OFFICE

Cricket Square  
Hutchins Drive, PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## 薪酬委員會

尹志強先生，銅紫荊星章，太平紳士 (主席)  
吳國銘先生  
王忠業先生  
范駿華先生，太平紳士  
(於二零二零年八月十一日退任)

## 提名委員會

姜岩博士 (主席)  
李永升博士  
簡國祥先生  
吳國銘先生  
尹志強先生，銅紫荊星章，太平紳士  
王忠業先生  
范駿華先生，太平紳士  
(於二零二零年八月十一日退任)

## 風險管理委員會

吳國銘先生  
尹志強先生，銅紫荊星章，太平紳士  
王忠業先生  
范駿華先生，太平紳士  
(於二零二零年八月十一日退任)

## 核數師

國衛會計師事務所有限公司  
*執業會計師*

## 註冊辦事處

Cricket Square  
Hutchins Drive, PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

# CORPORATE INFORMATION

## 公司資料

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 2708-10, 27/F,  
Everbright Centre,  
108 Gloucester Road,  
Wanchai, Hong Kong

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

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

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
Level 54, Hopewell Centre,  
183 Queen's Road East, Wanchai  
Hong Kong

### PRINCIPAL BANKERS

Hang Seng Bank Limited  
The Hongkong and Shanghai Banking Corporation Limited  
China Everbright Bank Co., Limited

### WEBSITE

<http://www.cnctv.hk>

### STOCK CODE

8356

### 總部及香港主要營業地點

香港灣仔  
告士打道108號  
光大中心  
27樓2708-10室

### 開曼群島股份過戶登記總處

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

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
灣仔皇后大道東183號  
合和中心54樓

### 主要往來銀行

恒生銀行有限公司  
香港上海滙豐銀行有限公司  
中國光大銀行股份有限公司

### 公司網站

<http://www.cnctv.hk>

### 股份代號

8356

## DEFINITIONS

### 釋 義

*In this report, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:* 在本報告內，除文義另有所指外，下列詞語及詞彙於本報告使用時具有以下涵義：

“AGM” 「股東週年大會」	指	the annual general meeting of the Company 本公司股東週年大會
“Board” 「董事會」	指	the board of Directors 董事會
“BVI” 「英屬處女群島」	指	the British Virgin Islands 英屬處女群島
“China Xinhua NNC” 「中國新華新聞電視網」	指	China Xinhua News Network Co., Limited (中國新華新聞電視網有限公司), a company incorporated in Hong Kong and a wholly-owned subsidiary of Xinhua News Agency (新華社) and a Shareholder of the Company 中國新華新聞電視網有限公司，一家於香港註冊成立之公司及為新華社之全資附屬公司，並為本公司股東
“CNC China” 「中國新華新聞電視網 (中國)」	指	中國新華新聞電視網有限公司, a company incorporated in the PRC, which owns 100% of the equity interests in China Xinhua NNC, a wholly-owned subsidiary of Xinhua News Agency and a substantial Shareholder of the Company 中國新華新聞電視網有限公司，一家於中國註冊成立之公司，擁有中國新華新聞電視網100%股權，為新華社之全資附屬公司及本公司之主要股東
“Company” 「本公司」	指	CNC Holdings Limited (中國新華電視控股有限公司), a company incorporated in the Cayman Islands with limited liability on 15 March 2010 中國新華電視控股有限公司，一家於二零一零年三月十五日在開曼群島註冊成立之有限公司
“Director(s)” 「董事」	指	director(s) of the Company 本公司董事
“Financial Statements” 「財務報表」	指	the audited financial statements of the Group for the year ended 31 March 2021 本集團截至二零二一年三月三十一日止年度之經審核財務報表
“GEM” 「GEM」	指	the GEM of the Stock Exchange 聯交所GEM

## DEFINITIONS

### 釋 義

“GEM Listing Rules” 「GEM上市規則」	指	the Rules Governing the Listing of Securities on GEM GEM證券上市規則
“Government” 「政府」	指	the Government of Hong Kong 香港政府
“Group” 「本集團」	指	the Company and its subsidiaries 本公司及其附屬公司
“HK\$” and “HK cent(s)” 「港元」及「港仙」	指	Hong Kong dollar(s) and cent(s), respectively, the lawful currency of Hong Kong 香港法定貨幣港元及港仙
“Hong Kong” 「香港」	指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Macau” 「澳門」	指	the Macau Special Administrative Region of the PRC 中國澳門特別行政區
“Mr. Kan” 「簡先生」	指	Mr. Kan Kwok Cheung (簡國祥), an executive Director 執行董事簡國祥先生
“PRC” 「中國」	指	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan 中華人民共和國，不包括香港、澳門及台灣
“SFO” 「證券及期貨條例」	指	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended or otherwise modified from time to time 香港法例第571章證券及期貨條例（經不時修訂或以其他方式修改）
“Share(s)” 「股份」	指	ordinary share(s) of the Company 本公司之普通股
“Share Option Scheme” 「購股權計劃」	指	the share option scheme of the Company adopted on 11 August 2010 and expired on 10 August 2020 本公司於二零一零年八月十一日採納及於二零二零年八月十日屆滿之購股權計劃
“Shareholder(s)” 「股東」	指	holder(s) of the Share(s) 股份持有人

“Shunleetat”		Shunleetat (BVI) Limited, a company incorporated in the BVI which is wholly and beneficially owned by Mr. Kan
「Shunleetat」	指	Shunleetat (BVI) Limited，一家於英屬處女群島註冊成立之公司，由簡先生全資實益擁有
“Stock Exchange”		The Stock Exchange of Hong Kong Limited
「聯交所」	指	香港聯合交易所有限公司
“TY Civil”		Tsun Yip Civil Construction Company Limited (進業土木工程有限公司), a company incorporated in Hong Kong with limited liability on 16 June 2000 and an indirect wholly-owned subsidiary of the Company
「進業土木」	指	進業土木工程有限公司，一家於二零零零年六月十六日在香港註冊成立之有限公司，乃本公司之間接全資附屬公司
“TYW”		Tsun Yip Waterworks Construction Company Limited (進業水務建築有限公司), a company incorporated in Hong Kong with limited liability on 6 February 1996 and an indirect wholly-owned subsidiary of the Company
「進業水務」	指	進業水務建築有限公司，一家於一九九六年二月六日在香港註冊成立之有限公司，乃本公司之間接全資附屬公司
“WSD”		Water Supplies Department (水務署) of the Government
「水務署」	指	政府水務署
“Xinhua TV Asia-Pacific”		Xinhua TV Asia-Pacific Operating Co., Limited (新華電視亞太台運營有限公司), a company incorporated in Hong Kong with limited liability on 22 December 2009 and an indirect wholly-owned subsidiary of the Company
「新華電視亞太台」	指	新華電視亞太台運營有限公司，一家於二零零九年十二月二十二日在香港註冊成立之有限公司，乃本公司之間接全資附屬公司
“%”		per cent
「%」	指	百分比

# CHAIRMAN'S STATEMENT

## 主席報告書

To all Shareholders,

On behalf of the Board, I am pleased to present the annual results of the Group for the year ended 31 March 2021.

### RESULTS FOR THE YEAR

During the year ended 31 March 2021, we had obtained approximately HK\$239.2 million (2020: HK\$237.3 million) revenue, which represented an increase of approximately 0.81% over the revenue for the year ended 31 March 2020.

The gross loss of the Group was amounted to approximately HK\$28.8 million (2020: approximately HK\$17.5 million) for the year ended 31 March 2021.

The net loss of our Group for the year ended 31 March 2021 was approximately HK\$73.8 million (2020: approximately of HK\$100.8 million), representing approximately 26.9% decrease from that of previous year.

### FUTURE PROSPECTS

During the year, revenue derived from provision of civil engineering services remained as core business of the Group and thus the main contributor of revenue of the Group. In the meantime, the Group devoted efforts to develop its media and advertising business.

致全體股東：

本人謹此代表董事會欣然提呈本集團截至二零二一年三月三十一日止年度之年度業績。

### 年度業績

截至二零二一年三月三十一日止年度，本集團取得約239,200,000港元（二零二零年：237,300,000港元）之收益，較截至二零二零年三月三十一日止年度之收益增加約0.81%。

本集團於截至二零二一年三月三十一日止年度之毛損約為28,800,000港元（二零二零年：約17,500,000港元）。

截至二零二一年三月三十一日止年度，本集團之淨虧損約為73,800,000港元（二零二零年：約100,800,000港元），較上一年度減少約26.9%。

### 未來前景

年內，提供土木工程服務產生之收益仍為本集團之核心業務及因此為本集團之主要收益來源。與此同時，本集團努力發展其媒體及廣告業務。

After the COVID-19 outbreak in early 2020, the Group paid close attention to the development of COVID-19 outbreak and continuously evaluated its impact that may have on the financial position and operating results of the Group. The Group has not encountered or experienced any material difficulty and/or delay in completion of the projects to the customers and from the subcontractors and any material supply chain disruptions of the suppliers due to the outbreak of COVID-19. Up to date of this report, we are pleased to report that the projects of the Group have gradually resumed normal. The Group has also been rewarded certain new projects during the second half of 2020. The Group will continue to strengthen the competitive edge of the Group over competitors in the construction industry and expanding the business in order to reduce the negative impact of economic climate and increase shareholders' return.

The Group's advertising business also faced challenging conditions during the reporting period, as audience's habits continued to move away from traditional platform towards digital platform. Looking forward, the Group will actively promote the synergies operation of multiple media platforms including traditional media and other digital media. Through the provision of integrated media services, the Group aims at reconstructing the value chain of media and advertising business and hence broaden the sources of revenue and boosts up the profit of the Group.

Our businesses in 2021 will still be highly challenging due to the impact of a likely prolonged economic downturn caused by the coronavirus pandemic, and the yet unsettled local social unrest. The Group will continue to emphasis its core value to provide professional services to our customers. Together with the future development plan of the Group, the Board is confident with the prospects of the Group.

於二零二零年初爆發COVID-19疫情後，本集團密切留意COVID-19疫情的發展情況，並繼續評估有關情況可能會對本集團財務狀況及經營業績產生的影響。本集團並未因COVID-19疫情而在完成客戶項目及分包商完成項目方面遭遇或經歷任何重大困難及／或延遲及供應商的任何重大供應鏈中斷。截止本報告日期，我們欣然宣佈本集團項目已逐漸恢復正常。本集團亦於二零二零年下半年獲授若干新項目。本集團將繼續增強本集團於建築行業及業務拓展方面相對競爭對手的競爭優勢，以減少經濟環境的負面影響及提高股東回報。

隨著觀眾習慣持續從傳統平台轉移至數碼平台，本集團的廣告業務於報告期間亦面臨多項挑戰。展望未來，本集團將積極促進多媒體平台的協同營運，包括傳統媒體及其他數碼媒體。本集團旨在透過提供綜合媒體服務重組媒體及廣告業務價值鏈，從而擴闊收入來源及提振本集團溢利。

由於新冠疫情導致的經濟下行狀況有可能持續很長時間，且本土社會動蕩尚未解決，我們的業務於二零二一年仍將備受挑戰。本集團將繼續重視向客戶提供專業服務的核心價值。加之本集團的未來發展計劃，董事會對本集團的前景充滿信心。



# CHAIRMAN'S STATEMENT

## 主席報告書

### APPRECIATION

Finally, on behalf of the Board, I would like to take this opportunity to express my most sincere appreciation to all the management team and staff for their dedication and contribution over the past years. I would also like to thank all the Shareholders, customers, suppliers and business partners for their continuous support and trust.

**Jiang Yan**

*Chairman*

30 June 2021

### 致謝

最後，本人願藉此機會代表董事會對全體管理團隊及員工在過去多年的努力及貢獻致以衷心謝意，並感謝所有股東、客戶、供應商及業務夥伴鼎力支持與信任。

**姜岩**

*主席*

二零二一年六月三十日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

The Group is principally engaged in the provision of civil engineering services for the public sector in Hong Kong and media and advertising business comprising television broadcasting business in the Asia-Pacific region (excluding the PRC) and digital marketing business on overseas market in return for advertising and related revenue. During the year ended 31 March 2021, the Group continued to focus on rendering civil engineering services to the public sector in Hong Kong and further develop its television broadcasting business and commence digital marketing business on overseas market in return for advertising and related income.

#### Provision of civil engineering services

During the year ended 31 March 2021, the Group has been undertaking nine contracts. Among the nine contracts, one of these are related to provision of waterworks engineering services and the remaining contracts are related to provision of drainage services and site formation services. Details of the contracts undertaken are set out below:

Contract number 合約編號	Particulars of contract 合約詳情	Client 客戶	Contract period under main contracts 根據主合約的合約期
<b>Main contracts</b> 主合約			
Q067133	Elevated Road along Lohas Park Road and the pedestrian footbridge FB1 沿康城路邊之高架橋路及行人天橋FB1	MTR Corporation Limited 香港鐵路有限公司	Mar 2019 – Jul 2019 二零一九年三月至二零一九年七月
ND/2019/08	Site formation works at remaining part of Tai Po area 39 大埔區39號餘下部分的地盤平整工程	Civil Engineering and Development Department of the Government 政府土木工程拓展署	Jan 2020 – May 2021 二零二零年一月至二零二一年五月

### 業務回顧

本集團主要為香港公營部門提供土木工程服務及媒體及廣告業務，包括於亞太區（不包括中國）的電視播放業務及於海外市場的數碼營銷業務，以取得廣告及相關收益。截至二零二一年三月三十一日止年度，本集團繼續專注於在香港為公營部門提供土木工程服務，進一步發展其電視播放業務，以及於海外市場開展數碼營銷業務，以取得廣告及相關收入。

#### 提供土木工程服務

截至二零二一年三月三十一日止年度，本集團一直進行九項合約。於九項合約中，其中一項與提供水務工程服務有關，其餘合約則與提供渠務服務及地盤平整服務有關。所承接合約之詳情載列如下：

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Contract number 合約編號	Particulars of contract 合約詳情	Client 客戶	Contract period under main contracts 根據主合約的合約期	
<b>Subcontracts</b> 分包合約				
CV/2015/03	Site Formation and Infrastructural Works near Tong Hang Road and Tsz Tin Road in Area 54, Tuen Mun 鄰近屯門54區塘亨路及紫田路的地盤平整及基建工程	Hsin Chong Tsun Yip Joint Venture 新昌進業聯營	Nov 2015 – May 2019 二零一五年十一月至二零一九年五月	<b>Total contract value</b> HK\$2,276.6 million 總合約價值 2,276,600,000港元  <b>Total amount of works certified (Note)</b> HK\$1,200.1 million 已核證工程總額 (附註) 1,200,100,000港元
CV/2016/10	Site Formation and Association Infrastructural Works For Development of Columbarium at Sandy Ridge Cemetery 於沙嶺公墓興建骨灰龕的土地平整及相關基建工程	Hsin Chong Tsun Yip Joint Venture 新昌進業聯營	Dec 2017 – Jun 2021 二零一七年十二月至二零二一年六月	
PYC-03084BAH-001	Site Formation, Foundation & Sub-structure Works for the Student Residence Development at The Hong Kong University of Science and Technology 於香港科技大學供學生住宿發展的土地平整、地基及下部結構工程	Paul Y. Construction Company Limited 保華建築有限公司	Aug 2020 – Dec 2022 二零二零年八月至二零二二年十二月	
ND/2018/02	The Establishment of an Agricultural Pak in Kwu Tung South (Phase 1) 於古洞南建立農業園(第1期)	Paul Y. Tsun Yip Joint Venture 保華—進業聯營	Oct 2020 – Oct 2022 二零二零年十月至二零二二年十月	
1002EM19A	Design-Build-Operate for the Additional District Cooling System (DCS) at the Kai Tak Development (KTD) 啟德發展計劃額外區域供冷系統的設計、建造及營運	Paul Y – Qianhai Joint Venture 保華—前海聯營	Dec 2020 – Dec 2023 二零二零年十二月至二零二三年十二月	

Contract number 合約編號	Particulars of contract 合約詳情	Client 客戶	Contract period under main contracts 根據主合約的合約期
<b>Joint Operations</b> 合營業務			
ND/2018/02	The Establishment of an Agricultural Park in Kwu Tung South (Phase 1) 於古洞南建立農業園 (第1期)	Civil Engineering and Development Department of the Government 政府土木工程拓展署	Oct 2020 – Oct 2022 二零二零年十月至二零二二年十月
4/WSD/19	Development of Anderson Road Quarry site – construction of grey water treatment plant 安達臣道石礦場發展—中水處理廠建造工程	WSD 水務署	Sept 2020 – Sept 2025 二零二零年九月至二零二五年九月
CV/2019/04	Site Formation and Infrastructure Works Near Tsz Tin Road and Hing Fu Street in Area 54, Tuen Mun 屯門第54區鄰近紫田路及興富街的土地平整及基建工程	Civil Engineering and Development Department of the Government 政府土木工程拓展署	Dec 2020 – Jun 2024 二零二零年十二月至二零二四年六月

*Note:* Amount of works certified is based on the certificates of payment received from client.

*附註：* 已核證工程金額乃根據從客戶收到之付款核證確定。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Among the above nine contracts, five contracts (contract numbered ND/2018/02, 4/WSD/19, CV/2019/04, PYC-03084BAH-001 and 1002EM19A) were newly awarded during the year ended 31 March 2021.

During the year ended 31 March 2021, a contract with contract numbered CV/2016/10 was the main contributors to the Group's revenue, which generated approximately HK\$104.7 million, constituting approximately 43.8% of the Group's total revenue.

### Media and advertising business

In 2020, the rapid spread of the COVID-19 pandemic caused city lockdowns and suspension of work, production and transportation throughout the world. The Group attempted to promote digital marketing activities on overseas video platform during the year to expand the media and advertising business of the Group.

Looking ahead, it would be a difficult year ahead as local economy has suffered a serious hit by the COVID-19 pandemic; economic recovery is on the blurry side. Nevertheless, the Board will make best effort to retain a relative business scale in upcoming year and tends to keep industry strategies prudently onwards. The Group will endeavor to seize the opportunities in the booming advertising sector to step up investments in the advertising market, seeking to tap on new customers, businesses and revenue streams for delivering better returns to its shareholders of the Company.

於上述九項合約中，五項合約（合約編號為ND/2018/02、4/WSD/19、CV/2019/04、PYC-03084BAH-001及1002EM19A）乃於截至二零二一年三月三十一日止年度新獲授。

截至二零二一年三月三十一日止年度，合約編號為CV/2016/10之合約是本集團之主要收益來源，產生約104,700,000港元，佔本集團總收益約43.8%。

### 媒體及廣告業務

於二零二零年，COVID-19疫情快速蔓延，導致世界各地封城、停工、停產及交通停運。於本年度內，本集團嘗試於海外視頻平台推廣數碼營銷活動以拓展本集團之媒體及廣告業務。

展望未來，由於本土經濟遭受COVID-19疫情重創，來年將是艱難的一年；經濟復甦前景不明朗。然而，董事會將竭力保持相對的業務規模，並傾向於維持審慎的行業策略。本集團將盡力於蓬勃發展的廣告行業中把握機遇，加強對廣告市場的投資，尋求開拓新客戶、業務及收入來源，為本公司股東帶來更佳回報。

## FINANCIAL REVIEW

### Revenue

For the year ended 31 March 2021, the Group reported a revenue of approximately HK\$239.2 million (2020: approximately HK\$237.3 million), representing an increase of approximately 0.81% as compared with that for the previous year. The revenue derived from provision of civil engineering services and media and advertising business constituted approximately 85.5% and 14.5% of the Group's total revenue respectively. The slightly increase in revenue was mainly due to the net impact of (i) increase in advertising income from commencement of digital marketing business and (ii) slightly decrease in revenue in construction works due to decrease in work from certain civil engineering projects reaching the maintenance stage or nearly completion stage as well as keen competition faced by the Group in obtaining new tenders for the year ended 31 March 2021. With the commencement of digital marketing business of the Group during the year ended 31 March 2021, the advertising revenue derived from media and advertising business increased by approximately 4.6 times to approximately HK\$34.8 million (2020: approximately HK\$6.2 million) as compared with that for the previous year. Majority of the advertising income was derived from the digital marketing business for the year.

## 財務回顧

### 收益

截至二零二一年三月三十一日止年度，本集團錄得收益約239,200,000港元（二零二零年：約237,300,000港元），較去年增加約0.81%。提供土木工程服務及媒體及廣告業務產生之收益分別佔本集團總收益約85.5%及14.5%。收益輕微增加主要由於以下各項之淨影響所致：(i) 開展數碼營銷業務產生之廣告收入增加及(ii) 建築工程收入輕微減少，乃由於若干土木工程項目已達致保養階段或接近竣工階段，以及本集團截至二零二一年三月三十一日止年度取得新標書時面對激烈競爭。隨著本集團於截至二零二一年三月三十一日止年度開展數碼營銷業務，本集團媒體及廣告業務產生廣告收益較去年增加約4.6倍至約34,800,000港元（二零二零年：約6,200,000港元）。本年度，大部分廣告收益產生自數碼營銷業務。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

During the year ended 31 March 2021, the revenue of the Group was primarily generated from the undertaking of civil engineering contracts in the capacity of a subcontractor and joint ventures. The breakdown of total revenue by nature of capacity of the Group is set forth below:

截至二零二一年三月三十一日止年度，本集團收益主要來自以分包商及合營方身份承接之土木工程合約。按本集團身份性質分類之總收益詳情載列如下：

		For the year ended 31 March 截至三月三十一日止年度			
		2021 二零二一年		2020 二零二零年	
		HK\$'000	% of total 佔總額	HK\$'000	% of total 佔總額
		千港元	百分比(%)	千港元	百分比(%)
Main contractor	主承建商	12,406	6.1	22,667	9.8
Subcontractor	分包商	103,380	50.6	100,707	43.6
Jointly controlled operations	共同控制經營	88,684	43.3	107,726	46.6
Total	總額	204,470	100.0	231,100	100.0

## Cost of services

The Group's cost of services increased by approximately 5.2% to approximately HK\$268.1 million (2020: approximately HK\$254.8 million) for the year ended 31 March 2021 as compared with that for the previous year. The Group's cost of services mainly includes costs of construction services, costs of media and advertising business and other direct operating costs. Costs of construction services mainly comprise raw materials, direct labour and subcontracting fee for services provided by the subcontractors. Costs of media and advertising business mainly comprise of costs of television broadcasting business and costs of digital marketing business. Costs of television broadcasting business mainly comprise transmission costs, broadcasting fee and other direct costs attributable to television broadcasting business. Transmission costs comprise satellite transmission fee and carriage fee payable to satellite operators while broadcasting fee comprises annual fee payable to media broadcasting providers and China Xinhua News Network Co., Limited ("China Xinhua NNC"). Costs of digital marketing business mainly comprise of costs of usage of information contents to content providers and other direct costs. Other direct operating costs mainly comprise depreciation charges of LED display screens. The increase in cost of services was mainly due to the overall increase in staff costs, materials and subcontracting costs in respect of provision of civil engineering services business and incurrence in costs of digital marketing business as it commenced for the year. The following table sets out a breakdown of the Group's cost of services:

## 服務成本

本集團於截至二零二一年三月三十一日止年度之服務成本較去年增加約5.2%至約268,100,000港元(二零二零年:約254,800,000港元)。本集團的服務成本主要包括建築服務成本、媒體及廣告業務成本及其他直接經營成本。建築服務成本主要包括原材料、直接勞工及分包商提供服務的分包費用。媒體及廣告業務成本主要包括電視播放業務成本及數碼營銷業務成本。電視播放業務成本主要包括傳送成本、播放費用及電視播放業務應佔其他直接成本。傳送成本包括衛星傳送費用及應付衛星營運商之傳輸費用，而播放費用則包括應付予媒體播放供應商及中國新華新聞電視網有限公司(「中國新華新聞電視網」)之年費。數碼營銷業務成本主要包括就使用資訊內容向內容供應商支付之成本及其他直接成本。其他直接經營成本主要包括LED顯示屏之折舊費用。服務成本增加主要由於本年度之有關提供土木工程服務業務之員工成本、物料及分包成本整體增加以及開展數碼營銷業務產生之成本。下表載列本集團服務成本之詳情：



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

For the year ended 31 March

截至三月三十一日止年度

		2021		2020	
		二零二一年	二零二零年	二零二一年	二零二零年
		HK\$'000	% of total	HK\$'000	% of total
		千港元	佔總額	千港元	佔總額
			百分比(%)		百分比(%)
<b>Costs of construction services</b>	<b>建築服務成本</b>				
Raw materials	原材料	18,632	7.0	18,072	7.1
Direct labour	直接勞工	78,417	29.3	80,557	31.6
Subcontracting fee	分包費用	58,660	21.9	53,217	20.9
Other direct costs	其他直接成本	79,926	29.8	95,830	37.6
Subtotal	小計	<u>235,635</u>	<u>88.0</u>	<u>247,676</u>	<u>97.2</u>
<b>Costs of media and advertising business</b>	<b>媒體及廣告業務成本</b>				
Transmission costs	傳送成本	72	0.0	1,373	0.5
Broadcasting fee	播放費用	-	0.0	750	0.3
Depreciation of right-of-use assets of transmission costs	傳送成本之使用權資產折舊	57	0.0	681	0.2
Depreciation of right-of-use assets of broadcasting fee	播放費用之使用權資產折舊	1,685	0.6	1,685	0.7
Cost of information contents of digital marketing business	數碼營銷業務之資訊內容成本	27,415	10.2	-	-
Other direct costs attributable to media and advertising business	媒體及廣告業務應佔其他直接成本	3,189	1.2	2,693	1.1
Subtotal	小計	<u>32,418</u>	<u>12.0</u>	<u>7,182</u>	<u>2.8</u>
<b>Total</b>	<b>總額</b>	<u>268,053</u>	<u>100.0</u>	<u>254,858</u>	<u>100.0</u>

## Gross loss

The gross loss for the Group for the year ended 31 March 2021 increased by approximately 64.3% to approximately HK\$28.8 million (2020: approximately HK\$17.5 million) as compared with that for the previous year. The gross loss margin of the Group was approximately 12.0% (2020: approximately 7.1%) for the year ended 31 March 2021. The incurrence in gross loss was mainly due to the (i) the progress of projects with higher gross profit margin had slowed down during the year; (ii) the decrease in gross profit margin of certain projects awarded to the Group in the recent years as a result of keen competition in the construction industry in Hong Kong; (iii) an increase in direct costs incurred from (a) general increasing construction costs; (b) unexpected complexity arising from construction works for certain construction projects of the Group during the year and towards the completion stage and (c) delays in certain projects as a result of the outbreak of the novel coronavirus (COVID-19) epidemic.

## Other income

The Group's other income for the year ended 31 March 2021 increased by approximately 11.0 times to approximately HK\$12.4 million (2020: approximately HK\$1.0 million) as compared with that for the previous year. The other income mainly consisted of interest income and government grants received regarding to novel coronavirus (COVID-19) epidemic during the year.

## Other losses, net

The Group's other losses for the year ended 31 March 2021 was amounted to approximately HK\$0.9 million (2020: approximately HK\$11.8 million). Other losses mainly consisted of loss arising on extension of promissory note and exchange loss, net for the year.

## 毛損

本集團截至二零二一年三月三十一日止年度之毛損較去年增加約64.3%至約28,800,000港元(二零二零年:約17,500,000港元)。本集團截至二零二一年三月三十一日止年度之毛損率約12.0%(二零二零年:約7.1%)。毛損產生主要由於(i)毛利率較高之若干建築項目進展已於本年度放緩;(ii)由於香港建築行業競爭激烈導致於近年授予本集團之若干建築項目的毛利率減少;(iii)(a)整體建築成本增加;(b)本集團於本年度及接近竣工階段之若干建築項目之建築工程較預期複雜;及(c)因新型冠狀病毒(COVID-19)疫情爆發而導致若干建築項目延遲所產生之直接成本增加。

## 其他收入

本集團截至二零二一年三月三十一日止年度之其他收入較去年增加約11.0倍至約12,400,000港元(二零二零年:約1,000,000港元)。其他收入主要包括利息收入及於本年度內由於新型冠狀病毒(COVID-19)疫情而獲得之政府補助。

## 其他虧損淨額

本集團截至二零二一年三月三十一日止年度之其他虧損為約900,000港元(二零二零年:約11,800,000港元)。其他虧損主要包括本年度延長承兌票據產生之虧損及匯兌虧損淨額。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Amortisation expenses

The Group's amortisation expenses for the year ended 31 March 2021 decreased by approximately 0.3% to approximately HK\$18.3 million (2020: approximately HK\$18.4 million) as compared with that for the previous year. The amortisation expenses mainly consisted of amortisation charges of television broadcasting right for the television broadcasting business included in media and advertising business.

### Selling and distribution expenses

The Group's selling and distribution expenses for the year ended 31 March 2021 was approximately HK\$0.8 million (2020: approximately HK\$0.8 million). The selling and distribution expenses were mainly consisted of advertising expenses for the television broadcasting business included in media and advertising business for the year.

### Administrative expenses

The Group's administrative expenses for the year ended 31 March 2021 increased by approximately 5.8% to approximately HK\$26.0 million (2020: approximately HK\$24.6 million) as compared with that for the previous year. The administrative expenses mainly consisted of auditors' remuneration, legal and professional fees, staff costs (including Directors' remuneration), depreciation expenses and rental expenses.

### Finance costs

The Group's finance costs for the year ended 31 March 2021 decreased by approximately 67.3% to approximately HK\$9.3 million (2020: approximately HK\$28.5 million) as compared with that for the previous year. The finance costs mainly consist of interest expenses for the promissory note and convertible notes. The decrease in finance costs was mainly resulted from offset of interest expenses against gains arising from extension of convertible notes for the year.

### 攤銷開支

本集團於截至二零二一年三月三十一日止年度之攤銷開支較去年減少約0.3%至約18,300,000港元(二零二零年：約18,400,000港元)。攤銷開支主要包括包含於媒體及廣告業務內之電視播放業務之電視播放權之攤銷支出。

### 銷售及分銷開支

本集團截至二零二一年三月三十一日止年度之銷售及分銷開支約800,000港元(二零二零年：約800,000港元)。本年度銷售及分銷開支主要包括媒體及廣告業務之電視播放業務之廣告開支。

### 行政開支

本集團於截至二零二一年三月三十一日止年度的行政開支較去年增加約5.8%至約26,000,000港元(二零二零年：約24,600,000港元)。行政開支主要包括核數師薪酬、法律和專業費用、員工成本(包括董事薪酬)、折舊開支以及租金開支。

### 融資成本

本集團於截至二零二一年三月三十一日止年度的融資成本較去年減少約67.3%至約9,300,000港元(二零二零年：約28,500,000港元)。融資成本主要包括承兌票據及可換股票據之利息開支。融資成本減少乃主要由於本年度內利息開支與延長可換股票據產生的收益抵銷所致。

## Assessment of recoverable amount of intangible assets

During the year ended 31 March 2012, the Group entered into a sale and purchase agreement with China Xinhua NNC, APT Satellite TV Development Limited and Proud Glory Investments Limited to acquire entire equity interest of Xinhua TV Asia-Pacific at an aggregate consideration of approximately HK\$700.0 million, comprising (a) issuance of 474,335,664 Shares to China Xinhua NNC at HK\$0.196 per share; and (b) HK\$607,030,210 by way of the issue of the convertible notes to China Xinhua NNC, Proud Glory Investments Limited and APT Satellite TV Development Limited at a conversion price of HK\$0.196 per Share. The Group completed its very substantial acquisition (the "Acquisition") of the entire equity interest in Xinhua TV Asia-Pacific on 9 December 2011 and commenced the television broadcasting business since then.

The recoverable amounts of Xinhua TV Asia-Pacific as at 31 March 2021 and 2020, were determined with reference to a valuation conducted by an independent valuer, based on income-based approach, after considering the financial information of Xinhua TV Asia-Pacific as at 31 March 2021 and 2020, including but not limited to (i) the financial position of Xinhua TV Asia-Pacific and its subsidiaries as at 31 March 2021 and 2020; (ii) the total revenue derived from television broadcasting business; (iii) number of existing contracts and memorandum of understanding; and (iv) the market and industry condition. The recoverable amount of Xinhua TV Asia-Pacific has been determined on the basis of value in use calculation and is based on certain key assumptions. The value in use calculation is based on discounted cash flow projections prepared from financial budgets approved by the directors of the Company covering a 5-year period and a pre-tax discount rate of 18.8%. Cash flows beyond the 5-year period are extrapolated using a growth rate of 2.5% for different countries and the growth rate does not exceed the average long-term growth rate for the industry. The discount rates used reflect specific risks to the segment. Other key assumptions for the value in use calculation related to the estimation of cash inflow and outflows include budgeted revenue and gross margin, such estimation is based on the past performance and management's expectations for the market development and possible business opportunities of television broadcasting business.

## 無形資產可收回金額評估

截至二零一二年三月三十一日止年度，本集團與中國新華新聞電視網、亞太衛視發展有限公司及傲榮投資有限公司訂立買賣協議，以收購新華電視亞太台之全部股權，總代價為約700,000,000港元，包括(a)按每股0.196港元之價格向中國新華新聞電視網發行474,335,664股股份；及(b)607,030,210港元，通過按兌換價每股0.196港元向中國新華新聞電視網、傲榮投資有限公司及亞太衛視發展有限公司發行可換股票據方式支付。本集團於二零一一年十二月九日完成收購新華電視亞太台全部股權之非常重大收購事項（「收購事項」）並自此開始其電視播放業務。

新華電視亞太台於二零二一年及二零二零年三月三十一日之可收回金額參考獨立估值師根據收益基準法進行之估值而釐定，並且考慮新華電視亞太台於二零二一年及二零二零年三月三十一日之財務資料，包括但不限於(i)新華電視亞太台及其附屬公司於二零二一年及二零二零年三月三十一日之財務狀況；(ii)自電視播放業務產生之總收益；(iii)現有合約及諒解備忘錄之數目；及(iv)市場及行業狀況。新華電視亞太台之可收回金額乃依據使用價值計算釐定，並基於若干主要假設。使用價值計算乃基於本公司董事批准之一項涵蓋五年期之財務預算及18.8%之稅前貼現率編製之貼現現金流量預測。該五年期後之現金流量已採用就不同國家2.5%之增長率推算，而增長率不超過行業之平均長期增長率。所採用之貼現率反映分部之特定風險。與估計現金流入及流出有關的使用價值計算的其他主要假設包括預算收益及毛利，有關估計乃以過往業績及管理層對市場發展之預期及電視播放業務的潛在商機為基準。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

During the year ended 31 March 2021, the television broadcasting business was still far behind the development schedule as expected. It had not yet brought in satisfactory return to the Group since the Acquisition. Due to the unsatisfactory results in these years and relatively slow development pace of television broadcasting business, the Directors considered that major inputs regarding revenue were adjusted downwards to reflect the current situation for prudence sake. As such, the recoverable amount of Xinhua TV Asia-Pacific as at 31 March 2021 was assessed to be minimal and the impairment loss, which arose from the difference between the aggregate carrying amount of intangible assets and the recoverable amount of entire equity interest in Xinhua TV Asia-Pacific as at 31 March 2021, of approximately HK\$7.7 million is recognised in respect of intangible assets for the year ended 31 March 2021. Except aforesaid, to the best of knowledge and belief of the Directors, there has not been any change of valuation methodology, basis of valuation and assumptions as at 31 March 2021 and no other changes in circumstance and reasons giving rise to changes in valuation approach. All changes of inputs are made to reflect the recent development of television broadcasting business as compared to that expected in previous years.

The recoverable amount of Xinhua TV Asia-Pacific approximated to the carrying amount of intangible assets, i.e., television broadcasting right as at 31 March 2020. Therefore, no impairment loss was recognised during the year ended 31 March 2020. To the best of knowledge and belief of the Directors, there had not been any change of valuation methodology, basis of valuation and assumptions as at 31 March 2020 and no other changes in circumstance and reasons giving rise to changes in valuation approach. All changes of inputs were made to reflect the recent development of television broadcasting business as compared to that expected in previous years.

截至二零二一年三月三十一日止年度，電視播放業務仍遠落後於預期發展計劃。自收購事項以來，其尚未為本集團帶來令人滿意之回報。由於電視播放業務於該等年度之業績不甚令人滿意及相對緩慢之發展步伐，董事認為，為審慎起見，有關收益之主要輸入資料已向下調整以反映現時之狀況。因此，於二零二一年三月三十一日，新華電視亞太台的可收回金額被評估為最低，並且於截至二零二一年三月三十一日止年度，已就無形資產確認減值虧損約7,700,000港元（乃產生自於二零二一年三月三十一日之無形資產之總賬面金額與新華電視亞太台全部股權之可收回金額之差額）。除前述者外，據董事所知及所悉，於二零二一年三月三十一日，估值方法、估值基準及假設並無發生任何變動且引起估值方法變化的情況及理由亦並無其他變動。對輸入資料作出之所有變動乃為反映與先前年度之預期相比，電視播放業務之近期發展。

於二零二零年三月三十一日，新華電視亞太台之可收回金額與無形資產（即電視播放權）之賬面值相若，因此，於截至二零二零年三月三十一日止年度並無確認減值虧損。據董事所知及所悉，於二零二零年三月三十一日，估值方法、估值基準及假設並無發生任何變動，亦無引起估值方法變化的情況及理由之其他變動。對輸入資料作出之所有變動乃為反映與先前年度之預期相比，電視播放業務之近期發展。

## Impairment assessment of contract assets and receivables

The Group made a provision of additional expected credit losses allowance of approximately HK\$97,000 and approximately HK\$93,000 for other receivables and contract assets respectively and reversal of allowance for expected credit losses of approximately HK\$74,000 for trade receivables based on the impairment assessment for the year ended 31 March 2021. According to the policy of impairment provision of receivables of the Group, the Group: (i) has decided the receivable portfolio by using aging as the credit risk characteristics, and has made provisions for doubtful debts for trade receivables and other receivables based on the aging analysis approach, and (ii) has sorted the customers against whom the provisions for doubtful debts has been made, and has estimated the expected credit loss, taking into account the recoverability of certain receivables, in order to estimate the impairment provisions for receivables.

The Group made a provision of expected credit losses allowance of approximately HK\$5.4 million and approximately HK\$7.9 million for contract assets and trade receivables respectively based on the impairment assessment for the year ended 31 March 2020. As at 31 March 2020, the majority of provision of expected credit losses allowance was mainly related to contract assets and trade receivables (“such receivables”) of a civil engineering contract in a capacity of a subcontractor. To the best knowledge of the Company based on the information currently available and after taking into consideration of (i) the defaulted payments; (ii) the aforesaid customer is in the process of liquidation; and (iii) certain winding up petitions filed against the aforesaid customer, the Group assessed the recoverability of such receivables became uncertain and accordingly the Group had provided a provision of expected credit losses allowance of such receivables. The Group will take appropriate actions against the aforesaid customer to recover the amount. The Company will update its shareholders on any material development as and when appropriate.

## 合約資產及應收款項之減值評估

本集團已根據截至二零二一年三月三十一日止年度之減值評估分別就其他應收款項及合約資產計提額外預期信貸虧損撥備約97,000港元及約93,000港元及就貿易應收款項撥回預期信貸虧損撥備約74,000港元。根據本集團應收款項之減值撥備政策，本集團：(i)已透過使用賬齡作為信貸風險特徵而決定貿易應收款項組合，並已根據賬齡分析方法計提貿易應收款項及其他應收款項的呆賬撥備，及(ii)根據已對客戶作出呆賬撥備將客戶排序，並計及若干應收款項之可收回性而估計預期信貸虧損，從而估計應收款項之減值撥備。

本集團已根據截至二零二零年三月三十一日止年度之減值評估分別就合約資產及貿易應收款項計提預期信貸虧損撥備約5,400,000港元及約7,900,000港元。於二零二零年三月三十一日，大部分預期信貸虧損撥備主要與以分包商身份訂立之一份土木工程合約之合約資產及貿易應收款項（「該等應收款項」）相關。據本公司根據現時可得資料所深知，並經考慮(i)拖欠付款；(ii)上述客戶正於清盤程序中；及(iii)針對上述客戶提出之若干清盤呈請，本集團評估該等應收款項之可收回性變得不確定，因此，本集團已就該等應收款項計提預期信貸虧損撥備。本集團將向上述客戶採取適當行動以收回有關款項。本公司將於適當時候向其股東提供任何重大發展之最新資料。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Impairment assessment of right-of-use assets

The management of the Group concluded there was indication of impairment and conducted impairment assessment on recoverable amounts of right-of-use assets. The recoverable amount of the relevant assets has been determined on the basis of their value in use and fair value less cost to disposal. That value in use calculation uses cash flow projections based on financial budgets approved by the directors covering a five year period with a pre-tax discount rate are 17.25% and 18.80% for provision of civil engineering services and media and advertising business respectively. The annual growth rate after a five year period used is 2.5% for both segment. The assumptions of annual revenue growth rates are determined based on expectation for the market development and is not expected to exceed the average long-term growth rate. Another key assumption for the value in use calculated is the budgeted gross profit and operating expenses, which is determined based on the recent performance.

Based on the result of the unexpected poor performance of the assessment, the management of the Group determined that the recoverable amount is lower than the carrying amount. An impairment of HK\$2,872,000 has been recognised against the carrying amount of right-of-use assets.

### Net loss

The net loss attributable to the owners of the Company for the year ended 31 March 2021 decreased by 26.9% to approximately HK\$73.8 million (2020: approximately HK\$100.8 million) as compared with that for the previous year. The decrease in net loss was mainly resulted from increase in advertising income from commencement of digital marketing business and the government grant received regarding to novel coronavirus (COVID-19) epidemic and decrease in interest expenses during the year.

### 使用權資產減值評估

本集團管理層認為有跡象表明存在減值並對使用權資產的可收回金額進行了減值評估。相關資產的可收回金額乃根據使用價值及公平價值減出售成本釐定。該使用價值計算分別就提供土木工程服務及媒體及廣告業務使用基於董事批准的涵蓋五年期間財務預算的現金流量預測，除稅前折現率為17.25%及18.80%。這兩部分於五年期間後使用的年增長率為2.5%。年收益增長率的假設乃根據市場發展預測釐定，預期不會超過平均長期增長率。使用價值計算的另一個主要假設為毛利及經營開支預算，乃根據近期表現釐定。

根據意外不佳的評估結果，本集團管理層確定可收回金額低於賬面值。已就使用權資產的賬面值確認減值2,872,000港元。

### 淨虧損

截至二零二一年三月三十一日止年度，本公司擁有人應佔淨虧損較去年減少26.9%至約73,800,000港元（二零二零年：約100,800,000港元）。淨虧損減少乃主要由於本年度開展數碼營銷業務之廣告收入增加，以及獲得針對新型冠狀病毒(COVID-19)疫情之政府補助及利息開支減少所致。

## Loss per Share

The basic loss per Share for the year ended 31 March 2021 was approximately HK1.80 cents (2020: approximately HK2.49 cents).

## PROSPECTS

The business environment in Hong Kong was adversely affected by the recent political tension in Hong Kong and the impact due to COVID-19 the outbreak. The COVID-19 remains a significant risk to the Group and its business operations, and is likely to remain so well into 2021. Nevertheless, the Group had tried the best to get the operations back on track as effectively and efficiently by closely working with business partners of the Group. The provision of civil engineering service business will continue to provide a stable source of revenue and remains the major contributor to revenue while the Group will continue to develop the media and advertising business. With the commencement of new business of promoting digital marketing activities on overseas video platform, the Group has diversified the business spectrum and broadened the revenue base of the Group.

### Provision of civil engineering services

The general outlook of the industry and the business environment in which the Group operates remain difficult and challenging. The Group has been facing increasing costs of operation, including cost of direct labour and subcontracting charges as well as keen competition in the market which may affect the tendering activities of the construction industry. The current social demonstration and the outbreak of coronavirus may also affect the progress of ongoing construction projects. The intense market competition has led to lower value of contracts awarded to the Group and posted negative impact on the performance of the Group. The Group's gross profit margin is also under pressure from the competitive project pricing on tenders and quotations, which in turn affect the financial performance of the Group.

## 每股虧損

截至二零二一年三月三十一日止年度，每股基本虧損為約1.80港仙（二零二零年：約2.49港仙）。

## 前景

香港的營商環境受到近期香港政治緊張局勢以及因COVID-19爆發所造成的不利影響。COVID-19仍對本集團及其業務營運構成重大風險，並可能於2021年大部分時間持續。然而，本集團已透過與其商業夥伴緊密合作，盡最大努力使營運以最有效率和效益的方式重回正軌。提供土木工程服務業務將繼續提供穩定的收入來源並仍會是主要收入貢獻者，同時本集團將繼續發展媒體及廣告業務。隨著於海外視頻平台推廣數碼營銷活動的新業務開展，本集團已多元化業務範圍及擴闊本集團的收入基礎。

### 提供土木工程服務

本集團經營所處行業及業務環境的整體前景仍然困難且充滿挑戰。本集團一直面臨經營成本（包括直接勞工成本及分包費用）日益增加以及市場競爭激烈的壓力，此或會影響建築行業的招標活動。當前的示威遊行及冠狀病毒爆發亦或會影響在建建築項目的進度。市場競爭激烈致使本集團獲授予的合約價值較低及對本集團的業績產生負面影響。本集團的毛利率亦因競投項目的定價及報價競爭而受壓，從而影響本集團的財務表現。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Looking forward, the Group anticipates that the Hong Kong construction market will remain challenging with rising trend in subcontracting costs and intensive competition, which is expected to continue to place repeated pressure on the profit margin of the Group. The Group will also proactively seek for potential business opportunities that can broaden the sources of income of the Group and enhance value to the shareholders of the Company.

### Media and advertising business

The COVID-19 epidemic has brought about unprecedented challenges and turmoil in the global economy. Under the current circumstances, the Group expects the media and advertising industry's prospects to remain challenging for the coming year. To tackle with the overall harsh operating environment in media industry, the Group attempts to expand its media and advertising business from traditional television platforms to internet and multimedia platforms. Looking ahead, the Group aims to promote brand awareness further and enrich the variety and contents of the programmes as well as the marketing channels of the Group in the future. Also, the Group will continue to integrate various resources to actively seek business opportunities that can help maintain the future development of the Group and bring better returns to the shareholders of the Company.

While it remains uncertain as to when the COVID-19 epidemic will end and the Hong Kong economy can fully recover, the Board will continue to monitor and assess the situation with respect to COVID-19, and remain committed to mitigate any adverse risk or impact COVID-19 may have on the operating and financial performance of the Group.

展望未來，本集團預期香港建築市場仍充滿挑戰，預期分包費用的上升趨勢及激烈競爭將持續，並對其毛利構成沉重壓力。本集團亦將積極尋求可擴闊本集團收入來源並提升本公司股東價值的潛在商機。

### 媒體及廣告業務

COVID-19疫情為全球經濟帶來前所未有的挑戰及動盪。在目前情況下，本集團預期媒體及廣告行業之前景於來年仍將充滿挑戰。為克服媒體行業之整體困難經營環境，本集團嘗試將媒體乃廣告業務由傳統電視平台拓展至互聯網及多媒體平台。展望未來，本集團旨在於日後進一步提升品牌知名度及豐富節目的種類及內容以及本集團的推廣渠道。此外，本集團將繼續整合各種資源，積極尋求有助維持本集團未來發展並為本公司股東帶來更佳回報的商機。

儘管COVID-19疫情何時結束、香港經濟能否全面復甦，當中尚有不確定因素，董事會將繼續監察及評估COVID-19的情況，並繼續致力減輕COVID-19可能對本集團營運及財務表現造成的任何不利風險或影響。

## CAPITAL STRUCTURE

The Shares were listed on GEM on 30 August 2010. The capital of the Group comprises only ordinary shares.

Total equity attributable to the owners of the Company amounted to approximately HK\$345.1 million in deficit as at 31 March 2021 (31 March 2020: approximately HK\$272.0 million). The decrease in equity was mainly resulted from net loss for the year.

## LIQUIDITY AND FINANCIAL RESOURCES

During the year ended 31 March 2021, the Group generally financed its operations through internally generated cash flows.

As at 31 March 2021, the Group had net current liabilities of approximately HK\$315.6 million (31 March 2020: approximately HK\$322.7 million), including cash balance of approximately HK\$66.7 million (31 March 2020: approximately HK\$91.2 million). The current ratio, being the ratio of current assets to current liabilities, was approximately 0.32 as at 31 March 2021 (31 March 2020: approximately 0.37). The decrease in current ratio were primarily due to the decrease in current assets for the year.

## GEARING RATIO

The gearing ratio, which is based on the total amount of promissory note, convertible notes, lease liabilities and advance received from customers divided by total assets, was approximately 202.6% as at 31 March 2021 (31 March 2020: approximately 145.0%). The increase in gearing ratio was resulted from decrease in total assets which was resulted from amortization of intangible assets and impairment of intangible assets and right-of-use assets.

## 資本架構

股份於二零一零年八月三十日在GEM上市。本集團股本僅包括普通股。

於二零二一年三月三十一日，本公司擁有人應佔權益總額虧絀約345,100,000港元（二零二零年三月三十一日：約272,000,000港元）。權益減少乃主要由於本年度淨虧損所致。

## 流動資金及財務資源

截至二零二一年三月三十一日止年度，本集團一般透過內部產生之現金流量為其經營提供資金。

於二零二一年三月三十一日，本集團之流動負債淨額為約315,600,000港元（二零二零年三月三十一日：約322,700,000港元），包括現金結餘約66,700,000港元（二零二零年三月三十一日：約91,200,000港元）。於二零二一年三月三十一日，流動比率（即流動資產與流動負債之比率）為約0.32（二零二零年三月三十一日：約0.37）。流動比率減少乃主要由於本年度流動資產減少所致。

## 資產負債比率

資產負債比率乃以承兌票據、可換股票據、租賃負債及已收取客戶墊款之總額除以總資產計算，於二零二一年三月三十一日為約202.6%（二零二零年三月三十一日：約145.0%）。資產負債比率增加乃由於因無形資產攤銷以及無形資產及使用權資產減值引致之總資產減少所致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FOREIGN EXCHANGE EXPOSURE

The group entities collect most of the revenue and incur most of the expenditures in their respective functional currencies. The Directors consider that the Group's exposure to foreign currency exchange risk is insignificant as the majority of the Group's transactions are denominated in the functional currency of each individual group entity. During the year ended 31 March 2021, the Group was mainly exposed to foreign currency exchange risk of Renminbi and United States Dollars and the management mainly monitored the foreign currency exchange risk with advices from the Group's major banks.

### CAPITAL COMMITMENT

As at 31 March 2021, the Group did not have any significant capital commitments.

As at 31 March 2020, the Group had capital commitments in respect of property, plant and equipment of approximately HK\$3.0 million contracted, but not provided in the consolidated financial statements.

### CHARGES ON THE GROUP'S ASSETS

As at 31 March 2021, the Group's motor vehicles with net book values amounted to approximately HK\$1.1 million (2020: approximately HK\$2.1 million) were held under finance lease.

### CONTINGENT LIABILITIES

As at 31 March 2021, the Group did not have any material contingent liabilities (31 March 2020: Nil).

### 外匯風險

各集團實體收取之大部份收益及所產生之大部份開支以其各自之功能貨幣計值。董事認為，本集團面臨之外匯風險甚微，乃由於本集團之大部份交易以各單獨集團實體之功能貨幣計值。截至二零二一年三月三十一日止年度，本集團主要面臨人民幣及美元外匯風險，而管理層主要根據本集團主要往來銀行之建議監管外匯風險。

### 資本承擔

於二零二一年三月三十一日，本集團並無任何重大資本承擔。

於二零二零年三月三十一日，本集團擁有有關物業、廠房及設備之已訂約但未於綜合財務報表撥備之資本承擔約3,000,000港元。

### 本集團資產質押

於二零二一年三月三十一日，本集團根據融資租賃持有賬面淨值約1,100,000港元（二零二零年：約2,100,000港元）之車輛。

### 或然負債

於二零二一年三月三十一日，本集團並無任何重大或然負債（二零二零年三月三十一日：無）。

## INFORMATION ON EMPLOYEES

As at 31 March 2021, the Group had 240 full-time staff in Hong Kong and over 90.0% of them are direct labour. Total staff costs (including Directors' remuneration) for the year ended 31 March 2021 amounted to approximately HK\$88.3 million (2020: approximately HK\$88.6 million), representing an decrease of approximately 0.3% over that for the previous year. The decrease was mainly due to the effective cost control for the year.

## SIGNIFICANT INVESTMENT HELD

Except for investment in subsidiaries, during the year ended 31 March 2021 and as at the end of the reporting period, the Group did not hold any significant investment in equity interest in any company.

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 March 2021, the Group did not have other plans for material investments and capital assets.

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the year ended 31 March 2021, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

## 僱員資料

於二零二一年三月三十一日，本集團在香港有240名全職員工，其中逾90.0%為直接勞工。截至二零二一年三月三十一日止年度之總員工成本（包括董事薪酬）為約88,300,000港元（二零二零年：約88,600,000港元），較去年減少約0.3%。減少乃主要由於年內實施有效的成本控制所致。

## 所持重大投資

除於附屬公司之投資外，截至二零二一年三月三十一日止年度及於報告期末，本集團並無於任何公司之股本權益中持有任何重大投資。

## 重大投資及資本資產之未來計劃

於二零二一年三月三十一日，本集團並無重大投資及資本資產之其他計劃。

## 重大收購及出售附屬公司及聯屬公司

截至二零二一年三月三十一日止年度，本集團並無任何重大收購及出售附屬公司及聯屬公司。

## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事履歷詳情

#### DIRECTORS

##### Executive Directors

**Dr. Jiang Yan (姜岩)**, aged 52, the chairman of the Board, is responsible for the overall business planning and corporate strategy of the Group. Dr. Jiang obtained a Doctorate of philosophy in Science from University of Science and Technology of China (中國科學技術大學) in 2003. Dr. Jiang joined Xinhua News Agency after his graduation from university in 1990 and held the positions of the deputy officer and the officer of Scientific Editorial Office of International Department of Xinhua News Agency\* (新華社國際部科技編輯室副主任及主任). He had been the vice-president of Xinhua News Agency European Regional Bureau\* (新華社歐洲總分社副社長) since 2009, and had been re-designated as the deputy officer of International Department of Xinhua News Agency\* (新華社國際部副主任) from 2015 to 2017. Apart from the positions held in Xinhua News Agency, Dr. Jiang took a temporary post as the deputy general secretary of Cheng Jiang County of Yun Nan Province of the PRC\* (雲南澄江縣中共縣委副書記). He had also held the positions as the Deputy Secretary of Chinese Society for Science and Technology Journalism\* (中國科技新聞學會副秘書長) and the Secretary of The Beijing Press Association – Science Field\* (北京科技記協秘書長), and was a member of the International Journalists Alliance – Science Field\* (世界科技記者聯盟). Dr. Jiang is currently the chairman of the board and chief executive officer of CNC China and director of China Xinhua NNC. In the last three years, he held no directorship in any listed public companies. Dr. Jing has entered into a service contract with the Company for an initial term of three years commencing from 14 August 2017, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other or three months' salary being payment in lieu of notice.

#### 董事

##### 執行董事

**姜岩博士**，52歲，為董事長，負責本集團整體業務規劃及公司策略。姜博士於二零零三年獲得中國科學技術大學理學博士學位。姜博士於一九九零年大學畢業後進入新華社工作，歷任新華社國際部科技編輯室副主任及主任。彼於二零零九年出任新華社歐洲總分社副社長，並於二零一五年至二零一七年調任為新華社國際部副主任。除於新華社任職外，姜博士曾掛職任中國雲南澄江縣中共縣委副書記。彼亦曾兼任中國科技新聞學會副秘書長及北京科技記協秘書長，亦為世界科技記者聯盟成員之一。姜博士現為中國新華新聞電視網(中國)董事長兼行政總裁及中國新華新聞電視網之董事。於過去三年內，彼並無於任何上市公眾公司擔任任何董事職務。姜博士已與本公司訂立服務合約，自二零一七年八月十四日起初步為期三年，並將持續有效，直至任何一方向另一方發出不少於三個月之書面終止通知或支付三個月薪金作代通知金為止。

**Dr. Li Yong Sheng (李永升)**, aged 50, vice-chairman of the Board and chief executive officer of the Group, is responsible for overseeing the overall project management and daily operations. Dr. Li is a reporter superior (主任記者) of Xinhua News Agency and has been working in Xinhua News Agency since his graduation from Wuhan University with a degree of Bachelor of Economics and Management in 1992. Dr. Li obtained a Doctorate of philosophy in Economics from Wuhan University of Technology in 2010. Dr. Li has participated in the financial investment seminar of Tsinghua University and passed the China Securities Qualification Examination. Dr. Li has held the positions of reporter and editor in financial and economical businesses. Dr. Li has served as the associate director of the service line of Xinhua News Agency (新華社服務專線副總監) since 2003 and the editor of Xinhua News Agency Audio and Video News Desk and the officer of the Financial Television Centre (財經電視中心主任) since 2009. Dr. Li also has extensive management experience and culture and media operation experience, including working with the General Office of the Standing Committee of the National People's Congress (全國人大常委會辦公廳) and the general office of the special steering committee of the Central Government (中央專項領導小組辦公室), and serving as the final correspondent of Xinhua News Agency (新華社終審發稿人), the deputy general manager of China Xinhua NNC and the director of China Finance Television (中國金融電視台台長). Dr. Li is a director of China Xinhua NNC. In the last three years, Dr. Li did not hold any directorships in any listed public companies. Dr. Li has entered into a service contract with the Company for an initial term of three years commencing from 8 December 2017, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other or three months' salary being payment in lieu of notice.

**李永升博士**，50歲，本集團副董事長及行政總裁，負責監督整體項目管理及日常營運。李博士為新華社主任記者，自一九九二年於武漢大學經濟管理系畢業後進入新華社工作。李博士於二零一零年獲得武漢理工大學經濟學博士學位。李博士曾參加清華大學金融投資研修班，並通過中國證券從業資格考試。李博士曾任職金融及經濟方面之記者和編輯。李博士自二零零三年起擔任新華社服務專線副總監及自二零零九年起擔任新華社音視頻部編委兼財經電視中心主任。李博士亦擁有豐富的管理經驗以及文化及媒體運營經驗，包括配合全國人大常委會辦公廳及中央專項領導小組辦公室工作，並擔任新華社終審發稿人及中國金融電視台台長。李博士為中國新華新聞電視網董事。於過去三年內，李博士並無於任何上市公司擔任任何董事職務。李博士已與本公司訂立服務合約，自二零一七年十二月八日起初步為期三年，並將持續有效，直至任何一方向另一方發出不少於三個月之書面終止通知或支付三個月薪金作代通知金為止。

## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事履歷詳情

**Mr. Liu Da Yong (劉大勇)**, aged 46, obtained a Bachelor degree of Law in Armed Police College in 2007. Mr. Liu joined Xinhua News Agency in 2005 and held the positions of assistant editor of Xinhua News Agency Audio News Desk (新華音像中心) and the legal specialist of Xinhua News Agency Audio and Video News Desk (新華社音視頻部) from 2005 to 2010. Mr. Liu was the head of the legal department of CNC China from 2013 to 2017. Mr. Liu is a deputy director of administration department of CNC China and a director of China Xinhua NNC. In the last three years, Mr. Liu did not hold any directorships in any listed public companies. Mr. Liu has entered into a service contract with the Company for an initial term of three years commencing from 8 December 2017, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other or three months' salary being payment in lieu of notice.

**Mr. Kan Kwok Cheung (簡國祥)**, aged 56, is the founder of the Group. Mr. Kan formed TYW and TY Civil in 1996 and 2000 respectively and has been the director of both companies since their formation. Mr. Kan has over 28 years of experience in handling civil engineering projects of various types. In the last three years, he held no directorships in any listed public companies. Mr. Kan has entered into a service contract with the Company for an initial term of three years commencing from 11 August 2010, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other or three months' salary being payment in lieu of notice. In addition, Mr. Kan has entered into an employment contract with TYW to act as the director of TYW for a continuous term commencing from 6 February 1996 until terminated by not less than thirty days' notice in writing served by either party on the other or thirty days' salary being payment in lieu of notice.

**劉大勇先生**，46歲，於二零零七年獲得武警工程學院法律專業學士學位。劉先生於二零零五年加入新華社，於二零零五年至二零一零年期間歷任新華音像中心助理編輯及新華社音視頻部法務。劉先生於二零一三年至二零一七年出任中國新華新聞電視網(中國)法務負責人。劉先生為中國新華新聞電視網(中國)人力行政部副主任及中國新華新聞電視網董事。於過去三年內，劉先生並無於任何上市公眾公司擔任任何董事職務。劉先生已與本公司訂立服務合約，自二零一七年十二月八日起初步為期三年，並將持續有效，直至任何一方向另一方發出不少於三個月之書面終止通知或支付三個月薪金作代通知金為止。

**簡國祥先生**，56歲，為本集團之創辦人。簡先生分別於一九九六年及二零零零年成立進業水務及進業土木，並自其成立起成為該兩家公司之董事。簡先生擁有逾28年處理各類土木工程項目之經驗。於過去三年內，彼並無於任何上市公眾公司擔任任何董事職務。簡先生已與本公司訂立服務合約，自二零一零年八月十一日起初步為期三年，並將持續有效，直至任何一方向另一方發出不少於三個月之書面終止通知或支付三個月薪金作代通知金為止。此外，簡先生已經與進業水務訂立一份僱傭合約，擔任進業水務董事，連續任期由一九九六年二月六日起直至任何一方向另一方發出不少於三十日之書面終止通知或支付三十日薪金作代通知金為止。

## Non-Executive Directors

**Ms. Tang Li (唐麗)**, aged 43, obtained a master of business administration in executive management degree in Royal Roads University in 2010. Ms. Tang joined Xinhua News Agency in 2009 and held the positions of accountant of Xinhua News Agency Audio News Desk\* (新華 音像中心) and was re-designated as the accountant of Xinhua News Agency Audio and Video News Desk\* (新華社音視頻部) in 2010. She was the Planning and Finance Director of CNC China from 2013 to 2017. She is currently the Deputy Director of Financial Assets Department of CNC China and a director of China Xinhua NNC. In the last three years, she held no directorships in any listed public companies.

**Mr. Law Cheuk Hung (羅焯雄)**, aged 64, has been the administration manager of TYW and TYC since December 2012 and further been appointed as a director of TYW and TYC since November 2015. Mr. Law is experienced in office administration and tender estimate relating to construction projects and has over 34 years of experience in civil construction works for various companies prior to joining the Group. Mr. Law obtained a diploma in civil engineering and a higher certificate in civil engineering from The Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in 1978 and 1980 respectively. In the last three years, he held no directorships in any listed public companies.

## 非執行董事

**唐麗女士**，43歲，於二零一零年獲得加拿大皇家大學行政管理學碩士學位。唐女士於二零零九年進入新華社工作，曾任新華音像中心會計，並於二零一零年調任為新華社音視頻部會計。彼於二零一三年至二零一七年期間出任中國新華新聞電視網(中國)計劃財務部主任。彼現任中國新華新聞電視網(中國)之財務資產部副主任及中國新華新聞電視網董事。於過去三年內，彼並無於任何上市公眾公司擔任董事職務。

**羅焯雄先生**，64歲，自二零一二年十二月起擔任進業水務及進業土木之行政經理，其後於二零一五年十一月起獲同時委任為進業水務及進業土木之董事。羅先生於行政管理及工程估算有豐富經驗，加入本集團前曾於多間不同公司服務並於土木工程方面擁有逾34年經驗。羅先生於一九七八年及一九八零年於香港理工大學(前稱香港理工學院)分別獲土木工程文憑及土木工程高級證書。於過去三年內，彼並無於任何上市公眾公司擔任董事職務。



## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事履歷詳情

#### Independent Non-Executive Directors

**Mr. Wu Guo Ming (吳國銘)**, aged 58, holds two master degrees and has over 20 years of experience in enterprise management, investment, project operations and capital market operations. Mr. Wu was awarded the qualification of State Senior Corporate Culture Lecturer\* (國家高級企業文化師) in 2014 and obtained the required qualification to work in the fund management sectors (基金從業資格) in 2016. He obtained a bachelor degree of Mathematics from South China Normal University in 1983, a degree of master of Education from South China Normal University in 1988 and a degree of master of Business Administration from Indiana University of Pennsylvania in 1993. Mr. Wu is currently the deputy general manager of Guangdong Ande Equities Investment Company Limited\* (廣東安德股權投資有限公司). Mr. Wu also served as the director and deputy general manager of Guangdong Zhujiang Investment Company Limited\* (廣東珠江投股權資股份有限公司) from 2002 to 2003 and as the chairman and president of Guangdong Yingtong Network Investment Company Limited\* (廣東盈通網路投資有限公司) between 2003 and 2015. In the last three years, Mr. Wu did not hold any directorships in any listed public companies. He has not, by himself or through his firm in which he practices, provided professional services to the Company in last two years.

#### 獨立非執行董事

**吳國銘先生**，58歲，持有雙碩士學位，並於企業管理、投資、項目運營及資本市場運作擁有逾20年經驗。吳先生於二零一四年榮獲國家高級企業文化師資格，並於二零一六年取得基金從業資格。彼於一九八三年畢業於華南師範大學，持有數學系學士學位，並於一九八八年於華南師範大學獲得教育學碩士學位及於一九九三年於美國印第安那賓夕法尼亞大學獲得工商管理碩士學位。吳先生現任廣東安德股權投資有限公司之副總經理。吳先生亦於二零零二年至二零零三年期間曾任廣東珠江投股權資股份有限公司之董事兼副總經理，及於二零零三年至二零一五年期間曾任廣東盈通網路投資有限公司之董事長兼總裁。於過去三年內，吳先生並無於任何其他上市公眾公司擔任任何董事職務。於過去兩年內，彼尚未親自或透過其執業之公司向本公司提供專業服務。

**Mr. Wan Chi Keung, Aaron, BBS, JP (尹志強先生)**, aged 71, obtained a degree of master of Business Administration from The Chinese University of Hong Kong in 2008 and a degree of master of Buddhist studies from The University of Hong Kong in 2010. Mr. Wan was appointed as a Justice of the Peace (JP) in 1997 and was awarded the Bronze Bauhinia Star (BBS) in the Hong Kong Special Administrative Region 2004 Honours List. Mr. Wan is engaged in the business of property and chattel valuation and auction. Mr. Wan is a fellow of The Royal Institution of Chartered Surveyors, an associate of The Institution of Business Agents, a member of The Land Institute (London), an associate of The Chartered Institute of Arbitrators and a fellow of The Institute of Administrative Accounting. Mr. Wan is currently appointed as the independent non-executive director of Lee & Man Chemical Company Limited (a company listed on the main board of the Stock Exchange, stock code: 746) and Universe Printshop Holdings Limited (a company listed on the GEM board of the Stock Exchange, stock code: 8448). Save as disclosed above, Mr. Wan did not hold any directorships in any other listed public companies in last three years. He has not, by himself or through his firm in which he practices, provided professional services to the Company in last two years.

**尹志強先生，銅紫荊星章，太平紳士**，71歲，於二零零八年於香港中文大學獲得工商管理碩士學位及於二零一零年於香港大學獲得佛學碩士學位。尹先生於一九九七年獲委任為太平紳士及於香港特別行政區二零零四年授勳名單中獲授予銅紫荊星章。尹先生從事物業及動產估值及拍賣業務。尹先生為英國皇家特許測量師學會之資深會員、英國商業經紀學會會員、英國倫敦土地學會會員、英國皇家仲裁學會會員及英國管理會計師學會之資深會員。尹先生現任理文化工有限公司（一間於聯交所主板上市之公司，股份代號：746）及環球印館控股有限公司（一間於聯交所GEM上市之公司，股份代號：8448）之獨立非執行董事。除以上所披露者外，在過去三年內，尹先生並無於任何其他上市公眾公司擔任任何董事職務。於過去兩年內，彼尚未親自或透過其執業之公司向本公司提供專業服務。

## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事履歷詳情

**Mr. Wong Chung Yip, Kenneth (王忠業先生)**, aged 53, graduated with professional diploma in accountancy from Hong Kong Polytechnic in 1990 and obtained a degree of bachelor of law from Peking University in the People's Republic of China in 1998 and a degree of master of science from The Chinese University of Hong Kong in 1999. Mr. Wong has extensive experience in auditing, accounting and corporate finance. Mr. Wong is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Wong previously worked at one of the reputable international accounting firms for six years and also worked in Hong Kong Exchanges and Clearing Limited for over 13 years with last position as senior manager of the Listing Division of Hong Kong Exchanges and Clearing Limited. Mr. Wong worked in a financial service institution licensed by the Securities and Futures Commission as vice president of corporate finance division for more than four years and was the chief executive officer of a financial service institution providing corporate finance advisory service licensed by the Securities and Futures Commission for two years. Mr. Wong is currently a responsible officer of a financial service institution providing corporate finance advisory service licensed by the Securities and Futures Commission. In the last three years, Mr. Wong did not hold any directorships in any listed public companies. He has not, by himself or through his firm in which he practices, provided professional services to the Company in last two years.

**王忠業先生**，53歲，於一九九零年畢業於香港理工學院，持有會計專業文憑，並於一九九八年於中華人民共和國北京大學獲得法律學學士學位及於一九九九年於香港中文大學獲得理學碩士學位。王先生於核數、會計及企業融資方面擁有豐富經驗。王先生為香港會計師公會之會員。王先生曾於一間知名國際會計師事務所任職六年及於香港交易及結算有限公司任職超過十三年，於離任前為香港交易及結算有限公司上市科高級經理。王先生曾任職一間持有證券及期貨事務監察委員會有效牌照之金融服務機構之企業融資部副總裁超過四年。王先生曾於一間獲證券及期貨事務監察委員會授予牌照提供企業融資諮詢服務之金融服務機構擔任行政總裁兩年。王先生現時為一間獲證券及期貨事務監察委員會授予牌照提供企業融資諮詢服務之金融服務機構之負責人員。在過去三年內，王先生並無於任何上市公眾公司擔任任何董事職務。於過去兩年內，彼尚未親自或透過其執業之公司向本公司提供專業服務。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board hereby presents this Corporate Governance Report for the year ended 31 March 2021.

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and enhance the performance of the Group.

The Company has applied the principles and code provisions in the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 15 to the GEM Listing Rules.

In the opinion of the Board, the Company has complied with the Code throughout the year ended 31 March 2021, except for paragraphs A.1.8, A.5.1, A.2.7 and A.6.7 of the Code. This report further illustrates in detail as to how the Code was applied, inclusive of the considered reasons for any deviation throughout the year ended 31 March 2021.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms which are the same as the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

The Company periodically issues notices to its Directors reminding them of the general prohibition on dealing in the Company’s listed securities during the blackout periods before the publication of announcements of financial results.

The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the required standards of dealings throughout the year ended 31 March 2021. The Company was not aware of any non-compliance in this respect throughout the year ended 31 March 2021.

董事會謹此呈列截至二零二一年三月三十一日止年度之企業管治報告。

### 企業管治常規

本公司一直致力達到高水平之企業管治，務求保障股東利益及提高本集團之表現。

本公司已應用GEM上市規則附錄十五所載之企業管治常規守則（「守則」）之原則及守則條文。

董事會認為，除守則第A.1.8段、第A.5.1段、第A.2.7段及第A.6.7段之規定外，本公司截至二零二一年三月三十一日止年度全年一直遵守守則。本報告進一步詳細說明守則如何獲應用，包括於截至二零二一年三月三十一日止年度全年之任何偏離情況之所考慮理由。

### 董事進行證券交易

本公司採納一項董事進行證券交易之行為守則，其條款與GEM上市規則第5.48至5.67條所載交易必守標準一致。

本公司定期向其董事發出通知，提醒彼等於財務業績公佈刊發前之禁制期內買賣本公司上市證券之一般禁制規定。

本公司經向董事作出特定查詢後確認，全體董事截至二零二一年三月三十一日止年度全年一直遵守交易必守標準。據本公司所知，截至二零二一年三月三十一日止年度全年，並無任何違規事宜。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS

The Board is accountable for promoting the success of the Company by directing and supervising its affairs in a responsible and effective manner. Each Director has a duty to act in good faith and in the best interests of the Company.

Matters reserved for the Board include, but not limited to:

- approval of the Group's long term objectives and strategy, policies and annual budgets;
- oversight of the Group's operations and management;
- approval of major changes to the Group's corporate structure, management and control structure;
- approval of quarterly, interim and annual results;
- approval of any significant changes in accounting policies or practices;
- responsible for the system of internal control and risk management;
- approval of matters in relation to Board membership and Board remuneration;
- review of the existing policies of the Company on corporate governance;
- review of the coverage of knowledge and skills of the training sessions arranged for the Directors and senior management by the Company;
- evaluated the effectiveness of internal safeguard procedure for overseeing timely disclosure of material inside information and perseverance of its confidentiality;

### 董事會

董事會以負責任、重效益的態度領導及監管本公司事務，令本公司取得成功。各董事均有責任以本公司的最佳利益為前提真誠行事。

交由董事會處理的事宜包括但不限於：

- 批准本集團之長期目標及策略、政策及年度預算；
- 監管本集團之業務營運及管理；
- 批准本集團的公司架構、管理層及監控架構之重大變動；
- 批准季度、中期及年度業績；
- 批准會計政策或慣例之任何重大變動；
- 負責內部監控及風險管理制度；
- 批准與董事會成員及董事會薪酬有關之事宜；
- 檢討本公司現有企業管治政策；
- 檢討本公司為董事及高級管理層安排培訓課程之知識及技能涵蓋範圍；
- 評估監察適時披露重要內幕消息及維護消息保密性之內部保障程序之有效性；

- monitor the compliance of code of conduct by the Directors and relevant employees of the Group; and
- review of the Company's compliance with the Code and disclosure in this report.
- 監督董事及本集團有關僱員有否遵守行為守則；及
- 檢討本公司有否遵守守則及本報告之披露事宜。

### Composition of the Board

The Board currently comprises nine Directors, including four executive Directors, two non-executive Directors and three independent non-executive Directors and at least one of the independent non-executive Directors has appropriate professional qualifications, or accounting or related financial management expertise. Biographical details of the Directors are set out in the "Biographical Details of Directors" section on pages 36 to 42 of this report. The composition of the Board is set out as follows:

#### Executive Directors

Dr. Jiang Yan (*Chairman*)  
 Dr. Li Yong Sheng (*Vice chairman and Chief Executive Officer*)  
 Mr. Liu Da Yong  
 Mr. Kan Kwok Cheung

#### Non-Executive Directors

Ms. Tang Li  
 Mr. Law Cheuk Hung

#### Independent Non-Executive Directors

Mr. Wu Guo Ming  
 Mr. Wan Chi Keung, Aaron, *BBS JP*  
 Mr. Wong Chung Yip, Kenneth  
 Mr. Fan Chun Wah, Andrew, *JP (retired on 11 August 2020)*

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the GEM Listing Rules from time to time. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the GEM Listing Rules.

### 董事會之組成

董事會目前由九名董事組成，包括四名執行董事、兩名非執行董事及三名獨立非執行董事，且至少有一名獨立非執行董事具備適當的專業資格，或會計或相關財務管理專業知識。董事履歷詳情載於本報告第36至第42頁「董事履歷詳情」一節。董事會之組成載列如下：

#### 執行董事

姜岩博士 (*主席*)  
 李永升博士 (*副主席及行政總裁*)  
 劉大勇先生  
 簡國祥先生

#### 非執行董事

唐麗女士  
 羅焯雄先生

#### 獨立非執行董事

吳國銘先生  
 尹志強先生，*銅紫荊星章，太平紳士*  
 王忠業先生  
 范駿華先生，*太平紳士*  
 (於二零二零年八月十一日退任)

本公司根據GEM上市規則不時刊發的所有公司通訊中亦會披露董事名單(按類別劃分)。根據GEM上市規則，獨立非執行董事已於所有公司通訊中明確指出。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Throughout the year under review and up to the date of this report, the Company has complied with the requirements under Rules 5.05(1) and (2) and 5.05AA of the GEM Listing Rules and has appointed three independent non-executive directors, representing one-third of the number of Directors at the Board, with at least one independent non-executive director possessing the appropriate professional qualifications, or accounting or related financial management expertise.

Every Director is entitled to have access to Board papers and related materials and has access to the advice and services of the Company Secretary. The Board and each Director also have separate and independent access to the Company's senior management.

### Chairman and chief executive officer

The role and duties of the chairman and the chief executive officer of the Company are carried out by different individuals.

Dr. Jiang Yan is the chairman of the Board. The chairman is responsible for strategic and business directions to the Board and ensures its effectiveness in all aspects.

Dr. Li Yong Sheng is the chief executive officer of the Company. The chief executive officer of the Company is responsible for the Company's day-to-day management and operations and focuses on implementing objectives, policies and strategies approved and delegated by the Board.

於回顧年度及截至本報告日期，本公司已遵守GEM上市規則第5.05(1)及(2)條以及第5.05AA條之規定委任三名獨立非執行董事，佔董事會上董事人數之三分之一，且至少有一名獨立非執行董事具備適當的專業資格，或會計或相關財務管理專業知識。

各董事均有權取得董事會文件及相關材料，並獲得公司秘書之建議及服務。董事會及各董事亦可個別及獨立地接觸本公司之高級管理層。

### 主席及行政總裁

本公司主席及行政總裁的職位及職務由不同人士擔任。

姜岩博士為董事會主席。主席負責為董事會提供策略及業務指導並確保其在所有方面均有效力。

李永升博士為本公司行政總裁。本公司行政總裁負責本公司之日常管理及營運，全力實踐董事會所批准及授權之目標、政策及策略。

## Management functions delegated by the Board

The Board has delegated the responsibilities of the execution of strategies and decision making for day-to-day operation and administration functions of the Company to the management team headed by the chief executive officer. The Board has set out guidelines for management team as to when final authority should rest with the Board and its prior approval should be obtained before making decisions or entering into any commitments; issue of such include but not limited to any proposed notifiable transactions, connected transactions, significant investments, major business decisions related to operation and business strategy, change of key management of the Group and disclosure of inside information.

## Appointment, re-election and removal

Each of the executive Directors has entered into a service contract with the Company for an initial fixed term of three years subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company. The appointment of executive Directors will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other or the payment of three month salary in lieu of notice.

Each of the non-executive Directors was appointed for a specific term of three years subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company. The appointment of non-executive Director will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other or the payment of three month salary in lieu of notice.

## 董事會轉授之管理職能

董事會已將本公司戰略執行及日常營運與行政管理職能決策之責任轉授予由行政總裁領導之管理團隊。董事會已為管理團隊制訂指引，列明最終決定權何時歸屬於董事會，於作出決策或訂立任何承諾前須取得事先批准，包括但不限於任何建議須予公佈之交易、關連交易、重大投資、涉及營運及業務戰略之重大商業決定、本集團主要管理人員變動及內幕消息披露。

## 委任、膺選連任及罷免

各執行董事已與本公司訂立服務合約，初步固定年期為三年，惟須根據本公司組織章程細則於股東週年大會上輪流退任及膺選連任。執行董事之委任將持續有效，直至任何一方向另一方發出不少於三個月之事先書面終止通知或支付三個月薪金作代通知金為止。

各非執行董事獲委任之指定任期為三年，惟須根據本公司組織章程細則於股東週年大會上輪流退任及膺選連任。非執行董事之委任將持續有效，直至任何一方向另一方發出不少於三個月之事先書面終止通知或支付三個月薪金作代通知金為止。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Each of the independent non-executive Directors was appointed for a specific term of three years, subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company. The appointment of independent non-executive Directors will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other or the payment of three month salary in lieu of notice.

In accordance with the articles of association of the Company, at each AGM one third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors may, being eligible, offer themselves for re-election at the AGM. All Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

None of the Directors has a service contract with any member of the Group which does not expire or is not determinable by the relevant employer within one year without payment of compensation, other than statutory compensation.

各獨立非執行董事獲委任之指定任期為三年，惟須根據本公司組織章程細則於股東週年大會上輪流退任及膺選連任。獨立非執行董事之委任將持續有效，直至任何一方向另一方發出不少於三個月之事先書面終止通知或支付三個月薪金作代通知金為止。

根據本公司組織章程細則，在每屆股東週年大會上，當時三分之一的董事須輪流退任，惟每位董事必須最少每三年輪流退任一次。有關退任董事可符合資格於股東週年大會上膺選連任。所有獲董事會委任填補臨時空缺之董事，其任期僅至彼等獲委任後首次股東大會為止，並須於該大會上膺選連任，而所有獲董事會委任加入現有董事會的董事任期僅至下屆股東週年大會為止，屆時將符合資格膺選連任。

概無董事與本集團任何成員公司訂立不會於一年內屆滿或有關僱主不得於一年內終止而毋須支付任何賠償（法定賠償除外）之服務合約。

## Independent Non-executive Directors

Paragraph A.2.7 of the Code provides that the chairman should at least annually hold meetings with the independent non-executive Directors without the executive Directors and non-executive Directors present. Although the chairman did not hold a meeting with the independent non-executive Directors, excluding the executive Directors and non-executive Directors during the year ended 31 March 2021, he delegated the company secretary to gather any concerns and/or questions that the independent non-executive Directors might have and report to him for setting up follow-up meetings, whenever necessary, in due course.

## Relation of the Board Members

All Directors are no relationships (including financial, business, family or other material or relevant relationships) among members of the Board.

## Meeting of the Board

During the year ended 31 March 2021, the Board had convened total five meetings, four of which are in regular nature. The attendance record of individual Directors at the Board and committees' meetings and general meetings are set out in page 63 of this report.

## Directors' Training and Professional Development

Every Director keeps abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company. The Company provides all members of the Board with monthly updates on the Group's performance and financial position.

## 獨立非執行董事

守則第A.2.7段規定主席須至少每年與獨立非執行董事舉行沒有執行董事及非執行董事出席的會議。儘管截至二零二一年三月三十一日止年度主席並無與獨立非執行董事舉行沒有執行董事及非執行董事出席的會議，惟彼授權公司秘書收集獨立非執行董事可能存有之任何疑慮及／或問題並向彼匯報，以便於適當時候召開跟進會議（如有必要）。

## 董事會成員之關係

全體董事於董事會成員之間概無任何關係（包括財務、業務、家族或其他重大或相關關係）。

## 董事會會議

截至二零二一年三月三十一日止年度，董事會總共已召開五次會議，其中四次會議為定期會議。各董事出席董事會及委員會會議以及股東大會之記錄載於本報告第63頁。

## 董事培訓及專業發展

各董事充分了解作為本公司董事之職責以及本公司之營運、業務活動及發展。本公司每月向全體董事會成員提供有關本集團之表現及財務狀況之更新資料。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Directors are aware of the requirement under the paragraph A.6.5 of the Code regarding continuous professional development. During the year, the Directors reviewed the monthly business and financial updates and other reading materials provided to them concerning latest developments in corporate governance practices and relevant legal and regulatory developments. A record of the Directors' participation in various continuous professional development program is kept by the company secretary as below:

董事知悉守則第A.6.5段項下有關持續專業發展的規定。於本年度，董事已審閱每月的業務及財務更新資料，以及其他向彼等提供的閱讀材料，內容有關企業管治常規的最新發展以及相關法律及監管發展。有關董事於各項持續專業發展課程的出席記錄由公司秘書保存如下：

		Training 培訓	
		Self-learning 自學進修	Attend seminar 參加研討會
<b>Executive Directors</b>	<b>執行董事</b>		
Dr. Jiang Yan	姜岩博士	✓	
Dr. Li Yong Sheng	李永升博士	✓	
Mr. Liu Da Yong	劉大勇先生	✓	
Mr. Kan Kwok Cheung	簡國祥先生	✓	
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Ms. Tang Li	唐麗女士	✓	
Mr. Law Cheuk Hung	羅焯雄先生	✓	
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Wu Guo Ming	吳國銘先生	✓	
Mr. Wan Chi Keung, Aaron, <i>BBS, JP</i>	尹志強先生， <i>銅紫荊星章，太平紳士</i>	✓	
Mr. Wong Chung Yip, Kenneth	王忠業先生	✓	✓
Mr. Fan Chun Wah, Andrew, <i>JP</i> <i>(retired on 11 August 2020)</i>	范駿華先生， <i>太平紳士</i> <i>(於二零二零年八月十一日退任)</i>	✓	

## Directors' insurance cover of legal action

Pursuant to code provision A.1.8 of the Code, the Company should arrange appropriate insurance cover in respect of legal action against its Directors. Such directors' liability insurance will be reviewed and renewed annually. Upon the expiry of existing insurance cover on 30 August 2020, the Company did not arrange appropriate insurance cover in respect of legal action against its Directors as it took time for the Company to solicit a suitable insurer at reasonable commercial terms and conditions.

## BOARD COMMITTEES

The Board has established four committees, namely audit committee (the "Audit Committee"), nomination committee (the "Nomination Committee"), remuneration committee (the "Remuneration Committee") and risk management committee (the "Risk Management Committee"), to oversee particular aspects of the Company's affairs. Their respective terms of reference are set out in the Company's website.

### Audit Committee

The Company has established the Audit Committee on 11 August 2010 with terms of reference in compliance with paragraph C.3.3 of the Code.

The primary duties of the Audit Committee include, among other things, reviewing and supervising the financial reporting process and internal control systems, as well as the overall risk management of the Group, reviewing the financial statements and the quarterly, interim and annual reports of the Group, and reviewing the terms of engagement and scope of audit work of the external auditors.

## 董事有關法律行動之保險

根據守則的守則條文第A.1.8條，本公司應就其董事可能會面對的法律行動作適當的投保安排。有關董事責任保險將每年檢討及續保。於現有保險保障於二零二零年八月三十日屆滿後，由於本公司需要時間按合理商業條款及條件招攬合適的保險公司，故本公司並無就針對其董事的法律行動安排適當保險保障。

## 董事委員會

董事會已成立四個委員會，即審核委員會（「審核委員會」）、提名委員會（「提名委員會」）、薪酬委員會（「薪酬委員會」）及風險管理委員會（「風險管理委員會」），以督導本公司特定範疇之事務。其各自職權範圍載於本公司網站。

### 審核委員會

本公司已於二零一零年八月十一日成立審核委員會，其職權範圍符合守則第C.3.3段。

審核委員會的主要職責包括（其中包括）檢討及監督本集團之財務申報程序及內部監控制度以及整體風險管理、審閱本集團之財務報表及季度、中期及年度報告，以及審閱外聘核數師的委聘條款及核數工作範圍。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The composition of the Audit Committee is as follows:

### Independent non-executive Directors

Mr. Wong Chung Yip, Kenneth (*Chairman*)

Mr. Wu Guo Ming

Mr. Wan Chi Keung, Aaron, *BBS, JP*

### Non-executive Directors

Ms. Tang Li

Mr. Law Cheuk Hung

The members of the Audit Committee possess diversified industry experience and the chairman of the Audit Committee has appropriate professional qualifications and experience in accounting matters.

During the year, the Audit Committee had reviewed the first quarterly results for three months ended 30 June 2020, the interim results for the six months ended 30 September 2020, the third quarterly results for the nine months ended 31 December 2020 and the annual results for the year ended 31 March 2021 and is of the opinion that the preparation of such results complied with the applicable accounting standards and that adequate disclosures have been made.

### Nomination Committee

The Company has established the Nomination Committee on 11 August 2010 with terms of reference in compliance with paragraph A.4.5 of the Code.

The primary duties of the Nomination Committee include reviewing the structure, size and composition of the Board, identifying and nomination of directors and making recommendations to the Board on appointment and re-appointment of Directors, reviewing the board diversity policy, reviewing the nomination policy and reviewing and accessing the independence of the independent non-executive Director and making recommendation if necessary.

審核委員會之組成如下：

### 獨立非執行董事

王忠業先生 (*主席*)

吳國銘先生

尹志強先生，*銅紫荊星章，太平紳士*

### 非執行董事

唐麗女士

羅焯雄先生

審核委員會之成員具有不同行業經驗，而審核委員會主席於會計事務方面擁有適當之專業資格及經驗。

本年度內，審核委員會已審閱截至二零二零年六月三十日止三個月之第一季度業績、截至二零二零年九月三十日止六個月之中期業績、截至二零二零年十二月三十一日止九個月之第三季度業績以及截至二零二一年三月三十一日止年度之年度業績，並認為該等業績的編製符合適用會計準則並已作出充分披露。

### 提名委員會

本公司已於二零一零年八月十一日設立提名委員會，其職權範圍符合守則第A.4.5段。

提名委員會的主要職責包括審閱董事會結構、規模及組成，物色及提名董事，以及就委任及續聘董事向董事會提出推薦意見，審閱董事會成員多元化政策，審閱提名政策以及審閱及評估獨立非執行董事的獨立性，並於需要時提出建議。

The composition of the Nomination Committee is as follows:

#### **Executive Directors**

Dr. Jiang Yan (*Chairman*)

Dr. Li Yong Sheng

Mr. Kan Kwok Cheung

#### **Independent non-executive Directors**

Mr. Wu Guo Ming

Mr. Wan Chi Keung, Aaron, *BBS, JP*

Mr. Wong Chung Yip, Kenneth

Mr. Fan Chun Wah, Andrew, *JP (retired on 11 August 2020)*

When identifying suitable candidates for directorship, the Nomination Committee will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations. Qualified candidates will then be recommended to the Board for approval.

During the year ended 31 March 2021, the Nomination Committee had convened one meeting.

提名委員會之組成如下：

#### **執行董事**

姜岩博士 (*主席*)

李永升博士

簡國祥先生

#### **獨立非執行董事**

吳國銘先生

尹志強先生，*銅紫荊星章，太平紳士*

王忠業先生

范駿華先生，*太平紳士*

(於二零二零年八月十一日退任)

當物色到適合的董事候選人，提名委員會將參考擬議候選人的技能、經驗、教育背景、專業知識、個人誠信及時間承諾開展篩選程序，亦會考慮本公司之需要及其他相關法定要求及法規。合資格候選人隨後將向董事會推薦以獲得批准。

截至二零二一年三月三十一日止年度，提名委員會已召開一次會議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Following the retirement of Mr. Fan Chun Wah, Andrew, JP (“Mr. Fan”) as an independent non-executive Director, Mr. Fan ceased to be the chairman and a member of the risk management committee of the Company (the “Risk Management Committee”), a member of the nomination committee of the Company (the “Nomination Committee”) and a member of the remuneration committee of the Company, all with effect from the conclusion of the annual general meeting held on 11 August 2020. Accordingly, the Nomination Committee comprises three executive Directors and three independent non-executive Directors and accordingly, the Company no longer fulfils the requirement of establishing a nomination committee comprising a majority of independent non-executive directors under paragraph A.5.1 of the Code as set out in Appendix 15 to the GEM Listing Rules. As such, the Company will actively look for a suitable candidate to fill the vacancy as soon as practicable, and will make further announcement(s) as and when appropriate.

### Nomination Policy

The Board has adopted a nomination policy (the “Nomination Policy”) which sets out the selection criteria and nomination procedures to identify, select and recommend candidates for Directors. The Nomination Policy aims to (i) set out the criteria and process in the nomination and appointment of directors of the Company; (ii) ensure that the Board of the Company has a balance of skills, experience and diversity of perspectives appropriate to the Company; and (iii) ensure the Board continuity and appropriate leadership at Board level.

於范駿華先生，*太平紳士*（「范先生」）退任獨立非執行董事後，范先生不再擔任本公司風險管理委員會（「風險管理委員會」）之主席及成員、本公司提名委員會（「提名委員會」）之成員及本公司薪酬委員會之成員，全部均於二零二零年八月十一日舉行之股東週年大會結束時生效。因此，提名委員會由三名執行董事及三名獨立非執行董事所組成，因此，本公司已不再符合GEM上市規則附錄十五所載之守則第A.5.1段項下之提名委員會由大多數獨立非執行董事組成之要求。因此，本公司將積極尋求合適候選人以於實際可行情況下盡快填補空缺，並將於適當時候作進一步公佈。

### 提名政策

董事會已採納提名政策（「提名政策」），其中載列甄選標準及提名程序，以識別、甄選及推薦董事候選人。提名政策旨在(i)列出本公司董事提名及委任的準則及程序；(ii)確保本公司董事會在適合本公司的技能、經驗及多元化觀點方面取得平衡；及(iii)確保董事會的連續性及董事會層面的適當領導。

## ***Selection Criteria***

The Nomination Committee shall consider a number of the factors in assessing the suitability of a proposed candidate to the Board, including but not limited to the following:

- (a) character and integrity;
- (b) qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy;
- (c) any measurable objectives adopted for achieving diversity on the Board;
- (d) requirement for the Board to have independent directors in accordance with the GEM Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the GEM Listing Rules;
- (e) any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- (f) willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and
- (g) such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

## ***甄選標準***

提名委員會於評估向董事會建議之候選人之適合性時，應考慮若干因素，包括但不限於以下各項：

- (a) 品格與誠信；
- (b) 資格，包括專業資格、技能、知識及與本公司業務及策略相關的經驗，以及董事會成員多元化政策所提述的多元化因素；
- (c) 為達致董事會成員多元化而採納的任何可計量目標；
- (d) 根據GEM上市規則，董事會需包括獨立董事的規定，以及參考GEM上市規則內列明候選人是否被視為獨立的指引；
- (e) 候選人的專業資格、技能、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻；
- (f) 是否願意及是否能夠投放足夠時間履行身為本公司董事會成員及／或擔任董事委員會的委員的職責；及
- (g) 其他適用於本公司業務及繼任計劃的觀點，董事會及／或提名委員會可於適用時因應提名董事及繼任規劃不時採納及／或修訂有關觀點。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### *Nomination Procedures*

#### *Appointment of New Director*

- i. The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
- ii. The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- iii. If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- iv. The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- v. For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

### *提名程序*

#### *委任新董事*

- i. 提名委員會及／或董事會可從各種途徑招攬董事人選，包括但不限於內部晉升、調任、由管理層其他成員和外部招聘代理人推薦。
- ii. 提名委員會及／或董事會在收到委任新董事的建議及候選人的履歷資料（或相關詳情）後，依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。
- iii. 如過程涉及一個或多個合意的候選人，提名委員會及／或董事會應根據本公司的需要及每位候選人的證明審查（如適用）排列彼等之優先次序。
- iv. 提名委員會隨後應就委任合適人選擔任董事一事向董事會提出建議（如適用）。
- v. 就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。提名委員會及／或董事會應於適當時候就於股東大會上委任董事的提案向股東提出建議。

### *Re-election of Director at General Meeting*

- i. The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
- ii. The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above.
- iii. The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting. Where the Board proposes a resolution to elect or re-elect a candidate as director at the general meeting, the relevant information of the candidate will be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the GEM Listing Rules and/or applicable laws and regulations.

### **Monitoring and reporting**

The Nomination Committee will monitor the implementation of the Nomination Policy and report to the Board when necessary. Also, the Nomination Committee will review the Nomination Policy, as appropriate, to ensure the effectiveness of the Nomination Policy and will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

### *於股東大會上重選董事*

- i. 提名委員會及／或董事會應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現。
- ii. 提名委員會及／或董事會亦應檢討及確定退任董事是否仍然符合上述準則。
- iii. 提名委員會及／或董事會應就於股東大會上重選董事的提案向股東提出建議。若董事會擬於股東大會上提呈決議案委任或重選某候選人為董事，隨附有關股東大會通告的致股東通函及／或說明函件中，將會按GEM上市規則及／或適用法律及規則要求載列候選人的有關資料。

### **監察與匯報**

提名委員會將監察提名政策的實施情況，並於必要時向董事會報告。此外，提名委員會將在適當時候檢討提名政策，以確保提名政策行之有效並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

### Board diversity policy

The Company has adopted the board diversity policy on 30 August 2013 with a view to achieving a sustainable and balanced development of the Group. The Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. A summary of the Board Diversity Policy together with the measurable objectives for implementing such policy and the progress on achieving such objectives are disclosed below.

### Summary of the Board Diversity Policy

The Company recognises the importance of diversity in board members to corporate governance and the board effectiveness. The purposes of the Board Diversity Policy are to set out the basic principles to be followed to ensure that (i) a diverse range of candidates are considered; and (ii) the Board has the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance. Board nomination and appointments will be made on merit basis based on its business needs from time to time while taking into account the benefits of diversity. The Company has identified and implemented programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees and that, in time, their skills will prepare them for senior management and board positions.

### Measurable objectives

Selection of board candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience. The ultimate decision shall be based on merit and contribution that the selected candidates shall bring to the Board.

### 董事會成員多元化政策

本公司已於二零一三年八月三十日採納董事會成員多元化政策，旨在達致本集團可持續均衡發展。本公司視董事會層面日益多元化為支持其達到戰略目標及可持續發展的關鍵因素。下文披露董事會成員多元化政策概要，以及實施該政策之可計量目標以及實現該目標之進度。

### 董事會成員多元化政策概要

本公司認同董事會成員多元化對企業管治及董事會行之有效的重要性。董事會成員多元化政策旨在列載基本原則，以確保(i)考慮候選人多元化；及(ii)董事會的成員在技能、經驗以及視角的多元化方面達到適當的平衡，從而提升董事會的有效運作並保持高標準的企業管治水平。董事會成員的提名與委任均以用人唯才為原則，以日常的業務需求為基準，並考慮董事會成員多元化的裨益。本公司已確定並實施計劃，將有助於招聘更廣泛、更多元化之熟練及經驗豐富之僱員，且彼等之技能將及時為高級管理層及董事會職位做好準備。

### 可計量目標

董事會候選人的甄選工作將以一系列多元化範疇為基準，並參考本公司的業務模式和特定需要，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗及專業經驗。最終決定應基於用人唯才及所選候選人應向董事會作出的貢獻。

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

(i) Independence:

The Board should include a balanced composition of executive and non-executive Directors (including independent non-executive Directors) so that there is a strong element of independence in the Board. The independent non-executive Directors shall be of sufficient caliber and stature for their views to carry weight.

(ii) Skills and experience:

The Board possesses a balance of skills appropriate for the requirements of the business of the Company. The Directors have a mix of finance, academic and management backgrounds that taken together provide the Company with considerable experience in a range of activities.

### **Monitoring and reporting**

The Nomination Committee is responsible for reviewing the Board Diversity Policy, developing and reviewing measurable objectives for implementing the Board Diversity Policy and monitoring the progress on achieving these measurable objectives. The Nomination Committee shall review this policy and the measurable objectives at least annually to ensure the continued effectiveness of the Board.

### **Remuneration Committee**

The Company has established the Remuneration Committee on 11 August 2010 with terms of reference in compliance with paragraph B.1.2 of the Code.

The primary duties of the Remuneration Committee include, among other things, formulating and making recommendations to the Board on the remuneration policy, determining the specific remuneration packages of all executive Directors and senior management and making recommendations to the Board of the remuneration of non-executive Directors.

為實施董事會成員多元化政策，本公司已採用以下可計量目標：

(i) 獨立性：

董事會應包括均衡的執行及非執行董事（包括獨立非執行董事）構成，以使董事會具備較強的獨立性。獨立非執行董事應具備相當的才幹及地位以使彼等的觀點具有影響力。

(ii) 技能及經驗：

董事會擁有適用於本公司業務要求的均衡技能。董事具備財務、學術及管理背景的組合，其在一系列業務中共同為本公司提供豐富的經驗。

### **監察與匯報**

提名委員會負責檢討董事會成員多元化政策、制定並檢討可計量目標，以確保董事會成員多元化政策的執行，並監察可計量目標的實現進度。提名委員會至少每年檢討本政策與可計量目標，以確保董事會持續行之有效。

### **薪酬委員會**

本公司已於二零一零年八月十一日設立薪酬委員會，其職權範圍符合守則第B.1.2段。

薪酬委員會的主要職責包括（其中包括）制訂及向董事會建議有關薪酬政策、釐定全體執行董事及高級管理層的具體薪酬福利，以及就非執行董事的薪酬向董事會作出建議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The composition of the Remuneration Committee is as follows:

### Independent non-executive Directors

Mr. Wan Chi Keung, Aaron, *BBS, JP (Chairman)*  
Mr. Wu Guo Ming  
Mr. Wong Chung Yip, Kenneth  
Mr. Fan Chun Wah, Andrew, *JP (retired on 11 August 2020)*

During the year ended 31 March 2021, the Remuneration Committee convened one meeting to consider the revision of Directors' remuneration.

### Risk Management Committee

The Company established the Risk Management Committee on 15 June 2016 with written terms of reference in compliance with the GEM Listing Rules and the Code.

The main duties of the Risk Management Committee include, among other things, reviewing the risk management system of the Group; assessing the risks from major decisions and to consider solutions for significant risk; monitoring the Group's risk profile; reviewing and monitor emerging risks relating to the Group's business and strategies; having periodic assessment on the Group's risk profile and risk management capabilities; and overseeing the Group's risk management and internal control systems on an ongoing basis.

The composition of the Risk Management Committee is as follows:

### Independent non-executive Directors

Mr. Wu Guo Ming  
Mr. Wan Chi Keung, Aaron, *BBS, JP*  
Mr. Wong Chung Yip, Kenneth  
Mr. Fan Chun Wah, Andrew, *JP (retired on 11 August 2020)*

薪酬委員會之組成如下：

### 獨立非執行董事

尹志強先生，*銅紫荊星章，太平紳士 (主席)*  
吳國銘先生  
王忠業先生  
范駿華先生，*太平紳士*  
(於二零二零年八月十一日退任)

截至二零二一年三月三十一日止年度，薪酬委員會已召開一次會議以考慮修訂董事薪酬。

### 風險管理委員會

本公司已於二零一六年六月十五日設立風險管理委員會，其書面職權範圍符合GEM上市規則及守則。

風險管理委員會之主要職責包括(其中包括)檢討本集團之風險管理系統；評估來自主要決策之風險及考慮針對重大風險之解決方案；監督本集團之風險情況；檢討及監督出現之有關本集團業務及策略之風險；定期對本集團之風險情況及風險管理能力進行評估；及持續監察本集團之風險管理及內部控制系統。

風險管理委員會之組成如下：

### 獨立非執行董事

吳國銘先生  
尹志強先生，*銅紫荊星章，太平紳士*  
王忠業先生  
范駿華先生，*太平紳士*  
(於二零二零年八月十一日退任)

The Risk Management Committee should meet at least once a year to consider major investigation findings on risk management matters and the scope and quality of management's ongoing monitoring of risks. During the year ended 31 March 2021, the Risk Management Committee had convened one meeting to consider the risk assessment of the Group.

Following the retirement of Mr. Fan Chun Wah, Andrew, JP ("Mr. Fan") as an independent non-executive Director, Mr. Fan ceased to be the chairman and a member of the risk management committee of the Company (the "Risk Management Committee"), a member of the nomination committee of the Company (the "Nomination Committee") and a member of the remuneration committee of the Company, all with effect from the conclusion of the annual general meeting held on 11 August 2020. Accordingly, there will be a vacancy for chairman of the Risk Management Committee as required under the terms of reference of the Risk Management Committee. As such, the Company will actively look for a suitable candidate to fill the vacancy as soon as practicable, and will make further announcement(s) as and when appropriate.

### Corporate Governance Functions

The Company has not established any committee responsible for the corporate governance function of the Group and the function has been collectively performed by the Board. The Board acknowledges the overseeing of the corporate governance function by the Board collectively. The Board is responsible for the corporate governance functions with the following duties:

- to develop and review the Company's policies and practices on corporate governance and make recommendations on changes and updating;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

風險管理委員會須每年至少會面一次，以考慮對風險管理事宜之主要調查結果及管理層持續監督風險之範疇及質素。於截至二零二一年三月三十一日止年度，風險管理委員會已召開一次會議以審閱本集團之風險評估。

於范駿華先生，太平紳士（「范先生」）退任獨立非執行董事後，范先生不再擔任本公司風險管理委員會（「風險管理委員會」）主席兼成員、本公司提名委員會（「提名委員會」）成員及本公司薪酬委員會成員，均於二零二零年八月十一日舉行之股東週年大會結束時生效。因此，風險管理委員會之職權範圍所規定之風險管理委員會主席將出現空缺。因此，本公司將積極尋求合適人選以於實際可行情況下盡快填補空缺，並將於適當時候作進一步公佈。

### 企業管治職能

本公司並無就本集團之企業管治職能設立任何委員會，有關職能由董事會共同負責。董事會了解其共同監察企業管治職能之責任。董事會負責企業管治職能，並有下列職責：

- 制訂及檢討本公司的企業管治政策及常規，並就變動及更新提出建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
  - to review the Company's compliance with the Code and disclosure in the corporate governance report; and
  - such other corporate governance duties and functions set out in the Code (as amended from time to time) for which the Board are responsible.
- 制訂、檢討及監察適用於僱員及董事的操守守則及合規手冊 (如有)；
  - 檢討本公司遵守守則的情況及於企業管治報告中作出的披露；及
  - 載列於守則 (經不時修訂) 內董事會負責的該等其他企業管治職責及職能。

The Board has reviewed and approved the Corporate Governance Report set out in this report. The Board reviewed the Company's corporate governance policies and practices, and the Company's compliance with legal and regulatory requirements.

董事會已審閱及批准本報告所載企業管治報告。董事會檢討本公司之企業管治政策及常規以及本公司遵守法律及監管規定之情況。

### ATTENDANCE RECORDS OF MEETINGS

The Board is scheduled to meet regularly at least four times a year, and Directors will receive at least 14 days prior written notice of such meetings. For any ad hoc Board meetings, Directors are given as much notice as is reasonably practicable in those circumstances. Agendas and accompanying papers are sent not less than 3 days before the date of Board meetings to ensure that the Directors are given sufficient time to review the same. Draft and final versions of minutes of regular board meetings are circulated to all directors for their comment and records respectively. All Directors are kept informed in a timely manner of major changes that may affect the Group's businesses, including relevant rules and regulations. The Board also understands where potential conflicts of interests arise, the independent non-executive Directors shall take the lead in discussing the relevant transactions being contemplated when there is a Director or any of his associates having a material interest in the transactions and shall abstain from voting. All directors, in the discharge of their duties, are allowed to seek independent professional advice in appropriate circumstances at a reasonable cost to be borne by the Company.

### 會議出席記錄

董事會擬訂每年最少舉行四次定期會議，董事將在會議召開最少十四天前收到書面通知。任何臨時召開的董事會會議，董事會在合理可行情況下接獲有關通知。議程及附隨之文件於董事會會議舉行日期至少三天之前寄予董事，以確保董事有充足的時間審閱有關資料。常規董事會會議紀錄之初稿及定稿將分別送交全體董事，以徵求其意見及供彼等存案。本集團將及時告知全體董事可能影響本集團業務之重大變動，包括有關規則及規例。董事會亦了解倘出現潛在利益衝突，董事或任何其聯繫人於交易中擁有重大利益時須放棄表決，而獨立非執行董事須領導討論擬進行之有關交易。所有董事可在適當情況下就履行彼等職責尋求獨立專業意見，有關合理成本由本公司承擔。

Details of the Directors' attendance at Board and committees' meetings and general meetings for the year ended 31 March 2021 are set out below:

截至二零二一年三月三十一日止年度，董事於董事會及委員會會議以及股東大會之出席率詳情如下：

		Board 董事會	Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Risk Management Committee 風險管理委員會	General meeting 股東大會
<b>Number of meetings</b>	<b>會議次數</b>	5	4	1	1	1	1
<b>Executive Directors</b>	<b>執行董事</b>						
Dr. Jiang Yan	姜岩博士	5/5	-	1/1	-	-	1/1
Dr. Li Yong Sheng	李永升博士	5/5	-	1/1	-	-	1/1
Mr. Liu Da Yong	劉大勇先生	5/5	-	-	-	-	1/1
Mr. Kan Kwok Cheung	簡國祥先生	5/5	-	1/1	-	-	1/1
<b>Non-executive Directors</b>	<b>非執行董事</b>						
Ms. Tang Li	唐麗女士	0/5	0/4	-	-	-	0/1
Mr. Law Cheuk Hung	羅焯雄先生	5/5	4/4	-	-	-	1/1
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>						
Mr. Wu Guo Ming	吳國銘先生	4/5	4/4	1/1	1/1	1/1	1/1
Mr. Wan Chi Keung, Aaron, <i>BBS, JP</i>	尹志強先生， <i>銅紫荊星章，太平紳士</i>	5/5	4/4	1/1	1/1	1/1	1/1
Mr. Wong Chung Yip, Kenneth	王忠業先生	5/5	4/4	1/1	1/1	1/1	1/1
Mr. Fan Chun Wah, Andrew, <i>JP</i> <i>(retired on 11 August 2020)</i>	范駿華先生， <i>太平紳士</i> <i>(於二零二零年八月十一日退任)</i>	1/1	-	1/1	-	-	1/1
<b>Average attendance rate</b>	<b>平均出席率</b>	88.0%	80.0%	100.0%	100.0%	100.0%	90.0%

## RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND EXTERNAL AUDITORS

## 董事及外聘核數師各自的責任

The Directors are responsible for the preparation of the Financial Statements, which give a true and fair view of the state of affairs, results and cash flows of the Group in accordance with relevant law and disclosure requirements under the GEM Listing Rules.

董事負責根據有關法律及GEM上市規則之披露規定，編製真實及公平地反映本集團事務狀況、業績及現金流量之財務報表。

The statement of the auditors of the Company about its reporting responsibilities on the Financial Statements is set out in "Independent Auditors' Report" section on pages 92 and 106 of this report.

本公司核數師就財務報表而發出的報告責任聲明載於本報告第92頁至第106頁的「獨立核數師報告」一節。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDITORS' REMUNERATION

The remuneration in respect of audit services provided by the Company's auditor, during the year ended 31 March 2021 amounted to HK\$0.65 million.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for the Group's risk management and internal control systems to safeguard the interests of the Company and its shareholders as a whole. To this end, the Board oversees and approves the Group's risk management and internal control strategies and policies, which are aimed at evaluating and determining the nature and extent of the risks that are compatible with the Group's strategic objectives and risk appetite, with main purpose for provision of reasonable assurance against material misstatement or loss rather than absolute elimination of the risk of failure to achieve business objectives.

In June 2016, the Group has established a risk management framework, which consists of the Board, the Audit Committee, Risk Management Committee and the senior management of the Group. The Board determines the nature and the extent of risks that shall be taken in achieving the Group's strategic objectives and has the overall responsibilities for monitoring the design, implementation and the overall effectiveness of risk management and internal control systems. The Board, through the Audit Committee, conducts reviews of the effectiveness of such systems at least annually, covering all material controls including financial, operational and compliance controls.

### 核數師酬金

本公司核數師於截至二零二一年三月三十一日止年度所提供審核服務的酬金為650,000港元。

### 風險管理及內部監控

董事會對本集團的風險管理及內部監控系統承擔全部責任，以保障本公司及其股東的整體利益。為此，董事會監督及審批本集團的風險管理及內部監控策略與政策，相關策略與政策旨在評估及釐定風險性質及程度是否符合本集團的策略目標及風險承受能力，主要目的是合理地保證不會出現重大誤述或損失，而非絕對地消除未能達成業務目標的風險。

於二零一六年六月，本集團已建立了一個風險管理框架，其中包括董事會、審核委員會、風險管理委員會及本集團之高層管理人員。董事會釐定在實現本集團的策略目標時應承擔之風險的性質及程度，並承擔監督風險管理及內部監控系統的設計、實施及整體有效性之整體責任。董事會透過審核委員會至少每年一次檢討該等系統的有效性，其中涵蓋所有重大控制措施，包括財務、營運及合規監控。

## Risk Management Philosophy

Risk taking is a necessary and accepted part of the Company's business. Effectively managing risk is a competitive necessity and an integral part of creating shareholder value through good business practices designed to ensure that the Company achieves its strategic, business and governance objectives, and protects its corporate reputation, values and integrity. Risk management applies to all aspects of the Company's business and forms a critical part of developing strategic plans, preparing operational plans and budgets, completing detailed project approval requests and designing and managing project plans.

## Risk Management Process

In addition to the Board's oversight responsibilities, the Company has developed a risk management process to identify, evaluate and manage significant risks and to resolve material internal control defects (if any). Senior management is responsible for the annual risk reporting process. Risks are compiled, ratings are assigned and mitigation plans are documented. The risk assessment is reviewed by certain members of senior management and presented to the Risk Management Committee and the Board for their review. Risks are evaluated by the Board and senior management based on (i) the severity of the impact of the risk on the Company's financial results; and (ii) the probability that the risk will occur.

## 風險管理理念

風險承擔對本公司業務而言屬必要及可接受。有效的管理風險可維持競爭力，亦是通過實施良好商業慣例來確保本公司實現其戰略、經營及管治目標，保障公司聲譽、價值及誠信，從而創造股東價值的不可或缺部分。風險管理涵蓋本公司業務的所有方面，是制定戰略計劃、編製經營計劃及預算、完成具體項目審批申請及制定與管理項目規劃時至關重要的一環。

## 風險管理流程

除董事會的監管責任外，本公司亦已制定風險管理流程以識別、評估及管理重大風險，解決重大內部監控缺陷（如有）。高級管理層負責進行年度風險申報。對風險進行匯總、評級並記錄緩解計劃。高級管理層若干成員負責審閱風險評估結果，然後提呈有關結果予風險管理委員會及董事會以供審閱。董事會及高級管理層根據(i)風險對本公司財務業績影響的嚴重程度；及(ii)風險發生的可能性對風險進行評估。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Based on the risk evaluation, the Company will manage the risks as follows:

- **Risk elimination** — senior management may identify and implement certain changes or controls that in effect eliminate the risk entirely.
- **Risk mitigation** — senior management may implement a risk mitigation plan designed to reduce the likelihood, velocity or the severity of the risk to an acceptable level.
- **Risk retention** — senior management may decide that the risk rating is low enough that the risk is acceptable for the Company and that no action is required. The risk would continue to be monitored as part of the risk management program to ensure the level of risk does not increase to an unacceptable level.

Reporting, monitoring and evaluating are essential and integral parts of managing risk. Senior management has established an annual risk reporting process to gather risk issues affecting the Company. A risk template has been developed to assist in the identification, documentation, assessment and management of risk exposures.

### Review the effectiveness of the risk management and internal control system

The Risk Management Committee met at least annually during the year and reported to the Board for assessment. Key risks are identified and their responsive mitigating controls are documented in the risk registers and report to the Board by the Risk Management Committee.

本公司將根據風險評估結果按以下方式管理風險：

- **排除風險**—高級管理層可確認並實施若干變動或控制，完全排除風險。
- **減低風險水平**—高級管理層可實施風險緩解計劃，將風險可能性、速度或嚴重性降至可接受水平。
- **維持風險水平**—高級管理層可確定基於風險評級屬低，對本公司屬可接受，毋須採取措施。根據風險管理計劃，將繼續監督風險，確保風險水平不會上升至不可接受的水平。

申報、監察及評估乃風險管理不可或缺的部分。高級管理層已制定年度風險申報流程以收集影響本公司的風險事宜，亦已制定風險管理文檔以協助識別、記錄、評估及管理風險。

### 審閱風險管理及內部監控系統的有效性

風險管理委員會於本年度至少舉行一次會議，並就評估向董事會匯報。風險管理委員會已識別出關鍵風險，並將其應對紓緩監控記錄在風險名冊，以及匯報予董事會。

The Group does not have an internal audit function as the Board has reviewed the effectiveness of the internal control system of the Company and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed from time to time.

The Board has engaged APAC Compliance Consultancy and Internal Control Services Limited as its risk management and internal control review adviser ("the Adviser") to conduct the annual review of the risk management and internal control systems for the year ended 31 March 2021. Such review is conducted annually and cycles reviewed are under rotation basis. The scope of review was previously determined and approved by the Board. The Adviser has reported findings and areas for improvement to the Audit Committee and management. The Board/Audit Committee are of the view that there are no material internal control defeats noted. All recommendations from the Adviser are properly followed up by the Group to ensure that they are implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate.

### **Inside information policy**

The Company recognises the significance of consistent practices of fair disclosure with the aim of disclosing inside information in a timely and accurate manner. The Company has a policy with regard to the principles and procedures for handling and disseminating the Company's inside information in compliance with the requirements under Part XIVA of the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong) and the GEM Listing Rules, and such policy has been communicated to the relevant senior executives of the Group. Company Secretary works closely with senior executives in identifying potential inside information and assess the materiality thereof, and where appropriate, to escalate such information for the attention of the Board to resolve on further action(s) complying with the applicable laws and regulations.

本集團並無內部審核功能。董事會已檢討本公司內部監控系統之效用，目前認為根據本集團業務的規模、性質及複雜性，毋須即時於本集團內設立內部審核功能。該情況將不時進行檢討。

董事會已委聘亞太合規顧問及內控服務有限公司擔任其風險管理及內部監控顧問（「顧問」）以對截至二零二一年三月三十一日止年度之風險管理及內部監控系統進行年度審閱。該項審閱每年進行並依環節輪流審閱。審閱範圍早前已由董事會製訂及審批。顧問向審核委員會及管理層匯報發現結果及需改進之範疇。董事會／審核委員會認為，並無發現重大內部監控失誤。本集團將妥善跟進顧問提出的所有建議，以確保有關建議於合理時間內實行。因此，董事會認為，風險管理及內部監控系統有效且充足。

### **內幕消息政策**

本公司明白貫徹作出公平披露非常重要，目標是適時及準確地披露內幕消息。本公司有政策訂明處理及散發本公司內幕消息的原則及程序，符合香港法例第571章證券及期貨條例第XIVA部及GEM上市規則的規定，及本集團的相關高級管理層已獲知會相關政策。公司秘書與高級管理層緊密合作，識別潛在內幕消息及評估其重要性，並在適當情況下將相關資料上報董事會知悉，從而決定進一步行動，以符合適用的法律規章。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

In prevention of premature leakage of inside information, the Company has taken all reasonable measures from time to time to ensure proper preservation of confidentiality of inside information until disclosure to the general public, including inter alia:

- restrictive access to inside information to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentially;
  - appropriate confidentiality agreements are put in place when entering into any significant negotiations;
  - inclusion of a strict prohibition on the unauthorised use or disclosure of inside information in employee code of conduct; and
  - policy is issued to all employees annually reminding their duties and obligations in respect of any dealings in the listed securities of the Company as well as its subsidiaries and associated corporations.
- 只限有需要知情的僱員查閱內幕消息。擁有內幕消息的僱員完全熟知彼等的保密義務；
  - 進行任何重大商議時，訂有適當的保密協議；
  - 僱員操守守則訂明嚴格禁止未經授權使用或披露內幕消息；及
  - 每年向全部僱員發出政策，提醒僱員買賣本公司、其附屬公司及其相聯法團的上市證券時的義務及責任。

### COMPANY SECRETARY

**Ms. Li Yuet Tai (李月弟)**, aged 38, joined in the Company in September 2011 as assistant to chief financial officer and re-designated as company secretary on 1 June 2012. Ms. Li holds a bachelor's degree in business administration in Professional Accountancy from The Chinese University of Hong Kong and has over 7 years of working experience in auditing and accounting in Hong Kong and the PRC. Ms. Li is a member of Hong Kong Institute of Certified Public Accountants. Prior to joining the Company, Ms. Li has served in an international accounting firm for five years. In the last three years, Ms. Li held no directorships in any listed public companies.

### 公司秘書

**李月弟女士**，38歲，自二零一一年九月加入本公司為財務總監助理，並於二零一二年六月一日調任為公司秘書。李女士持有香港中文大學工商管理專業會計學士學位，並於香港及中國擁有超過7年審核及會計工作經驗。李女士為香港會計師公會會員。加入本公司前，李女士於一間國際會計師事務所任職五年。在過去三年內，李女士並無於任何上市公眾公司擔任董事職務。

The company secretary took more than 15 hours' professional training for the year ended 31 March 2021. Reporting to the chief executive officer, the company secretary plays an important role in ensuring proper Board procedures are tailored to the Company's business needs and compliance with all applicable laws, rule and regulations. The Directors could obtain advices and services from the company secretary for any updates and developments in corporate governance, applicable laws and regulations when necessary.

The company secretary, as delegated by the Chairman, is responsible for preparing the meeting agenda, serving notice to the Board at least 14 days before the regular meetings or at a reasonable time for other ad-hoc meetings, and providing relevant Board papers to Directors at least 3 days before the meetings, so as to ensure that the Directors receive adequate, accurate, clear, complete and reliable information in a timely manner for effective and informed decision making.

The company secretary also ensures that the Board meetings are convened and constituted in accordance with all applicable laws, regulations and the procedural requirements set out in the articles of association at all times. In addition, the company secretary will take minutes of the meetings and circulate them to Directors for comments at a reasonable time after the meetings. After incorporating Directors' comments, the executed version of the minutes will be maintained by the company secretary and be open for Directors' inspection during normal office hours.

公司秘書於截至二零二一年三月三十一日止年度已完成超過15小時的專業培訓。公司秘書乃向行政總裁匯報，於制定適合的董事會程序以配合本公司業務需要並符合一切適用法律、規則及規例方面擔任重要的角色。董事於有需要時可就企業管治、適用法律及規例之任何最新消息及發展，向公司秘書取得意見和服務。

公司秘書（按主席授權）負責編製會議議程，於定期會議召開至少十四日前（或就其他特別會議而言之合理時間）向董事會發出會議通知，並於相關會議舉行前至少三日向董事提供相關董事會文件，以確保董事及時收到足夠、準確、清晰、完備及可靠的資料，以作出有效及有根據的決策。

公司秘書亦確保董事會會議一直根據所有適用法律、規例及本公司組織章程細則所載的程序規定來召開及舉行。此外，公司秘書會把相關會議記錄於會後一個合理時間內將其向董事傳閱以供表達意見。綜合董事之意見後，經簽署的會議記錄將由公司秘書保存並於正常營業時間內供董事查閱。

### SHAREHOLDERS' RIGHTS

The Board believes that general meetings can provide an open forum for communication between the Board and the Shareholders. Shareholders are encouraged to attend general meetings of the Company and give valuable advices to the Company through this direct communication platform. The Company will convene AGM every year and convene any other extraordinary general meeting ("EGM") as required.

#### 1. The way in which Shareholders can convene an EGM

Any one or more Shareholders holding not less than 10% of the issued share capital at the time of deposit of the requisition and carrying the right of voting at general meeting can deposit a written request to convene an EGM.

The written request must state the purposes of the meeting, signed by the Shareholders concerned and deposited to the Board or the company secretary at the Company's principal place of business at Suites 2708-10, 27/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong, and may consist of several documents in like form each signed by one or more Shareholders. The request will be verified with the Company's share registrar and upon its confirmation that the request is proper and in order, the company secretary will notify the Board to convene an EGM and include the resolution in the agenda. The Board shall convene and hold such general meeting within two months after the deposit of such requisition. If the request is verified to be not in order, Shareholders concerned will be advised of the result and no EGM will be convened.

If within twenty-one days of such deposit, the Board fails to proceed to convene such general meeting, the Shareholders or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an EGM, but any EGM so convened shall not be held after the expiration of three months from the said date.

### 股東權利

董事會相信，股東大會可提供一個公開平台讓董事會及股東進行溝通。歡迎股東出席本公司股東大會，透過此直接的溝通平台給予本公司寶貴意見。本公司每年召開股東週年大會，並於有需要時召開任何其他股東特別大會（「股東特別大會」）。

#### 1. 股東召開股東特別大會的方法

任何一名或多名股東於提交召開股東特別大會要求時持有已發行股本10%或以上並於股東大會上持有投票權，可以書面要求召開股東特別大會。

書面要求必須註明會議目的，由有關股東簽署後交回本公司主要營業地點香港灣仔告士打道108號光大中心27樓2708-10室，指定由董事會或公司秘書接收。如附有多份形式類似的文件，則須由一名或多名股東於每份文件上簽署。要求將由本公司股份過戶登記處核實，經確認要求為正式及符合程序後，公司秘書將通知董事會召開股東特別大會並將有關決議案加入議程。董事會須於接獲該要求後兩個月內召開及舉行有關股東大會。倘要求被確認為不符合程序，有關股東將獲告知結果，而本公司將不會召開股東特別大會。

倘於提交要求後二十一日內，董事會未能召開有關股東大會，股東或佔全體該等股東所持投票權總數一半以上的任何人士，可親自召開股東特別大會，惟任何在此情況下召開的股東特別大會不得於上述日期起計三個月屆滿後舉行。

## 2. The procedures for sending enquiries to the Board

Shareholders who wish to raise any queries with the Board may write to the Company's investor relationship contact at Suites 2708-10, 27/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong, by phone on +852 3104 2962 or by email at [cnc@cnctv.hk](mailto:cnc@cnctv.hk).

## 3. The procedures for making proposals at Shareholders' meetings

To put forward proposals at Shareholders' meetings, the Shareholders shall submit a written notice of those proposals with the detail contact information to the company secretary at the Company's principal place of business. The request will be verified with the Company's share registrar and upon its confirmation that the request is proper and in order, the company secretary will ask the Board to include the resolution in the agenda for the general meeting.

## 4. Communications with Shareholders

The Board believes regular and timely communication with shareholders forms part of the Group's effort to help our shareholders understand our business better. Copies of the annual reports and interim reports of the Company are distributed to its shareholders in accordance with statutory and regulatory requirements and also to interested parties recorded in the Company's mailing lists. The publications of the Company, including financial reports, circulars and announcements, are also available on the Company's website.

## 2. 向董事會提交查詢的程序

股東如欲向董事會提出任何查詢，可致函聯絡本公司投資者關係部（地址為香港灣仔告士打道108號光大中心27樓2708-10室）、致電+852 3104 2962或發送電郵至 [cnc@cnctv.hk](mailto:cnc@cnctv.hk)。

## 3. 於股東大會上提呈動議的程序

股東如欲於股東大會上提呈動議，應將列明有關動議並附有詳細聯絡資料的書面通知提交本公司主要營業地點，指定由公司秘書接收。要求將由本公司股份過戶登記處核實，經確認要求為正式及符合程序後，公司秘書將要求董事會將有關決議案加入股東大會議程。

## 4. 與股東之溝通

董事會相信，定期及適時與股東溝通為本集團致力協助股東了解本集團業務之其中一環。本公司根據法定及監管規定向股東及於本公司郵寄名單中記錄之有意人士寄發本公司年報及中期報告之副本。本公司之刊物，包括財務報告、通函及公佈亦於本公司網站可供查閱。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company acknowledges that general meetings are good communication channel with the shareholders. At the general meeting, each substantially separate issue is considered by a separate resolution, including election of individual directors, and the poll procedures are clearly explained. Paragraph A.6.7 of the Code requires that independent non-executive directors and non-executive directors shall generally attend general meetings to gain and develop a balanced understanding of the views of shareholders.

A non-executive Director, namely Ms. Tang Li, did not attend the annual general meeting of the Company held on 11 August 2020 due to overseas commitment and pre-arranged business engagements. Other Board members, the chairmen of the relevant Board committees and the external auditor of the Company also attended the annual general meeting to inter-face with, and answer questions from the Shareholders.

The attendance of the Directors at the general meetings of the Company is set out on page 63 of this report.

## INVESTOR RELATIONS

The Company's corporate website is [www.cnctv.hk](http://www.cnctv.hk). The Company may from time to time conduct investor/analysts briefings and presentations, roadshows, media interviews, marketing activities for investors and specialist industry forums etc.

All corporate communication materials published on the GEM website (<http://www.hkgem.com>) are posted on the Company's corporate website as soon as practicable after their release. The Company's constitutional documents are also available on our website. No significant changes were made to these documents during the year ended 31 March 2021. Information on our website will be updated on a regular basis.

本公司明白股東大會為與股東溝通之良好渠道。於股東大會，將以獨立決議案方式考慮各重大個別事項，包括選舉個別董事，本公司亦將清楚解釋按股數投票表決之程序。守則第A.6.7條規定獨立非執行董事及非執行董事須出席股東大會及全面理解股東的意見。

一位非執行董事(即唐麗女士)因海外事務及預先業務安排未有出席本公司於二零二零年八月十一日舉行之股東週年大會。其他董事會成員、相關董事委員會主席及本公司外部核數師亦有出席股東週年大會以正面回答股東提問。

董事出席本公司股東大會之情況載於本報告第63頁。

## 投資者關係

本公司的公司網站為[www.cnctv.hk](http://www.cnctv.hk)。本公司可不時舉行投資者／分析師簡介及匯報會、路演、媒體訪問、投資者市場活動及業內專業人士論壇等。

所有於GEM網站(<http://www.hkgem.com>)刊登的公司通訊資料須於公佈後盡快上載至本公司的公司網站。本公司的憲章文件亦於本公司網站可供查閱。截至二零二一年三月三十一日止年度，該等文件並無重大變動。本公司網站的資料將會定期更新。

# DIRECTORS' REPORT

## 董事會報告

The Directors are pleased to present this annual report together with the Financial Statements for the year ended 31 March 2021.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the provision of civil engineering services for the public sector in Hong Kong and media and advertising business comprising television broadcasting business in the Asia-Pacific Region (excluding the PRC) and digital marketing business on overseas market in return for advertising and related revenue.

### BUSINESS REVIEW

Further discussion and analysis of business activities of the Group, including a business review of the Group and an indication of likely future developments in the Group's business, can be found in the Management Discussion and Analysis set out on pages 17 to 35 of this annual report. This discussion forms part of this directors' report. Description of the principal risks and uncertainties facing the Group can be found throughout this annual report.

An analysis of the Group's performance using financial key performance indicators is provided in the Five Year Financial Summary from pages 255 to 256 and Financial Highlights on page 3 to 4 respectively of this annual report.

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to supporting the environmental sustainability. The Group is committed to implementing policies and measures in our daily business operations to foster reduction of the Group's environmental impact. Detail information regarding the environmental, social and governance practices adopted by the Group is set out in the environmental, social and governance report which will be disclosed in a separate report and published on the websites of the Stock Exchange and the Company no later than three months after the publication of this annual report.

董事欣然提呈截至二零二一年三月三十一日止年度之年報及財務報表。

### 主要業務

本公司為一間投資控股公司。而其附屬公司之主要業務則為在香港為公營部門提供土木工程服務以及媒體及廣告業務，包括於亞太區（不包括中國）從事電視播放業務及於海外市場的數碼營銷業務以取得廣告及相關收益。

### 業務回顧

對本集團業務活動之進一步討論及分析（包括本集團之業務回顧及本集團業務日後可能的發展）可於本年報第17至第35頁載列的管理層討論及分析內閱覽。該討論構成董事會報告之一部分。有關本集團面對的主要風險及不確定因素載於本年報內。

使用主要財務表現指標對本集團表現進行之分析載於本年報第255頁至第256頁的五年財務概要及第3至4頁之財務摘要。

### 環境政策及表現

本集團致力支持環境的可持續發展。本集團致力在日常業務營運中實行政策及措施，以減低本集團對環境的影響。有關本集團採納之環境、社會及管治常規之詳細資料載於環境、社會及管治報告，該報告將以單獨報告呈列，將於本年報刊發後三個月內在聯交所及本公司網站刊登。

### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

### RELATIONSHIPS WITH EMPLOYEES

The employees of the Group are one of the most important assets and stakeholders of the Group and their contribution and support are values at all times. The Group regularly reviews compensation and benefits policies accordingly to industry benchmark as well as the individual performance of employees. Other fringe benefits, mandatory provident fund, share options and share award scheme are provided to retain loyal employees with the aim to form a professional staff and management team that can bring the Group to different levels of success.

### DIVIDEND POLICY

The declaration, form, frequency and amount of any dividend payout of the Company must be in accordance with relevant laws, rules and regulations and subject to the Articles of Association of the Company. Subject to compliance with applicable laws, rules, regulations and the Articles of Association, in deciding whether to propose any dividend payout, the Board will take into account, among other things, the financial results, the earnings and distributable reserves, the operations and liquidity requirements, the debt ratio and possible effects on the credit lines, and the current and future development plans of the Company.

### 遵守相關法律及法規

於本年度，就本公司所知，本集團並無嚴重違反或不遵守適用法律及法規，致使對本集團之業務及營運造成重大影響。

### 與僱員的關係

本集團僱員是本集團最重要的資產和持份者之一，本集團一直珍視彼等的貢獻和支持。本集團根據行業基準及僱員個人表現定期檢討薪酬及福利政策。本集團亦提供其他附帶福利、強制性公積金、購股權及股份獎勵計劃以挽留忠誠僱員，務求構建專業的員工及管理團隊，推動本集團再創佳績。

### 股息政策

本公司任何股息之宣派、形式、次數及金額須根據相關法律、規則及法規以及遵守本公司之組織章程細則。根據適用法律、規則、法規及組織章程細則，當董事會決定是否提議派付任何股息時，將考慮，其中包括，本公司之財務業績、收益及可分派儲備、營運及流動資金需求、債務比率及對信貸額度之可能影響，以及現時及未來發展計劃。

## RESULTS AND DIVIDENDS

The Group's results for the year ended 31 March 2021 are set out in the consolidated statement of profit or loss and other comprehensive income on page 107 to 108 of this report.

The Board does not recommend the payment of a final dividend for the year ended 31 March 2021.

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 5 August 2021 to Wednesday, 11 August 2021, both days inclusive. During this period, no transfer of Shares will be registered. In order to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Tricor Investor Services Limited, at level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 4 August 2021.

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 18 to the Financial Statements.

## SHARE CAPITAL

Details of the movements in the Company's share capital during the year are set out in note 33 to the Financial Statements.

## RESERVES

Movements in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 111 of this report and note 42 to the Financial Statements.

## 業績及股息

本集團截至二零二一年三月三十一日止年度之業績載於本報告第107至第108頁之綜合損益及其他全面收益表。

董事會不建議就截至二零二一年三月三十一日止年度派發末期股息。

## 暫停辦理股東登記手續

本公司將由二零二一年八月五日(星期四)至二零二一年八月十一日(星期三)(包括首尾兩天)暫停辦理本公司股東登記手續,期間將不會辦理股份過戶登記手續。為出席股東週年大會並於會上投票,所有股份過戶文件連同有關股票最遲須於二零二一年八月四日(星期三)下午四時三十分之前交回本公司股份過戶登記處卓佳證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心54樓。

## 物業、廠房及設備

本集團於本年度之物業、廠房及設備變動詳情載於財務報表附註18。

## 股本

本公司於本年度之股本變動詳情載於財務報表附註33。

## 儲備

本集團及本公司於本年度之儲備變動載於本報告第111頁之綜合權益變動表及財務報表附註42。

# DIRECTORS' REPORT

## 董事會報告

### DONATIONS

During the year ended 31 March 2021, the Group did not make any charitable donations.

### DISTRIBUTABLE RESERVES

As at 31 March 2021, the Company's distributable reserves, including the share premium account, calculated under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK\$265.9 million in deficit.

### CONVERTIBLE NOTES

Details of the convertible notes of the Group are set out in note 31 to the Financial Statements.

### FINANCIAL SUMMARY

A summary of the Group's results and financial position for the last five financial years is set out on pages 255 to 256 of this report.

### 捐獻

截至二零二一年三月三十一日止年度，本集團並無作出任何慈善捐獻。

### 可分派儲備

於二零二一年三月三十一日，本公司根據開曼群島公司法（第22章）（一九六一年法例3，經綜合及修訂）計算之可分派儲備（包括股份溢價賬）約為265,900,000港元之虧絀。

### 可換股票據

本集團之可換股票據詳情載於財務報表附註31。

### 財務概要

本集團於過往五個財政年度的業績及財務狀況概要載於本報告第255至第256頁。

## MAJOR CUSTOMERS AND SUPPLIERS

The percentage of the Group's revenue, subcontracting costs and purchases of raw materials attributable to the Group's major customers, subcontractors and suppliers respectively for the year ended 31 March 2021 is as follows:

### Revenue

The largest customer

Five largest customers in aggregate

### 收益

最大客戶

五大客戶合佔

43.8%

87.7%

### Subcontracting costs

The largest subcontractor

Five largest subcontractors in aggregate

### 分包成本

最大分包商

五大分包商合佔

28.6%

58.8%

### Purchases of raw materials (Notes)

The largest supplier

Five largest suppliers in aggregate

### 採購原材料 (附註)

最大供應商

五大供應商合佔

18.7%

64.1%

During the year, none of the Directors, their associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in any of the Group's five largest customers, subcontractors and suppliers.

#### Notes:

Total purchases of raw materials by the Group included purchases of raw materials by main contractors for the Group's use in carrying out waterworks engineering services as a subcontractor for respective contracts. However, the suppliers from which main contractors purchased the raw materials were not included as the suppliers of the Group as the Group did not have direct relationship with these suppliers.

## SUBSIDIARIES

Details of the Company's subsidiaries as at 31 March 2021 are set out in note 41 to the Financial Statements.

## 主要客戶及供應商

截至二零二一年三月三十一日止年度，本集團之收益、分包成本及原材料採購應佔本集團主要客戶、分包商及供應商的百分比分別如下：

於本年度，概無董事、彼等之聯繫人或就董事所知擁有本公司5%以上已發行股本之任何股東於本集團任何五大客戶、分包商及供應商中擁有任何權益。

#### 附註：

本集團原材料採購總額包括主承建商就各合約為本集團採購作為分包商進行水務工程服務而用的原材料。然而，主承建商採購原材料的供應商並不納入本集團之供應商，原因是本集團與該等供應商並無直接關係。

## 附屬公司

本公司附屬公司於二零二一年三月三十一日的詳情載於財務報表附註41。

# DIRECTORS' REPORT

## 董事會報告

### DIRECTORS

The Directors who held office during the year and up to the date of this report are:

#### Executive Directors

Dr. Jiang Yan (*Chairman*)

Dr. Li Yong Sheng (*Vice chairman and Chief Executive Officer*)

Mr. Liu Da Yong

Mr. Kan Kwok Cheung

#### Non-Executive Directors

Ms. Tang Li

Mr. Law Cheuk Hung

#### Independent Non-Executive Directors

Mr. Wu Guo Ming

Mr. Wan Chi Keung, Aaron, *BBS JP*

Mr. Wong Chung Yip, Kenneth

Mr. Fan Chun Wah, Andrew, *JP (retired on 11 August 2020)*

### INDEPENDENCE CONFIRMATIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of the independent non-executive Directors are independent.

### PERMITTED INDEMNITY PROVISIONS

The Company's Articles of Association provide that all Directors and officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty.

### 董事

於本年度內及直至本報告日期任職的董事包括：

#### 執行董事

姜岩博士 (*主席*)

李永升博士 (*副主席兼行政總裁*)

劉大勇先生

簡國祥先生

#### 非執行董事

唐麗女士

羅焯雄先生

#### 獨立非執行董事

吳國銘先生

尹志強先生，*銅紫荊星章，太平紳士*

王忠業先生

范駿華先生，*太平紳士*

(於二零二零年八月十一日退任)

### 獨立非執行董事之獨立身份確認

本公司已獲各獨立非執行董事根據GEM上市規則第5.09條就其獨立身份所發出的年度確認書。本公司認為，所有獨立非執行董事均為獨立人士。

### 獲准許之彌償保證條文

本公司之組織章程細則規定，全體董事及本公司管理人員，均可從本公司的資產及利潤獲得彌償，該等人士就各自的職務或執行其職責時因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害。

Appropriate insurance cover on Directors' and officers' liabilities has been provided by the Company to cover potential legal actions against Directors and senior officers up to 30 August 2020. Upon the expiry of existing insurance cover on 30 August 2020, the Company did not arrange appropriate insurance cover in respect of legal action against its Directors as it took time for the Company to solicit a suitable insurer at reasonable commercial terms and conditions.

## DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for an initial fixed term of three years subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company. The appointment of executive Directors will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other or the payment of three month salary in lieu of notice.

Each of the non-executive Directors was appointed for a specific term of three years subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company. The appointment of non-executive Director will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other or the payment of three month salary in lieu of notice.

Each of the independent non-executive Directors were appointed for a specific term of three years, subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company. The appointment of independent non-executive Directors will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other or the payment of three month salary in lieu of notice.

None of the Directors has a service contract with any member of the Group which does not expire or is not determinable by the relevant employer within one year without payment of compensation, other than statutory compensation.

本公司已為董事及管理人員提供適當責任保險，以保障截至二零二零年八月三十日針對董事及高級管理人員提出之潛在法律行動。於現有保險保障於二零二零年八月三十日屆滿後，由於本公司需要時間按合理商業條款及條件招攬合適的保險公司，故本公司並無就針對其董事的法律行動安排適當保險保障。

## 董事服務合約

各執行董事已與本公司訂立服務合約，初步固定年期為三年，惟須根據本公司組織章程細則於股東週年大會上輪流退任及膺選連任。執行董事之委任將持續，直至任何一方向另一方發出不少於三個月之事先書面通知或支付三個月薪金作代通知金為止。

各非執行董事獲委任之指定任期為三年，惟須根據本公司組織章程細則於股東週年大會上輪流退任及膺選連任。非執行董事之委任將持續，直至任何一方向另一方發出不少於三個月之事先書面通知或支付三個月薪金作代通知金為止。

各獨立非執行董事獲委任之指定任期為三年，惟須根據本公司組織章程細則於股東週年大會上輪流退任及膺選連任。獨立非執行董事之委任將持續，直至任何一方向另一方發出不少於三個月之事先書面通知或支付三個月薪金作代通知金為止。

概無董事與本集團任何成員公司訂立不會於一年內屆滿或有關僱主不得於一年內終止而毋須支付任何賠償（法定賠償除外）之服務合約。



# DIRECTORS' REPORT

## 董事會報告

### BIOGRAPHICAL DETAILS OF DIRECTORS

The biographical details of Directors as at the date of this report are set out in the “Biographical Details of Directors” section on pages 36 to 42 of this report.

### MANAGEMENT CONTRACTS

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year.

### DIRECTORS' INTERESTS IN CONTRACT

Save as disclosed in the paragraph headed “Connected Transactions”, no contract of significance to which the Company or any of its subsidiaries was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### REMUNERATION POLICY

Remuneration is determined with reference to the nature of job, performance, qualifications and experience of individual employees, as well as the result of the Group and the market trend. The Group carries out staff performance appraisal once a year and the assessment result is used for salary reviews and promotion decisions. The Group recognises the importance of staff training and thus regularly provides internal and external training for its staff to enhance their skills and knowledge.

The remuneration of the Directors is determined with reference to the duties and level of responsibilities of each Director, the remuneration policy of the Group and the prevailing market conditions.

### 董事履歷詳情

董事於本報告日期的履歷詳情載於本報告第36至第42頁「董事履歷詳情」一節。

### 管理合約

除僱傭合約外，本年度並無訂立或存在任何有關本集團全部或任何重大部分業務的管理與行政之合約。

### 董事於合約中的權益

除「關連交易」一段所披露者外，於年終或年內任何時間，本公司或其任何附屬公司概無訂立董事於其中直接或間接擁有重大權益之重大合約。

### 薪酬政策

薪酬乃參考個別僱員的工作性質、表現、資歷及經驗以及本集團業績及市場趨勢釐定。本集團每年進行一次員工表現評估，評估結果用作薪金檢討及晉升決定。本集團認可員工培訓的重要性，因而定期為員工提供內部及外部培訓，以提升彼等的技能及知識。

董事薪酬乃參考各董事的職務及職責水平、本集團的薪酬政策以及當時的市況釐定。

## REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the remuneration of the Directors and of the five highest paid individuals of the Group are set out in notes 13 and 14 to the Financial Statements.

## PENSION SCHEMES

Particulars of the pension schemes are set out in note 14 to the Financial Statements.

## SHARE OPTION SCHEME

A share option scheme was adopted and approved by the shareholders of the Company on 11 August 2010. The share option scheme expired on 10 August 2020. No share options have been granted pursuant to the share option scheme during the Period.

The Share Option Scheme has been adopted to provide incentive or reward to eligible persons for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group or any entity in which the Group holds any equity interest.

The Board has resolved to propose the adoption of a new share option scheme for the approval by the shareholders of the Company. The purpose of the new share option scheme is to provide incentive or reward to eligible persons for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group or any entity in which the Group holds any equity interest.

## 董事及五名最高薪人士之薪酬

本集團董事及五名最高薪人士之薪酬詳情載於財務報表附註13及14。

## 退休金計劃

退休金計劃之詳情載於財務報表附註14。

## 購股權計劃

本公司股東已於二零一零年八月十一日採納及批准購股權計劃。購股權計劃於二零二零年八月十日屆滿。於本期間內，並無根據購股權計劃授出購股權。

採納購股權計劃之目的為鼓勵或獎賞合資格人士對本集團所作出之貢獻及／或使本集團可聘請及挽留優秀僱員及吸引對本集團或任何本集團持有其任何股本權益的實體具價值之人力資源。

董事會已決議提呈採納新購股權計劃以供本公司股東批准。新購股權計劃之目的為鼓勵或獎賞合資格人士對本集團所作出之貢獻及／或使本集團可聘請及挽留優秀僱員及吸引對本集團或任何本集團持有其任何股本權益的實體具價值之人力資源。

## DIRECTORS' REPORT

### 董事會報告

The new share option scheme will constitute a share option scheme under Chapter 23 of the GEM Listing Rules. The Board will propose the new share option scheme for shareholders' approval at a general meeting of the Company to be convened in due course for the purposes of, among other things, seeking the approval from the shareholders of the Company for the adoption of the share option scheme and authorising the Board to grant the share options pursuant to the share option scheme and to allot and issue the shares of the Company pursuant to the exercise of the share options. At the date of this report, the new share option scheme remains subject to the obtaining of (i) the approval from the shareholders of the Company at a general meeting of the Company to be convened in due course; and (ii) the approval from the Stock Exchange for the listing and trading of any Shares to be issued under the share options that may be granted under the new share option scheme.

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2021, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which have 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 positions in which they are taken or deemed to have under such provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

新購股權計劃將構成GEM上市規則第23章項下之購股權計劃。董事會將於本公司股東大會上提呈新購股權計劃以待股東批准，大會將於適當時候召開，藉以（其中包括）尋求本公司股東批准採納購股權計劃及授權董事會根據購股權計劃授出購股權及根據購股權之行使配發及發行本公司股份。於本報告日期，新購股權計劃仍須待取得(i)本公司股東於將在適當時候召開之本公司股東大會上之批准；及(ii)聯交所批准根據新購股權計劃可能授出之購股權項下將予發行之任何股份之上市及買賣。

董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉

於二零二一年三月三十一日，董事及本公司主要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、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及第8分部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的有關條文彼等被當作或視作擁有的權益及淡倉）；或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益及淡倉；或根據GEM上市規則第5.46條所述董事進行交易的規定標準須知會本公司及聯交所的權益及淡倉如下：

**Long position in the Shares:****於股份的好倉：**

<b>Name</b>	<b>Capacity/Nature of interest</b>	<b>Number of Shares held</b>	<b>Percentage of aggregate interests to total issued share capital</b>
<b>姓名</b>	<b>身份／權益性質</b>	<b>所持股份數目</b>	<b>總權益佔全部已發行股本的百分比</b>
Mr. Kan <i>(Note)</i> 簡先生 <i>(附註)</i>	Interest in controlled corporation 於受控制法團之權益	69,000,000	1.70%

*Notes:*

Mr. Kan is the sole beneficial owner of Shunleetat, which was interested in 69,000,000 Shares. Under the SFO, Mr. Kan is deemed to be interested in all the Shares held by Shunleetat.

Saved as disclosed above, as at 31 March 2021, none of the Directors and chief executive of the Company had any other interests or short positions in any Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

*附註：*

簡先生為Shunleetat的唯一實益擁有人，而Shunleetat擁有69,000,000股股份的權益。根據證券及期貨條例，簡先生被視為擁有Shunleetat所持全部股份的權益。

除上文披露者外，於二零二一年三月三十一日，概無董事及本公司主要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）的任何股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的任何其他權益或淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視作擁有的權益或淡倉）；或根據證券及期貨條例第352條須記錄於該條所述登記冊的任何其他權益或淡倉；或根據GEM上市規則第5.46條所述董事進行交易的規定標準須知會本公司及聯交所的任何其他權益或淡倉。

# DIRECTORS' REPORT

## 董事會報告

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

So far as was known to the Directors, as at 31 March 2021, the following persons/entities (other than the Directors or chief executive of the Company) had, or are deemed to have, interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 5% 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 the Group or who/which were recorded in the register required to be kept by the Company under Section 336 of the SFO with details as follows:

#### Long position in the Shares:

### 主要股東及其他人士於本公司股份及相關股份的權益及淡倉

就董事所知，於二零二一年三月三十一日，下列人士／實體（董事或本公司主要行政人員除外）於本公司股份、相關股份或債權證擁有或被視作擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的權益或淡倉，或直接或間接擁有可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別股本面值5%或以上的權益或淡倉，或擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉，詳情如下：

#### 於股份的好倉：

Name		Number of Shares held		Number of underlying Shares under convertible notes (Note a)		Total interests	Percentage of aggregate interests to total issued share capital
		Beneficial owner	Interest in controlled corporation	Beneficial owner	Interest in controlled corporation		
名稱		實益擁有人	於受控制法團之權益	實益擁有人	於受控制法團之權益	總權益	佔全部已發行股本百分比
China Xinhua NNC	中國新華新聞電視網	1,188,621,377 (Note b) (附註b)	-	1,311,378,622 (Note b) (附註b)	-	2,499,999,999	61.65%
CNC China	中國新華新聞電視網(中國)	-	1,188,621,377 (Note b) (附註b)	-	1,311,378,622 (Note b) (附註b)	2,499,999,999	61.65%

Notes:

- (a) Details of the convertible notes were set out in the circulars of the Company dated 19 November 2011, 6 January 2015, 17 January 2018, 16 January 2019 and 18 May 2021.
- (b) China Xinhua NNC is wholly and beneficially owned by CNC China. Accordingly, CNC China is deemed to be interested in the 1,188,621,377 Shares and 1,311,378,622 underlying Shares held by China Xinhua NNC under the SFO.

Saved as disclosed above, as at 31 March 2021, the Directors were not aware of any other person/entity (other than the Directors or chief executive as disclosed in the paragraph headed "Directors' and chief executive's interests and short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations" above) who which had, or is deemed to have, interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who which were directly or indirectly interested in 5% 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 the Group or who/which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

附註：

- (a) 有關可換股票據的詳情載於本公司日期為二零一一年十一月十九日、二零一五年一月六日、二零一八年一月十七日、二零一九年一月十六日及二零二一年五月十八日的通函內。
- (b) 中國新華新聞電視網由中國新華新聞電視網(中國)全資及實益擁有。因此，根據證券及期貨條例，中國新華新聞電視網(中國)被視為擁有中國新華新聞電視網所持有的1,188,621,377股股份及1,311,378,622股相關股份的權益。

除上文披露者外，於二零二一年三月三十一日，就董事所知，概無任何其他人士／實體（並非上文「董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉」一段所披露之董事或主要行政人員）於本公司股份、相關股份或債權證擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的權益或淡倉，或直接或間接擁有可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別股本面值5%或以上的權益或淡倉，或擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

## **EQUITY-LINKED AGREEMENTS**

Details of the equity-linked agreements entered into during the year or subsisting at the end of the year are set out below:

On 9 December 2011, the Company issued convertible notes with the principal amount of approximately HK\$607,030,000, carried interest at the rate of 5% per annum as part of the consideration for the acquisition of Xinhua TV Asia-Pacific. Each note entitles the holder to convert to ordinary shares at a conversion price of approximately HK\$0.196 per share. Conversion may occur at any time between 9 December 2011 and 8 December 2014. If the notes have not been converted, the Company would redeem on 9 December 2014 at the outstanding principal amount. Interest of 5% per annum would be paid annually until the notes are converted or redeemed.

On 9 December 2014, the Company entered into the first supplemental deed with China Xinhua NNC pursuant to which the Company and China Xinhua NNC agreed to amend certain terms and conditions of the convertible notes, where (i) the maturity date of the outstanding convertible notes with outstanding principal amount of HK\$277,030,210 was extended for 3 years and the conversion period was accordingly extended for 3 years to 9 December 2017; and (ii) the interest rate of the convertible notes was amended from 5% per annum to 3% per annum for the extended period, being from 9 December 2014 to 9 December 2017. Except for above-mentioned, the other terms remained unchanged. If the notes have not been converted, the Company will redeem on 9 December 2017 at the outstanding principal amount. Interest of 3% per annum will be paid annually until the notes are converted or redeemed.

## **權益掛鈎協議**

於年內訂立或於年末存在之權益掛鈎協議之詳情載列如下：

於二零一一年十二月九日，本公司發行本金額為約607,030,000港元，按年息率5%計息之可換股票據，作為收購新華電視亞太台之部分代價。每份票據賦予持有人權利按每股股份約0.196港元之兌換價兌換為普通股。可換股票據可於二零一一年十二月九日至二零一四年十二月八日期間內隨時兌換。倘票據尚未兌換，本公司將於二零一四年十二月九日贖回未行使本金額。於票據獲兌換或贖回之前，須按5%之年利率每年支付一次利息。

於二零一四年十二月九日，本公司與中國新華新聞電視網訂立第一份補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之若干條款及條件，其中(i)尚未行使本金額為277,030,210港元之尚未兌換可換股票據之到期日延長3年，且兌換期相應延長3年至二零一七年十二月九日；及(ii)延長期間(即二零一四年十二月九日至二零一七年十二月九日)之可換股票據之利率由每年5%修訂為每年3%。除上文所述者外，其他條款維持不變。倘票據尚未獲兌換，本公司將於二零一七年十二月九日按尚未行使本金額將其贖回。於票據獲兌換或贖回之前，須按3%之年利率每年支付一次利息。

On 13 December 2017, the Company entered into the second supplemental deed with China Xinhua NNC pursuant to which the Company and China Xinhua NNC agreed to amend term and condition of the convertible notes, where the maturity date of the outstanding convertible notes with outstanding principal amount of HK\$257,030,210 was extended for 1 year and the conversion period was accordingly extended for 1 year to 9 December 2018. Except for above-mentioned, the other terms remained unchanged. If the notes have not been converted, the Company will redeem on 9 December 2018 at the outstanding principal amount. Interest of 3% per annum will be paid annually until the notes are converted or redeemed.

On 9 December 2018, the Company entered into the third supplemental deed with China Xinhua NNC pursuant to which the Company and China Xinhua NNC agreed to amend term and condition of the convertible notes, where the maturity date of the outstanding convertible notes with outstanding principal amount of HK\$257,030,210 was extended for 2 years and the conversion period was accordingly extended for 2 years to 9 December 2020. Except for above-mentioned, the other terms remained unchanged. If the notes have not been converted, the Company will redeem on 9 December 2020 at the outstanding principal amount. Interest of 3% per annum will be paid annually until the notes are converted or redeemed.

On 25 January 2021, the Company entered into the fourth supplemental deed with China Xinhua NNC pursuant to which the Company and China Xinhua NNC agreed to amend term and condition of the convertible notes, where the maturity date of the outstanding convertible notes with outstanding principal amount of HK\$257,030,210 was extended for 1 year and the conversion period was accordingly extended for 1 year to 9 December 2021. Except for above-mentioned, the other terms remained unchanged. If the notes have not been converted, the Company will redeem on 9 December 2021 at the outstanding principal amount. Interest of 3% per annum will be paid annually until the notes are converted or redeemed.

於二零一七年十二月十三日，本公司與中國新華新聞電視網訂立第二份補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中本金額為257,030,210港元之尚未兌換可換股票據之到期日延長1年，且兌換期相應延長1年至二零一八年十二月九日。除上文所述者外，其他條款維持不變。倘票據尚未獲兌換，本公司將於二零一八年十二月九日按尚未行使本金額將其贖回。於票據獲兌換或贖回之前，須按3%之年利率每年支付一次利息。

於二零一八年十二月九日，本公司與中國新華新聞電視網訂立第三份補充契據，據此，本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中本金額為257,030,210港元之尚未兌換可換股票據之到期日延長2年，且兌換期相應延長2年至二零二零年十二月九日。除上文所述者外，其他條款維持不變。倘票據未獲兌換，本公司將於二零二零年十二月九日按尚未行使本金額將其贖回。於票據獲兌換或贖回之前，須按3%之年利率每年支付一次利息。

於二零二一年一月二十五日，本公司與中國新華新聞電視網訂立第四份補充契據，據此，本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中本金額為257,030,210港元之尚未兌換可換股票據之到期日延長1年，且兌換期相應延長1年至二零二一年十二月九日。除上文所述者外，其他條款維持不變。倘票據未獲兌換，本公司將於二零二一年十二月九日按尚未行使本金額將其贖回。於票據獲兌換或贖回之前，須按3%之年利率每年支付一次利息。



# DIRECTORS' REPORT

## 董事會報告

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this report, none of the Directors and their respective associates including spouses and children under 18 years of age was granted by the Company or its subsidiaries any right to acquire Shares or debentures of the Company or any other body corporate, or had exercised any such right during the year ended 31 March 2021.

### PURCHASE, SALE OR REDEMPTION OF THE SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares during the year ended 31 March 2021.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public throughout the year ended 31 March 2021 and as at the date of this report.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association and the laws of Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

### CONNECTED TRANSACTIONS

During the year, the Group entered into following continuing connected transactions:

### 董事購買股份或債權證的權利

除本報告所披露者外，截至二零二一年三月三十一日止年度，概無董事及彼等各自的聯繫人（包括配偶及未滿18歲的子女）獲本公司或其附屬公司授出任何權利可購買本公司或任何其他法人團體的股份或債權證，亦無行使任何有關權利。

### 購買、出售或贖回股份

截至二零二一年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何股份。

### 足夠公眾持股量

根據本公司取得之公開資料及據董事所知，截至二零二一年三月三十一日止年度及於本報告日期，公眾持有本公司全部已發行股本不低於25%。

### 優先購買權

本公司之組織章程細則及開曼群島法例並無載有優先購買權條文，以規定本公司須按比例基準向現有股東發售新股份。

### 關連交易

年內，本集團訂立以下持續關連交易：

## Television Broadcasting Right Agreement

On 5 September 2011, Xinhua TV Asia-Pacific entered into a television broadcasting right agreement (the “Television Broadcasting Right Agreement”) with China Xinhua NNC, pursuant to which China Xinhua NNC granted the television broadcasting right in respect of broadcasting information contents from Xinhua News Agency under CNC Channels on television channels in the Asia-Pacific region (excluding the PRC) to the Group for an annual fee of approximately HK\$1.0 million prior to 31 December 2016 and approximately HK\$3.0 million with effective from 1 January 2017. The Television Broadcasting Right Agreement has a term of 120 months from 1 September 2011 to 31 August 2021. Since China Xinhua NNC is a substantial shareholder of the Company, and therefore a connected person of the Company within the meaning of the GEM Listing Rules, the transactions contemplated under the Television Broadcasting Right Agreement constitute continuing connected transactions for the Company pursuant to Chapter 20 of the GEM Listing Rules.

## GEM Listing Rules Implications

Pursuant to Rule 20.41 of the GEM Listing Rules, the transactions contemplated under the Television Broadcasting Right Agreement are subject to the applicable reporting, annual review and disclosure requirements under Chapter 20 of the GEM Listing Rules. The Company will comply with the applicable reporting, disclosure and independent shareholders’ approval requirements, as the case may be, under Chapter 20 of the GEM Listing Rules upon any variation or renewal of the Television Broadcasting Right Agreement.

Save as disclosed above, none of the Directors, controlling Shareholders and their respective associates has any other conflict of interests with the Group during the year ended 31 March 2021.

## 電視播放權協議

於二零一一年九月五日，新華電視亞太台與中國新華新聞電視網訂立一份電視播放權協議（「電視播放權協議」），據此，中國新華新聞電視網向本集團授出於亞太地區（不包括中國）之電視頻道播放新華社之該等CNC頻道下之資訊內容之電視播放權，於二零一六年十二月三十一日前之年費為約1,000,000港元及自二零一七年一月一日起之年費為約3,000,000港元。電視播放權協議為期120個月，自二零一一年九月一日起至二零二一年八月三十一日止。由於中國新華新聞電視網為本公司之主要股東，故為本公司之關連人士（定義見GEM上市規則）。因此，根據GEM上市規則第20章，根據電視播放權協議擬進行之交易構成本公司之持續關連交易。

## GEM上市規則的涵義

根據GEM上市規則第20.41條，根據電視播放權協議項下擬進行之交易須受到GEM上市規則第20章項下適用的申報、年度審閱及披露規定規管。於修改或更新電視播放權協議後，本公司將遵守GEM上市規則第20章項下適用的申報、披露及獨立股東批准之規定（視乎情況而定）。

除上文披露者外，截至二零二一年三月三十一日止年度期間，董事、控股股東及彼等各自的聯繫人概無與本集團有任何其他利益衝突。

### CORPORATE GOVERNANCE

Details of the Group's corporate governance practices are set out in the "Corporate Governance Report" section on pages 43 to 72 of this report.

### EVENTS AFTER THE REPORTING PERIOD

After the outbreak of Coronavirus Disease 2019 ("COVID-19 outbreak") in early 2020, a series of precautionary and control measures have been and continued to be implemented in countries where the Group operates. The Group will pay close attention to the development of the COVID-19 outbreak and evaluate its impact to the Group.

On 25 January 2021, the Company entered into a supplemental deed with China Xinhua NNC, pursuant to which the maturity date of the outstanding convertible notes of principal amount of HK\$257,030,210 will be extended to 9 December 2021. The amendment of terms and conditions has been approved by the shareholders of the Company at the extraordinary general meeting and the Stock Exchange on 11 June 2021 and 22 June 2021. The above-said amendment of terms and conditions will be subject to approval by the Stock Exchange. Further details of the amendment of terms and conditions were set out in the Company's announcement dated 25 January 2021 and the Company's circular dated 18 May 2021.

Save for disclosed above, no significant event has taken place subsequent to 31 March 2021 and up to the date of this report.

### 企業管治

本集團企業管治常規之詳情載於本報告第43至72頁的「企業管治報告」一節。

### 報告期後事項

於二零二零年初爆發2019冠狀病毒病（「COVID-19爆發」）後，一系列預防及控制措施經已及持續於本集團營運所在之國家實施。本集團將密切留意COVID-19爆發之發展並評估其對本集團之影響。

於二零二一年一月二十五日，本公司與中國新華新聞電視網訂立補充契據，據此，本金額為257,030,210港元之尚未兌換可換股票據之到期日將延長至二零二一年十二月九日。條款及條件之修訂已於二零二一年六月十一日及二零二一年六月二十二日經本公司股東於股東特別大會以及經聯交所批准。上述條款及條件之修訂須經聯交所批准。有關條款及條件之修訂之進一步詳情載於本公司日期為二零二一年一月二十五日之公佈及本公司日期為二零二一年五月十八日之通函。

除上文所披露者外，於二零二一年三月三十一日後直至本報告日期概無發生重大事件。

## AUDITOR

The Financial Statements for the year ended 31 March 2021 have been audited by HLB Hodgson Impey Cheng Limited which will retire and, being eligible, offer itself for re-appointment at the forthcoming AGM. A resolution to re-appoint HLB Hodgson Impey Cheng Limited and to authorise the Directors to fix its remuneration will be proposed at the forthcoming AGM.

On behalf of the Board

**Jiang Yan**

*Chairman*

Hong Kong, 30 June 2021

## 核數師

截至二零二一年三月三十一日止年度之財務報表已由國衛會計師事務所有限公司審核，其將於即將舉行之股東週年大會上退任且符合資格並願意膺選連任。本公司將於即將舉行之股東週年大會上提呈一項決議案續聘國衛會計師事務所有限公司並授權董事釐定其薪酬。

代表董事會

**姜岩**

*主席*

香港，二零二一年六月三十日

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告



國衛會計師事務所有限公司  
HODGSON IMPEY CHENG LIMITED

31/F, Gloucester Tower  
The Landmark  
11 Pedder Street  
Central  
Hong Kong

香港  
中環  
畢打街11號  
置地廣場  
告羅士打大廈31樓

### TO THE SHAREHOLDERS OF CNC HOLDINGS LIMITED

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

### OPINION

We have audited the consolidated financial statements of CNC Holdings Limited and its subsidiaries (collectively referred to as “the Group”) set out on pages 107 to 254, which comprise the consolidated statement of financial position as at 31 March 2021, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2021, 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.

### 致中國新華電視控股有限公司之股東

*(於開曼群島註冊成立之有限公司)*

### 意見

本行已審核列載於第107至254頁中國新華電視控股有限公司及其附屬公司（統稱「貴集團」）之綜合財務報表，綜合財務報表包括於二零二一年三月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註（包括重大會計政策概要）。

本行認為，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」）真實而公平地反映貴集團於二零二一年三月三十一日之綜合財務狀況及其截至該日止年度之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編製。

## 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.

## MATERIAL UNCERTAINTY RELATING TO GOING CONCERN

We draw attention to Note 3c in the consolidated financial statements, which indicates that the Company incurred a net loss of approximately HK\$73,752,000 during the year ended 31 March 2021 and, as of that date, the Company’s net current liabilities and net liabilities of approximately HK\$315,638,000 and HK\$343,193,000 respectively. These events or conditions, along with other matters as set forth in Note 3c, indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## 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. In addition to the matter described in the “Material Uncertainty Relating to Going Concern” section, we have determined the matters described below to be the key audit matters to be communicated in our report.

## 意見基礎

本行根據香港會計師公會頒佈的香港審核準則（「**香港審核準則**」）進行審核工作。根據該等準則，本行的責任於本報告「核數師就審核綜合財務報表須承擔的責任」中進一步詳述。根據香港會計師公會頒佈的專業會計師道德守則（「**該守則**」），本行獨立於 貴集團，並已遵循該守則履行其他道德責任。本行相信，本行所獲得的審核憑證乃為充足及適當地為本行的意見提供基礎。

## 關於持續經營的重大不確定性

本行提請注意綜合財務報表附註3c，其顯示 貴公司截至二零二一年三月三十一日止年度錄得虧損淨額約73,752,000港元及 貴公司於該日期之流動負債淨額及負債淨額分別為約315,638,000港元及343,193,000港元。該等事項或情況連同載於附註3c之其他事宜顯示，存在重大不確定性，可能導致對 貴公司之持續經營能力產生重大疑慮。本行並無對該事項作出非無保留意見。

## 關鍵審核事項

關鍵審核事項乃根據本行的專業判斷，認為對本行審核本期間綜合財務報表之最為重要的事項。該等事項乃於本行審核整體綜合財務報表及達成本行對其的意見時進行處理，而本行不會對該等事項提供單獨的意見。除「關於持續經營的重大不確定性」一節所述之事項外，本行已釐定下文所述事宜為將於本行的報告內溝通的關鍵審核事項。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### Key audit matter

#### 關鍵審核事項

#### **Allowance for expected credit losses assessment for trade receivables and contract assets**

#### **貿易應收款項及合約資產之預期信貸虧損撥備評估**

**Refer to Notes 5, 23 and 24 to the consolidated financial statements and the accounting policies in Note 4 to the consolidated financial statements.**

請參閱綜合財務報表附註5、23及24以及綜合財務報表附註4之會計政策。

As at 31 March 2021, the Group had gross trade receivables and contract assets of approximately HK\$31,557,000 and HK\$16,586,000 respectively, and allowance for expected credit losses of approximately HK\$11,792,000 and HK\$6,178,000.

於二零二一年三月三十一日，貴集團擁有貿易應收款項總額及合約資產分別約為31,557,000港元及16,586,000港元，而預期信貸虧損撥備計提分別約為11,792,000港元及6,178,000港元。

In general, the credit terms granted by the Group to the customers was 30 days on trade customers of contract works. Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of provision for impairment based on information including credit profile of different customers, ageing of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and ongoing trading relationships with the relevant customers. Management also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses.

一般而言，貴集團就合約工程貿易客戶授予客戶之信貸期為30日。管理層根據不同客戶的信譽狀況、貿易應收款項的賬齡、過往結算記錄、後續結算狀況、預期時間及未償還結餘變現金額及與相關客戶的持續交易關係等資料對貿易應收款項的可收回性及減值撥備的充足性進行定期評估。管理層亦考慮可能影響客戶償還未償還結餘的能力的前瞻性資料，以估計預期信貸虧損。

### How our audit address the key audit matter

#### 本行的審核如何對關鍵審核事項進行處理

Our procedures in relation to management's allowance for expected credit losses assessment of the trade receivables and contract assets as at 31 March 2021 included but not limited to:

本行有關管理層對二零二一年三月三十一日之貿易應收款項及合約資產之預期信貸虧損撥備評估之程序包括但不限於：

- Understanding and evaluating the key controls that the Group has implemented to manage and monitor its credit risk, and how the management estimates the credit loss allowance for trade receivables and contract assets;
- 了解及評估 貴集團已就管理及監控其信貸風險而實施的關鍵控制措施，以及管理層如何估計貿易應收款項及合約資產之預期信貸虧損撥備；
- Checking, on a sample basis, the ageing profile of the trade receivables as at 31 March 2021 to the underlying financial records and post year-end settlements to bank receipts;
- 抽樣檢查於二零二一年三月三十一日有關財務記錄內的貿易應收款項的賬齡情況及年結日後的銀行賬戶結算收據；

## Key audit matter

### 關鍵審核事項

## How our audit address the key audit matter

### 本行的審核如何對關鍵審核事項進行處理

#### **Allowance for expected credit losses assessment for trade receivables and contract assets** (Continued)

#### 貿易應收款項及合約資產之預期信貸虧損撥備評估 (續)

**Refer to Notes 5, 23 and 24 to the consolidated financial statements and the accounting policies in Note 4 to the consolidated financial statements.** (Continued)

請參閱綜合財務報表附註5、23及24以及綜合財務報表附註4之會計政策。(續)

We focused on this area due to the allowance for expect credit loss assessment of trade receivables and contract assets under the expected credit losses model involved the use of significant management judgements and estimates.

本行關注此範疇乃由於預期信貸虧損模型下的貿易應收款項及合約資產預期信貸虧損撥備評估涉及使用重大管理層判斷及估計。

- 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 ongoing business relationship with the customers based on trade records, checking historical and subsequent settlement records of and other correspondence with the customers; and
- 向管理層查詢於年結日已逾期的各項重大貿易應收款項的狀況，並通過支持性憑證證實管理層的解釋，例如公開查詢所選客戶的信用狀況，根據交易記錄了解與客戶的持續業務關係，檢查客戶的歷史及後續結算記錄以及其他通訊；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 management's basis and judgement in determining allowance for expected credit loss on trade receivables and contract assets as at 31 March 2021, including their identification of credit-impaired trade receivables and contract assets, the grouping of the trade receivables and contract assets into different categories in the provision matrix, 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的適當性，抽樣檢查關鍵輸入數據，以評估其準確性及完整性，並對釐定於二零二一年三月三十一日之貿易應收款項及合約資產之預期信貸虧損撥備之假設、管理層基準及判斷提出質疑，包括對信貸減值的貿易應收款項及合約資產的識別、將貿易應收款項及合約資產於撥備矩陣分為不同組別、用於釐定預期信貸虧損之歷史及前瞻性資料。

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

本行發現，管理層用以評估貿易應收款項及合約資產的可收回性及釐定減值撥備的判斷及估計將獲得憑證的支持。



# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### Key audit matter

關鍵審核事項

### How our audit address the key audit matter

本行的審核如何對關鍵審核事項進行處理

#### ***Contract revenue recognition and accounting for construction contract***

***確認合約收益及建築合約之會計處理***

**Refer to Notes 5 and 6 to the consolidated financial statements and the accounting policies in Note 4 to the consolidated financial statements.**

請參閱綜合財務報表附註5及6以及綜合財務報表附註4之會計政策。

The Group recognises revenue over time in accordance with HKFRS 15 Revenue for contract with customers. 貴集團按照香港財務報告準則第15號客戶合約收益隨時間確認收益。

The revenue and profit recognised in a year on these projects is dependent, amongst others, on the assessment of the Group's efforts or inputs to the construction projects (i.e. contract cost incurred for work performed) relative to the total expected inputs to the construction projects (i.e. estimated total budgeted contract cost committed for the projects).

一年內確認的這些項目的收益和利潤，除其他外，取決於貴集團對建築項目的努力或投入（即已完成工程產生的合約成本）相對於建設項目的總共預期投入（即為項目承諾的估計總預算合約成本）的評估。

The uncertainty and subjectivity involved in determining the cost to complete and foreseeable losses may have a significant impact on the revenue and profit of the Group. 釐定完成成本及可預見虧損涉及不確定性及主觀性，這些因素可能對貴集團的收益及溢利造成重大影響。

Our procedures in relation to revenue recognition from construction projects included but not limited to: 本行有關建築項目收益確認之程序包括但不限於：

- Obtaining an understanding of the projects, evaluated the design and implementation of relevant controls relating to revenue recognition and partially completed projects.
- 了解項目、評估與收益確認和部分完成項目有關的相關控制的設計和實施。
- Assessing the Group's revenue recognition practice to determine that they are in compliance with HKFRS 15 Revenue from contracts with customers, including the assessment of the Group's efforts or inputs to the construction projects (i.e. contract cost incurred for work performed) relative to the total expected inputs to the construction projects (i.e. estimated total budgeted contract cost committed for the projects).
- 評估貴集團的收益確認慣例，以釐定其符合香港財務報告準則第15號客戶合約收益，包括貴集團對建築項目的努力或投入（即已完成工程產生的合約成本）相對於建設項目的總共預期投入（即為項目承諾的估計總預算合約成本）的評估。

**Key audit matter**  
關鍵審核事項

**How our audit address the key audit matter**  
本行的審核如何對關鍵審核事項進行處理

***Contract revenue recognition and accounting for construction contract (Continued)***

**確認合約收益及建築合約之會計處理 (續)**

**Refer to Notes 5 and 6 to the consolidated financial statements and the accounting policies in Note 4 to the consolidated financial statements. (Continued)**

請參閱綜合財務報表附註5及6以及綜合財務報表附註4之會計政策。(續)

- For selected projects, our audit procedures included the following:
- 就經選定項目而言，本行的審核程序包括以下各項：
  - i. agreed projects contract sum to signed contracts and variation orders;
  - i. 項目合約金額符合所簽訂合約及改工指示；
  - ii. obtained construction contract from management and reviewed for any specific or special performance obligations and conditions during the financial period;
  - ii. 自管理層獲得建築合約並審核於財務期間任何具體或特殊履行義務及條件；
  - iii. assessed the reasonableness of cost incurred against our understanding of the projects;
  - iii. 以本行對項目的了解評核所產生成本的合理性；
  - iv. vouched the actual cost incurred during the year to details of supplier invoices and subcontractors to check the validity and accuracy of the costs;
  - iv. 以年內所產生實際成本核對供應商發票及分判承包商的詳情，確保該等成本的有效及準確；

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### Key audit matter 關鍵審核事項

### How our audit address the key audit matter 本行的審核如何對關鍵審核事項進行處理

#### **Contract revenue recognition and accounting for construction contract** (Continued)

確認合約收益及建築合約之會計處理 (續)

#### **Refer to Notes 5 and 6 to the consolidated financial statements and the accounting policies in Note 4 to the consolidated financial statements.** (Continued)

請參閱綜合財務報表附註5及6以及綜合財務報表附註4之會計政策。(續)

- v. performed cut-off testing to verify contract costs were taken up in the appropriate financial year;
- v. 進行截止測試，以核實合約成本乃於合適財政年度支取；
  
- vi. assessed and vouched to the estimated cost to complete by substantiating costs that have been committed to quotations and contracts entered;
- vi. 透過核對已承擔的成本與報價及簽訂的合約，評估並證明預計完成成本；
  
- vii. checked to the latest certificate issued by the independent surveyors (“**Surveyors**”) before year end date for the verification of the value of work already performed during the year;
- vii. 檢查獨立測量師(「**測量師**」)於年結日前就核證年內已進行工程價值最新發出之證明；
  
- viii. checked to the certificate issued by the Surveyors subsequent to year end date, to verify the uncertified work before year end has been subsequently certified by the Surveyors;
- viii. 檢查測量師於年結日後發出之證明，以查核於年末前未獲證明但隨後已獲測量師核證之工程；

**Key audit matter**  
關鍵審核事項

**How our audit address the key audit matter**  
本行的審核如何對關鍵審核事項進行處理

***Contract revenue recognition and accounting for construction contract (Continued)***

**確認合約收益及建築合約之會計處理 (續)**

**Refer to Notes 5 and 6 to the consolidated financial statements and the accounting policies in Note 4 to the consolidated financial statements. (Continued)**

請參閱綜合財務報表附註5及6以及綜合財務報表附註4之會計政策。(續)

- ix. performed retrospective review by comparing the total actual contract costs incurred at completion against the total budgeted contract costs to assess the reasonableness of the estimates used by the management;
- ix. 透過比較竣工時實際發生的合約總成本與預算合約總成本進行回顧性審查，以評估管理層所用估計的合理性；
  
- x. for projects in progress, recomputed the percentage of the progress of the contract based on input method to test the accuracy of the percentage of the progress to determine the revenue;
- x. 就進行中項目而言，本行根據投入法重新計算合約進度百分比，以檢驗進度百分比的準確性，以確定收益；
  
- xi. for projects completed during the year, obtained the certificate of substantial completion and verified that the remaining revenue has been captured;
- xi. 就年內完工項目而言，取得實質竣工證明，並核實已獲得其餘收益；

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### Key audit matter 關鍵審核事項

### How our audit address the key audit matter 本行的審核如何對關鍵審核事項進行處理

#### **Contract revenue recognition and accounting for construction contract** (Continued)

確認合約收益及建築合約之會計處理 (續)

#### **Refer to Notes 5 and 6 to the consolidated financial statements and the accounting policies in Note 4 to the consolidated financial statements.** (Continued)

請參閱綜合財務報表附註5及6以及綜合財務報表附註4之會計政策。(續)

- xii. compared total contract revenue to actual cost incurred plus estimated cost to complete, and assessed for foreseeable losses; and
  - xii. 合約總收入與實際發生成本加上預計完工成本進行比較，並對可預見的損失進行評估；及
  - xiii. examined the project documentation (including contracts effective during the financial period, terms and conditions) and discussed with management on the progress of significant projects to determine if there are any changes such as delays, penalties, overruns which may result in liquidated damages.
  - xiii. 檢視有關項目的存檔記錄(包括於財政期間生效之合約、條款及條件)，並與管理層論及重大項目的進度，以釐定是否存在可能引致算定損害賠償的任何變動，例如延誤、罰款、超支等。
- Assessing the appropriateness and adequacy of the disclosures made in the consolidated financial statements.
  - 評估綜合財務報表所作出披露之適當性及準確性。

Based on our audit procedures performed above, we found that the management's judgement in relation to the revenue recognition from construction contracts to be supportable by available evidence.

基於本行上述進行之審核程序，本行發現管理層就有關建築合約確認收益的判斷將獲可得憑證支持。

**Key audit matter**  
關鍵審核事項

**How our audit address the key audit matter**  
本行的審核如何對關鍵審核事項進行處理

***Impairment assessment of intangible assets***  
**無形資產之減值評估**

**Refer to Notes 5, 20 and 21 to the consolidated financial statements and the accounting policies in Note 4 to the consolidated financial statements.**

請參閱綜合財務報表附註5、20及21以及綜合財務報表附註4之會計政策。

As at 31 March 2021, the Group has intangible assets of approximately HK\$Nil relating to television broadcasting business acquisition in previous years.

於二零二一年三月三十一日，貴集團擁有於過往年度收購電視播放業務之無形資產約零港元。

Management performed impairment assessment of intangible assets based on value in use model that required significant management judgement with respect to the discount rate and the underlying cash flows, in particular future revenue growth and capital expenditure. Independent external valuation were obtained in order to support management's estimates. 管理層已就無形資產進行減值評估，該評估乃基於要求管理層就貼現率及相關現金流量（尤其是未來收益增長及資本開支）作出重大判斷的使用價值模型。為支持管理層作出之估計，已獲取獨立外部估值意見。

Our procedures in relation to management impairment assessment of intangible assets included but not limited to: 本行有關管理層對無形資產的減值評估之程序包括但不限於：

- Evaluating the independent valuer's competence, capabilities and objectivity;
- 評價獨立估值師的資歷、能力和客觀性；
- Assessing the methodologies used and the appropriateness of the key assumption based on our knowledge of the relevant industry and using our valuation experts;
- 依據本行對相關行業的知識並透過本行的估值專家，評估所採用的方法及關鍵假設的恰當性；
- Assessing the disclosures in the consolidated financial statements in respect of intangible assets with reference to the requirements of the prevailing accounting standards;
- 根據現行會計準則規定，評估綜合財務報表內有關無形資產的披露；
- Checking, on a sampling basis, the accuracy and relevance of the input data used.
- 運用抽樣方法，檢查所採用的輸入數據的準確性和相關性。

We found the managements' impairment assessment of intangible assets to be supportable by available evidence. 本行發現，管理層對無形資產的減值評估已獲可得憑證的支持。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### 其他資料

貴公司董事須對其他資料負責。其他資料包括載入年報之資料，但不包括綜合財務報表及本行就其發出的核數師報告（「**其他資料**」）。

本行對綜合財務報表作出的意見不包括其他資料，本行亦不會對其他資料發表任何形式的核證結論。

就本行審核綜合財務報表而言，本行的責任為閱讀其他資料，並於此過程中，考慮其他資料是否與綜合財務報表或本行於審核中所得知的情況有重大抵觸，或似乎有重大錯誤陳述。基於本行已執行的工作，倘本行認為此其他資料有重大錯誤陳述，本行須報告有關事實。於此方面，本行沒有任何報告。

### 董事及審核委員會就綜合財務報表須承擔的責任

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編製綜合財務報表，以令綜合財務報表作出真實而公平的呈報，及落實董事認為就編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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.

## **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.

於編製綜合財務報表時，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，以及採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，或除此之外並無其他實際可行的辦法。

審核委員會須負責監督 貴集團的財務申報程序。

## **核數師就審核綜合財務報表須承擔的責任**

本行的目標為合理確定此等綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有本行意見的核數師報告。本行僅向 閣下報告，不作其他用途。本行概不就本報告內容向任何其他人士承擔或負上任何責任。合理保證屬高層次的保證，惟概不保證根據香港審核準則進行的審核工作總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤而產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。



# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

作為根據香港審核準則進行審核的一部分，本行於整個審核過程中行使專業判斷並保持專業懷疑態度。本行亦：

- 識別及評估無論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、設計及執行審核程序以應對該等風險，以及獲取充足和適當的審核憑證，作為本行意見的基礎。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的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核有關的內部控制，以設計適當的審核程序，但並非為對 貴集團內部控制的效能發表意見。
- 評估董事所採用會計政策的適當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營為會計基礎的恰當性作出結論，並根據所獲得的審核憑證，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。倘本行認為存在重大不確定性，本行須於核數師報告中提請注意綜合財務報表中的相關披露，或倘有關披露不足，則本行發表非無保留意見。本行的結論乃基於截至核數師報告日期所獲得的審核憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。

- 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.
- 評價綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以就綜合財務報表發表意見。本行須負責集團審核的方向、監督及執行。本行須為本行的審核意見承擔全部責任。

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

本行與審核委員會就（其中包括）審核的計劃範圍、時間安排及重大審核發現進行溝通，該等發現包括本行在審核過程中識別的內部控制的任何重大缺失。

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

本行亦向審核委員會作出聲明，說明本行已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響本行獨立性的所有關係及其他事宜，以及消除威脅的行動或防範措施（如適用）。

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the 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.

從與審核委員會溝通的事項中，本行釐定對本期間財務報表的審核至關重要因而構成關鍵審核事項的事項。本行在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在報告中溝通某事項造成的負面後果超出產生的公眾利益，則本行決定不應在報告中溝通有關事項。

## INDEPENDENT AUDITORS' REPORT 獨立核數師報告

The engagement director on the audit resulting in this independent auditors' report is Shek Lui.

出具本獨立核數師報告的審核項目董事為石磊。

### **HLB Hodgson Impey Cheng Limited**

Certified Public Accountants

#### **Shek Lui**

Practising Certificate Number: P05895

Hong Kong, 30 June 2021

### **國衛會計師事務所有限公司**

執業會計師

#### **石磊**

執業證書編號：P05895

香港，二零二一年六月三十日

# 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 2021 截至二零二一年三月三十一日止年度

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue	收益	6	239,233	237,322
Cost of services	服務成本		(268,053)	(254,858)
<b>Gross loss</b>	<b>毛損</b>		<b>(28,820)</b>	(17,536)
Other income	其他收入	7	12,374	1,033
Other losses, net	其他虧損淨額	8	(913)	(11,811)
Amortisation of intangible assets	無形資產攤銷	20	(18,316)	(18,367)
Selling and distribution expenses	銷售及分銷開支		(770)	(770)
Administrative expenses	行政開支		(26,005)	(24,591)
Impairment loss on intangible assets	無形資產減值虧損	20	(7,679)	-
Impairment loss on right-of-use assets	使用權資產減值虧損	19	(2,872)	-
Change in fair value of financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產之公平值變動		2,965	(4,636)
<b>Loss from operations</b>	<b>營運虧損</b>	10	<b>(70,036)</b>	(76,678)
Finance costs	融資成本	12	(9,314)	(28,496)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>		<b>(79,350)</b>	(105,174)
Income tax	所得稅	15	5,598	4,343
<b>Loss for the year</b>	<b>年內虧損</b>		<b>(73,752)</b>	(100,831)
<b>Other comprehensive income/(loss)</b>	<b>其他全面收益／(虧損)</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>	<i>其後可重新分類至損益之項目</i>			
Exchange differences on translating foreign operations	換算境外業務之匯兌差額		1,031	(1,104)
Other comprehensive income/(loss) for the year, net of income tax	年內其他全面收益／(虧損)，扣除所得稅		1,031	(1,104)
<b>Total comprehensive loss for the year</b>	<b>年內全面虧損總額</b>		<b>(72,721)</b>	(101,935)

# 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 2021 截至二零二一年三月三十一日止年度

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Loss for the year attributable to:</b>	<b>下列人士應佔 年內虧損：</b>			
– Owners of the Company	– 本公司擁有人		(72,946)	(100,831)
– Non-controlling interest of the Company	– 本公司的非控股權益		(806)	–
			<u>(73,752)</u>	<u>(100,831)</u>
<b>Total comprehensive loss for the year attributable to</b>	<b>下列人士應佔年內 全面虧損總額</b>			
– Owners of the Company	– 本公司擁有人		(71,915)	(101,935)
– Non-controlling interest of the Company	– 本公司的非控股權益		(806)	–
			<u>(72,721)</u>	<u>(101,935)</u>
<b>Loss per share attributable to owners of the Company</b>	<b>本公司擁有人應佔 每股虧損</b>			
– Basic and diluted (HK cents)	– 基本及攤薄 (港仙)	17	<u>(1.80)</u>	<u>(2.49)</u>

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

隨附之附註為此等綜合財務報表之一部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 March 2021 於二零二一年三月三十一日

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	18	23,138	26,407
Right-of-use assets	使用權資產	19	1,106	9,107
Intangible assets	無形資產	20	-	25,995
Deferred tax assets	遞延稅項資產	32	-	124
			<b>24,244</b>	<b>61,633</b>
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables	貿易及其他應收款項	23	68,716	84,552
Contract assets	合約資產	24	10,408	9,238
Financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產	25	4,800	1,835
Cash and cash equivalents	現金及現金等價物	26	66,743	91,196
			<b>150,667</b>	<b>186,821</b>
<b>Total assets</b>	<b>總資產</b>		<b>174,911</b>	<b>248,454</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	27	150,018	146,433
Contract liabilities	合約負債	24	62,613	63,302
Lease liabilities	租賃負債	28	3,371	7,231
Promissory note	承兌票據	30	-	44,658
Convertible notes	可換股票據	31	243,605	242,990
Employee benefits	僱員福利	29	5,638	3,672
Tax payable	應付稅項		1,060	1,284
			<b>466,305</b>	<b>509,570</b>
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<b>(315,638)</b>	<b>(322,749)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>(291,394)</b>	<b>(261,116)</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 March 2021 於二零二一年三月三十一日

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Interest payables	應付利息	27	4,920	–
Lease liabilities	租賃負債	28	189	2,925
Promissory note	承兌票據	30	44,584	–
Deferred tax liabilities	遞延稅項負債	32	2,106	7,927
			<u>51,799</u>	<u>10,852</u>
<b>Total liabilities</b>	<b>總負債</b>		<u>518,104</u>	<u>520,422</u>
<b>Net liabilities</b>	<b>負債淨額</b>		<u>(343,193)</u>	<u>(271,968)</u>
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	33	4,055	4,055
Reserves	儲備		(349,159)	(276,023)
			<u>(345,104)</u>	<u>(271,968)</u>
Non-controlling interests	非控股權益		1,911	–
<b>Total equity</b>	<b>總權益</b>		<u>(343,193)</u>	<u>(271,968)</u>

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 June 2021 and are signed on its behalf by:

董事會已於二零二一年六月三十日批准及授權刊發綜合財務報表，並由下列人士代表董事會簽署：

**Jiang Yan**

姜岩

Director

董事

**Li Yong Sheng**

李永升

Director

董事

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

隨附之附註為此等綜合財務報表之一部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

		Share capital	Share premium*	Capital reserves*	Convertible notes equity reserves*	Foreign currency translation reserves*	Investment revaluation reserves*	Other reserves*	Accumulated losses*	Total	Non-controlling interest	Total equity
		股本	股份溢價*	資本儲備*	可換股票據權益儲備*	外幣換算儲備*	投資重估儲備*	其他儲備*	累計虧損*	總計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元	千港元
		(Note 33)	(Note 34)	(Note 34)	(Note 31)	(Note 34)	(Note 34)	(Note 34)	(Note 34)	(Note 34)	(Note 34)	(Note 34)
		(附註33)	(附註34)	(附註34)	(附註31)	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)	(附註34)
As at 31 March 2019	於二零一九年三月三十一日	4,055	1,238,195	2,758	14,400	(1,647)	(1,057)	41,214	(1,467,951)	(170,033)	-	(170,033)
Loss for the year	年內虧損	-	-	-	-	-	-	-	(100,831)	(100,831)	-	(100,831)
Other comprehensive loss for the year, net of tax: Item that may be reclassified subsequently to profit or loss:	年內其他全面虧損，扣除稅項：其後可重新分類至損益之項目：											
Exchange differences on translating foreign operations	換算境外業務之匯兌差額	-	-	-	-	(1,104)	-	-	-	(1,104)	-	(1,104)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	(1,104)	-	-	(100,831)	(101,935)	-	(101,935)
Transfer to accumulated losses upon derecognition of investment revaluation	取消確認投資重估後轉撥至累計虧損	-	-	-	-	-	1,057	-	(1,057)	-	-	-
At 31 March 2020 and 1 April 2020	於二零二零年三月三十一日及二零二零年四月一日	4,055	1,238,195	2,758	14,400	(2,751)	-	41,214	(1,569,839)	(271,968)	-	(271,968)
Loss for the year	年內虧損	-	-	-	-	-	-	-	(72,946)	(72,946)	(806)	(73,752)
Other comprehensive income for the year, net of tax: Items that may be reclassified subsequently to profit or loss:	年內其他全面收益，扣除稅項：其後可重新分類至損益之項目：											
Exchange differences on translating foreign operations	換算境外業務之匯兌差額	-	-	-	-	1,031	-	-	-	1,031	-	1,031
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	1,031	-	-	(72,946)	(71,915)	(806)	(72,721)
Changes in ownership interest of subsidiaries	附屬公司所有權權益變動	-	-	-	-	-	-	-	(1,221)	(1,221)	2,717	1,496
At 31 March 2021	於二零二一年三月三十一日	4,055	1,238,195	2,758	14,400	(1,720)	-	41,214	(1,644,006)	(345,104)	1,911	(343,193)

\* The aggregate amount of these balances of approximately HK\$349,159,000 in deficit (2020: approximately HK\$276,023,000) was included as reserves in the consolidated statement of financial position as at 31 March 2021.

\* 於二零二一年三月三十一日，該等結餘之虧絀總額約為349,159,000港元（二零二零年：約276,023,000港元）已計入綜合財務狀況表內為儲備。

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

隨附之附註為此等綜合財務報表之一部分。



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

	Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營活動產生之現金流量</b>		
Loss before income tax	除所得稅前虧損	(79,350)	(105,174)
Adjustments for:	調整：		
Amortisation of intangible assets	無形資產攤銷	20	18,367
Depreciation of property, plant and equipment	物業、廠房及設備折舊	10	18,715
Depreciation of right-of-use assets	使用權資產折舊	10	7,211
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備 之收益淨額	8	(957)
Finance costs	融資成本	12	28,496
Change in fair value of financial assets at fair value through profit or loss	透過損益按公平值 入賬之金融資產之 公平值變動	(2,965)	4,636
Loss arising on extension of promissory note	延長承兌票據產生之 虧損	8	-
Interest income	利息收入	7	(213)
Dividend income	股息收入	7	(48)
Exchange loss/(gain), net	匯兌虧損／(收益)淨額	8	(559)
(Reversal of)/allowance for expected credit losses recognised for trade receivables, net	就貿易應收款項確認之 預期信貸虧損(撥回) ／撥備，淨額	8	7,920
Allowance for expected credit losses recognised for other receivables, net	就其他應收款項確認之 預期信貸虧損撥備， 淨額	8	-
Allowance for expected credit losses recognised for contract assets, net	就合約資產確認之 預期信貸虧損撥備 ，淨額	8	5,407
Impairment loss on intangible assets	無形資產減值虧損	20	-
Impairment loss on right-of-use assets	使用權資產減值虧損	19	-
<b>Operating cash flows before movements in working capital</b>	<b>營運資本變動前之 經營現金流量</b>	<b>(22,857)</b>	<b>(16,199)</b>
Decrease in trade and other receivables	貿易及其他應收款項 減少	15,813	13,201
(Increase)/decrease in contract assets	合約資產(增加)／減少	(1,263)	872
(Decrease)/increase in trade and other payables	貿易及其他應付款項 (減少)／增加	(543)	31,333
Decrease in contract liabilities	合約負債減少	(689)	(1,854)
Increase in employee benefits	僱員福利增加	1,966	122
Cash (used in)/generated from operations	經營(所用)／所得之現金	(7,573)	27,475
Income tax paid	已付所得稅	(323)	(1,098)
<b>Net cash (used in)/generated from operating activities</b>	<b>經營活動(所用)／ 所得現金淨額</b>	<b>(7,896)</b>	<b>26,377</b>

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Cash flows from investing activities</b>	<b>投資活動產生之現金流量</b>		
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	194	1,430
Purchase of property, plant and equipment	購買物業、廠房及設備	(11,545)	(7,476)
Purchase of financial assets at fair value through profit or loss	購買透過損益按公平值入賬之金融資產	-	(2,154)
Proceeds from disposal of financial assets at fair value through profit or loss	出售透過損益按公平值入賬之金融資產之所得款項	-	1,864
Proceeds from disposal of financial assets at fair value through other comprehensive income	出售透過其他全面收益按公平值入賬之金融資產之所得款項	-	1,245
Interest received	已收利息	353	213
Dividend received	已收股息	-	48
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>	<b>(10,998)</b>	<b>(4,830)</b>
<b>Cash flows from financing activities</b>	<b>融資活動產生之現金流量</b>		
Repayment of lease liabilities	償還租賃負債	(7,668)	(9,831)
Proceeds from deemed disposal of subsidiary	視作出售附屬公司所得款項	1,496	-
<b>Net cash used in financing activities</b>	<b>融資活動所用現金淨額</b>	<b>(6,172)</b>	<b>(9,831)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物(減少)／增加淨額</b>	<b>(25,066)</b>	<b>11,716</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>年初現金及現金等價物</b>	<b>91,196</b>	<b>79,915</b>
Effects of foreign exchange rate changes	匯率變動之影響	613	(435)
<b>Cash and cash equivalents at the end of the year</b>	<b>年末現金及現金等價物</b>	<b>66,743</b>	<b>91,196</b>

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

隨附之附註為此等綜合財務報表之一部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 1. GENERAL

The Company was incorporated in the Cayman Islands on 15 March 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The registered office and principal place of business of the Company are located at the offices of Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Suites 2708 – 2710, 27/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong respectively. Its substantial shareholder is China Xinhua News Network Co., Limited (“**China Xinhua NNC**”), which owns 29.31% of the issued share capital of the Company.

The principal activities of the Company are investment holding. The principal activities of its subsidiaries are the provision of civil engineering services for the public sector in Hong Kong and media and advertising business comprising television broadcasting business in the Asia-Pacific region (excluding the People’s Republic of China (“**the PRC**”)) and digital marketing business on overseas market in return for advertising and related revenue.

At 31 March 2021, the major shareholder of the Company is China Xinhua NNC, a company incorporated in Hong Kong.

### 1. 一般資料

本公司於二零一零年三月十五日根據開曼群島第22章公司法（一九六一年法例3，經綜合及修訂）於開曼群島註冊成立為獲豁免有限責任公司。本公司之註冊辦事處及主要營業地點分別為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands及香港灣仔告士打道108號光大中心27樓2708—2710室。其主要股東為中國新華新聞電視網有限公司（「**中國新華新聞電視網**」），中國新華新聞電視網擁有本公司已發行股本之29.31%。

本公司之主要業務為投資控股。其附屬公司之主要業務則為在香港為公營部門提供土木工程服務以及媒體及廣告業務，包括於亞太區（不包括中華人民共和國（「**中國**」））進行電視播放業務及於海外市場的數碼營銷業務，以取得廣告及相關收益。

於二零二一年三月三十一日，本公司之主要股東為中國新華新聞電視網，一家於香港註冊成立之公司。

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

### 2.1 Amendments to HKFRS that are mandatorily effective for the current year

In the current year, the Group has applied the “Amendments to References to Conceptual Framework in HKFRS Standards” and the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accounts (“HKICPA”) for the first time in the current year for the preparation of the consolidated financial statements.

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

The application of the “Amendments to References to the Conceptual Framework in HKFRS Standards” and the amendments to HKFRSs in the current year had no material impact on the Group’s financial positions and performances for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本

### 2.1 於本年度強制生效之香港財務報告準則修訂本

於本年度，為編製綜合財務報表，本集團已於首次採納香港會計師公會（「香港會計師公會」）頒佈之「香港財務報告準則中概念框架的引用之修訂本」及下列香港財務報告準則修訂本。

香港會計準則第1號及香港會計準則第8號（修訂本）	重大之定義
香港財務報告準則第3號（修訂本）	業務之定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號（修訂本）	利率基準改革

於本年度應用「香港財務報告準則中概念框架的引用之修訂本」及香港財務報告準則修訂本並無對本集團於本年度及往年之財務狀況及表現及／或該等綜合財務報表所載之披露造成重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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

#### 2.2 New and Amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts and the related Amendments <sup>1</sup>
Amendments to HKFRS 16	COVID-19-Related Rent Concession <sup>4</sup>
Amendments to HKFRS 3	Reference to the Conceptual Framework <sup>2</sup>
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2 <sup>5</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>1</sup>
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use <sup>2</sup>
Amendments to HKAS 37	Onerous Contracts – Costs of Fulfilling a Contract <sup>2</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 <sup>2</sup>

### 2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本(續)

#### 2.2 已頒佈但尚未生效之新訂香港財務報告準則及其修訂本

本集團並無提早應用下列已頒佈但尚未生效之新訂香港財務報告準則及其修訂本：

香港財務報告準則第17號	保險合約及相關修訂本 <sup>1</sup>
香港財務報告準則第16號(修訂本)	與COVID-19相關的租金減免 <sup>4</sup>
香港財務報告準則第3號(修訂本)	概念框架的引用 <sup>2</sup>
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號(修訂本)	利率基準改革 – 第二階段 <sup>5</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或出資 <sup>3</sup>
香港會計準則第1號(修訂本)	負債分類為流動或非流動及香港詮釋第5號(二零二零年)相關修訂 <sup>1</sup>
香港會計準則第16號(修訂本)	物業、廠房及設備 – 擬定用途前之所得款項 <sup>2</sup>
香港會計準則第37號(修訂本)	虧損性合約 – 履行合約之成本 <sup>2</sup>
香港財務報告準則(修訂本)	香港財務報告準則二零一八年至二零二零年之年度改進 <sup>2</sup>

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

### 2.2 New and Amendments to HKFRSs in issue but not yet effective (Continued)

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2023.
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2022.
- <sup>3</sup> Effective for annual periods beginning on or after a date to be determined.
- <sup>4</sup> Effective for annual periods beginning on or after 1 June 2020.
- <sup>5</sup> Effective for annual periods beginning on or after 1 January 2021.

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

## 3. BASIS OF PREPARATION

### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs, which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), and accounting principles generally accepted in Hong Kong. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements includes applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”) and by the Hong Kong Companies Ordinance.

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

### 2.2 已頒佈但尚未生效之新訂香港財務報告準則及其修訂本（續）

- <sup>1</sup> 於二零二三年一月一日或之後開始之年度期間生效。
- <sup>2</sup> 於二零二二年一月一日或之後開始之年度期間生效。
- <sup>3</sup> 於將釐定的日期或之後開始之年度期間生效。
- <sup>4</sup> 於二零二零年六月一日或之後開始之年度期間生效。
- <sup>5</sup> 於二零二一年一月一日或之後開始之年度期間生效。

董事預期應用所有新訂香港財務報告準則及其修訂本於可見未來對綜合財務報表並無重大影響。

## 3. 編製基準

### (a) 遵例聲明

綜合財務報表已根據香港財務報告準則（此乃香港會計師公會（「香港會計師公會」）頒佈的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」）及詮釋的統稱）以及香港公認會計原則編製。就編製綜合財務報表而言，倘合理預期有關資料將影響主要使用者的決策，即被視為重要資料。此外，綜合財務報表包括香港聯合交易所有限公司GEM證券上市規則（「GEM上市規則」）及香港公司條例所規定之適用披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 3. BASIS OF PREPARATION (Continued)

#### (b) Basis 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 at the end of each reporting period, as explained in the accounting policies below.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or liability, the Group takes into account the characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are accounted for in accordance with HKFRS 16 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

### 3. 編製基準 (續)

#### (b) 編製基準

綜合財務報表乃根據歷史成本基準編製，惟於各報告期末按公平值計量之若干金融工具除外（已於下列會計政策內解釋）。

歷史成本一般根據貨品及服務交換代價之公平值計算。

公平值乃於計量日期市場參與者之間於有秩序交易中出售資產所收取或轉讓負債須支付的價格，而不論該價格是否為可直接觀察取得或可使用其他估值方法估計。於估計資產或負債之公平值時，本集團會考慮於計量日期對資產或負債進行定價時考慮的特點。於該等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「以股份為基礎之付款」範圍內的以股份為基礎之付款交易、根據香港財務報告準則第16號「租賃」入賬之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「存貨」的可變現淨值或香港會計準則第36號「資產減值」的使用價值）除外。

### 3. BASIS OF PREPARATION (Continued)

#### (b) Basis of preparation (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

#### (c) Going concern basis

In preparing the consolidated financial statements, the directors have given careful consideration to the future liquidity of the Group notwithstanding that:

- The Group has incurred a net loss of approximately HK\$73,752,000 during the year ended 31 March 2021 and, as of that date, the Group had net current liabilities and net liabilities of approximately HK\$315,638,000 and HK\$343,193,000 respectively; and
- The Group had convertible notes of approximately HK\$243,605,000 which are due within the next twelve months after 31 March 2021.

### 3. 編製基準 (續)

#### (b) 編製基準 (續)

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輸入數據對公平值計量的整體重要性分類為第一級別、第二級別或第三級別，載述如下：

- 第一級別輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場的報價（未經調整）；
- 第二級別輸入數據是就資產或負債直接或間接地可觀察的輸入數據（第一級別內包括的報價除外）；及
- 第三級別輸入數據是資產或負債的不可觀察輸入數據。

#### (c) 持續經營基準

於編製綜合財務報表時，董事已仔細考慮本集團之未來流動性，儘管：

- 截至二零二一年三月三十一日止年度，本集團產生淨虧損約73,752,000港元及截至該日，本集團之流動負債淨額及負債淨額分別約為315,638,000港元及343,193,000港元；及
- 本集團擁有於二零二一年三月三十一日後未來十二個月內到期之可換股票據約243,605,000港元。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 3. BASIS OF PREPARATION (Continued)

#### (c) Going concern basis (Continued)

The directors adopted the going concern basis in the preparation of consolidated financial statements and implemented the following measures in order to improve the working capital and liquidity and cash flow position of the Group:

##### (1) Financial support

China Xinhua News Network Co., Limited (“**China Xinhua NNC**”), one of the major shareholders of the Company and a convertible notes holder, has confirmed to provide financial support to the Group in a reasonable manner under relevant laws and regulatory requirements, to maintain the going concern of the Company. The financial support only refers to allow the Company to extend the repayment for the liabilities due to China Xinhua NNC to not earlier than 12 months commencing from 31 March 2021, including (1) the convertible notes in the principal amount of approximately HK\$257,030,000; (2) the interest payable on the convertible notes amounted to approximately HK\$58,804,000 as of 31 March 2021; and (3) the liabilities due to China Xinhua NNC of approximately HK\$23,337,000 as of 31 March 2021 in respect of annual fee for television broadcasting right, carriage fee payment and satellite transmission fee, if the repayment would cause the Company to be unable to settle its liabilities due to other parties when they fall due.

### 3. 編製基準 (續)

#### (c) 持續經營基準 (續)

董事於編製綜合財務報表時已採納持續經營基準並已實施下列措施以改善本集團之營運資金及流動資金以及現金流量狀況：

##### (1) 財務支持

中國新華新聞電視網有限公司（「**中國新華新聞電視網**」）（本公司之主要股東之一及可換股票據持有人）已確認以合理且符合有關法律和監管要求的方式向本集團提供財務支持，以維持本公司的持續經營。這些財務支持僅指在可能導致本公司無法償還其他債權人到期債務的情況下允許本公司延期至二零二一年三月三十一日起十二個月後償還應付中國新華新聞電視網的債務，包括(1)可換股票據本金額為約257,030,000港元；(2)截至二零二一年三月三十一日之可換股票據之應付利息為約58,804,000港元；及(3)截至二零二一年三月三十一日之關於電視播放權年費、代付傳輸費及衛星轉播費之應付中國新華新聞電視網的債務為約23,337,000港元。

### 3. BASIS OF PREPARATION (Continued)

#### (c) Going concern (Continued)

##### (2) Alternative source of funding

The Group is actively considering to raise new capital by carrying out fund raising activities including but not limited to rights issue, open offer, placing of new shares and issuance of convertible note.

In the opinion of the directors, in light of the various measures/arrangements implemented after the end of the reporting period, the Group will have sufficient working capital for its current requirements and it is reasonable to expect the Group to remain a commercially viable concern. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Should the Group be unable to continue to operate as a going concern, it may be unable to realise its assets and discharge its liabilities in the normal course of business. Adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for any future liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

### 3. 編製基準 (續)

#### (c) 持續經營基準 (續)

##### (2) 備選融資來源

本集團正積極考慮通過開展集資活動以籌集新資本，包括但不限於供股、公開發售、配售新股份及發行可換股票據。

董事認為，鑒於報告期末後實施之多項措施／安排，本集團將擁有充足營運資金以滿足其現時之要求並可合理預期本集團可繼續以符合商業利益之基準經營。因此，董事信納按持續經營基準編製綜合財務報表屬合適。

倘本集團未能繼續作為持續經營實體營運，其可能無法於正常業務過程中變現其資產及清償其負債。需要作出調整藉以將資產價值撇減至其可收回金額，就可能出現之任何未來負債計提撥備，以及將非流動資產及負債分別重列為流動資產及負債。該等調整之影響並未於綜合財務報表中反映。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 3. BASIS OF PREPARATION (Continued)

#### (d) Functional and presentation currency

The financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Company. All values are rounded to the nearest thousand dollars (HK\$’000) except otherwise indicated.

### 4. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Basis of consolidation

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

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

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

### 3. 編製基準 (續)

#### (d) 功能及呈報貨幣

財務報表乃以港元(「港元」)列值，港元亦為本公司之功能貨幣。除另有指明外，所有數值均四捨五入至最接近的千位數(千港元)。

### 4. 重大會計政策

#### (a) 綜合基準

綜合財務報表包括本公司以及本公司及其附屬公司所控制實體(包括重組後實體)之財務報表。倘符合以下情況，本公司即獲得控制權：

- 可對投資對象行使權力；
- 自參與投資對象的業務獲得或有權獲得可變回報；及
- 有能力以其權力影響其回報。

倘有事實及情況顯示上文所列控制權三個元素之一個或多個元素出現變動，本集團會重新評估其是否對投資對象擁有控制權。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (a) 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 component item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling 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.

#### 4. 重大會計政策 (續)

##### (a) 綜合基準 (續)

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日期起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司之日期為止。

損益及其他全面收益之每個組成項目乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額乃分配至本公司擁有人及非控股權益（即使此舉會導致非控股權益出現虧絀）。

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。

集團內公司間一切資產及負債、權益、收入、開支及有關本集團成員公司間交易之現金流量於綜合賬目時悉數對銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Basis of consolidation (Continued)

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### 4. 重大會計政策 (續)

#### (a) 綜合基準 (續)

並無導致本集團失去對附屬公司控制權之本集團於附屬公司權益之變動按權益交易入賬。本集團權益之有關部分與非控股權益之賬面值乃作調整，以反映其於附屬公司相對權益之變動，包括按照本集團與非控股權益之權益比例，於本集團與非控股權益之間重新分配相關儲備。

非控股權益經調整之金額與已付或已收代價之公平值之間的任何差額乃直接於權益中確認並歸屬於本公司擁有人。

當本集團失去對附屬公司控制權，該附屬公司之資產及負債以及非控股權益(如有)予以終止確認。收益或虧損於損益內確認並按(i)所收代價之公平值與任何保留權益之公平值總額與(ii)本公司擁有人應佔該附屬公司之資產(包括商譽)及負債賬面值之間的差額計算。先前於其他全面收益就該附屬公司確認之所有金額(即按適用香港財務報告準則所訂明/允許重新分類至損益或轉撥至另一項權益類別)。於失去控制權當日於前附屬公司保留之任何投資的公平值，會被視為根據香港財務報告準則第9號其後入賬之初步確認時的公平值，或(如適用)初步確認聯營公司或合營企業之投資成本。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (b) Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with other parties to the joint operation, and gains and losses resulting from the sale or contribution are recognised in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a purchase of assets), the Group does not recognise its share of the gains and losses until it resells those asset to a third party.

#### 4. 重大會計政策 (續)

##### (b) 於合營業務之權益

合營業務乃一種合營安排，據此，對安排擁有共同控制權的各方享有有關合營安排之資產之權利及承擔負債之義務。共同控制權乃指按照合約協定共同控制一項安排，並僅在有關業務相關的決策需共同控制的各方一致同意時存在。

根據特定資產、負債、收益及開支適用之香港財務報告準則，本集團將對與其於合營業務之權益有關之資產、負債、收益及開支入賬。

當集團實體與合營業務交易而集團實體為合營運作方（如出售或貢獻資產），則本集團被視為與合營業務之其他各方進行交易，及該等出售或貢獻產生之收益及虧損於本集團之綜合財務報表確認，惟僅限於其他各方於合營業務之權益。

當集團實體與合營業務交易而集團實體為合營運作方（如購買資產），則本集團不會確認其應佔之收益及虧損，直至重售該等資產予第三方為止。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) 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.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates used for the current year are as follows:

Site offices	Over the respective project terms
Leasehold improvements	30% or over the respective life of the leases, whichever is shorter
Machinery	20% – 30%
Furniture and fixtures	20%
Office equipment	20%
Motor vehicles	20%

### 4. 重大會計政策 (續)

#### (c) 物業、廠房及設備

物業、廠房及設備按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

處於動工階段以供生產、供應或行政用途之物業按成本減任何已確認減值虧損列值。成本包括專業費用及(就合資格資產而言)根據本集團會計政策已資本化之借貸成本。該等物業於完成及可作擬定用途時分類為適當類別的物業、廠房及設備。該等資產於資產可作擬定用途時按與其他物業資產相同的基準開始折舊。

折舊乃按資產成本(在建物業除外)減其剩餘價值,按其可使用年期以直線法撇銷加以確認。估計可使用年期、剩餘價值及折舊法於各報告期末檢討,任何估計變動之影響按預期基準入賬。就本年度採用之主要年率如下:

地盤辦公室	按相關項目的期限計算
租賃物業裝修	按30%或相關租賃期限(以較短者為準)計算
機器	20%–30%
傢具及裝置	20%
辦公室設備	20%
車輛	20%

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (c) Property, plant and equipment (Continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on 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 the consolidated statement of profit or loss and other comprehensive income.

##### (d) Leases

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

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

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

#### 4. 重大會計政策 (續)

##### (c) 物業、廠房及設備 (續)

物業、廠房及設備項目於出售或當預期持續使用該資產不再帶來未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目之任何收益或虧損乃按出售所得款項與該資產賬面值之差額釐定，並於綜合損益及其他全面收益表內確認。

##### (d) 租賃

###### *租賃的定義*

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

對於首次應用或產生自業務合併日期或之後訂立或修訂或業務合併產生的合約，本集團根據香港財務報告準則第16號項下的定義，於開始日期、修訂日期或收購日期（如適用）評估合約是否為一項租賃或包含一項租賃。除非合約條款及條件在後續發生變更，否則不會對此類合約進行重新評估。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Leases (Continued)

##### *As a lessee*

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

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

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

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

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

The Group applies the short-term lease recognition exemption to leases of machinery and property that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

### 4. 重大會計政策 (續)

#### (d) 租賃 (續)

##### *作為承租人*

##### *分配代價至合約組成部分*

對於包含租賃組成部分及非租賃組成部分的合約，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將合約中的代價分配予各租賃組成部分。

本集團亦採用實際權宜方法，不將非租賃組成部分與租賃組成部分分開，而將租賃組成部分與任何相關的非租賃組成部分作為單個租賃組成部分進行會計處理。

作為實際權宜方法，當本集團合理預期對財務報表的影響與投資組合中個別租賃不會有重大不同時，具有類似特徵的租賃按投資組合基準進行會計處理。

##### *短期租賃及低價值租賃*

本集團將短期租賃確認豁免應用於租期自開始日期起為12個月或以下且並不包括購買選擇權的機器及物業租賃。其亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃之租賃付款於租期內按直線法或另一種系統基準確認為開支。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (d) Leases (Continued)

###### *As a lessee (Continued)*

###### *Right-of-use assets*

The cost of right-of-use asset includes:

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

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

#### 4. 重大會計政策 (續)

##### (d) 租賃 (續)

###### *作為承租人 (續)*

###### *使用權資產*

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前的任何已付租賃付款，減任何已收取租賃優惠；
- 本集團所產生的任何初始直接成本；及
- 本集團於拆除及移除相關資產、復原其所在地或復原相關資產至租賃條款及條件所規定的狀態而產生的成本估計。

本集團於租賃開始日期 (即相關資產可供使用的日期) 確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Leases (Continued)

##### *As a lessee (Continued)*

##### *Right-of-use assets (Continued)*

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

The Group presents right-of-use assets as a separate line item on the consolidated statements of financial position.

##### *Refundable rental deposits*

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

##### *Lease liabilities*

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

### 4. 重大會計政策 (續)

#### (d) 租賃 (續)

##### *作為承租人 (續)*

##### *使用權資產 (續)*

本集團於租期結束時合理確定會取得相關租賃資產所有權的使用權資產，自開始日期起至使用年期結束期間計提折舊。在其他情況下，使用權資產則以直線法於其估計可使用年期與租期兩者中的較短者計提折舊。

本集團將使用權資產於綜合財務狀況表中作個別項目呈列。

##### *可退還租金按金*

已付可退還租金按金根據香港財務報告準則第9號入賬且初始按公平值計量。於初始確認時對公平值作出的調整被視為額外租賃付款並計入使用權資產成本。

##### *租賃負債*

於租賃開始日期，本集團按該日未付租賃付款的現值確認及計量租賃負債。倘租賃隱含利率難以釐定，則本集團使用租賃開始日期的增量借款利率計算租賃付款現值。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (d) Leases (Continued)

###### *As a lessee (Continued)*

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate the lease.

#### 4. 重大會計政策 (續)

##### (d) 租賃 (續)

###### *作為承租人 (續)*

###### *租賃負債 (續)*

租賃付款包括：

- 固定付款 (包括實質固定付款) 減任何應收租賃優惠；
- 根據指數或利率而定的可變租賃付款初步使用開始日期的指數或利率計量；
- 剩餘價值擔保項下本集團預期應付的金額；
- 本集團合理確定將予行使購買權的行使價；及
- 終止租約的罰款 (倘租賃期反映本集團行使權利終止租約)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Leases (Continued)

##### *As a lessee (Continued)*

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

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

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

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

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

### 4. 重大會計政策 (續)

#### (d) 租賃 (續)

##### *作為承租人 (續)*

##### *租賃負債 (續)*

於開始日期後，租賃負債就應計利息及租賃付款作出調整。

倘出現以下情況，本集團重新計量租賃負債（並對有關使用權資產作出相應調整）：

- 租賃期變動或購買權行使評估變動，就此情況下，有關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因市場租金檢討後的市場租金／擔保剩餘價值下預期付款變動而出現變動，在此情況下，有關租賃負債透過使用初步貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表呈列租賃負債為獨立項目。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (d) Leases (Continued)

###### *As a lessee (Continued)*

###### *Lease modifications*

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

##### (e) Intangible assets

###### *Intangible assets acquired in a business combination*

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

#### 4. 重大會計政策 (續)

##### (d) 租賃 (續)

###### *作為承租人 (續)*

###### *租賃修訂*

倘出現以下情況，本集團將租賃修訂作為一項獨立租賃入賬：

- 該項修訂通過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 調增租賃的代價，而增加的金額相當於範圍擴大對應的獨立價格，加上按照特定合約的實際情況對獨立價格進行的任何適當調整。

就未作為獨立租賃入賬的租賃修訂而言，本集團基於透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃付款的經修訂租賃的租期重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。

##### (e) 無形資產

###### *業務合併所收購之無形資產*

業務合併所收購之無形資產與商譽分開確認，初步按收購日期之公平值（視為彼等之成本）確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Intangible assets (Continued)

##### ***Intangible assets acquired in a business combination (Continued)***

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful lives and amortisation method are reviewed at the end of the reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gain and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

### 4. 重大會計政策 (續)

#### (e) 無形資產 (續)

##### ***業務合併所收購之無形資產 (續)***

於初步確認後，業務合併所收購之具有限可使用年期之無形資產，以成本減累計攤銷及累計減值虧損列賬。攤銷按其估計可使用年期以直線基準確認。估計可使用年期及攤銷方法於報告期末檢討，估計中任何變動之影響按預期基準入賬。

無形資產於出售或當預期使用或出售不會帶來未來經濟利益時終止確認。終止確認無形資產產生之收益及虧損按出售所得款項淨額與資產賬面值之差額計量，並於終止確認資產時於損益確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (f) Financial instruments

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

#### 4. 重大會計政策 (續)

##### (f) 金融工具

當集團實體成為工具之合約條文訂約方時，金融資產及金融負債乃予以確認。所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。

金融資產及金融負債初步以公平值計量，惟來自客戶合約之貿易應收款項乃根據香港財務報告準則第15號初步計量。因收購或發行金融資產及金融負債（透過損益按公平值入賬（「透過損益按公平值入賬」）之金融資產或金融負債除外）而產生之直接應佔交易成本於初步確認時加入金融資產或金融負債之公平值或從中扣除（如適用）。因收購透過損益按公平值入賬之金融資產或金融負債而產生之直接應佔交易成本即時於損益中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Financial instruments (Continued)

##### *Effective interest method*

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 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.

##### *Financial assets*

##### *Classification and measurement of financial assets at amortised cost*

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.

### 4. 重大會計政策 (續)

#### (f) 金融工具 (續)

##### *實際利率法*

實際利率法乃計算金融資產或金融負債之攤銷成本及於有關期間分配利息收入及利息開支之方法。實際利率乃於初步確認時透過金融資產或金融負債估計年期或(倘適用)較短期間，準確折現估計未來現金付款(包括所有構成實際利率整體部分之已付或已收費用及點數、交易成本及其他溢價或折價)至賬面淨值之比率。

##### *金融資產*

##### *按攤銷成本分類及計量金融資產*

符合以下條件之金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的之業務模式持有之金融資產；及
- 合約條款導致於特定日期產生之現金流純為支付本金及尚未償還本金之利息。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (f) Financial instruments (Continued)

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

###### *Classification and measurement of financial assets at amortised cost (Continued)*

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“**FVTOCI**”):

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

All other financial assets are subsequently measured at FVTPL, except that at 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 other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

#### 4. 重大會計政策 (續)

##### (f) 金融工具 (續)

###### **金融資產** (續)

###### *按攤銷成本分類及計量金融資產 (續)*

符合以下條件之金融資產其後透過其他全面收益按公平值入賬(「**透過其他全面收益按公平值入賬**」):

- 以出售及收取合約現金流量為目的之業務模式持有之金融資產；及
- 合約條款導致於特定日期產生之現金流純為支付本金及尚未償還本金之利息。

所有其他金融資產其後透過損益按公平值入賬計量，但於初步應用／初步確認金融資產當日，倘股權投資既非持作買賣，亦非香港財務報告準則第3號業務合併所適用的業務合併收購方確認的或然代價，本集團可作出不可撤回選擇，於其他全面收益呈報股權投資公平值的其後變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Financial instruments (Continued)

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

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.

### 4. 重大會計政策 (續)

#### (f) 金融工具 (續)

##### **金融資產** (續)

倘屬下列情況，則金融資產乃分類為持作買賣：

- 購入該金融資產之主要目的為於不久將來出售；或
- 於初步確認時該金融資產為本集團共同管理之已識別金融工具組合之部分，且近期實際錄得短期溢利；或
- 該金融資產為並非指定及有效作為對沖工具之衍生工具。

此外，本集團可作出不可撤回指定，將需要按攤銷成本或透過其他全面收益按公平值入賬計量的金融資產指定為透過損益按公平值入賬計量，倘如此可消除或顯著減少會計錯配。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (f) Financial instruments (Continued)

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

###### *Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

###### *Financial assets at FVTPL*

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

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

#### 4. 重大會計政策 (續)

##### (f) 金融工具 (續)

###### *金融資產 (續)*

###### *攤銷成本及利息收入*

其後按攤銷成本計量之金融資產之利息收入乃使用實際利率法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值(見下文)之金融資產除外。就其後出現信貸減值之金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具之信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

###### *透過損益按公平值入賬之金融資產*

不符合按攤銷成本計量或透過其他全面收益按公平值入賬或指定為透過其他全面收益按公平值入賬的金融資產乃透過損益按公平值入賬計量。

透過損益按公平值入賬之金融資產按各報告期末的公平值計量，任何公平值收益或虧損於損益中確認。於損益確認之收益或虧損淨額不包括從金融資產賺取之任何股息或利息，並呈列為獨立項目。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Financial instruments (Continued)

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

##### *Impairment of financial assets*

The Group perform impairment assessment under expected credit losses (“**ECL**”) model on financial assets which are subject to impairment assessment under HKFRS 9 (including trade and other receivables, contract assets and cash and cash equivalents). 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, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting 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 financial component. The ECL on these assets are assessed individually for debtors with significant balances and collectively using a provision matrix with appropriate groupings.

### 4. 重大會計政策 (續)

#### (f) 金融工具 (續)

##### *金融資產 (續)*

##### *金融資產減值*

本集團根據預期信貸虧損(「**預期信貸虧損**」)模型就根據香港財務報告準則第9號須作減值評估的金融資產(包括貿易及其他應收款項、合約資產及現金及現金等價物)進行減值評估。預期信貸虧損的金額於各報告期更新，以反映自初始確認後信貸風險的變化。

全期預期信貸虧損指於相關工具之預計年期內所有可能發生之違約事件所將產生之預期信貸虧損。反之，12個月預期信貸虧損(「**12個月預期信貸虧損**」)指預期於報告期後12個月內可能發生之違約事件所將產生之部分全期預期信貸虧損。評估乃按本集團過往信貸虧損經驗進行，並就與債務人、整體經濟情況以及對於報告期之當前情況及預測之未來情況兩者所作之評估有關之特定因素作出調整。

本集團一直就並無重大融資組成部分的貿易應收款項確認全期預期信貸虧損。就具有重大結餘的債務人個別及使用適當組別的撥備矩陣集體評估該等資產的預期信貸虧損。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (f) Financial instruments (Continued)

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

###### *Impairment of financial assets (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, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

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

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting 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;

#### 4. 重大會計政策 (續)

##### (f) 金融工具 (續)

###### *金融資產 (續)*

###### *金融資產減值 (續)*

就所有其他工具而言，本集團計量之虧損撥備相等於12個月預期信貸虧損，除非自初步確認起信貸風險顯著增加，在此情況下本集團將確認全期預期信貸虧損。對於應否確認全期預期信貸虧損，有關評估乃基於自初步確認起發生違約之可能性或風險大幅增加。

###### *信貸風險顯著增加*

在評估自初步確認以來金融工具之信貸風險有否顯著增加時，本集團將金融工具於報告期發生違約之風險與金融工具於初步確認日期發生違約之風險進行比較。在進行該評估時，本集團同時考慮合理及有理據支持之定量及定性資料，包括過往經驗及無需付出過度成本或精力就可取得之前瞻性資料。

具體而言，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具之外部(如有)或內部信貸評級實際或預期顯著惡化；

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Financial instruments (Continued)

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

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

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

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

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

### 4. 重大會計政策 (續)

#### (f) 金融工具 (續)

##### *金融資產 (續)*

##### *信貸風險顯著增加 (續)*

- 信貸風險的外部市場指標顯著惡化，例如信貸息差、債務人的信貸違約掉期價大幅增加；
- 商業、金融或經濟情況的目前或預期不利變動，預計將導致債務人償還債項的能力顯著下降；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境的實際或預計重大不利變動，導致債務人償還債項的能力顯著下降。

不論上述評估結果如何，本集團假設合約付款逾期超過30日後信貸風險自初始確認以來顯著增加，除非本集團有合理可靠的資料說明其他情況。

本集團定期監察就確定信貸風險曾否顯著增加所用標準之成效，並視適當情況修訂有關標準，以確保其能夠於款項逾期前發現信貸風險顯著增加。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (f) Financial instruments (Continued)

###### *Financial assets (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:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;

#### 4. 重大會計政策 (續)

##### (f) 金融工具 (續)

###### *金融資產 (續)*

###### *違約之定義*

就內部信貸風險管理而言，本集團認為，當內部產生或自外界來源獲得的資料顯示債務人不大可能向其債權人（包括本集團）悉數支付時，則產生違約事件。

儘管上文所述，倘金融資產逾期超過90日，本集團將視作已發生違約，除非本集團擁有合理及有理據支持之資料證明較寬鬆之違約標準更為適用，則當別論。

###### *已信貸減值之金融資產*

當一項或多項對金融資產之估計未來現金流量造成負面影響之違約事件發生時，金融資產已信貸減值。金融資產信貸減值之證據包括涉及以下事件之可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違反合約，例如發生拖欠或逾期之情況；



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Financial instruments (Continued)

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

##### *Credit-impaired financial assets (Continued)*

- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

##### *Write-off policy*

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

### 4. 重大會計政策 (續)

#### (f) 金融工具 (續)

##### *金融資產 (續)*

##### *違約之定義 (續)*

- (c) 向借款人作出貸款之貸款人出於與借款人財務困難有關之經濟或合約考慮，給予借款人在其他情況下不會作出之讓步；
- (d) 借款人很可能破產或進行其他財務重組；或
- (e) 因財務困難，該金融資產失去活躍市場。

##### *撇銷政策*

倘有資料顯示交易對手方陷入嚴重財務困難且無實際可收回之期望（如交易對手方已進行清盤或進入破產程序），本集團則撇銷金融資產。經考慮法律意見（如適用）後，已撇銷之金融資產仍可能受制於本集團收回程序下之執法活動。撇銷構成終止確認事件。其後的任何收回均在損益確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (f) Financial instruments (Continued)

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

###### *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.

For collective assessment the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

#### 4. 重大會計政策 (續)

##### (f) 金融工具 (續)

###### *金融資產 (續)*

###### *預期信貸虧損之計量及確認*

預期信貸虧損之計量乃違約概率、違約虧損率(即違約造成虧損之幅度)及違約風險之函數。違約概率及違約虧損率乃根據經前瞻性資料調整之歷史數據進行評估。預期信貸虧損之估計反映根據加權之相應違約風險釐定之無偏頗及概率加權數額。

一般而言，預期信貸虧損為按根據合約應付本集團之所有合約現金流與本集團將收取之現金流量之間之差額，並按初步確認時釐定之實際利率貼現。

就集體評估而言，本集團在分組時計及以下特徵：

- 逾期情況；
- 債務人之性質、規模及從事行業；及
- 可用之外部信貸評級。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Financial instruments (Continued)

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

##### *Measurement and recognition of ECL (Continued)*

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, other receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account.

##### *Derecognition of financial assets*

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

### 4. 重大會計政策 (續)

#### (f) 金融工具 (續)

##### *金融資產 (續)*

##### *預期信貸虧損之計量及確認 (續)*

管理層定期檢討分組，以確保各組別的組成部分繼續擁有類似的信貸風險特徵。

利息收入乃按金融資產之賬面總值計算，除非金融資產出現信貸減值，在此情況下，利息收入乃按金融資產之攤銷成本計算。

本集團通過調整金融工具之賬面值於損益內確認所有金融工具之減值收益或虧損，惟貿易應收款項、其他應收款項及合約資產乃透過虧損撥備賬確認相應調整除外。

##### *終止確認金融資產*

本集團僅於從資產收取現金流量的合約權利屆滿時，或向另一實體轉讓金融資產及資產擁有權絕大部分風險及回報時終止確認金融資產。倘本集團並無轉讓或保留擁有權絕大部分風險及回報且繼續控制已轉讓資產，本集團確認其於資產中的保留利益及其可能須支付之相關負債金額。倘本集團保留已轉讓金融資產擁有權絕大部分風險及回報，本集團繼續確認金融資產，亦就已收取之所得款項確認已抵押借款。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (f) Financial instruments (Continued)

###### **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.

###### *Financial liabilities*

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

###### *Financial liabilities at amortised cost*

Financial liabilities (including trade payables and other payables, convertible notes, promissory note, lease liabilities and employee benefits) are subsequently measured at amortised cost, using the effective interest method.

###### *Derivative financial instruments*

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

#### 4. 重大會計政策 (續)

##### (f) 金融工具 (續)

###### **金融負債及股本工具**

###### *分類為金融負債或股本*

集團實體發行之金融負債及股本工具乃按所訂立之合約安排之性質及金融負債與股本工具之定義分類為金融負債或股本。

###### *股本工具*

股本工具乃證明一間實體於扣減其所有負債後之資產中擁有剩餘權益之任何合約。本公司發行之股本工具乃按已收所得款項 (扣除直接發行成本) 確認。

###### *金融負債*

所有金融負債隨後使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 (包括貿易及其他應付款項、可換股票據、承兌票據、租賃負債及僱員福利) 隨後使用實際利率法按攤銷成本計量。

###### *衍生金融工具*

衍生工具初始以衍生合約簽定日之公平值確認，且其後於報告期末按公平值重新計量。所得收益或虧損於損益確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Financial instruments (Continued)

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

(Continued)

##### *Convertible loan notes contain equity component*

The component parts of the convertible loan notes are classified separately as financial liability and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component (including any embedded non-equity derivatives features) is estimated by measuring the fair value of similar liability that does not have an associated equity component.

A conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

### 4. 重大會計政策 (續)

#### (f) 金融工具 (續)

##### **金融負債及股本工具 (續)**

##### *含股本部分的可換股貸款票據*

可換股貸款票據的負債部分根據合約安排的內容以及金融負債及股本工具的定義單獨分類為金融負債及股本。換股權將以固定金額現金或另一項金融資產換取固定數目的本公司本身股本工具的方式結清，並分類為股本工具。

於發行日期，負債部分的公平值(包括任何嵌入非股本衍生特徵)透過計量並無相關股本部分之類似負債之公平值進行估算。

分類為權益的換股權按自複合工具的公平總值扣除負債部分金額的方式釐定，於權益確認(經扣除所得稅影響)並於其後重新計量。此外，分類為權益的換股權在獲行使前於權益列賬，在此情況下於權益確認之結餘將轉入股份溢價。倘換股權於可換股貸款票據到期日仍未獲行使，已於權益確認之結餘將轉入累計虧損。於轉換或換股權屆滿後，概不會於損益確認收益或虧損。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (f) Financial instruments (Continued)

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

(Continued)

*Convertible loan notes contain equity component*  
(Continued)

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

*Derecognition/modification of financial liabilities*

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

#### 4. 重大會計政策 (續)

##### (f) 金融工具 (續)

###### **金融負債及股本工具 (續)**

*含股本部分的可換股貸款票據 (續)*

發行可換股貸款票據的交易成本，按所得款項總額的分配比例分配至負債及股本部分。股本部分的交易成本直接自權益扣除。負債部分的交易成本計入負債部分的賬面值，並以實際利率法於可換股貸款票據期限內攤銷。

*終止確認／修改金融負債*

本集團在且僅在本集團之責任獲解除、取消或屆滿時終止確認金融負債。已終止確認金融負債的賬面值與已付及應付代價的差額於損益內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Financial instruments (Continued)

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

(Continued)

##### *Derecognition/modification of financial liabilities*

(Continued)

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

### 4. 重大會計政策 (續)

#### (f) 金融工具 (續)

##### **金融負債及股本工具 (續)**

##### *終止確認／修改金融負債 (續)*

當金融負債的合約條款被修訂時，本集團會考慮所有相關事實及情況（包括定性因素），評估經修訂的條款是否導致對原有條款有重大修訂。倘定性評估並無定論，則倘根據新條款的現金流量（包括任何已付費用扣除任何已收費用，並使用原有實際利率貼現）的貼現值與原金融負債剩餘現金流量的貼現值相差至少10%，則本集團認為該等條款有重大差異。因此，有關條款修訂列作取消確認，產生之任何成本或費用確認為取消確認的部份損益。倘有關差異低於10%，則交換或修訂視為非重大修訂。

就不會導致終止確認的金融負債非重大修訂，相關金融負債的賬面值將按金融負債原有實際利率貼現的經修訂合約現金流量現值計算。所產生交易成本或費用調整至經修訂金融負債的賬面值及於餘下期間攤銷。任何金融負債賬面值的調整於修訂日期於損益中確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (f) Financial instruments (Continued)

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

(Continued)

###### *Derecognition/modification of financial liabilities* (Continued)

When the contractual terms of financial liability are modified such that the revised terms would result in a substantial modification from the original terms after considering qualitative factors (e.g. modifications of convertible instruments)

When the contractual terms of a convertible instrument are modified, such as extending the tenure, change in exercise price of the underlying options, the revised terms would result in a substantial modification from the original terms, after taking into account all relevant facts and circumstances including qualitative factors, such modification is accounted for as derecognition of the original financial liability and the recognition of new financial liability. The difference between the carrying amount of financial liability derecognised and the fair value of consideration paid or payable, including any liabilities assumed and derivative components recognised, is recognised in profit or loss.

#### 4. 重大會計政策 (續)

##### (f) 金融工具 (續)

###### **金融負債及股本工具 (續)**

###### *終止確認／修改金融負債 (續)*

經考慮定性因素 (例如修訂可換股工具) 後，金融負債的合約條款已獲修訂，致使經修訂條款相比原定條款出現重大修訂。

當可換股工具的合約條款被修改 (如延長限期、更改相關購股權的行使價)，致使經修訂條款相比原定條款出現重大修訂，經計及所有相關事實及情況 (包括定性因素) 後，有關修訂按終止確認原金融負債及確認新金融負債入賬。終止確認的金融負債的賬面值與已付或應付代價 (包括所承擔的任何負債及所確認的衍生工具部分) 的公平值之間的差額於損益中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Construction contracts

The Group completes satisfaction of the relevant performance obligations over time and the revenue is recognised during the contract period based on the performance progress, which is determined by input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services. When the Group is not able to reasonably measure its performance progress, the Group recognises revenue only to the extent of the recoverable amount of costs incurred until such time that it can reasonably measure the performance progress.

#### (h) Revenue recognition

The Group recognise 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.

### 4. 重大會計政策 (續)

#### (g) 建築合約

本集團於一段時間內完成相關履約責任並基於履約進度於合約期確認收益，其採用輸入法釐定，即根據本集團為履行履約責任的付出或投入相對於完成有關履約責任之總預期投入的比例確認收益，有關方法最能反映本集團於轉移服務控制權方面之履約表現。倘本集團不能合理計量其履約進度，本集團僅以能夠合理計量履約進度之時已產生成本之可收回款項為限確認收益。

#### (h) 收益確認

當(或於)達成履約責任時，本集團確認收益，即於特定履約責任的相關貨品或服務的「控制權」轉讓予客戶時確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (h) Revenue recognition (Continued)

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.

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 does not create 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 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.

#### 4. 重大會計政策 (續)

##### (h) 收益確認 (續)

履約責任指一項明確貨品及服務 (或一批貨品或服務) 或一系列大致相同的明確貨品或服務。

控制權隨時間轉移，而倘符合以下其中一項標準，則收益乃參照完全達成相關履約責任之進度而隨時間確認：

- 客戶隨本集團履約而同時取得並耗用本集團履約所提供的利益；
- 本集團之履約並未創建或提升一項資產，而該資產於本集團履約之時由客戶控制；或
- 本集團之履約並未創造對本集團具替代用途之資產，且本集團對本集團有替代用途及本集團對迄今已完成履約之款項具有可強制執行之權利。

否則，收益於客戶獲得明確貨品或服務控制權的時間點確認。

合約資產指本集團就換取本集團已轉讓的貨品或服務而向客戶收取代價的權利 (尚未成為無條件)。其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，即代價付款到期前僅需時間推移。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Revenue recognition (Continued)

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.

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

##### ***Input method***

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

### 4. 重大會計政策 (續)

#### (h) 收益確認 (續)

合約負債指本集團因已自客戶收取代價(或代價金額到期)而須轉讓貨品或服務予客戶之責任。

與合約有關的合約資產及合約負債以淨額基準入賬及呈列。

#### **隨時間確認收益：完成達成履約責任進度的計量**

##### ***投入法***

完成達成履約責任之進度乃根據投入法計量，其根據本集團對達成履約責任之努力或投入，相對達成履約責任的預期總投入而確認收益，該方法最佳反映本集團在轉讓貨品或服務控制權方面的履約情況。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (i) Taxation

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

##### **Current tax**

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

#### 4. 重大會計政策 (續)

##### (i) 稅項

所得稅開支指當期應付稅項及遞延稅項之總和。

##### **當期稅項**

當期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中所呈報「除稅前虧損」不同，乃由於前者不包括在其他年度應課稅或可扣稅收入或支出，亦不包括從來無須課稅或可扣稅之項目。本集團之當期稅項負債乃按於報告期末已實施或大致上已實施之稅率計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Taxation (Continued)

##### *Deferred tax*

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

### 4. 重大會計政策 (續)

#### (i) 稅項 (續)

##### *遞延稅項*

遞延稅項為就綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者之差額而確認之稅項。遞延稅項負債通常會就所有應課稅暫時性差額確認。遞延稅項資產就所有可扣稅暫時性差額之確認一般僅限於有可能有應課稅溢利可用以抵銷有關可扣稅暫時性差額。若暫時性差額因於一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中首次確認其他資產及負債而引致,則不會確認該等遞延稅項資產及負債。此外,若暫時性差額因首次確認商譽而引致,則不會確認該等遞延稅項負債。

遞延稅項負債乃就投資附屬公司相關之應課稅暫時性差額確認,惟倘本集團能控制該暫時性差額之撥回且暫時性差額將極有可能不會於可見未來撥回則作別論。與該等投資相關之可扣減暫時性差額所產生遞延稅項資產,僅於具有足夠應課稅溢利可動用暫時性差額之利益,且預期於可見將來撥回時確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (i) Taxation (Continued)

###### *Deferred tax (Continued)*

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

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

For the purpose of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attribute to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

#### 4. 重大會計政策 (續)

##### (i) 稅項 (續)

###### *遞延稅項 (續)*

遞延稅項資產之賬面值於各報告期末作出檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

遞延稅項資產及負債乃按預期於負債償還或資產變現期間按於報告期末前已實施或大致上已實施之適用稅率(及稅法)計量。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或償還資產及負債賬面值產生之稅務後果。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減乃歸因於使用權資產抑或租賃負債。

就稅項抵免歸屬於租賃負債的租賃交易，本集團對使用權資產和租賃負債分別應用香港會計準則第12號所得稅規定。與使用權資產和租賃負債相關的暫時性差異於初步確認時以及於租賃期內由於適用初步確認豁免而不予確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Taxation (Continued)

##### **Current and deferred tax for the year**

Current and deferred tax are recognised in profit or loss.

#### (j) Employee benefits

##### **1. Retirement benefit costs**

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

##### **2. Short term employee benefits**

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

### 4. 重大會計政策 (續)

#### (i) 稅項 (續)

##### **年內當期及遞延稅項**

當期及遞延稅項於損益確認。

#### (j) 僱員福利

##### **1. 退休金福利成本**

強制性公積金計劃之供款於僱員提供服務並有權收取供款時確認為開支。

##### **2. 短期僱員福利**

於僱員提供相關服務期間，會就僱員的薪金、酬金、年假及病假之應計福利，按為換取有關服務預期支付之福利之未貼現金額確認為負債。

就短期僱員福利確認之負債乃按預期將就換取有關服務而支付之未貼現福利金額計量。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (j) Employee benefits (Continued)

###### 3. Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

###### 4. Long service payments

The Group's net obligation in respect of long service payments payable on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group.

#### 4. 重大會計政策 (續)

##### (j) 僱員福利 (續)

###### 3. 終止福利

終止福利僅於本集團明確承諾終止聘用，或就根據詳細正式而撤銷可能性不大之自願離職計劃而提供福利時予以確認。

###### 4. 長期服務金

根據香港僱傭條例，本集團在若干情況下終止聘用員工而須支付之長期服務金責任淨額，為僱員因本期及過往期間提供服務而賺取之回報之未來利益金額。此責任乃以預計單位貸記法計算，並折現至其現值，再扣減本集團就退休金計劃所作供款之應得權益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). 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 of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

### 4. 重大會計政策 (續)

#### (k) 有形及無形資產(商譽除外)之減值

於各報告期末，本集團會檢討其有形及無形資產之賬面值，以確定是否有任何跡象顯示該等資產已蒙受減值虧損。倘有任何有關跡象，則估計該項資產之可收回金額，以釐定減值虧損(如有)的程度。當不可能估計個別資產之可收回金額時，本集團會估計該項資產所屬現金產生單位的可收回金額。當可識別合理及貫徹的分派基準時，企業資產亦可分派至個別現金產生單位，否則，則將企業資產分派至能識別合理及貫徹的分派基準之最小現金產生單位組別。

可收回金額為公平值減銷售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量採用稅前貼現率貼現至其現有價值。該稅前貼現率反映現時市場對貨幣時間價值及資產之特殊風險評估，而未來現金流量的估計並無就此調整。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (k) Impairment of tangible and intangible assets other than goodwill (Continued)

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.

Where 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.

##### (l) Provisions and contingent liabilities

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.

#### 4. 重大會計政策 (續)

##### (k) 有形及無形資產(商譽除外)之減值(續)

倘資產(或現金產生單位)之可收回金額估計低於其賬面值,則將該資產(或現金產生單位)之賬面值減低至其可收回金額。減值虧損即時於損益中確認。

倘減值虧損於其後撥回,資產(或現金產生單位)之賬面值增加至其經重新估計之可收回金額,惟已增加之賬面值不能超過倘該資產(或現金產生單位)過往年度並無確認減值虧損而原應釐定之賬面值。減值虧損之撥回即時於損益中確認。

##### (l) 撥備及或然負債

倘本集團因過往事件承擔現有法律或推定責任,而本集團可能須履行責任,並可以合理估計該責任之金額,則會確認撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Provisions and contingent liabilities (Continued)

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.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### 4. 重大會計政策 (續)

#### (i) 撥備及或然負債 (續)

確認為撥備之金額為於報告期末經計入有關責任之風險及不明朗因素後，對履行現有責任之所需代價之最佳估計。倘撥備採用履行現有責任之估計現金流量計量，則其賬面值為該等現金流量之現值（倘對貨幣時間價值之影響屬重大）。

倘用以償還撥備之部分或全部經濟利益預期將由第三方收回，則當實質上確認將收到償款且應收款項之金額能可靠計量時，應收款項方確認為資產。

凡不可能需要經濟利益流出，或金額不能可靠估計時，則此責任將披露為或然負債，除非經濟利益流出之機會甚微。有可能之責任，倘其存在僅可由一項或多項未來事件之出現與否確定，亦披露為或然負債，除非經濟利益流出之機會甚微。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (m) Borrowing costs

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

##### (n) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

#### 4. 重大會計政策 (續)

##### (m) 借款成本

所有借款成本均於產生期間於損益中確認。

##### (n) 外幣

編製各個個別集團實體的財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易均按交易日期之適用匯率確認。於各報告期末，以外幣計值的貨幣項目按該日之適用匯率重新換算。以外幣計值按公平值列賬之非貨幣項目，按釐定公平值當日適用之匯率重新換算。以歷史成本計量並以外幣計價的非貨幣性項目並無予以重新換算。

貨幣項目的匯兌差額乃於產生期間內於損益確認，惟應收或應付一項海外業務之貨幣項目之匯兌差額除外，其既無計劃結算及發生結算之可能性亦不大（因此構成海外業務投資淨額之一部分），初步於其他全面收益確認及於償還貨幣項目時由權益重新分類至損益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve.

#### (o) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

### 4. 重大會計政策 (續)

#### (n) 外幣 (續)

為呈列綜合財務報表，本集團境外業務之資產及負債乃按於各報告期末之現行匯率換算為本集團之呈列貨幣（即港元）。收支項目乃按期內之平均匯率進行換算，除非期內匯率出現重大波幅，於該情況，則採用交易當日之匯率。所產生之匯兌差額（如有）乃於其他全面收益確認，並於權益下以外幣換算儲備累計。

#### (o) 分部報告

營運分部及財務報表所呈報各分部項目之金額乃自定期提供予本集團最高行政管理人員之財務資料中識別得出，以將資源分配至本集團各項業務及地理位置，以及評估本集團各項業務及地理位置之表現。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (o) Segment information (Continued)

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type of class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

##### (p) Related party

A related party is a person or entity that is related to the entity that is preparing the financial statements:

- (1) 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.

#### 4. 重大會計政策 (續)

##### (o) 分部資料 (續)

就財務申報而言，除非分部具備相似經濟特徵以及產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務之方法及監管環境性質方面相似，否則各重大營運分部不會進行合算。倘個別非重大之營運分部符合上述大部分標準，則可進行合算。

##### (p) 關連人士

關連人士乃指與編製財務報表實體有關連之人士或實體：

- (1) 倘一名人士（或該人士家庭的近親成員）符合下列各項，則與本集團有關連：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 屬本集團或本集團母公司主要管理人員的成員。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) Related party (Continued)

- (2) An entity is related to the Group if any of the following condition applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to 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 of 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 party.
  - (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 sponsorship employers are also related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (1).

### 4. 重大會計政策 (續)

#### (p) 關連人士 (續)

- (2) 倘任何下列情況出現，則一間實體與本集團有關連：
- (i) 該實體與本集團為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相互關連）。
  - (ii) 一間實體屬另一間實體的聯營公司或合營公司（或屬一集團成員公司的聯營公司或合營公司，其中另一間實體為該集團成員）。
  - (iii) 兩間實體皆為同一第三方的合營公司。
  - (iv) 一間實體為第三方實體的合營公司及另一間實體為第三方的聯營公司。
  - (v) 該實體屬以本集團或屬本集團關連實體的僱員為受益人的離職後福利計劃。倘本集團本身為一項計劃，提供資助的僱主亦與本集團有關連。
  - (vi) 該實體被於(1)項確認的人士控制或共同控制。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (p) Related party (Continued)

- (2) An entity is related to the Group if any of the following condition applies: (Continued)
- (vii) A person identified in (1)(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).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel service to the Group's or the Group's parent.

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

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:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

#### 4. 重大會計政策 (續)

##### (p) 關連人士 (續)

- (2) 倘任何下列情況出現，則一間實體與本集團有關連：(續)
- (vii) 於(1)(i)項確認的人士對該實體有重大影響力或屬該實體（或屬該實體的母公司）主要管理人員的成員。
- (viii) 該實體或某一集團的任何成員公司向本集團或本集團母公司提供主要管理人員服務，而該實體也是該集團的成員。

關連人士交易指報告實體與一名關連人士之間的資源、服務或責任轉移，不論是否收取對價。

該名人士之近親為預期於與實體進行交易時可能影響該名人士或受該名人士影響之該等家族成員並包括：

- (i) 該名人士之子女及配偶或家庭夥伴；
- (ii) 該名人士之配偶或家庭夥伴之子女；及
- (iii) 該名人士或該名人士之配偶或家庭夥伴之家屬。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Separate financial statement

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 if 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 the investee's net assets including goodwill.

#### (r) 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.

### 4. 重大會計政策 (續)

#### (q) 獨立財務報表

於附屬公司之投資按成本扣除減值列賬。成本包括直接應佔投資成本。附屬公司之業績乃由本公司按已收股息及應收款項基準入賬。

倘股息超出附屬公司宣派股息期間全面收入總額，或倘獨立財務報表中投資之賬面值超出綜合財務報表所示投資對象資產淨值（包括商譽）之賬面值，則須於自該投資收取股息時，對該等投資進行減值測試。

#### (r) 附屬公司

附屬公司指本公司有權控制其財務及營運政策，且一般擁有其過半數投票權之持股量之所有實體（包括特殊目的實體）。於評估本集團是否控制另一實體時，會考慮是否存在即時可行使或轉換至潛在投票權及其影響。

本集團收購附屬公司時，如符合綜合基準，即會採用購買會計處理法入賬，除非該收購符合共同控制合併原則，即會使用合併處理法入賬。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (r) Subsidiaries (Continued)

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 of 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 non-controlling 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 profit or loss and other comprehensive income.

#### 4. 重大會計政策 (續)

##### (r) 附屬公司 (續)

根據購買會計法，附屬公司在控制權轉移至本集團之日起全面綜合入賬。附屬公司在控制終止之日起停止綜合入賬。收購成本根據於交易日期所給予資產、所發行的股本工具及所產生或承擔的負債的公平值計算，而收購相關之成本予以支銷。在企業合併中所收購可識別資產以及所承擔的負債及或然負債，首先以彼等於收購日期的公平值計量。就每一筆收購，本集團可按非控股權益應佔被收購方資產淨值的比例，確認被收購方的非控股權益。

轉移之代價、被收購方的任何非控股權益之金額及被收購方之原股本權益於收購日期的公平值的超出所收購之可識別資產的部份，乃記作商譽入賬；如低於已購入附屬公司之資產淨值之公平值，差額乃直接於綜合損益及其他全面收益表內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Government grant

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

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

### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group’s accounting policies, which are described in note 4, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an 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.

### 4. 重大會計政策 (續)

#### (s) 政府補助

政府補助僅會於出現本集團遵守政府補助所附帶的條件及將收取政府補助的合理保證的情況下方會確認。

與收入相關的政府補助乃作為已產生開支或虧損的應收補償或為向本集團提供即時財務支援而並無未來相關成本，即於其成為應收款項時在損益中確認。該等補助會於「其他收入」中呈列。

### 5. 重要會計判斷及估計不明朗因素之主要來源

在應用附註4所述的本集團會計政策時，本公司董事須就不可輕易自其他來源得悉的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃按過往經驗及被視為相關的其他因素得出。實際結果可能有別於該等估計。

估計及相關假設乃按持續基準檢討。倘會計估計的修訂僅影響修訂期間，則於修訂有關估計期間確認該等修訂，或倘修訂影響當前及未來期間，則會於修訂期間及未來期間確認該等修訂。

## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

### Critical judgments in applying accounting policies

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

#### (i) Construction contract revenue recognition

Revenue recognition on a project is dependent on management's estimation of the total outcome of the construction contracts, with reference to the proportion that contract costs incurred for work performed to date to the estimated total costs for the contracts. The Group reviews and revises the estimates of contract revenue, contract costs, variation orders and provision for claims, prepared for each construction contract as the contract progresses. Budgeted construction costs are prepared by the management on the basis of quotations from time to time provided by the major contractors, suppliers or vendors involved and the experience of the management. In order to keep the budget accurate and up-to-date, the management conducts periodic reviews of the management budgets by comparing the budgeted amounts to the actual amounts incurred. The provision for claims is determined on the basis of the delay in the number of workdays of the completion of the construction works which is highly subjective and is subject to negotiation with the customers. Management conducts periodic review of the provisioning amount.

## 5. 重要會計判斷及估計不明朗因素之主要來源 (續)

### 應用會計政策之重要判斷

以下為管理層於應用本集團之會計政策時所作出以及對於綜合財務報表確認之金額有最重大影響之重要判斷 (該等涉及估計者 (見下文) 除外)。

#### (i) 建築合約收益確認

項目收益確認取決於管理層參照迄今已完成工程產生之合約成本與估計合約總成本之比例的建築合約總結果估計。隨著合約工程進度，本集團審查及修訂每一份建築合約編製之合約收益、合約成本、改工指令及索償撥備之估計。建築成本預算由管理層不時參考所涉及的總承建商、供應商或供貨商提供之報價加上管理層之經驗為基礎而釐定。為確保預算準確及更新，管理層對管理預算進行定期審查，比較預算金額及實際金額之差別。索償撥備按建築工程竣工遞延的工程天數基準 (為高度主觀) 及按與客戶協商釐定。管理層對撥備金額定期作出檢討。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### Critical judgments in applying accounting policies

(Continued)

##### (i) Construction contract revenue recognition

(Continued)

Significant judgement is required in estimating the contract revenue, contract costs, variation works and provision for claims which may have an impact in terms of percentage of completion and profit taken. The judgements of the management are based on contract costs and revenues on the latest available information, which includes detailed contract valuations. In many cases the results reflect the expected outcome of long-term contractual obligations which span more than one reporting period. Contract costs and revenues are affected by a variety of uncertainties that depend on the outcome of future events and often need to be revised as events unfold and uncertainties are resolved. The estimates of contract costs and revenues are updated regularly and significant changes are highlighted through established internal review procedures. In particular, the internal reviews focus on the timing and recognition of payments and the age and recoverability of any disagreed income from variations to the contract scope or claims. The impact of the changes in accounting estimates is then reflected in the ongoing results.

### 5. 重要會計判斷及估計不明朗因素之主要來源 (續)

#### 應用會計政策之重要判斷 (續)

##### (i) 建築合約收益確認 (續)

由於估計合約收益、合約成本、改建工程及索償撥備需作出重大判斷，因而或會影響完工百分比及工程溢利之計算。管理層之判斷乃按最新可得資料(包括詳細合約估值)根據合約成本及收益作出。在多數情況下，業績反映跨越超過一個報告期間的長期合約責任預期成果。合約成本及收益受到多種取決於未來事件結果的不確定因素影響，及經常需隨著事態發展及不確定因素的解決進行修訂。合約成本及收益的估計定期更新，重大變動透過完善的內部檢討程序凸顯出來。特別是，內部檢討著重於時效及付款確認，以及合約範圍或索償變化產生的任何未經同意的收入的賬齡及可收回性。會計估計變動的影響其後反映於持續業績。

## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

### Key sources of estimation uncertainty

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

#### (i) *Provision of ECL for trade receivables and contract assets*

The Group uses provision matrix to calculate ECL for the trade receivables and contract assets. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade and other receivables and contract assets with significant balances and credit-impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates.

## 5. 重要會計判斷及估計不明朗因素之主要來源 (續)

### 估計不明朗因素之主要來源

以下為有關未來的主要假設以及於報告期末的估計不明朗因素的其他主要來源，此等假設及不明朗因素具有重大風險導致下一財政年度內的資產及負債賬面值出現重大調整。

#### (i) *貿易應收款項及合約資產之預期信貸虧損撥備*

本集團使用撥備矩陣計算貿易應收款項及合約資產的預期信貸虧損。撥備矩陣乃基於本集團的歷史違約率，並考慮毋須不必要成本及努力即可取得的合理且有根據的前瞻性資料。於各報告日期，過往觀察所得之違約率會重新評估，並會考慮前瞻性資料的變動。此外，具有重大結餘及信貸減值的貿易及其他應收款項及合約資產將個別評估預期信貸虧損。

預期信貸虧損撥備對估計變動敏感。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### Key sources of estimation uncertainty (Continued)

#### (ii) *Estimated impairment of property, plant and equipment, right-of-use assets and intangible asset*

Property, plant and equipment, right-of-use assets and intangible asset are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash generating unit to which the assets belongs, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash generating units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

### 5. 重要會計判斷及估計不明朗因素之主要來源 (續)

#### 估計不明朗因素之主要來源 (續)

#### (ii) *物業、廠房及設備、使用權資產及無形資產之預期減值*

物業、廠房及設備及使用權資產以按成本減累計折舊及減值(如有)列示。於釐定資產是否減值時,本集團須作出判斷及估計,尤其評估(1)是否有事件已發生或有任何指標可能影響資產價值;(2)資產賬面值是否能夠以可收回金額(如為使用價值)支持,即按照持續使用資產估計的未來現金流量的淨現值;及(3)將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。倘無法估計個別資產的可收回金額(包括使用權資產),本集團會估計該資產所屬現金產生單位的可收回金額,包括在能夠確定合理及一致的分配基準的情況下的公司資產分配,否則,可收回金額按已分配相關公司資產的現金產生單位的最小組別釐定。更改有關假設及估計(包括現金流預測中的貼現率或增長率),可對可收回金額產生重大影響。

## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

### Key sources of estimation uncertainty (Continued)

#### (ii) Estimated impairment of property, plant and equipment, right-of-use assets and intangible asset (Continued)

As at 31 March 2021, the carrying amounts of right-of-use assets, property, plant and equipment, and intangible assets subject to impairment assessment were approximately HK\$1,106,000, HK\$23,138,000 and HK\$Nil (2020: approximately HK\$9,107,000, HK\$26,407,000 and HK\$25,995,000) respectively, after taking into account of the impairment losses of approximately HK\$2,872,000, HK\$Nil and HK\$7,679,000 (2020: HK\$Nil, HK\$Nil and HK\$Nil in respect of right-of-use assets, property, plant and equipment and intangible assets that have been recognised respectively. Details of the impairment of right-of-use assets, property, plant and equipment, and intangible assets are disclosed in Notes 19, 18 and 20 respectively.

#### (iii) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

## 5. 重要會計判斷及估計不明朗因素之主要來源 (續)

### 估計不明朗因素之主要來源 (續)

#### (ii) 物業、廠房及設備、使用權資產及無形資產之預期減值 (續)

於二零二一年三月三十一日，經計及已確認之使用權資產、物業、廠房及設備以及無形資產減值虧損分別約2,872,000港元、零港元及7,679,000港元(二零二零年：零港元、零港元及零港元)，須進行減值評估的使用權資產、物業、廠房及設備以及無形資產之賬面值分別約為1,106,000港元、23,138,000港元及零港元(二零二零年：約9,107,000港元、26,407,000港元及25,995,000港元)。有關使用權資產、物業、廠房及設備以及無形資產減值之詳情，分別於附註19、18及20披露。

#### (iii) 物業、廠房及設備之可使用年期

本集團管理層釐定本集團物業、廠房及設備之估計可使用年期以及相關折舊支出。該估計乃根據性質及功能相若的物業、廠房及設備之過往實際可使用年期作出。倘可使用年期與先前估計的年期不同，本集團將修訂折舊支出，或將撇銷或撇減已棄置或出售而技術上屬陳舊或非策略性的資產。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### Key sources of estimation uncertainty (Continued)

##### (iv) Useful lives of broadcasting right

The Group determines the estimated useful life at 10 years and related amortisation charges for its broadcasting right. The estimate is based on the license period of the broadcasting right acquired. Management will revise the amortisation charge where the useful life is difference to the one previously estimated.

##### (v) Income taxes and deferred taxation

The Group is subject to income taxes in Hong Kong and the PRC. Significant judgment is required in determining the provision for income taxes. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will accordingly be adjusted in the relevant tax account in the year in which such determination is made.

### 5. 重要會計判斷及估計不明朗因素之主要來源 (續)

#### 估計不明朗因素之主要來源 (續)

##### (iv) 播放權之可使用年期

本集團釐定播放權之估計可使用年期為十年，並釐定相關攤銷支出。估計乃根據所取得的播放權許可期間而作出。倘可使用年期與先前估計的年期不同，管理層將修訂攤銷支出。

##### (v) 所得稅及遞延稅項

本集團須於香港及中國繳納所得稅。釐定所得稅撥備須作出重大判斷。倘最終稅務結果不同於初步記錄金額，有關差異將於作出釐定年度內之相關稅項賬目作出相應調整。

## 6. REVENUE

### (i) Disaggregation of revenue from contracts with customers

Construction works	建築工程
Advertising income	廣告收入
Revenue recognised over time	隨時間確認收益

### (ii) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

As at 31 March 2021, the aggregated amount of the transaction price allocated to the remaining performance obligation under the Group's existing contracts is approximately HK\$116,728,000 (2020: HK\$102,990,000). This amount represents revenue expected to be recognised in the future from pre-completion construction contracts and advertising contracts entered into by the customers with the Group. The Group will recognise the expected revenue in future when or as the work is completed or service is provided which is expected to occur within the next 12 months.

## 6. 收益

### (i) 客戶合約收益分拆

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
204,470	231,100
34,763	6,222
<b>239,233</b>	<b>237,322</b>

### (ii) 預期於日後將予確認於報告日期現有客戶合約產生之收益

於二零二一年三月三十一日，根據本集團現有合約分配至餘下履約責任的交易價總額約為116,728,000港元（二零二零年：102,990,000港元）。該金額指日後將就客戶與本集團訂立的竣工前建築合約及廣告合約預期確認的收益。本集團將於或當工程竣工或提供服務時（預期為未來十二個月內）確認預期收益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 7. OTHER INCOME

Interest income	利息收入
Dividend income	股息收入
Government subsidies (Note)	政府補助(附註)
Consultancy fee income from joint operations	合營企業諮詢費收入
Sundry income	雜項收入

### 7. 其他收入

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
353	213
-	48
9,273	-
1,410	-
1,338	772
<b>12,374</b>	<b>1,033</b>

Note: During the current year, the Group recognised Government grant of approximately HK\$9,273,000 in respect of COVID-19 related subsidies which is related to Employment Support Scheme provided by Hong Kong Government.

附註：於本年度，本集團就與香港政府保就業計劃有關之COVID-19相關補貼確認政府補助約9,273,000港元。

### 8. OTHER LOSSES, NET

Exchange (loss)/gain, net	匯兌(虧損)/收益, 淨額
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益淨額
Reversal of/(allowance for) ECL recognised for trade receivables, net	就貿易應收款項確認之預期信貸虧損撥回/(撥備), 淨額
Allowance of ECL recognised for other receivables, net	就其他應收款項確認之預期信貸虧損撥備, 淨額
Allowance for ECL recognised for contract assets, net	就合約資產確認之預期信貸虧損撥備, 淨額
Loss arising on extension of promissory note	延長承兌票據產生之虧損

### 8. 其他虧損, 淨額

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
(364)	559
18	957
74	(7,920)
(97)	-
(93)	(5,407)
(451)	-
<b>(913)</b>	<b>(11,811)</b>

## 9. SEGMENT INFORMATION

The Group's segment information is presented on the basis on internal reports that are regularly reviewed by the executive directors of the Company, being the chief operating decision maker ("CODM"), in order to allocate resources to the segments and assess their performance.

Specifically, the Group's reportable segments under HKFRS 8 are as follows:

- (i) Provision of civil engineering services – provision of waterworks engineering services, road works and drainage services and site formation works for public sector in Hong Kong; and
- (ii) Media and advertising business – (a) the business of broadcasting television programmes on television channels operated by television broadcasting companies in the Asia-Pacific region (excluding the PRC) and (b) business of promoting digital marketing activities on overseas video platform in return for advertising and related revenue.

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches.

## 9. 分部資料

本集團之分部資料乃根據本公司執行董事（即主要營運決策者（「**主要營運決策者**」））為分配資源至各分部及評估各分部表現而定期檢討之內部報告予以呈報。

具體而言，本集團根據香港財務報告準則第8號可呈報分部如下：

- (i) 提供土木工程服務—為香港公營部門提供水務工程服務、道路工程及渠務服務，亦從事地盤平整工程；及
- (ii) 媒體及廣告業務—(a)在位於亞太區（不包括中國）之電視播放公司所經營之電視頻道進行電視節目播放的業務及(b)於海外視頻平台推廣數碼營銷活動的業務，以取得廣告及相關收益之業務。

由於各個產品和服務類別需要不同的資源以及涉及不同的營銷手法，故上述各營運分部被分開管理。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 9. SEGMENT INFORMATION (Continued)

#### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segments.

For the year ended 31 March 2021

Revenue from external customers	來自外部客戶之收益
Reportable segment results	可呈報分部業績
Unallocated corporate income	未分配企業收入
Unallocated corporate expenses	未分配企業開支
Finance costs	融資成本
Loss before income tax	除所得稅前虧損

### 9. 分部資料 (續)

#### 分部收益及業績

本集團按可呈報及營運分部劃分的收益及業績分析如下。

截至二零二一年三月三十一日止年度

Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元	Media and advertising business 媒體及廣告業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
204,470	34,763	239,233
(34,680)	(28,810)	(63,490)
		1,346
		(7,892)
		(9,314)
		(79,350)

## 9. SEGMENT INFORMATION (Continued)

### Segment revenue and results (Continued)

For the year ended 31 March 2020

		Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元	Media and advertising business 媒體及廣告業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	231,100	6,222	237,322
Reportable segment results	可呈報分部業績	(27,574)	(23,332)	(50,906)
Unallocated corporate income	未分配企業收入			366
Unallocated corporate expenses	未分配企業開支			(26,138)
Finance costs	融資成本			(28,496)
Loss before income tax	除所得稅前虧損			(105,174)

There were no inter-segment sales for the years ended 31 March 2021 and 2020.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment profit/loss represents the profit earned/loss incurred by each segment without allocation of central administration costs, dividend income, interest income, finance costs, change in fair value of financial assets at FVTPL, loss arising from extension of promissory note and income tax expense. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

## 9. 分部資料 (續)

### 分部收益及業績 (續)

截至二零二零年三月三十一日止年度

		Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元	Media and advertising business 媒體及廣告業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	231,100	6,222	237,322
Reportable segment results	可呈報分部業績	(27,574)	(23,332)	(50,906)
Unallocated corporate income	未分配企業收入			366
Unallocated corporate expenses	未分配企業開支			(26,138)
Finance costs	融資成本			(28,496)
Loss before income tax	除所得稅前虧損			(105,174)

截至二零二一年及二零二零年三月三十一日止年度概無分部間銷售。

營運分部的會計政策與附註4所述的本集團會計政策相同。分部溢利／虧損指各分部在未分配中央行政成本、股息收入、利息收入、融資成本、透過損益按公平值入賬之金融資產之公平值變動、延長承兌票據產生之虧損及所得稅開支前所賺取的溢利／產生的虧損。此乃向主要營運決策者呈報以供其分配資源及評估表現之計量方式。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 9. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

At 31 March 2021

Segment assets	分部資產
Unallocated	未分配
Consolidated assets	綜合資產
Segment liabilities	分部負債
Unallocated	未分配
Consolidated liabilities	綜合負債

### 9. 分部資料 (續)

#### 分部資產及負債

本集團按可呈報及營運分部劃分之資產及負債分析如下：

於二零二一年三月三十一日

Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元	Media and advertising business 媒體及廣告業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
100,752	1,651	102,403
		<u>72,508</u>
		<u>174,911</u>
122,801	33,232	156,033
		<u>362,071</u>
		<u>518,104</u>

## 9. SEGMENT INFORMATION (Continued)

### Segment assets and liabilities (Continued)

At 31 March 2020

		Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元	Media and advertising business 媒體及廣告業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分部資產	112,730	37,223	149,953
Unallocated	未分配			98,501
Consolidated assets	綜合資產			248,454
Segment liabilities	分部負債	116,814	46,006	162,820
Unallocated	未分配			357,602
Consolidated liabilities	綜合負債			520,422

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

- all assets are allocated to operating segments other than financial assets at FVTPL, cash and cash equivalents, deferred tax assets and corporate assets. Intangible assets is allocated to segment of television broadcasting business; and,
- all liabilities are allocated to operating segments other than convertible notes, current and deferred tax liabilities, lease liabilities, promissory note and corporate liabilities.

## 9. 分部資料 (續)

### 分部資產及負債 (續)

於二零二零年三月三十一日

		Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元	Media and advertising business 媒體及廣告業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分部資產	112,730	37,223	149,953
Unallocated	未分配			98,501
Consolidated assets	綜合資產			248,454
Segment liabilities	分部負債	116,814	46,006	162,820
Unallocated	未分配			357,602
Consolidated liabilities	綜合負債			520,422

為監察分部表現及分配分部資源：

- 除透過損益按公平值入賬之金融資產、現金及現金等價物、遞延稅項資產及企業用途資產外，所有資產均分配至營運分部。無形資產分配至電視播放業務分部；及
- 除可換股票據、當期及遞延稅項負債、租賃負債、承兌票據及企業負債外，所有負債均分配至營運分部。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 9. SEGMENT INFORMATION (Continued)

#### Other segment information

For the year ended 31 March 2021

### 9. 分部資料 (續)

#### 其他分部資料

截至二零二一年三月三十一日止年度

		Provision of civil engineering services 提供土木工程 服務	Media and advertising business 媒體及 廣告業務	Unallocated 未分配	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Additions to non-current assets	添置非流動資產	12,441	-	-	12,441
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14,820	329	192	15,341
Depreciation of right-of-use assets	使用權資產折舊	875	1,867	2,634	5,376
Amortisation of intangible assets	無形資產攤銷	-	18,316	-	18,316
Allowance of ECL on contract assets, net	合約資產預期信貸虧損 撥備, 淨額	93	-	-	93
Reversal of ECL on trade receivables, net	貿易應收款項預期信貸虧損 撥回, 淨額	(74)	-	-	(74)
Allowance of ECL on other receivables, net	其他應收款項預期信貸虧損 撥備, 淨額	97	-	-	97
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之 收益淨額	(18)	-	-	(18)
Change in fair value of financial assets at FVTPL	透過損益按公平值入賬之 金融資產之公平值變動	-	-	(2,965)	(2,965)
Impairment loss on intangible assets	無形資產減值虧損	-	7,679	-	7,679
Impairment loss on right-of-use assets	使用權資產減值虧損	633	702	1,537	2,872

## 9. SEGMENT INFORMATION (Continued)

### Other segment information (Continued)

For the year ended 31 March 2020

		Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元	Media and advertising business 媒體及 廣告業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Additions to non-current assets	添置非流動資產	9,872	-	4	9,876
Depreciation of property, plant and equipment	物業、廠房及設備折舊	17,689	228	798	18,715
Depreciation of right-of-use assets	使用權資產折舊	759	2,366	4,086	7,211
Amortisation of intangible assets	無形資產攤銷	-	18,367	-	18,367
Allowance for ECL on contract assets, net	合約資產預期信貸虧損撥備， 淨額	5,407	-	-	5,407
Allowance for ECL on trade receivables, net	貿易應收款項預期信貸虧損 撥備，淨額	7,920	-	-	7,920
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益 淨額	(957)	-	-	(957)
Change in fair value of financial assets at FVTPL	透過損益按公平值入賬之金 融資產之公平值變動	-	-	4,636	4,636

## 9. 分部資料 (續)

### 其他分部資料 (續)

截至二零二零年三月三十一日止年度

		Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元	Media and advertising business 媒體及 廣告業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Additions to non-current assets	添置非流動資產	9,872	-	4	9,876
Depreciation of property, plant and equipment	物業、廠房及設備折舊	17,689	228	798	18,715
Depreciation of right-of-use assets	使用權資產折舊	759	2,366	4,086	7,211
Amortisation of intangible assets	無形資產攤銷	-	18,367	-	18,367
Allowance for ECL on contract assets, net	合約資產預期信貸虧損撥備， 淨額	5,407	-	-	5,407
Allowance for ECL on trade receivables, net	貿易應收款項預期信貸虧損 撥備，淨額	7,920	-	-	7,920
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益 淨額	(957)	-	-	(957)
Change in fair value of financial assets at FVTPL	透過損益按公平值入賬之金 融資產之公平值變動	-	-	4,636	4,636

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 9. SEGMENT INFORMATION (Continued)

#### Geographical information

Revenue from external customers of the Group was all derived from Hong Kong for the years ended 31 March 2021 and 2020.

The following is an analysis of the carrying amount of non-current assets, excluding deferred tax assets analysed by the geographical area in which the assets are located:

Hong Kong	香港
PRC	中國

#### Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

Customer A (Note (i))	客戶甲 (附註(i))
Customer B (Note (i))	客戶乙 (附註(i))
Customer C (Notes (i) and (ii))	客戶丙 (附註(i)及(ii))
Customer D (Notes (ii) and (iii))	客戶丁 (附註(ii)及(iii))

Notes:

- (i) Revenue from provision of civil engineering service.
- (ii) The corresponding revenue did not contribute over 10% of the Group's revenue for the year ended 31 March 2020.
- (iii) Revenue from media and advertising business.

### 9. 分部資料 (續)

#### 地區資料

截至二零二一年及二零二零年三月三十一日止年度，本集團來自外部客戶之收益均產生自香港。

以下為按資產所在地區分析之非流動資產（不包括遞延稅項資產）之賬面值之分析：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
23,154	60,250
1,090	1,259
<b>24,244</b>	<b>61,509</b>

#### 有關主要客戶之資料

來自相應年度佔本集團總收益超過10%之客戶之收益如下：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
104,741	106,968
27,392	100,707
28,846	—
31,488	—

附註：

- (i) 來自提供土木工程服務之收益。
- (ii) 截至二零二零年三月三十一日止年度相應收益並無佔本集團總收益超過10%。
- (iii) 來自媒體及廣告業務之收益。

## 10. LOSS FROM OPERATIONS

## 10. 營運虧損

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss from operations has been arrived at after charging:	營運虧損乃經扣除以下各項後計算得出：		
Contract costs recognised as expenses	確認為開支之合約成本	<b>235,635</b>	247,676
Television broadcasting right fee and TV satellite fees (included in cost of services)	電視播放權費用及衛星電視費用 (包括於服務成本中)	<b>72</b>	2,123
Costs attributable to media and advertising business (included in cost of services)	媒體及廣告業務應佔成本 (包括於服務成本中)	<b>27,415</b>	–
Other direct costs attributable to media and advertising business (included in cost of services)	媒體及廣告業務應佔其他直接成本 (包括於服務成本中)	<b>3,189</b>	2,693
Auditors' remuneration	核數師薪酬		
– Audit services	– 審核服務	<b>650</b>	650
– Non-audit services	– 非審核服務	–	–
Depreciation of property, plant and equipment*	物業、廠房及設備折舊*	<b>15,341</b>	18,715
Depreciation of right-of-use assets**	使用權資產折舊**	<b>5,376</b>	7,211
Staff costs (Note 11)	員工成本 (附註11)	<b>88,287</b>	88,579
Expenses relating to short-term leases (Reversal of)/allowance for expected credit losses recognised for trade receivables, net	有關短期租賃之開支 就貿易應收款項確認之預期信貸虧損 (撥回) / 撥備, 淨額	<b>309</b>	2,827
		<b>(74)</b>	7,920
Allowance for expected credit losses recognised for other receivables, net	就其他應收款項確認之預期信貸虧損撥備, 淨額	<b>97</b>	–
Allowance for expected credit losses recognised for contract assets, net	就合約資產確認之預期信貸虧損撥備, 淨額	<b>93</b>	5,407

\* Depreciation of property, plant and equipment of approximately HK\$13,877,000 (2020: approximately HK\$17,174,000) and HK\$1,464,000 (2020: approximately HK\$1,541,000) have been separately expensed in contract costs recognised as expenses and administrative expenses respectively.

\*\* Depreciation of right-of-use assets of approximately HK\$1,742,000 (2020: approximately HK\$2,366,000) and HK\$3,634,000 (2020: approximately HK\$4,845,000) have been separately expensed in cost of services in respect of television broadcasting business and administrative expenses respectively.

\* 物業、廠房及設備折舊約13,877,000港元 (二零二零年: 約17,174,000港元) 及1,464,000港元 (二零二零年: 約1,541,000港元) 已分別於確認為開支之合約成本及行政開支支銷。

\*\* 使用權資產折舊約1,742,000港元 (二零二零年: 約2,366,000港元) 及3,634,000港元 (二零二零年: 約4,845,000港元) 已分別於有關電視播放業務之服務成本及行政開支支銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 11. STAFF COSTS

Staff costs (including directors' remuneration) comprise:	員工成本(包括董事薪酬)包括:
Wages, salaries and other benefits	工資、薪金及其他福利
Contribution to defined contribution retirement plan	定額供款退休計劃供款

### 11. 員工成本

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
86,636	87,260
1,651	1,319
<b>88,287</b>	<b>88,579</b>

### 12. FINANCE COSTS

Interest on:	以下各項之利息:
Lease liabilities	租賃負債
Promissory note (Note 30)	承兌票據(附註30)
Convertible notes (Note 31)	可換股票據(附註31)

### 12. 融資成本

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
176	366
826	2,890
8,312	25,240
<b>9,314</b>	<b>28,496</b>

### 13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

#### (i) Directors' remuneration

The aggregate amounts of the remuneration paid and payable to the directors by the Group for the year ended 31 March 2021 and 2020 were as follows:

Year ended 31 March 2021	截至二零二一年 三月三十一日止年度
<i>Executive director and chief executive officer</i>	執行董事及行政總裁：
Dr. Li Yong Sheng (note (iii))	李永升博士 (附註(iii))
<i>Executive Directors</i>	執行董事：
Dr. Jiang Yan (note (iii))	姜岩博士 (附註(iii))
Mr. Liu Da Yong (note (iii))	劉大勇先生 (附註(iii))
Mr. Kan Kwok Cheung	簡國祥先生
<i>Non-executive Directors</i>	非執行董事：
Ms. Tang Li (note (iii))	唐麗女士 (附註(iii))
Mr. Law Cheuk Hung	羅焯雄先生
<i>Independent Non-executive Directors</i>	獨立非執行董事：
Mr. Fan Chun Wah, Andrew (note (i))	范駿華先生 (附註(i))
Mr. Wu Guo Ming	吳國銘先生
Mr. Wan Chi Keung, Aaron	尹志強先生
Mr. Wong Chung Yip, Kenneth	王忠業先生

### 13. 董事酬金及高級管理層酬金

#### (i) 董事酬金

就截至二零二一年及二零二零年三月三十一日止年度已付及應付本集團董事之酬金總額如下：

Fees	Salaries and other benefits	Bonus	Contributions to retirement benefit schemes	Total
袍金	薪金及其他福利	花紅	退休福利計劃供款	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
-	-	-	-	-
-	-	-	-	-
-	12,012	-	18	12,030
-	-	-	-	-
12	1,200	-	18	1,230
52	-	-	-	52
144	-	-	-	144
144	-	-	-	144
144	-	-	-	144
<b>496</b>	<b>13,212</b>	<b>-</b>	<b>36</b>	<b>13,744</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

### 13. 董事酬金及高級管理層酬金 (續)

#### (i) Directors' remuneration (Continued)

#### (i) 董事酬金 (續)

		Fees	Salaries and other benefits	Bonus	Contributions to retirement benefit schemes	Total
		袍金	薪金及其他福利	花紅	退休福利計劃供款	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
Year ended 31 March 2020	截至二零二零年三月三十一日止年度					
<i>Executive director and chief executive officer</i>	<i>執行董事及行政總裁</i>					
Dr. Li Yong Sheng (note (ii))	李永升博士 (附註(ii))	-	-	-	-	-
<i>Executive Directors</i>	<i>執行董事</i>					
Dr. Jiang Yan (note (ii))	姜岩博士 (附註(ii))	-	-	-	-	-
Mr. Liu Da Yong (note (ii))	劉大勇先生 (附註(ii))	-	-	-	-	-
Mr. Kan Kwok Cheung	簡國祥先生	-	10,370	500	19	10,889
<i>Non-executive Directors</i>	<i>非執行董事</i>					
Ms. Tang Li (note (ii))	唐麗女士 (附註(ii))	-	-	-	-	-
Mr. Law Cheuk Hung	羅焯雄先生	12	1,200	3,100	18	4,330
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>					
Mr. Fan Chun Wah, Andrew	范駿華先生	144	-	-	-	144
Mr. Wu Guo Ming	吳國銘先生	144	-	-	-	144
Mr. Wan Chi Keung, Aaron	尹志強先生	144	-	-	-	144
Mr. Wong Chung Yip, Kenneth	王忠業先生	144	-	-	-	144
		<u>588</u>	<u>11,570</u>	<u>3,600</u>	<u>37</u>	<u>15,795</u>

Note:

附註：

(i) Retired on 11 August 2020.

(i) 於二零二零年八月十一日辭任。

(ii) The directors' emoluments were waived for the year ended 31 March 2021 and 2020.

(ii) 該等董事於截至二零二一年及二零二零年三月三十一日止年度放棄酬金。

### 13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

#### (i) Directors' remuneration (Continued)

For the year ended 2021, directors' emoluments amounted to approximately HK\$48,000 (2020: approximately HK\$48,000) were waived. Waived contributions cannot be used to reduce ongoing contributions. There were no emoluments paid by the Group to any directors or chief executive officer as an inducement to join, or upon joining the Group or as compensation for loss of office.

Senior management of the Group represents the executive directors during the years ended 31 March 2021 and 2020.

### 14. EMPLOYEES' EMOLUMENTS

The five highest paid employees the Group during the year included two (2020: two) directors, details of whose remuneration are set out in note 13 above. Details of the remaining three (2020: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

Basic salaries, bonuses and other allowances	基本薪金、花紅及其他津貼
Contributions to defined contribution retirement plan	定額供款退休計劃供款

### 13. 董事酬金及高級管理層酬金 (續)

#### (i) 董事酬金 (續)

截至二零二一年三月三十一日止年度，已放棄之董事酬金約為48,000港元(二零二零年：約48,000港元)。本集團並無向任何董事或行政總裁支付任何酬金以作為勸誘彼等加入本集團或於加入時之獎勵或作為離職補償。

本集團截至二零二一年及二零二零年三月三十一日止年度之高級管理層指執行董事。

### 14. 僱員酬金

本集團於本年度之五名最高薪僱員中包括兩名(二零二零年：兩名)董事，有關董事酬金之詳情載於上文附註13。其餘三名(二零二零年：三名)最高薪僱員(並非本公司董事或主要行政人員)之詳情如下：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
3,590	6,468
54	36
<b>3,644</b>	<b>6,504</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 14. EMPLOYEES' EMOLUMENTS (Continued)

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

Nil to HK\$1,000,000	零至1,000,000港元
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元

During the years ended 31 March 2021 and 2020, none of five highest paid individuals waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the five highest paid individuals as an inducement to join, or upon joining the Group or as compensation for loss of office.

### 14. 僱員酬金 (續)

最高薪僱員 (並非本公司董事) 之酬金介乎下列範圍的人數如下：

2021 二零二一年 Number of employees 僱員人數	2020 二零二零年 Number of employees 僱員人數
-	1
3	1
-	1
<b>3</b>	<b>3</b>

於截至二零二一年及二零二零年三月三十一日止年度，五名最高薪人士概無放棄或同意放棄任何酬金，而本集團亦無向五名最高薪人士中任何人支付任何酬金以作為勸誘彼等加入本集團或於加入時之獎勵或作為離職補償。

## 15. INCOME TAX

The amount of income tax in the consolidated statement of profit or loss and other comprehensive income represents:

## 15. 所得稅

綜合損益及其他全面收益表之所得稅金額如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current tax – Hong Kong Profits Tax	當期稅項—香港利得稅		
– provision for the year	— 一年內撥備	498	707
– over-provision in respect of prior years	— 過往年度超額撥備	(399)	(39)
		<u>99</u>	<u>668</u>
Current tax – PRC Enterprise Income Tax	當期稅項—中國企業所得稅		
– under-provision in respect of prior years	— 過往年度撥備不足	–	521
		<u>99</u>	<u>1,189</u>
Deferred tax (Note 32)	遞延稅項 (附註32)		
– provision for the year	— 一年內撥備	(5,697)	(5,532)
Income tax credit	所得稅抵免	<u>(5,598)</u>	<u>(4,343)</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 15. INCOME TAX (Continued)

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\$2,000,000 of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2,000,000 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%.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the “**BVI**”), the Company and its subsidiaries incorporated in BVI are not subject to any income tax in the Cayman Islands and the BVI respectively.

Under the prevailing tax law in the PRC, the Enterprise Income Tax rate of the subsidiary of the Company incorporated in the PRC is 25% (2020: 25%).

### 15. 所得稅 (續)

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「**草案**」)，草案引進利得稅兩級制。草案於二零一八年三月二十八日簽署立法，並於翌日刊憲。根據利得稅兩級制，合資格公司首2,000,000港元應課稅溢利將按8.25%徵稅，2,000,000港元以上應課稅溢利則按16.5%徵稅。利得稅兩級制下不合資格公司之應課稅溢利將繼續按劃一稅率16.5%徵稅。

根據開曼群島及英屬處女群島(「**英屬處女群島**」)規則及法規，本公司及其於英屬處女群島註冊成立之附屬公司毋須繳納開曼群島及英屬處女群島各自之任何所得稅。

根據中國現行稅法，本公司於中國註冊成立之附屬公司之企業所得稅稅率為25%(二零二零年：25%)。

## 15. INCOME TAX (Continued)

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

Loss before income tax	除所得稅前虧損
Tax calculated at the rates, applicable to profits in the countries concerned	按於有關國家所產生溢利適用之稅率計算之稅項
Tax effect of expenses not deductible for tax purpose	不可扣除稅項的開支之稅務影響
Tax effect of income not taxable for tax purpose	毋須課稅的收入之稅務影響
Over-provision in respect of prior years	過往年度超額撥備
Under-provision in respect of prior years	過往年度撥備不足
Tax effect of temporary difference not recognised	未確認暫時差異之稅務影響
Tax effect of tax losses not recognised	並無確認之稅項虧損之稅務影響
Income tax credit	所得稅抵免

## 15. 所得稅 (續)

年內稅項抵免與綜合損益及其他全面收益表所列之除所得稅前虧損之對賬如下：

2021 二零二一年		2020 二零二零年	
HK\$'000 千港元	%	HK\$'000 千港元	%
<b>(79,350)</b>		<b>(105,174)</b>	
<b>(13,680)</b>	<b>17.2</b>	(17,796)	16.9
<b>4,180</b>	<b>(5.3)</b>	7,393	(7.0)
<b>(1,502)</b>	<b>1.9</b>	(312)	0.3
<b>(399)</b>	<b>0.5</b>	-	-
-	-	482	(0.5)
<b>(1,016)</b>	<b>1.3</b>	(1,716)	1.6
<b>6,819</b>	<b>(8.6)</b>	7,606	(7.2)
<b>(5,598)</b>	<b>7.0</b>	<b>(4,343)</b>	<b>4.1</b>

## 16. DIVIDENDS

The board of directors does not recommend the payments of any dividend in respect of the year ended 31 March 2021 (2020: nil).

## 16. 股息

董事會不建議就截至二零二一年三月三十一日止年度派付任何股息(二零二零年：無)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 17. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Loss</b>	<b>虧損</b>		
Loss for the year attributable to the owners of the company for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損的本公司擁有人應佔年內虧損	<u>(72,946)</u>	<u>(100,831)</u>
		<b>Number of shares</b> 股份數目	
		'000 千股	'000 千股
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損的普通股加權平均數	<u>4,055,350</u>	<u>4,055,350</u>

Diluted loss per share for the years ended 31 March 2021 and 2020 are the same as the basic loss per share. The computation of diluted loss per share for the years ended 31 March 2021 and 31 March 2020 does not assume the Company's outstanding convertible notes since the assumed conversion of convertible notes would result in a decrease in loss per share.

### 17. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Loss</b>	<b>虧損</b>		
Loss for the year attributable to the owners of the company for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損的本公司擁有人應佔年內虧損	<u>(72,946)</u>	<u>(100,831)</u>
		<b>Number of shares</b> 股份數目	
		'000 千股	'000 千股
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損的普通股加權平均數	<u>4,055,350</u>	<u>4,055,350</u>

截至二零二一年及二零二零年三月三十一日止年度，每股攤薄虧損與每股基本虧損相等。由於假設兌換可換股票據將導致每股虧損減少，故計算截至二零二一年三月三十一日及二零二零年三月三十一日止年度之每股攤薄虧損並無計及本公司尚未兌換之可換股票據。

## 18. PROPERTY, PLANT AND EQUIPMENT

## 18. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Machineries 機器 HK\$'000 千港元	Furnitures and fixtures 傢具及裝置 HK\$'000 千港元	Office equipment 辦公設備 HK\$'000 千港元	Motor vehicles 車輛 HK\$'000 千港元	Site offices 地盤辦公室 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>							
At 31 March 2019	於二零一九年三月三十一日	2,717	73,932	3,062	10,964	43,517	15,225	149,417
Additions	添置	-	1,100	5	7	6,364	-	7,476
Disposals	出售	-	(500)	-	(185)	(5,294)	-	(5,979)
Exchange differences	匯兌差額	(40)	-	-	(21)	-	-	(61)
At 31 March 2020 and 1 April 2020	於二零二零年三月三十一日 及二零二零年四月一日	2,677	74,532	3,067	10,765	44,587	15,225	150,853
Additions	添置	-	2,624	119	19	8,783	-	11,545
Disposals	出售	-	-	-	-	(3,240)	-	(3,240)
Transfer from right-of-use assets	轉撥自使用權資產	-	-	-	-	941	-	941
Exchange differences	匯兌差額	47	-	-	26	-	-	73
At 31 March 2021	於二零二一年三月三十一日	2,724	77,156	3,186	10,810	51,071	15,225	160,172
<b>Accumulated depreciation</b>	<b>累計折舊</b>							
At 31 March 2019	於二零一九年三月三十一日	2,208	48,752	2,679	9,654	32,848	15,115	111,256
Depreciation charge for the year	年內折舊開支	405	12,096	187	631	5,293	103	18,715
Eliminated on disposals	出售時對銷	-	(488)	-	(185)	(4,833)	-	(5,506)
Exchange differences	匯兌差額	(2)	-	-	(17)	-	-	(19)
At 31 March 2020 and 1 April 2020	於二零二零年 三月三十一日及 二零二零年四月一日	2,611	60,360	2,866	10,083	33,308	15,218	124,446
Depreciation charge for the year	年內折舊開支	74	9,387	192	514	5,167	7	15,341
Eliminated on disposals	出售時對銷	-	-	-	-	(3,064)	-	(3,064)
Transfer from right-of-use assets	轉撥自使用權資產	-	-	-	-	287	-	287
Exchange differences	匯兌差額	(1)	-	-	25	-	-	24
At 31 March 2021	於二零二一年 三月三十一日	2,684	69,747	3,058	10,622	35,698	15,225	137,034
<b>Carrying amount</b>	<b>賬面值</b>							
At 31 March 2021	於二零二一年三月三十一日	40	7,409	128	188	15,373	-	23,138
At 31 March 2020	於二零二零年三月三十一日	66	14,172	201	682	11,279	7	26,407

During the year, the Group carried out a review of the recoverable amount of those property, plant and equipment. These assets are used in the Group's performance of provision of civil engineering services reportable segment.

於年內，本集團已對該等物業、廠房及設備之可收回金額進行審閱。該等資產用於本集團提供土木工程服務可呈報分部之表現。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 18. PROPERTY, PLANT AND EQUIPMENT (Continued)

#### Impairment assessment

The management of the Group concluded there was indication of impairment and conducted impairment assessment on recoverable amounts of certain property, plant and equipment and right-of-use assets with carrying amounts (before impairment) of HK\$23,138,000 (2020: HK\$26,407,000) and HK\$3,978,000 (2020: HK\$9,107,000), respectively.

The recoverable amount of the relevant assets has been determined on the basis of their value-in-use and fair value less cost to disposal. That value in used calculation uses cash flow projections based on financial budgets approved by the directors covering a five-year period with a pre-tax discount rate are 17.25% and 18.80% for provision of civil engineering services and media and advertising business respectively. The annual growth rate beyond a five-year period used is 2.5% for both segment. The assumptions of annual revenue growth rates are determined based on expectation for the market development and is not expected to exceed the average long-term growth rate. Another key assumption for the value-in-use calculation is the budgeted gross profit and operating expenses, which is determined based on the recent performance.

Based on the result of the unexpected poor performance of the assessment, management of the Group determined that the recoverable amount is lower than the carrying amount. An impairment of HK\$2,872,000 (2020: HK\$Nil) (Note 19) has been recognised against the carrying amount of right-of-use assets.

### 18. 物業、廠房及設備 (續)

#### 減值評估

本集團管理層認為有跡象表明存在減值，並對賬面值（減值前）分別為23,138,000港元（二零二零年：26,407,000港元）及3,978,000港元（二零二零年：9,107,000港元）的若干物業、廠房及設備以及使用權資產的可收回金額進行了減值評估。

相關資產的可收回金額乃根據使用價值及公平值減出售成本釐定。該使用價值計算分別就提供土木工程服務及媒體及廣告業務使用基於董事批准的涵蓋五年期間財務預算的現金流量預測，除稅前折現率為17.25%及18.80%。這兩部分於五年期間後使用的年增長率為2.5%。年收益增長率的假設乃根據市場發展預期釐定，預期不會超過平均長期增長率。使用價值計算的另一個主要假設為毛利及經營開支預算，乃根據近期表現釐定。

根據意外不佳的評估結果，本集團管理層確定可收回金額低於賬面值。已就使用權資產的賬面值確認減值2,872,000港元（二零二零年：零港元）（附註19）。

## 19. RIGHT-OF-USE ASSETS

## 19. 使用權資產

		Leased properties	Motor vehicles	Assets related to television broadcasting business 與電視播放業務有關之資產	Total
		租賃物業 HK\$'000 千港元	車輛 HK\$'000 千港元	資產 HK\$'000 千港元	總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>				
At April 2019	於二零一九年四月一日	9,036	141	4,809	13,986
Additions (note (ii))	添置 (附註(ii))	-	2,400	-	2,400
Exchange realignment	匯兌調整	(104)	-	-	(104)
At 31 March 2020 and 1 April 2020	於二零二零年三月三十一日及 二零二零年四月一日	8,932	2,541	4,809	16,282
Additions (note (ii))	添置 (附註(ii))	896	-	-	896
Transfer to property, plant and equipment	轉撥至物業、廠房及設備	-	(941)	-	(941)
Exchange realignment	匯兌調整	128	-	-	128
At 31 March 2021	於二零二一年三月三十一日	9,956	1,600	4,809	16,365
<b>Accumulated depreciation</b>	<b>累計折舊</b>				
At 1 April 2019	於二零一九年四月一日	-	-	-	-
Change for the year	年內開支	4,505	340	2,366	7,211
Exchange realignment	匯兌調整	(36)	-	-	(36)
At 31 March 2020 and 1 April 2020	於二零二零年三月三十一日及 二零二零年四月一日	4,469	340	2,366	7,175
Change for the year	年內開支	3,193	441	1,742	5,376
Transfer to property, plant and equipment	轉撥至物業、廠房及設備	-	(287)	-	(287)
Impairment loss for the year	年內減值虧損	2,171	-	701	2,872
Exchange realignment	匯兌調整	123	-	-	123
At 31 March 2021	於二零二一年三月三十一日	9,956	494	4,809	15,259
<b>Carrying amount</b>	<b>賬面值</b>				
<b>At 31 March 2021</b>	<b>於二零二一年三月三十一日</b>	<b>-</b>	<b>1,106</b>	<b>-</b>	<b>1,106</b>
At 31 March 2020	於二零二零年三月三十一日	4,463	2,201	2,443	9,107



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 19. RIGHT-OF-USE ASSETS (Continued)

Expenses relating to short-term leases 有關短期租賃之開支  
Total cash outflow for leases (note (i)) 租賃現金流出總額 (附註(i))  
Addition to right-of-use assets (note (ii)) 添置使用權資產 (附註(ii))

Note (i): Amount includes payments of principal of HK\$7,492,000 (2020: HK\$9,465,000) and interest portion of HK\$176,000 (2020: HK\$366,000) of lease liabilities and short-term lease of HK\$309,000 (2020: HK\$2,827,000).

Note (ii): Amount includes right-of-use assets resulting from renewal of lease.

During the current year, the Group leases certain office premises, certain motor vehicles and assets related to television broadcasting business with lease term of between 20 months to 10 years (2020: 20 months to 10 years). Leases terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as securities for borrowing purpose.

For impairment testing, please refer to Note 18 for details.

### 19. 使用權資產 (續)

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
309	2,827
7,977	12,658
<b>896</b>	<b>2,400</b>

附註(i): 相關金額包括租賃負債本金付款7,492,000港元(二零二零年: 9,465,000港元)及利息部分付款176,000港元(二零二零年: 366,000港元)以及短期租賃309,000港元(二零二零年: 2,827,000港元)。

附註(ii): 相關金額包括重續租賃產生的使用權資產。

本年度,本集團租賃若干辦公室物業、若干車輛及與電視播放業務有關之資產,租期為期20個月至10年(二零二零年: 20個月至10年)。租賃條款乃按個別基準磋商,包括各種不同條款及條件。於釐定租期及評估不可撤回期間的長度時,本集團應用合約的定義並釐定合約可強制執行的期間。

除出租人持有的租賃資產的抵押權益外,租賃協議並無施加任何其他契諾。租賃資產不可就借貸用作抵押。

有關減值測試的詳情,請參閱附註18。

## 20. INTANGIBLE ASSETS

## 20. 無形資產

### Television broadcasting right

電視播放權

HK\$'000

千港元

### Cost

At 1 April 2019, 31 March 2020,  
1 April 2020 and 31 March 2021

### 成本

於二零一九年四月一日、  
二零二零年三月三十一日、  
二零二零年四月一日及  
二零二一年三月三十一日

567,000

### Accumulated amortisation and impairment

At 1 April 2019  
Amortisation for the year (Note 10)

### 累計攤銷及減值

於二零一九年四月一日  
年內攤銷 (附註10)

522,638

18,367

At 31 March 2020 and 1 April 2020

於二零二零年三月三十一日及  
二零二零年四月一日

541,005

Amortisation for the year (Note 10)

年內攤銷 (附註10)

18,316

Impairment loss for the year (Note 21)

年內減值虧損 (附註21)

7,679

At 31 March 2021

於二零二一年三月三十一日

567,000

### Carrying amount

At 31 March 2021

### 賬面值

於二零二一年三月三十一日

-

At 31 March 2020

於二零二零年三月三十一日

25,995

Intangible assets represent television broadcasting rights acquired by the Group. The useful life of television broadcasting right is 10 years.

無形資產指本集團所收購之電視播放權。電視播放權之可使用年期為十年。

Due to the continuous loss making in the television broadcasting business for previous years, the directors of the Company assessed the recoverable amount of intangible assets as at 31 March 2021 and 31 March 2020.

由於過往年度電視播放業務持續錄得虧損，本公司董事已評估於二零二一年三月三十一日及二零二零年三月三十一日之無形資產可收回金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 20. INTANGIBLE ASSETS (Continued)

The directors of the Company reassessed the recoverable amount of the intangible assets at 31 March 2021 and 31 March 2020 and determined that an impairment loss of approximately HK\$7,679,000 (2020: HK\$Nil) was recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2021. The recoverable amount of intangible assets was assessed by reference to the value-in-use calculation.

### 21. IMPAIRMENT TESTING ON INTANGIBLE ASSETS

Intangible assets have been allocated for impairment testing purposes to the cash-generating units of television broadcasting business (“**television broadcasting CGU**”).

The directors of the Company have appointed an independent valuer to perform a business valuation on the television broadcasting CGU containing intangible assets which was acquired from the business combination of Xinhua TV Asia-Pacific Operating Co., Limited (“**Xinhua TV Asia-Pacific**”) during the year ended 31 March 2012.

### 20. 無形資產 (續)

本公司董事重新評估於二零二一年三月三十一日及二零二零年三月三十一日之無形資產可收回金額，並確定截至二零二一年三月三十一日，於綜合損益及其他全面收益表中確認減值虧損約7,679,000港元(二零二零年：零港元)。無形資產之可收回金額乃經參考使用價值計算評估。

### 21. 無形資產減值測試

就減值測試而言，無形資產已被分配至電視播放業務之現金產生單位(「**電視播放現金產生單位**」)。

本公司董事已委任一名獨立估值師以對包含無形資產(截至二零一二年三月三十一日止年度自新華電視亞太台運營有限公司(「**新華電視亞太台**」)之業務合併中購得)之電視播放現金產生單位進行一次商業估值。

## 21. IMPAIRMENT TESTING ON INTANGIBLE ASSETS

(Continued)

For the purpose of impairment testing, the carrying amounts of television broadcasting right (included in intangible assets set out in Note 20) before impairment loss, have been allocated to the television broadcasting CGU are as follows:

Television broadcasting right      電視播放權

The recoverable amount of television broadcasting CGU has been determined on the basis of value in use calculation and is based on certain key assumptions. The value in use calculation is based on cash flow projections prepared from financial budgets approved by the directors of the Company covering a 5-year period and a discount rate of 18.80% (2020: 18.46%). Cash flows beyond the 5-year period are extrapolated using a growth rate ranged of 2.5% (2020: 2.5%) for different countries and the growth rate does not exceed the average long-term growth rate for the industry. The discount rates used reflect specific risks to the segment.

For the years ended 31 March 2021 an impairment loss of approximately HK\$7,679,000 (2020: HK\$Nil) was recognised in respect of intangible assets. In the opinion of the directors of the Company, the main factor contributing to the impairment loss was due to the adverse change in the market of the media and advertising business.

## 21. 無形資產減值測試 (續)

為進行減值測試，電視播放權（計入載於附註20之無形資產）扣除減值虧損前之賬面值已分配至電視播放現金產生單位，載列如下：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<u>32,227</u>	<u>88,927</u>

電視播放現金產生單位之可收回金額乃依據使用價值計算釐定，並基於若干主要假設。使用價值計算乃基於本公司董事批准之一項涵蓋五年期之財務預算及18.80%之貼現率（二零二零年：18.46%）編製之現金流量預測。該五年期後之現金流量已採用就不同國家介乎2.5%（二零二零年：2.5%）之增長率推算，而增長率不超過行業之平均長期增長率。所採用之貼現率反映分部之特定風險。

截至二零二一年三月三十一日止年度，就無形資產確認減值虧損約7,679,000港元（二零二零年：零港元）。本公司董事認為，導致減值虧損的主要原因乃由於媒體及廣告業市場的不利變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 22. JOINT OPERATIONS

Details of investment in joint operations as at 31 March 2021 and 2020 were as follows:

Name 名稱	Place of operation 營運地點
Hsin Chong Tsun Yip Joint Venture (DC/2012/04) 新昌進業聯營(DC/2012/04)	Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業
Hsin Chong Tsun Yip Joint Venture (DC/2012/07) 新昌進業聯營(DC/2012/07)	Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業
Hsin Chong Tsun Yip Joint Venture (DC/2012/08) 新昌進業聯營(DC/2012/08)	Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業
Hsin Chong Tsun Yip Joint Venture (5/WSD/13) 新昌進業聯營(5/WSD/13)	Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業
Hsin Chong Tsun Yip Joint Venture (CV/2015/03) 新昌進業聯營(CV/2015/03)	Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業
Hsin Chong Tsun Yip Joint Venture (CV/2016/10) 新昌進業聯營(CV/2016/10)	Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業

### 22. 合營企業

於二零二一年及二零二零年三月三十一日於合營企業之投資詳情如下：

Attributable interest to the Group 本集團應佔權益	Principal activity 主要業務	2021	2020
		二零二一年	二零二零年
40%	Civil engineering 土木工程	40%	40%
43%	Civil engineering 土木工程	43%	43%
43%	Civil engineering 土木工程	43%	43%
17%	Civil engineering 土木工程	17%	17%
43%	Civil engineering 土木工程	43%	43%
49%	Civil engineering 土木工程	49%	49%

## 22. JOINT OPERATIONS (Continued)

Name 名稱	Place of operation 營運地點
Harvest-Tsun Yip Joint Venture (ND/2018/02) 軒誠－進業聯營 (ND/2018/02)	Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業
Paul Y-Tsun Yip Joint Venture (4/WSD/19) 保華－進業聯營 (4/WSD/19)	Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業
Paul Y-Tsun Yip Joint Venture (CV/2019/04) 保華－進業聯營 (CV/2019/04)	Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業

*Note:*

Pursuant to the terms of the joint agreements, the profit sharing for each year of all joint operations listed herein above shall be distributed to the joint operators in proportion to their respective interests.

## 22. 合營企業 (續)

Attributable interest to the Group 本集團應佔權益	Principal activity 主要業務	
	2021 二零二一年	2020 二零二零年
49%	–	Civil engineering 土木工程
95%	–	Civil engineering 土木工程
20%	–	Civil engineering 土木工程

*附註：*

根據合營協議之條款，上述所有合營企業每年之溢利分配將依照各合營方所佔之權益比例分配予有關合營方。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 23. TRADE AND OTHER RECEIVABLES

### 23. 貿易及其他應收款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade receivables (Note (i))	貿易應收款項 (附註(i))	31,557	40,841
Allowance for ECL	預期信貸虧損撥備	<b>(11,792)</b>	(11,866)
		<b>19,765</b>	28,975
Other receivables (Notes (iii) and (iv))	其他應收款項 (附註(iii)及(iv))	5,229	792
Allowance for ECL	預期信貸虧損撥備	<b>(97)</b>	-
		<b>5,132</b>	792
Prepayment (Note (ii))	預付款項 (附註(ii))	38,731	42,800
Deposits	按金	<b>5,088</b>	11,985
		<b>43,819</b>	54,785
		<b>68,716</b>	84,552

Notes:

- (i) Trade receivables as at the end of the reporting period mainly derived from provision of construction works on civil engineering contracts. The related customers are mainly government department/organisation and reputable corporations. The Group does not hold any collateral over these balances.

An aging analysis of the trade receivables as of the end of the reporting period, based on the invoice date and net of allowance of ECL, is as follows:

Current or less than 1 month 即期或少於1個月

附註：

- (i) 於報告期末之貿易應收款項主要來自提供土木工程合約之建築工程。相關客戶主要為政府部門／機構及聲譽良好之企業。本集團並無就該等結餘持有任何抵押。

貿易應收款項(經扣除預期信貸虧損撥備)截至報告期末根據發票日期之賬齡分析如下：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
19,765	28,975

## 23. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(i) (Continued)

The Group grants an average credit period of 30 days (2020: 30 days) to its trade customers of contract works. Application for progress payments of contract works is made on a regular basis.

**Movements in the allowance for ECL of trade receivables:**

The following table shows movement in lifetime ECL that has been recognised for trade receivables in accordance with simplified approach.

		HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	3,946
Allowance for ECL, net	預期信貸虧損撥備，淨額	<u>7,920</u>
At 31 March 2020 and 1 April 2020	於二零二零年三月三十一日及 二零二零年四月一日	11,866
Reversal of allowance for ECL, net	預期信貸虧損撥備撥回，淨額	<u>(74)</u>
At 31 March 2021	於二零二一年三月三十一日	<u><b>11,792</b></u>

Details of assessment of ECL are set out in Note 39.

- (ii) As at 31 March 2021, prepayments mainly comprised of advance payment to subcontractors of approximately HK\$31,966,000 (2020: HK\$30,674,000).

## 23. 貿易及其他應收款項 (續)

附註：(續)

(i) (續)

本集團向其合約工程貿易客戶授出平均30日(二零二零年：30日)之信貸期。合約工程進度款項申請會定期進行。

**貿易應收款項預期信貸虧損撥備變動：**

下表載列全期預期信貸虧損變動已就貿易應收款項根據簡化法確認。

預期信貸虧損之評估詳情載於附註39。

- (ii) 於二零二一年三月三十一日，預付款項主要包括向分包商支付之墊款約31,966,000港元(二零二零年：30,674,000港元)。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 23. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

#### (iii) Movements in the allowance for ECL of other receivables:

The following table shows movement in 12m ECL that has been recognised for other receivables in accordance with general approach.

At 1 April 2020	於二零二零年四月一日	
Allowance for ECL, net	預期信貸虧損撥備，淨額	

At 31 March 2021	於二零二一年三月三十一日	
------------------	--------------	--

Details of assessment of ECL are set out in Note 39.

(iv) As at 31 March 2021, the other receivables mainly comprised of amounts due from other partners of joint operations of approximately HK\$4,418,000 (2020: HK\$Nil). The amounts are unsecured, interest free and repayable on demand.

### 23. 貿易及其他應收款項 (續)

附註：(續)

#### (iii) 其他應收款項預期信貸虧損撥備變動：

下表載列根據一般法就其他應收款項確認之12個月預期信貸虧損變動。

12m ECL 12個月預期 信貸虧損 HK\$'000 千港元
--

	於二零二零年四月一日	—
	預期信貸虧損撥備，淨額	97

	於二零二一年三月三十一日	97
--	--------------	----

預期信貸虧損之評估詳情載於附註39。

(iv) 截至二零二一年三月三十一日，其他應收款項主要包括應收合營企業的其他合作夥伴款項約4,418,000港元（二零二零年：零港元）。該等款項無抵押、免息及按要求償還。

## 24. CONTRACT ASSETS/CONTRACT LIABILITIES

## 24. 合約資產／合約負債

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Contract assets</b>	<b>合約資產</b>		
Retention receivables	應收保留金	16,586	15,323
Allowance for ECL, net	預期信貸虧損撥備，淨額	(6,178)	(6,085)
		<hr/>	<hr/>
Total	總計	<b>10,408</b>	9,238
		<hr/>	<hr/>
<b>Contract liabilities</b>	<b>合約負債</b>		
Construction work	建築工程	61,038	58,452
Contract with customers from advertising income	客戶廣告收入合約	1,575	4,850
		<hr/>	<hr/>
		<b>62,613</b>	63,302
		<hr/>	<hr/>

*Note:*

At 1 April 2019, contract assets amounted to HK\$15,517,000.

The contract assets primarily relate to the Group's rights to consideration for work completed but not yet billed because the rights are conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts at the reporting date. The contract assets are transferred to trade receivables where the rights become unconditional. The contract liabilities primarily relate to the advanced consideration received from customers, for which revenue is recognised based on the progress of the provision of related services.

The balance of contract assets (provision of civil engineering service) are expected to be recovered/settled more than one year. The Group classifies these contract assets under current assets because the Group expects to realise them in its normal operating cycle.

*附註：*

於二零一九年四月一日，合約資產為15,517,000港元。

合約資產主要與本集團就已完成但尚未發出發票的工程而收取代價之權利有關，原因為於報告日期相關權利須待客戶於合約規定的一定期間內對服務質素表示滿意後方可作實。當權利成為無條件時，合約資產轉移至貿易應收款項。合約負債主要與從客戶收取的預付代價有關，其收益乃根據提供相關服務的進度確認。

合約資產（提供土木工程服務）之結餘預計於一年後收回／結算。本集團將此等合約資產分類於流動資產項下，乃因本集團預期於正常營運週期中變現有關資產。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 24. CONTRACT ASSETS/CONTRACT LIABILITIES

(Continued)

Note: (Continued)

The expected timing of recovery or settlement for contract assets is as follows:

More than one year 一年以上

Contract assets and contract liabilities which are expected to be recovered/settled within Group's normal operating cycle, are classified as current.

#### Movement in the allowance for ECL of contract assets

The following table shows movement in lifetime ECL that has been recognised for contract assets in accordance with simplified approach.

		HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	678
Allowance for ECL, net	預期信貸虧損撥備，淨額	<u>5,407</u>
At 31 March 2020 and 1 April 2020	於二零二零年三月三十一日及 二零二零年四月一日	6,085
Allowance for ECL, net	預期信貸虧損撥備，淨額	<u>93</u>
<b>At 31 March 2021</b>	<b>於二零二一年三月三十一日</b>	<b><u>6,178</u></b>

### 24. 合約資產／合約負債 (續)

附註：(續)

合約資產收回或結算的預期時間如下：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>10,408</b>	<b>9,238</b>

預期將於本集團正常營運週期中收回／償付之合約資產及合約負債被分類為流動。

#### 合約資產預期信貸虧損撥備之變動

下表載列根據簡化法就合約資產確認之全期預期信貸虧損變動。

## 24. CONTRACT ASSETS/CONTRACT LIABILITIES

(Continued)

The following provides information about contract liabilities from contract with customers:

At 1 April	於四月一日
Revenue from construction work recognised that was included in the contract liabilities balance at the beginning of the year	於年初列入合約負債結餘的來自己確認的建築工程之收益
Revenue from advertising income recognised that was included in the contract liabilities balance at the beginning of the year	於年初計入合約負債結餘的來自己確認廣告收入之收益
Increase in contract liabilities as a result of advance from customers during the year	年內因客戶墊款而導致合約負債增加
At 31 March	於三月三十一日

## 24. 合約資產／合約負債 (續)

以下載有客戶合約的合約負債之資料：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
63,302	65,156
(2,100)	(3,000)
(3,275)	(5,734)
4,686	6,880
<b>62,613</b>	<b>63,302</b>

## 25. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Listed securities:	上市證券：
-Equity securities listed in Hong Kong	-於香港上市之股本證券

The fair values of the listed securities are determined with reference to the quoted market bid prices available on the Stock Exchange of Hong Kong Limited.

## 25. 透過損益按公平值入賬之金融資產

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
4,800	1,835

上市證券之公平值乃參考香港聯合交易所有限公司所報之市場買入價而釐定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 26. CASH AND CASH EQUIVALENTS

Bank balances carry interest at market rates which range from 0.001% – 0.30% (2020: 0.001% – 0.30%) per annum.

As at 31 March 2021, the cash and cash equivalents of the Group included currencies denominated in Renminbi amounted to approximately HK\$3,991,000 (2020: approximately HK\$4,595,000) which is not freely convertible into other currencies.

### 27. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項
Retention money payables	應付保留金
Amounts due to a shareholder (Note (i))	應付股東款項 (附註(i))
Interest payables	應付利息
Amount due to related parties (Note (ii))	應付關連人士款項 (附註(ii))
Other payables and accruals (Note (iii))	其他應付款項及應計款項 (附註(iii))

Less: payables within twelve months shown under current liabilities 減：流動負債項下所示須於十二個月內應付款項

Interest payables shown under non-current liabilities 非流動負債項下所示應付利息

### 26. 現金及現金等價物

銀行結餘按市場年利率介乎0.001%至0.30% (二零二零年：0.001%至0.30%) 計息。

於二零二一年三月三十一日，本集團之現金及現金等價物包括以人民幣計值之貨幣約3,991,000港元 (二零二零年：約4,595,000港元)，其不可自由兌換作其他貨幣。

### 27. 貿易及其他應付款項

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
9,948	25,355
9,113	10,019
23,337	20,337
63,724	54,676
2,009	2,009
46,807	34,037
<b>154,938</b>	<b>146,433</b>
<b>(150,018)</b>	<b>(146,433)</b>
<b>4,920</b>	<b>–</b>

## 27. TRADE AND OTHER PAYABLES (Continued)

Notes:

- (i) Amount due to a shareholder represents amount due to a major substantial shareholder of the Company, China Xinhua NNC, which is unsecured, interest-free and repayable on demand.
- (ii) Amount due to related parties represented amount due to 新華音像中心, 新華音像中心 and China Xinhua NNC which have a common shareholder, Xinhua News Agency (新華社). The amount is unsecured, interest-free and repayable on demand.
- (iii) As at 31 March 2021, the other payables mainly comprised of amounts due to other parties of joint operations of approximately HK\$10,161,000 (2020: HK\$3,126,000). The amounts are unsecured, interest-free and repayable on demand.

The Group normally settles trade payables within 30 days (2020: 30 days) credit term. Based on the invoice date, ageing analysis of trade payables at the end of the reporting period is as follows:

Current or less than 1 month	即期或少於1個月
1 month to 3 months	1至3個月
3 months to 12 months	3至12個月
More than 12 months	超過12個月

## 27. 貿易及其他應付款項 (續)

附註：

- (i) 應付一名股東款項指應付一名本公司主要股東中國新華新聞電視網之款項，為無抵押、免息及按要求償還。
- (ii) 應付關連人士款項指應付新華音像中心之款項。新華音像中心與中國新華新聞電視網之共同股東為新華社。該款項為無抵押、免息及按要求償還。
- (iii) 於二零二一年三月三十一日，其他應付款項主要包括應付合營企業的其他合作夥伴款項約10,161,000港元（二零二零年：3,126,000港元）。該等款項屬無抵押、免息及按要求償還。

本集團一般於30日（二零二零年：30日）之信貸期內清償貿易應付款項。根據發票日期，報告期末貿易應付款項的賬齡分析如下：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
9,027	24,239
117	884
250	—
554	232
<b>9,948</b>	<b>25,355</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 28. LEASE LIABILITIES

The Group entered into lease arrangements with independent third parties in relation to certain properties, motor vehicles and assets related to television broadcasting business. The lease terms ranged between 20 months to 10 years (2020: 20 months to 10 years). The weighted average incremental borrowing rates applied to lease liabilities range from 2.07% to 5.20% (2020: 2.07 to 5.20%). The Group has options to purchase the equipment for a nominal amount at the end of the lease terms. No arrangements have been entered into for contingent rental payments.

Lease liabilities payable:

Within one year	於一年內
More than one year but not exceeding two years	超過一年但不超過兩年
Less: Future finance charges	減：未來融資開支
Present value of lease obligations	租賃責任之現值
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於十二個月內到期結算之款項 (列作流動負債)
Amount due for settlement after 12 months	於十二個月後到期結算之款項

The net carrying value of leased assets used to secure the lease obligations was approximately HK\$1,106,000 (2020: HK\$9,107,000).

### 28. 租賃負債

本集團與獨立第三方就若干物業、汽車及有關電視播放業務的資產訂立租賃安排。租期介乎20個月至10年(二零二零年：20個月至10年)。適用於租賃負債的加權平均增量借款利率介乎2.07%至5.20%之間(2020年：2.07%至5.20%)。本集團有權於租期末以名義金額購買設備。並無就或然租金付款訂立任何安排。

應付租賃負債：

Minimum lease payments		Present value of minimum lease payments	
最低租賃款		最低租賃款之現值	
2021	2020	2021	2020
二零二一年	二零二零年	二零二一年	二零二零年
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
3,418	7,397	3,371	7,231
190	2,962	189	2,925
3,608	10,359	3,560	10,156
(48)	(203)	-	-
3,560	10,156	3,560	10,156
		(3,371)	(7,231)
		189	2,925

用於抵押租賃責任的租賃資產的賬面淨值約為1,106,000港元(二零二零年：9,107,000港元)。

## 29. EMPLOYEE BENEFITS

Annual leave entitlement	年假權利
Long service payments entitlement	長期服務金權利

## 29. 僱員福利

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
3,901	2,474
1,737	1,198
<b>5,638</b>	<b>3,672</b>

## 30. PROMISSORY NOTE

A promissory note with a principal amount of HK\$45,040,000 was issued by Profit Station Limited (“**Profit Station**”), a direct wholly-owned subsidiary of the Company on 11 August 2011 (the “**Issue Date**”) upon the completion of the acquisition of 17% of equity interests in China New Media (HK) Company Limited. The promissory note is unsecured, carried interest at the rate of 3% per annum and matured on 11 August 2014. Profit Station might early redeem all or part of the promissory note at any time from the Issue Date. Unless previously redeemed, Profit Station will redeem the promissory note on its maturity date.

On 11 August 2014 (the “**Renewal Date**”), Profit Station has entered into an extension agreement with the noteholder of the promissory note pursuant to which the maturity date of the promissory note was extended from 11 August 2014 to 11 August 2017 and the extended promissory note will be non-interest bearing with effect from 11 August 2014 till 11 August 2017. Furthermore, the noteholder has agreed to waive the interest accrued on the promissory note amounting to approximately HK\$4,054,000 for the period from 11 August 2011 to 11 August 2014. Except the abovementioned, other terms and conditions of the promissory note remains unchanged.

## 30. 承兌票據

本公司之直接全資附屬公司Profit Station Limited (「**Profit Station**」) 於二零一一年八月十一日 (「**發行日期**」) 完成收購中國新媒體(香港)有限公司之17%股本權益後發行本金額為45,040,000港元之承兌票據。承兌票據為無抵押、按年利率3厘計息及於二零一四年八月十一日到期。Profit Station可於發行日期後任何時間提前贖回全部或部分承兌票據。除非之前已被贖回，否則Profit Station將於其到期日贖回承兌票據。

於二零一四年八月十一日 (「**更新日期**」)，Profit Station與承兌票據之票據持有人已訂立延長協議，據此，承兌票據之到期日自二零一四年八月十一日延長至二零一七年八月十一日，且經延長之承兌票據將自二零一四年八月十一日起至二零一七年八月十一日止免息。此外，票據持有人已同意免除承兌票據自二零一一年八月十一日至二零一四年八月十一日期間產生之利息約4,054,000港元。除上述者外，承兌票據之其他條款及條件維持不變。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 30. PROMISSORY NOTE (Continued)

On 15 December 2017 (the “**Second Renewal Date**”), Profit Station has entered into the second extension agreement with the noteholder of the promissory note pursuant to which the maturity date of the promissory note was extended from 11 August 2017 to 31 December 2018 and the extended promissory note will bear interest of 3% per annum with effect from 11 August 2017 till 31 December 2018. Except the abovementioned, other terms and conditions of the promissory note remains unchanged.

On 15 February 2019 (the “**Third Renewal Date**”), Profit Station has entered into the third extension agreement with the noteholder of the promissory note pursuant to which the maturity date of the promissory note was extended from 31 December 2018 to 30 June 2020 and the extended promissory note will bear interest of 3% per annum with effect from 11 August 2017 till 30 June 2020. Except the abovementioned, other terms and conditions of the promissory note remains unchanged.

On Third Renewal Date, the fair value of the liability component of the extended promissory note was reassessed and calculated using an equivalent market interest rate for an equivalent instrument at the Third Renewal Date. The fair value of the extended promissory note at the Third Renewal Date amounted to approximately HK\$43,101,000. The fair value is calculated using discounted cash flow method at a rate of 9.707%.

On 9 March 2021 (the “**Fourth Renewal Date**”), Profit Station has entered into the fourth extension agreement with the noteholder of the promissory note pursuant to which the maturity date of the promissory note was extended from 30 June 2020 to 30 June 2022 and the extended promissory note will bear interest of 3% per annum with effect from 11 August 2017 till 30 June 2022. Except the abovementioned, other terms and conditions of the promissory note remains unchanged.

### 30. 承兌票據 (續)

於二零一七年十二月十五日(「**第二次更新日期**」), Profit Station與承兌票據之票據持有人已訂立第二次延長協議, 據此, 承兌票據之到期日自二零一七年八月十一日延長至二零一八年十二月三十一日, 且經延長之承兌票據將自二零一七年八月十一日起至二零一八年十二月三十一日止按年利率3厘計息。除上述者外, 承兌票據之其他條款及條件維持不變。

於二零一九年二月十五日(「**第三次更新日期**」), Profit Station與承兌票據之票據持有人已訂立第三次延長協議, 據此, 承兌票據之到期日自二零一八年十二月三十一日延長至二零二零年六月三十日, 且經延長之承兌票據將自二零一七年八月十一日起至二零二零年六月三十日止按年利率3厘計息。除上述者外, 承兌票據之其他條款及條件維持不變。

於第三次更新日期, 經延長之承兌票據之負債部分之公平值於第三次更新日期乃以等價工具之等值市場利率重估及計算。經延長之承兌票據之公平值於第三次更新日期為約43,101,000港元。公平值乃採用折現現金流量法以9.707%之折現率計算。

於二零二一年三月九日(「**第四次更新日期**」), Profit Station與承兌票據之票據持有人已訂立第四次延長協議, 據此, 承兌票據之到期日自二零二零年六月三十日延長至二零二二年六月三十日, 且經延長之承兌票據將自二零一七年八月十一日起至二零二二年六月三十日止按年利率3厘計息。除上述者外, 承兌票據之其他條款及條件維持不變。

### 30. PROMISSORY NOTE (Continued)

On Forth Renewal Date, the fair value of the liability component of the extended promissory note was reassessed and calculated using an equivalent market interest rate for an equivalent instrument at the Fourth Renewal Date. The fair value of the extended promissory note at the Fourth Renewal Date amounted to approximately HK\$45,491,000. The fair value is calculated using discounted cash flow method at a rate of 10.18%.

At 1 April	於四月一日
Loss arising on extension of promissory note (Note 8)	延長承兌票據產生之虧損 (附註8)
Interest charged at effective interest rate of 9.707% (Note 12)	按實際利率9.707厘計算之利息開支 (附註12)
Interest charged at effective interest rate of 10.18% (Note 12)	按實際利率10.18厘計算之利息開支 (附註12)
Interest payables	應付利息
At 31 March	於三月三十一日

### 31. CONVERTIBLE NOTES

On 9 December 2011, the Company issued convertible notes with the principal amount of approximately HK\$607,030,000, carried interest at the rate of 5% per annum as part of the consideration for the acquisition of Xinhua TV Asia Pacific Operating Co., Limited. Each note entitles the holder to convert to ordinary shares at a conversion price of approximately HK\$0.196 per share.

### 30. 承兌票據 (續)

於第四次更新日期，經延長之承兌票據之負債部分之公平值於第四次更新日期乃以等價工具之等值市場利率重估及計算。經延長之承兌票據之公平值於第四次更新日期為約45,491,000港元。公平值乃採用折現現金流量法以10.18%之折現率計算。

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
44,658	43,123
451	—
719	2,890
107	—
(1,351)	(1,355)
<b>44,584</b>	<b>44,658</b>

### 31. 可換股票據

於二零一一年十二月九日，本公司發行本金額為約607,030,000港元，按年利率5%計息之可換股票據，作為收購新華電視亞太台之部分代價。每份票據賦予持有人權利按每股股份約0.196港元之兌換價兌換為普通股。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 31. CONVERTIBLE NOTES (Continued)

Conversion may occur at any time between 9 December 2011 and 8 December 2014. If the notes have not been converted, the Company will redeem on 9 December 2014 at the outstanding principal amount. Interest of 5% per annum will be paid annually until the notes are converted or redeemed.

On 9 December 2014, the Company entered into the supplemental deed with China Xinhua NNC pursuant to which the Company and China Xinhua NNC agreed to amend certain terms and conditions of the convertible notes, where (i) the maturity date of the convertible notes will be extended for 3 years and the conversion period will accordingly be extended for 3 years to 9 December 2017; and (ii) the interest rate of the convertible notes will be amended from 5% per annum to 3% per annum for the extended period, being from 9 December 2014 to 9 December 2017.

On 13 December 2017, the Company entered into the second supplemental deed with China Xinhua NNC, the sole holder of the outstanding convertible notes, pursuant to which the Company and China Xinhua NNC agreed to amend the term and condition of the convertible notes, where the maturity date of the convertible notes will be extended for 1 year and the conversion period will accordingly be extended for 1 year to 9 December 2018.

### 31. 可換股票據 (續)

可換股票據可於二零一一年十二月九日至二零一四年十二月八日期間內隨時兌換。倘票據尚未兌換，本公司將於二零一四年十二月九日贖回未行使本金額。每年5%之利息將須按年支付，直至其獲兌換或贖回。

於二零一四年十二月九日，本公司與中國新華新聞電視網訂立補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之若干條款及條件，其中(i)可換股票據之到期日將延長3年，且兌換期相應延長3年至二零一七年十二月九日；及(ii)延長期間(即二零一四年十二月九日至二零一七年十二月九日)之可換股票據之利率將由每年5厘修訂為每年3厘。

於二零一七年十二月十三日，本公司與尚未兌換可換股票據唯一持有人中國新華新聞電視網訂立第二份補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中可換股票據之到期日將延長1年，且兌換期將相應延長1年至二零一八年十二月九日。

### 31. CONVERTIBLE NOTES (Continued)

On 9 December 2018, the Company entered into the third supplemental deed with China Xinhua NNC, the sole holder of the outstanding convertible notes, pursuant to which the Company and China Xinhua NNC agreed to amend the term and condition of the convertible notes, where the maturity date of the convertible notes will be extended for 2 years and the conversion period will accordingly be extended for 2 years to 9 December 2020.

On 25 January 2021, the Company entered into the fourth supplemental deed with China Xinhua NNC, the sole holder of the outstanding convertible notes, pursuant to which the Company and China Xinhua NNC agreed to amend the term and condition of the convertible notes, where the maturity date of the convertible notes will be extended for 1 year and the conversion period will accordingly be extended for 1 year to 9 December 2021. Except the abovementioned, other terms and conditions of the convertible notes remain unchanged.

The convertible notes contain two components, liability component and equity component. The equity component is presented in equity heading “convertible notes equity reserves”. The effective interest rate of the liability component is 10.795% from 9 December 2018 to 9 December 2020 and 11.27% from 9 December 2020 to 9 December 2021 respectively.

### 31. 可換股票據 (續)

於二零一八年十二月九日，本公司與尚未兌換可換股票據唯一持有人中國新華新聞電視網訂立第三份補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中可換股票據之到期日將延長2年，且兌換期將相應延長2年至二零二零年十二月九日。

於二零二一年一月二十五日，本公司與尚未兌換可換股票據唯一持有人中國新華新聞電視網訂立第四份補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中可換股票據之到期日將延長1年，且兌換期將相應延長1年至二零二一年十二月九日。除上文所述者外，可換股票據之其他條款及條件維持不變。

可換股票據由兩個部分組成，分別為負債部分及權益部分。權益部分於權益中「可換股票據權益儲備」項下呈列。負債部分之實際利率分別自二零一八年十二月九日起至二零二零年十二月九日止為10.795厘及自二零二零年十二月九日起至二零二一年十二月九日止為11.27厘。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 31. CONVERTIBLE NOTES (Continued)

### 31. 可換股票據 (續)

HK\$'000  
千港元

**Equity component at 1 April 2019,  
31 March 2020, 1 April 2020 and  
31 March 2021**

於二零一九年四月一日、  
二零二零年三月三十一日、  
二零二零年四月一日及  
二零二一年三月三十一日之  
權益部分

**14,400**

Liability component at 1 April 2019  
Interest charged calculated at an effective  
interest rate of 10.795% (Note 12)  
Interest payables

於二零一九年四月一日之負債部分  
按實際利率10.795厘計算之利息開支  
(附註12)  
應付利息

225,475

25,240

(7,725)

Liability component at 31 March 2020 and  
1 April 2020  
Interest charged calculated at an effective  
interest rate of 10.795% (Note 12)  
Interest charged calculated at an effective rate of  
11.27% (Note 12)  
Modification on extension of convertible notes  
(Note 12)  
Interest payables

於二零二零年三月三十一日及  
二零二零年四月一日之負債部分  
按實際利率10.795厘計算之利息開支  
(附註12)  
按實際利率11.27厘計算之利息開支  
(附註12)  
修訂延長可換股票據 (附註12)  
應付利息

242,990

19,350

5,887

(16,925)

(7,697)

**Liabilities component at 31 March 2021**

於二零二一年三月三十一日之  
負債部分

**243,605**

## 32. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	-	124
Deferred tax liabilities	遞延稅項負債	<b>(2,106)</b>	(7,927)
		<b>(2,106)</b>	(7,803)

The followings are the deferred tax balances recognised in the consolidated statement of financial position and the movements thereon:

		Intangible assets 無形資產 HK\$'000 千港元	Convertible notes 可換股票據 HK\$'000 千港元	Accelerated depreciation allowances 加速折舊 撥備 HK\$'000 千港元	Allowance for ECL 預期信貸 虧損撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2019 (Credited)/charged to profit or loss for the year (Note 15)	於二零一九年四月一日 年內於損益 (計入) / 扣除 (附註15)	7,320	2,405	3,930	(320)	13,335
		(3,031)	(1,424)	(1,273)	196	(5,532)
At 31 March 2020 and 1 April 2020 (Credited)/charged to profit or loss for the year (Note 15)	於二零二零年三月三十一日及 二零二零年四月一日 年內於損益 (計入) / 扣除 (附註15)	4,289	981	2,657	(124)	7,803
		(4,289)	(981)	(551)	124	(5,697)
<b>At 31 March 2021</b>	<b>於二零二一年三月三十一日</b>	<b>-</b>	<b>-</b>	<b>2,106</b>	<b>-</b>	<b>2,106</b>

## 32. 遞延稅項

為呈列於綜合財務狀況表，若干遞延稅項資產及負債已被抵銷。遞延稅項結餘分析如下，供財務申報之用：

綜合財務狀況表內確認之遞延稅項結餘及其變動如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 32. DEFERRED TAXATION (Continued)

At the end of the reporting period, the Group has unused tax losses of approximately HK\$190,816,000 (2020: approximately HK\$149,488,000) available for offset against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profits streams.

### 33. SHARE CAPITAL

#### Ordinary shares of HK\$0.001 each

##### Authorised:

At 1 April 2019,  
31 March 2020,  
1 April 2020 and  
31 March 2021

##### 法定：

於二零一九年四月一日、  
二零二零年  
三月三十一日、  
二零二零年四月一日及  
二零二一年三月三十一日

##### Issued and fully paid:

At 1 April 2019,  
31 March 2020,  
1 April 2020 and  
31 March 2021

##### 已發行及繳足：

於二零一九年四月一日、  
二零二零年  
三月三十一日、  
二零二零年四月一日及  
二零二一年三月三十一日

### 32. 遞延稅項 (續)

於報告期末，本集團有未動用稅項虧損約為190,816,000港元（二零二零年：約149,488,000港元）可用作抵銷可無限期結轉之未來溢利。由於未來溢利來源難以預測，故並無就稅項虧損確認遞延稅項資產。

### 33. 股本

#### 每股面值0.001港元之普通股

Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
500,000,000,000	500,000
4,055,349,947	4,055

### 34. RESERVES

The following describes the nature and purpose of each reserve within owners' equity:

#### Reserve 儲備

Share premium

股份溢價

Foreign currency translation  
reserves

外幣換算儲備

Other reserves

其他儲備

Accumulated losses  
累計虧損

Capital reserves

資本儲備

Investment revaluation reserves

投資重估儲備

### 34. 儲備

下文描述擁有人權益中各個儲備的性質及目的：

#### Description and purpose 描述及目的

Under the Companies Law of the Cayman Islands, the share premium account of the Company is distributable to the shareholders provided that immediately following that date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts when they fall due in the ordinary course of business.

根據開曼群島公司法，本公司股份溢價可供分派予股東，惟緊隨擬派付股息之日期後，本公司將能夠支付日常業務過程中到期的債務。

Foreign currency translation reserve represents foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 4.

外幣換算儲備指換算境外業務之財務報表所產生之外匯匯兌差額。該儲備根據附註4載列之會計政策處理。

Other reserve of the Company represents the difference between the consolidated net assets of the subsidiaries at the date on which they were acquired by the Company and the nominal amount of the Company's shares issued for the acquisition at the time of the Reorganisation.

本公司的其他儲備指附屬公司被本公司收購之日的綜合資產淨值與本公司於重組之時就收購發行之股份的面值之差額。

Cumulative net losses recognised in profit or loss.  
於損益中確認之累計虧損淨額。

The capital reserve of the Group represents the additions during the year represent the injection of additional paid-up capital by the shareholder.

本集團的資本儲備指年內添置，指股東作出之額外繳足股本注資。

Investment revaluation reserves comprises the cumulative net change in the fair value of equity investments designated at FVTOCI under HKFRS 9 that are held at the end of the reporting period.

投資重估儲備包括於報告期末持有的根據香港財務報告準則第9條指定為透過其他全面收益按公平值入賬的權益投資的公平值的累計變化淨額。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES 35. 融資活動產生之負債對賬

		Lease Liabilities (Note 28) 租賃負債 (附註28) HK\$'000 千港元	Promissory note (Note 30) 承兌票據 (附註30) HK\$'000 千港元	Convertible notes (Note 31) 可換股票據 (附註31) HK\$'000 千港元	Interest payables 應付利息 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	17,221	43,123	225,475	45,596	331,415
<b>Cash outflow:</b>	<b>現金流出:</b>					
Repayment of lease liabilities	償還租賃負債	(9,831)	-	-	-	(9,831)
<b>Other non-cash movements:</b>	<b>其他非現金變動:</b>					
Additions of lease liabilities	添置租賃負債	2,400	-	-	-	2,400
Interest expense (Note 12)	利息開支 (附註12)	366	2,890	25,240	-	28,496
Interest payables	應付利息	-	(1,355)	(7,725)	9,080	-
<b>At 31 March 2020 and 1 April 2020</b>	<b>於二零二零年三月三十一日及二零二零年四月一日</b>	<b>10,156</b>	<b>44,658</b>	<b>242,990</b>	<b>54,676</b>	<b>352,480</b>
<b>Cash outflow:</b>	<b>現金流出:</b>					
Repayment of lease liabilities	償還租賃負債	(7,668)	-	-	-	(7,668)
<b>Other non-cash movements:</b>	<b>其他非現金變動:</b>					
Addition of lease liabilities	添置租賃負債	896	-	-	-	896
Loss arising from extension of promissory note (Note 8)	延長承兌票據產生之虧損 (附註8)	-	451	-	-	451
Modification on extension of convertible notes (Note 12)	修訂延長可換股票據 (附註12)	-	-	(16,925)	-	(16,925)
Interest expense (Note 12)	利息開支 (附註12)	176	826	25,237	-	26,239
Interest payables	應付利息	-	(1,351)	(7,697)	9,048	-
<b>At 31 March 2021</b>	<b>於二零二一年三月三十一日</b>	<b>3,560</b>	<b>44,584</b>	<b>243,605</b>	<b>63,724</b>	<b>355,473</b>

### 36. SHARE-BASED PAYMENT

The Company's share option scheme (the "**Share Option Scheme**") was adopted pursuant to a resolution passed at a board meeting held on 11 August 2010 for the primary purpose of providing incentives or rewards to participants for their contribution to the Group. The Share Option Scheme expired on 10 August 2020. Under the Share Option Scheme, the Board may grant options to the Directors, employees, non-executive Directors, suppliers of goods and services, customers, advisors and consultants, shareholders or any of its subsidiaries for the primary purpose of providing incentives to them, to subscribe for shares in the Company with the payment of HK\$1 per offer.

The total number of shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 10% of the Shares of the Company in issue at the date of listing of the Shares unless the Company obtains the approval of the Shareholders in general meeting for refreshing such 10% limit, in which case the total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company as "refreshed" shall not exceed 10% of the total number of Shares in issue as at the date of the approval of the Shareholders on the refreshment of the limit. The number of Shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the Shares of the Company in issue at any point in time, without prior approval from the Company's Shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's Shareholders.

### 36. 以股份為基礎之付款

本公司根據於二零一零年八月十一日舉行之董事會會議通過之決議案採納購股權計劃（「購股權計劃」），主要旨在就參與者對本集團之貢獻向彼等提供鼓勵或獎勵。購股權計劃於二零二零年八月十日屆滿。根據購股權計劃，董事會可向董事、僱員、非執行董事、貨品及服務之供應商、客戶、顧問及諮詢公司、股東或其任何附屬公司授出購股權，主要旨在向彼等提供鼓勵，以透過每份要約支付1港元之方式認購本公司股份。

根據購股權計劃可能授出之購股權所涉及股份總數，不得超過於股份上市日期本公司之已發行股份的10%，惟本公司於股東大會上獲股東批准更新有關10%限額除外。在此情況下，根據「經更新」購股權計劃及本公司任何其他購股權計劃可能授出之購股權所涉及股份總數，不得超過股東批准更新限額當日已發行股份總數的10%。在未獲得本公司股東事先批准的情況下，於任何一年內可能向任何人士授出之購股權所涉及股份數目，不得超過本公司於任何時間之已發行股份的1%。倘授予主要股東或獨立非執行董事之購股權超過本公司股本之0.1%或價值超過5,000,000港元，則有關購股權之授予須獲本公司股東事先批准。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 36. SHARE-BASED PAYMENT (Continued)

Options granted must be taken up within 21 business days of the date of grant, upon payment of HK\$1 per each grant of options. Options may be exercised in whole or in part by the grantee (or his legal personal representatives) at any time before the expiry of the period to be determined and notified by the board to the grantee which in any event shall not be longer than ten years commencing on the date of the offer letter and expiring on the last day of such ten-year period subject to the provisions for early termination as contained in the Share Option Scheme. The exercise price is determined by the Directors and will not be less than the highest of the closing price of the Shares on the Stock Exchange on the date of grant, the average closing prices of the Shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the options or the nominal value of the Shares.

All share-based employee compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options other than by issuing the shares.

During the years ended 31 March 2021 and 2020, no share option was granted, exercised, expired or lapsed and there is no outstanding share option under the Share Option Scheme.

### 36. 以股份為基礎之付款 (續)

授出的購股權須於授出日期起計21個營業日內獲接納，並須就每次授出購股權支付1港元。承授人（或其法定遺產代理人）可於董事會釐定及通知承授人的期間（無論如何不得長於自要約函件日期起計十年並將於該十年期間的最後一日屆滿，惟可透過購股權計劃所載之提前終止條文予以調整）屆滿前之任何時間內行使全部或部分購股權。行使價由董事釐定，並將不低於以下三項之最高者：股份於授出日期在聯交所所報之收市價；股份於緊接購股權授出日期前五個交易日在聯交所所報之平均收市價；或股份之面值。

所有以股份為基礎支付之僱員薪酬將計入權益。除發行股份外，本集團並無任何法定或推定責任購回或支付購股權。

截至二零二一年及二零二零年三月三十一日止年度，概無購股權獲授出、獲行使、屆滿或失效，且購股權計劃項下並無尚未行使之購股權。

### 37. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, during the years ended 31 March 2021 and 2020, the Group had entered into the following transactions with related parties which, in the opinion of the directors, were conducted on normal commercial terms and in the ordinary course of the Group's business.

- (a) During the year, the Group entered into the following related party transactions:

Related party relationship 關連方關係	Type of transaction 交易類型
China Xinhua NNC 中國新華新聞電視網	Annual fee for television broadcasting right (note (i)) 電視播放權年費 (附註(i))
	Accrued interests on convertible notes 可換股票據之應計利息

Notes:

- (i) Pursuant to the agreements signed between the Group and China Xinhua NNC on 5 September 2011, China Xinhua NNC granted the television broadcasting rights to Xinhua TV Asia-Pacific for the period from 1 September 2011 to 31 August 2021 on an exclusive basis with an annual fee of HK\$1,000,000 payable by Xinhua TV Asia-Pacific to China Xinhua NNC prior to 31 December 2016, and HK\$3,000,000 payable by Xinhua TV Asia-Pacific to China Xinhua NNC with effect from 1 January 2017. The transactions constituted continuing connected transactions under the GEM Listing Rules. This transaction is exempted for reporting.

### 37. 重大關連方交易

除於綜合財務報表其他部分所披露者外，截至二零二一年及二零二零年三月三十一日止年度，本集團與關連方已訂立下列交易，董事認為該等交易乃按正常商業條款，並於本集團日常業務過程中進行。

- (a) 年內，本集團訂立以下關連方交易：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
3,000	3,000
7,697	7,725
<hr/>	<hr/>

附註：

- (i) 根據本集團與中國新華新聞電視網於二零一一年九月五日簽訂之協議，中國新華新聞電視網向新華電視亞太台授予獨家電視播放權，獨家電視播放權自二零一一年九月一日起至二零二一年八月三十一日止。於二零一六年十二月三十一日前，新華電視亞太台應付中國新華新聞電視網之年費為1,000,000港元，而自二零一七年一月一日起，新華電視亞太台應付中國新華新聞電視網之年費為3,000,000港元。該等交易已構成GEM上市規則項下之持續關連交易。該交易獲豁免申報。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 37. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

- (b) Compensation of key management personnel of the Group

The key management personnel of the Group are the directors of the Company. Details of the remuneration during the year are set out in Note 13.

- (c) For the transactions constitutes continuing connected transactions under the GEM Listing Rules, please refer to “Connected Transactions” under “Directors’ Report”.

### 38. NON-CASH TRANSACTIONS

During the year ended 31 March 2021, the additions to right-of-use assets and lease liabilities were approximately HK\$896,000 (2020: HK\$2,400,000 in respect of lease arrangement of motor vehicles) in respect of lease arrangements of leased properties.

### 37. 重大關連方交易 (續)

- (b) 本集團主要管理人員薪酬

本集團主要管理人員為本公司董事。年內酬金詳情載於附註13。

- (c) 有關構成GEM上市規則項下持續關連交易之該等交易，請參閱「董事會報告」內的「關連交易」。

### 38. 非現金交易

截至二零二一年三月三十一日止年度，就租賃物業租賃安排添置之使用權資產及租賃負債約為896,000港元（二零二零年：就汽車租賃安排添置之使用權資產及租賃負債為2,400,000 港元）。

### 39. FINANCIAL INSTRUMENTS

#### (a) Categories of financial instruments

<b>Financial assets</b>	<b>金融資產</b>
Amortised cost (including cash and cash equivalents)	攤銷成本 (包括現金及現金等價物)
Financial assets at FVTPL	透過損益按公平值入賬之金融資產
<b>Financial liabilities</b>	<b>金融負債</b>
Amortised costs	攤銷成本

### 39. 金融工具

#### (a) 金融工具類別

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>107,136</b>	142,186
<b>4,800</b>	1,835
<b>111,936</b>	144,021
<b>452,325</b>	447,909

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies

The Company's major financial instruments include trade and other receivables, contract assets, financial assets at FVTPL, cash and cash equivalents, trade and other payables, employee benefits, promissory note, lease liabilities and convertible notes. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

##### (i) Credit risk management

The Group's credit risk is primarily attributable to its trade and other receivables, contract assets and cash and cash equivalents. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Ongoing credit evaluation is performed on the financial condition of trade customers and, where appropriate, credit guarantee insurance cover is purchased. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the carrying amounts of the recognised financial assets as stated in the consolidated statement of financial position.

### 39. 金融工具 (續)

#### (b) 金融風險管理目的及政策

本公司之主要金融工具包括貿易及其他應收款項、合約資產、透過損益按公平值入賬之金融資產、現金及現金等價物、貿易及其他應付款項、僱員福利、承兌票據、租賃負債及可換股票據。該等金融工具之詳情於相關附註中披露。與該等金融工具相關之風險包括市場風險（貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。減輕該等風險之政策於下文載列。管理層對該等風險進行管理及監察，確保以及時有效之方式實行適當措施。

##### (i) 信貸風險管理

本集團之信貸風險主要來自貿易及其他應收款項、合約資產以及現金及現金等價物。管理層已設立信貸政策，並持續監控所面臨的該等信貸風險。

本集團會對貿易客戶的財務狀況進行持續信貸評估，並購買信貸擔保保險（如適用）。一般而言，本集團並無向客戶取得抵押品。

本集團之信貸風險主要受綜合財務狀況表所示已確認金融資產之賬面值所影響。

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### (i) Credit risk management (Continued)

The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the end of reporting period, the Group has a certain concentration of credit risk as 38.69% (2020: 26.5%) and 51.79% (2020: 34.3%) of the total trade receivables was due from the Group's largest customer and the five (2020: four) largest customers respectively.

The Group applies the simplified approach to provide for ECL prescribed by HKFRS 9, which permits the use of the lifetime ECL provision for all trade receivables and contract assets. To measure the ECL, trade receivables and contract assets have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and ECL. It considers available reasonable and supportive forwarding-looking information.

In order to minimise the credit risk, the management of the Group 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 Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

### 39. 金融工具 (續)

#### (b) 金融風險管理目的及政策 (續)

##### (i) 信貸風險管理 (續)

客戶經營所在行業及國家之違約風險亦對信貸風險有所影響，但程度較小。於報告期末，本集團之38.69%（二零二零年：26.5%）及51.79%（二零二零年：34.3%）貿易應收款項總額分別來自本集團最大客戶及五（二零二零年：四）大客戶，故存在一定集中之信貸風險。

本集團應用簡化方法就香港財務報告準則第9號訂明之預期信貸虧損計提撥備，該準則允許就所有應收貿易款項及合約資產使用全期預期信貸虧損撥備。為計量預期信貸虧損，應收貿易賬款及合約資產已基於共同信貸風險特徵分組。本集團已進行歷史分析，並識別影響信貸風險及預期信貸虧損之關鍵經濟變數，當中考慮可得合理及具理據支持之前瞻性資料。

為盡量減低信貸風險，本集團管理層已委派一支團隊負責釐定信貸限額、信貸審批及其他監察程序，以確保採取跟進行動收回逾期債務。此外，本集團於報告期末審閱每筆個別債務之可收回金額，以確保就不可收回金額作出充分減值虧損。就此，本公司董事認為本集團之信貸風險已顯著降低。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### (i) Credit risk management (Continued)

As at 31 March 2021 and 2020, trade receivables and contract assets that are individually significant have been separately assessed for impairment. The Group make periodic assessments on the recoverability of the receivable based on the background and reputation of the customers, historical settlement records and past experience.

Trade receivables

At 31 March 2021

ECL rate 預期信貸虧損率  
Gross carrying amount 賬面總額  
Lifetime ECL 全期預期信貸虧損

### 39. 金融工具 (續)

#### (b) 金融風險管理目的及政策 (續)

##### (i) 信貸風險管理 (續)

於二零二一年及二零二零年三月三十一日，已對個別屬重大的貿易應收款項及合約資產進行獨立減值評估。本集團根據客戶的背景及聲譽、歷史結算記錄及過往經驗定期評估應收款項的可收回性。

貿易應收款項

於二零二一年三月三十一日

	Current or less than 1 month 即期或少於1個月 HK\$'000 千港元	1 to 3 months 1至3個月 HK\$'000 千港元	More than 3 months but less than 12 months 3個月以上但少於12個月 HK\$'000 千港元	More than 12 months 12個月以上 HK\$'000 千港元	Total carrying amount 賬面總額 HK\$'000 千港元
ECL rate	2.0%	-	-	100%	37.4%
Gross carrying amount	20,167	-	-	11,390	31,557
Lifetime ECL	(402)	-	-	(11,390)	(11,792)
	<b>19,765</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19,765</b>

At 31 March 2020

ECL rate 預期信貸虧損率  
Gross carrying amount 賬面總額  
Lifetime ECL 全期預期信貸虧損

於二零二零年三月三十一日

	Current or less than 1 month 即期或少於1個月 HK\$'000 千港元	1 to 3 months 1至3個月 HK\$'000 千港元	More than 3 months but less than 12 months 3個月以上但少於12個月 HK\$'000 千港元	More than 12 months 12個月以上 HK\$'000 千港元	Total carrying amount 賬面總額 HK\$'000 千港元
ECL rate	1.6%	-	-	100%	29.1%
Gross carrying amount	29,451	-	-	11,390	40,841
Lifetime ECL	(476)	-	-	(11,390)	(11,866)
	<b>28,975</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>28,975</b>

### 39. FINANCIAL INSTRUMENTS (Continued)

### 39. 金融工具 (續)

#### (b) Financial risk management objectives and policies (Continued)

#### (b) 金融風險管理目的及政策 (續)

##### (i) Credit risk management (Continued)

##### (i) 信貸風險管理 (續)

Contract assets

合約資產

At 31 March 2021

於二零二一年三月三十一日

ECL rate 預期信貸虧損率  
Gross carrying amount 賬面總額  
Lifetime ECL 全期預期信貸虧損

Current or less than 1 month 即期或少於1個月 HK\$'000 千港元	More than 3 months but less than 12 months 3個月以上但少於12個月 HK\$'000 千港元		More than 12 months 12個月以上 HK\$'000 千港元	Total carrying amount 賬面值總額 HK\$'000 千港元
	1 to 3 months 1至3個月 HK\$'000 千港元			
ECL rate	1.9%	-	100%	37.2%
Gross carrying amount	10,610	-	5,976	16,586
Lifetime ECL	(202)	-	(5,976)	(6,178)
	<b>10,408</b>	<b>-</b>	<b>-</b>	<b>10,408</b>

At 31 March 2020

於二零二零年三月三十一日

ECL rate 預期信貸虧損率  
Gross carrying amount 賬面總額  
Lifetime ECL 全期預期信貸虧損

Current or less than 1 month 即期或少於1個月 HK\$'000 千港元	More than 3 months but less than 12 months 3個月以上但少於12個月 HK\$'000 千港元		More than 12 months 12個月以上 HK\$'000 千港元	Total carrying amount 賬面值總額 HK\$'000 千港元
	1 to 3 months 1至3個月 HK\$'000 千港元			
ECL rate	1.2%	-	100%	39.7%
Gross carrying amount	9,347	-	5,976	15,323
Lifetime ECL	(109)	-	(5,976)	(6,085)
	<b>9,238</b>	<b>-</b>	<b>-</b>	<b>9,238</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### (i) Credit risk management (Continued)

*Amounts due from other partners of joint operations*

The Group regularly monitors the business performance of the joint operations. The Group's credit risks in these balances are mitigated through the value of the assets held by these entities and the power to participate or jointly control the relevant activities of these entities. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL.

### 39. 金融工具 (續)

#### (b) 金融風險管理目的及政策 (續)

##### (i) 信貸風險管理 (續)

*應收合營企業其他合作夥伴款項*

本集團定期監察合營企業之業務表現。本集團透過該等實體所持資產價值及參與或共同控制該等實體相關活動之權力，減低本集團於該等結餘之信貸風險。管理層認為，自初始確認以來，該等金額之信貸風險並無大幅增加及本集團基於12個月預期信貸虧損計提減值撥備。

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### (i) Credit risk management (Continued)

###### *Other receivables*

For other receivables, the directors of the Company make periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The Group recognised impairment loss of approximately HK\$97,000 (2020: HK\$Nil) in respect of other receivables for the year ended 31 March 2021. The expected credit loss rate for other receivables is 1.9% (2020: nil). The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL.

### 39. 金融工具 (續)

#### (b) 金融風險管理目的及政策 (續)

##### (i) 信貸風險管理 (續)

###### *其他應收款項*

就其他應收款項而言，本公司董事根據過往結算記錄、過往經驗以及屬合理有據的前瞻性資料的定量及定質資料，對其他應收款項的可回收性進行定期個別評估。截至二零二一年三月三十一日止年度，本集團就其他應收款項確認減值虧損約97,000港元(二零二零年：零港元)。其他應收款項的預期信貸虧損為1.9%(二零二零年：零)管理層認為，自初始確認以來，該等金額之信貸風險並無大幅增加及本集團基於12個月預期信貸虧損計提減值撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### (i) Credit risk management (Continued)

###### Cash and cash equivalents

Credit risk on cash and cash equivalents is limited because the counterparties are reputable banks with high credit ratings assigned by credit agencies. The Group assessed 12m ECL for cash and cash equivalents by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on cash and cash equivalents is considered to be insignificant and therefore no loss allowance was recognised.

##### (ii) Liquidity risk management

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans of cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

### 39. 金融工具 (續)

#### (b) 金融風險管理目的及政策 (續)

##### (i) 信貸風險管理 (續)

###### 現金及現金等價物

現金及現金等價物的信貸風險有限，原因乃交易對手為獲信貸機構授予高信貸評級的知名銀行。本集團參考外部信貸評級機構所發佈有關信貸評級等級的違約概率及違約虧損率之資料評估現金及現金等價物的12個月預期信貸虧損。基於平均虧損率，現金及現金等價物的12個月預期信貸虧損被視為不重大，因此並無確認虧損撥備。

##### (ii) 流動資金風險管理

本集團內個別營運實體須負責其各自之現金管理，包括現金盈餘之短期投資及籌措貸款以應付預期現金需求，惟借款超過若干預先釐定授權水平，則須獲得母公司董事會批准，方可進行。本集團之政策為定期監察其流動資金需求以及遵守貸款契諾，以確保本集團能維持充裕的現金儲備及從主要金融機構取得足夠的承諾資金額度，以滿足其短期及長期流動資金需要。

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### (ii) Liquidity risk management (Continued)

The tables below summarise the maturity profile of the Group's and the Company's financial liabilities at 31 March 2021 and 2020 on contractual undiscounted payments:

At 31 March 2021	於二零二一年三月三十一日
Trade and other payables	貿易及其他應付款項
Lease liabilities	租賃負債
Promissory note	承兌票據
Convertible notes	可換股票據
Employee benefits	僱員福利

At 31 March 2020	於二零二零年三月三十一日
Trade and other payables	貿易及其他應付款項
Lease liabilities	融資租賃
Promissory note	承兌票據
Convertible notes	可換股票據
Employee benefits	僱員福利

### 39. 金融工具 (續)

#### (b) 金融風險管理目的及政策 (續)

##### (ii) 流動資金風險管理 (續)

下表根據合約未貼現款項概述本集團及本公司金融負債於二零二一年及二零二零年三月三十一日之到期情況：

Weighted average interest rate	On demand	Less than 3 months	3 to 12 months	Over 1 year	Total undiscounted cash flows	Total carrying amount
					未貼現現金流量總額	賬面值總額
加權平均利率	按要求	少於3個月	3至12個月	超過1年	流量總額	賬面值總額
%	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
-	56,397	9,948	58,804	29,789	154,938	154,938
2.12%	-	1,540	1,878	190	3,608	3,560
10.18%	-	-	-	45,040	45,040	44,584
11.27%	-	-	257,030	-	257,030	243,605
-	5,638	-	-	-	5,638	5,638
	<u>62,035</u>	<u>11,488</u>	<u>317,712</u>	<u>75,019</u>	<u>466,254</u>	<u>452,325</u>

-	40,615	28,924	51,108	25,786	146,433	146,433
2.11%	-	2,087	5,310	2,962	10,359	10,156
9.707%	-	45,377	-	-	45,377	44,658
10.795%	-	-	262,354	-	262,354	242,990
-	3,672	-	-	-	3,672	3,672
	<u>44,287</u>	<u>76,388</u>	<u>318,772</u>	<u>28,748</u>	<u>468,195</u>	<u>447,909</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### (iii) Interest rate risk management

The Group's exposure to interest rate risk for changes in interest rates to the Group's cash at bank, convertible notes, promissory note and lease liabilities. The Company manages the risk by regularly evaluating its cash flows when sufficient funds are available.

##### Interest rate profile

The following table details interest rates analysis that the directors of the Company evaluate its interest rate risk.

### 39. 金融工具 (續)

#### (b) 金融風險管理目的及政策 (續)

##### (iii) 利率風險管理

本集團因利率變動而面臨的利率風險與本集團銀行現金、可換股票據、承兌票據及租賃負債有關。本公司於資金充足時透過定期評估其現金流量以管理風險。

##### 利率情況

下表詳述本公司董事評估其利率風險之利率分析。

		2021 二零二一年		2020 二零二零年	
		Effective interest rate 實際利率 (%)	HK\$'000 千港元	Effective interest rate 實際利率 (%)	HK\$'000 千港元
<b>Financial liabilities</b>	<b>金融負債</b>				
Fixed rate borrowings	定息借款				
- Lease liabilities	- 租賃負債	2.07 – 5.20	3,560	2.07 – 5.20	10,156
- Promissory note	- 承兌票據	10.18	44,584	9.707	44,658
- Convertible notes	- 可換股票據	11.27	243,605	10.795	242,990
<b>Financial assets</b>	<b>金融資產</b>				
Floating rate assets	浮息資產				
- Bank balances	- 銀行結餘	0.001 – 0.3	66,743	0.001 – 0.3	91,196

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### (iii) Interest rate risk management (Continued)

###### *Sensitivity analysis*

At 31 March 2021, it is estimated that a general decrease or increase of 100 basis points in interest rates, with all other variables held constant, would increase or decrease the post-tax loss by approximately HK\$667,000 (2020: HK\$912,000). There is no impact on other components of equity.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The 100 basis point decrease or increase represents management's assessment of a reasonably possible change in interest rates over the period until the next annual balance sheet date. The analysis is performed on the same basis for 2020.

### 39. 金融工具 (續)

#### (b) 金融風險管理目的及政策 (續)

##### (iii) 利率風險管理 (續)

###### *敏感度分析*

於二零二一年三月三十一日，估計利率整體下降或上升100個基點，在所有其他變數維持不變的情況下，除稅後虧損將增加或減少約667,000港元（二零二零年：912,000港元）。概無對權益的其他部分產生影響。

以上敏感度分析已假設利率變動已於報告期末發生而釐定，並已應用於就該日所面對來自非衍生金融工具之利率風險。100個基點減少或增加指管理層對直至下一個年度資產負債表日期期間之利率可能合理變動之評估。分析乃按與二零二零年相同之基準進行。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### (iv) Currency risk

The group entities collect most of the revenue and incur most of the expenditures in their respective functional currencies. The directors consider that the Group's exposure to foreign currency exchange risk is insignificant as the majority of the Group's transactions are denominated in the functional currency of each individual group entity.

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

As HK\$ is pegged to USD, the Group does not expect any significant foreign currency exposure arising from the fluctuation of the HK\$ to USD exchange rates. As a result, the directors of the Company consider that the sensitivity of the Group's exposure towards the change in foreign exchange rates between HK\$ to USD is minimal and no sensitivity analysis is presented.

### 39. 金融工具 (續)

#### (b) 金融風險管理目的及政策 (續)

##### (iv) 貨幣風險

集團實體以彼等各自的功能貨幣取得大部分的收益及產生大部分的開支。由於本集團的主要交易均以各個別集團實體的功能貨幣計值，故董事認為本集團的外匯風險甚微。

本集團目前並無外匯對沖政策。然而，本集團管理層會監控外匯風險，並將於有需要時考慮對沖重大外匯風險。

由於港元與美元掛鈎，本集團預期不會因港元兌美元之匯率波動而產生任何重大外幣風險。因此，本公司董事認為本集團對港元兌美元之間外幣匯率變動之風險之敏感度屬極低且並無敏感度分析呈列。

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### (v) Other price risk

The Group is exposed to equity price risk mainly through its investment in listed equity securities measured at FVTPL. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on equity securities quoted in the Stock Exchange. In addition, the management of the Company monitor the price risk and will consider hedging the risk exposure should the need arise.

##### *Sensitivity analysis*

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If the equity price had been 5% higher/lower, post-tax loss for the year ended 31 March 2021 would decrease/increase by approximately HK\$240,000 (2020: approximately HK\$92,000) as a result of the changes in fair value of financial assets at FVTPL.

### 39. 金融工具 (續)

#### (b) 金融風險管理目的及政策 (續)

##### (v) 其他價格風險

本集團主要透過於透過損益按公平值入賬的上市股本證券之投資令其承受股價風險。管理層透過維持不同風險之投資組合以管理此類風險。本集團之股價風險主要集中於聯交所報價之股本證券。此外，本公司管理層監察價格風險，並將於有需要時考慮作出風險對沖。

##### *敏感度分析*

下文之敏感度分析乃基於報告期末所面對之股價風險而釐定。

倘股價上升／下降5%，則截至二零二一年三月三十一日止年度之除稅後虧損將減少／增加約240,000港元（二零二零年：約92,000港元），乃由於透過損益按公平值入賬之金融資產之公平值變動所致。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (c) Fair value of financial instruments

The fair value of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active markets are determined with reference to quoted market bid prices and ask prices respectively.
- The fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

### 39. 金融工具 (續)

#### (c) 金融工具之公平值

金融資產及金融負債之公平值乃按以下準則釐定：

- 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，乃分別參考所報市場買盤價及賣盤價釐定公平值。
- 其他金融資產及金融負債（不包括上述者）之公平值乃根據使用貼現現金流量分析之普遍採納定價模式釐定。

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (c) Fair value of financial instruments (Continued)

Except as detailed in the following table, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values:

<b>Financial liabilities</b>	<b>金融負債</b>
Promissory note	承兌票據
Convertible notes	可換股票據

### 39. 金融工具 (續)

#### (c) 金融工具之公平值 (續)

除下表所詳述者外，本公司董事認為，於綜合財務報表中確認之金融資產及金融負債之賬面值與其公平值相若：

<b>2021</b>		<b>2020</b>	
<b>二零二一年</b>		<b>二零二零年</b>	
<b>Carrying amount</b>	<b>Fair value</b>	<b>Carrying amount</b>	<b>Fair value</b>
<b>賬面值</b>	<b>公平值</b>	<b>賬面值</b>	<b>公平值</b>
<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>千港元</b>	<b>千港元</b>	<b>千港元</b>	<b>千港元</b>
<b>44,584</b>	<b>45,504</b>	44,658	46,519
<b>243,605</b>	<b>246,082</b>	242,990	226,767

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (c) Fair value of financial instruments (Continued)

##### *Fair value measurements recognised in the consolidated statement of financial position*

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- 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).

### 39. 金融工具 (續)

#### (c) 金融工具之公平值 (續)

##### *於綜合財務狀況表中確認之公平值計量*

下表載列於初步確認後按公平值計量之金融工具分析，並根據其公平值可觀察程度分為第一至第三級別：

- 第一級別公平值計量乃活躍市場內相同資產或負債之報價（未經調整）；
- 第二級別公平值計量乃計入第一級別之報價以外可直接（即其價格）或間接（即源自價格）就資產或負債觀察的輸入資料；及
- 第三級別公平值計量源自包括並非以可觀察市場數據為基礎之資產或負債輸入資料（不可觀察的輸入資料）的估值方法。

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (c) Fair value of financial instruments (Continued)

*Fair value measurements recognised in the consolidated statement of financial position (Continued)*

At 31 March 2021

Financial assets at FVTPL 透過損益按公平值入賬之  
金融資產

At 31 March 2020

Financial assets at FVTPL 透過損益按公平值入賬之  
金融資產

### 39. 金融工具 (續)

#### (c) 金融工具之公平值 (續)

於綜合財務狀況表中確認之公平值  
計量 (續)

於二零二一年三月三十一日

Level 1 第一級別 HK\$'000 千港元	Level 2 第二級別 HK\$'000 千港元	Level 3 第三級別 HK\$'000 千港元	Total 總計 HK\$'000 千港元
4,800	-	-	4,800

於二零二零年三月三十一日

Level 1 第一級別 HK\$'000 千港元	Level 2 第二級別 HK\$'000 千港元	Level 3 第三級別 HK\$'000 千港元	Total 總計 HK\$'000 千港元
1,835	-	-	1,835

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (c) Fair value of financial instruments (Continued)

##### **Fair value measurements recognised in the consolidated statement of financial position**

(Continued)

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation techniques and inputs used).

Financial assets 金融資產	Fair value as at 於以下日期之公平值		Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值方法及主要輸入數據
	31 March 2021 二零二一年三月三十一日	31 March 2020 二零二零年三月三十一日		
Financial assets at FVTPL	<b>Listed equity securities in Hong Kong:</b>	Listed equity securities in Hong Kong:	Level 1	Quoted bid prices in an active market
透過損益按公平值入賬之金融資產	<b>- HK\$4,800,000</b> 於香港上市的股本證券： <b>- 4,800,000港元</b>	<b>- HK\$1,835,000</b> 於香港上市的股本證券： <b>-1,835,000港元</b>	第一級別	在活躍市場所報的買入價

There were no transfers between Level 1, 2 and 3 for both years.

### 39. 金融工具 (續)

#### (c) 金融工具之公平值 (續)

##### **於綜合財務狀況表中確認之公平值計量 (續)**

本集團部分金融資產按各報告期末之公平值計量。下表載列有關如何釐定該等金融資產公平值之資料 (尤其是所採用之估值方法及輸入數據)。

於兩個年度，第一、第二與第三級別之間並無轉移。

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (c) Fair value of financial instruments (Continued)

*Fair value measurements recognised in the consolidated statement of financial position (Continued)*

#### Reconciliation of Level 3 fair value measurements

#### 第三級別公平值計量之對賬

At 31 March 2019	於二零一九年三月三十一日
Transfer to accumulated losses upon disposal of entire interest	於出售全部權益後轉撥至累計虧損
Change in fair value of financial assets at FVTPL	透過損益按公平值入賬之金融資產之公平值變動
At 31 March 2020	於二零二零年三月三十一日

### 39. 金融工具 (續)

#### (c) 金融工具之公平值 (續)

於綜合財務狀況表中確認之公平值計量 (續)

Financial assets at fair value through other comprehensive income 透過其他全面收益 按公平值入賬之 金融資產 HK\$'000 千港元	Financial assets at fair value through profit or loss 透過損益 按公平值入賬之 金融資產 HK\$'000 千港元
1,245	116
(1,245)	-
-	(116)
-	-



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 40. CAPITAL RISK MANAGEMENT

The Group's objective of managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital. The Group's overall strategy remains unchanged from prior years.

In order to maintain or adjust the capital structure, the Group may issue new shares or sell assets to reduce debts.

The capital structure of the Group consists of net debt (which includes lease liabilities, promissory note and convertible notes, net of cash and cash equivalents) and equity attributable to the owners of the Company, comprising share capital and reserves.

The Group's risk management reviews the capital structure on a semi-annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital.

### 40. 資本風險管理

本集團管理資本之宗旨為保障本集團持續經營之能力以向股東提供回報及為其他股權持有人帶來裨益，以及維持最優秀資本結構以減少資本成本。本集團之整體策略與過往年度相比維持不變。

為維持或調整資本結構，本集團可發行新股份或出售資產以減少債務。

本集團之資本結構包括債務淨額（包括租賃負債、承兌票據及可換股票據，扣除現金及現金等價物）及本公司擁有人應佔權益（包括股本及儲備）。

本集團之風險管理人員按每半年之基準審閱資本架構。作為本審閱之一部分，管理層認為資本成本及風險與各資本類別相關連。

#### 40. CAPITAL RISK MANAGEMENT (Continued)

The net debt to equity ratio at the end of the reporting period was as follows:

Debt (Note (a))	債務 (附註(a))
Less: Cash and cash equivalents	減：現金及現金等價物
Net debt	債務淨額
Equity (Note (b))	權益 (附註(b))
Net debt and equity	債務淨額及權益
Net debt to equity ratio	債務淨額與權益比率

Notes:

- (a) Debt comprises lease liabilities, promissory note and convertible notes as detailed in Notes 28, 30 and 31 respectively.
- (b) Equity includes all capital and reserves attributable to the owners of the Company.

#### 40. 資本風險管理 (續)

於報告期末之債務淨額與權益之比率如下：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
291,749	297,800
(66,743)	(91,196)
225,006	206,608
(343,193)	(271,968)
(118,187)	(65,360)
Nil 無	Nil 無

附註：

- (a) 債務包括租賃負債、承兌票據及可換股票據，詳情分別載於附註28、30及31。
- (b) 權益包括所有本公司擁有人應佔資本及儲備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

### 41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Group's subsidiaries at the end of the reporting period are set out below.

### 41. 本公司主要附屬公司之詳情

本集團附屬公司於報告期末之詳情載列如下。

Name of subsidiary 附屬公司名稱	Place and date of incorporation and form of business structure 註冊成立地點及日期以及業務架構形式	Percentage of equity interests and voting power attributable to the Company 本公司應佔的股本權益及投票權百分比		Nominal value of issued share capital 已發行股本面值	Principal activities 主要業務
		2021 二零二一年 %	2020 二零二零年 %		
<b>Directly held</b> 直接持有					
TYW (BVI) Limited	BVI 2 July 2009, limited liability company	100	100	United States Dollars ("US\$") 50,000, divided into 50,000 ordinary shares of US\$1.00 each	Investment holding
TYW (BVI) Limited	英屬處女群島，二零零九年七月二日，有限責任公司			50,000美元（「美元」），分為50,000股每股面值1.00美元之普通股	投資控股
Shenzhen Qianhai Xinhua TV Cultural Development Limited* 深圳前海新華電視文化發展有限公司	PRC, 30 May 2013, limited liability company 中國，二零一三年五月三十日，有限責任公司	100	100	Registered and paid up capital of RMB30,000,000 註冊及繳足資本人民幣30,000,000元	Advertising business in PRC 於中國從事廣告業務
<b>Indirectly held</b> 間接持有					
Tsun Yip Civil Construction Company Limited 進業土木工程有限公司	Hong Kong, 16 July 2000, limited liability company 香港，二零零零年七月十六日，有限責任公司	97	100	HK\$20,372,000 divided into 20,372,000 ordinary shares of HK\$1.00 each 20,372,000港元分為20,372,000股每股面值1.00港元之普通股	Holding of motor vehicles, provision of waterworks and laying of water pipes 持有車輛、提供土木工程服務及敷設水管
Tsun Yip Waterworks Construction Company Limited 進業水務建築有限公司	Hong Kong, 6 February 1996, limited liability company 香港，一九九六年二月六日，有限責任公司	97	100	HK\$26,123,200 divided into 26,123,200 ordinary shares of HK\$1.00 each 26,123,200港元，分為26,123,200股每股面值1.00港元之普通股	Provision of waterworks and laying of water pipes 提供土木工程服務及敷設水管
Xinhua TV Asia-Pacific Operating Company Limited 新華電視亞太台運營有限公司	Hong Kong, 22 December 2009, limited liability company 香港，二零零九年十二月二十二日，有限責任公司	100	100	HK\$10,000, divided into 10,000 ordinary shares of HK\$1.00 each 10,000港元，分為10,000股每股面值1.00港元之普通股	Television broadcasting business in the Asia Pacific region (excluding the PRC) 於亞太區（不包括中國）從事電視播放業務
BayTV Network Holding Limited 灣區電視網有限公司	Hong Kong, 14 May 2010, limited liability company 香港，二零一零年五月十四日，有限責任公司	100	100	HK\$10,000, divided into 10,000 ordinary shares of HK\$1.00 each 10,000港元，分為10,000股每股面值1.00港元之普通股	Media and advertising business 媒體及廣告業務

#### 41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affect the results of the assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

##### Change in ownership interest in a subsidiaries

During the year, the Group disposed of 3% of its interest to Tsun Yip Civil Construction Company Limited and Tsun Yip Waterworks Construction Company Limited, reducing its continuing interest to 97%. The proceeds on disposal of HK\$1,496,000 were received in cash. An amount of HK\$2,717,000 (being the proportionate share of the carrying amount of the net assets of Tsun Yip Civil Construction Company Limited and Tsun Yip Waterworks Construction Company Limited) has been transferred to non-controlling interests. The difference of HK\$1,221,000 between the increase in the non-controlling interests and the consideration received has been credited to accounted losses.

#### 41. 本公司主要附屬公司之詳情 (續)

董事認為上表所列本集團之附屬公司乃主要影響本集團財務狀況業績。董事認為，載列其他附屬公司之詳情會令內容過於冗長。

概無附屬公司於年末發行任何債務證券。

##### 附屬公司所有權權益變動

於本年度，本集團出售其3%的權益予進業土木工程有限公司及進業水務建築有限公司，將其持有權益減至97%。出售所得款項1,496,000港元以現金收取。2,717,000港元(為進業土木工程有限公司及進業水務建築有限公司資產淨值賬面值的比例股份)已轉讓予非控股權益。非控制性權益增加與已收取代價之間的差額1,221,000港元已於累計虧損記賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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

### 42. 本公司之財務狀況表及儲備

#### Statement of financial position of the Company

#### 本公司之財務狀況表

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	47	240
Investments in subsidiaries	於附屬公司之投資	41,306	47,705
		<b>41,353</b>	<b>47,945</b>
<b>Current assets</b>	<b>流動資產</b>		
Trade and other receivables	貿易及其他應收款項	125	161
Amounts due from subsidiaries	應收附屬公司款項	5,244	5,229
Cash and cash equivalents	現金及現金等價物	290	9
		<b>5,659</b>	<b>5,399</b>
<b>Total assets</b>	<b>總資產</b>	<b>47,012</b>	<b>53,344</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Accrued expenses and other payables	應計開支及其他應付款項	64,221	52,954
Amounts due to subsidiaries	應付附屬公司款項	5,123	5,699
Convertible notes	可換股票據	243,605	242,990
		<b>312,949</b>	<b>301,643</b>
<b>Net current liabilities</b>	<b>流動負債淨額</b>	<b>(307,290)</b>	<b>(296,244)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>(265,937)</b>	<b>(248,299)</b>

**42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY** (Continued)

**Statement of financial position of the Company**  
(Continued)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Non-current liability</b>	<b>非流動負債</b>		
Deferred tax liabilities	遞延稅項負債	—	981
		—	981
<b>Total liabilities</b>	<b>總負債</b>	<b>312,949</b>	302,624
<b>Net liabilities</b>	<b>負債淨額</b>	<b>(265,937)</b>	(249,280)
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	4,055	4,055
Reserves	儲備	(269,992)	(253,335)
<b>Total equity</b>	<b>總權益</b>	<b>(265,937)</b>	(249,280)

The financial statements were approved and authorised for issue by the board of directors on 30 June 2021 and are signed on its behalf by:

董事會已於二零二一年六月三十日批准及授權刊發財務報表，並由下列人士代表董事會簽署：

**Jiang Yan**  
姜岩  
Director  
董事

**Li Yong Sheng**  
李永升  
Director  
董事

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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

### 42. 本公司之財務狀況表及儲備 (續)

#### Movement in the Company's reserves

#### 本公司之儲備變動

		Share premium	Capital reserves	Convertible notes equity reserves	Other reserves	Accumulated losses	Total
		股份溢價	資本儲備	可換股票據權益儲備	其他儲備	累計虧損	總計
		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
At 1 April 2019	於二零一九年四月一日	1,238,195	2,758	14,400	54,993	(1,527,831)	(217,485)
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	-	(35,850)	(35,850)
At 31 March 2020 and 1 April 2020	於二零二零年三月三十一日及二零二零年四月一日	1,238,195	2,758	14,400	54,993	(1,563,681)	(253,335)
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	-	(16,657)	(16,657)
At 31 March 2021	於二零二一年三月三十一日	<u>1,238,195</u>	<u>2,758</u>	<u>14,400</u>	<u>54,993</u>	<u>(1,580,338)</u>	<u>(269,992)</u>

### 43. COMPARATIVE FIGURES

### 43. 比較數字

Certain comparative amounts have been reclassified to conform with current year's presentation.

若干比較金額已重新分類，以符合本年度之呈列方式。

### 44. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

### 44. 批准綜合財務報表

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 June 2021.

綜合財務報表已於二零二一年六月三十日獲董事會批准及授權刊發。

# FINANCIAL SUMMARY

## 財務概要

A summary of the results and of the financial position of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

本集團過去五個財政年度之業績及財務狀況概要，乃摘錄自已刊發之經審核財務報表，載列如下。

### CONSOLIDATED RESULTS

For the year ended 31 March

### 綜合業績

截至三月三十一日止年度

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收益	239,233	237,322	324,855	370,515	454,447
Cost of services	服務成本	(268,053)	(254,858)	(321,371)	(338,000)	(473,557)
Gross (loss)/profit	毛(損)/利	(28,820)	(17,536)	3,484	32,515	(19,110)
Other income	其他收入	12,374	1,033	450	4,093	1,035
Other gains/(losses), net	其他收益/(虧損)，淨額	(913)	(11,811)	3,032	268	3,259
Amortisation expenses	攤銷開支	(18,316)	(18,367)	(18,594)	(19,734)	(20,178)
Selling and distribution expenses	銷售及分銷開支	(770)	(770)	-	(100)	(377)
Administrative expenses	行政開支	(26,005)	(24,591)	(22,441)	(32,101)	(33,130)
Impairment loss on intangible assets	無形資產減值虧損	(7,679)	-	-	-	-
Impairment of right-of-use assets	使用權資產減值	(2,872)	-	-	-	-
Changes in fair value of financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產之公平值變動	2,965	(4,636)	(9,123)	(1,308)	(3,452)
Loss from operations	營運虧損	(70,036)	(76,678)	(43,192)	(16,367)	(71,953)
Finance costs	融資成本	(9,314)	(28,496)	(25,686)	(33,331)	(37,262)
Gain on disposal of subsidiaries	出售附屬公司之收益	-	-	-	114	-
Impairment loss recognised in respect of trade receivables	就貿易應收款項確認之減值虧損	-	-	-	(55)	(422)
Loss before income tax	除所得稅前虧損	(79,350)	(105,714)	(68,878)	(49,639)	(109,637)
Income tax	所得稅	5,998	4,343	3,576	3,822	5,110
<b>Loss for the year</b>	<b>年內虧損</b>	<b>(73,752)</b>	<b>(100,831)</b>	<b>(65,302)</b>	<b>(45,817)</b>	<b>(104,527)</b>
Loss for the year attributable to:	應佔年內虧損：					
- owners of the Company	-本公司擁有人	(72,946)	(100,831)	(65,302)	(45,817)	(104,527)
- Non-controlling interest of the Company	-本公司非控股權益	(806)	-	-	-	-
		<b>(73,752)</b>	<b>(100,831)</b>	<b>(65,302)</b>	<b>(45,817)</b>	<b>(104,527)</b>



# FINANCIAL SUMMARY

## 財務概要

### CONSOLIDATED FINANCIAL POSITION

As at 31 March

### 綜合財務狀況

於三月三十一日

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-current assets	非流動資產	24,244	61,633	84,229	106,257	126,742
Current assets	流動資產	150,667	186,821	207,872	180,873	208,991
Total assets	總資產	174,911	248,454	292,101	287,130	335,733
Less: Current liabilities	減：流動負債	466,305	509,570	174,625	403,665	415,137
Total assets less current liabilities	總資產減流動負債	(291,394)	(261,116)	117,476	(116,535)	(79,404)
Less: Non-current liabilities	減：非流動負債	51,799	10,852	284,467	14,761	22,331
Non-controlling interests	非控股權益	1,911	-	-	-	-
<b>Capital and reserves attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔資本及儲備</b>	<b>(345,104)</b>	<b>(271,968)</b>	<b>(166,991)</b>	<b>(131,296)</b>	<b>(101,735)</b>



**CNC HOLDINGS LIMITED**  
中國新華電視控股有限公司