

# 2019 ANNUAL REPORT 年度報告

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Life Healthcare Group Limited  
蓮和醫療健康集團有限公司  
(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)  
Stock Code 股份代碼 :00928



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## Corporate Information 公司資料

### EXECUTIVE DIRECTORS

Mr. Hua Yunbo (*Chairman and President*)

Ms. Shan Hua (*Chief Executive Officer*)

Mr. Man Wai Lun

### NON-EXECUTIVE DIRECTOR

Dr. Feng Xiaogang

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Liu Xinghua

Mr. Zheng Chunlei

Mr. Cheng Chun Man

### AUDIT COMMITTEE

Mr. Cheng Chun Man (*Chairman*)

Mr. Liu Xinghua

Mr. Zheng Chunlei

### REMUNERATION COMMITTEE

Mr. Liu Xinghua (*Chairman*)

Ms. Shan Hua

Mr. Cheng Chun Man

### NOMINATION COMMITTEE

Mr. Cheng Chun Man

Mr. Zheng Chunlei

Mr. Man Wai Lun

### AUTHORISED REPRESENTATIVES

Ms. Shan Hua

Mr. Chung Yuk Lun

### COMPANY SECRETARY

Mr. Chung Yuk Lun

### AUDITOR

ZHONGHUI ANDA CPA Limited

Unit 701, 7/F

Citicorp Centre

18 Whitfield Road

Causeway Bay

Hong Kong

### 執行董事

华云波先生(主席兼總裁)

单华女士(行政總裁)

文偉麟先生

### 非執行董事

馮曉剛博士

### 獨立非執行董事

刘兴华先生

郑春雷先生

鄭振民先生

### 審核委員會

鄭振民先生(主席)

刘兴华先生

郑春雷先生

### 薪酬委員會

刘兴华先生(主席)

单华女士

鄭振民先生

### 提名委員會

鄭振民先生

郑春雷先生

文偉麟先生

### 授權代表

单华女士

鍾育麟先生

### 公司秘書

鍾育麟先生

### 核數師

中匯安達會計師事務所有限公司

香港

銅鑼灣

威非路道18號

萬國寶通中心

7樓701室

## Corporate Information 公司資料

### PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

### REGISTERED OFFICE

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

### PRINCIPAL OFFICE IN HONG KONG

Unit 3, 10/F  
Bank of East Asia Harbour View Centre  
No. 56 Gloucester Road  
Wanchai  
Hong Kong

### COMPANY'S WEBSITE

[www.lifehealthcare.com](http://www.lifehealthcare.com)

### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited  
3rd Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### LISTING INFORMATION

The Stock Exchange of Hong Kong Limited  
Stock Code: 00928

### 主要往來銀行

香港上海滙豐銀行有限公司

### 註冊辦事處

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

### 香港主要辦事處

香港  
灣仔  
告士打道56號  
東亞銀行港灣中心  
10樓3室

### 公司網站

[www.lifehealthcare.com](http://www.lifehealthcare.com)

### 開曼群島主要股份過戶登記處

SMP Partners (Cayman) Limited  
3rd Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 上市資料

香港聯合交易所有限公司  
股份代號：00928

## Management Discussion and Analysis 管理層討論及分析

On behalf of Life Healthcare Group Limited (the “Company”), I present to the shareholders the results of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2019.

### OVERVIEW

The Group is primarily a provider of genetic testing and health data analysis services. Through its non-invasive tumor genetic testing technology and professional team, the Group is committed to the promotion and application of genetic testing in clinical medicine and related healthcare services, with the broader aim of becoming the provider of a full range of services and solutions for medical and health administration. The Group has its networks across mainland China, and has one research and development centre in Beijing and one production and testing centre in Guangzhou.

Apart from healthcare services, the Group is also engaged in money lending business and securities trading and investments business.

本人謹代表蓮和醫療健康集團有限公司（「本公司」）向股東呈報本公司及其附屬公司（統稱「本集團」）截至二零一九年三月三十一日止年度之業績。

### 概覽

本集團為主力提供基因檢測及健康數據分析服務之供應商。透過其無創腫瘤基因檢測技術及專業團隊，本集團致力於臨床醫學與健康服務領域推廣及應用基因檢測，更大目標乃成為醫療與健康管理機構之全方位服務及解決方案供應商。本集團網絡遍佈中國內地，於北京設有一間研發中心，並於廣州設有一間生產及檢測中心。

除健康服務外，本集團亦從事借貸業務及證券買賣與投資業務。

## Management Discussion and Analysis 管理層討論及分析

### FINANCIAL REVIEW

#### Continuing operations

### 財務回顧

#### 持續經營業務

		Year ended 31 March 2019 截至 二零一九年 三月三十一日 止年度 HK\$'000 千港元	Year ended 31 March 2018 截至 二零一八年 三月三十一日 止年度 HK\$'000 千港元 (restated) (重列)
Revenue	收益	63,487	62,790
Cost of sales and services	銷售及服務成本	(27,984)	(29,311)
Gross profit	毛利	35,503	33,479
Other interest income	其他利息收入	70	61
Other income and gains	其他收入及收益	17,179	1,150
Selling, distribution, administrative and other expenses	銷售、分銷、行政及其他開支	(164,408)	(117,489)
Share of result of associates	分佔聯營公司之業績	(9,245)	(10,587)
Loss before tax	除稅前虧損	(120,901)	(93,447)
Loss per share	每股虧損		
— Basic and diluted (HK cents)	— 基本及攤薄(港仙)	2.20	(1.79)

#### Revenue

For the year ended 31 March 2019, the Group recorded a revenue of approximately HK\$63.49 million (year ended 31 March 2018: approximately HK\$62.79 million), representing an increase of approximately 1.11% as compared with the corresponding period last year.

For the year ended 31 March 2019, the Group recorded gross profit of approximately HK\$35.50 million (year ended 31 March 2018: approximately HK\$33.48 million). The Group's overall gross profit margin was 55.91% (year ended 31 March 2018: 53.32%). During the year ended 31 March 2019 and 2018, the Group's overall gross profit was primarily attributable to the healthcare services and money lending segments.

#### 收益

截至二零一九年三月三十一日止年度，本集團錄得收益約63,490,000港元(截至二零一八年三月三十一日止年度：約62,790,000港元)，較去年同期增加約1.11%。

截至二零一九年三月三十一日止年度，本集團錄得毛利約35,500,000港元(截至二零一八年三月三十一日止年度：約33,480,000港元)。本集團之整體毛利率為55.91%(截至二零一八年三月三十一日止年度：53.32%)。截至二零一九年及二零一八年三月三十一日止年度，本集團之整體毛利主要源自健康服務分部及借貸分部。

## Management Discussion and Analysis 管理層討論及分析

The loss for the year ended 31 March 2019 was approximately HK\$123.04 million (year ended 31 March 2018: approximately HK\$97.40 million), representing an increase of approximately 26.32% as compared with the corresponding period last year. The increase in loss was mainly attributable to (i) the impairment loss on investment of approximately HK\$20.86 million; (ii) the impairment loss on interest in an associate of approximately HK\$17.52 million; and (iii) legal and professional fees related to project investment activities of approximately HK\$13 million, partially offset by (i) the gain on disposal of two subsidiaries of approximately HK\$12.65 million, and (ii) the decrease in staff costs and general operating expenses of approximately HK\$11 million.

Basic and diluted loss per share for the year ended 31 March 2019 from continuing and discontinued operation was approximately HK\$2.23 cents (year ended 31 March 2018: approximately HK\$1.87 cents), representing an increase in loss of approximately 19.25% as compared with the corresponding period last year.

### BUSINESS REVIEW

#### Healthcare services business

Over the years, the Group has built up its experience in the operation of and understanding in the business environment of the healthcare industry in PRC. Amongst the principal businesses of the Group, the healthcare business became the largest contributor to the Group's revenue in last year. Throughout last year, the Group continually strengthened the healthcare services in genetic testing and health data analysis.

The Group sold the Practice License of Medical Institution\* (醫療機構執業許可證) of Hangzhou Life Healthcare Clinical Laboratory Limited (杭州蓮和醫學檢驗所有限公司) and Tianjin Lianhe Clinical Laboratory Limited\* (天津蓮和醫學檢驗所有限公司) on 23 January 2019 and 22 January 2019 respectively after taking into consideration of the cash consideration from the disposals and the business requirements of the Group. The Group currently owns one research and development centre in Beijing, which organises and performs core technologies research and exploitations, and one production and testing centre in Guangzhou, which has Practice License of Medical Institution\* (醫療機構執業許可證) and thus can provide services to the clients nationwide. The Group has centralized its core research capabilities under this structure with an aim to improve its productivity and provision of services.

截至二零一九年三月三十一日止年度之虧損約為123,040,000港元(截至二零一八年三月三十一日止年度：約97,400,000港元)，較去年同期增加約26.32%。虧損增加主要由於(i)投資減值虧損約20,860,000港元；(ii)於一家聯營公司之權益減值虧損約17,520,000港元；及(iii)有關項目投資活動之法律及專業費用約13,000,000港元，惟部分影響被(i)出售兩家附屬公司之收益約12,650,000港元；及(ii)員工成本及一般經營開支減少約11,000,000港元所抵銷。

截至二零一九年三月三十一日止年度，來自持續經營及已終止業務之每股基本及攤薄虧損約為2.23港仙(截至二零一八年三月三十一日止年度：約1.87港仙)，虧損較去年同期增加約19.25%。

### 業務回顧

#### 健康服務業務

多年來，本集團對於中國健康行業營商環境中經營業務已累積一定經驗及認識。於本集團芸芸主要業務中，健康業務於去年成為本集團貢獻最多收益之業務。於過去一年，本集團不斷加強有關基因檢測及健康數據分析之健康服務。

在顧及本集團之出售事項現金代價及業務需求後，本集團先後於二零一九年一月二十三日及二零一九年一月二十二日出售杭州蓮和醫學檢驗所有限公司及天津蓮和醫學檢驗所有限公司之醫療機構執業許可證。本集團目前於北京擁有一間專責統籌及進行核心技術之研究與開發之研發中心，以及於廣州擁有一間領有醫療機構執業許可證之生產檢測中心，故可為全國各地客戶提供服務。本集團根據此架構集中統籌其核心研究能力，務求提升其生產力及改善所提供服務。

\* For identification purposes only 僅供識別

## Management Discussion and Analysis 管理層討論及分析

For the year ended 31 March 2019, the healthcare services segment recorded a turnover of HK\$48.59 million (year ended 31 March 2018: HK\$47.62 million) representing the turnover generated by genetic testing and health data analysis services and a segment loss of HK\$74.33 million (year ended 31 March 2018: HK\$76.08 million).

### Money lending business

The Group has obtained a money lender license in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) in November 2016 with a view to develop its money lending business to generate regular and long-term sustainable income for the Group. The gross profit margin generated from the money lending business has been the highest amongst the principal businesses of the Group for the past 3 financial years ended 31 March 2019 owing to its low cost of funding.

During the year ended 31 March 2019, interest income from the money lending business was HK\$14.90 million (year ended 31 March 2018: HK\$15.18 million). Gross profit rate was 100% for the current year since no cost of finance was required under money lending business. The source of funding was primarily from the internal resources of the Group which provided a definite advantage for this business. The segment result covers internal cost allocation from the group management and administrative costs. The money lending business provided a stable recurrent revenue to the Group which in turn improved the returns to the Company's shareholders.

### Securities trading and investments business

The Group did not engage in any securities trading and investment activity during the years ended 31 March 2019 and 2018. The Group will continue to monitor and capture any opportunity that may arise from the trading and investment in the securities market, after taking into account of the expected investment return and the funding requirement of the Group.

截至二零一九年三月三十一日止年度，健康服務分部錄得營業額48,590,000港元（截至二零一八年三月三十一日止年度：47,620,000港元），包括基因檢測及健康數據分析服務所產生營業額，以及分部虧損74,330,000港元（截至二零一八年三月三十一日止年度：76,080,000港元）。

### 借貸業務

於二零一六年十一月，為發展本集團之借貸業務以產生穩定及長期可持續收入，本集團已根據香港法例第163章放債人條例取得香港放債人牌照。截至二零一九年三月三十一日止過去三個財政年度，借貸業務所得毛利率為本集團主要業務當中最高，此乃由於其資金成本低。

截至二零一九年三月三十一日止年度，借貸業務利息收入為14,900,000港元（截至二零一八年三月三十一日止年度：15,180,000港元）。於本年度之毛利率為100%，原因為借貸業務毋須財務費用。資金來源主要來自本集團內部資源，為此項業務帶來一定優勢。分部業績涵蓋來自集團管理之內部成本分配及行政成本。借貸業務為本集團帶來穩定之經常性收益，從而提升本公司之股東回報。

### 證券買賣及投資業務

截至二零一九年及二零一八年三月三十一日止年度，本集團並無從事任何證券買賣及投資活動，而本集團將繼續監察，並在考慮本集團預期投資回報及資金需求後把握於證券市場可能出現之買賣及投資機遇。



## Management Discussion and Analysis 管理層討論及分析

### Investment at fair value through profit or loss

On 4 May 2017, the Company entered into a subscription agreement with Shenzhen City William Financial Holding Limited\* (深圳市威廉金融控股有限公司) (the “Fund Manager”) pursuant to which the Company subscribed for an aggregate amount of HK\$20 million of the units of the William Financial Holding Merger and Acquisition Fund No. 35\* (威廉金控併購35號基金) (the “Fund”). The Fund is a fixed income instrument. Upon receipt of the redemption request of the Company, the Fund Manager shall return the relevant part of the principal investment amount plus the investment return calculated by fixed rate of 4.75% per annum.

The Company has noticed from media that the ultimate controlling shareholder of the Fund Manager has been arrested by the PRC authorities and investigation is in progress. The Company has attempted to contact the Fund Manager on the status of the Fund and the ability of the Fund Manager to discharge its obligations in providing a full redemption of all the outstanding principal investment amounts and accrued interests of the investment. However, up to the date of this report, the Company is still unable to contact the Fund Manager. The Company also noticed that the office of the Fund Manager has not been in operation. As such, the Group recorded an impairment of approximately HK\$20.86 million on such investment loss in view of the above information. The Company has engaged a PRC lawyer for the legal actions available to the Company for recovering its investment in the Fund.

### Impairment on interest in an associate

廣州漫瑞生物信息技術有限公司 (Guangzhou Manrui Biotech Company Limited\*) (“Manrui Biotech”) specializes in research and development of genetic testing technologies, and in particular non-invasive cancer screening and diagnosis. Manrui Biotech has successfully developed diagnostic technologies for detecting circulating tumor cells.

The Group acquired 30% equity interest in Manrui Biotech in August 2016 which became an associated company of the Group. Please refer to the announcements of the Company dated 1 August 2016 and 9 August 2016 respectively for details.

### 透過損益按公平值列賬之投資

於二零一七年五月四日，本公司與深圳市威廉金融控股有限公司(「基金經理」)訂立認購協議，據此，本公司認購總金額為20,000,000港元之威廉金控併購35號基金(「基金」)單位。基金乃固定收入工具。於接獲本公司之贖回要求後，基金經理須退還相關部分投資本金金額及按固定年利率4.75厘計算之投資回報。

本公司從媒體報導知悉基金經理之最終控股股東已被中國有關當局拘捕，調查工作現正進行。本公司曾嘗試聯絡基金經理，以了解基金之狀況及基金經理能否履行悉數贖回有關投資所有結存投資本金及累計利息之責任。然而，截至本報告日期，本公司仍無法與基金經理取得聯絡。本公司亦知悉基金經理之辦事處已停止運作。因此，基於上述資料，本集團就有關投資虧損錄得減值約20,860,000港元。本公司已委聘中國律師就收回本公司於基金之投資採取法律行動。

### 於一家聯營公司之權益減值

廣州漫瑞生物信息技術有限公司(「漫瑞生物」)專門從事研發基因檢測技術，尤其是無創腫瘤篩查及診斷。漫瑞生物已成功開發出檢測循環腫瘤細胞之診斷技術。

本集團於二零一六年八月收購漫瑞生物30%股權，故其成為本集團之聯營公司。詳情請參閱本公司日期分別為二零一六年八月一日及二零一六年八月九日之公佈。

\* For identification purposes only 僅供識別

## Management Discussion and Analysis 管理層討論及分析

Manrui Biotech has come across financial difficulties since 2018 and the management considered that the current operating status of Manrui Biotech might affect its research and development capabilities, which would reduce the expected cash inflows to be contributed by Manrui Biotech and its contribution to the genetic and laboratory services in the healthcare segment of the Group. The Company has engaged an independent valuer to perform valuation on the Group's investment in Manrui Biotech taking into consideration of the above. Based on the valuation, impairment assessment is made, the directors of the Company provide an impairment of approximately HK\$17.52 million for interest in an associate. The Group has centralized its research work in its research and development centre in Beijing as mentioned in the paragraph under the heading of Healthcare services business in the business review section.

### PROSPECTS

#### Healthcare services business

PRC government intends to reform the medical industry by launching new policies with an aim to lower the medical costs. Although the Group does not know whether its healthcare services will be affected in future, the Group will closely monitor any changes in policies and to refine the business strategy in healthcare segment. On the other hand, competition is keen as more competitors may enter into the healthcare services industry. To cope with these challenges, the Group has focused on distributor sales to enter into the market of major cities in PRC. Such change in the sales strategy from direct sales to distributor sales would have a temporary effect on the revenue generated from healthcare services during the transitional period.

In the coming year, the Group intends to enlarge and diversify the types of its genetic testing products and upgrade the available products to provide more comprehensive services to its customers.

At the same time, the Group will focus on improving the biological information analysis system and interpretation of clinical medicine system. The aim is to become the fast and accurate provider of a full range of services and solutions for medical and healthcare administration. Moreover, the Group intends to strengthen the cooperation with professionals and hospitals to promote the Group's publicity.

In order to maximise the returns to the Company's shareholders, the Group intends to focus on improving the production cost rate by close cooperation with its suppliers and the purchase of automation equipment.

漫瑞生物自二零一八年起遭遇財務困難，管理層認為漫瑞生物目前之經營狀況可能影響其研發能力，令漫瑞生物將貢獻之預期現金流入及其為本集團健康服務分部之基因及實驗室服務帶來之貢獻減少。考慮到上文所述，本公司已委聘獨立估值師對本集團於漫瑞生物之投資進行估值。根據估值，本公司董事進行減值評估，並據此就於一家聯營公司之權益計提減值撥備約17,520,000港元。本集團已於業務回顧內健康服務業務一節之段落所述於其北京之研發中心集中統籌其研究工作。

### 前景

#### 健康服務業務

中國政府有意改革醫療行業，藉推行新政策降低醫療成本。儘管本集團尚未確定其健康服務日後會否受到影響，惟本集團將密切監察健康分部任何政策變動並調整其業務策略。另一方面，進軍健康服務行業之競爭者或會增加，使競爭愈趨激烈。為應對此等挑戰，本集團已專注於分銷商銷售，以進軍中國主要城市之市場。有關銷售策略由直接銷售改為分銷商銷售之變動，將會短暫影響過渡期間來自健康服務之收益。

來年，本集團擬擴大及多元化發展其基因檢測產品之種類及提升產品供應，為客戶提供更全面服務。

同時，本集團會著重改善生物信息分析系統及臨床醫學解析系統，矢志成為專為醫療與健康管理機構提供既快捷又準確之全方位服務及解決方案之供應商。此外，本集團亦將會加強與專家及醫院之合作以加深公眾對本集團之認識。

為向本公司股東帶來最大回報，本集團有意透過與其供應商緊密合作及購買自動化設備以改善生產成本比率。

## Management Discussion and Analysis 管理層討論及分析

### Money lending business

Competition in this business remains intensive. Moreover, compliance with rules and regulations is increasingly demanding, for example, the Registrar of Money Lenders has issued a guideline on compliance of anti-money laundering and anti-terrorist financing requirements in September 2018 to which the Group has to comply with. To cope with the keen market competition, the Group focuses on existing customers and leverages on them and their business associates for referral of new customers. This enables the Group to build up its customers' portfolio gradually. For compliance with rules and regulations and to manage the credit risk, the Group will closely monitor and strengthen the internal control system of money lending business in order to achieve such purposes.

In order to maximise returns to the Company's shareholders, the management will continue to seek new business opportunities and investment projects suitable for the Company in the future.

### SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

Disposal of Hangzhou Life Healthcare Clinical Laboratory Limited\* (杭州蓮和醫學檢驗所有限公司) and Tianjin Lianhe Clinical Laboratory Limited\* (天津蓮和醫學檢驗所有限公司)

On 21 January 2019, the Group announced the disposal of its entire share capital of Hangzhou Life Healthcare Clinical Laboratory Limited\* (杭州蓮和醫學檢驗所有限公司) and Tianjin Lianhe Clinical Laboratory Limited\* (天津蓮和醫學檢驗所有限公司), which were non-wholly owned subsidiaries of the Company, to an independent purchaser at consideration of RMB16.51 million and RMB3.17 million, respectively (the "Disposal"). The Disposal were completed on 23 January 2019.

Hangzhou Life Healthcare Clinical Laboratory Limited and Tianjin Lianhe Clinical Laboratory Limited are companies incorporated in the PRC and are principally engaged in healthcare services business and possess Practice License of Medical Institution\* (醫療機構執業許可證).

The Disposal constituted a disclosable transaction for the Company under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (The "Listing Rules"). For details of the Disposal, please refer to the announcements of the Company dated 3 December 2018 and 21 January 2019.

\* For identification purposes only 僅供識別

### 借貸業務

此業務之競爭仍然激烈。此外，符合規則及規例之要求越來越高，例如本集團須遵守放債人註冊處於二零一八年九月所頒佈有關遵從打擊洗錢及恐怖分子資金籌集規定之指引。為應對市場激烈競爭，本集團以現有客戶為重心，利用彼等及其業務夥伴轉介新客戶。此舉有助本集團逐步建立其客戶組合。為符合規則及規例以及管理信貸風險，本集團將密切監察及加強借貸業務之內部監控制度，從而達致有關目的。

為向本公司股東帶來最大回報，管理層將於未來繼續物色適合本公司之新商機及投資項目。

### 附屬公司及聯營公司之重大投資、重大收購及出售事項

出售杭州蓮和醫學檢驗所有限公司及天津蓮和醫學檢驗所有限公司

於二零一九年一月二十一日，本集團宣佈向獨立買方分別出售本公司非全資附屬公司杭州蓮和醫學檢驗所有限公司及天津蓮和醫學檢驗所有限公司之全部股本，代價為人民幣16,510,000元及人民幣3,170,000元(「出售事項」)。出售事項已於二零一九年一月二十三日完成。

杭州蓮和醫學檢驗所有限公司及天津蓮和醫學檢驗所有限公司為於中國註冊成立之公司，主要從事健康服務業務及擁有醫療機構執業許可證。

出售事項構成本公司於香港聯合交易所有限公司證券上市規則(「上市規則」)第14章項下之須予披露交易。有關出售事項之詳情，請參閱本公司日期為二零一八年十二月三日及二零一九年一月二十一日之公佈。

## Management Discussion and Analysis 管理層討論及分析

Save as disclosed above, there was no significant investment, material acquisitions and disposals of subsidiaries and associated companies for the year ended 31 March 2019.

### PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 15 August 2017, the Company conducted a placing of 478,000,000 new ordinary shares of HK\$0.01 each (“Placing Share”) at a price of HK\$0.18 each to raise a gross proceeds of approximately HK\$86 million (the “Placing”). The Placing Shares were issued under the relevant general mandate granted to the Directors at the annual general meeting of the Company held on 12 August 2016. The closing price per share of the Company on the Stock Exchange on 15 August 2017 was HK\$0.205. The net price per Placing Share was approximately HK\$0.174. Completion of the Placing took place on 6 September 2017. For further details of the Placing, please refer to the announcements of the Company dated 15 August 2017 and 6 September 2017.

The net proceeds in the sum of approximately HK\$83 million was originally intended to be used as to HK\$60 million for enhancement of the Group's healthcare business in relation to two applications for the In Vitro Diagnostic Reagents Registration related to human genetic testing with China Food and Drug Administration and HK\$23 million for two potential investments in the healthcare industry for which the Placing was proposed. The net proceeds have not been used for the said purposes as of the date of this report, as the intended applications and investments have not yet been launched and identified respectively. The intended applications are expected to be carried out by Mannui Biotech. However, as disclosed in the section headed “Impairment on interest in an associate”, Mannui Biotech has developed financial difficulties and its current operating status might affect its research and development capabilities. As a result, the intended applications may be affected. The Company is considering alternative solution to proceed with the intended applications, failing which, the proceeds intended to be used for the intended applications may be allocated to healthcare services related business and/or investments. For the intended investments, the Company is monitoring potential opportunities should they arise. To achieve better shareholders' return on the surplus cash, the net proceeds have been used to carry out short-term money lending activities. The intended use of the proceeds has not been changed, and the surplus cash will be used to conduct short-term treasury activities if and when opportunities arise.

除上文披露者外，截至二零一九年三月三十一日止年度概無附屬公司及聯營公司之重大投資、重大收購及出售事項。

### 根據一般授權配售新股份

於二零一七年八月十五日，本公司按每股0.18港元之價格配售478,000,000股每股面值0.01港元之新普通股（「配售股份」），以籌集所得款項總額約86,000,000港元（「配售事項」）。配售股份根據本公司於二零一六年八月十二日舉行之股東週年大會向董事授出之相關一般授權發行。本公司股份於二零一七年八月十五日在聯交所之收市價為每股0.205港元。每股配售股份淨價格約為0.174港元。配售事項已於二零一七年九月六日完成。有關配售事項之進一步詳情，請參閱本公司日期為二零一七年八月十五日及二零一七年九月六日之公佈。

根據配售事項之計劃，所得款項淨額約83,000,000港元中的60,000,000港元原訂擬用於加強本集團的醫療健康業務（關於與食品藥品監管總局進行的人類基因檢測相關的兩項體外診斷試劑註冊申請）及23,000,000港元將用於兩項潛在的醫療健康行業投資。於本報告日期，所得款項淨額尚未用作所述用途，原因是本集團尚未啟用擬定申請及尚未能夠物色到擬定投資。預期由漫瑞生物進行擬定申請。然而，誠如「於一家聯營公司之權益減值」一節所披露，漫瑞生物遇到財務困難，其目前之經營狀況可能影響其研發能力。因此，擬定申請可能受到影響。本公司正考慮繼續進行擬定申請之替代解決方法，如不可行，則擬定用於擬定申請之所得款項可能分配到醫療健康服務之相關業務及／或投資。就擬定投資而言，本公司正留意任何出現之潛在機會。為獲得更佳股東盈餘現金回報，所得款項淨額已用作進行短期借貸業務。本集團並無更改所得款項擬定用途，盈餘現金將在機會出現時用作進行短期庫務活動。

## Management Discussion and Analysis 管理層討論及分析

The Company will make further announcement if changes to the intended use of proceeds have been finalised.

On 18 December 2018, the Company and CNI Securities Group Limited entered into the placing agreement (the “**Placing Agreement**”) in relation to the placing of up to 1,070,857,060 and not less than 500,000,000 new shares to placees at the placing price of HK\$0.12 per share (the “**Placing**”). As the conditions set out in the Placing Agreement have not been fulfilled, the Placing was terminated on 8 January 2019. For details, please refer to the Company’s announcements dated 18 December 2018, 31 December 2018 and 8 January 2019.

### TREASURY POLICY

The Group seeks to generate profits in its core businesses through the efficient employment of treasury activities. Treasury activities, if and when undertaken by the Group, aims to enhance the Group’s return on surplus cash and to assist those core businesses to run smoothly. Efficient management of surplus cash is achieved by conducting short-term treasury activities when opportunities arise.

All subsidiaries should comply with the Group’s treasury objective and policy. The Group has designated subsidiaries to carry out certain short-term treasury activities including securities investment, money lending and fund investment activities. The securities investment, money lending and fund investment activities will only be conducted after having considered the actual working capital needs of the Group. Both the treasury activities and the investment policy are subject to review from time to time.

As the deposit rate offered by licensed bank in Hong Kong is minimal, the Group will continue, in the ordinary course of business of the Group, to use its surplus cash to conduct treasury activities if and when opportunities arise.

倘落實更改所得款項擬定用途，本公司將另行作出公佈。

於二零一八年十二月十八日，本公司與中國北方證券集團有限公司訂立配售協議（「**配售協議**」），內容有關向承配人配售最多1,070,857,060股及不少於500,000,000股新股份，配售價為每股0.12港元（「**配售事項**」）。由於配售協議所載條件未獲達成，配售事項已於二零一九年一月八日終止。有關詳情，請參閱本公司日期為二零一八年十二月十八日、二零一八年十二月三十一日及二零一九年一月八日之公佈。

### 庫務政策

本集團透過有效運用庫務活動，務求令其核心業務可產生溢利。本集團進行庫務活動時，旨在提升本集團盈餘現金回報，並協助此等核心業務順利運作。本集團在機會出現時進行短期庫務活動，以便有效管理盈餘現金。

所有附屬公司應遵循本集團之庫務目標及政策。本集團已指定附屬公司進行證券投資、借貸及基金投資活動等若干短期庫務活動。證券投資、借貸及基金投資活動將於考慮本集團實際營運資金需要後方始進行。本集團須不時檢討庫務活動及投資政策。

由於香港持牌銀行提供之存款利率極低，故於本集團一般業務過程中，本集團將繼續在機會出現時動用其盈餘現金進行庫務活動。

## Management Discussion and Analysis 管理層討論及分析

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The management and control of the Group's financial and capital management are centralized at its headquarter in the PRC. The Group adheres to the principle of prudent financial management to minimise financial and operational risks. The Group mainly relies upon internally generated funds and proceeds from fund raising activities to finance its operations and expansion.

As of 31 March 2019, the Group's net current assets were approximately HK\$228.27 million including cash and cash equivalents of approximately HK\$21.07 million (31 March 2018: net current assets of approximately HK\$282.97 million including cash and cash equivalents of approximately HK\$29.64 million).

### CAPITAL EXPENDITURE COMMITMENTS

As of 31 March 2019, the Group had no capital commitments to acquire property, plant and equipment (31 March 2018: HK\$Nil).

### PLEDGE OF ASSETS

As of 31 March 2019, the Group had not pledged any of its assets.

### CONTINGENT LIABILITIES

As of 31 March 2019, the Group had no significant contingent liabilities.

### EMPLOYEES AND REMUNERATION POLICIES

As of 31 March 2019, the Group had 19 full-time employees excluding Directors (2018: 217 employees). The decrease in the number of employees were attributed to the disposal of two clinical laboratories as mentioned in the business review section and the marketing strategy to focus on distributor sales. The Group remunerates its employees based on their performance, working experience and prevailing market standards. Employee benefits include medical insurance coverage, mandatory provident fund for Hong Kong employees, state-managed retirement benefits scheme for PRC employees and share option scheme.

### 流動資金、財務資源及資本結構

本集團對財務及資本管理之管理及監控由其中國總部中央處理。本集團堅守審慎理財之原則，盡量減低財務及營運風險。本集團主要倚賴內部產生之資金及集資活動所得款項撥付其營運及擴展所需。

於二零一九年三月三十一日，本集團之流動資產淨值約為228,270,000港元，包括現金及現金等價物約21,070,000港元(二零一八年三月三十一日：流動資產淨值約282,970,000港元，包括現金及現金等價物約29,640,000港元)。

### 資本開支承擔

於二零一九年三月三十一日，本集團並無資本承擔以收購物業、廠房及設備(二零一八年三月三十一日：零港元)。

### 資產抵押

於二零一九年三月三十一日，本集團並無抵押其任何資產。

### 或然負債

於二零一九年三月三十一日，本集團並無重大或然負債。

### 僱員及薪酬政策

於二零一九年三月三十一日，除董事外，本集團共聘用19名全職僱員(二零一八年：217名僱員)。僱員數目減少乃由於業務回顧一節所述出售兩家醫學檢驗所及專注於分銷商銷售之營銷策略所致。本集團根據僱員之表現、工作經驗及現行市場標準釐定僱員酬金。僱員福利包括：香港僱員享有醫療保險及強制性公積金，而中國僱員享有國家管理退休福利計劃及購股權計劃。

## Management Discussion and Analysis 管理層討論及分析

### AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) comprises of three independent non-executive Directors, namely Mr. Cheng Chun Man (Chairman of the Audit Committee), Mr. Liu Xinghua and Mr. Zheng Chunlei, with the chairman possessing the appropriate professional qualifications and accounting expertise.

The Company’s annual results for the year ended 31 March 2019 have been reviewed by the Audit Committee.

### APPRECIATION

Taking this opportunity, on behalf of the Board, I would like to express my appreciation to our shareholders for their continuous support and the Company’s management and employees for their dedication and hard work.

On behalf of the Board  
**Life Healthcare Group Limited**

Hua Yunbo  
*Executive Director*

Hong Kong, 25 September 2019

### 審核委員會

本公司審核委員會(「**審核委員會**」)包括三名獨立非執行董事鄭振民先生(審核委員會主席)、刘兴华先生及郑春雷先生，主席具備所需專業資格及會計專業知識。

本公司截至二零一九年三月三十一日止年度之全年業績已由審核委員會審閱。

### 致謝

本人謹藉此機會代表董事會感謝列位股東一直以來之支持，並感謝本公司管理層及員工竭誠效力本集團。

代表董事會  
**蓮和醫療健康集團有限公司**

執行董事  
华云波

香港，二零一九年九月二十五日

## Biographical Details of Directors 董事履歷詳情

### EXECUTIVE DIRECTORS

**Mr. Hua Yunbo (“Mr. Hua”)**, aged 42, holds a Bachelor degree in computer software from Beijing University. Mr. Hua was appointed as an executive Director, the President of the Company and Chairman of the Board in February 2016. Mr. Hua has over 17 years experience in medical and healthcare online platform related industry. He was the founder, director and general manager of Beijing Tianya Co., Ltd.\* (北京天亞科創軟件有限公司). Merry Cycle Enterprises Limited is wholly-owned by Mr. Hua. Powerful Software Limited is 65% owned by Merry Cycle Enterprises Limited and held 1,541,063,057 shares of the Company, representing approximately 28.78% of the issued shares of the Company as at 31 March 2019, which is a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). Mr. Hua is therefore deemed to be interested in all the shares of the Company held by Powerful Software Limited for the purpose of the SFO.

**Ms. Shan Hua (“Ms. Shan”)**, aged 41, holds a Bachelor of Law degree from the SouthWest Jiaotong University and a Master of Civil Procedure Law degree from the SouthWest University of Political Science of Law. Ms. Shan was appointed as an executive Director and chief executive officer of the Company in December 2015. She is also a member of the Remuneration Committee and an authorised representative of the Company. Ms. Shan has over 12 years experience working as senior management at listed companies. She had worked as senior management in NQ Mobile Inc., a company whose shares are listed on New York Stock Exchange and AsialInfo-Linkage Inc.. Gorgeous Moment Holdings Limited is wholly-owned by Ms. Shan. Powerful Software Limited is 35% owned by Gorgeous Moment Holdings Limited and held 1,541,063,057 shares of the Company, representing approximately 28.78% of the issued shares of the Company as at 31 March 2019, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Ms. Shan is therefore deemed to be interested in all the shares of the Company held by Powerful Software Limited for the purpose of the SFO.

### 執行董事

**华云波先生(「华先生」)**，42歲，持有北京大學計算機軟件專業學士學位。华先生於二零一六年二月獲委任為執行董事、本公司總裁兼董事會主席。华先生在互聯網醫療健康相關行業擁有逾17年經驗。彼曾為北京天亞科創軟件有限公司之創辦人、董事兼總經理。Merry Cycle Enterprises Limited由华先生全資擁有。Powerful Software Limited由Merry Cycle Enterprises Limited擁有65%權益，並持有1,541,063,057股本公司股份，相當於二零一九年三月三十一日本公司已發行股份約28.78%，為香港法例571章證券及期貨條例(「證券及期貨條例」)第XV部所界定之本公司主要股東。因此，為了證券及期貨條例目的，华先生被視為於Powerful Software Limited所持全部本公司股份中擁有權益。

**单华女士(「单女士」)**，41歲，持有西南交通大學法學學士學位及西南政法大學訴訟法碩士學位。单女士於二零一五年十二月獲委任為執行董事兼本公司行政總裁。彼同時擔任薪酬委員會成員及本公司授權代表。单女士擁有超過12年於上市公司擔任高級管理人員之經驗。彼曾在股份於紐約證券交易所上市之公司網秦移動(NQ Mobile Inc.)及亞信聯創(AsialInfo-Linkage Inc.)出任高級管理職務。Gorgeous Moment Holdings Limited由单女士全資擁有。Powerful Software Limited由Gorgeous Moment Holdings Limited擁有35%權益，並持有1,541,063,057股本公司股份，相當於二零一九年三月三十一日本公司已發行股份約28.78%，為證券及期貨條例第XV部所界定之本公司主要股東。因此，為了證券及期貨條例目的，单女士被視為於Powerful Software Limited所持全部本公司股份中擁有權益。

\* For identification purpose only 僅供識別



## Biographical Details of Directors

### 董事履歷詳情

**Mr. Man Wai Lun (“Mr. Man”)**, aged 46, obtained his diploma in Business Management from the School of Continuing Education, Hong Kong Baptist University in April 2003 and obtained a bachelor degree of accountancy from the University of South Australia in March 2007. Mr. Man was appointed as an executive Director and a member of the Nomination Committee in January 2019. Mr. Man has over 16 years of experience in accounting.

Currently, Mr. Man is the independent non-executive Director of Elegance Optical International Holdings Limited (stock code: 907), Roma Group Limited (stock code: 8072) and the accountant of Glory Flame Holdings Ltd. (stock code: 8059). He is one of the directors of HF Financial Holdings (H.K.) Limited which was founded by him.

### NON-EXECUTIVE DIRECTOR

**Dr. Feng Xiaogang (“Dr. Feng”)**, aged 53, holds a Bachelor degree in Law from the Tianjin Normal University, a Master degree in Business Administration from the University of Science and Technology Beijing and a Doctor of Philosophy degree in Management from Twintech International University College of Technology. Dr. Feng was appointed as an executive Director in December 2014 and was re-designated as a non-executive Director in February 2016. Dr. Feng has extensive experience in investment and management. Dr. Feng currently acts as an investment consultant for various companies in the PRC and overseas. During the period from 2001 to 2013, he was a senior management of Ambow Education Holding Ltd. (“**Ambow Education**”), a company whose shares are listed on New York Stock Exchange. During the period at Ambow Education, Dr. Feng was involved in various fund raising projects, mergers and acquisitions involving educational institutions in PRC. Prior to joining Ambow Education, Dr. Feng also worked in a PRC government entity and various international companies mainly responsible for investment and business management.

**文偉麟先生(「文先生」)**，46歲，於二零零三年四月取得香港浸會大學持續教育學院工商管理文憑及於二零零七年三月取得南澳洲大學會計學學士學位。文先生於二零一九年一月獲委任為執行董事兼提名委員會成員。文先生擁有16年以上的會計經驗。

目前，文先生為高雅光學國際集團有限公司(股份代號：907)，羅馬集團有限公司(股份代號：8072)之獨立非執行董事及朝威控股有限公司(股份代號：8059)之會計主任。彼為滙福長華金融控股(香港)有限公司(該公司由彼創立)之董事之一。

### 非執行董事

**馮曉剛博士(「馮博士」)**，53歲，持有天津師範大學之法學學士學位、北京科技大學之工商管理碩士學位及Twintech International University College of Technology之管理哲學博士學位。馮博士於二零一四年十二月獲委任為執行董事，並於二零一六年二月調任非執行董事。馮博士於投資及管理方面具備豐富經驗。馮博士目前為中國及海外多家公司擔任投資顧問。彼於二零零一年至二零一三年期間曾任職紐約證券交易所上市公司 Ambow Education Holding Ltd. (「**安博教育**」)之高層管理人員。馮博士於任職安博教育期間參與多項涉及中國教育機構之集資計劃及併購項目。於加入安博教育之前，馮博士亦曾任職一家中國政府機構及多家國際機構，主要負責投資及業務管理。

## Biographical Details of Directors 董事履歷詳情

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Liu Xinghua (“Mr. Liu”)**, aged 62, holds a bachelor degree in Chinese language and literature from Beijing Normal University in the PRC, and was appointed as an independent non-executive Director with effect from 12 September 2016. Mr. Liu is also the chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Liu is currently a senior management of a fund company. Mr. Liu was with Industrial Bank Co., Ltd. since August 2001 to August 2016, where he held the position of president of Beijing Dongdan sub-branch, Shijingshan Science & Technology Park sub-branch and Fengtai sub-branch. Mr. Liu has approximately 32 years’ experience in the financial services industry.

**Mr. Zheng Chunlei (“Mr. Zheng”)**, aged 43, holds a Master degree in computer science and technology from Peking University. Mr. Zheng was appointed as an independent non-executive Director in December 2014 and is a member of each of the Audit Committee and the Nomination Committee. Mr. Zheng has over 12 years experience in information technology industry and has extensive experience in management and product development in information technology and mobile game industry.

**Mr. Cheng Chun Man (“Mr. Cheng”)**, aged 57, is a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheng was appointed as an independent non-executive director of the Company, chairman of each of the Audit Committee and the Nomination Committee, and a member of the Remuneration Committee in June 2019. Mr. Cheng has over 30 years’ experience in auditing, consulting and management. Mr. Cheng is currently the independent non-executive director of Elegance Optical International Holdings Limited (Stock Code: 907).

### 獨立非執行董事

**刘兴华先生(「刘先生」)**，62歲，持有中國北京師範大學中文及文學學士學位。自二零一六年九月十二日起獲委任為獨立非執行董事。刘先生亦為薪酬委員會主席及審核委員會成員。刘先生現時為一家基金公司之高級管理層。於二零零一年八月至二零一六年八月，刘先生任職於興業銀行股份有限公司，擔任北京東單支行、石景山科技園支行及豐臺支行行長。刘先生於金融服務業擁有約32年經驗。

**郑春雷先生(「郑先生」)**，43歲，持有北京大學計算機應用技術學科碩士學位。郑先生於二零一四年十二月獲委任為獨立非執行董事，並為審核委員會及提名委員會成員。郑先生於資訊科技行業具備逾12年經驗，並於資訊科技及手機遊戲行業之管理及產品開發方面具備豐富經驗。

**鄭振民先生(「鄭先生」)**，57歲，為英國特許公認會計師公會及香港會計師公會資深會員。鄭先生於二零一九年六月獲委任為本公司之獨立非執行董事、審核委員會及提名委員會之主席，以及薪酬委員會之成員。鄭先生於核數、諮詢及管理方面積逾30年經驗。鄭先生目前為高雅光學國際集團有限公司(股份代號：907)之獨立非執行董事。

## Directors' Report 董事會報告

The Board submits their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 March 2019.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in healthcare services business, money lending business and securities trading and investments business. Details of the principal activities and other particulars of the Company's principal subsidiaries are set out in note 35 to the consolidated financial statements.

The Board considers healthcare services is a new and growing field and intends to strengthen the healthcare services segment. Details of the future development of the Group's business are set out in the paragraph headed "Prospects" under the section headed "Management Discussion and Analysis".

### RESULTS AND DIVIDENDS

For the year ended 31 March 2019, the Group recorded a revenue of approximately HK\$63.49 million, gross profit of approximately HK\$35.50 million, and loss before tax of approximately HK\$120.90 million from continuing operation.

The results of the Group for the year ended 31 March 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 88 to 90.

The Board does not recommend the payment of a dividend for the year ended 31 March 2019 (2018: Nil).

### RESERVES

Pursuant to the relevant rules of the Cayman Islands, the reserves available for distribution to shareholders of the Company as at 31 March 2019 was approximately HK\$288.34 million.

Details of movements in the reserves of the Group and the Company during the year ended 31 March 2019 are set out in the consolidated statement of changes in equity on page 93 and section headed "Information About the Financial Position of the Company" respectively.

董事會謹此提呈截至二零一九年三月三十一日止年度之年報連同本公司及其附屬公司(「本集團」)之經審核綜合財務報表。

### 主要業務

本公司為一家投資控股公司。本集團主要從事健康服務業務、借貸業務及證券買賣與投資業務。有關本公司主要附屬公司之主要業務詳情及其他資料載於綜合財務報表附註35。

董事會認為健康服務市場屬正值增長之嶄新領域，並有意增強健康服務分部。本集團業務進一步發展之詳情載於「管理層討論及分析」一節「前景」一段。

### 業績及股息

截至二零一九年三月三十一日止年度，本集團錄得持續經營業務之收益約63,490,000港元、毛利約35,500,000港元及除稅前虧損約120,900,000港元。

本集團於截至二零一九年三月三十一日止年度之業績載於第88至90頁之綜合損益及其他全面收益表。

董事會不建議就截至二零一九年三月三十一日止年度派付股息(二零一八年：無)。

### 儲備

於二零一九年三月三十一日，根據開曼群島相關規定，可供分派予本公司股東之儲備約為288,340,000港元。

本集團及本公司於截至二零一九年三月三十一日止年度之儲備變動詳情分別載於第93頁之綜合權益變動表及「有關本公司財務狀況之資料」一節。

## Directors' Report 董事會報告

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out in section headed "Five Year Financial Summary" on page 180.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 March 2019 are set out in note 15 to the consolidated financial statements.

### SHARE CAPITAL AND SHARE OPTIONS

During the year ended 31 March 2019, the Company has conducted share issue as follows:

- (a) Allotment and issue of 95,660,000 ordinary shares of the Company at the issue price of HK\$0.1804 each (closing price at 4 May 2018 and 17 August 2018: HK\$0.255 and HK\$0.217) upon the exercise of share options by the grantees to raise approximately HK\$17,257,000.

Details of movements in the Company's share capital and share options during the year ended 31 March 2019 are set out in notes 27 and 30 respectively to the consolidated financial statements.

### 財務摘要

本集團於過去五個財政年度之業績與資產及負債摘要載於第180頁「五年財務概要」一節。

### 物業、廠房及設備

本集團之物業、廠房及設備於截至二零一九年三月三十一日止年度之變動詳情載於綜合財務報表附註15。

### 股本及購股權

截至二零一九年三月三十一日止年度，本集團已進行以下股份發行：

- (a) 於承授人行使購股權後，按發行價每股0.1804港元（於二零一八年五月四日及二零一八年八月十七日之收市價：0.255港元及0.217港元）配發及發行95,660,000股本公司普通股以籌集約17,257,000港元。

本公司於截至二零一九年三月三十一日止年度之股本及購股權變動詳情分別載於綜合財務報表附註27及30。

## Directors' Report 董事會報告

### THE COMPANY AND THE AUDIT COMMITTEE'S VIEW ON THE QUALIFIED OPINION OF THE INDEPENDENT AUDITOR'S REPORT

#### I. Interest in an associate

The Company considered a 30% owned company, Guangzhou Manrui Biotech Company Limited ("Manrui Biotech"), which specialises in the research and development of genetic testing technologies in particular non-invasive cancer screening and diagnosis, as an important component for the Group to generate revenue on the healthcare business segment. Therefore, the Company treated Manrui Biotech as part of the genetic and laboratory testing cash generating unit ("CGU"), and estimated the recoverable amount of this CGU in total using the valuation method with reference to the cashflow of the Group's healthcare segment revenue instead of basing on Manrui Biotech's own cashflows including cash inflows from revenues. ZHONGHUI is of the view that the Group's valuation method could not reflect the performance and value of Manrui Biotech because Manrui Biotech is only an associated company, instead of a subsidiary, of the Group that the Group's valuation method is not applicable. On the other hand, Manrui Biotech did not generate any revenue from the Group for use of its technologies that valuation method based on Manrui Biotech's own cashflows is not feasible as well. For the years ended 31 March 2017 and 2018, the auditors during the period, Shinewing (HK) CPA Limited, agreed to the Group's valuation method in determining the impairment loss, if any, on the Group's investment in Manrui Biotech and no impairment loss had been made on the Group's investment in Manrui Biotech for the two years ended 31 March 2017 and 2018.

The Company continued to use the Group's valuation method on Manrui Biotech to estimate the recoverable amount of the CGU and thus the Group's investment in Manrui Biotech for the year ended 31 March 2019. After making such assessments, the management was of the view that an impairment loss of approximately HK\$17.5 million was made for the CGU and thus the Group's investment in Manrui Biotech for the year ended 31 March 2019.

### 本公司及審核委員會對獨立核數師 報告內保留意見之意見

#### I. 於一家聯營公司之權益

本公司認為，廣州漫瑞生物信息技術有限公司（「漫瑞生物」，一間擁有30%權益之公司，專門從事研發基因檢測技術，尤其是無創腫瘤篩查及診斷）乃本集團之重要組成部分，以產生健康業務分部收益。因此，本公司將漫瑞生物視為基因及實驗室檢測現金產生單位（「現金產生單位」）之一部分，並使用估值方法及參考本集團健康分部收益現金流量（而非根據漫瑞生物本身現金流量，包括收益所得現金流入），估計此現金產生單位總可收回金額。中匯認為，本集團之估值方法無法反映漫瑞生物之業績及價值，原因是漫瑞生物只屬本集團之聯營公司，並非附屬公司，故本集團之估值方法並不適用。另一方面，漫瑞生物並無因使用其技術而從本集團產生任何收益，故基於漫瑞生物本身現金流量之估值方法亦不可行。截至二零一七年及二零一八年三月三十一日止年度，該期間核數師信永中和（香港）會計師事務所有限公司同意本集團釐定本集團於漫瑞生物之投資減值虧損（如有）之估值方法，且截至二零一七年及二零一八年三月三十一日止兩個年度並無就本集團於漫瑞生物之投資作出減值虧損。

截至二零一九年三月三十一日止年度，本公司繼續使用本集團對漫瑞生物之估值方法，以估計現金產生單位，亦即本集團於漫瑞生物之投資之可收回金額。於作出有關評估後，管理層認為，截至二零一九年三月三十一日止年度，已就現金產生單位，亦即本集團於漫瑞生物之投資作出減值虧損約17,500,000港元。

## Directors' Report 董事會報告

The management noted Zhonghui's view that the Group's valuation method of its investment in Manrui Biotech cannot reflect the performance and current operation of Manrui Biotech, and its value.

The audit committee of the Company (the "Audit Committee") noted Zhonghui's qualification on the Group's investment in Manrui Biotech. The Audit Committee considered Manrui Biotech's technologies have economic value. However, with the accounting treatment of Manrui Biotech as an associated company under the prevailing accounting standards and the existence of an agreement procuring the Company to exclusively utilize Manrui Biotech's genetic testing and related technologies (without monetary consideration), the valuation of Manrui Biotech, whether with reference to the cashflow of the Group's healthcare segment revenue or Manrui Biotech's own cashflows including cash inflows from revenue, cannot be performed to determine the value of Manrui Biotech. As a result, ZHONGHUI has to qualify the Group's investment in Manrui Biotech for lack of sufficient audit evidence.

### 2. Prepayment

The prepayment relates to the accounting treatment of share options granted to certain consultants. The Company granted the share options to the consultants for their services to assist the Company to expand the healthcare market and to introduce financing opportunities to the Group that such services could bring future economic benefit to the Company's healthcare segment. The management has conducted regular review on the consultants' work and communication with the consultants were conducted regularly. However, certain communication was in oral form and some private and confidential information of hospitals, doctors and identities/medical treatment records of patients as referred by grantees had to be omitted in the supporting documents provided to ZHONGHUI. The Company is of the view that such information may not be released to third parties without the consent of the parties involved, as such information concerns the privacy of the parties involved. As a result, ZHONGHUI could not confirm and verify the work done and/or services provided by the consultants. Nevertheless, the management is of the view that the work done and/or services provided by the consultants are of value to the business of the Group although they could not be quantified in monetary value. For example, there are certain cases in the supporting documents showing that the consultants had referred financing opportunities and/or potential acquisitions opportunities to the Group.

管理層得悉中匯意見，即本集團對其於漫瑞生物之投資之估值方法無法反映漫瑞生物之業績及目前營運，以及其價值。

本公司審核委員會（「審核委員會」）得悉中匯對本集團於漫瑞生物之投資之保留意見。審核委員會認為，漫瑞生物之技術具有經濟價值。然而，鑑於根據現行會計準則將漫瑞生物作為聯營公司之會計處理，以及使本公司獨家使用漫瑞生物之基因檢測及相關技術（並無金錢代價）的協議存在，因此不論是否參考本集團健康服務收益之現金流量或漫瑞生物本身現金流量（包括收益所得現金流入）進行漫瑞生物之估值，均無法確認漫瑞生物之價值。因此，由於缺乏充分審核憑證，中匯須對本集團於漫瑞生物之投資發表保留意見。

### 2. 預付款項

預付款項與向若干顧問授出購股權之會計處理有關。本公司就其服務向顧問授出購股權，以協助本公司拓展健康市場及為本集團介紹融資機會，故有關服務可為本公司之健康分部帶來日後經濟利益。管理層對顧問工作進行定期檢討，並定期與顧問進行溝通。然而，若干溝通以口頭形式進行，且向中匯提供之證明文件中須省略經承授人轉介之醫院、醫生以及患者之身份／醫療記錄之部分私人及機密資料。本公司認為，未經涉事人士同意，不得向第三方發放有關資料，原因是有關資料關係到涉事人士之私隱。因此，中匯無法確認及核實顧問所完成工作及／或所提供服務。儘管如此，管理層認為，雖然有關事項無法以金錢價值進行量化，但顧問所完成工作及／或所提供服務對本集團業務而言具有價值。例如，證明文件當中若干案例顯示，顧問曾向本集團轉介融資機會及／或潛在收購機會。

## Directors' Report 董事會報告

The Audit Committee concurs to the intention of the Company to grant the share options to the consultants with an aim to obtain their work done/services for the benefit of the business of the Group. The Audit Committee noted the supporting documents for the work done/services provided by the consultants although some are difficult to confirm and verify as they are in oral form. The Audit Committee advises the management to resolve the audit qualification by recording verifiable work done/services provided by the consultants that bring economic benefit to the Group in order to support the accounting treatment of recognizing the share options as prepayment, failing which the management should consider to provide full impairment on the prepayment.

### 3. Investment at fair value through profit or loss

The Company entered into the Subscription Agreement with the Fund Manager, Shenzhen City William Financial Holding Limited, to subscribe for an aggregate amount of HK\$20 million of the Fund Units. On 24 April 2019, the Company announced that the Board noticed that the controlling shareholder of the holding company of the Fund Manager, Mr. Zhang Wei, has been arrested by the PRC authorities and investigation is in progress. The Company tried to contact the Fund Manager but in vain.

The Company had conducted a site visit to the Fund Manager's office in April 2019, and noted that it was no longer in operation. Redemption notice email and official notice had also been sent to the Fund Manager. At present, the Company is still unable to contact the Fund Manager, nor receive any response of the redemption matter from the Fund Manager. In addition, the Company has engaged a PRC law firm to follow up on the redemption of the Fund and obtained a legal analysis memo from the PRC law firm. The legal analysis memo advised that considering the current situation of the Fund Manager and legal procedures to be followed, there is an uncertainty whether the Company can recover all or part of the investment principal and investment income. In view of the significant uncertainty on the recoverability of the Fund, the management considered the fair value of the investment to be zero and it would be appropriate for the Group to make an impairment of approximately HK\$20,862,000 on such investment for the year ended 31 March 2019. The management will continue to try to liaise with the Fund Manager for the redemption of the Fund and take other remedial actions in recovering the Investment and protect the interests of the Company.

審核委員會同意本公司向顧問授出購股權之意向，目標是就本集團業務之利益獲彼等完成工作／服務。審核委員會已得悉顧問所完成工作／所提供服務之證明文件，雖然部分文件因屬口頭形式而難以確認及核實。審核委員會建議管理層，通過記錄顧問為本集團帶來經濟利益且可經核實之已完成工作／已提供服務，以支持將購股權確認為預付款項之會計處理，從而解決審核保留意見，否則管理層應考慮就預付款項計提全面減值。

### 3. 透過損益按公平值列賬之投資

本公司與基金經理深圳市威廉金融控股有限公司訂立認購協議，以認購總額為20,000,000港元之基金單位。於二零一九年四月二十四日，本公司宣佈，董事會得悉基金經理控股公司之控股股東張偉先生被中國當局拘捕，現正進行調查。本公司曾嘗試聯繫基金經理但不果。

於二零一九年四月，本公司實地視察基金經理之辦公室，並得悉該公司不再營運。同時亦已向基金經理發出贖回通知電郵及公函。目前，本公司仍無法聯繫基金經理，亦未曾接獲基金經理對贖回事項之任何回應。此外，本公司已委聘中國律師事務所跟進贖回基金一事，並自該中國律師事務所取得法律分析備忘。法律分析備忘建議，考慮到基金經理現狀及應遵循之法律程序，無法確認本公司能否收回全部或部分投資本金及投資收入。鑑於基金之可收回性存在重大不確定性，管理層認為，有關投資之公平值為零，且本集團於截至二零一九年三月三十一日止年度就有關投資作出減值約20,862,000港元屬適當。管理層將繼續嘗試聯繫基金經理以贖回基金，並採取其他補救措施以收回該投資及保障本公司利益。

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The Audit Committee is of the view that it is prudent to make full impairment on the investment in the Fund. Zhonghui's qualification could be resolved when the information of the recoverable amount of such investment can be determined.

審核委員會認為，就於基金之投資作出全面減值屬審慎做法。於能夠確定有關投資之可收回金額資料時，中匯之保留意見即可解決。

### FURTHER INFORMATION IN RESPECT OF CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 2 July 2019 in relation to the resignation of the previous auditor of the Company, Crowe (HK) CPA Limited ("Crowe"), on 30 June 2019 for the reason that the Company and Crowe failed to reach consensus and agreement on certain issues in respect of the audit on the results of the Company for the year ended 31 March 2019, and the appointment of ZHONGHUI as the auditor of the Company from 2 July 2019 to fill the casual vacancy left by the resignation of Crowe.

Crowe stated in its letter dated 30 June 2019 to the Board and the Audit Committee that it has taken into account the progress on provision of information in relation to overdue loan receivables and the loan from a non-executive Director (collectively, the "Crowe's Concerns"), for its resignation. The Company believes that all of the Crowe Concerns could be satisfactorily addressed and resolved and Crowe could complete its audit had it not tendered its resignation.

### 有關更換核數師之進一步資料

茲提述本公司日期為二零一九年七月二日之公佈，內容有關本公司前任核數師國富浩華(香港)會計師事務所有限公司(「國富浩華」)於二零一九年六月三十日辭任，原因是本公司及國富浩華未能就本公司截至二零一九年三月三十一日止年度業績之審核所涉及若干問題達成共識及協議，並自二零一九年七月二日起委任中匯為本公司核數師，以填補因國富浩華辭任產生之臨時空缺。

國富浩華於致董事會及審核委員會日期為二零一九年六月三十日之函件中表示，其辭任時已考慮提供有關逾期應收貸款及來自一名非執行董事貸款(統稱「國富浩華關注事項」)之資料進度。本公司相信，倘國富浩華並無提出辭任，所有國富浩華關注事項均可圓滿處理及解決，且國富浩華可完成其審核工作。



## Directors' Report 董事會報告

The Company would like to provide the shareholders and investors with the following further information on the Crowe's Concerns and the responds and/or remedial actions of the Company in addressing such concerns:

### (I) Overdue Loan Receivables

#### (i) **Credit risks of the borrowers**

*Crowe's Concerns on the credit risks of the borrowers*

Crowe expressed concerns over the amount of assets of some corporate borrowers in the PRC as per their financial information shown in the company search results were less than the amount of loans granted by the Group to such borrowers. Some of the corporate borrowers were even struck off before or during the validity of the loan period. Crowe expressed their concern on the recoverability of such loans.

*The Audit Committee's view on Crowe's Concerns on the credit risks of the borrowers*

The Audit Committee had reviewed the loan files (including loan agreements, identity documents, business registrations, credit assessment forms, pledge agreements) and found that most files contained the basic information of the borrowers and/or guarantors. As some of the borrowers were referred by business associates of the Group, the management was aware of the financial positions of the borrowers and had knowledge about their businesses. Furthermore, for corporate borrowers which did not have strong financial positions or even negative net assets, the Audit Committee noted that there would usually be guarantors with sound financial background to provide guarantee for such loans.

Given that most of the loans have already been repaid, the Audit Committee does not consider that there had been significant credit risks associated with the borrowers which were the subject of Crowe's Concerns. Nevertheless, the Audit Committee is of the view that the Company and group companies needed to tighten its credit assessment procedures going forward.

本公司謹此向股東及投資者提供以下有關國富浩華關注事項之進一步資料，以及本公司在處理有關關注事項時之回應及／或補救行動：

### (I) 逾期應收貸款

#### (i) **借款人之信貸風險**

*有關借款人信貸風險之國富浩華關注事項*

國富浩華表示關注，根據公司查冊結果所示財務資料，部分中國企業借款人之資產金額少於本集團向有關借款人授出之貸款金額。部分企業借款人甚至於貸款期限生效之前或期間被剔除註冊。國富浩華對有關貸款之可收回性表示關注。

*審核委員會對有關借款人信貸風險之國富浩華關注事項之意見*

審核委員會已審閱貸款檔案(包括貸款協議、身份證明文件、商業登記、信貸評估表格及質押協議)，並發現大部分檔案包含借款人及／或擔保人之基本資料。由於部分借款人由本集團之商業夥伴轉介，故管理層知悉借款人之財務狀況，並了解其業務。此外，對於並無穩健財務狀況或甚至錄得負數資產淨值之企業借款人，審核委員會會注意到，有關貸款通常具備有良好財務背景之擔保人為其提供擔保。

鑑於大部分貸款已經償還，審核委員會認為，國富浩華關注事項所涉及有關借款人之借貸風險並不重大。儘管如此，審核委員會認為，本公司及集團成員公司未來需要收緊其信貸評估程序。

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### *Audit work performed by ZHONGHUI to address the credit risks of the borrowers*

According to Crowe, based on the financials obtained from the company search conducted in early June 2019, it noticed that there were 6 cases (out of 11 loan cases as at 31 March 2019) of which the financials of the corporate borrowers were not satisfactory. Out of these 6 cases, 5 were secured by personal guarantee, and 1 was secured by a property pledge. Crowe had not taken into consideration that the Company had also reviewed the financial status /background of the guarantors and the value of the pledged property. In this regard, in addition to performing its own company search and internet search on the financials of the borrowers (including the aforesaid 6 borrowers), ZHONGHUI had also done their due diligence on the Group's assessment of the guarantors and the pledged property. In particular, ZHONGHUI had assessed the value of the pledged property by referring to property agents' websites and historical transaction records; interviewed the representatives of the borrowers (including the aforesaid 6 borrowers) to enquire their principal business, and discussed with the management of the Group on assessment on these loans. ZHONGHUI did not find any qualifications in respect of these 6 loans.

There was 1 borrower (a company incorporated in Seychelles) among these 11 loan cases that had been struck off. The exact strike off date was not shown in the company search result conducted by Crowe. This loan was an extension of repayment case and was secured by personal guarantees provided by the borrower's director and an independent third party. The Company acknowledges its failure to perform the necessary procedure to ascertain the valid existence of the borrower through company search at the time of the extension of the loan due to the oversight of a staff. Notwithstanding that the borrower has been struck off, the loan has been repaid in full and no provision for impairment was required to be made. Even if the loan was not settled, ZHONGHUI is of the view that under the Seychelles International Business Companies Act, a company being struck off does not prevent it from incurring liabilities or any creditor from making a claim against it.

### *中匯就處理借款人信貸風險進行之審核工作*

據國富浩華表示，根據於二零一九年六月初進行之公司搜尋所得財務數據，其注意到，於二零一九年三月三十一日，11宗貸款案例中有6宗案例之企業借款人財務數據未如理想。於該6宗案例中，其中5宗以個人擔保作抵押，另外1宗以一項物業質押作抵押。國富浩華並無考慮本公司亦已審查擔保人之財務狀況/背景以及已質押物業之價值。就此，除對借款人(包括上述6名借款人)之財務數據自行進行公司搜尋及網絡搜尋外，中匯亦已完成對本集團之擔保人及已質押物業評估之盡職審查。特別是，中匯通過參考物業代理網站及過往交易記錄以評估已質押物業之價值；訪問借款人(包括上述6名借款人)之代表以查詢其主要業務，並與本集團管理層討論有關對該等貸款之評估。中匯並無就該6筆貸款發現任何保留事項。

於該11宗貸款案例中，有1名借款人(於塞舌爾註冊成立之公司)被剔除註冊。國富浩華所進行公司搜尋結果中未有顯示確實剔除註冊日期。此筆貸款屬延期還款案例，並以借款人董事及一名獨立第三方所提供個人擔保作抵押。本公司承認，因員工疏忽大意，其未有進行必要程序以於貸款延期時通過公司查冊確定借款人是否有效存續。儘管借款人已被剔除註冊，惟貸款已悉數償還，且毋需作出減值撥備。即使貸款未有結付，中匯認為，根據塞舌爾國際商業公司法(Seychelles International Business Companies Act)，被剔除註冊之公司不能避免承擔責任或任何債權人對其提出申索。

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### (ii) **Insufficient documentation**

*Crowe's Concerns on insufficient documentation on assessing the credit risks of the borrowers*

Crowe noted that there were some cases where insufficient credit assessment documentation, such as no financial statement from corporate borrowers, no income proof from individual borrowers and no valuation documentation to assess the market value of securities, were found in the credit assessment reports of the borrowers. Crowe was concerned whether there might be potential management override of control and/or potential fraud in approving such loans.

*The Audit Committee's view on Crowe's Concerns on insufficient documentation*

The Audit Committee was of the view that the management of the money lending business had performed the necessary assessment procedures in compliance with the policy of the Company on the money lending business, e.g. conducting market researches on property transactions, and based on their personal knowledge of the borrowers and guarantors, when granting the loans. The Audit Committee considers that the management had sufficient information in carrying out credit assessment and there had been no management override of control nor fraud in the approval of the loans. The Company had also, at the request and recommendation of Crowe, engaged an independent advisor firm to review the loan files and the issues raised by Crowe.

The Audit Committee agreed with Crowe that the Group should strictly adhere to the loan approval procedures and obtain documents required by its credit assessment forms. Instead of relying on the assessment of the loan operation management, the Group should consider third party valuations and perform public searches on websites and company registry before granting the loans.

### (ii) **文件不足**

*有關評估借款人信貸風險時文件不足之國富浩華關注事項*  
國富浩華注意到，部分案例之信貸評估文件不足，例如借款人信貸評估報告中未見企業借款人之財務報表、個人借款人之收入證明及評估抵押品市值之估值文件。國富浩華關注批准有關貸款時是否存在潛在管理層越權控制及／或潛在欺詐行為。

*審核委員會對有關文件不足之國富浩華關注事項之意見*  
審核委員會認為，於授出貸款時，借貸業務之管理層已進行必要評估程序，符合本公司有關借貸業務之政策，例如就物業交易進行市場研究，並基於其對借款人及擔保人之個人認識。審核委員會認為，管理層於進行信貸評估時掌握足夠資料，且於審批貸款時不存在管理層越權控制或欺詐行為。應國富浩華要求及推薦建議，本公司亦已委聘獨立顧問公司以審查貸款檔案及國富浩華提出之問題。

審核委員會同意國富浩華見解，認為本集團應嚴格遵守貸款審批程序，並取得信貸評估表格所需文件。本集團於授出貸款前應考慮第三方評估，並在網站及公司註冊處進行公眾搜索，而非依賴貸款業務管理評估。

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### *Audit work performed by ZHONGHUI to address the issue of insufficient documentation*

Crowe commented that there was insufficient documentation for assessing the credit risks of the borrowers without further specification on their expected or required documentation. Among these 11 loan cases, there were 2 individual borrowers who had no income proof nor tax bill. The Company had obtained identity cards and address proofs of these two borrowers prior to approval of their loans, and these 2 loans were secured by pledged property in Beijing. In carrying out its audit on the Company, ZHONGHUI had performed additional due diligence work on substantiating the market value of the pledged properties for these 2 loans. ZHONGHUI is satisfied that the market value of the pledged properties exceeds the loan amounts and thus the credit risks of these loans are acceptable. In addition, ZHONGHUI also interviewed the 2 borrowers and sent direct audit confirmation to these individuals with proof of address. The confirmations were signed and returned to ZHONGHUI. ZHONGHUI is satisfied that the identity of these 2 borrowers had been verified.

For property valuation, Crowe commented that no valuation report was obtained from third party valuer to assess the market value of securities at the time of approval of the loans. The Company replied that they had relied on the management's assessment based on Beijing property market information. Based on Zhonghui's research on the website for property market information and based on subsequent settlement records, ZHONGHUI did not find that the lack of sufficient documents for independent market valuation on pledged properties that would lead to a qualified opinion.

### *中匯就處理文件不足問題進行之審核工作*

國富浩華評論，評估借款人信貸風險時文件不足，惟並無進一步說明其預期或所需的文件。於該11宗貸款案例中，有2名個人借款人並無收入證明，亦無稅單。於審批其貸款前，本公司已取得該2名借款人之身份證及地址證明，而該兩筆貸款均以位於北京之已質押物業作抵押。對本公司進行審核時，中匯已就該兩筆貸款進行有關核實已質押物業市值之額外盡職審查工作。中匯信納，已質押物業之市值超出貸款金額，因此有關貸款之信貸風險可予接受。此外，中匯亦已訪問2名借款人，並向附有地址證明之有關人士發出直接審核確認書。確認書已簽署及交回中匯。中匯信納，該2名借款人之身份已得到核實。

物業估值方面，國富浩華評論，於審批貸款時，並無自第三方估值師取得估值報告以評估抵押品市值。本公司回覆，彼等依賴基於北京物業市場資料之管理層評估。根據中匯對物業市場資料之網頁研究及基於其後結算記錄，中匯並無發現已質押物業獨立市場估值文件不足將導致發出保留意見之情況。

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### **(iii) Legality of Company's money lending operation in the PRC**

*Crowe's Concerns on the legality of the Company's money lending operation in the PRC and the unusual practice of third party repayment arrangement*

Crowe noted that the Group has no money lending license in the PRC and expressed concern on the legality of Company's money lending operation in the PRC. Crowe also expressed concern on the legality of the repayment of loans by entities and individuals in the PRC for Hong Kong borrowers, which appears to be unusual as compared to general business practice. Crowe requested the Group to engage a PRC lawyer to confirm the legality of such arrangements.

*The Audit Committee's view on Crowe's Concerns on the legality of the Company's money lending operation in the PRC and the unusual practice of third party repayment arrangement*

The Audit Committee had consulted the Company's PRC lawyers and confirmed that the money lending business of the Group in the PRC did not contravene relevant PRC laws. As for the legality of repayments of loans of Hong Kong borrowers by PRC entities, it has not been explicitly provided under PRC laws regulating foreign exchange, and in practice, different local State Administration of Foreign Exchange\* ("SAFE") may hold different views on such activity. In addition, the PRC lawyers confirmed that they had not noticed any precedents as disclosed on the official website of SAFE in which any entity was penalized by SAFE or its local branches due to similar activities. Such legal opinions were provided to Crowe.

### **(iii) 本公司中國借貸業務之合法性**

有關本公司中國借貸業務合法性及第三方還款安排不尋常做法之國富浩華關注事項  
國富浩華注意到，本集團於中國並無借貸許可證，故對本公司中國借貸業務之合法性表示關注。國富浩華亦對中國實體及個人為香港借款人償還貸款之合法性表示關注，有關做法與一般商業做法相比並不尋常，故國富浩華已要求本集團委聘中國律師確認有關安排之合法性。

*審核委員會對有關本公司中國借貸業務合法性及第三方還款安排不尋常做法之國富浩華關注事項之意見*

審核委員會已諮詢本公司中國律師及確認，本集團之中國借貸業務並無違反相關中國法律。中國實體償還香港借款人貸款之合法性方面，中國規管外匯之法律並無明確規定，而實際上，不同地方之國家外匯管理局（「國家外匯管理局」）可能對有關活動持不同意見。此外，中國律師確認，彼等並無注意到國家外匯管理局官方網站披露任何先例，當中任何實體因類似活動而受到國家外匯管理局或其地方分支機構處罰。有關法律意見已提交國富浩華。

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As the borrowers and the third party payers would execute and provide a repayment instruction to the Group for arranging repayment of loans by third party payers on its behalf, the Group would know the identities of the third party payers, enquire whether they have any relationship with the borrowers and the Group. The Audit Committee is of the view that the Group has confirmed the identities of the third party payers and the source of fund for repayment of the loans.

The Audit Committee considers such third party repayment arrangement as an acceptable alternative business practice and therefore, has no concern over it.

*Audit work performed by ZHONGHUI to address the issue of the legality of the Company's money lending operation in the PRC and the unusual practice of third party repayment arrangement*

With respect to the view of the Audit Committee and the legal opinion issued by the Company's PRC legal advisers on the money lending operation of the Group in the PRC, ZHONGHUI has assessed the competence, independence and integrity of the Company's PRC legal advisers with no irregularity noted. ZHONGHUI concurred that there is no legality issues on the Group's money lending transactions in the PRC and no legality issues on the repayment arrangement by entities and individuals in the PRC for Hong Kong borrowers. No irregularities in this regard have been concluded during the audit carried out by ZHONGHUI.

由於借款人及第三方付款人將就安排第三方付款人代其償還貸款而執行及向本集團提供還款指示，本集團將知悉第三方付款人之身份，詢問彼等是否與借款人及本集團有任何關係。審核委員會認為，本集團已確認第三方付款人之身份及償還貸款之資金來源。

審核委員會認為有關第三方還款安排屬可予接受之替代商業做法，因此對有關事項並無關注。

*中匯就處理本公司中國借貸業務合法性及第三方還款安排不尋常做法問題進行之審核工作*

就有關本集團中國借貸業務之審核委員會意見及本公司中國法律顧問所發出法律意見而言，中匯已評估本公司中國法律顧問之能力、獨立性及誠信，並無發現違規行為。中匯同意，本集團中國借貸交易不存在合法性問題，且中國實體及個人為香港借款人還款安排亦無合法性問題。於中匯所進行審核中已得出結論，此方面並無違規行為。

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ZHONGHUI had checked the repayment instructions including the amount to be repaid and the respective bank records for settlements made by designated payers for repayment of loans on behalf of the borrowers. ZHONGHUI had interviewed the representatives of the borrowers to enquire their relationship with the payer; enquire the relationship with the Company; confirm the details of the repayment arrangement; confirm the validity of each particular repayment arrangement. ZHONGHUI also sent written confirmations directly to borrowers to confirm the repayment direction, payment date and the repayment amount. It is submitted that the results of the above work done were satisfactory and no irregularities were noted by ZHONGHUI.

### **(iv) Anti-money laundering policies**

*Crowe's Concerns on the implementation of anti-money laundering policies by the Company*

Crowe commented that there was insufficient documentary evidence to demonstrate the implementation of anti-money laundering and counter-terrorist financing policies in the Company's money lending operation.

中匯已檢查還款指示，包括已償還金額，以及指定付款人代借款人償還貸款之相關銀行結算記錄。中匯已訪問借款人代表，詢問彼等與付款人之關係；詢問與本公司之關係；確認還款安排詳情；確認每項特定還款安排之有效性。中匯亦直接向借款人發出書面確認，以確認還款指示、付款日期及還款金額。據稱，上述已完成工作之結果獲信納，中匯並無注意到任何違規行為。

### **(iv) 反洗錢政策**

*有關本公司實行反洗錢政策之國富浩華關注事項*

國富浩華評論，並無足夠文件證據證明本公司之借貸業務有實行反洗錢及反恐融資政策。

## Directors' Report 董事會報告

### *The Audit Committee's view on Crowe's Concerns on implementation of anti-money laundering policies by the Company*

The Audit Committee replied to Crowe that the Group adopted the guideline on compliance of anti-money laundering and counter-terrorist financing requirements for licensed money lenders issued by the Companies Registry of Hong Kong as its own policies. Despite insufficient documentary evidence showing compliance with the policies, the Audit Committee stated that the Group had followed the guidelines. The Companies Registry provides updated list of terrorists and list of sanctioned bodies by United Nations Securities Council to the Company. The Company would then circulate it to the relevant staff engaged in the money lending business. The staff would check the identity of the borrowers against these lists when processing application for new loans. In addition, the staff will pay attention to any unusual transactions in due course. All questionable borrowers and irregularities will be reported to the management in charge, who will then decide whether or not to report them to the relevant authorities. The Audit Committee was of the view that such measures are appropriate for the Company under the circumstances. The Audit Committee recommended the Company to keep proper documentation for work done in future for improvement in this regard.

### 審核委員會對有關本公司實行反洗錢政策之國富浩華關注事項之意見

審核委員會回覆國富浩華，表示本集團已採納香港公司註冊處所頒佈持牌放債人遵從打擊洗錢及恐怖分子資金籌集規定的指引作為本身政策。儘管顯示遵守政策之文件證據不足，惟審核委員會表示本集團已遵從有關指引。公司註冊處向本公司提供由聯合國安全理事會發出之最新恐怖分子名單及受制裁機構名單，其後本公司會將其分發予從事借貸業務之相關員工。於處理新貸款申請時，員工將根據有關名單檢查借款人身份。此外，員工將於適當時候關注任何不尋常交易。所有可疑借款人及違規行為將向負責管理人員報告，其後有關人員將決定是否向有關當局報告。審核委員會認為，有關措施在此情況下對本公司而言屬合適。審核委員會建議本公司就日後完成之工作妥善保存文件記錄，力求在此方面加以改進。



## Directors' Report 董事會報告

*Audit work performed by ZHONGHUI to address the issue*

ZHONGHUI noted that the Group has policies in place to deal with anti-money laundering and counter-terrorist financing before loan approval. ZHONGHUI enquired and confirmed with the management of the Group that the manager of the money lending business is responsible for checking, from time to time, new and existing borrowers against the list of terrorists and list of sanction of United Nation Security Council received from the Companies Registry and would report to the legal team where there is any match found. There was no such report during the financial year ended 31 March 2019 since no match was found.

**(v) Related party relationship between borrowers**

*Crowe's Concerns on related party relationships between borrowers*

Crowe noted that most of the outstanding loans were repaid within the week before the 30 June 2019 prior to the Company announces its results (as originally scheduled) and Crowe had doubts as to whether there was any related party relationship between each of those borrowers and why they could settle the outstanding balances at about the same time. Crowe noted that a director of one of the borrowers (the "Person"), carries a name card with the title of "Chief Advisor" of the Company but yet the loan was not reflected in the accounts as "Related Party Transaction".

*中匯就處理問題進行之審核工作*

中匯注意到，於批准貸款前，本集團已制定政策處理反洗錢及反恐融資。中匯向本集團管理層查詢及確認，借貸業務經理負責不時根據自公司註冊處收取之聯合國安全理事會恐怖分子名單及制裁名單檢查新及現有借款人，並於發現任何相符個案時向法律團隊報告。由於並無發現相符個案，故截至二零一九年三月三十一日止財政年度並無有關報告。

**(v) 借款人之間的關連人士關係**

*有關借款人之間的關連人士關係之國富浩華關注事項*

國富浩華注意到，大部分未償還貸款乃於本公司宣佈其業績(按原定計劃)前在二零一九年六月三十日前一週內償還，而國富浩華懷疑各借款人之間是否存在關連人士關係及彼等可幾乎同時償付未償還結餘之原因。國富浩華注意到，其中一名借款人之董事(「該人士」)持有註明本公司「首席顧問」職銜之名片，惟有關貸款未有反映於「關連人士交易」賬目內。

## Directors' Report 董事會報告

### *The Audit Committee's view on Crowe's Concerns on related party relationships between borrowers*

The Company confirmed that none of the borrowers were related parties of the Group. The Person has never been an employee or management of the Group. The name card with such a title was provided to him previously in order to facilitate him to help explore business opportunity for the Company and he does not fall within the definition of "related party" of the Company.

The Audit Committee has reviewed the loan files and there were records of follow up actions for over-due loans. Such follow-up actions include demand letters and/or pending for legal actions, repayment records and repayment notices. For third party repayments, the Audit Committee found that there were proper payment instructions and notices for repayment of loans to the Group by third party on behalf of the borrowers. The reason for payment of overdue loans around the same time before the issue of the results announcement as originally scheduled was mainly due to the efforts of the management in chasing down and negotiating with the borrowers and enforcing repayments. By the end of June 2019, approximately 91% of the outstanding loan receivables as of 31 March 2019 have been repaid; as the remaining 9% outstanding loan receivables is secured by a property with an open market value assessed by an independent valuer exceeding the outstanding loan amount, such borrower has provided a repayment plan and committed to repay the outstanding loan amount by two instalments on or before 30 September 2019.

### *審核委員會對有關借款人之間的關連人士關係之國富浩華關注事項之意見*

本公司確認，概無借款人為本集團之關連人士。該人士未曾為本集團之僱員或管理層。註明有關職銜之名片乃過往為方便該人士協助為本公司探索商機而提供予該人士，而彼不屬於本公司「關連人士」之定義範圍。

審核委員會已審閱貸款檔案，當中存在有關逾期貸款之跟進行動記錄。有關跟進行動包括繳款通知書及／或待決法律行為、還款記錄及還款通知。就第三方還款而言，審核委員會發現，第三方代借款人向本集團償還貸款設有適當付款指示及通知。於刊發其業績公佈(按原定計劃)前在相若時間償付逾期貸款之原因主要由於管理層在追討及與借款人談判以及強制還款方面之努力。截至二零一九年六月底，於二零一九年三月三十一日尚未償還應收貸款約91%已償還；由於其餘9%尚未償還應收貸款由一項物業(獨立估值師所評估公開市場價值超出尚未償還貸款金額)作抵押，該借款人已提供還款計劃並承諾於二零一九年九月三十日或之前分兩期償還尚未償還貸款金額。

## Directors' Report 董事會報告

The Audit Committee was satisfied that the documents in relation to the settlement of the loans by third parties were sufficient and payment records were properly documented. After reviewing the documents (e.g. payment instructions, borrowers' information and bank statements), the Audit Committee was of the view that these borrowers were not related to each other, and there was no undisclosed related party transactions.

### *Audit work performed by ZHONGHUI to address the concern on related party relationships between borrowers*

The Person has never been an employee or management of the Group. In relation to the loan granted to a corporate borrower of which the Person is a director, Crowe based on some internet search results and news to come to the conclusion that the loan might not have been properly disclosed as related party loan and the credit risk was not duly assessed by the Company. However, under the "Hong Kong Accounting Standard 24 Related Party Relationships", the loan was not considered as a related party loan. The loan has been approved and granted in accordance with the money lending policy of the Group and the terms of the loan were on normal commercial terms comparable to the other loans approved and granted by the Group. After ZHONGHUI having performed company search and internet search, reviewed the loan documents, interviewed the Person and compared the interest rate and terms of this loan with other loans of the Company, ZHONGHUI is of the view that this loan is not a related party transaction and there had been no irregularities on this loan.

審核委員會信納，有關第三方償付貸款之文件已足夠，且付款記錄已妥善記錄。於審閱文件（例如付款指示、借款人資料及銀行結單）後，審核委員會認為，有關借款人彼此之間並無關連，亦無未披露關連人士交易。

### *中匯就處理有關借款人之間的關連人士關係關注事項進行之審核工作*

該人士未曾為本集團之僱員或管理層。就向該人士擔任董事之企業借款人授出貸款而言，國富浩華根據數項網絡搜索結果及新聞得出結論，認為貸款可能未有適當披露為關連人士貸款，且信貸風險未經本公司適當評估。然而，根據「香港會計準則第24號關連人士關係」，該貸款不被視為關連人士貸款。有關貸款已根據本集團之借貸政策審批及授出，而貸款條款按一般商業條款訂立，與本集團審批及授出其他貸款之條款相若。中匯進行公司搜索及網絡搜索、審閱貸款文件、訪問該人士及將此貸款息率及條款與本公司其他貸款比較後，中匯認為，此貸款並非關連人士交易，亦無有關此貸款之違規行為。

## Directors' Report 董事會報告

### Loan from a non-executive Director

#### *Crowe's Concerns on the loan from a non-executive Director*

Crowe informed the Audit Committee on 26 June 2019 that it has been advised that Mr. Feng Xiaogang ("Mr. Feng"), a non-executive director of the Company, has provided a loan of HK\$50,000,000 to the Group in previous year and he received repayment of HK\$40,000,000 from the Group and the Group still owed Mr. Feng the remaining loan balance of HK\$10,000,000 as of 31 March 2019. Crowe expressed their concern over this loan as they have not been informed by the management of the Company of the existence of this loan before.

#### *The Audit Committee's view on Crowe's Concerns on the loan from a non-executive Director*

According to the Company's record, the Group has already repaid the remaining HK\$10 million loan due to Mr. Feng, while Mr. Feng alleged that he had not received the said payment. The Company had set up a special committee, comprising two independent non-executive directors (one of them resigned on 18 June 2019) and one executive director, to follow up on the matter. The Company has also obtained a legal opinion on the merits of a potential claim against the Company by Mr. Feng. The legal opinion concludes that "based on the available evidence and information, in the case of a claim made by Mr. Feng against the Company and/or its wholly-owned subsidiary, the Company should have a good defense." The draft legal opinion was provided to Crowe on 29 June 2019.

#### *Audit work performed by ZHONGHUI to address the issue of the loan from a non-executive Director*

ZHONGHUI has reviewed the report of the Special Committee and checked the relevant documents including payment instruction letters and bank records etc.; reviewed the legal opinion from the Hong Kong law counsel engaged by the Company for this purpose, which states that if legal action was encountered by the Group in this regard, the Group will have a "good defense".

No irregularities in this regard have been concluded during the audit carried out by ZHONGHUI.

### 來自一名非執行董事貸款

#### *有關來自一名非執行董事貸款之國富浩華關注事項*

國富浩華於二零一九年六月二十六日通知審核委員會，其獲悉本公司非執行董事馮曉剛先生（「馮先生」）早年曾向本集團提供貸款50,000,000港元，且彼自本集團收到還款40,000,000港元，於二零一九年三月三十一日，本集團仍欠馮先生剩餘貸款餘額10,000,000港元。國富浩華對此貸款表示關注，原因是彼等過往未曾獲本公司管理層通知存在此筆貸款。

#### *審核委員會對有關來自一名非執行董事貸款之國富浩華關注事項之意見*

根據本公司之記錄，本集團已償還應付馮先生之貸款餘額10,000,000港元，而馮先生則聲稱尚未收到上述款項。本公司已成立一個特別委員會，由兩名獨立非執行董事（其中一人已於二零一九年六月十八日辭任）及一名執行董事組成，以跟進有關事項。本公司亦就馮先生向本公司可能提出申索之理據取得法律意見。法律意見結論是「根據可得證據及資料，倘馮先生向本公司及／或其全資附屬公司作出申索，本公司應有良好辯護理由」。法律意見草擬本已於二零一九年六月二十九日提交國富浩華。

#### *中匯就處理有關來自一名非執行董事貸款問題進行之審核工作*

中匯已審閱特別委員會之報告，並檢查相關文件，包括付款指示函件及銀行記錄等；審閱本公司為此目的所委聘香港法律顧問之法律意見，其中指出倘本集團在此方面遇到法律訴訟，本集團將有「良好辯護理由」。

於中匯所進行審核中已得出結論，此方面並無違規行為。

## Directors' Report 董事會報告

### Management's position on the Crowe's Concerns

The Company has provided the key information in relation to loan receivables to Crowe prior to its resignation, and the same set of information was provided to ZHONGHUI after its appointment as the auditor of the Company.

The Company is of the view that it had been closely following up with Crowe on the questions raised by them and had promptly provided supporting documents. The Company believes that all of the Crowe Concerns could be satisfactorily addressed and resolved and Crowe could complete its audit had it not tendered its resignation. The audit was subsequently completed by ZHONGHUI based on the same set of information.

Although Crowe's Concerns have been addressed by the Company, the Company is considering to conduct a review on its internal control policies and procedures with respect to the business operations of the Group as soon as possible.

### 管理層對國富浩華關注事項之立場

本公司於國富浩華辭任前已向其提供有關應收貸款之主要資料，而於中匯獲委任為本公司核數師後亦已向其提供同一組資料。

本公司認為，其已向國富浩華密切跟進有關彼等提出之疑問，並立即提供證明文件。本公司相信，倘國富浩華並無提出辭任，所有國富浩華關注事項均可圓滿處理及解決，且國富浩華可完成其審核工作。隨後中匯根據同一組資料完成審核。

儘管本公司已處理國富浩華關注事項，惟本公司正考慮盡快對有關本集團業務營運之內部監控政策及程序進行檢討。

## Directors' Report 董事會報告

### STRUCTURED CONTRACTS

During the year ended 31 March 2019, 北京蓮和無限醫療科技有限公司 (Beijing Life Healthcare Technology Co., Ltd.) (“**Beijing Lianhe**”), a 100% owned subsidiary of the Group, has entered into the Exclusive Cooperation Agreement, the Exclusive Call Option Agreement, the Power of Attorney and the Share Pledge Agreement on 10 November 2016 which supersede the original agreements dated 5 April 2016, (together, the “**VIE Agreements**” and each a “**VIE Agreement**”) by and among Beijing Lianhe, 蓮和(北京)醫療科技有限公司 (Life Healthcare (Beijing) Co., Ltd.) (“**Life Healthcare**”) and the two registered shareholders (namely, Mr. Cheng Xiaoyu and Mr. Zhao Fei, both are not connected persons (as defined under the Listing Rules) of the Company) of Life Healthcare (the “**Registered Shareholders**”) who hold all the equity capital of Life Healthcare.

Life Healthcare was established on 22 February 2016 and its principal activities are provision of genetic testing and health data analysis services (the “**Relevant Business**”). Pursuant to the Special Administrative Measures (Negative List) for Foreign Investment Access (2019) (《外商投資准入特別管理措施(負面清單)(2019年版)》) issued by National Development and Reform Commission and Ministry of Commerce of PRC on 30 June 2019 and effected on 30 July 2019, the “development and application of human stem cells and genetic diagnosis therapy technology” is listed as an item forbidden for foreign investment. By entering into the VIE Agreements, the Group obtained effective control over Life Healthcare and the right to receive substantially all of Life Healthcare’s economic benefits (the “**Contractual Arrangements**”). Details of each of the VIE Agreements are set out below.

Under the Exclusive Cooperation Agreement entered into by Beijing Lianhe and Life Healthcare, Beijing Lianhe shall, within the validity period of such agreement, provide Life Healthcare and its designated subsidiaries with comprehensive business support, technical and consulting services and Life Healthcare shall pay a monthly consulting and service fee, which shall be equal to the amount of Life Healthcare’s monthly total income deducting the expenses and costs directly incurred thereby. In addition, Life Healthcare agreed that, without the prior written approval by Beijing Lianhe, it shall not enter into any transaction which may materially affect its assets, obligations, rights, or business operations, so as to ensure the performance of business agreements between both parties and the payment of each price payable. For those matters related to business operation and asset disposal, Life Healthcare shall act in accordance with the instructions and requests by Beijing Lianhe.

### 結構合約

截至二零一九年三月三十一日止年度，本集團擁有100%權益之附屬公司北京蓮和無限醫療科技有限公司(「北京蓮和」)與蓮和(北京)醫療科技有限公司(「蓮和醫療」)及兩名擁有蓮和醫療全部股本之蓮和醫療登記股東(即並非本公司關連人士(定義見上市規則)之成孝禹先生及趙飛先生「註冊股東」)，於二零一六年十一月十日訂立獨家合作協議、獨家認購權協議、授權書及股份質押協議(統稱及個別稱為「VIE協議」)，以取代日期為二零一六年四月五日之原訂協議。

蓮和醫療於二零一六年二月二十二日成立，其主要業務為提供基因檢測及健康數據分析服務(「有關業務」)。根據國家發展和改革委員會、商務部於二零一九年六月三十日頒布並於二零一九年七月三十日生效的《外商投資准入特別管理措施(負面清單)(2019年版)》，「人體幹細胞、基因診斷與治療技術開發和應用」為禁止外商投資產業。本集團通過訂立VIE協議以取得蓮和醫療之實質控制權及取得蓮和醫療絕大部分經濟利益之權利(「合約安排」)。各份VIE協議詳情載列如下。

根據北京蓮和與蓮和醫療所訂立獨家合作協議，北京蓮和須於該協議有效期間內，向蓮和醫療及其指定附屬公司提供全面業務支援、技術及諮詢服務，而蓮和醫療須支付每月顧問及服務費，金額相等於蓮和醫療每月總收入扣除由此直接產生之開支及成本。此外，蓮和醫療同意在未經北京蓮和事先書面同意之情況下，其不會訂立對其資產、責任、權利或業務營運構成重大影響之任何交易，以確保雙方履行業務協定，並支付各項應付價格。就與業務營運及資產出售相關之事宜，蓮和醫療須按北京蓮和之指示及要求行事。

## Directors' Report 董事會報告

Under the Exclusive Call Option Agreement entered into by and among Beijing Lianhe, Life Healthcare and the Registered Shareholders, the Registered Shareholders granted an irrevocable option to Beijing Lianhe and/or other entity or individual as designated by it to acquire all or any of their equity interests in Life Healthcare, in one or more steps as determined by Beijing Lianhe in its absolute and sole discretion, to the extent as permissible under the PRC laws. The agreement shall be terminated when all equity interests in Life Healthcare have been lawfully transferred to Beijing Lianhe and/or other entity or individual designated by Beijing Lianhe. At the time of exercising the option, the transfer price for the acquisition (the "Transfer Price") payable by Beijing Lianhe and/or its designated entity or individual shall be RMB1. If there is any mandatory requirement with respect to the Transfer Price under PRC laws then effective, the Transfer Price shall be the minimum price as permitted under PRC laws. The Registered Shareholders have undertaken and agreed that, since they have already been reimbursed by Beijing Lianhe and its affiliated companies, they will refund all Transfer Price to Beijing Lianhe and/or its designated entity or individual within 10 business days after they receive the Transfer Price. Further, in the event that Life Healthcare is in liquidation or bankruptcy, the Registered Shareholders shall ensure that the residual assets of Life Healthcare (the assets after the payments for liquidation costs, wages, social insurance premiums and statutory compensations, taxes owed and debts payable) shall be transferred to Beijing Lianhe and/or its designated entity or individual at minimum price as permitted under PRC laws. The asset transfer is nonreciprocal. The Registered Shareholders have undertaken to ensure that such transfer will not create any obligation of Beijing Lianhe to the Registered Shareholders and their creditors or Life Healthcare and its creditors.

It is further agreed that the Registered Shareholders and Life Healthcare shall act in accordance with the request of Beijing Lianhe with regard to the sale, transfer, pledge or disposal through other means of Life Healthcare's assets, businesses or revenue. Without consent from Beijing Lianhe, Life Healthcare cannot sell, transfer, pledge or dispose of any of its assets, business or revenue, nor can it enter into any significant contracts (defined as those with contract sum of exceeding RMB100,000). Finally, the Registered Shareholders agreed that they shall appoint persons designated by Beijing Lianhe as board directors, legal representative and key management personnel of Life Healthcare.

根據(其中包括)北京蓮和、蓮和醫療與註冊股東所訂立獨家認購權協議，註冊股東向北京蓮和及／或其指定之其他實體或個別人士授出不可撤回之認購權，以根據中國法律所允許按北京蓮和全權酌情釐定之方式一次過或分多次收購其於蓮和醫療之全部或部分股權。協議將於蓮和醫療之所有股權合法轉讓予北京蓮和及／或其指定之其他實體或個別人士時終止。於認購權獲行使時，北京蓮和及／或其指定之其他實體或個別人士就收購應付之轉讓價(「轉讓價」)為人民幣1元。倘當時生效之中國法例對轉讓價有任何強制性規定，轉讓價將為中國法律允許之最低價格。註冊股東已承諾及同意，由於彼等已獲北京蓮和及其聯屬公司補償，彼等將於收取轉讓價後10個營業日內向北京蓮和及／或其指定之其他實體或個別人士全數退回轉讓價。此外，倘蓮和醫療清盤或破產，註冊股東須確保蓮和醫療之剩餘資產(支付清盤成本、工薪、社會保障金及法定補償、結欠稅項及應付債務後)按中國法律允許之最低價格轉讓予北京蓮和及／或其指定之其他實體或個別人士。資產轉讓乃不可收回。註冊股東已承諾確保有關轉讓不會導致北京蓮和須註冊股東及彼等之債權人或蓮和醫療及其債權人負上任何責任。

訂約方進一步協定，註冊股東及蓮和醫療須就銷售、轉讓、抵押或透過其他方式出售蓮和醫療之資產、業務或收益按北京蓮和之要求行事。未經北京蓮和同意，蓮和醫療不得出售、轉讓、抵押或出售其任何資產、業務或收益，亦不得訂立任何重大合約(合約金額超過人民幣100,000元)。最後，註冊股東同意，彼等須委任北京蓮和指定人士為蓮和醫療董事會董事、法定代表人及主要管理人員。

## Directors' Report 董事會報告

Under the Power of Attorney entered into by Beijing Lianhe and the Registered Shareholders, the directors and their successors of Beijing Lianhe (including a liquidator replacing the directors) shall be authorised to be the sole proxy and authorised person of the Registered Shareholders to exercise all shareholder's rights over Life Healthcare with respect to all the relevant matters, including but not limited to: 1) to attend shareholder's meetings of Life Healthcare; 2) to exercise all shareholder's rights and voting rights of the Registered Shareholders as entitled by the articles of association of Life Healthcare and PRC laws, including without limitation the transfer, pledge and disposal of all or part of the equity interest in Life Healthcare; and 3) to appoint and designate the legal representative (the chairman of the board of directors), directors, supervisors, chief executive officer and other senior managers of Life Healthcare.

Under the Share Pledge Agreement entered into by Beijing Lianhe and the Registered Shareholders, the Registered Shareholders pledged all their equity interests in Beijing Lianhe to guarantee the performance of (i) the payment for consulting and service fee of Life Healthcare under the Exclusive Cooperation Agreement; (ii) the obligations of the Registered Shareholders under the Exclusive Call Option Agreement, and (iii) the obligations under the Power of Attorney. Beijing Lianhe shall be entitled to dispose of the pledged equity where Life Healthcare fails to fully pay for the consulting and service fee payable under the Exclusive Cooperation Agreement or violates the obligations under the Exclusive Cooperation Agreement, Exclusive Call Option Agreement and Power of Attorney. The equity interests in Life Healthcare shall not be transferred without Beijing Lianhe's written consent.

Save as disclosed above, there has not been any material change in the Contractual Arrangements during the year ended 31 March 2019.

根據北京蓮和與註冊股東所訂立授權書，北京蓮和董事及彼等之繼任人(包括取代董事之清盤人)將獲授權擔任註冊股東之唯一受委代表及授權人，以就相關事宜行使蓮和醫療之註冊股東一切權利，包括但不限於：1)出席蓮和醫療之股東大會；2)行使蓮和醫療之組織章程大綱及中國法律賦予註冊股東之一切權利及投票權，包括但不限於轉讓、質押及出售蓮和醫療全部或部分股權；及3)委任及指定蓮和醫療之法定代表人(董事會主席)、董事、監事、行政總裁及其他高級管理人員。

根據北京蓮和與註冊股東所訂立股份質押協議，註冊股東已質押彼等於北京蓮和之所有股權，以保證(i)蓮和醫療根據獨家合作協議支付顧問及服務費；(ii)註冊股東根據獨家認購權協議履行責任；及(iii)根據授權書履行責任。倘蓮和醫療無法全數支付獨家合作協議項下應付顧問及服務費，或違反獨家合作協議、獨家認購權協議及授權書項下責任，北京蓮和有權出售已質押股權。未經北京蓮和書面同意，蓮和醫療之股權不得轉讓。

除上述所披露外，截至二零一九年三月三十一日止年度，合約安排概無任何重大變動。



## Directors' Report 董事會報告

The Group has obtained a legal opinion from a PRC law firm, King & Wood Mallesons ("KWM") on the VIE Agreements according to the *Company Law of the PRC* (the "Company Law"), the *Contract Law of the PRC* (the "Contract Law") and other PRC laws, administrative regulations, administrative rules. KWM has provided its legal opinion that, in view of (1) Beijing Lianhe did not have actual investment in Life Healthcare; (2) Life Healthcare did not provide any relevant information to overseas entities in violation of the relevant rules while carrying out the specific genetic testing business; (3) entering into each of the VIE agreements by the parties was solely for the purpose of providing/receiving the relevant services and receiving/paying the relevant service fees and each party shall comply with such arrangements by entering into the relevant agreements, the signing each of the VIE Agreements is not illegal and the parties can validly enter into each of the VIE agreements without the need to obtain approval from any of the PRC government bodies. Further, each of the VIE Agreements is not regarded as an "investment" by Beijing Lianhe in Life Healthcare and/or its actual business, which is forbidden foreign investment under the applicable PRC laws and regulations. Finally, the legal opinion also stated that each VIE agreement and its confirmation letter is not in breach of or in default under any PRC laws, and that each of the VIE Agreements is legally valid and enforceable. KWM has indicated that it cannot be precluded that the relevant foreign investment and health authorities' understanding of the relevant laws and regulations may differ from its above legal opinions.

Life Healthcare has been accounted a 100% owned subsidiary of the Group for in the condensed consolidated financial statements of the Group, on the basis that the Group has effective control over Life Healthcare and the right to receive substantially all of Life Healthcare's economic benefits. The Board has determined that due to each of the VIE Agreements, which KWM has advised are legally valid and enforceable, Beijing Lianhe has existing rights and ability to direct the relevant activities of Life Healthcare, ie the activities that significantly affect Life Healthcare's returns. Further, Beijing Lianhe has exposure, or rights, to variable returns from its involvement with Life Healthcare as under the Exclusive Cooperation Agreement entered into between Beijing Lianhe and Life Healthcare, Life Healthcare shall pay a monthly consulting and service fee equal to the amount of Life Healthcare's monthly total income after deducting the expenses and costs directly incurred thereby. The control activities carried out by Beijing Lianhe, and how well it controls and manages the activities and operations of Life Healthcare, will directly affect the amount of its returns.

本集團已根據中國公司法(「公司法」)及中國合同法(「合同法」)及其他中國法律、行政規定及行政法規就VIE協議向一家中國律師事務所金杜律師事務所(「金杜」)取得法律意見。金杜已提供法律意見，鑒於(1)北京蓮和對蓮和醫療不存在實際的投資行為；(2)蓮和醫療開展具體的基因檢測業務過程中，不存在違規向境外提供有關資訊的情況；(3)各方簽署相關VIE協議僅為提供/接受相關服務，以及收取/支付相關服務費，並通過相關約定促使各方遵守該等安排。金杜表示簽定每一份VIE協議屬合法，訂約各方可有效訂立每一VIE協議而毋須取得任何中國政府機關批准。此外，每一VIE協議並不被視為北京蓮和向蓮和醫療及/或其實際業務之「投資」，根據適用中國法律及法規，有關「投資」為禁止外商投資。最後，法律意見亦表明每一VIE協議及其確認函並無違反任何中國法律，故此每一VIE協議在法律上屬有效及可予執行。金杜表示，不能排除相關外商投資及衛生主管部門對於有關法律法規做出與金杜上述法律意見不一致的理解。

蓮和醫療於本集團之簡明綜合財務報表入賬列作本集團全資附屬公司，並以本集團擁有蓮和醫療之實際控制權及有權收取蓮和醫療絕大部分經濟利益之假設為依據。由於訂立VIE協議，而金杜表示每一協議在法律上屬有效及可予執行，故董事會確認北京蓮和擁有現有權利及能力對蓮和醫療之相關行動(對蓮和醫療之回報構成重大影響之行動)作出指示。此外，北京蓮和已承擔或有權取得根據北京蓮和與蓮和醫療所訂立獨家合作協議參與蓮和醫療業務所產生可變回報，蓮和醫療須支付每月顧問及服務費，金額相等於蓮和醫療每月總收入扣除由此直接產生之開支及成本。北京蓮和所進行控制活動及其如何妥善控制及管理蓮和醫療之業務及營運將直接影響其回報金額。

## Directors' Report 董事會報告

The Board is of the view that healthcare services especially the genetic testing and health data analysis services market in PRC is expected a new but growing field. Healthcare services segment recorded revenue in a total amount of HK\$48.59 million in the year ended 31 March 2019 and has become the most important business segment of the Group.

For the year ended 31 March 2019, Life Healthcare and its subsidiaries recorded revenue and assets of approximately HK\$63.49 million and HK\$300.59 million respectively.

Major risks associated with the Contractual Arrangements are summarized as follows: although KWM had expressed the view that the entering of each of the Contractual Arrangements is not in contravention of the relevant PRC laws and regulations, uncertainties however do exist regarding the interpretation and application of the PRC laws and regulations. If the PRC government determines that the Contractual Arrangements do not comply with the applicable laws and regulations of the PRC or issues further guidelines that impose stricter foreign ownership requirements in the Relevant Business, the Group's Relevant Business may be adversely affected. If that happens, the Company will seek other forms of contractual arrangements if then available to carry out the Relevant Business.

The Company has implemented the following internal control measures to safeguard its assets held through the Contractual Arrangements: (i) the officers of the Company in charge of Life Healthcare will regularly review the relevant parties' compliance with the Contractual Arrangements and other related matters, monitor the development of the Relevant Business and will report regularly to the Board; (ii) professional parties will be engaged to assist the Board to handle any specific issues arising from the Contractual Arrangements; (iii) the Company has controlled the board of directors of Beijing Lianhe, Life Healthcare and its subsidiaries; (iv) the auditors of the Company will be engaged to provide for the annual confirmations in compliance with Paragraph 16(c) of the Guidance Letter; and (v) Life Healthcare will prepare and provide monthly management accounts and key operating data to the Company.

During the year ended 31 March 2019, none of the VIE Agreements mentioned above has been unwound as none of the restrictions that led to the adoption of structured contracts has been removed.

董事會認為，預期健康業務（特別是中國基因檢測及健康數據分析服務市場）屬新興但增長之領域。截至二零一九年三月三十一日止年度，健康服務分部錄得收益合共48,590,000港元，並成為本集團最重要之業務分部。

截至二零一九年三月三十一日止年度，蓮和醫療及其子公司分別錄得收益及資產約63,490,000港元及300,590,000港元。

與合約安排相關之主要風險概述如下：儘管金杜認為訂立每一合約安排並不違反相關中國法律及法規，惟中國法律及法規詮釋及應用方面仍存在不確定因素。倘中國政府決定合約安排並無遵照適用中國法律及法規或頒佈進一步指引對有關業務施加更為嚴格之外資所有權規定，本集團有關業務或會受到不利影響。倘發生以上情況，本公司將尋求其他當時可用之合約安排方式以進行有關業務。

本公司實施下列內部監控措施以保障透過合約安排持有之資產：(i) 本公司負責蓮和醫療之高級職員將定期審閱相關人士遵守合約安排之情況及其他相關事宜、監控有關業務發展並定期向董事會報告；(ii) 將委聘專業人士協助董事會處理因合約安排產生之任何特定問題；(iii) 本公司控制北京蓮和、蓮和醫療及其附屬公司之董事會；(iv) 將委聘本公司核數師提供遵守指引函件第16(c)段之年度確認；及(v) 蓮和醫療將編製及向本公司提供每月管理賬目及主要營運數據。

截至二零一九年三月三十一日止年度，概無上述VIE協議獲解除，原因為概無刪除導致採納結構性合約之限制。

## Directors' Report 董事會報告

### RISKS AND UNCERTAINTIES

The Company has identified principal risks and uncertainties that the Group faces as a business. These include economic risks, operational risks, regulatory risks, and financial risks. The Group's business, future results of operations and prospects could be materially and adversely affected by those risks and uncertainties. The following highlights the principal risks and uncertainties of the Group and it is not meant to be exhaustive. There may be other risks and uncertainties which are not known to the Group or which may not be material now but turn out to be material in the future.

#### Economic Risks

- A severe or prolonged downturn of the global or PRC economy.
- Negative effect on our operational, financing or investing activities due to fluctuations in inflation, fluctuations in interest rates and other measures relating to financial policies in PRC.

Increase in interest rates may have an adverse effect on the money lending business of the Group as it will increase the cost of funding of the borrowers and lower the profit margin of their businesses which in turn will adversely affect their repayment ability of the loans advanced by the Group. The situation may be worsened in case of a slowdown in the economic growth of the global or PRC economy. The Group will continue to review its loan portfolio on a regular basis in order to take appropriate actions on a timely basis.

#### Operational Risks

- Failure to compete in the competitive environment which the Group operates in or to keep up with technological developments.

Healthcare services business has the characteristics of high technological standard and rapid changes in the development. Failure to catch up with the technological development may adversely affect the healthcare services business of the Group. The Group will pay close attention to relevant technology developments and respond to possible technological changes in a timely manner.

- Failure to recruit and retain sufficient qualified staff with relevant experience and expertise in healthcare services business.

### 風險及不確定性

本公司已識別本集團所面對之主要風險及不確定性，包括經濟風險、經營風險、監管風險及財務風險。本集團之業務、未來經營業績及前景可能會因該等風險及不確定性而受到重大不利影響。下文扼要列示本集團所面對之主要風險及不確定性，惟並非全面列示。其可能存在本集團未知或現時未必重大但未來變得重大之其他風險及不確定性。

#### 經濟風險

- 全球或中國經濟嚴重或持續低迷。
- 通脹、利率波動及其他與中國金融政策有關之措施對經營、財務或投資活動造成之負面影響。

利率上升或會對本集團之借貸業務構成不利影響，原因是利率上升將增加借款人獲得資金之成本，並降低彼等業務之盈利率，繼而對彼等償還本集團所提供貸款之能力構成不利影響。如全球或中國經濟增長放緩，情況或會進一步轉差。本集團將繼續定期審查其貸款組合情況以及時採取適當行動。

#### 經營風險

- 未能在本集團經營所在之競爭環境中有效競爭或追上科技發展。

健康服務業務之發展不但具高技術標準，且日新月異，若未能迎合有關技術發展，或會對本集團之健康服務業務構成不利影響。本集團將密切關注有關技術發展，及時應對可能出現的技術變革。

- 未能招聘及留聘足夠具備健康服務業務相關經驗及專長之合資格員工。

## Directors' Report 董事會報告

Due to the fierce competition of talents in the medical industry recently, the Group's operation may be affected adversely if the Group has an insufficient talent pool. If there is a shortage of marketing staff with professional medical knowledge, it may affect the Group's business development and penetration. A shortage of professional technicians will also affect the progress and quality of the R&D projects, thus the Group's operation. Therefore, if the Group fails to retain suitable talents, the turnover rate being above the acceptable level may affect the long-term development of the Group. In view of the above, the Group will properly reduce the corresponding risks by stepping up its effort in recruitment, enhancing the professionalism of technicians and marketing staff and establishing the Group's reputation as an employer in the human resources market under the premise of taking certain risks.

- limited number of suppliers for medical diagnostic reagent, consumables and equipment for healthcare services business in genetic testing.

The Group's operation in healthcare services business in genetic testing will be adversely affected if the suppliers reduce the supply of medical diagnostic reagent, consumables and equipment or suddenly terminate the business relationship with the Group. Therefore, the Group intends to lower this risk by establishing a stable business relationship with the suppliers and regularly assess the quality of the products and the performance of the suppliers. Besides, the Group continuously looks for new potential suppliers to secure stable supplies.

### Regulatory Risks

- Failure to adhere to laws, regulations and rules, or to obtain or maintain all applicable permits and approvals.
- Adverse effects arising from change in laws and regulations affecting our businesses.

The Group needs to obtain the relevant licence(s) in order to carry out its healthcare services business in PRC. If the Group fails to renew the relevant licence(s) or comply with the rules and regulations of the governing authorities, the operations of its healthcare service business will be adversely affected. In order to avoid this from happening, the Group pays close attention to changes in rules and regulations relating to licencing and changes in policy of the governing authorities.

由於現時醫療行業的人才競爭激烈，如集團出現人才儲備不足，或會對集團的營運造成負面影響，如具專業醫學知識的營銷人員出現短缺或會影響集團之業務發展和滲透率，而專業技術人員出現短缺亦會影響研發項目進度和質量，從而影響集團的營運。因此，若集團未能挽留合適的人才，流失率超過可接受水平或會影響團長遠的發展。有鑒於此，集團會在承擔一定風險的前提下，通過加強招聘力度、提高技術人員及營銷人員的專業性、以及建立集團於人力資源市場的僱主品牌，以適當降低對應之風險。

- 進行基因檢測之健康服務業務適用之醫療診斷試劑、消耗品及設備之供應商數目有限。

倘供應商減少供應醫療診斷試劑、消耗品及設備予本集團或突然終止與本集團之業務關係，則會對本集團有關基因檢測之健康服務業務營運構成不利影響。因此，本集團有意透過與供應商建立穩定之業務關係，以及定期評估供應商產品質素及表現，從而降低此方面之風險。此外，本集團亦不斷物色新的潛在供應商，務求穩定供應來源。

### 監管風險

- 未有效遵守法律、法例及規定或取得或維持所有適用許可及批准。
- 影響業務之法律及法例出現變動而造成之不利影響。

本集團需要取得相關許可證以於中國進行健康服務業務。倘本集團未能續新相關許可證或遵守監管機構之規則及規例，則會對其健康服務業務之營運構成不利影響。為免發生有關事宜，本集團會密切留意與發牌相關規則及規例之變動，以及監管機構之政策變動。

## Directors' Report 董事會報告

### Financial Risks

— Details of financial risks are set out in Note 5 to the consolidated financial statements.

### ENVIRONMENT AND COMPLIANCE WITH LAWS

The Group is committed to minimising the impact on the environment from its business activities. As far as the Board is aware, the Group has complied with the relevant laws and regulations that have a significant impact on the Group in all material respects.

### KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognises the accomplishment of its employees by providing comprehensive benefit package, career development opportunities and training appropriate to individual needs. The Group provides a healthy and safe workplace for all employees. There had not been any cases of strikes or reports of fatality due to workplace accidents during the year under review.

The Group encompasses working relationships with suppliers to meet our customers' needs in an effective and efficient manner.

The Group values the views and opinions of all customers through various means and channels, to understand customer trends and needs, and regularly analyses on customer feedbacks. The Group also conducts comprehensive quality assurance checks to ensure that only quality products and services are offered to customers.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2019.

### 財務風險

— 財務風險詳情載於綜合財務報表附註5。

### 環境及遵守法律

本集團致力減低其業務活動對環境之影響。據董事會所知，本集團已遵守在所有重大方面對本集團具有重大影響之相關法律及法規。

### 與僱員、客戶及供應商之重要關係

本集團通過提供全面之福利待遇、職業發展機遇及適合個人需要之內部培訓認可其僱員之成就。本集團為全體僱員提供健康安全之工作場所。於回顧年度，概無任何因工作場所意外事故而造成之罷工或死亡個案。

本集團與供應商建立合作關係以有效及高效地滿足顧客之需求。

本集團通過多種方式及渠道重視所有客戶之意見及觀點，以瞭解客戶趨勢及需求以及定期分析客戶反饋。本集團亦進行全面質量保證檢查，確保只會向客戶提供優質產品及服務。

### 購買、出售或贖回本公司之上市證券

於截至二零一九年三月三十一日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

## Directors' Report 董事會報告

### EQUITY-LINKED AGREEMENT

On 18 December 2018, the Company and CNI Securities Group Limited entered into the placing agreement (the "**Placing Agreement**") in relation to the placing of up to 1,070,857,060 and not less than 500,000,000 new shares to placees at the placing price of HK\$0.12 per share (the "**Placing**"). As the conditions set out in the Placing Agreement have not been fulfilled, the Placing was terminated on 8 January 2019. For details, please refer to the Company's announcements dated 18 December 2018, 31 December 2018 and 8 January 2019.

Save for the Placing Agreement (in relation to the issue of up to 1,070,857,060 new shares of the Company under the Placing) and the share option scheme of the Company, no equity-linked agreement that would or might result in the Company issuing shares, or that requiring the Company to enter into an agreement that would or might result in the Company issuing shares, was entered into by the Company during the year ended 31 March 2019 or subsisted at the end of the year ended 31 March 2019.

### 股票掛鈎協議

於二零一八年十二月十八日，本公司與中國北方證券集團有限公司訂立配售協議（「**配售協議**」），內容有關向承配人配售最多1,070,857,060股及不少於500,000,000股新股份，配售價為每股0.12港元（「**配售事項**」）。由於配售協議所載條件未獲達成，配售事項已於二零一九年一月八日終止。有關詳情，請參閱本公司日期為二零一八年十二月十八日、二零一八年十二月三十一日及二零一九年一月八日之公佈。

除有關根據配售事項發行最多1,070,857,060股本公司新股份之配售協議及本公司購股權計劃外，於截至二零一九年三月三十一日止年度內或截至二零一九年三月三十一日止年終，本公司均不曾訂立或存有會導致或可導致本公司發行股份或規定本公司訂立將會或可導致本公司發行股份協議之股票掛鈎協議。

## Directors' Report 董事會報告

### DIRECTORS

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

#### Executive Directors

Mr. Hua Yunbo (Chairman and President)  
Ms. Shan Hua (Chief Executive Officer)  
Mr. Man Wai Lun (appointed on 8 January 2019)  
Mr. Ng Kung Poon (appointed on 7 December 2018 and resigned on 14 January 2019)  
Mr. Chung Yuk Lun (appointed on 7 December 2018 and resigned on 8 January 2019)

#### Non-executive Director

Dr. Feng Xiaogang

#### Independent Non-executive Directors

Mr. Liu Xinghua  
Mr. Zhou Jian (resigned on 5 June 2019)  
Mr. Zheng Chunlei  
Mr. Chan Kam Wah  
(appointed on 21 January 2019 and resigned on 18 June 2019)  
  
Ms. Zhang Xuyang (resigned on 2 April 2019)  
Mr. Cheng Chun Man (appointed on 18 June 2019)

In accordance with Articles 83(3) and 84(1) of the articles of association of the Company (the "Articles of Association"), each of Mr. Man Wai Lun, Mr. Cheng Chun Man, Mr. Zheng Chunlei and Dr. Feng Xiaogang will retire at the forthcoming annual general meeting and being eligible, offer themselves for re-election at that meeting.

Each of the Directors proposed for re-election at the forthcoming annual general meeting has no fixed term of service with the Company and has not entered into a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

### 董事

於截至二零一九年三月三十一日止年度及截至本報告日期止，董事為：

#### 執行董事

华云波先生(主席兼總裁)  
单华女士(行政總裁)  
文偉麟先生(於二零一九年一月八日獲委任)  
吳恭本先生(於二零一八年十二月七日獲委任並於二零一九年一月十四日辭任)  
鍾育麟先生(於二零一八年十二月七日獲委任並於二零一九年一月八日辭任)

#### 非執行董事

馮曉剛博士

#### 獨立非執行董事

刘兴华先生  
周健先生(於二零一九年六月五日辭任)  
郑春雷先生  
陳錦華先生  
(於二零一九年一月二十一日獲委任並於二零一九年六月十八日辭任)  
张旭阳女士(於二零一九年四月二日辭任)  
鄭振民先生(於二零一九年六月十八日獲委任)

根據本公司之組織章程細則(「組織章程細則」)第83(3)及84(1)條，文偉麟先生、鄭振民先生、鄭春雷先生及馮曉剛博士每一位將於應屆股東週年大會告退，彼等符合資格於該大會上重選連任。

於應屆股東週年大會獲提名重選連任之每一位董事，與本公司並無固定服務任期，亦無與本公司訂立本公司不可於一年內不作補償(法定補償除外)而終止之服務合約。

## Directors' Report 董事會報告

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2019, the interests and short positions of the Directors and chief executive of the Company in shares, underlying shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Listing Rules, were as follows:

Long positions in ordinary shares of HK\$0.01 each of the Company:

Name of Director 董事姓名	Capacity 身份	Number of ordinary shares held 所持普通股數目	Approximate percentage of shareholding 股權概約百分比
Hua Yunbo 华云波	Interest of controlled corporation 受控法團之權益	1,541,063,057 (Note) (附註)	28.78%
Shan Hua 单华	Interest of controlled corporation 受控法團之權益	1,541,063,057 (Note) (附註)	28.78%

Note:

These interests are held by Powerful Software Limited which is owned as to 65% and 35% by Merry Cycle Enterprises Limited and Gorgeous Moment Holdings Limited respectively. Merry Cycle Enterprises Limited is wholly-owned by Mr. Hua Yunbo while Gorgeous Moment Holdings Limited is wholly-owned by Ms. Shan Hua. Mr. Hua Yunbo and Ms. Shan Hua are therefore deemed to be interested in all the shares of the Company held by Powerful Software Limited for the purpose of the SFO. The interests held by Powerful Software Limited are disclosed under the section headed "SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES" below.

### 董事於股份及相關股份之權益及淡倉

於二零一九年三月三十一日，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)之股份、相關股份及債券中擁有須記錄於本公司根據證券及期貨條例第352條存置之登記冊或根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

於本公司每股面值0.01港元之普通股之好倉：

Name of Director 董事姓名	Capacity 身份	Number of ordinary shares held 所持普通股數目	Approximate percentage of shareholding 股權概約百分比
Hua Yunbo 华云波	Interest of controlled corporation 受控法團之權益	1,541,063,057 (Note) (附註)	28.78%
Shan Hua 单华	Interest of controlled corporation 受控法團之權益	1,541,063,057 (Note) (附註)	28.78%

附註：

該等權益由Powerful Software Limited持有，而該公司分別由Merry Cycle Enterprises Limited及Gorgeous Moment Holdings Limited擁有65%及35%權益。Merry Cycle Enterprises Limited由华云波先生全資擁有，而Gorgeous Moment Holdings Limited則由单华女士全資擁有。因此，為了證券及期貨條例目的，华云波先生及单华女士被視為於Powerful Software Limited所持全部本公司股份中擁有權益。Powerful Software Limited所持權益於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節披露。



## Directors' Report 董事會報告

Save as disclosed above and in note 27 to the consolidated financial statements, at no time during the year ended 31 March 2019 was the Company, any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors is or was interested in any business apart from the Group's business, that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the year ended 31 March 2019 and up to and including the date of this report.

### DIRECTORS' INTERESTS IN CONTRACTS

There was no contract of significance to which the Company, its holding company or subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted as at 31 March 2019 or at any time during the year ended 31 March 2019.

除上文及綜合財務報表附註27所披露者外，本公司、其任何控股公司、附屬公司或同系附屬公司概無於截至二零一九年三月三十一日止年度任何時間訂立任何安排，致使董事可藉收購本公司或任何其他法人團體之股份或債券而獲取利益。

### 董事於競爭業務中之權益

截至二零一九年三月三十一日止年度及直至本報告日期(包括該日)內任何時間，除本集團之業務外，董事概無於任何直接或間接與本集團之業務進行競爭或曾經進行競爭或現時或過往可能進行競爭之業務中擁有或曾經擁有任何權益。

### 董事於合約之權益

於二零一九年三月三十一日或於截至二零一九年三月三十一日止年度任何時間，本公司、其控股公司或附屬公司概無參與訂立董事於當中直接或間接擁有重大權益之重大合約。

## Directors' Report 董事會報告

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

As at 31 March 2019, the following person and companies had interests and short positions of 5% or more of the issued share capital and underlying shares of the Company (other than a Director or chief executive of the Company) were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

#### Long positions in ordinary shares of HK\$0.01 each of the Company:

Name of shareholder 股東名稱	Capacity 身份	Number of ordinary shares held 所持普通股數目	Approximate percentage of shareholding 股權概約百分比
王泉森	Beneficial owner 實益擁有人	1,425,020,398	26.61%
Powerful Software Limited (note) (附註)	Beneficial owner 實益擁有人	1,541,063,057	28.78%
Merry Cycle Enterprises Limited (note) (附註)	Interest of controlled corporation 受控法團之權益	1,541,063,057	28.78%
Gorgeous Moment Holdings Limited (note) (附註)	Interest of controlled corporation 受控法團之權益	1,541,063,057	28.78%

Note:

These interests are held by Powerful Software Limited which is owned as to 65% and 35% by Merry Cycle Enterprises Limited and Gorgeous Moment Holdings Limited respectively. Merry Cycle Enterprises Limited is wholly-owned by Mr. Hua Yunbo while Gorgeous Moment Holdings Limited is wholly-owned by Ms. Shan Hua. Mr. Hua Yunbo and Ms. Shan Hua are therefore deemed to be interested in all the shares of the Company held by Powerful Software Limited for the purpose of the SFO.

### 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一九年三月三十一日，按本公司根據證券及期貨條例第336條所存置之權益登記冊所記錄，以下人士及公司(並非董事或本公司主要行政人員)持有本公司已發行股本及相關股份5%或以上之權益及淡倉：

於本公司每股面值0.01港元之普通股之好倉：

附註：

該等權益由Powerful Software Limited持有，而該公司分別由Merry Cycle Enterprises Limited及Gorgeous Moment Holdings Limited擁有65%及35%權益。Merry Cycle Enterprises Limited由華云波先生全資擁有，而Gorgeous Moment Holdings Limited則由單華女士全資擁有。因此，為了證券及期貨條例目的，華云波先生及單華女士被視為於Powerful Software Limited所持全部本公司股份中擁有權益。

## Directors' Report 董事會報告

Save as disclosed above, as at 31 March 2019, no person, other than the Directors and chief executive of the Company, whose interests are set out herein this report, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

### RELATED PARTY TRANSACTIONS

During the year ended 31 March 2019, there were no connected transactions and continuing connected transactions between the Group and its connected persons (as defined under the Listing Rules) which are subject to the reporting, announcement and the independent shareholders' approval requirement under the Listing Rules.

The related party transactions in relation to the compensation of key management personnel as disclosed in Note 34(b) to the consolidated financial statements are connected transactions exempt from reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.95 of the Listing Rules.

### RETIREMENT BENEFIT SCHEMES

The Group provides a defined contribution retirement scheme under the Mandatory Provident Fund Scheme (the "MPF Scheme") in Hong Kong to all Hong Kong staff. Under the MPF Scheme, employer and employees are each required to make contributions to the scheme at 5% of the employees' relevant income, up to a maximum contribution of HK\$1,500 (effective from June 2014) per month. The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC.

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2019, the percentage of the Group's revenue attributable to its largest customer and five largest customers were 3.85% and 13.33% respectively.

For the year ended 31 March 2019, the percentage of the Group's purchases attributable to its largest supplier and five largest suppliers were 21.78% and 79.03%, respectively.

At no time during the year ended 31 March 2019 did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owned more than 5% of the Company's issued share capital) have any material interest in any of the Group's five largest suppliers or customers.

除上文所披露者外，於二零一九年三月三十一日，概無任何人士(董事及本公司主要行政人員除外，其權益已載於本報告)於本公司股份或相關股份中擁有須根據證券及期貨條例第336條記錄之權益或淡倉。

### 關連人士交易

於截至二零一九年三月三十一日止年度，本集團與其關連人士(定義見上市規則)概無進行任何須遵守上市規則項下申報、公佈及獨立股東批准規定之關連交易及持續關連交易。

綜合財務報表附註34(b)所披露有關主要管理人員酬金之關連人士交易為獲豁免遵守上市規則第14A.95條之申報、公佈及獨立股東批准規定之關連交易。

### 退休福利計劃

本集團根據香港強制性公積金計劃(「強積金計劃」)為所有香港員工提供定額供款退休計劃。根據強積金計劃，僱主及僱員各自須按僱員有關收入之5%向計劃供款，每月最高供款額為1,500港元(自二零一四年六月起生效)。本集團之中國附屬公司僱員參與由中國政府管理之國家退休福利計劃。

### 主要客戶及供應商

截至二零一九年三月三十一日止年度，最大客戶及五大客戶所佔本集團收益之百分比分別為3.85%及13.33%。

截至二零一九年三月三十一日止年度，最大供應商及五大供應商所佔本集團採購額之百分比分別為21.78%及79.03%。

於截至二零一九年三月三十一日止年度任何時間，本公司董事、董事之聯繫人士或股東(據董事所知擁有本公司已發行股本超過5%)並無於本集團五大供應商或客戶中擁有任何重大權益。

## Directors' Report 董事會報告

### MANAGEMENT CONTRACTS

Save for the VIE Agreements, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 March 2019.

### PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles of Association, every Director and officer shall be entitled to be indemnified out of the assets and profits of the Company against all losses or liabilities which he may incur or sustain in the execution of his duties or otherwise in relation thereto.

Such provision was in force during the year ended 31 March 2019. In addition, the Company has also maintained Directors and officers liability insurance during the year ended 31 March 2019 and up to the date of this report.

### PRE-EMPTIVE RIGHTS

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

### SUFFICIENCY OF PUBLIC FLOAT

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

### 管理合約

於截至二零一九年三月三十一日止年度，除了VIE協議外，概無訂立或存在任何有關本公司業務整體或任何主要部分管理及行政事宜之合約。

### 准許彌償條文

根據組織章程細則，各董事及高級人員均有權就履行其職責或與此有關而可能招致或蒙受之所有損失或責任從本公司之資產及溢利中獲取彌償。

有關條文已於截至二零一九年三月三十一日止年度生效。此外，截至二零一九年三月三十一日止年度及直至本報告日，本公司亦已為董事及高級人員投購責任保險。

### 優先認股權

組織章程細則或開曼群島法例並無有關優先認股權之規定，致使本公司須按比例向現有股東發售新股。

### 足夠公眾持股量

於本年報日期，根據本公司公開所得資料及據董事所知，本公司一直維持上市規則規定之足夠公眾持股量。

## Directors' Report 董事會報告

### CHANGE OF AUDITOR

SHINEWING (HK) CPA Limited ("Shinewing") resigned as the auditor of the Group with effect from 26 April 2019 as the Company could not reach a mutual agreement with Shinewing on the audit fee for the financial year ended 31 March 2019. With the recommendation of the Audit Committee, Crowe (HK) CPA Limited ("Crowe") has been appointed as the new auditor of the Group on the same day. Crowe has tendered its resignation as the auditor of the Group on 30 June 2019 as the Company and Crowe were unable to reach consensus and agreement of certain issues. With the recommendation of the Audit Committee, the Board resolved to appoint ZHONGHUI ANDA CPA Limited ("ZHONGHUI") as the auditor of the Group on 2 July 2019.

### AUDITOR

The consolidated financial statements of the Company for the year ended 31 March 2019 were audited by ZHONGHUI. A resolution will be submitted to the forthcoming annual general meeting of the Company to re-appoint ZHONGHUI as auditor of the Company.

By order of the Board  
Life Healthcare Group Limited

Hua Yunbo  
Executive Director

25 September 2019

### 更換核數師

信永中和(香港)會計師事務所有限公司(「信永中和」)已辭任本集團之核數師，自二零一九年四月二十六日起生效，原因是本公司未能就截至二零一九年三月三十一日止財政年度之審核費用與信永中和達成共識。按照審核委員會之建議，國富浩華(香港)會計師事務所有限公司(「國富浩華」)於同日獲委任為本集團之新核數師。由於本公司與國富浩華未能就若干事項達成共識及協議，國富浩華已於二零一九年六月三十日辭任本集團之核數師。按照審核委員會之建議，於二零一九年七月二日，董事會議決委任中匯安達會計師事務所有限公司(「中匯」)為本集團之核數師。

### 核數師

本公司截至二零一九年三月三十一日止年度之綜合財務報表已由中匯審核。本公司將於應屆股東週年大會提呈決議案，續聘中匯為本公司之核數師。

承董事會命  
蓮和醫療健康集團有限公司

執行董事  
華云波

二零一九年九月二十五日

## Corporate Governance Report 企業管治報告

### OVERVIEW

The Company has formulated and maintained a high standard of corporate governance practices in order to safeguard the interest of shareholders, employees and other stakeholders of the Company.

### CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules during the year ended 31 March 2019, except for the following deviations:

- Code provision A.4.1 of the CG Code provides that the non-executive directors should be appointed for a specific term and subject to re-election. The non-executive Director and independent non-executive Directors were not appointed for specific terms. In accordance with the Article 84 of the Articles of Association of the Company, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are in line to those of the CG Code.
- Code provision E.1.2 of the CG Code provides interpretation that the chairman of the board of directors should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, he should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting. Ms. Zhang Xuyang, the then chairman of the Audit Committee did not attend the annual general meeting of the Company held on 7 September 2018 (the "2018 AGM") as she had another engagement. All other members of the Board attended the 2018 AGM. The Company considers that the members of the Board who attended the 2018 AGM were able to sufficiently answering questions from shareholders at the 2018 AGM.

The Board will continue to review and recommend such steps as appropriate in a timely manner in order to comply with the requirements of the CG Code.

### 概覽

為了維護本公司股東、員工及其它利益相關者之利益，本公司制定及保持高水平企業管治常規。

### 企業管治常規

本公司於截至二零一九年三月三十一日止年度一直遵守上市規則附錄十四所載企業管治守則(「企業管治守則」)所載守則條文，惟以下偏離情況除外：

- 企業管治守則之守則條文A.4.1規定，非執行董事應按明確任期獲委任，並須重選連任。非執行董事及獨立非執行董事並無明確任期。根據本公司組織章程細則第84條，於每屆股東週年大會上，當時在任董事其中三分之一(倘人數並非三之倍數，則為最接近但不少於三分之一之人數)須輪值退任，惟每名董事至少須每三年於股東週年大會上輪值退任一次。因此，董事會認為已採取足夠措施確保本公司之企業管治常規符合企業管治守則規定。
- 企業管治守則之守則條文E.1.2規定，董事會主席應出席股東週年大會。彼亦應邀請審核委員會、薪酬委員會、提名委員會及任何其他委員會(視適用情況而定)之主席出席。若有關委員會主席未克出席，彼應邀請另一名委員會成員(或如該名委員會成員未克出席，則由其適當委任之代表)出席。該等人士須在股東週年大會上回答提問。時任審核委員會主席張旭陽女士因另一項活動而未能出席本公司於二零一八年九月七日舉行之股東週年大會(「二零一八年股東週年大會」)。董事會所有其他成員已出席二零一八年股東週年大會。本公司認為，出席二零一八年股東週年大會之董事會其他成員可於二零一八年股東週年大會充分回答股東提問。

董事會將繼續適時檢討及建議合適之措施，以符合企業管治守則之規定。

## Corporate Governance Report 企業管治報告

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the standard for securities transactions by Directors. The Company has made specific enquiries of all the Directors and all the Directors confirmed that they have complied with the required standards set out in the Model Code and its code of conduct regarding Directors' securities transactions for the year ended 31 March 2019.

### BOARD OF DIRECTORS

The Board currently comprises seven members, being three executive Directors, one non-executive Director and three independent non-executive Directors. The list of Directors is set out in the section headed "Directors' Report" and the details of the Directors including their backgrounds and qualifications are set out in the section headed "Biographical Details of Directors" of this annual report. Each of the Directors has no fixed term of service with the Company and has not entered into service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation but is subject to retirement and re-election in accordance with the Articles of Association.

The Board assumes responsibility for the leadership and control of the Company and its members are collectively responsible for promoting the business of the Company by formulating the Group's overall strategies and policies, approving the business plans, evaluating the performance of the Group in pursuit of the Group's overall strategies and overseeing the management of the Group. The Board has established three committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. The management of the Group is responsible for the day-to-day operations of the Group, and implementing the business strategies and plans formulated and approved by the Board.

All Directors have acted in good faith for the best interests of the Company and the stakeholders of the Company. Other than the statutory duties imposed on each of them, all of the Directors have exercised due care in monitoring the corporate matters of the Company and have provided grave concern, sufficient time and attention to all the significant issues and affairs of the Group.

### 董事之證券交易

本公司已採納上市規則附錄十所載標準守則作為董事進行證券交易之準則。本公司已向全體董事作出特定查詢，全體董事確認，彼等於截至二零一九年三月三十一日止年度一直遵守標準守則所載規定標準及其有關董事進行證券交易之行為守則。

### 董事會

董事會現由七名成員組成，即三名執行董事、一名非執行董事及三名獨立非執行董事。董事名單載於本年報「董事會報告」一節，而董事之詳情(包括背景及資格)則載於「董事履歷詳情」一節。各董事於本公司並無固定服務年期，亦無與本公司訂立本公司不可於一年內不作補償(法定補償除外)而終止之服務合約，惟須根據組織章程細則退任及重選連任。

董事會負責領導及監控本公司，其成員則負責合作透過制訂本集團之整體策略及政策、批准業務計劃、根據本集團之整體策略評估本集團表現以及監管本集團之管理，從而推廣本公司之業務。董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會。本集團之管理層須負責就執行經董事會制訂及批准之業務策略及計劃而進行之本集團日常運作。

全體董事均真誠行事，為本公司及本公司利益相關者謀求最佳利益。除各自須承擔之法定職務外，全體董事均嚴謹監督本公司之公司事務，並付出充足的時間及精力，密切關注本集團各項重大事項及事務。

## Corporate Governance Report 企業管治報告

Each of the independent non-executive Directors has made an annual confirmation to the Company concerning his or her independence pursuant to the Listing Rules. The Company considers that all the independent non-executive Directors meet the guidelines for assessing independence as set out in Rule 3.13 of the Listing Rules and are considered to be independent.

各獨立非執行董事已根據上市規則向本公司作出年度確認，確認彼等之獨立身分。本公司認為各獨立非執行董事均符合上市規則第3.13條所載評估獨立身分之指引，故被視為獨立人士。

The number of Board meetings and general meetings attended by each Director during the year ended 31 March 2019 is set out below:

各董事於截至二零一九年三月三十一日止年度出席董事會會議及股東大會次數如下：

Executive Directors		Number of Board meetings attended	Number of general meetings attended
執行董事		出席董事會會議次數	出席股東大會次數
Mr. Hua Yunbo (Chairman and President)	华云波先生(主席兼總裁)	11/11	1/1
Ms. Shan Hua (Chief executive officer)	单华女士(行政總裁)	8/11	1/1
Mr. Man Wai Lun	文偉麟先生	3/3	0/0
Mr. Ng Kung Poon	吳恭本先生	1/2	0/0
Mr. Chung Yuk Lun	鍾育麟先生	1/1	0/0
Non-executive Directors		Number of Board meetings attended	Number of general meetings attended
非執行董事		出席董事會會議次數	出席股東大會次數
Dr. Feng Xiaogang	馮曉剛博士	9/11	1/1
Independent Non-executive Directors		Number of Board meetings attended	Number of general meetings attended
獨立非執行董事		出席董事會會議次數	出席股東大會次數
Mr. Liu Xinghua	刘兴华先生	11/11	1/1
Mr. Zhou Jian	周健先生	10/11	1/1
Mr. Zheng Chunlei	郑春雷先生	9/11	1/1
Ms. Zhang Xuyang	张旭阳女士	11/11	0/1
Mr. Chan Kam Wah	陳錦華先生	0/0	0/0
Mr. Cheng Chun Man	鄭振民先生	0/0	0/0



## Corporate Governance Report 企業管治報告

Save for regular Board meetings held during the year ended 31 March 2019, meetings of the Directors were held to discuss and transact other special businesses. The Board members are provided with appropriate and sufficient information in a timely manner to keep abreast of the Group's latest developments. All businesses transacted at the Board meetings are properly documented and recorded.

In respect of the corporate governance functions, the Board formulated their terms of reference and performed the following corporate governance duties during the year ended 31 March 2019:

- To review the Company's policies and practices on corporate governance and make recommendations;
- 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;
- To develop, review and monitor the code of conduct applicable to directors and employees; and
- To review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the year ended 31 March 2019 and up to the date of this annual report, Mr. Hua Yunbo is the chairman to the Board providing leadership to the Board and Ms. Shan Hua acts as the chief executive officer of the Company overseeing the general management and daily operation of the Group.

除於截至二零一九年三月三十一日止年度舉行之董事會常規會議外，董事會亦舉行會議討論及處理其他特別事項。董事會成員會適時取得適當且充足之資料，使彼等瞭解本集團之最新發展情況。所有於董事會會議審議之事項均已妥善存檔及記錄。

企業管治職能方面，董事會制訂了職權範圍，並於截至二零一九年三月三十一日止年度內履行了下列企業管治職責：

- 檢討本公司企業管治政策及常規，並提出建議；
- 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；
- 制定、檢討及監察董事及僱員適用的操守守則；及
- 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露事項。

### 主席與行政總裁

企業管治守則之守則條文A.2.1規定，主席與行政總裁之角色應有區分，並不應由一人同時兼任。於截至二零一九年三月三十一日止年度及截至本年報日期，華云波先生擔任董事會主席領導董事會，而單華女士擔任本公司行政總裁監督本集團整體管理及日常營運。

## Corporate Governance Report 企業管治報告

### TRAINING FOR DIRECTORS

Each newly appointed Director receives a comprehensive and formal induction to ensure that he/she has an appropriate understanding of (i) the business and operations of the Group; (ii) his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements; (iii) the corporate governance code of the Company and (iv) the Model Code.

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for Directors will be arranged at the expenses of the Company whenever necessary. The Directors are committed to complying with code provision A.6.5 of the CG Code on Directors' training. The Directors have participated in continuous professional development to develop and refresh their knowledge and skills and provided their training records for the year ended 31 March 2019 to the Company.

### 董事培訓

每名獲委任之新董事均獲提供全面及正式之入職培訓，以確保彼可適當掌握(i)本集團之業務及營運；(ii)彼根據上市規則及相關監管規定須履行之職務及責任；(iii)本公司之企業管治守則；及(iv)標準守則。

董事將不斷獲得法定及監管機制發展以及業務環境之最新消息，以協助彼等履行職責。於有需要時，董事將獲安排接受持續簡報及專業發展，費用由本公司承擔。董事致力遵守企業管治守則之守則條文A.6.5有關董事培訓之規定。董事有參與增進及重溫彼等知識及技能之持續專業發展，並已向本公司提供彼等於截至二零一九年三月三十一日止年度之培訓記錄。

Name of Directors	董事姓名	Topics on training covered (Notes) 所涵蓋之培訓主題(附註)
Hua Yunbo	华云波	(1)
Shan Hua	单华	(1), (2), (3), (4)
Man Wai Lun	文偉麟	(1), (2), (3), (4)
Chung Yuk Lun	鍾育麟	(1), (2), (3), (4)
Ng Kung Poon	吳恭本	Nil無
Feng Xiaogang	馮曉剛	Nil無
Liu Xinghua	刘兴华	(1), (2)
Zhou Jian	周健	Nil無
Zheng Chunlei	郑春雷	(1), (4)
Zhang Xuyang	张旭阳	(1)
Chan Kam Wah	陳錦華	(1), (2), (3)

- Notes附註: (1) laws, rules and regulations法例、法規及規則  
(2) finance, accounting or taxation財務、會計或稅務  
(3) management管理  
(4) business related to the Company與本公司業務相關

## Corporate Governance Report 企業管治報告

### DIRECTORS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors.

### REMUNERATION COMMITTEE

The principal responsibilities of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and members of the senior management of the Company and to determine the specific remuneration packages of all executive Directors and members of the senior management of the Company. The terms of reference of the Remuneration Committee have been posted on the website of the Stock Exchange and the Company, respectively.

The Remuneration Committee is chaired by an independent non-executive Director. The Remuneration Committee comprises of two independent non-executive Directors and one executive Director.

The Remuneration Committee held 4 meetings during the year ended 31 March 2019. Details of the attendance of the committee members are as follows:

Committee Members	Attendance	委員會成員	出席率
Mr. Zhou Jian ( <i>the then Chairman of the Committee</i> )	4/4	周健先生(時任委員會主席)	4/4
Ms. Shan Hua	3/4	单华女士	3/4
Ms. Zhang Xuyang	4/4	张旭阳女士	4/4

The major work performed by the Remuneration Committee during the year ended 31 March 2019 included, amongst other things, the following:

- reviewing the remuneration policy for Directors and senior management and making recommendation to the Board;
- making recommendations on the remuneration packages of the non-executive directors; and
- reviewing and determining the remuneration of the executive Directors and members of the senior management.

### 董事之保險

本公司已就其董事可能會面對之任何法律訴訟作出適當之投保安排。

### 薪酬委員會

薪酬委員會之主要職責為對本公司有關董事及本公司高級管理層成員全體薪酬之政策及架構向董事會提供建議，並釐定全體執行董事及本公司高級管理層成員之特定薪酬組合。薪酬委員會之職權範圍已分別登載於聯交所及本公司網站。

薪酬委員會由一名獨立非執行董事擔任主席。薪酬委員會由兩名獨立非執行董事及一名執行董事組成。

薪酬委員會於截至二零一九年三月三十一日止年度曾舉行4次會議。委員會成員之出席詳情如下：

薪酬委員會於截至二零一九年三月三十一日止年度履行之主要工作其中包括以下各項：

- 檢討董事及高級管理層薪酬政策並向董事會提供建議；
- 就非執行董事薪酬組合提供建議；及
- 檢討及釐定執行董事及高級管理層成員之薪酬。

## Corporate Governance Report 企業管治報告

### REMUNERATION POLICY OF THE DIRECTORS

The remuneration of Directors is determined by the Remuneration Committee having regard to the performance of individuals and market trends. The Company also adopted a share option scheme on 18 September 2012 for the primary propose of providing incentives to any Directors and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers to the Group who the Board considers, in its sole discretion, have contributed or shall contribute to the Group.

The remuneration of the Directors, being the senior management of the Company, by band for the year ended 31 March 2019 is set out below:

Remuneration band	Number of persons
Not more than HK\$1,000,000	9
HK\$1,000,001–HK\$2,000,000	Nil
HK\$2,000,001–HK\$3,000,000	2

Particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 12 to the consolidated financial statements in this annual report.

### NOMINATION COMMITTEE

The principal responsibilities of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed change and to review the board diversity policy of the Company and review the measurable objectives that the Board has set for implementing such policy and the progress on achieving the objectives and appointment of directors and senior management. The terms of reference of the Nomination Committee have been posted on the website of the Stock Exchange and the Company, respectively.

The Nomination Committee is chaired by an independent non-executive Director. The Nomination Committee comprises of one executive Director and two independent non-executive Directors.

### 董事之薪酬政策

董事薪酬乃由薪酬委員會按個別員工表現及市場走勢釐定。本公司亦於二零一二年九月十八日採納購股權計劃，主要目的在於獎勵董事會全權酌情認為已經或將會對本集團作出貢獻之本集團任何董事及僱員，以及本集團任何顧問、諮詢人、分銷商、承包商、供應商、代理、客戶、業務夥伴、合營業務夥伴、發起人及服務供應商。

董事（即本公司高級管理層）截至二零一九年三月三十一日止年度按範圍劃分之薪酬載列如下：

薪酬範圍	人數
不超過1,000,000港元	9
1,000,001港元至2,000,000港元	零
2,000,001港元至3,000,000港元	2

須根據上市規則附錄十六披露之董事薪酬及五名最高薪人士詳情載於本年報綜合財務報表附註12。

### 提名委員會

提名委員會之主要職責為定期審閱董事會之架構、規模及組成（包括其技巧、知識及經驗），就任何建議變動向董事會提供意見，檢討本公司之董事會成員多元化政策，並檢討董事會就實行該等政策制定之可計量目標及達成目標之進展以及委任董事及高級管理層。提名委員會之職權範圍已分別登載於聯交所及本公司網站。

提名委員會由一名獨立非執行董事擔任主席。提名委員會由一名執行董事及兩名獨立非執行董事組成。

## Corporate Governance Report 企業管治報告

The Nomination Committee held 3 meetings during the year ended 31 March 2019. Details of the attendance of the committee members are as follows:

提名委員會於截至二零一九年三月三十一日止年度曾舉行3次會議。委員會成員之出席詳情如下：

Committee Members	Attendance	委員會成員	出席率
Mr. Liu Xinghua ( <i>the then Chairman of the Committee</i> )	3/3	刘兴华先生(時任委員會主席)	3/3
Mr. Hua Yunbo	3/3	华云波先生	3/3
Mr. Zheng Chunlei	3/3	郑春雷先生	3/3
Mr. Chan Kam Wah	0/0	陳錦華先生	0/0
Mr. Man Wai Lun	0/0	文偉麟先生	0/0

The major work performed by the Nomination Committee during the year ended 31 March 2019 included, amongst other things, the following:

提名委員會於截至二零一九年三月三十一日止年度履行之主要工作其中包括以下各項：

- reviewing the structure, size, composition and diversity of the Board;
  - reviewing the board diversity policy;
  - considering and making recommendations to the Board for the appointment of Directors and management;
  - considering the re-election of Directors at the annual general meeting of the Company held in September 2018; and
  - reviewing the independence of the independent non-executive Directors.
- 檢討董事會之架構，人數及多元化；
  - 檢討董事會多元化政策；
  - 考慮委任董事及高級管理層及就此向董事會提供建議；
  - 於二零一八年九月舉行之本公司股東週年大會上考慮重選董事；及
  - 檢討獨立非執行董事之獨立性。

The Company has adopted a board diversity policy (the “**Board Diversity Policy**”) on 30 August 2013 which sets out its approach to achieve diversity on the Board to ensure that the Board has the appropriate balance of skills experience and diversity of perspectives appropriate to the requirements of the Company’s business with a view to achieving a sustainable and balanced development of the Company.

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(「**董事會成員多元化政策**」)，其中載列其達致董事會成員多元化之方法，確保董事會在技能、經驗及觀點多元化方面保持適當平衡並切合本公司業務需求，藉以令本公司得以可持續及均衡發展。

## Corporate Governance Report 企業管治報告

The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Company will also take into account factors based on its own business model and specific needs from time to time.

### AUDIT COMMITTEE

The principal responsibilities of the Audit Committee are to review the relationship with the auditors of the Company; review the financial information of the Group and oversee the Group's financial reporting system, internal control procedures and risk management system. The terms of reference of the Audit Committee has been amended and re-adopted by the Board on 1 April 2016 to include the risk management function, and the same has been published on the website of the Stock Exchange and the Company, respectively.

The Audit Committee comprises of three independent non-executive Directors and one of whom has the appropriate professional qualifications, or accounting or related financial management expertise.

The Audit Committee held 2 meetings during the year ended 31 March 2019. Details of the attendance of the committee members are as follows:

Committee Members	Attendance	委員會成員	出席率
Ms. Zhang Xuyang ( <i>the then Chairperson of the Committee</i> )	2/2	张旭阳女士(時任委員會主席)	2/2
Mr. Zheng Chunlei	2/2	郑春雷先生	2/2
Mr. Zhou Jian	2/2	周健先生	2/2
Mr. Chan Kam Wah	0/0	陳錦華先生	0/0

本公司尋求透過考慮多項因素(包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及任期)達致董事會成員多元化。本公司亦將按照其本身業務模式及不時之特別需要而考慮各項因素。

### 審核委員會

審核委員會之主要職責為檢討與本公司核數師之關係；審閱本集團之財務資料及監察本集團財務報告制度、內部監控程序及風險管理系統。董事會已於二零一六年四月一日修訂及重新採納審核委員會之職權範圍以包括風險管理職能，而有關職權範圍已刊載於聯交所及本公司網站。

審核委員會由三名獨立非執行董事組成，其中一名成員具備合適專業資格或會計或相關財務管理專業知識。

審核委員會於截至二零一九年三月三十一日止年度曾舉行2次會議。委員會成員之出席詳情如下：

## Corporate Governance Report 企業管治報告

The major work performed by the Audit Committee during the year ended 31 March 2019 included, amongst other things, the following:

- reviewing the annual results of the Group for the financial year ended 31 March 2018 with the conclusion that the preparations of such results have been complied with the applicable accounting standards;
  - reviewing the interim results of the Group for the six months ended 30 September 2018;
  - reviewing the effectiveness of the Group's internal control systems and procedures and risk management system; and
  - reviewing and recommending the re-appointment of the auditor to the Board for approval.
- 審閱本集團截至二零一八年三月三十一日止財政年度之年度業績，結論為有關業績之編製方式符合適用會計準則之規定；
  - 審閱本集團截至二零一八年九月三十日止六個月之中期業績；
  - 審閱本集團內部監控制度及程序及風險管理系統之成效；及
  - 檢討及推薦重新委任核數師予董事會批准。

### COMPANY SECRETARY

The company secretary of the Company (the "Company Secretary") supports the Board. All Directors have access to the advice and services of the Company Secretary.

The Company Secretary is Mr. Chung Yuk Lun ("Mr. Chung"). Mr. Chung has complied with the relevant professional training requirement of the Listing Rules during the year ended 31 March 2019.

審核委員會於截至二零一九年三月三十一日止年度履行之主要工作其中包括以下各項：

- 審閱本集團截至二零一八年三月三十一日止財政年度之年度業績，結論為有關業績之編製方式符合適用會計準則之規定；
- 審閱本集團截至二零一八年九月三十日止六個月之中期業績；
- 審閱本集團內部監控制度及程序及風險管理系統之成效；及
- 檢討及推薦重新委任核數師予董事會批准。

### 公司秘書

本公司之公司秘書(「公司秘書」)負責協助董事會，所有董事均可獲公司秘書提供意見及服務。

公司秘書為鍾育麟先生(「鍾先生」)。鍾先生於截至二零一九年三月三十一日止年度已遵守上市規則相關專業培訓規定。

## Corporate Governance Report 企業管治報告

### EXTERNAL AUDITOR

The Audit Committee is responsible for considering the appointment of the external auditor and reviewing any non-audit services performed by the external auditor. During the year ended 31 March 2019, the fee for audit and non-audit services to the Company's external auditors, for the provision of services are as follows:

		Shinewing 信永中和 HK\$'000 千港元	Crowe 國富浩華 HK\$'000 千港元	ZHONGHUI 中匯 HK\$'000 千港元
Audit services	核數服務	–	–	2,000
Non-audit services (including review of interim report and financial information)	非核數服務 (包括審閱中期報告 及財務資料)	374	1,320	–
		374	1,320	2,000

### 外聘核數師

審核委員會負責審議外聘核數師之任命及檢討外聘核數師提供之任何非核數服務。於截至二零一九年三月三十一日止年度，本公司外聘核數師提供之核數及非核數服務費用如下：

### DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Group. The responsibilities of the Directors and auditor of the Company are set out on pages 82 to 87 of this annual report.

### 董事及核數師於財務報表之責任

董事確認須負責編製本集團之財務報表。董事及本公司核數師之責任載於本年報第82至87頁。

### RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible to ensure that adequate systems of internal control and risk management are maintained within the Group, and to review their effectiveness through the Audit Committee. The internal control and risk management systems are designed to meet the Group's particular needs and the risks to which it is exposed, and by their nature can only provide reasonable, but not absolute assurance against misstatement or loss and to manage, but not to eliminate, risks of failure in achieving the Group's objectives. Practicable and effective internal control systems and procedures and risk management systems have been implemented by the Group to enhance internal control and risk management on an ongoing basis.

### 風險管理及內部監控

董事會負責確保本集團維持足夠之內部監控及風險管理系統，並透過審核委員會檢討其成效。內部監控及風險管理系統乃專為應付本集團之特定需要及所須承受風險而設，惟其性質使然，僅能就有關錯誤陳述或損失提供合理而非絕對之保證，管理而非消除無法達致本集團目標之風險。本集團已實施實際可行及有效之內部監控系統及程序及風險管理系統，以持續加強內部監控及風險管理。



## Corporate Governance Report 企業管治報告

### MAIN FEATURES OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS (“SYSTEMS”)

#### Control structure

##### The Board

- ensure the maintenance of appropriate and effective Systems in order to safeguard the shareholders' investment and assets of the Group;
- define management structure with clear lines of responsibility and limit of authority; and
- determine the nature and extent of significant risk that the Company is willing to take in achieving the strategic objectives and formulate the Group's risk management strategies.

##### Audit Committee

- oversee the Systems of the Group;
- review and discuss with the management annually to ensure that the management has performed its duty to have effective Systems; and
- consider major findings on internal control matters and make recommendations to the Board.

##### The management

- design, implement and monitor the Systems properly and ensure the Systems are executed effectively;
- monitor risks and take measures to mitigate risks in day-to-day operations;
- give prompt responses to, and follow up the findings on internal control matters; and
- provide confirmation to the Board on the effectiveness of the Systems.

##### Internal Audit Function

- carry out the analysis and independent appraisal of the adequacy and effectiveness of the Systems.

### 風險管理及內部監控系統(「該等系統」)之主要特點

#### 監控架構

##### 董事會

- 確保維持合適及有效的該等系統，以保障股東投資及本集團資產；
- 制定有明確責任及權限的管理架構；及
- 釐定本公司就達致戰略目標所願承擔之重大風險之性質及程度，並制定本集團之風險管理策略。

##### 審核委員會

- 監察本集團之該等系統；
- 每年與管理層檢討並討論，以確保管理層履行其職責以維持該等系統之有效性；及
- 考慮有關內部監控事宜的重要調查結果並向董事會提出建議。

##### 管理層

- 妥善設計、實施及監督該等系統，並確保該等系統得以有效執行；
- 監督風險並採取措施降低日常營運風險；
- 對有關內部監控事宜之調查結果作出及時的回應及跟進；及
- 向董事會確認該等系統之有效性。

##### 內部審核職能

- 對該等系統之充足性及有效性進行分析及獨立評核。

## Corporate Governance Report 企業管治報告

### Control approach

The risk management process includes risk identification, risk evaluation and risk management measures.

The management conducted interviews with relevant staff members, reviewing relevant documentation of the internal control system, identifying and evaluating findings of any deficiencies in the design of the Group's internal control system, providing recommendations for improvement and following up on the effectiveness of implementation of such recommendations, where appropriate. The scope and findings of review on the risk management and internal control are reported to and reviewed by the Audit Committee annually.

Procedure manuals and operational guidelines are in place to safeguard the assets against unauthorised use or disposition, ensuring maintenance of proper accounting records in compliance with the applicable laws, rules and regulations for the provision of reliable financial information for internal use and/or external publication.

### INTERNAL AUDIT FUNCTION

The Board has outsourced the internal audit function to a professional firm during the year ended 31 March 2019 to review the risk management and internal control system of the Group. The report identified the findings in internal control system of the Company, the risks associated with operating units of the Company and the recommendations to rectify the findings in internal control systems and to lower the risks identified. Most of the recommendations have been adopted and implemented with the remaining ones to be implemented in due course.

During the year ended 31 March 2019, the Board, through the Audit Committee, has reviewed effectiveness of the Group's systems of internal control and risk management in respect of financial, operational and compliance aspect annually and considers that the systems are adequate and effective.

The Board, through the Audit Committee, has also reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting functions, and consider that they are adequate.

### 監控方法

風險管理過程包括風險識別，風險評估及風險管理措施。

管理層與相關員工進行面談，並審閱內部監控系統相關文件，識別及評估本集團內部監控系統設計中所發現之任何不足，就改善措施提供建議及跟進實施有關建議之有效性(倘適用)。對風險管理及內部監控審閱的範圍及結果會每年呈報審核委員會並經其審核。

制定該等手冊及指引以保障資產，以免未經授權使用或處置，確保遵守適用法律、法規及規則維持適當會計記錄，以提供可靠財務資料供內部使用及／或對外刊發。

### 內部審核職能

董事會於截至二零一九年三月三十一日止年度將內部審核職能外判予專業事務所，以審閱本集團之風險管理及內部監控制度。報告識別出本公司內部監控制度之有關發現、與本公司營運單位相關之風險以及糾正內部監控制度有關發現和減低所識別風險之推薦建議。大部分建議已獲採納並予以執行，而餘下建議將於適當時候予以實施。

董事會於截至二零一九年三月三十一日止年度已透過審核委員會每年檢討本集團財務、營運及合規方面內部監控及風險管理系統之成效，並認為系統為完備及有效。

董事會已透過審核委員會檢討並認為本集團的會計及財務匯報職能之資源、員工資歷及經驗，培訓課程及預算為足夠。

## Corporate Governance Report 企業管治報告

### DIVIDEND POLICY

The Company has adopted a dividend policy (the “Dividend Policy”) where the Company would, where the situation allows, declare dividends to shareholders taking into consideration the Group’s distributable profits generated during the year, the financial situation and liquidity of the Group, the funding needs for future investment and development purposes. The payment of dividend is also subject to any restrictions under the laws of Cayman Islands, the laws of Hong Kong and the articles of association of the Company.

### PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with requirements of SFO and the Listing Rules in relation to the handling and dissemination of inside information. The Group discloses inside information to the public as soon as reasonably practicable. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public.

### COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company regards high quality reporting as an essential element in building successful relationships with its shareholders. The Company always endeavour to provide relevant information to existing and potential investors, not only to comply with the different requirements in force but also to enhance transparency and communications with shareholders and the investing public. Regular and publicly available disclosures about important issues, including performance, fundamental business strategy, governance and the management of risk are made through various channels:

- the Company’s annual general meeting;
- interim and annual results announcements published on the websites of the Company and the Stock Exchange;
- interim and annual reports of the Company delivered to all shareholders;

### 股息政策

本公司已採納股息政策(「股息政策」)，如情況許可，本公司將考慮本集團於年內產生之可供分派溢利、本集團之財務狀況及流動資金以及可供未來投資及發展用途之資金需求，向股東宣派股息。派付股息亦須遵守開曼群島法例、香港法例及本公司組織章程細則之任何限制。

### 處理及發放內幕消息之程序及內部監控

本集團遵守證券及期貨條例以及上市規則有關處理及發放內部資料之規定。本集團必須在合理地切實可行的範圍內盡快向公眾披露任何內幕消息。本集團在向公眾全面披露有關消息前，應確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外泄，便應即時向公眾披露該消息。

### 與股東及投資者之溝通

本公司認為高質素之報告是與股東成功建立關係之重要元素。本公司一直致力向現有及潛在投資者提供有關資料，不僅符合現時生效之各種規定，亦同時提高透明度及加強與股東及公眾投資者之溝通。本公司亦經各種渠道，定期及公開披露重大事宜，包括表現、基本業務策略、管治及管理風險之資料：

- 本公司股東週年大會；
- 於本公司及聯交所網站登載中期及年度業績公佈；
- 寄發本公司中期及年度報告予全體股東；

## Corporate Governance Report 企業管治報告

- timely update of the websites of the Stock Exchange and the Company;
- meeting with shareholders;
- regular circulars and letters to shareholders; and
- prompt news releases and announcements regarding major corporate actions and business initiatives.

The Company maintains a website at [www.lifehealthcare.com](http://www.lifehealthcare.com) where the Company's announcements, circulars, notices, financial reports, business developments, press releases and other information are posted.

The Company is committed to ensuring that it is in full compliance with disclosure obligations stipulated under the Listing Rules and other applicable laws and regulations, and that all shareholders and potential investors of the Company have an equal opportunity to receive and obtain externally available information that is released by the Group.

The Company always welcome shareholders' views and input. Shareholders and other stakeholders may at any time address their concerns to the Company by mail to the Company's principal office in Hong Kong at Unit 3, 10/F, Bank of East Asia Harbour View Centre, No. 56 Gloucester Road, Wanchai, Hong Kong, or email to [ir@lifehealthcare.com](mailto:ir@lifehealthcare.com).

### SHAREHOLDERS' RIGHTS

#### Convening an extraordinary general meeting by shareholders

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

- 適時更新聯交所及本公司網站；
- 與股東會面；
- 定期向股東發出通函及函件；及
- 主動發表關於主要公司活動及經營方案之新聞稿及公佈。

本公司設有公司網站 [www.lifehealthcare.com](http://www.lifehealthcare.com)，登載本公司之公佈、通函、通告、財務報告、業務發展、新聞稿及其他資料。

本公司致力確保全面遵守上市規則及其他適用法例與法規訂明之披露責任，而全體股東及本公司潛在投資者均具有相同機會，可獲得及取得本集團對外公佈之資料。

本公司向來歡迎股東提供觀點及意見。股東及其他利益相關者可隨時向本公司發出信函予本公司之香港主要辦事處，地址為香港灣仔告士打道56號東亞銀行港灣中心10樓3室，或電郵至 [ir@lifehealthcare.com](mailto:ir@lifehealthcare.com)，提出彼等之關注事項。

### 股東權利

#### 股東召開股東特別大會

根據組織章程細則第58條，任何一名或多名於遞呈要求之日期持有不少於附帶於本公司股東大會表決權之本公司繳足股本十分之一之股東，於任何時候均有權透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會應於遞呈該要求後兩(2)個月內舉行。倘於有關遞呈後二十一(21)日內，董事會未有召開該大會，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生之合理開支。

## Corporate Governance Report 企業管治報告

### Putting forward proposals at general meetings

A shareholder shall make a written requisition to the Board or the Company Secretary at the Company's principal office in Hong Kong at Unit 3, 10/F, Bank of East Asia Harbour View Centre, No. 56 Gloucester Road, Wanchai, Hong Kong, specifying the shareholding information of the shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

### CONSTITUTIONAL DOCUMENTS

There has been no change to the Company's constitutional documents during the year ended 31 March 2019.

### 於股東大會上提呈建議

股東須致函本公司香港主要辦事處(地址為香港灣仔告士打道56號東亞銀行港灣中心10樓3室)向董事會或公司秘書提出書面要求，當中列明該股東之股權資料、其詳細聯絡資料，以及擬就任何特定事項／事宜而於股東大會上提呈之建議及其證明文件。

### 憲章文件

本公司憲章文件於截至二零一九年三月三十一日止年度概無變動。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ABOUT THE REPORT

Life Healthcare Group Limited and its subsidiaries (collectively the “Group” or “We”) are pleased to publish the Environmental, Social and Governance (“ESG”) Report for the reporting period from 1 April 2018 to 31 March 2019 (the “Year”). The ESG Report summarizes the Group’s efforts and achievements in corporate social responsibility and sustainable development. As for the information of corporate governance, please refer to the Corporate Governance Report on pages 53 to 68 of this annual report.

### Scope of the Report

The ESG Report focuses on the environmental and social performance of the Group’s business in providing healthcare services in the People’s Republic of China (the “PRC”). The disclosure of the key performance indicators (“KPIs”) in the Year focuses on the research and development centre of the Group in Economic-Technological Development Area in Yizhuang, Beijing of the PRC. The ESG Report presents our sustainability approach and performance in the environmental and social aspects of our business in the Year. The Group will continue to strengthen information collection in order to enhance its environmental performance and to further disclose relevant information on sustainable development.

### Reporting Framework

The ESG Report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” under Appendix 27 to the Listing Rules.

### Information and Feedbacks

For detailed information about environmental, social and corporate governance, please refer to the official website (<http://www.lifehealthcare.com>) and the annual report of the Group. Your opinions will be highly valued by the Group. If you have any advice or suggestions, please contact us via email at [ir@lifehealthcare.com](mailto:ir@lifehealthcare.com).

### 關於報告

蓮和醫療健康集團有限公司及其附屬公司(統稱「本集團」或「我們」)欣然發表其於二零一八年四月一日至二零一九年三月三十一日報告期間(「本年度」)之環境、社會及管治(「ESG」)報告。ESG報告概述本集團於企業社會責任及可持續發展方面作出之貢獻及成就。有關企業管治之資料，請參閱本年報第53至68頁企業管治報告。

### 報告範圍

ESG報告集中於本集團在中華人民共和國(「中國」)提供健康服務業務時之環境及社會表現。本年度之關鍵績效指標(「關鍵績效指標」)集中披露本集團位於中國北京亦莊經濟技術開發區之研發中心。ESG報告呈列本年度我們的業務在環境及社會方面之可持續發展方針及表現。本集團將繼續加強資料收集，以提升其環境表現及進一步披露可持續發展之相關資料。

### 報告框架

ESG報告乃根據上市規則附錄二十七《環境、社會及管治報告指引》編製。

### 資料及回饋意見

有關環境、社會及企業管治之詳細資料，請參閱本集團官方網站(<http://www.lifehealthcare.com>)及年報。本集團非常重視閣下的意見。閣下如有任何意見或建議，請電郵至 [ir@lifehealthcare.com](mailto:ir@lifehealthcare.com)。

## Environmental, Social and Governance Report 環境、社會及管治報告

### ESG Governance

The Group is fully aware of the important role of the Board of Directors (the "Board") in the formulation and implementation of its ESG strategies and policies. To ensure the Group's continual steps towards sustainable development, the Board shoulders the primary responsibilities of assessing and controlling ESG related risks, so that proper and effective ESG risk management measures and internal control system can be established. The Board also delegates authority to the management of functional departments, where relevant ESG policies are formulated and executed.

### Stakeholder Engagement

We have engaged our employees from different departments to help us recognise our sustainability performance. The diligently collected and carefully analyzed information was not only the Group's sustainable initiatives during the Year, but also the basis for the Group to map out short-term and long-term sustainability strategies.

Stakeholders' opinions are vital for the Group while adjusting its business objectives and strategies as well as seizing opportunities. Therefore, the Group strives to maintain a trustful and supporting relationship with its stakeholders in order to understand their expectation and needs through effective communication.

### ESG 管治

本集團充分了解董事會(「董事會」)在制定並實施其ESG策略及政策時擔當之重要角色。為確保本集團可持續發展方面不斷邁步向前，董事會肩負著評估及監控ESG相關風險之首要職責，以便制定適當及行之有效的ESG風險管理措施以及內部監控制度。董事會亦授權職能部門之管理層負責制定並執行相關ESG政策。

### 持份者參與

我們邀請不同部門之僱員協助了解我們的可持續發展表現。經審慎收集及仔細分析之資料不僅是本集團於本年度實施之可持續發展措施，亦是本集團制定短期及長期可持續發展策略之基礎。

持份者意見對本集團調整業務目標和策略，以及把握機會都至關重要。因此，本集團銳意與其持份者維持互相信任及扶持之關係，務求透過有效溝通了解其期望及需要。

## Environmental, Social and Governance Report 環境、社會及管治報告

Stakeholders 持份者	Expectations and Needs 期望及需要	Means of Communication and Response 溝通方式及回應
Government and Regulators 政府及監管機構	<ul style="list-style-type: none"> <li>• Strict compliance with national policies, laws and regulations</li> <li>• Paying taxes in full and on time</li> </ul>	<ul style="list-style-type: none"> <li>• Regular information reporting</li> <li>• Examinations and inspections</li> </ul>
Shareholders 股東	<ul style="list-style-type: none"> <li>• Returns</li> <li>• Operation in compliance with laws</li> </ul>	<ul style="list-style-type: none"> <li>• General meetings</li> <li>• Announcements</li> </ul>
Business Partners 商業夥伴	<ul style="list-style-type: none"> <li>• Operational integrity</li> <li>• Equal rivalry</li> <li>• Performance of contracts</li> <li>• Mutual benefits and win-win situations</li> </ul>	<ul style="list-style-type: none"> <li>• Review and appraisal meetings</li> <li>• Business communications</li> <li>• Exchanges and discussions</li> <li>• Engagement and cooperation</li> </ul>
Customers 客戶	<ul style="list-style-type: none"> <li>• Outstanding products and services</li> <li>• Health and safety</li> <li>• Performance of contracts</li> <li>• Operational integrity</li> <li>• Privacy protection</li> </ul>	<ul style="list-style-type: none"> <li>• Customer service center and hotlines</li> <li>• Customer feedback survey</li> <li>• Customer communication meetings</li> <li>• Social media platforms</li> <li>• Calling for feedback</li> </ul>



## Environmental, Social and Governance Report 環境、社會及管治報告

Stakeholders 持份者	Expectations and Needs 期望及需要	Means of Communication and Response 溝通方式及回應
Environment 環境	<ul style="list-style-type: none"> <li>Compliant emission</li> <li>Energy saving and emission reduction</li> <li>Ecosystem protection</li> <li>合規排放</li> <li>節能減排</li> <li>保護生態</li> </ul>	<ul style="list-style-type: none"> <li>Communication with local environmental department</li> <li>Reporting</li> <li>與地方環境部門溝通</li> <li>匯報</li> </ul>
Industry 行業	<ul style="list-style-type: none"> <li>Promoting industry development</li> <li>促進行業發展</li> </ul>	<ul style="list-style-type: none"> <li>Compliance with industry standards</li> <li>Participation in industry forums</li> <li>Exchange visits</li> <li>遵守行業標準</li> <li>參與行業論壇</li> <li>交流訪問</li> </ul>
Employees 僱員	<ul style="list-style-type: none"> <li>Protection of rights</li> <li>Occupational health</li> <li>Remunerations and benefits</li> <li>Career development</li> <li>Humanity cares</li> <li>保障權利</li> <li>職業健康</li> <li>薪酬及福利</li> <li>事業發展</li> <li>人文關懷</li> </ul>	<ul style="list-style-type: none"> <li>Employee communication meetings</li> <li>Corporate journal, intranet and email</li> <li>One-to-one communication</li> <li>Training and workshops</li> <li>Employee activities</li> <li>僱員溝通會議</li> <li>企業期刊、內聯網及電郵</li> <li>一對一溝通</li> <li>培訓及工作坊</li> <li>僱員活動</li> </ul>
Community and the Public 社區及公眾	<ul style="list-style-type: none"> <li>Improvement of community environment</li> <li>Participation in charity</li> <li>Information transparency</li> <li>改善社區環境</li> <li>參與慈善活動</li> <li>資訊透明</li> </ul>	<ul style="list-style-type: none"> <li>Communication through property management</li> <li>Social media platforms</li> <li>Announcement</li> <li>透過物業管理溝通</li> <li>社交媒體平台</li> <li>公告</li> </ul>

## Environmental, Social and Governance Report 環境、社會及管治報告

The Group will continue to increase the involvement of stakeholders so as to collect their valuable and constructive opinions with a view to charting a course for long-term prosperity.

### PROTECTING THE ENVIRONMENT

#### Emissions

The Group is committed to minimising the environmental impact of its business activities and has strictly complied with relevant laws and regulations, such as the Regulations on the Administration of Medical Wastes (《醫療廢物管理條例》) and Measures for Medical Wastes Management of Medical and Health Institutions (《醫療衛生機構醫療廢物管理辦法》).

The wastes generated from our business operation are mainly medical wastes and general wastes. Hazardous medical wastes, such as blood samples, are collected separately to prevent contamination. They are disinfected before being put in the sealed containers, and then delivered to an entity of concentrated disposal of medical wastes for prompt treatment. Apart from hazardous medical wastes, non-hazardous medical wastes and general wastes are collected and delivered to the local environmental hygiene department for further handling.

Raw materials used in our daily operation are finished reagents instead of acid, alkali or other chemical reagents, and the testing process does not involve volatilization or evaporation of the raw materials. Therefore, generally there is no exhaust gas emission in our operation.

Our major type of wastewater is domestic sewage, which is filtered in septic tanks and then discharged to the municipal drainage system.

本集團將繼續提高持份者之參與程度，收集具建設性的寶貴意見，為長遠昌盛的發展定下方向。

#### 保護環境

##### 排放物

本集團致力降低其業務活動對環境的影響，並嚴格遵守相關法律及法規，例如《醫療廢物管理條例》及《醫療衛生機構醫療廢物管理辦法》。

我們業務營運產生之廢物主要為醫療廢物及一般廢物。我們將血液樣本等有害醫療廢物分開收集以防止污染，並於消毒後將其存於密封容器，然後運送至集中處理醫療廢物之單位作及時處置。除有害醫療廢物外，無害醫療廢物及一般廢物均由地方環境衛生部門收集作進一步處理。

我們日常營運所用原材料均為不含酸、鹼或其他化學品之成品試劑，且不會在檢驗過程中揮發或蒸發。因此，正常情況下，我們的營運業務並無廢氣排放。

我們的主要污水類型為生活污水。生活污水經化糞池過濾後排入市政污水管網。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Resources Conservation

The Group strives to create outstanding and effective management measures for resources conservation, so as to minimise the environmental impact of our daily operations.

As part of the environmental protection initiative, office areas are divided into multiple lighting zones with independent switches whereas the temperature of the air-conditioning system remains at a minimum of 26 degrees Celsius in the summer. Employees are also required to switch off the lighting, air-conditioning and other electronic appliances when not in use to reduce electricity consumption. We have also installed energy-saving lighting fixtures, such as T5 fluorescent lamps and LED lighting to increase energy efficiency.

To conserve water, we reduce the water pressure to the lowest practical level and use dual-flush toilets. Employees are reminded to turn off faucets tightly to avoid water wastage. Also, we carry out regular checks on concealed piping and fix dripping taps immediately to prevent water leakage.

In furtherance of our environmental commitment, we advocate concepts such as paperless office to lower paper consumption, and we also aim to further diminish greenhouse gas emissions. We promote the use of electronic systems, such as appointment booking application for healthcare services and communication via electronic means to reduce paper use. To reinforce our resources conservation measures, we have expanded our office administration system (OA System) in the Year. We also encourage employees to use both sides of papers and double-sided photocopying whenever possible.

In order to minimise waste disposal, non-reusable paper without confidential information is collected and sent to recycling companies for further handling. Employees are encouraged to avoid the use of disposable products, for example, to drink water from water carboy instead of drinking bottled water, especially during group meetings and trainings.

### 節約資源

本集團致力制定優質及行之有效的節約資源管理措施，以減少日常營運對環境之影響。

作為環境保護措施其中一環，我們將辦公室範圍分為多個照明區，設有獨立開關，並於夏季時將空調系統溫度維持於最低攝氏26度。僱員亦須關掉不必要的照明、空調及其他電子設備，以減少用電。我們亦安裝節能照明燈具，例如T5熒光燈及LED燈，以提高能源效益。

節約用水方面，我們將水壓降至實際所需及使用雙沖水式馬桶。我們亦提醒僱員關緊水龍頭，避免浪費食水。此外，我們定期檢查隱蔽管道，並即時修理滴水的水龍頭，以防止漏水。

為進一步實踐對環境之承諾，我們提倡辦公室無紙化等概念以減少用紙，亦銳意進一步減少溫室氣體排放。我們提倡使用電子系統，例如健康服務預約程式及使用電子溝通方式，以減少用紙。為加強節約資源措施，我們於本年度擴展辦公系統。我們亦鼓勵僱員盡可能善用紙張的兩面及使用雙面影印。

為減少棄置廢物，我們收集無機密資料之不可再用紙張，並送往回收公司作進一步處理。本集團鼓勵僱員避免使用即棄產品，尤其鼓勵彼等於進行小組會議及培訓時飲用桶裝水而非樽裝水。

## Environmental, Social and Governance Report 環境、社會及管治報告

In addition, we are devoted to reducing greenhouse gas emissions. Employees are also encouraged to use video and teleconferencing to substitute unnecessary business trips and to take direct flights for unavoidable business trips. Compared to the previous year, the implementation of such measures has reduced nearly 60% of personnel going on business trips during the Year, drastically reducing greenhouse gas emissions generated by business trips. In view of the increasing accessibility to Yizhuang office via public transportation, the Group has cancelled shuttle bus services to the office, and replaced it with increased transportation subsidies during the Year. The Group aims to encourage employees to commute through means such as public transportation and shared bicycles, in an attempt to reduce fuel and energy consumption. Besides, the office site selection process of the Group is governed by principles that prioritize accessibility to public transport, particularly subway services, so as to achieve our goal of emission reduction.

### CARING FOR EMPLOYEES

#### Employment Policies and Welfare

In its ongoing pursuit of the aim of "Taking People as the Foremost", the Group strictly abides by the requirements stipulated in the relevant employment laws and regulations regarding compensation, benefits and dismissal, such as the Labour Law of the PRC (《中華人民共和國勞動法》) and Labour Contract Law of the PRC (《中華人民共和國勞動合同法》).

As an equal opportunity employer, all job applicants with relevant professional qualifications and working experience receive equal consideration for employment, regardless of nationality, gender, age, race, religion or disability. After the job applicants accept our offers, identification checks are performed to ensure no child labour is employed. To prevent forced labour, employees' employment period, working hours, leave and job position are clearly stated in the employment contract. The working hours of employees are set in accordance with the relevant laws and regulations relating to working hours, so as to provide employees with sufficient rest. The Group has strictly complied with national and regional regulations in terms of statutory holidays that employees are entitled to different types of leaves, including annual leave, wedding leave, funeral leave, maternity leave, paternity leave and so on. In addition, certain special leaves are created to motivate employees, for example, employees can apply for additional annual leaves according to their working years in the Group.

此外，我們致力減少溫室氣體排放，亦鼓勵僱員利用視像電話會議取代不必要的出差；對於無法避免的出差，彼等應乘坐直航航班。與去年相比，於本年度推行有關措施已減少接近60%人次出差，大大減少差旅排放之溫室氣體。鑑於乘搭公共交通工具往返亦莊辦公室越趨方便，本集團於本年度已取消往返辦公室之穿梭巴士服務，並改為增加交通津貼。本集團致力鼓勵僱員乘搭公共交通工具及使用共享單車通勤，力求減少耗用燃料及能源。此外，本集團辦公室選址過程以多項原則為依據，當中優先考慮公共交通(特別是地鐵服務)是否便利，從而達成減排目標。

#### 關懷僱員

##### 僱員政策及福利

本集團一直堅守「以人為本」之宗旨，嚴格遵守有關補償、福利及解僱之相關僱傭法律及法規，例如《中華人民共和國勞動法》及《中華人民共和國勞動合同法》。

作為平等機會僱主，我們在僱傭時給予所有具備相關專業資格及工作經驗之求職者平等機會，不因國籍、性別、年齡、種族、宗教或身體殘疾而區別對待。求職者受聘後，需進行身份檢查，以確保並無聘用童工。為防止強制勞工，僱傭合約清楚列明僱員之僱用期、工作時數、假期及職位。僱員工作時數乃根據有關工作時數之相關法律及法規而制定，讓僱員得到充分休息。本集團嚴格遵守國家及地區有關法定假期的法規，僱員可享有不同類型之假期，包括年假、婚假、喪假、產假及待產假等。此外，為激勵僱員士氣，本集團更增設若干特別假期，例如僱員可因應其於本集團之年資申請額外年假。

## Environmental, Social and Governance Report 環境、社會及管治報告

Furthermore, the Group provides competitive remuneration package to employees and conducts annual remuneration reviews based on prevailing market standards and their working performance. Employees with outstanding performance in the appraisals will also be given promotion opportunities. In compliance with the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) and Regulations on Management of Housing Provident Fund (《住房公積金管理條例》), we pay "Five Social Insurances and One Housing Fund" for employees, including basic endowment insurance, basic medical insurance, unemployment insurance, employment injury insurance, maternity insurance and Housing Provident Fund. Upon receipt of resignation letter from employees, exit interview will be arranged to understand their reasons of resignation and payment of the outstanding wages will be made in a timely manner as required by relevant laws.

To promote the concept of work-life balance to employees, we organise leisure activities for our employees from time to time. In the Year, we have organised birthday parties and team building activities with festive gifts given out to foster positive workplace relationships as well as employees' sense of belongings towards the Group.

### Health and Safety

The Group attaches great importance to the protection of the health and safety of our employees and strictly complies with the laws and regulations in relation to labour protection, such as the Law of the PRC on the Prevention and Control of Occupational Diseases (《中華人民共和國職業病防治法》).

To ensure the safety of employees, they are required to undergo regular physical examination and attend occupational health and safety trainings to better understand the health and safety practices of the Group. In view of the potential exposure to hazards in workplace, employees, especially laboratory technicians, are provided with necessary personal protection equipment, including safety gloves, masks and protection suits. Protection suits and other equipment, such as biosafety cabinets, are regularly cleaned and disinfected to maintain employee cleanliness and workplace hygiene. Also, hazard signs are placed prominently in the entrances and exits of the laboratory. Eating, drinking or smoking is not allowed in the laboratory. In order to safeguard the health of employees and safety of properties, accident handling procedures have been set up in case of emergencies.

此外，本集團向僱員提供具競爭力的薪酬組合，並根據現行市況及僱員工作表現進行年度薪酬檢討。績效考評中表現出色的僱員亦將獲得晉升機會。為遵守《中華人民共和國社會保險法》及《住房公積金管理條例》，我們為僱員繳納「五險一金」，包括基本養老保險、基本醫療保險、失業保險、工傷保險、生育保險及住房公積金。接獲僱員辭職信後，我們將安排離職面談以了解僱員辭職原因，並根據相關法律規定依時支付僱員餘下工資。

為了向僱員宣揚工作與生活平衡之概念，我們不時為僱員舉辦休閒活動。本年度，我們曾舉辦生日派對及團隊建設活動，並送贈節慶禮物，以促進良好的職場關係及培養僱員對本集團之歸屬感。

### 健康與安全

本集團非常重視保障僱員健康及安全，並嚴格遵守有關勞工保障之法律及法規，例如《中華人民共和國職業病防治法》。

為確保僱員安全，我們要求僱員接受定期體檢及參加職業健康及安全培訓，讓僱員更了解本集團之健康及安全慣例。鑑於工作場所之潛在危險，我們為僱員（尤其實驗室技術人員）提供所需個人防護裝備，包括安全手套、口罩及防護服。我們定期清潔和消毒防護服及其他裝備（例如生物安全櫃），以保持僱員清潔及工作場地衛生。此外，於實驗室出入口顯眼地方皆有放置危險標誌。實驗室內不得飲食或吸煙。為保障僱員健康及財產安全，我們已制定意外處理程序應對緊急事故。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Training and Development

To facilitate new employees' adaptation to the job, orientation training is provided to new employees and a mentor is assigned to help them get familiar with the Group's practice. Moreover, various trainings designed in accordance with the needs of different departments are offered to enrich our employees' knowledge and professional skills. For new laboratory technicians, two types of specialty trainings are provided, namely theoretical training and practical training. Theoretical training introduces the working procedures and principles of genetic testing in laboratory, while practical training focuses on the demonstration of genetic testing. Those employees are required to attend an examination after the completion of each type of specialty training, to ensure they understand the knowledge and professional skills taught in the trainings.

Regular theoretical trainings are provided for the on-the-job laboratory technicians, so as to enhance their knowledge and quality. Speakers in charge of the trainings are from a variety of departments, such as research and development, pathology, quality control and quality assurance, and will prepare for different topics during the regular theoretical trainings. On-the-job laboratory technicians can join different trainings according to their interests and needs. Course evaluation is conducted after training to assess the teaching quality; outstanding speakers will be given cash rewards as an encouragement.

### OPERATING PRACTICES

#### Supply Chain Management

To minimise the impact of supply chain to our services, the Group selects suppliers based on stringent criteria, such as product quality, reputation and delivery time. Upon the arrival of the delivery, we undergo examinations to make sure the purchased equipment meets our requirements. After the examination of the newly arrived equipment, we establish equipment files which include the labels of equipment, information of suppliers and specification provided by suppliers. If the equipment fails to meet our requirements, replacement or return will be arranged to guarantee our service quality.

### 培訓及發展

為協助新僱員適應工作，新僱員均須接受職前培訓，並會獲安排一名導師助其熟識本集團之工作慣例。此外，本集團按照不同部門之需求提供多項培訓，以豐富僱員之知識及專業技能。新入職實驗室技術人員獲提供兩類專業培訓，即理論培訓及實踐培訓。理論培訓介紹於實驗室進行基因檢測之工作程序及原則，而實踐培訓則集中於基因檢測示範。該等僱員完成各類專業培訓後須參加考試，確保其掌握培訓所學知識及專業技能。

在職實驗室技術人員獲提供定期理論培訓，以增進其知識及質素。負責培訓之講者來自不同部門，如研發、病理、品質監控及品質保證，並將於定期理論培訓期間預備不同課題。在職實驗室技術人員可按其興趣及需要參加不同培訓。課程評估會於培訓後進行，以評估教學質量；表現優秀的講者將獲發現金獎勵作為鼓勵。

### 營運慣例

#### 供應鏈管理

為減低供應鏈對服務之影響，本集團按照嚴格標準選擇供應商，例如產品質素、聲譽及交付時間。我們於收貨後進行檢測，確保購買之設備符合我們的規定。新到設備經檢測後，我們建立設備檔案，當中包括設備標籤、供應商資料及供應商所提供之規格。倘有關設備無法符合規定，我們將安排更換或退貨，以確保服務質素。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Quality Assurance

With healthcare service being the core part of our business, the Group complies with relevant laws and regulations, such as the Measures for Medical Organization Administration (《醫療機構管理條例》) issued by the State Council of the PRC and Detailed Rules for Medical Organization Administration Regulations (《醫療機構管理條例實施細則》) issued by the National Health and Family Planning Commission of the PRC.

To protect the samples in the laboratory from contamination, we have devised procedures for operations in the laboratory. We also require laboratory technicians to wear different colours of protection suits and to regularly clean and disinfect the laboratory equipment, in order to maintain workplace hygiene and prevent the cross-contamination of the samples.

Apart from the hygiene control in the laboratory, the Group also understands the importance of accurate testing results. Thus, we have developed policies in relation to the management and maintenance of laboratory equipment, especially the calibration of laboratory equipment. Our equipment is calibrated externally by state qualified unit and internally when necessary to ensure its accuracy. Qualified personnel are assigned for different equipment for daily management and maintenance, to make sure the equipment that we are using are in good condition. Damaged equipment will not be used until they are repaired by the suppliers.

### 質量保證

健康服務為我們業務之核心部分，本集團遵守相關法律及法規，例如中國國務院頒佈之《醫療機構管理條例》及中國國家衛生和計劃生育委員會頒佈之《醫療機構管理條例實施細則》。

為避免實驗室樣本受到污染，我們就實驗室運作制定程序。我們亦規定實驗室技術人員穿著不同顏色之防護服及定期清潔和消毒實驗室設備，以維持工作場所衛生及防止樣本交叉污染。

除控制實驗室之衛生狀況外，本集團亦了解到準確測試結果之重要性。因此，我們已制定有關管理及維護實驗室設備之政策，特別是實驗室設備校準工作。我們的設備於必要時會交由獲國家認證之單位進行外部校準工作，本集團內部人員亦會進行校準工作，確保設備之準確度。合資格人員獲指派對不同設備進行日常管理及維護，確保所用設備保持良好狀況。損壞的設備須由供應商修理後方可使用。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Major Achievements

Dedicating our efforts to providing high quality healthcare services has always been the key to our great success in the industry; while our hard work in research and development is the reason that our business can continue to thrive. During the Year, the Group has acquire a patent on a newly developed cell isolation device, which enables a more easy-to-operate, faster, and more cost effective way for cell isolation.

In addition, our high quality laboratories have also gained international recognition on different aspects of genetic testing. During the Year, the Group's laboratories have passed the external quality assessment for ovarian cancer (v germline) and ovarian cancer (v somatic) by the European Molecular Genetics Quality Network ("EMQN")<sup>1</sup>, as well as the proficiency testing for cell-free DNA by the College of American Pathologists ("CAP")<sup>2</sup>. The Group is also a council member in the Beijing Research Society for Precise Pathological Diagnosis of Neoplasm and has received the Certificate of High and New Technology Enterprise (《高新技術企業證書》) during the Year.

### Clients' Information Protection

For privacy protection, informed consent is obtained from clients to assure that all information is held in strict confidentiality. Clients are also informed that the testing results may be used for future research without disclosure of their personal information and they have the rights to withdraw from the genetic testing procedure. New employees are also required to enter into a confidentiality agreement to prevent leakage of confidential information.

### 主要成就

致力提供優質健康服務一直是我們在業界成功之關鍵，而我們在研發方面所努力則是業務得以不斷蓬勃發展之原因。本年度，本集團已購入新開發之細胞分離設備專利，可以更簡單、更快速及更具成本效益之方法分離細胞。

此外，我們旗下優秀實驗室對於基因檢測之不同方面亦已獲得國際認可。於本年度，本集團實驗室已通過歐洲分子基因診斷質量聯盟(「EMQN」)<sup>1</sup>對卵巢癌(v生殖細胞)及卵巢癌(v體細胞)之外部質量評估，亦通過美國病理學家協會(「CAP」)<sup>2</sup>對無細胞DNA之能力驗證。於本年度，本集團亦為北京腫瘤病理精準診斷研究會會員，亦獲頒發《高新技術企業證書》。

### 保障客戶資料

為保障私隱，我們會取得客戶之知情同意，保證所有資料受到嚴格保密。客戶亦知悉測試結果在不披露個人資料之情況下可能用作日後研究用途，亦有權退出基因檢測程序。新僱員亦須訂立保密協議，以免洩漏機密資料。

<sup>1</sup> EMQN is a non-profit organization promoting quality in genetic testing by providing external quality assessment services worldwide. External quality assessment conducted by EMQN is also one of the top levels of certification standards for molecular genetics clinical laboratories globally.

<sup>2</sup> CAP is the world's largest organization composed of pathologists certified by the American Board of Pathology, and is widely considered the leader in laboratory quality assurance.

<sup>1</sup> EMQN為一間在全球提供外部質量評估服務以提高基因檢測質量之非牟利機構。EMQN進行之外部質量評估亦是全球最高水平分子基因診斷臨床實驗室認證標準之一。

<sup>2</sup> CAP由一群美國病理學會認證的病理學家組成之全球最大組織，亦普遍被視為實驗室質量保證佼佼者。



## Environmental, Social and Governance Report 環境、社會及管治報告

### Respect for Intellectual Property Rights

To respect the intellectual property rights, the Group is in strict compliance with the relevant laws and regulations, such as the Copyright Law of the PRC (《中華人民共和國著作權法》) and Regulations for the Protection of Computer Software (《計算機軟件保護條例》). Our software developed for genetic testing obtained the Certificate of the Registration of Computer Software (《計算機軟件著作權登記證書》).

### Anti-corruption

The Group endeavours to uphold the integrity in its business operation and complies with the laws and regulations regarding anti-corruption, such as the Criminal Law of the PRC (《中華人民共和國刑法》). We have adopted the whistle-blowing policy, which provides a reporting channel for employees to disclose any suspected bribery, corruption or other unlawful acts at a meeting or in a written report. Upon receipt of a report, we will handle the case by carrying out inspection and taking preventive measures.

## CONTRIBUTING THE COMMUNITY

The Group is committed to community services in its business operation. As a provider of healthcare services, we strive to promote the application of the genetic testing in clinical medicine and related healthcare service, and to further raise the awareness of public health. We also invite voluntary patients to join our research projects. Patients' participation not only contributes to the advancement of medicine, but also allows them to better understand their conditions.

During the Year, we joined hands with the Chinese Society of Clinical Oncology to launch an "Umbrella Project", aiming to promote precision treatment of refractory tumour in the PRC with the aid of a massive refractory tumour gene data bank. With the aim of establishing a big data system for patients with prostate disease in the PRC, we held a "10000 Prostate Cancers • 1000 Umbrella Projects • Precision Medicine of Urinary System Tumours Conference • Haihe Forum<sup>3</sup>" ("海河論壇之「萬腺千傘」泌尿腫瘤精準論壇") in the Year and provided treatment solutions, such as molecular targeted therapy drugs, for patients with terminal stages refractory urinary system tumours. In the future, we will continue our effort in promoting and applying our profession in genetic testing in clinical medicine and related healthcare services.

<sup>3</sup> For identification purpose only.

### 尊重知識產權

本集團尊重知識產權，嚴格遵守相關法律及法規，例如《中華人民共和國著作權法》及《計算機軟件保護條例》。我們就基因檢測研發之軟件已取得《計算機軟件著作權登記證書》。

### 反貪污

本集團致力堅持以誠信經營業務，並遵循有關反貪污法律及法規，例如《中華人民共和國刑法》。我們已採納舉報政策，提供舉報渠道，讓僱員在會議或書面報告中披露任何懷疑賄賂、貪污或其他非法行為。我們接獲報告後，將對有關事件進行調查及採取預防措施。

### 貢獻社會

本集團在業務營運中致力支持社區服務。我們作為健康服務供應商，致力推廣於臨床醫學及相關健康服務中應用基因檢測，並進一步提升大眾健康意識。我們亦邀請病人自願參與研究項目。病人的參與不僅推動醫療進步，亦令病人更加了解其身體狀況。

本年度，我們與中國臨床腫瘤學會攜手合作推出「雨傘計劃」，旨在透過大量難治腫瘤基因數據庫，以推動中國難治腫瘤之精準治療。為了在中國建立前列腺疾病患者之大數據系統，我們於本年度舉辦「海河論壇之「萬腺千傘」泌尿腫瘤精準論壇」，並為末期難治泌尿系統腫瘤患者提供分子標靶治療藥物等治療方案。日後，我們將繼續於臨床醫學及相關健康服務中，大力推廣及應用我們在基因檢測方面之專業技能。

## Environmental, Social and Governance Report 環境、社會及管治報告

### KEY PERFORMANCE INDICATORS

The data of KPIs<sup>4</sup> for the headquarters of the Group are as follows:

### 關鍵績效指標

本集團總部之關鍵績效指標<sup>4</sup>數據如下：

Environmental Indicators	環境指標	2019 二零一九年	2018 二零一八年
<b>Greenhouse Gases</b>	<b>溫室氣體</b>		
Total greenhouse gas emissions (tonnes CO <sub>2</sub> e)	溫室氣體排放總量(噸二氧化碳當量)	648	640
Greenhouse gas emissions per staff (tonnes CO <sub>2</sub> e/staff)	每位員工所排放溫室氣體 (噸二氧化碳當量/員工)	7.13	5.77
<b>Wastes</b>	<b>廢棄物</b>		
Total hazardous wastes produced (tonnes)	有害廢棄物產生總量(噸)	3	4
Hazardous wastes generated per staff (tonnes/staff)	每位員工所產生有害廢棄物 (噸/員工)	0.03	0.04
Total non-hazardous wastes produced (tonnes)	無害廢棄物產生總量(噸)	5	5
Non-hazardous wastes generated per staff (tonnes/staff)	每位員工所產生無害廢棄物 (噸/員工)	0.06	0.04
<b>Use of Resources</b>	<b>資源使用</b>		
Total energy consumption (MWh)	能源總耗量(兆瓦時)	874	942
Electricity purchased for consumption (MWh)	購買作消耗之電力(兆瓦時)	577	481
Heating purchased for consumption (MWh)	購買作消耗之暖氣(兆瓦時)	297	461
Energy consumption per staff (MWh/staff)	每位員工能源耗量(兆瓦時/員工)	9.61	8.49
Total water consumption <sup>5</sup> (m <sup>3</sup> )	耗水總量 <sup>5</sup> (立方米)	1,444	966
Water consumption per staff (m <sup>3</sup> /staff)	每位員工耗水量(立方米/員工)	15.86	8.70

<sup>4</sup> Part of the data in the Year is collected by estimation.

<sup>5</sup> The increase of water consumption is due to the development of the healthcare services business and two incidents of water mains burst during the Year. Repair and maintenance work have been done to prevent similar incidents from occurring in the future.

<sup>4</sup> 本年度所收集數據部分以估算形式得出。

<sup>5</sup> 耗水量上升乃由於本年度健康服務業務的發展及兩宗水管爆裂事故。本集團已進行維修及保養工作以免日後發生同類事故。

## Independent Auditor's Report 獨立核數師報告



TO THE SHAREHOLDERS OF  
LIFE HEALTHCARE GROUP LIMITED  
(Incorporated in the Cayman Islands with limited liability)

### QUALIFIED OPINION

We have audited the consolidated financial statements of Life Healthcare Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 88 to 179, which comprise the consolidated statement of financial position as at 31 March 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致蓮和醫療健康集團有限公司  
列位股東  
(於開曼群島註冊成立之有限公司)

### 保留意見

本核數師(以下簡稱「我們」)已審核第88至179頁所載蓮和醫療健康集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，當中包括於二零一九年三月三十一日之綜合財務狀況表，以及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表與綜合財務報表附註，包括主要會計政策概要。

我們認為，除本報告保留意見基準一節所述事宜之可能影響外，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於二零一九年三月三十一日之綜合財務狀況以及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

## Independent Auditor's Report 獨立核數師報告

### BASIS FOR QUALIFIED OPINION

#### 1. Interest in an associate

We have not yet obtained sufficient and appropriate audit evidence to satisfy ourselves as to (i) the carrying amounts and the recoverability of the interest in an associate of approximately HK\$35,783,000 and HK\$63,142,000 as at 31 March 2019 and 2018, respectively; (ii) whether the share of loss of interest in that associate of approximately HK\$8,597,000 and HK\$10,072,000 were properly recorded for the years ended 31 March 2019 and 2018, respectively; (iii) whether the share of foreign currency translation reserve of that associate of approximately HK\$1,682,000 (Debit) and HK\$5,844,000 (Credit) were properly recorded for the years ended 31 March 2019 and 2018, respectively; (iv) whether the balance of translation reserve of that associate of HK\$2,095,000 (Credit) and HK\$3,777,000 (Credit) were properly recorded as at 31 March 2019 and 2018, respectively; (v) whether the impairment for interest in that associate of HK\$17,528,000 for the year ended 31 March 2019 was properly recorded and whether this expense should be recorded in current or prior year; (vi) the related disclosure of the interest in that associate disclosed in note 17 to the consolidated financial statements, and; (vii) whether the valuation of the purchase price allocation of that associate on 5 August 2016 was properly performed.

#### 2. Prepayment

We have not yet obtained sufficient and appropriate audit evidence to satisfy ourselves as to (i) the carrying amounts and the recoverability of prepayment of approximately HK\$17,979,000 and HK\$20,074,000 as at 31 March 2019 and 2018, respectively; and (ii) whether the amortisation of prepayment included in administrative and other expenses of approximately HK\$2,095,000 and HK\$873,000 were properly recorded for the years ended 31 March 2019 and 2018, respectively.

### 保留意見基準

#### 1. 於一家聯營公司之權益

我們仍未取得充分適當審核憑證，致使我們信納(i)於二零一九年及二零一八年三月三十一日於一家聯營公司之權益之賬面值分別約為35,783,000港元及63,142,000港元以及其可收回性；(ii)截至二零一九年及二零一八年三月三十一日止年度是否妥善入賬分佔於該聯營公司之權益之虧損分別約8,597,000港元及10,072,000港元；(iii)截至二零一九年及二零一八年三月三十一日止年度是否妥善入賬分佔該聯營公司之外幣換算儲備分別約1,682,000港元(借項)及5,844,000港元(貸項)；(iv)於二零一九年及二零一八年三月三十一日是否妥善入賬該聯營公司之換算儲備結餘分別約2,095,000港元(貸項)及3,777,000港元(貸項)；(v)截至二零一九年三月三十一日止年度是否妥善入賬於該聯營公司之權益減值17,528,000港元及此項開支應否於本年度或過往年度入賬；(vi)綜合財務報表附註17所披露於該聯營公司之權益之相關披露資料；及(vii)是否妥善就該聯營公司於二零一六年八月五日之購買價分配進行估值。

#### 2. 預付款項

我們仍未取得充分適當審核憑證，致使我們信納(i)於二零一九年及二零一八年三月三十一日預付款項之賬面值分別約為17,979,000港元及20,074,000港元以及其可收回性；及(ii)截至二零一九年及二零一八年三月三十一日止年度是否妥善入賬預付款項攤銷(計入行政及其他開支)分別約2,095,000港元及873,000港元。

## Independent Auditor's Report 獨立核數師報告

### 3. Investment at fair value through profit or loss

We have not yet obtained sufficient and appropriate audit evidence to satisfy ourselves as to (i) the carrying amount of investment at fair value through profit or loss of approximately HK\$Nil as at 31 March 2019; (ii) the carrying amount and the recoverability of available-for-sale investment of approximately HK\$20,862,000 as at 31 March 2018; (iii) whether the impairment loss for investment at fair value through profit or loss of approximately HK\$20,862,000 for the year ended 31 March 2019 should be recognised in current or prior year; and (iv) whether the fair value change of an available-for-sale investment of approximately HK\$862,000 was properly recorded for the year ended 31 March 2018.

Any adjustments to the figures as described above might have a consequential effect on the Group's financial performance and cash flows for the years ended 31 March 2019 and 2018 and the financial positions of the Group as at 31 March 2019 and 2018, and the related disclosures thereof in the consolidated financial statements.

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

### 3. 透過損益按公平值列賬之投資

我們仍未取得充分適當審核憑證，致使我們信納(i)於二零一九年三月三十一日透過損益按公平值列賬之投資之賬面值約為零港元；(ii)於二零一八年三月三十一日可供出售投資之賬面值約為20,862,000港元及其可收回性；(iii)截至二零一九年三月三十一日止年度透過損益按公平值列賬之投資減值虧損約20,862,000港元應否於本年度或過往年度確認；及(iv)截至二零一八年三月三十一日止年度是否妥善入賬可供出售投資之公平值變動約862,000港元。

對上述數字的任何調整可能對 貴集團於截至二零一九年及二零一八年三月三十一日止年度的財務表現及現金流量，以及 貴集團於二零一九年及二零一八年三月三十一日的財務狀況及其於綜合財務報表的相關披露造成後續影響。

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

## Independent Auditor's Report 獨立核數師報告

### KEY AUDIT MATTERS

Key audit matter is a matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was 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 this matter. In addition to the matters described in the Basis for Qualified Opinion section, we have determined the matter described below to be the key audit matter to be communicated in our report.

#### Loan receivables and loan interest receivables

Refer to Note 22 to the consolidated financial statements.

The Group tested the loan receivables and loan interest receivables for impairment. This impairment test is significant to our audit because the aggregate balance of loan receivables and loan interest receivables of approximately HK\$201,395,000 as at 31 March 2019 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on granting credit limits and credit periods to borrowers;
- Assessing the Group's relationship and transaction history with borrowers;
- Evaluating the Group's impairment assessment;
- Assessing the aging of the debts;
- Checking subsequent settlements from borrowers;
- Assessing the value of collateral for the debts;
- Assessing the credit worthiness of borrowers; and
- Assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements.

### 關鍵審計事項

關鍵審計事項乃根據我們的專業判斷，對本期綜合財務報表的審核最為重要的事項。該事項乃於我們審核整體綜合財務報表及就此出具意見時進行處理，而我們不會就該事項提供單獨意見。除「保留意見基準」一節所述事項外，我們已確定以下事項為關鍵審計事項，須於我們的報告中傳達。

#### 應收貸款及應收貸款利息

茲提述綜合財務報表附註22。

貴集團對應收貸款及應收貸款利息進行減值測試。該減值測試對我們的審核而言屬重大，原因是二零一九年三月三十一日應收貸款及應收貸款利息總額約201,395,000港元對綜合財務報表而言屬重大。此外，貴集團的減值測試涉及應用判斷，並以假設及估計為基礎。

我們的審計程序包括：

- 評估貴集團有關向借款人授予信貸限額及信貸期的程序；
- 評估貴集團與借款人的關係和交易歷史；
- 評價貴集團的減值評估；
- 評估債務賬齡；
- 檢查借款人的後續結算；
- 評估債務抵押品的價值；
- 評估借款人的信譽；及
- 評估貴集團於綜合財務報表中對所面臨信貸風險的披露。

## Independent Auditor's Report 獨立核數師報告

We consider that the Group's impairment test for loan receivables and loan interest receivables is supported by the available evidence.

### OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. As described in the Basis for Qualified Opinion section above, we were unable to obtain sufficient appropriate evidence about the interest in an associate, prepayment and investment at fair value through profit or loss. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to this matter.

### RESPONSIBILITIES OF DIRECTORS 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.

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.

我們認為，貴集團應收貸款及應收貸款利息的減值測試獲得憑證支持。

### 其他資料

董事須對其他資料負責。其他資料包括本公司年報中所有資料，惟不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表作出的意見並未涵蓋其他資料，且我們不會就此發表任何形式的核證結論。

就審核綜合財務報表而言，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

倘若我們基於已執行的工作認為其他資料出現重大錯誤陳述，我們須報告該事實。誠如上文保留意見基準一節所述，我們無法就於一家聯營公司之權益、預付款項及透過損益按公平值列賬之投資獲得足夠適當憑證。因此，我們無法就其他資料是否在有關事宜上存在重大錯誤陳述得出結論。

### 董事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》須予披露的要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

## Independent Auditor's Report 獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. 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.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at: <http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

This description forms part of our auditor's report.

#### ZHONGHUI ANDA CPA Limited

*Certified Public Accountants*

#### Sze Lin Tang

Audit Engagement Director

Practising Certificate Number P03614

Hong Kong, 25 September 2019

### 核數師就審計綜合財務報表承擔的責任

我們目標為對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告，除此之外本報告別無其他目的。我們不會就本報告內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，惟不能保證按照《香港審計準則》進行的審計總能發現存在某一重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

我們就審核綜合財務報表承擔的責任之進一步描述載於香港會計師公會網站：<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/> 該描述構成我們核數師報告的一部分。

#### 中匯安達會計師事務所有限公司

執業會計師

#### 施連燈

審計項目董事

執業證書號碼 P03614

香港，二零一九年九月二十五日



## Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

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

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Notes 附註		
<b>Continuing operation</b>	<b>持續經營業務</b>			
Healthcare service revenue	健康服務收益		48,589	47,615
Loan interest income	貸款利息收入		14,898	15,175
Total revenue	總收益	6	63,487	62,790
Cost of sales and services	銷售及服務成本		(27,984)	(29,311)
Gross profit	毛利		35,503	33,479
Other interest income	其他利息收入		70	61
Other income and gains	其他收入及收益	8	17,179	1,089
Selling and distribution expenses	銷售及分銷成本		(48,507)	(46,782)
Share of result of associates	分佔聯營公司之業績	17	(9,245)	(10,587)
Administrative and other expenses	行政及其他開支		(115,901)	(70,707)
Loss before tax	除稅前虧損		(120,901)	(93,447)
Income tax expense	所得稅開支	9	(533)	(238)
Loss for the year from continuing operations	持續經營業務之本年度虧損	10	(121,434)	(93,685)
<b>Discontinued operation</b>	<b>已終止業務</b>			
Loss for the year from discontinued operations	已終止業務之本年度虧損	11	(20)	(3,717)
Loss on disposal of a subsidiary	出售一家附屬公司之虧損	11	(1,581)	-
			(1,601)	(3,717)
Loss for the year	本年度虧損		(123,035)	(97,402)

## Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

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

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	Notes 附註		
<b>Other comprehensive income/(loss):</b>	<b>其他全面收益/(虧損)：</b>		
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
Exchange differences arising on translation of foreign operations	換算海外業務所產生匯兌差額	(7,661)	7,015
Share of foreign currency translation reserve of associates	分佔聯營公司之外幣換算儲備	(2,006)	5,844
Reclassification of translation reserve to profit or loss upon disposal of a subsidiary/subsidiaries	出售一家/多家附屬公司時重新分類換算儲備至損益	798	—
Fair value change of an available-for-sale investment	可供出售投資之公平值變動	—	862
		(8,869)	13,721
<b>Total comprehensive loss for the year</b>	<b>本年度全面虧損總額</b>	<b>(131,904)</b>	<b>(83,681)</b>
Loss attributable to owners of the Company	本公司擁有人應佔虧損		
— from continuing operations	— 來自持續經營業務	(117,253)	(90,525)
— from discontinued operations	— 來自已終止業務	(1,601)	(3,717)
		(118,854)	(94,242)
Loss attributable to non-controlling interests	非控股權益應佔虧損		
— from continuing operations	— 來自持續經營業務	(4,181)	(3,160)
— from discontinued operations	— 來自已終止業務	—	—
		(4,181)	(3,160)

## Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

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

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Total comprehensive loss for the year attributable to:	以下人士應佔本年度全面虧損總額：			
Owners of the Company	本公司擁有人		(127,723)	(80,394)
Non-controlling interests	非控股權益		(4,181)	(3,287)
			(131,904)	(83,681)
<b>LOSS PER SHARE — BASIC AND DILUTED (HK cents)</b>	<b>每股虧損 — 基本及攤薄 (港仙)</b>	14		
From continuing operations	來自持續經營業務		(2.20)	(1.79)
From discontinued operations	來自已終止業務		(0.03)	(0.08)
From continuing and discontinued operations	來自持續經營及已終止業務		(2.23)	(1.87)

## Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 March 2019 於二零一九年三月三十一日

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	4,888	22,822
Intangible assets	無形資產	16	—	6,444
Interest in associates	於聯營公司之權益	17	35,783	67,626
Equity investment at fair value through other comprehensive income	透過其他全面收益按公平值 列賬之股本投資	18	3,512	—
Prepayment	預付款項	19	15,884	17,979
			<b>60,067</b>	114,871
<b>Current assets</b>	<b>流動資產</b>			
Investment at fair value through profit or loss/ available-for-sale investment	透過損益按公平值列賬之 投資／可供出售投資	20	—	20,862
Inventories	存貨	21	1,856	7,264
Loan receivables	應收貸款	22	191,471	190,655
Loan interest receivables	應收貸款利息	22	9,924	8,353
Trade and other receivables	應收貿易及其他應收款項	23	16,203	17,860
Bank balances and cash	銀行結餘及現金	24	21,065	29,635
			<b>240,519</b>	274,629
Assets directly associated with disposal group held for sale	持作出售之出售集團 直接相關之資產	11	—	30,923
			<b>240,519</b>	305,552
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付貿易及其他應付款項	25	10,615	22,247
Contract liabilities	合約負債	26	800	—
Tax payable	應付稅項		830	278
			<b>12,245</b>	22,525
Liabilities directly associated with disposal group held for sale	持作出售之出售集團 直接相關之負債	11	—	57
			<b>12,245</b>	22,582

## Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 March 2019 於二零一九年三月三十一日

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Net current assets	流動資產淨值		228,274	282,970
Net assets	資產淨值		288,341	397,841
Capital and reserves	股本及儲備			
Share capital	股本	27	53,543	52,586
Reserves	儲備	28	234,798	346,221
Equity attributable to owners of the Company	本公司擁有人應佔權益		288,341	398,807
Non-controlling interests	非控股權益		—	(966)
Total equity	權益總額		288,341	397,841

The consolidated financial statements on pages 88 to 179 were approved and authorised for issue by the board of directors on 25 September 2019 and are signed on its behalf by:

第88至179頁之綜合財務報表已獲董事會於二零一九年九月二十五日批准及授權刊發，並由下列人士代表簽署：

Hua Yunbo  
华云波  
Executive Director  
執行董事

Shan Hua  
单华  
Executive Director  
執行董事

## Consolidated Statement of Changes in Equity 綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Contributed surplus	Translation reserve	Other reserve	Revaluation reserve	Share option reserve	Accumulated losses	Sub-total	Non-controlling interest	Total
		股本	股份溢價	繳入盈餘	換算儲備	其他儲備	重估儲備	儲備	累計虧損	小計	非控股權益	總計
		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 a) (附註a)		(Note b) (附註b)						
At 1 April 2017	於二零一七年四月一日	47,806	1,176,118	167,780	(8,373)	5,518	-	-	(1,014,169)	374,680	395	375,075
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	12,986	-	862	-	(94,242)	(80,394)	(3,287)	(83,681)
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	-	1,926	1,926
Issue of shares on placing	於配售時發行股份	4,780	81,260	-	-	-	-	-	-	86,040	-	86,040
Transaction costs attributable to issue of shares	發行股份之交易成本	-	(2,466)	-	-	-	-	-	-	(2,466)	-	(2,466)
Share option granted	授出購股權	-	-	-	-	-	-	20,947	-	20,947	-	20,947
At 31 March 2018	於二零一八年三月三十一日	52,586	1,254,912	167,780	4,613	5,518	862	20,947	(1,108,411)	398,807	(966)	397,841
At 1 April 2018	於二零一八年四月一日	52,586	1,254,912	167,780	4,613	5,518	862	20,947	(1,108,411)	398,807	(966)	397,841
Effect of changes in accounting policies (note 2)	會計政策變動之影響(附註2)	-	-	-	-	-	(862)	-	862	-	-	-
At 1 January 2018, as restated	於二零一八年一月一日·經重列	52,586	1,254,912	167,780	4,613	5,518	-	20,947	(1,107,549)	398,807	(966)	397,841
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	(8,869)	-	-	-	(118,854)	(127,723)	(4,181)	(131,904)
Exercise of share option	行使購股權	957	20,111	-	-	-	-	(3,811)	-	17,257	-	17,257
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	5,147	5,147
At 31 March 2019	於二零一九年三月三十一日	53,543	1,275,023	167,780	(4,256)	5,518	-	17,136	(1,226,403)	288,341	-	288,341

Notes:

附註：

- (a) The contributed surplus represents the difference between nominal value of the shares of subsidiaries acquired by the Company and the nominal value of the shares of the Company issued for the acquisition pursuant to the reorganisation in April 2002.
- (a) 繳入盈餘指本公司所收購附屬公司股份面值與本公司根據於二零零二年四月之重組進行收購所發行股份面值之差額。
- (b) The other reserve represents the transfer from share options reserve upon exercise of share options.
- (b) 其他儲備指購股權獲行使時自購股權儲備轉出。

## Consolidated Statement of Cash Flows 綜合現金流量表

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

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
Loss before tax	除稅前虧損		
— Continuing operations	— 持續經營業務	(120,901)	(93,447)
— Discontinued operation	— 已終止業務	(1,601)	(3,717)
Adjustments for:	就下列項目作出調整：		
Exchange gain, net	匯兌收益淨額	—	(36)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,115	6,677
Share of result of associates	分佔聯營公司之業績	9,245	10,587
Bank interest income	銀行利息收入	(70)	(1,002)
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之 (收益)/虧損	(244)	152
Impairment of investment at fair value through profit or loss	透過損益按公平值列賬之投資 減值	20,862	—
Impairment of trade receivables	應收貿易款項減值	77	—
Impairment of interest in associates	於聯營公司之權益減值	17,528	—
Gain on disposal of subsidiaries	出售附屬公司之收益	(11,065)	—
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(79,054)	(80,786)
Change in inventories	存貨變動	4,405	(5,782)
Change in loan and loan interest receivables	應收貸款及應收貸款利息變動	(2,977)	(111,528)
Change in trade and other receivables	應收貿易及其他應收款項變動	2,791	(3,089)
Change in trade and other payables	應付貿易及其他應付款項變動	23,175	1,350
Change in contract liabilities	合約負債變動	(3,122)	—
<b>Cash used in operations</b>	<b>營運所用現金</b>	<b>(54,782)</b>	<b>(199,835)</b>
Income tax refund/(paid)	所得稅退稅/(已付所得稅)	19	(24)
<b>Net cash used in operating activities</b>	<b>經營活動所用現金流量</b>	<b>(54,763)</b>	<b>(199,859)</b>

## Consolidated Statement of Cash Flows 綜合現金流量表

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

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Cash flows from investing activities</b>	<b>投資活動所得現金流量</b>		
Purchase of available-for-sale investment	購買可供出售投資	–	(20,000)
Purchase of property, plant and equipment	購置物業、廠房及設備	(1,521)	(12,641)
Acquisition of an associate	收購一家聯營公司	–	(4,999)
Loan to an associate	借予一家聯營公司之貸款	–	(10,000)
Acquisition of a subsidiary	收購一家附屬公司	–	(1,956)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	5,972	10
Bank interest received	已收銀行利息	70	61
PRC loan interest received	已收中國貸款利息	–	941
Disposal of subsidiaries (net of cash and cash equivalents disposed of)	出售附屬公司(扣除已出售現金及現金等價物)	11,113	–
<b>Net cash generated from/(used in) investing activities</b>	<b>投資活動所得/(所用)現金淨額</b>	<b>15,634</b>	<b>(48,584)</b>
<b>Cash flows from financing activities</b>	<b>融資活動所得現金流量</b>		
Issue of shares on placing	於配售時發行股份	–	86,040
Transaction costs attributable to issue of shares	發行股份之交易成本	–	(2,466)
Issue of new shares	發行新股份	17,257	–
<b>Net cash generated from financing activities</b>	<b>融資活動所得現金淨額</b>	<b>17,257</b>	<b>83,574</b>
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等價物減少淨額</b>	<b>(21,872)</b>	<b>(164,869)</b>
Cash and cash equivalents at the beginning of the year	於年初之現金及現金等價物	49,000	209,764
Effect of changes in foreign exchange rate	外幣匯率變動之影響	(6,063)	4,105
<b>Cash and cash equivalents at the end of the year</b>	<b>於年終之現金及現金等價物</b>	<b>21,065</b>	<b>49,000</b>
<b>Analysis of cash and cash equivalents</b>	<b>現金及現金等價物分析</b>		
Bank and cash balances	銀行及現金結餘	21,065	29,635
Bank and cash balances classified as held for sale	分類為持作出售之銀行及現金結餘	–	19,365
		<b>21,065</b>	<b>49,000</b>



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### I. GENERAL INFORMATION

Life Healthcare Group Limited (the “Company”) is a company incorporated in the Cayman Islands as an exempted company with limited liability under Companies Law of the Cayman Islands on 12 March 2001 and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 29 April 2002. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands and the principal place of business of the Company in Hong Kong is Unit 3, 10/F., Bank of East Asia Harbour View Centre, No. 56 Gloucester Road, Wan Chai, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (the “Group”) are principally engaged in healthcare services business, money lending business and securities trading and investments business. The Group was also engaged in education products and related services business which was discontinued in current year.

The functional currency of the Company and the subsidiaries incorporated in Hong Kong is Hong Kong dollars (“HK\$”). The functional currency of the Group's subsidiaries incorporated in the PRC is Renminbi (“RMB”). For the convenience of the consolidated financial statements users, the results and financial position of the Group are presented in HK\$ as the Company's shares are listed on the Stock Exchange.

### I. 一般資料

蓮和醫療健康集團有限公司(「本公司」)為於二零零一年三月十二日根據開曼群島公司法在開曼群島註冊成立之獲豁免有限公司，其股份於二零零二年四月二十九日在香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands，而本公司之香港主要營業地點則設於香港灣仔告士打道56號東亞銀行港灣中心10樓3室。

本公司為一家投資控股公司。本公司及其附屬公司(「本集團」)主要從事健康服務業務、借貸業務及證券買賣與投資業務。本集團亦從事教育產品及相關服務業務，惟該業務已於本年度終止經營。

本公司及於香港註冊成立之附屬公司之功能貨幣為港元(「港元」)。本集團於中國註冊成立之附屬公司之功能貨幣為人民幣(「人民幣」)。由於本公司股份於聯交所上市，為方便綜合財務報表之使用者，本集團之業績及財務狀況均以港元呈列。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 April 2018. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current year and prior years except as stated below.

#### A. HKFRS 9 (2014) “Financial Instruments”

Available-for-sale investment are now classified as investment at fair value through profit or loss.

HKFRS 9 (2014) has been applied and result in changes in the amounts reported in the consolidated financial statements as follows:

Decrease in available-for-sale investment	可供出售投資減少	(20,862)
Increase in investment at fair value through profit or loss	透過損益按公平值列賬之投資增加	20,862
Decrease in accumulated losses	累計虧損減少	862
Decrease in investment revaluation reserve	投資重估儲備減少	(862)

### 2. 應用新訂及經修訂香港財務報告準則

於本年度，本集團已採納由香港會計師公會（「香港會計師公會」）頒佈且與其業務營運有關並自二零一八年四月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋。除下文所述者外，採納該等新訂及經修訂香港財務報告準則並無對於本年度及過往年度之本集團會計政策、本集團財務報表之呈列方式及所呈報金額造成重大變動。

#### A. 香港財務報告準則第9號（二零一四年）「財務工具」

可供出售投資現時分類為透過損益按公平值列賬之投資。

香港財務報告準則第9號（二零一四年）已獲應用，並導致綜合財務報表所呈報金額出現以下變動：

As at  
1 April 2018  
於二零一八年  
四月一日  
HK\$'000  
千港元

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

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

HKFRS 15 has been applied and result in changes in the amounts reported in the consolidated financial statements as follows:

Decrease in trade and other payables	應付貿易及其他應付款項減少	4,115
Increase in contract liabilities	合約負債增加	(4,115)

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The application of these new HKFRSs will not have material impact on the consolidated financial statements of the Group.

### 3. SIGNIFICANT ACCOUNTING POLICIES

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

These consolidated financial statements have been prepared under the historical cost convention, as modified by the investments which are carried at their fair values.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise their judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in note 4.

### 2. 應用新訂及經修訂香港財務報告準則(續)

#### B. 香港財務報告準則第15號「來自客戶合約收益」

香港財務報告準則第15號已獲應用，並導致綜合財務報表所呈報金額出現以下變動：

As at  
1 April 2018  
於二零一八年  
四月一日  
HK\$'000  
千港元

本集團並無應用已頒佈但尚未生效之新訂香港財務報告準則。應用該等新訂香港財務報告準則將不會對本集團綜合財務報表造成重大變動。

### 3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例規定之適用披露。

綜合財務報表乃根據歷史成本慣例編製，並經按公平值列賬之投資修訂。

編製符合香港財務報告準則之綜合財務報表須採用主要假設及估計，亦要求董事在應用會計政策過程中作出判斷。涉及重大判斷之範疇及對此等綜合財務報表有重大影響之假設及估計之範疇於附註4中披露。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

#### Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

### 3. 主要會計政策(續)

編製此等綜合財務報表所應用之主要會計政策載列如下。

#### 綜合賬目

綜合財務報表包括本公司及其附屬公司截至三月三十一日止的財務報表。附屬公司指本集團控制的實體。當本集團承擔及享有參與實體可變回報之風險及權利，及有能力通過其對實體之權力影響該等回報時，本集團則對該實體擁有控制權。當本集團擁有現有權力，賦予其當前能力以指示有關活動(如重大影響該實體回報的活動)時，本集團對該實體擁有權力。

在評估控制權時，本集團考慮其潛在投票權以及其他方的潛在投票權，以判定其是否擁有控制權。僅當潛在投票權的持有人有實際能力行使該權力時，該潛在投票權方獲考慮。

附屬公司自其控制權轉移予本集團當日起綜合入賬，並於控制權終止當日取消綜合入賬。

出售附屬公司而導致失去控制權之收益或虧損乃指(i)出售代價之公平值連同於該附屬公司任何保留投資之公平值與(ii)本公司應佔該附屬公司之資產淨值連同與該附屬公司有關之任何餘下商譽以及任何相關累計換算儲備兩者間差額。

集團內部交易、結餘和未變現溢利將予以對銷。除非交易證明所轉讓資產出現減值，則未變現虧損亦予以對銷。附屬公司的會計政策已在必要時作出變動，以確保其與本集團所採用的會計政策一致。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Consolidation (Continued)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. 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 the owners of the Company.

#### Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

### 3. 主要會計政策(續)

#### 綜合賬目(續)

非控股權益是指附屬公司中並非由本公司直接或間接擁有的權益。非控股權益在綜合財務狀況表及綜合權益變動表的權益項目中呈列。非控股權益於綜合損益及其他全面收益表中呈列為非控股股東與本公司擁有人之間之年度溢利或虧損及全面收益總額之分配。

溢利或虧損及其他全面收益的每個部份歸屬予本公司擁有人及非控股股東，即使其會導致非控股權益產生虧絀結餘亦然。

並無導致本公司失去控制權之附屬公司所有權變動乃按權益交易(即與擁有人以擁有人身份進行交易)入賬。控股及非控股權益之賬面值經調整以反映其於附屬公司相關權益之變動。非控股股東權益變動之調整額與已付或已收代價公平值間之差額直接於權益確認，並歸屬於本公司擁有人。

#### 聯營公司

聯營公司為本集團對其有重大影響力之實體。重大影響力指有權參與實體財務及經營政策之決策，但不控制或共同控制該等政策。於評估本集團是否擁有重大影響力時，會考慮現時是否存在可行使或可轉換之潛在投票權(包括其他實體持有之潛在投票權)及其影響。於評估潛在投票權是否具重大影響力時，並未計及持有人行使或轉換該投票權之意向及財務能力。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Associates (Continued)

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group's share of an associate's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's share of the net assets of that associate plus any remaining goodwill relating to that associate and any related accumulated translation reserve. If an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

### 3. 主要會計政策(續)

#### 聯營公司(續)

於一家聯營公司之投資以權益法於綜合財務報表列賬，且初步按成本確認。於收購中，聯營公司之可識別資產及負債於收購日期按公平值計量。收購成本超出本集團應佔聯營公司可識別資產及負債之公平淨值之差額列為商譽。商譽計入投資之賬面值，且倘有客觀證據顯示投資已減值，則於各報告期間結算日與投資一併進行減值測試。本集團應佔可識別資產及負債公平淨值超出收購成本之任何差額於綜合損益中確認。

本集團應佔聯營公司之收購後溢利或虧損於綜合損益確認，而其應佔收購後儲備變動於綜合儲備內確認。累計收購後變動就投資賬面值作出調整。當本集團應佔聯營公司之虧損相當於或超逾其於聯營公司之權益時(包括任何其他無抵押應收款項)，本集團不會確認進一步虧損，惟其須代表聯營公司承擔責任或付款除外。倘聯營公司其後錄得溢利，則本集團僅於其應佔溢利與未確認之應佔虧損相等後，方會繼續確認其應佔溢利。

出售一家聯營公司導致失去重大影響力之收益或虧損指(i)出售代價之公平值，加該聯營公司保留任何投資之公平值與(ii)本集團應佔該聯營公司之資產淨值加與該聯營公司有關的任何餘下商譽及任何有關累計換算儲備間之差額。倘於聯營公司之投資成為於合資公司之投資，則本集團繼續應用權益法，且不會重新計量保留權益。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Associates (Continued)

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### Foreign currency translation

##### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK\$, which is the Group's presentation currency.

##### (b) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

##### (c) Translation on consolidation

The results and financial position of all the group entities that have a functional currency different from the Group's presentation currency are translated into the Group's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

### 3. 主要會計政策(續)

#### 聯營公司(續)

本集團與其聯營公司間之交易之未變現收益，按本集團於聯營公司之權益對銷。除非交易提供證據證明所轉讓之資產出現減值，否則未變現虧損亦予以對銷。聯營公司之會計政策已於有需要時作出調整，以確保與本集團所採納之政策貫徹一致。

#### 外幣換算

##### (a) 功能及呈列貨幣

本集團各實體的財務報表所載項目，乃採用有關實體營運業務所在地的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以港元呈列，港元是本公司的呈列貨幣。

##### (b) 各實體財務報表的交易及結餘

外幣交易於首次確認時按交易當日通行的匯率換算為功能貨幣。以外幣計值的貨幣資產及負債按各報告期末的匯率換算。此換算政策引致的收益及虧損將於損益中確認。

##### (c) 綜合賬目的換算

所有本集團實體的業績及財務狀況的功能貨幣如有別於本公司的呈列貨幣，均按以下方式換算為本公司的呈列貨幣：

- 於各財務狀況表呈列的資產及負債乃按財務狀況表日期的收市匯率換算；

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currency translation (Continued)

##### (c) Translation on consolidation (Continued)

- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the translation reserve. When a foreign operation is sold, such exchange differences are recognised in profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

#### Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

### 3. 主要會計政策(續)

#### 外幣換算(續)

##### (c) 綜合賬目的換算(續)

- 收支乃按平均匯率換算(除非該平均匯率並非在有關交易當日通行匯率累積影響的合理估計內,在該情況下,收支按有關交易當日的匯率換算);及
- 所有因此而產生的匯兌差額均於換算儲備內確認。

於綜合賬目時,因換算於海外實體投資淨額及換算借貸而產生的匯兌差額,均於換算儲備內確認。當出售海外業務時,有關匯兌差額於損益中確認為出售收益或虧損的一部份。

收購海外實體所產生的商譽及公平值調整視作海外實體的資產及負債處理,並會以收市匯率換算。

#### 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損列賬。

其後成本計入資產的賬面值或確認為獨立資產(如適用),但只在與該項目相關之未來經濟利益有可能流入本集團且成本能可靠計量時才按上述方式處理。所有其他維修及保養費用於產生期間內在損益中確認。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their costs less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

Leasehold improvements	Over the shorter of the term of lease or 7 years
Furniture fixtures and equipment	3–7 years
Motor vehicles	3–10 years

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

#### Leases

##### The Group as lessee

###### Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

##### The Group as lessor

###### Operating leases

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

### 3. 主要會計政策(續)

#### 物業、廠房及設備(續)

物業、廠房及設備折舊乃按足以在其估計可使用年期撇銷其成本減剩餘價值的折舊率以直線法計算。主要可使用年期如下：

租賃物業裝修	租賃期或7年 (以較短者為準)
傢俬、裝置及 設備	3至7年
汽車	3至10年

於各報告期末均會檢討及調整剩餘價值、可使用年期及折舊方法(如適用)。

出售物業、廠房及設備之收益或虧損指銷售所得款項淨額與相關資產賬面值之間的差額，並於損益中確認。

#### 租賃

##### 本集團作為承租人

###### 經營租賃

並無將資產所有權的風險及回報絕大部分轉移至本集團的租賃均入賬為經營租賃。租賃款項在扣除自出租人收取的任何獎勵金後，於租賃期內以直線法確認為開支。

##### 本集團作為出租人

###### 經營租賃

並無將資產所有權的風險及回報絕大部份轉讓予承租人的租賃均入賬為經營租賃。經營租賃之租金收入於相關租賃期內按直線法確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from the Group's healthcare service development is recognised only if all of the following conditions are met:

- An asset is created that can be identified (such as software and new processes);
- It is probable that the asset created will generate future economic benefits; and
- The development cost of the asset can be measured reliably.

Internally generated intangible assets are stated at cost less accumulated amortisation and impairment losses. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

#### Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

### 3. 主要會計政策(續)

#### 研發開支

研究活動開支於其產生期間確認為開支。本集團醫療服務發展所產生內部產生之無形資產只在達成下列所有條件時方會確認：

- 創造出可識別之資產(例如軟件及新程序)；
- 所創造之資產日後可能帶來經濟利益；及
- 有關資產之開發成本能夠可靠計算。

內部產生之無形資產按成本減累計攤銷及減值虧損列賬。倘並無任何內部產生之無形資產可予確認，開發開支則於產生期間於損益確認。

#### 存貨

存貨按成本及可變現淨值之較低者列賬。成本採用加權平均法釐定。製成品及在製品之成本值包括原料、直接勞工及適當比例的生產間接開支，以及(倘適用)分包費用。可變現淨值是以日常業務過程中的估計售價減去估計完工成本及銷售所需的估計成本。

#### 確認及終止確認財務工具

財務資產及財務負債於本集團成為工具合約條文之訂約方時，於財務狀況表內確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Recognition and derecognition of financial instruments (Continued)

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in profit or loss.

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

#### Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified under the following categories:

- Financial assets at amortised cost;
- Equity investments at fair value through other comprehensive income; and
- Investments at fair value through profit or loss.

### 3. 主要會計政策(續)

#### 確認及終止確認財務工具(續)

倘從資產收取現金流之合約權利已到期，或本集團已將其於資產擁有之絕大部份風險及回報轉移，或本集團並無轉移及保留其於資產擁有權之絕大部份風險及回報但並無保留對資產之控制權，則財務資產將被終止確認。於終止確認財務資產時，資產之賬面值與已收代價之差額，將於損益內確認。

倘於有關合約之特定責任獲解除、取消或到期，則財務負債將被終止確認。終止確認之財務負債之賬面值與已付代價之差額於損益內確認。

#### 財務資產

倘根據要求在相關市場中約定的時間內交付該項資產的合約購買或出售資產，則有關財務資產會按交易日基準確認及終止確認，並初步按公平值加直接應佔交易成本確認，透過損益按公平值列賬之投資除外。收購透過損益按公平值列賬之投資直接應佔之交易成本即時於損益中確認。

本集團將財務資產分類為以下類別：

- 按攤銷成本計量之財務資產；
- 透過其他全面收益按公平值列賬之股本投資；及
- 透過損益按公平值列賬之投資。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial assets (Continued)

##### (i) Financial assets at amortised cost

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

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

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

##### (ii) Equity investments at fair value through other comprehensive income

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that are not held for trading as at fair value through other comprehensive income.

Equity investments at fair value through other comprehensive income are subsequently measured at fair value with gains and losses arising from changes in fair values recognised in other comprehensive income and accumulated in the equity investment revaluation reserve. On derecognition of an investment, the cumulative gains or losses previously accumulated in the equity investment revaluation reserve are not reclassified to profit or loss.

### 3. 主要會計政策(續)

#### 財務資產(續)

##### (i) 按攤銷成本計量之財務資產

符合下列兩項條件的財務資產(包括應收貿易及其他應收款項)分類至此類別:

- 資產乃按目的為持有資產以收集合約現金流量的業務模式持有;及
- 資產合約條款於特定日期產生現金流量,有關現金流量僅為本金及尚未償還本金之利息付款。

有關項目其後以實際利率法按攤銷成本減去預期信貸虧損之虧損撥備計量。

##### (ii) 透過其他全面收益按公平值列賬之股本投資

於初步確認時,本集團可以不可撤回地(按個別工具基準)選擇指定並非持作買賣之股本工具投資為透過其他全面收益按公平值列賬。

透過其他全面收益按公平值列賬之股本投資其後按公平值計量,而公平值變動產生之收益及虧損於其他全面收益確認,並於股本投資重估儲備中累計。於取消確認一項投資時,以往於股本投資重估儲備中累計之累計收益或虧損不會重新分類至損益。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial assets (Continued)

#### (ii) Equity investments at fair value through other comprehensive income (Continued)

Dividends on these investments are recognised in profit or loss, unless the dividends clearly represent a recovery of part of the cost of the investment.

#### (iii) Investment at fair value through profit or loss

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investment at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Investment at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss. The fair value gains or losses recognised in profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in profit or loss.

#### Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument ("lifetime expected credit losses") for trade receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

### 3. 主要會計政策(續)

#### 財務資產(續)

#### (ii) 透過其他全面收益按公平值列賬之股本投資(續)

除非該等投資之股息清楚代表收回部分投資成本，否則股息於損益確認。

#### (iii) 透過損益按公平值列賬之投資

倘財務資產並不符合按攤銷成本計量之條件及透過其他全面收益按公平值列賬之債務投資之條件，即歸入此類別，惟本集團於初步確認時指定並非持作買賣之股本投資為透過其他全面收益按公平值列賬除外。

透過損益按公平值列賬之投資其後按公平值計量，而公平值變動產生之任何收益或虧損於損益確認。於損益確認之公平值收益或虧損須扣除任何利息收益及股息收入。利息收益及股息收入於損益確認。

#### 預期信貸虧損之虧損撥備

本集團按攤銷成本確認財務資產的預期信貸虧損之虧損撥備。預期信貸虧損乃加權平均信貸虧損，並以發生相關違約風險之金額作為加權數值。

於各報告期末，本集團計量財務工具的虧損撥備，金額等於該財務工具預計年期內所有可能違約事件所產生應收貿易款項的預期信貸虧損（「全期預期信貸虧損」），或自初步確認後該財務工具的信貸風險大幅增加。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Loss allowances for expected credit losses (Continued)

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

#### Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

#### Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

### 3. 主要會計政策(續)

#### 預期信貸虧損之虧損撥備(續)

倘於報告期末，財務工具(應收貿易款項除外)的信貸風險自初步確認後並無大幅增加，本集團會按相等於反映該財務工具可能於報告期後12個月內發生的違約事件所引致預期信貸虧損的全期預期信貸虧損部分的金額，計量該財務工具之虧損撥備。

於報告期末將虧損撥備調整至所需金額的預期信貸虧損或撥回金額，於損益中確認為減值收益或虧損。

#### 現金及現金等價物

就現金流量表而言，現金及現金等價物指銀行及手頭現金、存於銀行及其他金融機構的活期存款，及可隨時轉換為已知數額現金且受價值變動之風險影響不大之短期高流通投資。應要求償還及構成本集團現金管理一個完整部份的銀行透支亦列入現金及現金等價物之一部份。

#### 財務負債及股本工具

財務負債及股本工具乃根據所訂立的合約安排的內容及根據香港財務報告準則對財務負債及股本工具的定义而分類。股本工具為證明於本集團經扣除其所有負債後的資產中所剩餘權益的任何合約。就特定財務負債及股本工具而採納的會計政策載於下文。

#### 應付貿易及其他應付款項

應付貿易及其他應付款項初步按公平值確認，其後以實際利率法按攤銷成本計量，除非折現影響甚微，於此情況下，則按成本入賬。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

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

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

### 3. 主要會計政策(續)

#### 股本工具

本公司發行之股本工具以扣除直接發行成本後之已收所得款項入賬。

#### 客戶合約收益

收益乃按經參考商業慣例後與客戶訂立的合約所訂明的代價計量，且不包括代表第三方收取的金額。就客戶付款與轉移已承諾產品或服務之間的期限超過一年的合約，代價會就重大融資部分的影響作出調整。

本集團透過將產品或服務的控制權轉移予客戶而完成其履約責任時確認收益。視乎合約的條款及該合約適用的法例，履約責任可隨時間內或於某一時間點完成。倘屬以下情況，履約責任乃隨時間完成：

- 當客戶同時收取及消耗本集團履約所提供的利益；
- 當本集團的履約行為創造或改良一項其於被創造或改良時受客戶控制的資產；或
- 當本集團的履約行為並無創造一項對本集團有替代用途的資產，及本集團對迄今為止已完成的履約行為擁有可強制執行付款的權利。

倘履約責任屬於隨時間完成，收益經參考已完成有關履約責任的進度確認。否則，收益於客戶獲得產品或服務控制權之時確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Other revenue

Interest income is recognised using the effective interest method.

Rental income is recognised on a straight-line basis over the lease term.

#### Employee benefits

##### (a) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the at the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

##### (b) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged in profit or loss represents contributions payable by the Group to the funds.

##### (c) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

### 3. 主要會計政策(續)

#### 其他收益

利息收入使用實際利率法確認。

租金收入於租期內按直線法基準確認。

#### 僱員福利

##### (a) 僱員享有之假期

僱員享有之年假及長期服務假期在僱員應享有時確認。就僱員於截至報告期末止所提供服務而享有之年假及長期服務假期之估計負債作出撥備。

僱員享有之病假及產假於休假時方始確認。

##### (b) 退休金責任

本集團為所有僱員提供定額供款退休計劃。本集團與僱員的供款按僱員基本薪金的百分比計算，在損益支銷的退休福利計劃成本指本集團應向此基金支付的供款。

##### (c) 離職福利

離職福利於本集團無法撤銷提供該等福利時及本集團確認重組成本及涉及終止福利付款當日(以較早者為準)予以確認。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

#### Taxation

Income tax represents the sum of the current tax and deferred tax.

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

### 3. 主要會計政策(續)

#### 以股份為基礎之付款

本集團向若干董事、僱員及顧問發行以股權結算以股份為基礎之付款。

授予董事及僱員以股權結算以股份為基礎之付款乃按於授出日期權益工具之公平值(不包括非市場歸屬條件之影響)計量。按以股權結算以股份為基礎之付款授出日期釐定之公平值，乃根據本集團估計股份最終歸屬及就非市場歸屬條件調整，於歸屬期內以直線法支銷。

授予顧問以股權結算以股份為基礎之付款乃按所提供服務之公平值計量，或倘所提供服務之公平值不能可靠計量時，則按已授出股本工具之公平值計量。公平值於本集團獲取服務當日計量，並確認為開支。

#### 稅項

所得稅指即期稅項及遞延稅項之總和。

現時應繳稅項乃按本年度應課稅溢利計算。應課稅溢利與損益中確認之溢利不同，乃由於前者不包括在其他年度應課稅或可扣稅之收入或開支項目，並且不包括從未課稅或扣稅之項目。本集團即期稅項之負債乃按報告期間末已頒佈或實際上已頒佈之稅率計算。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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 is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項乃根據綜合財務報表資產及負債賬面值與計算應課稅溢利所採用相應稅基間之差額確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產於可能有可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免可用作抵扣應課稅溢利時確認。因商譽或初步確認一項既不影響應課稅溢利或會計溢利之交易(業務合併除外)中之其他資產及負債且而引致之暫時差額，則不會確認該等資產及負債。

遞延稅項負債乃就於附屬公司及聯營公司之投資而產生之應課稅暫時差額確認，惟若本集團可控制暫時差額之撥回及暫時差額不大可能於可見將來撥回則除外。

遞延稅項資產之賬面值於各報告期末作檢討，並在不再可能會有足夠應課稅溢利可收回全部或部分資產時加以削減。

遞延稅項乃按預期於負債償還或資產變現期間適用之稅率計算，所根據之稅率為於報告期末已頒佈或實質上已頒佈之稅率。遞延稅項於損益中確認，惟倘遞延稅項與於其他全面收益或直接於權益中確認之項目有關，則遞延稅項亦於其他全面收益或直接於權益中確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

#### Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Company or of a parent of the Company.
- (b) An entity is related to the Group (reporting entity) if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項資產及負債的計量反映了本集團於報告期末所預期收回或償還其資產及負債的賬面值的方式所產生的稅務結果。

倘有可依法強制執行之權利將即期稅項資產與即期稅項負債抵銷，而該等資產及負債與同一稅務機構徵收之所得稅有關，且本集團擬按淨額基準結算即期稅項資產及負債，則會抵銷遞延稅項資產及負債。

#### 關聯方

關聯方為與本集團相關的人士或實體。

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本公司或本公司母公司的主要管理層成員。
- (b) 倘符合下列任何條件，即實體(申報實體)與本集團有關連：
- (i) 該實體與本公司屬同一集團的成員(即各母公司、附屬公司及同系附屬公司彼此間有關連)。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Related parties (Continued)

##### (b) (Continued)

- (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 entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

### 3. 主要會計政策(續)

#### 關聯方(續)

##### (b) (續)

- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。倘本集團本身為該項計劃，則贊助僱主亦與本集團有關。
- (vi) 實體受(a)所識別人士控制或受共同控制。
- (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 實體或其所屬集團的任何成員公司向本公司或本公司之母公司提供主要管理人員服務。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except investments, inventories and receivables, 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 any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

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 (net of amortisation or depreciation) 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, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

### 3. 主要會計政策(續)

#### 資產減值

於各報告期末，本集團將審閱其有形及無形資產(投資、存貨及應收款項除外)之賬面值，以釐定該等資產是否出現任何減值虧損跡象。倘出現有關跡象，則估計資產之可收回數額，以釐定任何減值虧損。倘未能估計個別資產之可收回數額，則本集團估計該資產所屬現金產生單位之可收回數額。

可收回數額乃公平值減出售成本與使用價值之較高者。在評估使用價值時，估計未來現金流量將使用反映當前市場對金錢時間值及該資產特有風險之稅前折現率折現至其現值。

倘資產或現金產生單位之可收回數額估計低於其賬面值，則資產或現金產生單位賬面值將扣減至其可收回數額。減值虧損即時於損益確認，除非有關資產按重估金額列賬，於該等情況下，減值虧損視為重估減少。

倘減值虧損其後撥回，則資產或現金產生單位賬面值增至其可收回數額之經修訂估計，惟所增加賬面值不得高於假設於往年該資產或現金產生單位並無確認減值虧損下釐定之賬面值(經扣除攤銷或折舊)。減值虧損撥回即時於損益確認，除非有關資產按重估金額列賬，於該等情況下，減值虧損視為重估增加。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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 is remote. Possible obligations, whose existence 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 is remote.

#### Non-current assets held for sale and discontinued operations

Non-current assets or disposal group are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the assets or disposal group are available for immediate sale in their present condition. The Group must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets or disposal group classified as held for sale are measured at the lower of the assets' or disposal group's previous carrying amount and fair value less costs to sell.

### 3. 主要會計政策(續)

#### 撥備及或然負債

當本集團因過去事項須承擔法定責任或推定責任，而履行該責任很可能需要經濟利益流出並能可靠估計其數額時，便為未確定時間或金額之負債確認撥備。倘金錢時間值屬重大，則按預期履行該責任所需支出之現值作出撥備。

當不大可能需要經濟利益流出，或其數額未能可靠估計時，除非經濟利益流出之可能性極小，否則該責任披露為或然負債。當潛在責任之存在僅能以一宗或數宗未來事項發生或不發生來證實，除非經濟利益流出之可能性極小，否則亦披露為或然負債。

#### 持作出售之非流動資產及已終止業務

倘非流動資產或出售集團之賬面值主要通過銷售交易而非通過持續使用收回，則其將分類為持作出售。僅於出售機會相當高及資產或出售集團可於現況下即時出售時，本條件方被視為達成。本集團必須承諾出售，即預期應由分類日期起計一年內符合資格獲確認為已完成之出售。

分類為持作出售之非流動資產或出售集團按資產或出售集團過往賬面值與公平值減出售成本兩者之較低者計量。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Non-current assets held for sale and discontinued operations (Continued)

A discontinued operation is a component of the Group, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale in accordance with HKFRS 5, if earlier. It also occurs when the operation is abandoned.

When an operation is classified as discontinued, a single amount is presented in the statement of profit or loss and other comprehensive income, which comprises:

- The post-tax profit or loss of the discontinued operation; and
- The post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group constituting the discontinued operation.

#### Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

### 3. 主要會計政策(續)

#### 持作出售之非流動資產及已終止業務(續)

已終止業務為本集團業務一部份，其營運及現金流量可明確地與本集團其他業務區分。已終止業務代表一項按業務或地區劃分之獨立主要業務，或作為出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃之一部份，或為一間純粹為轉售而收購之附屬公司。

倘業務被出售或符合根據香港財務報告準則第5號可分類為持作出售之準則(以較早者為準)，則分類為已終止業務。倘業務被廢止，亦會分類為已終止業務。

倘業務分類為已終止經營，則損益及其他全面收益表上會呈列單一數額，當中包含：

- 已終止業務之除稅後溢利或虧損；及
- 就構成已終止業務之資產或出售集團計算公平值減銷售成本(或於出售時)所確認之除稅後盈利或虧損。

#### 報告期後事項

提供本集團於報告期末狀況額外資料之報告期後事項或顯示持續經營假設為不適當之資料乃調整事項，並於綜合財務報表內反映。並非調整事項之報告期後事項如屬重大者，乃於綜合財務報表附註內披露。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

#### 4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

##### Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements

##### (a) Control over a subsidiary

Notwithstanding the lack of equity ownership in 蓮和(北京)醫療科技有限公司 (Life Healthcare (Beijing) Co., Ltd.\*) (“Life Healthcare”), the Group is able to exercise control over Life Healthcare and its subsidiaries (“Life Healthcare Group”) through a series of agreements with all of its ultimate shareholders (the “Structural Agreements”).

The directors of the Company assessed whether or not the Group has control over Life Healthcare based on whether the Group has the practical ability to direct the relevant activities of Life Healthcare unilaterally. In making their judgement, the directors of the Company considered the Group’s rights through the Structural Agreements, and concluded that the Group has sufficiently dominant voting interest to direct the relevant activities of Life Healthcare and therefore the Group has control over Life Healthcare.

#### 4. 重要判斷及主要估計

##### 應用會計政策之關鍵判斷

於應用會計政策時，董事作出以下對綜合財務報表確認金額具最大影響之判斷。

##### (a) 對一家附屬公司之控制權

儘管未能取得蓮和(北京)醫療科技有限公司(「蓮和醫療」)之股本擁有權，本集團能透過與其全體最終股東所訂立之一系列協議(「結構協議」)控制蓮和醫療及其附屬公司(「蓮和醫療集團」)。

本公司董事基於本集團有否單方面主導蓮和醫療相關活動之實際能力，評估本集團對蓮和醫療是否有控制權。本公司董事於作出判斷時考慮透過結構協議所取得之權利，而結論為本集團有充足主導投票權可主導蓮和醫療之相關活動，故本集團對蓮和醫療有控制權。

\* For identification purposes only 僅供識別



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

#### Key sources of estimation uncertainty

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

#### (a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values 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 and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values 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.

#### (b) Impairment loss of trade and other receivables

The Group makes impairment loss of trade and other receivables based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

### 4. 重要判斷及主要估計(續)

#### 估計不明朗因素之主要來源

下文討論於報告期末有極大風險引致在下一財政年度內對資產及負債之賬面值作重大調整之有關將來之主要假設及其他估計不明朗因素之主要來源。

#### (a) 物業、廠房及設備以及折舊

本集團釐定其物業、廠房及設備之估計可使用年期、剩餘價值及相關折舊開支。此項估計乃基於性質及功能相若之物業、廠房及設備之實際可使用年期及剩餘價值之歷史經驗作出。本集團將於可使用年期及剩餘價值有別於以往估計時調整折舊開支，或會撇銷或撇減已棄置或出售之技術過時或非策略資產。

#### (b) 應收貿易及其他應收款項減值虧損

本集團之應收貿易及其他應收款項減值虧損乃根據對應收貿易及其他應收款項可收回性之評估作出，包括每位債務人之目前信譽及過往收款記錄。於發生事件或情況出現變動，顯示餘額可能無法收回時出現減值。本集團需作出判斷及估計以識別呆壞賬。倘實際結果有別於原來估計，則該等差額將影響上述估計出現變動年度應收貿易及其他應收款項以及呆賬開支之賬面值。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

#### 4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

##### Key sources of estimation uncertainty (Continued)

##### (c) Impairment loss of loan receivables and loan interest receivables

When there is objective evidence of impairment loss of loan receivables and loan interest receivables, the Group takes into consideration the estimation of future cash flows of respective loan receivables and loan interest receivables, including subsequent settlement of loans and guarantee held. A considerable amount of judgement is required in assessing the ultimate realisation of loan receivables from these customers, if applicable, including the current creditworthiness and the past collection history of each customer. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise.

##### (d) Impairment loss of interests in an associate

Interest in an associate is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Value-in-use calculations are used for assessing the recoverable amount of these interests. These calculations require use of judgements and estimates.

#### 4. 重要判斷及主要估計(續)

##### 估計不明朗因素之主要來源(續)

##### (c) 應收貸款及應收貸款利息減值虧損

倘有客觀證據顯示出現應收貸款及應收貸款利息減值虧損，本集團考慮有關應收貸款及應收貸款利息的估計未來現金流量，包括其後償付貸款及所持擔保。評估應該等客戶之貸款之最終變現時需要作出多項判斷，(如適用)包括各客戶之目前信譽及過往收款紀錄。減值虧損金額按資產賬面值與按財務資產原先實際利率(即初步確認時計算之實際利率)貼現之估計未來現金流量(不包括尚未產生之未來信貸虧損)之差額計量。倘實際未來現金流量少於預期，則可能出現重大減值虧損。

##### (d) 於一家聯營公司之權益減值虧損

倘有事件或情況變化顯示賬面值可能無法收回時，則對於一家聯營公司之權益進行減值檢討。使用價值計算用於評估有關權益的可收回金額。該等計算須使用判斷及估計。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

#### Key sources of estimation uncertainty (Continued)

##### (d) Impairment loss of interests in an associate (Continued)

Management judgement is required for assessing impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related carrying value of interests may not be recoverable; and (ii) whether the carrying value of the interests can be supported by the recoverable amount. Changing the estimations used by management in assessing impairment could materially affect the recoverable amount used in the impairment test and as a result affect the Group's consolidated financial position and consolidated results of operations.

##### (e) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

##### (f) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

### 4. 重要判斷及主要估計(續)

#### 估計不明朗因素之主要來源(續)

##### (d) 於一家聯營公司之權益減值虧損(續)

於評估減值時需要管理層作出判斷，尤其是評估(i)是否已發生事件而可能顯示權益相關賬面值可能無法收回；及(ii)權益賬面值是否可透過可收回數額予以支持。更改管理層於評估減值時所用之估計可對減值測試所用之可收回金額產生重大影響，因而影響本集團綜合財務狀況及綜合經營業績。

##### (e) 滯銷存貨撥備

滯銷存貨撥備乃根據存貨之賬齡及估計變現淨值作出。評估撥備額涉及判斷及估計。倘日後實際結果與原來估計不同，有關差異將會對有關估計已改變期間之存貨賬面值及撥備支銷/撥回撥備造成影響。

##### (f) 所得稅

本集團須於多個司法權區繳納所得稅。於釐定所得稅撥備時須作出重大估計。於日常業務過程中有大量未能確定最終稅項之交易及計算。倘該等事項之最終稅務結果與初步記錄之金額不同，有關差異將影響作出決定期間內之所得稅及遞延稅項撥備。

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### 5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### (a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group's entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

#### (b) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to loan receivables which carried at fixed rates.

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances.

The Group currently does not have interest rate hedging policy. However, the management will consider hedging significant interest rate exposure should the need arise.

In the opinion of the management of the Group, the expected change in interest rate will not have significant impact on the interest income on bank balances, hence sensitivity analysis is not presented.

### 5. 財務風險管理

本集團之業務須承受各種財務風險：外幣風險、利率風險、信貸風險及流動資金風險。本集團之整體風險管理項目集中於金融市場無法預測之特性，以及尋求盡量減少對本集團財務表現可能造成之不利影響。

#### (a) 外幣風險

由於本集團大部份業務交易、資產及負債均主要以本集團實體之功能貨幣計值，因此本集團所面對之外匯風險極微。本集團目前並無有關外幣交易、資產及負債之外幣對沖政策。本集團將會密切監察外幣風險，並會於需要時考慮對沖重大外幣風險。

#### (b) 利率風險

本集團承受定息應收貸款之公平值利率風險。

本集團承受浮息銀行結餘之現金流量利率風險。

本集團目前並無利率對沖政策。然而，管理層將於有需要時考慮對沖重大利率風險。

本集團管理層認為，利率之預期變動將不會對銀行結餘之利息收入造成重大影響，因此並無呈列敏感度分析。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk

The carrying amount of the cash and bank balances, trade and other receivables, loan receivables and loan interest receivables included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has no significant concentrations of credit risk.

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of the borrower;
- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the value of the collateral or in the quality of guarantees or credit enhancements; and

### 5. 財務風險管理(續)

#### (c) 信貸風險

財務狀況表所載現金及銀行結餘、應收貿易及其他應收款項、應收貸款及應收貸款利息之賬面值指本集團就其財務資產所面臨最大信貸風險。

本集團並無重大信貸風險集中情況。

現金及銀行結餘的信貸風險有限，原因是交易對方乃獲國際信貸評級機構給予高度信貸評級之銀行。

本集團比較財務資產於報告日期之違約風險與於初始確認日期之違約風險，以評估財務資產之信貸風險有否於各報告期內按持續基準大幅增加。本集團亦考慮所得合理及有理據支持之前瞻性資料。尤其使用以下資料：

- 預期導致對借款人履行責任之能力出現重大變動之業務、財務或經濟狀況之實際或預期重大不利影響；
- 借款人經營業績之實際或預期重大變動；
- 同一借款人之其他財務工具之信貸風險大幅增加；
- 抵押品價值或擔保或信貸提升措施之質素出現重大變動；及

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk (Continued)

- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group normally categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 360 days past due. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

The Group uses two categories for non-trade loan receivables which reflect their credit risk and how the loan loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

Category 類別	Definition 定義	Loss provision 虧損撥備
Performing 履約	Low risk of default and strong capacity to pay 違約風險低及還款能力強	12 month expected losses 12個月預期虧損
Non-performing 違約	Significant increase in credit risk 信貸風險顯著增加	Lifetime expected losses 全期預期虧損

### 5. 財務風險管理(續)

#### (c) 信貸風險(續)

- 借款人預期表現及行為之重大變動，包括借款人之付款狀況變動。

倘涉及合約付款之債務人逾期超過30日，則假定信貸風險大幅增加。當交易對手無法於合約付款到期時於60日內支付款項，則財務資產出現違約。

財務資產於合理預期無法收回(如債務人無法與本集團達成還款計劃)時撇銷。倘債務人於逾期後超過360日無法作出合約付款，本集團通常會撇銷有關貸款或應收款項。倘貸款或應收款項撇銷，則本集團在實際可行及符合經濟效應的情況下，繼續採取強制行動試圖收回到期應收款項。

本集團採用兩種非貿易應收貸款，反映其信貸風險及各類貸款虧損撥備之釐定方式。於計算預期信貸虧損率時，本集團考慮各類別之歷史虧損率及就前瞻性數據作出調整。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis of the Group's financial liabilities is as follows:

		Less than 1 year 少於一年 At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Trade and other payables	應付貿易及其他應付款項	10,615
		Less than 1 year 少於一年 At 31 March 2018 於二零一八年 三月三十一日 HK\$'000 千港元
Trade and other payables	應付貿易及其他應付款項	18,132

### 5. 財務風險管理(續)

#### (d) 流動資金風險

本集團之政策是定期監察目前及預期流動資金需求，以確保其維持足夠現金儲備，從而滿足短期及長期之流動資金需求。

本集團財務負債之到期日分析如下：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (e) Categories of financial instruments

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets:	財務資產：		
Investment at fair value through profit or loss/available-for-sale investment	透過損益按公平值列賬之投資/ 可供出售投資	—	20,862
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本計量之財務資產 (包括現金及現金等價物)	230,940	232,632
Financial liabilities:	財務負債：		
Financial liabilities at amortised cost	按攤銷成本計量之財務負債	10,615	18,132

#### (f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities at amortised cost as reflected in the consolidated statement of financial position approximate their respective fair values.

#### (f) 公平值

綜合財務狀況表所反映本集團按攤銷成本計量之財務資產及財務負債之賬面值與其相關公平值相若。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 6. REVENUE

Revenue represents the amounts received and receivable for services provided by the Group to outside customers during the year.

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Continuing operations	持續經營業務		
Revenue from contracts with customers	來自客戶合約收益		
— Healthcare services	— 健康服務	48,589	47,615
Loan interest income	貸款利息收入	14,898	15,175
		<b>63,487</b>	62,790

Disaggregation of revenue from contracts with customers:

#### Geographical markets

For the years ended 31 March 2019 and 2018, all revenues from healthcare services were recognised in PRC.

#### Timing of revenue recognition

For the years ended 31 March 2019 and 2018, all revenues from healthcare services were recognised at a point in time.

#### Healthcare services

The service income is recognised when the services are rendered, the amount for which can be reliably estimated and it is probable that the income will be received.

A receivable is recognised when the services are rendered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

### 6. 收益

收益指本集團於本年度向外界客戶提供服務之已收及應收款項。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Continuing operations	持續經營業務		
Revenue from contracts with customers	來自客戶合約收益		
— Healthcare services	— 健康服務	48,589	47,615
Loan interest income	貸款利息收入	14,898	15,175
		<b>63,487</b>	62,790

來自客戶合約收益分析：

#### 地區市場

截至二零一九年及二零一八年三月三十一日止年度，全部健康服務收益均於中國確認。

#### 收益確認時間

截至二零一九年及二零一八年三月三十一日止年度，全部健康服務收益均於某一時間點確認。

#### 健康服務

服務收入於提供服務時確認，其金額能夠可靠估計並很可能收取收入。

應收款項於向客戶提供服務時確認，原因為此乃代價成為無條件之時間點，僅須待時間流逝而到期支付款項。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. SEGMENT INFORMATION

Information was reported to the executive directors of the Company, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focusing on services delivered or provided. This is also the basis upon which the Group is organised.

The Group's operating and reportable segments has been modified as three, namely (i) healthcare services business, (ii) money lending business and (iii) securities trading and investments business and others.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment loss represents the loss of each segment without allocation of interest income, other income and gains, share of result of associates and central administration costs. This is the measure reported to the Group's CODM for the purposes of resource allocation and performance assessment.

For the purposes of monitoring segment performances and allocating resources among segments, all assets and liabilities are allocated to operating segments on the basis of the revenue earned by individual reportable segment. Segment assets exclude interest in associates, equity investment at fair value through other comprehensive income, prepayment, investment at fair value through profit or loss/available-for-sale investment, assets classified as held for sale and unallocated corporate assets while segment liabilities exclude tax payable, liabilities associated with assets classified as held for sale and unallocated corporate liabilities. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

### 7. 分部資料

向本公司執行董事(即主要營運決策者(「主要營運決策者」))報告以供分配資源及評估分部表現之資料集中於所交付或提供之服務，亦為組織本集團所依據之基準。

本集團修訂為三個經營及可呈報分部，即(i)健康服務業務，(ii)借貸業務及(iii)證券買賣與投資業務以及其他。

經營分部之會計政策與附註3所述之本集團會計政策相同。分部虧損指未分配利息收入、其他收入及收益、分佔聯營公司之業績以及中央行政成本之各分部虧損。此乃向本集團主要營運決策者呈報以分配資源及評估表現之計量基準。

為監察分部表現及在分部之間分配資源，所有資產及負債均按個別可呈報分部所賺取收益為基準分配至經營分部。分部資產不包括於聯營公司之權益、透過其他全面收益按公平值列賬之股本投資、預付款項、透過損益按公平值列賬之投資／可供出售投資、分類為持作出售之資產及未分配公司資產，而分部負債不包括應付稅項、與分類為持作出售之資產有關之負債及未分配公司負債。此乃向主要營運決策者呈報以分配資源及評估表現之計量基準。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. SEGMENT INFORMATION (Continued)

Segment revenue and results

For the year ended 31 March 2019

Continuing operations

### 7. 分部資料(續)

分部收益及業績

截至二零一九年三月三十一日止年  
度

持續經營業務

		Healthcare services business  健康 服務業務 HK\$'000 千港元	Money lending business  借貸業務 HK\$'000 千港元	Securities trading and investments business and others  證券買賣與 投資業務 以及其他 HK\$'000 千港元	Total          總計 HK\$'000 千港元
Revenue	收益	48,589	14,898	–	63,487
Segment (loss)/profit	分部(虧損)/溢利	(74,326)	3,002	(432)	(71,756)
Interest revenue	利息收益				70
Other income and gains	其他收入及收益				17,179
Share of result of associates	分佔聯營公司之業績				(9,245)
Unallocated expenses	未分配支出				(57,149)
Loss before tax	除稅前虧損				(120,901)

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

For the year ended 31 March 2018

Continuing operations

### 7. 分部資料(續)

#### 分部收益及業績(續)

截至二零一八年三月三十一日止年度

持續經營業務

		Healthcare services business	Money lending business	Securities trading and investments business and others	Total
		健康 服務業務	借貸業務	證券買賣與 投資業務 以及其他	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue	收益	47,615	15,175	–	62,790
Segment (loss)/profit	分部(虧損)/溢利	(76,080)	4,188	(1,407)	(73,299)
Interest revenue	利息收益				61
Other income and gains	其他收入及收益				1,089
Share of result of associates	分佔聯營公司之業績				(10,587)
Unallocated expenses	未分配支出				(10,711)
Loss before tax	除稅前虧損				(93,447)

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities

As at 31 March 2019

### 7. 分部資料(續)

#### 分部資產及負債

於二零一九年三月三十一日

		Healthcare services business 健康服務 業務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Securities trading and investments business and others 證券買賣與 投資業務 以及其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分部資產	31,548	201,395	4	232,947
Interest in associates	於聯營公司之權益				35,783
Equity investments at fair value through other comprehensive income	透過其他全面收益按公平值 列賬之股本投資				3,512
Prepayment	預付款項				17,979
Unallocated corporate assets	未分配企業資產				10,345
Consolidated total assets	綜合資產總值				300,566
Segment liabilities	分部負債	5,907	–	–	5,907
Tax payable	應付稅項				830
Unallocated corporate liabilities	未分配企業負債				5,508
Consolidated total liabilities	綜合負債總額				12,245

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities (Continued)

As at 31 March 2018

### 7. 分部資料(續)

#### 分部資產及負債(續)

於二零一八年三月三十一日

	Healthcare services business 健康服務業務	Money lending business 借貸業務	Securities trading and investments business and others 證券買賣與投資業務以及其他	Total 總計	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Segment assets	分部資產	58,766	199,155	193	258,114
Interest in associates	於聯營公司之權益				67,626
Prepayment	預付款項				20,074
Available-for-sale investment	可供出售投資				20,862
Assets directly associated with disposal group held for sale	持作出售之出售集團直接相關之資產				30,923
Unallocated corporate assets	未分配企業資產				22,824
Consolidated total assets	綜合資產總值				420,423
Segment liabilities	分部負債	20,281	–	101	20,382
Tax payable	應付稅項				278
Liabilities directly associated with disposal group held for sale	持作出售之出售集團直接相關之負債				57
Unallocated corporate liabilities	未分配企業負債				1,865
Consolidated total liabilities	綜合負債總額				22,582

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. SEGMENT INFORMATION (Continued)

#### Other segment information

#### Continuing operations

For the year ended 31 March 2019

### 7. 分部資料(續)

#### 其他分部資料

#### 持續經營業務

截至二零一九年三月三十一日止年度

	Healthcare services business	Money lending business	Securities trading and investments business and others	Unallocated	Total
	健康服務業務	借貸業務	證券買賣與投資業務以及其他	未分配	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
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,092	–	23	7,115
Gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及設備之收益/(虧損)	289	–	(45)	244
Gain on disposal of subsidiaries	出售附屬公司之收益	–	–	12,646	12,646
Impairment losses recognised on investment at fair value through profit or loss	就透過損益按公平值列賬之投資確認減值虧損	–	–	20,862	20,862
Impairment losses recognised on interest in associates	就於聯營公司之權益確認減值虧損	–	–	17,528	17,528

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

Continuing operations (Continued)

For the year ended 31 March 2018

### 7. 分部資料(續)

其他分部資料(續)

持續經營業務(續)

截至二零一八年三月三十一日止年  
度

	Healthcare services business	Money lending business	Securities trading and investments business and others	Unallocated	Total
	健康服務 業務	借貸業務	證券買賣與 投資業務 以及其他	未分配	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
Depreciation of property, plant and equipment	6,282	-	-	42	6,324
Loss on disposal of property, plant and equipment	165	-	-	-	165

#### Geographical information

Healthcare services revenue for the years ended 31 March 2019 and 2018, were revenue derived from contracts with customers, the geographical information of revenue could be referred to note 6 to the consolidated financial statements in this annual report.

For the year ended 31 March 2019, loan interest income were derived from Hong Kong and PRC approximately HK\$11,058,000 (2018: HK\$15,175,000) and approximately HK\$3,840,000 (2018: Nil), respectively.

#### 地區資料

截至二零一九年及二零一八年三月三十一日止年度，健康服務收益均來自客戶合約，有關收益之地區資料可參閱本年報綜合財務報表附註6。

截至二零一九年三月三十一日止年度，來自香港及中國之貸款利息收入分別約為11,058,000港元(二零一八年：15,175,000港元)及約3,840,000港元(二零一八年：零)。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. SEGMENT INFORMATION (Continued)

#### Geographical information (Continued)

Information about the Group's non-current assets by geographical location of the assets are detailed below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
PRC	中國	44,147	96,796
Hong Kong	香港	15,920	18,075
		60,067	114,871

#### Information about major customers

During the year ended 31 March 2019 and 31 March 2018, none of the Group's individual customer contributed more than 10% to the total revenue of the Group.

### 7. 分部資料(續)

#### 地區資料(續)

有關本集團按資產地理位置劃分之非流動資產資料詳情如下：

#### 主要客戶資料

截至二零一九年三月三十一日及二零一八年三月三十一日止年度，本集團概無個別客戶貢獻本集團總收益逾10%。

### 8. OTHER INCOME AND GAINS

Continuing operations

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
PRC loan interest income	中國貸款利息收入	—	941
Exchange gain, net	匯兌收益淨額	1,376	36
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	244	—
Gain on disposal of subsidiaries (note 31)	出售附屬公司之收益(附註31)	12,646	—
Sales of the consumable material	銷售消耗品材料	1,997	—
Sundry income	雜項收入	916	112
		17,179	1,089

### 8. 其他收入及收益

持續經營業務

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 9. INCOME TAX EXPENSE

#### Continuing operations

### 9. 所得稅開支

#### 持續經營業務

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong Profits Tax:	香港利得稅：		
— Current tax	— 即期稅項	552	266
Overprovision of Enterprise income tax (the “EIT”) in prior years	過往年度企業所得稅(「企業所得稅」) 超額撥備	(19)	(28)
		<b>533</b>	<b>238</b>

For the year ended 31 March 2019, Hong Kong Profits Tax is calculated under two-tier profits tax system under first HK\$2 million of estimated assessable profits is taxed at a rate of 8.25% and remaining estimated assessable profits is taxed at 16.5%. The Group should elect one of the Hong Kong subsidiaries to apply the two-tier profits tax rate.

截至二零一九年三月三十一日止年度，香港利得稅乃按利得稅兩級制計算，估計應課稅溢利首2,000,000港元按稅率8.25%繳稅，而餘下估計應課稅溢利則按稅率16.5%繳稅。本集團須選定其中一家香港附屬公司採用兩級制利得稅率。

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司自二零零八年一月一日起之稅率為25%。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 9. INCOME TAX EXPENSE (Continued)

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

### 9. 所得稅開支(續)

本年度之所得稅開支與綜合損益及其他全面收益表之除稅前虧損對賬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss before tax	除稅前虧損	(120,901)	(93,447)
Taxation at the domestic income tax rate of 8.25% (2018: nil)	按本地所得稅稅率8.25% (二零一八年：無)計算之稅項	165	-
Taxation at the domestic income tax rate of 16.5% (2018: 16.5%)	按本地所得稅稅率16.5% (二零一八年：16.5%)計算之稅項	(20,279)	(15,419)
Tax effect of income not taxable and expenses not deductible for tax purpose	毋稅課稅收入及不可扣稅開支之 稅務影響	11,953	1,890
Effect of different tax rates of entities operating in other jurisdictions	於其他司法權區經營之實體之不同 稅率之影響	(5,880)	(7,586)
Tax effect on share of result of associates not recognised	尚未確認分佔聯營公司業績之稅務 影響	2,311	2,646
Tax effect of tax losses not recognised	尚未確認稅務虧損之稅務影響	12,282	18,735
Over provision in prior years	過往年度超額撥備	(19)	(28)
		<b>533</b>	<b>238</b>

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the profits earned by the PRC subsidiaries, the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

根據中國企業所得稅法，自二零零八年一月一日起中國附屬公司所賺取溢利之股息須繳納預扣稅。由於本集團能控制撥回暫時差額之時間，且有關暫時差額可能不會於可見將來撥回，故並未就中國附屬公司所賺取溢利帶來之暫時差額於綜合財務報表作出遞延稅項撥備。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 9. INCOME TAX EXPENSE (Continued)

At the end of the reporting period, the Group's subsidiaries in the PRC have unused tax losses of approximately HK\$141,881,000 (2018: HK\$133,349,000) available for offset against future profits, which will expire in five years. No deferred tax asset has been recognised in respect of the tax losses and the deductible temporary differences due to unpredictability of future profit streams.

### 10. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

#### Continuing operations

The Group's loss for the year is stated after (crediting)/charging the following:

### 9. 所得稅開支(續)

於報告期末，本集團之中國附屬公司有約141,881,000港元(二零一八年：133,349,000港元)之未動用稅務虧損可供抵銷未來溢利，有效期為五年。由於未能預計未來溢利來源，故並無就稅務虧損及可扣減暫時差額確認遞延稅項資產。

### 10. 持續經營業務之本年度虧損

#### 持續經營業務

本集團本年度虧損已(計入)/扣除以下各項：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	2,000	1,668
Cost of inventories sold	已售存貨成本	10,209	13,274
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,115	6,324
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)/虧損	(244)	165
Research and development costs recognised as an expense	確認為開支之研發成本	199	1,763
Operating lease charges	經營租賃開支	7,115	5,325
Impairment of interest in associates	於聯營公司之權益減值	17,528	-
Impairment of investment at fair value through profit or loss	透過損益按公平值列賬之投資減值	20,862	-
Impairment of trade receivables	應收貿易款項減值	77	-
Directors' remuneration (note 12)	董事薪酬(附註12)	6,317	11,015
Other staff costs	其他員工成本	49,887	48,069
Retirement benefits scheme contributions, excluding directors	退休福利計劃供款(不包括董事)	12,023	11,752
Total staff costs	員工成本總額	68,227	70,836

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### II. DISCONTINUED OPERATION AND DISPOSAL GROUP HELD FOR SALE

On 15 December 2017, a wholly-owned subsidiary of the Company entered into a share transfer agreement with an independent third party to dispose of the entire equity interests in China Education Media Limited (中國教育傳媒有限公司) ("China Education") and its subsidiary (collectively referred to as the "Disposal Group") which carried out all of the Group's education software and related services business and certain balances due by the Disposal Group to the Group for a cash consideration of HK\$30,500,000 ("Disposal"). The Disposal was completed on 8 June 2018.

The education software products and related services business of the Group is not profitable, with relatively low margin and has little rooms for developments. As a result, it is no longer the Group's primary business and the emphasis of the Group's business development. The disposal would enable the Group to streamline its business and consolidate its resources to focus on the development of other businesses of the Group.

(a) The loss for the year from discontinued operation is analysed as follows:

			2019 二零一九年	2018 二零一八年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Loss of discontinued operations	已終止業務之虧損	(b)	(20)	(3,717)
Loss on disposal of Disposal Group	出售出售集團之虧損	(c)	(1,581)	-
			(1,601)	(3,717)

### II. 已終止業務及持作出售之出售集團

於二零一七年十二月十五日，本公司一家全資附屬公司與一名獨立第三方訂立股份轉讓協議，以出售經營本集團所有教育軟件產品及相關服務業務之中國教育傳媒有限公司（「中國教育」）及其附屬公司（統稱「出售集團」）全部股權以及出售集團應付本集團之若干結餘，現金代價為30,500,000港元（「出售事項」）。出售事項已於二零一八年六月八日完成。

本集團之教育軟件產品及相關服務業務無利可圖，利潤相對低，且發展空間小。因此，其不再是本集團之主營業務以及本集團之業務發展重點。出售事項將有利於本集團精簡其業務，整合資源以便本集團專注發展其他業務。

(a) 已終止業務之本年度虧損如下：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### II. DISCONTINUED OPERATION AND DISPOSAL GROUP HELD FOR SALE (Continued)

- (b) The results of the Disposal Group for the year ended 31 March 2019 and 2018, which have been included in the consolidated statement of profit or loss, were as follows:

### II. 已終止業務及持作出售之出售集團(續)

- (b) 出售集團截至二零一九年及二零一八年三月三十一日止年度已計入綜合損益表之業績如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	—	1,378
Cost of sales	銷售成本	—	(59)
Gross profit	毛利	—	1,319
Other income	其他收入	—	364
Selling expenses	銷售開支	—	(610)
Administrative expenses	行政開支	(20)	(4,790)
Loss before tax	除稅前虧損	(20)	(3,717)
Income tax expense	所得稅開支	—	—
Loss for the year from discontinued operations	已終止業務之本年度虧損	(20)	(3,717)
Loss attributable to	以下人士應佔虧損		
— owners of the Company	— 本公司擁有人	(20)	(3,717)
— non-controlling interest	— 非控股權益	—	—
		(20)	(3,717)
Loss for the year from discontinued operation include the following:	已終止業務之本年度虧損包括以下各項：		
Cost of inventories sold	已售存貨成本	—	59
Depreciation of property, plant and equipment	物業、廠房及設備折舊	—	353
Bank interest income	銀行利息收入	—	247
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	—	13
Operating lease charges	經營租賃費用	—	470
Directors' remuneration	董事酬金	—	—
Other staff costs	其他員工成本	—	2,964
Retirement benefits scheme contributions, excluding directors	退休福利計劃供款(不包括董事)	—	379
Total staff costs	總員工成本	—	3,343

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### II. DISCONTINUED OPERATION AND DISPOSAL GROUP HELD FOR SALE (Continued)

(c) Net assets at the date of disposal were as follows:

		2019 二零一九年 HK\$'000 千港元
Assets directly associated with disposal group held for sale	持作出售之出售集團直接相關之資產	30,903
Liabilities directly associated with disposal group held for sale	持作出售之出售集團直接相關之負債	(57)
Net assets disposed of	已出售資產淨值	30,846
Release of foreign currency translation reserve	解除外幣換算儲備	1,235
Total consideration — satisfied by cash	總代價 — 以現金償付	(30,500)
Loss on disposal of subsidiaries	出售附屬公司之虧損	1,581

(d) As at 31 March 2018, the major classes of assets and liabilities of the education software products and related services business, which have been presented separately in the consolidated statement of financial position, are as follows:

### II. 已終止業務及持作出售之出售集團(續)

(c) 於出售日期之資產淨值如下：

(d) 於二零一八年三月三十一日，於綜合財務狀況表中個別呈列之教育軟件產品及相關服務業務之主要資產及負債類別如下：

		2018 二零一八年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,300
Loan receivables	應收貸款	6,873
Trade and other receivables	應收貿易及其他應收款項	309
Inventories	存貨	3,076
Bank balances and cash	銀行結餘及現金	19,365
Total assets associated as held for sale	與持作出售有關之資產總值	30,923
Other payable	其他應付款項	(57)
Total liabilities associated as held for sale	與持作出售有關之負債總額	(57)

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### II. DISCONTINUED OPERATION AND DISPOSAL GROUP HELD FOR SALE (Continued)

- (e) The net cash outflows incurred by the operation in Disposal Group are as follows:

### II. 已終止業務及持作出售之出售集團(續)

- (e) 出售集團業務所產生現金流出淨額如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Operating activities	經營活動	(20)	(10,199)
Investing activities	投資活動	—	327
Financing activities	融資活動	—	(1,166)
Net cash outflows	現金流出淨額	(20)	(11,038)



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

For the year ended 31 March 2019

### 12. 董事及主要行政人員酬金

截至二零一九年三月三十一日止年度

			Fees	Salaries and other benefits	Discretionary bonus	Contribution to retirement benefits scheme	Total
		Note	袍金	薪金及其他福利	酌情花紅	退休福利計劃供款	總計
		附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Executive Director</b>	<b>執行董事</b>						
Hua Yunbo	华云波		2,400	–	–	–	2,400
Shan Hua	单华		2,540	–	–	78	2,618
Man Wai Lun	文偉麟	(i)	28	–	–	1	29
Chung Yuk Lun	鍾育麟	(ii)	21	–	–	–	21
Ng Kung Poon	吳恭本	(iii)	25	–	–	–	25
<b>Non-Executive Director</b>	<b>非執行董事</b>						
Feng Xiaogang	馮曉剛		–	240	–	–	240
<b>Independent Non-Executive Director</b>	<b>獨立非執行董事</b>						
Zheng Chunlei	郑春雷		240	–	–	–	240
Liu Xinghua	刘兴华		240	–	–	–	240
Zhang Xuyang	张旭阳	(iv)	240	–	–	–	240
Zhou Jian	周健	(v)	240	–	–	–	240
Chan Kam Wah	陳錦華	(vi)	24	–	–	–	24
<b>Total</b>	<b>總計</b>		<b>5,998</b>	<b>240</b>	<b>–</b>	<b>79</b>	<b>6,317</b>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued) For the year ended 31 March 2018

### 12. 董事及主要行政人員酬金(續) 截至二零一八年三月三十一日止年 度

	Note	Fees	Salaries and other benefits	Discretionary bonus	Contribution to retirement benefits scheme	Total
	附註	袍金	薪金及其他福利	酌情花紅	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
<b>Executive Director</b>	<b>執行董事</b>					
Hua Yunbo	華云波	2,400	–	2,400	–	4,800
Shan Hua	單華	2,542	–	2,400	65	5,007
<b>Non-Executive Director</b>	<b>非執行董事</b>					
Feng Xiaogang	馮曉剛	–	240	–	8	248
<b>Independent Non-Executive Director</b>	<b>獨立非執行董事</b>					
Zheng Chunlei	鄭春雷	240	–	–	–	240
Liu Xinghua	劉興華	240	–	–	–	240
Zhang Xuyang	張旭陽	240	–	–	–	240
Zhou Jian	周健	240	–	–	–	240
<b>Total</b>	<b>總計</b>	<b>5,902</b>	<b>240</b>	<b>4,800</b>	<b>73</b>	<b>11,015</b>

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

上述執行董事之薪酬乃就有關彼等管理本公司及本集團事務之服務而支付。上述非執行董事之薪酬乃為彼等作為本公司或其附屬公司董事之服務而支付。上述獨立非執行董事之薪酬乃為彼等作為本公司董事之服務而支付。

The bonus was determined on a discretionary basis with reference to the individual's performance.

花紅乃參考個別人士表現酌情釐定。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Notes:

- (i) Appointed as a director on 8 January 2019
- (ii) Appointed as a director on 7 December 2018 and resigned as a director on 8 January 2019
- (iii) Appointed as a director on 7 December 2018 and resigned as a director on 14 January 2019
- (iv) Resigned as a director on 2 April 2019
- (v) Resigned as a director on 5 June 2019
- (vi) Appointed as a director on 21 January 2019 and resigned as a director on 18 June 2019

The five highest paid employees during the year included two (2018: two) directors, details of whose remuneration are set out above. Details of the remuneration of the remaining three (2018: three) non-director, highest paid employees for the year are as follows:

### 12. 董事及主要行政人員酬金(續)

附註：

- (i) 於二零一九年一月八日獲委任為董事
- (ii) 於二零一八年十二月七日獲委任為董事，並於二零一九年一月八日辭任董事
- (iii) 於二零一八年十二月七日獲委任為董事，並於二零一九年一月十四日辭任董事
- (iv) 於二零一九年四月二日辭任董事
- (v) 於二零一九年六月五日辭任董事
- (vi) 於二零一九年一月二十一日獲委任為董事，並於二零一九年六月十八日辭任董事

年內，五名最高薪酬人士包括兩名(二零一八年：兩名)董事，其薪酬詳情載於上文。餘下三名(二零一八年：三名)非董事人士之年內最高薪酬人士薪酬詳情如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	3,161	2,920
Discretionary bonus	酌情花紅	809	1,276
Retirement benefits scheme contributions	退休福利計劃供款	241	242
		<b>4,211</b>	4,438

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Their emoluments were within the following bands:

		Number of employees	
		僱員人數	
		2019	2018
		二零一九年	二零一八年
Below HK\$1,000,000	低於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	2	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	2

During the years ended 31 March 2019 and 2018, no emoluments were paid by the Group to the five highest paid individuals or directors, as an inducement to join or upon joining the Group or as compensation for loss of office.

截至二零一九年及二零一八年三月三十一日止年度，本集團並無向五名最高薪人士或董事支付任何酬金作為鼓勵加盟或加盟本集團而給予的獎金或離職補償。

### 13. DIVIDENDS

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

### 13. 股息

董事不建議就截至二零一九年及二零一八年三月三十一日止年度派付任何股息。

### 14. LOSS PER SHARE

#### (a) From continuing and discontinued operations

##### Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year of approximately HK\$118,854,000 (2018: approximately HK\$94,242,000) attributable to owners of the Company and the weighted average number of approximately 5,331,886,000 (2018: approximately 5,051,710,000) ordinary shares in issue during the year.

##### Diluted loss per share

The effects of all potential ordinary shares are anti-dilutive for the years ended 31 March 2019 and 2018.

### 14. 每股虧損

#### (a) 來自持續經營及已終止業務 每股基本虧損

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔本年度虧損約118,854,000港元(二零一八年：約94,242,000港元)及本年度已發行約5,331,886,000股(二零一八年：約5,051,710,000股)普通股之加權平均數計算。

##### 每股攤薄虧損

截至二零一九年及二零一八年三月三十一日止年度，所有潛在普通股均具有反攤薄影響。

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

### 14. LOSS PER SHARE (Continued)

#### (b) From continuing operations

##### *Basic loss per share*

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year of approximately HK\$117,253,000 (2018: approximately HK\$90,525,000) attributable to owners of the Company and the denominator used is the same as that detailed above for basic loss per share from continuing and discontinued operations.

##### *Diluted loss per share*

The effects of all potential ordinary shares are anti-dilutive for the years ended 31 March 2019 and 2018.

#### (c) From discontinued operation

##### *Basic loss per share*

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year of approximately HK\$1,601,000 (2018: approximately HK\$3,717,000) attributable to owners of the Company and the denominator used is the same as that detailed above for basic loss per share from continuing and discontinued operations.

##### *Diluted loss per share*

The effects of all potential ordinary shares are anti-dilutive for the years ended 31 March 2019 and 2018.

### 14. 每股虧損(續)

#### (b) 來自持續經營業務

##### *每股基本虧損*

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔本年度虧損約117,253,000港元(二零一八年：約90,525,000港元)計算，而所用分母與上述來自持續經營及已終止業務之每股基本虧損所用者相同。

##### *每股攤薄虧損*

截至二零一九年及二零一八年三月三十一日止年度，所有潛在普通股均具有反攤薄影響。

#### (c) 來自已終止業務

##### *每股基本虧損*

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔本年度虧損約1,601,000港元(二零一八年：約3,717,000港元)計算，而所用分母與上述來自持續經營及已終止業務之每股基本虧損所用者相同。

##### *每股攤薄虧損*

截至二零一九年及二零一八年三月三十一日止年度，所有潛在普通股均具有反攤薄影響。

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

### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、廠房及設備

		Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>COST</b>	<b>成本</b>				
At April 2017	於二零一七年四月	10,514	6,479	2,414	19,407
Addition	添置	8,585	4,056	–	12,641
Acquisition of subsidiaries	收購附屬公司	31	–	–	31
Disposals	出售	(236)	–	(13)	(249)
Disposal of subsidiaries	出售附屬公司	(238)	–	(2,524)	(2,762)
Exchange adjustments	匯兌調整	1,621	967	123	2,711
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及 二零一八年四月一日	20,277	11,502	–	31,779
Addition	添置	654	867	–	1,521
Disposals	出售	(8,478)	–	–	(8,478)
Disposal of subsidiaries	出售附屬公司	(5,829)	(4,169)	–	(9,998)
Exchange adjustments	匯兌調整	(1,366)	(787)	–	(2,153)
At 31 March 2019	於二零一九年三月三十一日	5,258	7,413	–	12,671
<b>ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSS</b>	<b>累計折舊及減值虧損</b>				
At 1 April 2017	於二零一七年四月一日	801	1,468	919	3,188
Provided for the year	本年度撥備	3,476	2,881	320	6,677
Eliminated on disposals	出售時對銷	(87)	–	–	(87)
Disposal of subsidiaries	出售附屬公司	(177)	–	(1,285)	(1,462)
Exchange adjustments	匯兌調整	260	335	46	641
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及 二零一八年四月一日	4,273	4,684	–	8,957
Provided for the year	本年度撥備	3,435	3,680	–	7,115
Eliminated on disposals	出售時對銷	(2,750)	–	–	(2,750)
Disposal of subsidiaries	出售附屬公司	(2,375)	(2,538)	–	(4,913)
Exchange adjustments	匯兌調整	(292)	(334)	–	(626)
At 31 March 2019	於二零一九年三月三十一日	2,291	5,492	–	7,783
<b>CARRYING VALUES</b>	<b>賬面值</b>				
At 31 March 2019	於二零一九年三月三十一日	2,967	1,921	–	4,888
At 31 March 2018	於二零一八年三月三十一日	16,004	6,818	–	22,822

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### 16. INTANGIBLE ASSETS

### 16. 無形資產

		Practice License of Medical Institution 醫療機構 執業許可證 HK\$'000 千港元
Cost	成本	
At 1 April 2017	於二零一七年四月一日	–
Acquisition of subsidiaries	收購附屬公司	6,444
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及 二零一八年四月一日	6,444
Disposal of a subsidiary (note 31)	出售附屬公司(附註31)	(6,444)
At 31 March 2019	於二零一九年三月三十一日	–

The Practice License of Medical Institution has a legal life of 5 years but is subject to annual inspection. The directors of the Company are of the opinion that the Group would renew the Practice License of Medical Institution continuously and has the ability to do so. The license is to provide support to the Group's genetic testing and laboratory testing services in the healthcare segment where there is no foreseeable limit to the period over which the services are expected to generate net cash flows for the Group.

As a result, the Practice License of Medical Institution is considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The Practice License of Medical Institution medical practice license will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

醫療機構執業許可證之合法年期為五年，惟須每年接受檢查。本公司董事認為，本集團將繼續並有能力重續該醫療機構執業許可證。該醫療機構執業許可證可為本集團健康服務分部之基因檢測服務及實驗室檢測服務提供支援，且不會於預期該等服務將為本集團產生淨現金流量之期間產生任何可預見限制。

因此，本集團管理層認為，由於預期該醫療機構執業許可證會無限期帶來淨現金流入，故其具有無限可使用年期。於確定醫療機構執業許可證之可使用年期屬有限前，醫療機構執業許可證不會予以攤銷。然而，醫療機構執業許可證將每年接受減值測試，以及於出現減值跡象時進行測試。

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

### 17. INTEREST IN ASSOCIATES

### 17. 於聯營公司之權益

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Unlisted investments:	非上市投資：		
Share of net assets	分佔資產淨值	42,863	57,626
Loan to an associate	借予一家聯營公司之貸款	10,448	10,000
Impairment loss	減值虧損	(17,528)	—
		<b>35,783</b>	67,626

As at 31 March 2019 and 2018, the Group had interest in the following associates:

於二零一九年及二零一八年三月三十一日，本集團於以下聯營公司擁有權益：

Name of entity 實體名稱	Form of entity 實體形式	Place of incorporation/ establishment and operation 註冊成立/ 成立及 經營地點	Proportion of nominal value of issued share capital/ registered capital held by the Company		Principal activity 主要業務
			2019 二零一九年	2018 二零一八年	
廣州漫瑞生物信息技術有限公司	Incorporated 註冊成立	PRC 中國	<b>30%</b>	30%	Research and development of genetic testing 研發基因檢測
北京新清泰克體育科技有限公司	Incorporated 註冊成立	PRC 中國	<b>19%</b>	19%	Sport development 體育發展



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

### 17. INTEREST IN ASSOCIATES (Continued)

The following table shows information of the associate that is material to the Group. This associate is accounted for in the consolidated financial statements using the equity method. The summarised financial information presented is based on the HKFRS financial statements of the associates.

Name 名稱		廣州漫瑞生物信息技術有限公司	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>At 31 March:</b>	<b>於三月三十一日：</b>		
Non-current assets	非流動資產	149,434	176,661
Current assets	流動資產	6,602	12,690
Non-current liabilities	非流動負債	(363)	(424)
Current liabilities	流動負債	(12,796)	(11,789)
Net assets	資產淨值	142,877	177,138
Group's share of net assets	本集團分佔資產淨值	42,863	53,142
<b>Year ended 31 March:</b>	<b>截至三月三十一日止年度：</b>		
Revenue	收益	5,873	4,059
Loss from continuing operations	持續經營業務之虧損	(28,658)	(33,573)
Loss after tax from discontinued operations	已終止業務之除稅後虧損	—	—
Other comprehensive (loss)/income	其他全面(虧損)/收益	(5,605)	19,480
Total comprehensive loss	全面虧損總額	(34,263)	(14,093)

As at 31 March 2019, the bank and cash balances of the Group' associates in the PRC denominated in RMB amounted to approximately HK\$2,817,000 (2018: HK\$7,211,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

### 17. 於聯營公司之權益(續)

下表載列對本集團而言屬重大之聯營公司資料。該聯營公司採用權益法於綜合財務報表入賬。所呈列財務資料概要乃基於聯營公司按香港財務報告準則編製之財務報表。

於二零一九年三月三十一日，本集團於中國之聯營公司以人民幣計值之銀行及現金結餘約為2,817,000港元(二零一八年：7,211,000港元)。人民幣兌外幣須遵守中國外匯管制規例。

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

### 17. INTEREST IN ASSOCIATES (Continued)

The financial information and carrying amount of the Group's interest in an associate that is not individually material and is accounted for using the equity method is set out below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss from continuing operations	持續經營業務之虧損	(648)	(515)
Loss after tax from discontinued operations	已終止業務之除稅後虧損	-	-
Other comprehensive loss	其他全面虧損	(324)	-
Total comprehensive loss	全面虧損總額	(972)	(515)
Carrying amount of Group's interest in an immaterial associate	本集團於一家不重大聯營公司之權益之賬面值	-	4,484

The Group held 19% of voting power of 北京新清泰克體育科技有限公司, the Group exercises significant influence over 北京新清泰克體育科技有限公司 because the Group appointed one director out of the three directors of 北京新清泰克體育科技有限公司 as at 31 March 2018. On 22 March 2019, that director resigned as the director of 北京新清泰克體育科技有限公司. As a result, the Group has no significant influence on 北京新清泰克體育科技有限公司 and it become an equity investment at fair value through other comprehensive income.

### 17. 於聯營公司之權益(續)

下文載列本集團於一家聯營公司之權益之財務資料及賬面值，有關權益屬個別不重大，並採用權益法入賬：

於二零一八年三月三十一日，本集團持有北京新清泰克體育科技有限公司19%投票權，由於本集團於北京新清泰克體育科技有限公司三名董事中任命其中一名董事，因此本集團對北京新清泰克體育科技有限公司行使重大影響力。於二零一九年三月二十二日，該董事辭任北京新清泰克體育科技有限公司董事職務。因此，本集團對北京新清泰克體育科技有限公司並無重大影響力，並成為透過其他全面收益按公平值列賬之股本投資。

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### 18. EQUITY INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Equity securities	股本證券		
— Unlisted equity securities —	— 非上市股本證券 —		
北京新清泰克體育科技有限公司	北京新清泰克體育科技有限公司	3,512	—

The above investments are intended to be held for the medium to long-term. Designation of these investments as equity investments at fair value through other comprehensive income can avoid the volatility of the fair value changes of these investments to the profit or loss. The cost of the investment approximated to their fair value. The cost of the equity investment at fair value through other comprehensive income approximate its fair value and is an appropriate estimate of fair value since there is insufficient more recent information available to measure fair value.

### 19. PREPAYMENT

On 25 October 2017, the Group granted share options with a total fair value of HK\$20,947,000 to certain consultants of the Group covering a service period up to October 2027. The Group recognised total expense of approximately HK\$2,095,000 (2018: HK\$873,000) for the year ended 31 March 2019 in relation to such share options granted. The remaining value of the options of approximately HK\$17,979,000 (2018: HK\$20,074,000) was carried as a prepayment as at 31 March 2019 to be charged to profit or loss over the service period of the consultants with approximately HK\$15,884,000 (2018: HK\$17,979,000) included in non-current assets and HK\$2,095,000 (2018: HK\$2,095,000) included in current assets.

### 18. 透過其他全面收益按公平值列賬之股本投資

上述投資乃計劃作為中長期投資而持有。指定有關投資為透過其他全面收益按公平值列賬之股本投資可避免有關投資之公平值變動對損益產生波動。投資成本與其公平值相若。透過其他全面收益按公平值列賬之股本投資成本與其公平值相若，並且是公平值之適當估計，原因是並無足夠最新資料用以計量公平值。

### 19. 預付款項

於二零一七年十月二十五日，本集團向本集團若干顧問授出公平總值為20,947,000港元之購股權，所涵蓋之服務期至二零二七年十月止。本集團於截至二零一九年三月三十一日止年度就該等已授出購股權確認總開支約2,095,000港元(二零一八年：873,000港元)。於二零一九年三月三十一日，購股權之餘下價值約17,979,000港元(二零一八年：20,074,000港元)列賬為預付款項，並將於顧問提供服務期間於損益扣除，其中約15,884,000港元(二零一八年：17,979,000港元)計入非流動資產，而2,095,000港元(二零一八年：2,095,000港元)則計入流動資產。

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### 20. INVESTMENT AT FAIR VALUE THROUGH PROFIT OR LOSS/ AVAILABLE-FOR-SALE INVESTMENT

### 20. 透過損益按公平值列賬之投資/ 可供出售投資

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Unlisted private fund in the PRC	中國之非上市私募基金	—	20,862

The unlisted private fund represented a fund managed by a private fund manager registered and approved by the Asset Management Association of China and is measured as fair value. During the year, the Group has fully impaired the investment. Please refer to the Company's announcement dated (i) 4 May 2017 for further details of the fund and (ii) 24 April 2019 for further details of the fund impairment.

As at 31 March 2018, the Group invested approximately HK\$20,862,000 in the investment fund which managed by the fund management company. The cost of the fund approximated to their fair value.

非上市私募基金指經中國證券投資基金業協會註冊及批准之一家私募投資基金經理所管理並按公平值計量之基金。於本年度，本集團就投資全面計提減值。基金及基金減值之進一步詳情請參閱本公司日期為(i)二零一七年五月四日及(ii)二零一九年四月二十四日之公佈。

於二零一八年三月三十一日，本集團投資約20,862,000港元於基金管理公司所管理之投資基金。基金成本與其公平值相若。

### 21. INVENTORIES

### 21. 存貨

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Consumables	消耗品	1,856	7,264

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

### 22. LOAN RECEIVABLES/LOAN INTEREST RECEIVABLES

### 22. 應收貸款／應收貸款利息

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Secured loan receivables	應收有抵押貸款	191,471	190,655

The loan receivables granted to customers are mainly ranging from 3–9 months. As at 31 March 2019, loans to third parties with an aggregate principal amount of approximately HK\$191,471,000 (2018: HK\$190,655,000) are secured, bear interest ranging from 5% to 18% (2018: from 9% to 18%) per annum and are repayable within one year and thus classified as current assets. The loan receivables are due for settlement at the date specified in the respective loan agreements.

As at 31 March 2019, loan receivables amounting to approximately HK\$66,256,000 (2018: HK\$190,655,000) together with interest receivables from the same third parties of approximately HK\$6,664,000 (2018: HK\$8,353,000) were guaranteed by independent third parties, HK\$19,000,000 (2018: Nil) together with interest receivables from the same third parties of approximately HK\$838,000 (2018: Nil) were secured by the equity interest of the corresponding borrower's subsidiary and HK\$106,215,000 (2018: Nil) together with interest receivables from the same third parties of approximately HK\$2,422,000 (2018: Nil) were secured by the corresponding borrowers' equity interest.

授予客戶之應收貸款主要介乎3至9個月。於二零一九年三月三十一日，借予第三方本金總額約191,471,000港元(二零一八年：190,655,000港元)之貸款為有抵押，按年利率介乎5厘至18厘(二零一八年：9厘至18厘)計息及須於一年內償還，故分類為流動資產。應收貸款於各貸款協議所指定之日期到期清償。

於二零一九年三月三十一日，應收貸款約66,256,000港元(二零一八年：190,655,000港元)連同應收同一第三方之利息約6,664,000港元(二零一八年：8,353,000港元)獲獨立第三方擔保，應收貸款19,000,000港元(二零一八年：無)連同應收同一第三方之利息約838,000港元(二零一八年：無)以相應借款人附屬公司之股權作抵押，及應收貸款106,215,000港元(二零一八年：無)連同應收同一第三方之利息約2,422,000港元(二零一八年：無)以相應借入人之股權作抵押。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 22. LOAN RECEIVABLES/LOAN INTEREST RECEIVABLES (Continued)

For the year ended 31 March 2019 and 2018, the directors of the Company have individually assessed and considered that there is no indication of impairment on the loan and interest receivables. No impairment loss of loan and interest receivables was recognised in profit or loss.

The ageing analysis of loan receivables based on the loans draw down date at the end of the reporting periods is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
91 to 180 days	91 至 180 日	92,209	163,000
181 to 365 days	181 至 365 日	89,682	27,655
Over 365 days	365 日以上	9,580	-
		<b>191,471</b>	190,655

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all loan receivables. To measure the expected credit losses, loan receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

### 22. 應收貸款／應收貸款利息(續)

截至二零一九年及二零一八年三月三十一日止年度，本公司董事已個別評估並認為應收貸款及利息並無減值跡象。概無於損益確認應收貸款及利息之減值虧損。

於報告期末，按貸款提取日期呈列應收貸款之賬齡分析如下：

本集團應用香港財務報告準則第9號項下簡化法，就所有應收貸款使用全期預期虧損撥備以為預期信貸虧損計提撥備。為計算預期信貸虧損，應收貸款已根據共享信貸風險特徵及逾期日數分組。預期信貸虧損亦包含前瞻性資料。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 22. LOAN RECEIVABLES/LOAN INTEREST RECEIVABLES (Continued)

Set out below is the information about the credit risk exposure on the Group's loan receivables based on contractual due date:

### 22. 應收貸款／應收貸款利息(續)

以下載列按合約到期日呈列之本集團應收貸款所面臨信貸風險之資料：

		Current	1-90 days past due 逾期	Over 90 days past due 逾期	Total
		流動	1至90日	超過90日	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 31 March 2019	於二零一九年三月三十一日				
Weighted average expected loss rate	加權平均預期虧損率	—	—	—	—
Receivable amount	應收款項	—	191,471	—	191,471
Loss allowance	虧損撥備	—	—	—	—
At 31 March 2018	於二零一八年三月三十一日				
Weighted average expected loss rate	加權平均預期虧損率	—	—	—	—
Receivable amount	應收款項	11,655	163,000	16,000	190,655
Loss allowance	虧損撥備	—	—	—	—

Included in the Group's loan receivables are debtors with aggregate amount of approximately HK\$191,471,000 (2018: HK\$179,000,000) which were past due at the end of the reporting period for which the Group has not provided for impairment loss. The directors of the Company believed that the amount was recoverable, after taking into account of the settlement received subsequent to the end of the reporting period and guarantees provided by third parties.

本集團應收貸款包括總額約為191,471,000港元(二零一八年: 179,000,000港元)之應收賬款, 有關款項於報告期末已逾期, 而本集團概無就此計提減值虧損撥備。經計及於報告期末後收到還款及第三方所提供擔保後, 本公司董事相信有關款項可予收回。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 22. LOAN RECEIVABLES/LOAN INTEREST RECEIVABLES (Continued)

Loan interest receivables:

Loan interest receivables represented interest accrued on the loan receivables not yet due according to the terms of the relevant loan agreements. The ageing analysis of loan interest receivables based on the loans draw down date at the end of the reporting periods is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
91 to 180 days	91 至 180 日	2,054	6,832
181 to 365 days	181 至 365 日	6,771	1,521
Over 365 days	365 日以上	1,099	-
		<b>9,924</b>	8,353

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all loan interest receivables. To measure the expected credit losses, loan interest receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

### 22. 應收貸款／應收貸款利息(續)

應收貸款利息：

應收貸款利息指根據相關貸款協議之條款尚未到期應收貸款所累計之利息。於報告期末，按貸款提取日期呈列應收貸款利息之賬齡分析如下：

本集團應用香港財務報告準則第9號項下簡化法，就所有應收貸款利息使用全期預期虧損撥備以為預期信貸虧損計提撥備。為計算預期信貸虧損，應收貸款利息已根據共享信貸風險特徵及逾期日數分組。預期信貸虧損亦包含前瞻性資料。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 22. LOAN RECEIVABLES/LOAN INTEREST RECEIVABLES (Continued)

Set out below is the information about the credit risk exposure on the Group's loan interest receivables based on contractual due date:

		Current	1-90 days past due 逾期	Over 90 days past due 逾期	Total
		流動	1至90日	超過90日	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 31 March 2019	於二零一九年三月三十一日				
Weighted average expected loss rate	加權平均預期虧損率	—	—	—	—
Receivable amount	應收款項	—	9,924	—	9,924
Loss allowance	虧損撥備	—	—	—	—
At 31 March 2018	於二零一八年三月三十一日				
Weighted average expected loss rate	加權平均預期虧損率	—	—	—	—
Receivable amount	應收款項	637	6,832	884	8,353
Loss allowance	虧損撥備	—	—	—	—

Included in the Group's loan interest receivables are debtors with aggregate amount of approximately HK\$9,924,000 (2018: HK\$7,716,000) which were past due at the end of the reporting period for which the Group has not provided for impairment loss. The directors of the Company believed that the amount was recoverable, after taking into account of the full settlement received subsequent to the year end date.

### 22. 應收貸款／應收貸款利息(續)

以下載列按合約到期日呈列之本集團應收貸款利息所面臨信貸風險之資料：

本集團應收貸款利息包括總額約為9,924,000港元(二零一八年：7,716,000港元)之應收賬款，有關款項於報告期末已逾期，而本集團概無就此計提減值虧損撥備。經計及於年結日後已收到全數還款後，本公司董事相信有關款項可予收回。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 23. TRADE AND OTHER RECEIVABLES

### 23. 應收貿易及其他應收款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables	應收貿易款項	97	1,227
Less: allowance for trade receivables	減：應收貿易款項撥備	(77)	—
Prepayments and deposits	預付款項及按金	20	1,227
Other receivables	其他應收款項	7,723	13,871
		8,460	2,762
		<b>16,203</b>	17,860

For the year ended 31 March 2019, the receivables from healthcare services, the Group allows a credit period ranging from 30–90 days to corporate customers. Most of the healthcare services were receipt in advance from individual customers.

截至二零一九年三月三十一日止年度，本集團健康服務之應收款項給予企業客戶之信貸期介乎30至90日。大部分健康服務乃向個別客戶預收款項。

For the year ended 31 March 2018, the receivables from healthcare services, the Group allows a credit period ranging from 30–180 days. For receivables from sales of education software products and provision of technical support services, the Group allows a credit period ranging from 30–180 days.

截至二零一八年三月三十一日止年度，就健康服務之應收款項而言，本集團給予之信貸期介乎30至180日。就銷售教育軟件產品及提供技術支援服務之應收款項而言，本集團給予之信貸期介乎30至180日。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 23. TRADE AND OTHER RECEIVABLES (Continued)

#### Allowance for trade receivables

The movements in allowance for trade receivables are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At beginning of the reporting period	於報告期初	—	—
Allowance for the year	年內撥備	77	—
At the end of the reporting period	於報告期末	77	—

Aged analysis of trade receivables is presented based on the invoice dates at the end of the reporting period, which approximate the respective revenue recognition dates, are as follows:

### 23. 應收貿易及其他應收款項(續)

#### 應收貿易款項撥備

應收貿易款項撥備變動如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At beginning of the reporting period	於報告期初	—	—
Allowance for the year	年內撥備	77	—
At the end of the reporting period	於報告期末	77	—

於報告期末，按發票日期(與相關收益確認日期相近)呈列應收貿易款項之賬齡分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 90 days	90日內	6	1,193
91 — 180 days	91至180日	14	34
		20	1,227

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 23. TRADE AND OTHER RECEIVABLES (Continued)

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

### 23. 應收貿易及其他應收款項(續)

本集團應用香港財務報告準則第9號項下簡化法，就所有應收貿易款項使用全期預期虧損撥備以為預期信貸虧損計提撥備。為計算預期信貸虧損，應收貿易款項已根據共享信貸風險特徵及逾期日數分組。預期信貸虧損亦包含前瞻性資料。

		Current	1-30 days past due 逾期	31-60 days past due 逾期	Over 60 days past due 逾期	Total
		流動	1至30日	31至60日	超過60日	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
At 31 March 2019	於二零一九年 三月三十一日					
Weighted average expected loss rate	加權平均預期虧損率	-	-	-	100%	
Receivable amount	應收款項	6	14	-	77	97
Loss allowance	虧損撥備	-	-	-	(77)	(77)
At 31 March 2018	於二零一八年 三月三十一日					
Weighted average expected loss rate	加權平均預期虧損率	-	-	-	-	
Receivable amount	應收款項	1,193	-	-	34	1,227
Loss allowance	虧損撥備	-	-	-	-	-

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 24. BANK BALANCES AND CASH

As at 31 March 2019, the bank and cash balances of the Group denominated in RMB amounted to HK\$10,963,000 (2018: HK\$6,356,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

### 25. TRADE AND OTHER PAYABLES

### 24. 銀行結餘及現金

於二零一九年三月三十一日，本集團以人民幣計值之銀行及現金結餘為10,963,000港元(二零一八年：6,356,000港元)。人民幣兌外幣須遵守中國外匯管制規例。

### 25. 應付貿易及其他應付款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade payables	應付貿易款項	64	3,642
Deposit received	預收款項	—	4,115
Accruals and other payables	應計費用及其他應付款項	10,551	14,490
		<b>10,615</b>	22,247

The following is an aged analysis of trade payables presented based on the invoice dates at the end of reporting period:

於報告期末，按發票日期呈列應付貿易款項之賬齡分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 90 days	90日內	63	3,461
91 to 180 days	91至180日	1	181
		<b>64</b>	3,642

The credit period granted by suppliers is normally 30 to 90 days as at 31 March 2019 (2018: 30 to 90 days).

於二零一九年三月三十一日，供應商給予之信貸期一般介乎30至90日(二零一八年：30至90日)。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 26. CONTRACT LIABILITIES

Disclosures of revenue-related items:

		As at 31 March 2019 於 二零一九年 三月三十一日 HK\$'000 千港元	As at 1 April 2018 於 二零一八年 四月一日 HK\$'000 千港元
Contract liabilities	合約負債	800	4,115
Revenue recognised in the year that was included in contract liabilities at beginning of the year	年內確認計入年初合約負債之收益	4,115	N/A 不適用

Transaction prices allocated to performance obligations unsatisfied at end of the year and expected to be recognised as revenue in:

分配至年末尚未完成之履約責任並預期於下列年度確認為收益之交易價格：

		As at 31 March 2019 於 二零一九年 三月三十一日 HK\$'000 千港元	As at 1 April 2018 於 二零一八年 四月一日 HK\$'000 千港元
— 2019	— 二零一九年	—	4,115
— 2020	— 二零二零年	810	—
		810	4,115

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 26. CONTRACT LIABILITIES (Continued)

Significant changes in contract liabilities during the year.

### 26. 合約負債(續)

年內合約負債之重大變動。

		2019 二零一九年 HK\$'000 千港元
Transfer from trade and other payable	轉撥自應付貿易及其他應付款項	4,115
Increase due to operations in the year	因本年度經營而增加	44,645
Transfer of contract liabilities to revenue	合約負債轉撥至收益	(46,736)

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

合約負債指本集團向客戶轉讓本集團已自客戶收取代價(或應收代價金額)之產品或服務之責任。

### 27. SHARE CAPITAL

### 27. 股本

		Number of shares 股份數目	HK\$'000 千港元
		'000 千股	
Authorised:	法定：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
At 1 April 2017, 31 March 2018, 1 April 2018 and 31 March 2019	於二零一七年四月一日、二零一八年三月三十一日、二零一八年四月一日及二零一九年三月三十一日	50,000,000	500,000
Issued and fully paid of HK\$0.01 each:	已發行及繳足每股面值0.01港元之股份：		
At 1 April 2017	於二零一七年四月一日	4,780,625	47,806
Issue of new shares (note i)	發行新股份(附註i)	478,000	4,780
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及二零一八年四月一日	5,258,625	52,586
Shares issued under share option scheme	根據購股權計劃發行股份	95,660	957
At 31 March 2019	於二零一九年三月三十一日	5,354,285	53,543

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 27. SHARE CAPITAL (Continued)

Note:

- (i) On 6 September 2017, the Company completed a placing of 478,000,000 placing shares at a placing price of HK\$0.18 per share, with issuing expenses of approximately HK\$2,466,000. Please refer to the announcement of the Company dated 6 September 2017 for further details.

#### Capital risk management

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

The directors of the Company review the capital structure regularly. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, issuance of new shares as well as the issue of new debt or the redemption of borrowings.

### 28. RESERVES

#### (a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

### 27. 股本(續)

附註：

- (i) 於二零一七年九月六日，本公司完成配售478,000,000股配售股份，配售價為每股0.18港元，發行開支約為2,466,000港元。進一步詳情請參閱本公司日期為二零一七年九月六日之公佈。

#### 資本風險管理

本集團管理其資本以確保本集團實體能夠持續經營，同時透過優化債務及股本結存將股東回報提升至最高水平。本集團之整體策略與過往年度維持不變。

本集團之資本架構包括債務淨額(扣除現金及現金等價物，以及本公司擁有人應佔權益)，由已發行股本、儲備及累計虧損組成。

本公司董事定期審閱資本架構。作為該審閱之一環，本公司董事考慮資本成本及與各類資本相關之風險。本集團將透過派付股息、發行新股以及發行新債或贖回借貸來平衡其整體資本架構。

### 28. 儲備

#### (a) 本集團

本集團儲備及變動金額呈列於綜合損益及其他全面收益表及綜合權益變動表內。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 28. RESERVES (Continued)

#### (b) Company

### 28. 儲備(續)

#### (b) 本公司

		Share premium	Contributed surplus	Other reserve	Share option reserve	Revaluation reserve	Accumulated losses	Total
		股份溢價	實繳盈餘	其他儲備	購股權儲備	重估儲備	累計虧損	總計
		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
At 1 April 2017	於二零一七年 四月一日	1,176,118	167,780	5,518	–	–	(1,027,254)	322,162
Loss for the year	本年度虧損	–	–	–	–	–	(116,679)	(116,679)
Other comprehensive expense for the year:	本年度其他全面 開支：							
Fair value gain on available-for-sale investment	可供出售投資之 公平值收益	–	–	–	–	862	–	862
Total comprehensive expense for the year	本年度全面開支 總額	–	–	–	–	862	(116,679)	(115,817)
Issue of shares on placing	於配售時發行股份	81,260	–	–	–	–	–	81,260
Transaction costs attributable to issue of shares	發行股份之交易 成本	(2,466)	–	–	–	–	–	(2,466)
Share option granted	授出購股權	–	–	–	20,947	–	–	20,947
At 31 March 2018	於二零一八年 三月三十一日	1,254,912	167,780	5,518	20,947	862	(1,143,933)	306,086
At 1 April 2018	於二零一八年 四月一日	1,254,912	167,780	5,518	20,947	862	(1,143,933)	306,086
Effect of changes in accounting policies (note 2)	會計政策變動之 影響(附註2)	–	–	–	–	(862)	862	–
At 1 April 2018, reatated	於二零一八年 四月一日， 經重列	1,254,912	167,780	5,518	20,947	–	(1,143,071)	306,086
Loss and total comprehensive expenses for the year	本年度虧損及 全面開支總額	–	–	–	–	–	(163,525)	(163,525)
Exercise of share option	行使購股權	20,111	–	–	(3,811)	–	–	16,300
At 31 March 2019	於二零一九年 三月三十一日	1,275,023	167,780	5,518	17,136	–	(1,306,596)	158,861

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

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

### 29. 本公司財務狀況表及儲備

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產		
Investment in subsidiaries	於附屬公司之投資	—	—
Prepayments	預付款項	15,885	17,979
		<b>15,885</b>	17,979
Current assets	流動資產		
Investment at fair value through profit or loss/available-for-sale investment	透過損益按公平值列賬之投資/可供出售投資	—	20,862
Loan receivables	應收貸款	10,448	26,655
Loan interest receivables	應收貸款利息	—	679
Amount due from subsidiaries	應收附屬公司款項	192,069	284,520
Other receivables	其他應收款項	2,166	2,382
Bank balance and cash	銀行結餘及現金	10,006	21,290
		<b>214,689</b>	356,388
Current liabilities	流動負債		
Other payables	其他應付款項	12,709	13,434
Bank and other borrowings — due within one year	銀行及其他借貸 — 於一年內到期	5,461	2,261
		<b>18,170</b>	15,695
Net assets	資產淨值	<b>212,404</b>	358,672
Capital and reserves	資本及儲備		
Share capital	股本	53,543	52,586
Reserves	儲備	158,861	306,086
Total equity	權益總額	<b>212,404</b>	358,672

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 30. SHARE-BASED PAYMENTS

#### Equity-settled share option scheme

On 11 April 2002, the Company adopted a share option scheme (the “Old Scheme”) for the primary purpose of providing incentives to any directors (including executive directors, non-executive directors and independent non-executive directors) and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers to the Group (“Participants”) who the board of directors considers, in its sole discretion, have contributed or shall contribute to the Group. The Old Scheme shall be valid and effective for a period of 10 years commencing on 11 April 2002. Under the Old Scheme, the board of directors of the Company may grant options to the Participants to subscribe for shares in the Company.

On 18 September 2012, the Company adopted a new share option scheme (the “New Scheme”) with an effective period of 10 years commencing on 18 September 2012. The Old Scheme expired on 10 April 2012. The principal terms (including the purpose and participants) of the New Scheme are similar to the Old Scheme. All other provisions of the Old Scheme shall remain in full force and holders of all options granted under the Old Scheme prior to such expiry shall be entitled to exercise the outstanding options pursuant to the terms of the Old Scheme until expiry of the said options. The total number of shares which may be issued upon exercise of all options to be granted under the New Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the Shares in issued as at the date of the passing of the resolution on refreshment of the mandate limit of the New Scheme on 26 August 2014.

### 30. 以股份為基礎之付款

#### 以股權結算購股權計劃

於二零零二年四月十一日，本公司採納一項購股權計劃（「舊計劃」），主要目的在於獎勵董事會全權酌情認為已經或將會對本集團作出貢獻之本集團任何董事（包括執行董事、非執行董事及獨立非執行董事）及僱員，以及本集團任何顧問、諮詢人、分銷商、承包商、供應商、代理、客戶、業務夥伴、合營業務夥伴、發起人及服務供應商（「參與者」）。舊計劃自二零零二年四月十一日起計有效10年。根據舊計劃，本公司董事會可向參與者授出購股權以供認購本公司股份。

於二零一二年九月十八日，本公司採納一項新購股權計劃（「新計劃」），自二零一二年九月十八日起計有效10年。舊計劃已於二零一二年四月十日屆滿。新計劃之主要條款（包括目的及參與者）與舊計劃類似。舊計劃所有其他條文仍具有十足效力，而於屆滿前根據舊計劃授出之所有購股權之持有人有權於上述購股權屆滿前，根據舊計劃之條款行使尚未行使之購股權。因行使根據新計劃及本集團任何其他購股權計劃將予授出之所有購股權而可能發行之股份總數，合共不得超過於二零一四年八月二十六日通過有關更新新計劃授權限額之決議案當日已發行股份之10%。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 30. SHARE-BASED PAYMENTS (Continued)

#### Equity-settled share option scheme (Continued)

At 31 March 2019, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was 430,200,000 (2018: 525,860,000), representing 8% (2018: 10%) of the shares of the Company in issue at that date. No option may be granted to any Participant of the New Scheme such that the total number of Shares issued and to be issued upon exercise of the options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time unless shareholders' approval has been obtained pursuant to requirements under the New Scheme and the Listing Rules. An option may be exercised in accordance with the terms of the New Scheme at any time during a period as determined by the board of directors of the Company and not exceeding 10 years from the date of the grant. There is no minimum period for which an option must be held before it can be exercised. Participants of the New Scheme are required to pay the Company HK\$1.0 upon acceptance of the grant on the offer date. The subscription price of the options is determined by the board of directors of the Company in its absolute discretion and shall not be less than the highest of:

- (a) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of the grant, which must be a business day;
- (b) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the grant; or
- (c) the nominal value of a share.

### 30. 以股份為基礎之付款(續)

#### 以股權結算購股權計劃(續)

於二零一九年三月三十一日，計劃項下已授出但尚未行使購股權所涉及股份數目為430,200,000股(二零一八年：525,860,000股)，相當於本公司於該日已發行股份之8%(二零一八年：10%)。根據新計劃及上市規則之規定，除非獲股東批准，否則於截至最近授出日期之任何12個月期間，不得向新計劃之任何參與者授出購股權，致使因行使已授予或將授予該人士之購股權而發行及將予發行之股份總數超過本公司不時之已發行股本1%。購股權可根據新計劃之條款於本公司董事會釐定之期間及不超過授出日期起計十年內隨時予以行使。所授出之購股權於其可獲行使前並無最短持有期限之規定。於授出日期接納購股權時，新計劃之參與者須向本公司支付1.0港元。購股權之認購價由本公司董事會全權酌情釐定，惟不得低於下列各項之最高者：

- (a) 股份於授出日期(必須為營業日)在聯交所每日報價表所報之收市價；
- (b) 股份於緊接授出日期前五個交易日在聯交所每日報價表所報之平均收市價；或
- (c) 股份之面值。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 30. SHARE-BASED PAYMENTS (Continued)

#### Equity-settled share option scheme (Continued)

On 25 October 2017, the Company granted an aggregate of 525,860,000 share options under the share option scheme to certain independent third parties for services to be provided. The exercised price of Share Option granted is HK\$0.1804 per Share with no vesting period and exercisable from 25 October 2017 to 24 October 2027.

The following table discloses movements of the Company's share options held by independent third parties during the year:

		Outstanding at 1 April 於四月一日 尚未行使	Grand during the year 本年度已授出	Exercise during the year 本年度已行使	Outstanding at 31 March 於三月三十一日 尚未行使
2018	二零一八年	–	525,860,000	–	525,860,000
Exercisable at the end of the year	於年終可予行使				525,860,000
Weighted average exercise price	加權平均行使價	N/A 不適用	HK\$0.1804 港元	N/A 不適用	HK\$0.1804 港元
2019	二零一九年	525,860,000	–	(95,660,000)	430,200,000
Exercisable at the end of the year	於年終可予行使	525,860,000			430,200,000
Weighted average exercise price	加權平均行使價	HK\$0.1804 港元	N/A 不適用	HK\$0.1804 港元	HK\$0.1804 港元

### 30. 以股份為基礎之付款(續)

#### 以股權結算購股權計劃(續)

於二零一七年十月二十五日，本公司根據購股權計劃就若干獨立第三方將提供之服務向彼等授出合共 525,860,000 份購股權。所授出購股權之行使價為每股股份 0.1804 港元，不具歸屬期，並可於二零一七年十月二十五日至二零二七年十月二十四日期間予以行使。

下表披露本公司於本年度由獨立第三方持有之購股權變動：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 30. SHARE-BASED PAYMENTS (Continued)

#### Equity-settled share option scheme (Continued)

Fair value of the share option was calculated using the Black-Scholes pricing model. The inputs of the model were as follows:

Grant date	25 October 2017
授出日期	於二零一七年十月二十五日
Fair value at measurement date	HK\$20,947,000
計量日期之公平值	20,947,000 港元
Share price	HK\$0.178
股份價格	0.178 港元
Exercise price	HK\$0.1804
行使價	0.1804 港元
Expected volatility	11.14%
預期波幅	11.14%
Expected life	10 Years
預計年期	10 年
Risk free interest rate	1.88%
無風險利率	1.88%

The expected volatility is based on the historical volatility. Expected dividend are based on historical dividends. Changes in the subjective input assumption could materially affect the fair value estimate.

### 30. 以股份為基礎之付款(續)

#### 以股權結算購股權計劃(續)

購股權之公平值乃使用柏力克—舒爾斯定價模式計算。模式之輸入數據如下：

預期波幅以歷史波幅為依據，預期股息則以歷史股息為依據。倘主觀假設輸入數據有所變動，則會對公平值之估算構成重大影響。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 31. DISPOSAL OF SUBSIDIARIES

On 21 January 2019, the Group disposed 72% equity interest of 杭州蓮和醫學檢驗所有限公司 and 70% equity interest of 天津蓮和醫學檢驗所有限公司 to 蓮和醫療(宜昌)有限公司, an independent third party.

Net assets at the date of disposal were as follows:

### 31. 出售附屬公司

於二零一九年一月二十一日，本集團向獨立第三方蓮和醫療(宜昌)有限公司出售杭州蓮和醫學檢驗所有限公司72%股權及天津蓮和醫學檢驗所有限公司70%股權。

於出售日期之資產淨值如下：

		Continuing operations 持續經營業務		Total	Discontinued operation 已終止業務 China Education Media Limited (note 11) 中國教育 傳媒有限公司 (附註11)
		杭州蓮和 醫學檢驗所 有限公司	天津蓮和 醫學檢驗所 有限公司	總計	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	4,104	981	5,085	–
Intangible assets	無形資產	–	6,444	6,444	–
Inventories	存貨	579	–	579	–
Trade and other receivables	應收貿易及其他應收款項	548	107	655	–
Bank and cash balances	銀行及現金結餘	16	6	22	–
Assets directly associated with disposal group held for sale	持作出售之出售集團直接相關之資產	–	–	–	30,903
Trade and other payables	應付貿易及其他應付款項	(26,167)	(3,973)	(30,140)	–
Contract liabilities	合約負債	(1)	–	(1)	–
Liabilities directly associated with disposal group held for sale	持作出售之出售集團直接相關之負債	–	–	–	(57)
Net (liabilities)/assets disposed of:	已出售(負債)/資產淨額：	(20,921)	3,565	(17,356)	30,846
Release of foreign currency translation reserve	解除外幣換算儲備	(423)	(14)	(437)	1,235
Non-controlling interests	非控股權益	6,162	(1,015)	5,147	–
Total consideration — satisfied by cash	總代價 — 以現金償付	–	–	–	(30,500)
Loss/(gain) on disposal of subsidiaries	出售附屬公司之虧損/(收益)	(15,182)	2,536	(12,646)	1,581
Net cash inflow arising on disposal:	出售事項所產生現金流入淨額：				
Total consideration	總代價	–	–	–	30,500
Cash and cash equivalents disposed of	已出售現金及現金等價物	(16)	(6)	(22)	(19,365)
		(16)	(6)	(22)	11,135

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 32. CONTINGENT LIABILITIES

At the end of the reporting period, the Group and the Company did not have any significant contingent liabilities (2018: Nil).

### 33. LEASE COMMITMENTS

At the end of the reporting period, the total future minimum lease payments under non-cancellable operating leases in respect of certain office premises, directors' and staffs' quarters are analysed as follows:

### 32. 或然負債

於報告期末，本集團及本公司並無任何重大或然負債(二零一八年：無)。

### 33. 租賃承擔

於報告期末，根據不可撤銷經營租賃，就若干辦公室物業、董事及員工宿舍之未來最低租賃付款總額分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	第一年	5,988	6,487
In the second to fifth years inclusive	第二年至第五年(包括首尾兩年)	17,042	20,154
Over five years	超過五年	17,085	26,275
		<b>40,115</b>	52,916

Operating lease payments represent rental payable by the Group for its office premises, directors' and staffs' quarters. Leases are negotiated for an average term of one to ten years with fixed rental.

經營租賃付款指本集團應付辦公室物業、董事及員工宿舍之租金。按固定租金計算，租賃年期經磋商平均介乎一至十年不等。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 34. RELATED PARTY DISCLOSURE

#### (a) Related party transactions

Save as disclosed elsewhere in the consolidated financial statements, during the year, the Group entered into the following transactions with related parties:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Purchases from an associate	向一家聯營公司進行採購	–	3,378
Service fee to an associate	向一家聯營公司支付服務費	2,646	–

#### (b) Key management personnel remuneration

The remuneration of directors of the Company and other members of key management who have authority and responsibility, directly or indirectly, for planning, directing and controlling the activities of the Group during the reporting periods were as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Short-term benefits	短期福利	7,437	12,252
Post-employment benefits	退休福利	97	90
		7,534	12,342

### 34. 關連人士披露

#### (a) 關連人士交易

除於綜合財務報表其他部分所披露外，年內，本集團與關連人士進行下列交易：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Purchases from an associate	向一家聯營公司進行採購	–	3,378
Service fee to an associate	向一家聯營公司支付服務費	2,646	–

#### (b) 主要管理人員酬金

於報告期間，本公司董事及其他直接或間接有權力及責任規劃、指導及控制本集團業務之主要管理人員之酬金如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Short-term benefits	短期福利	7,437	12,252
Post-employment benefits	退休福利	97	90
		7,534	12,342

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 35. PARTICULARS OF PRINCIPAL SUBSIDIARIES

### 35. 主要附屬公司詳情

Name of subsidiary 附屬公司名稱	Notes 附註	Place of incorporation/ establishment and operation 註冊成立/ 成立及 經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊股本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行 股本/註冊股本面值 所佔比例		Principal activities 主要業務
				2019 二零一九年	2018 二零一八年	
<b>Directly held subsidiary</b> <b>直接持有附屬公司</b>						
Tack Fiori International Group Limited 野馬國際集團有限公司		BVI 英屬處女群島	US\$1 1美元	100%	100%	Investment holding 投資控股
<b>Indirectly held subsidiaries</b> <b>間接持有附屬公司</b>						
Life Healthcare Corporate Services Limited		Hong Kong 香港	HK\$1 1港元	100%	100%	Corporate administrative services 企業行政服務
Real Victor Limited 真卓有限公司		Hong Kong 香港	HK\$1 1港元	100%	100%	Investment holding 投資控股
野馬躍時(北京)商貿 有限公司	(a)	PRC 中國	HK\$41,200,000 41,200,000港元	100%	100%	Retail of apparels 服裝零售
TF Treasury Activities Limited		BVI 英屬處女群島	US\$1 1美元	100%	100%	Securities trading and investment 證券買賣及投資
Link-Hospital Limited		BVI 英屬處女群島	US\$1 1美元	100%	100%	Investment holding 投資控股
Link-Hospital International Limited 蓮和國際有限公司		Hong Kong 香港	HK\$1 1港元	100%	100%	Investment holding 投資控股

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 35. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

### 35. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Notes 附註	Place of incorporation/ establishment and operation 註冊成立/ 成立及 經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊股本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行 股本/註冊股本面值 所佔比例		Principal activities 主要業務
				2019 二零一九年	2018 二零一八年	
Beijing Life Healthcare Technology Company Limited* ("Beijing Lianhe") 北京蓮和無限醫療科技有限公司 (「北京蓮和」)	(a)	PRC 中國	US\$20,000,000 20,000,000 美元	100%	100%	Healthcare services 健康服務
Life Healthcare (Beijing) Company Limited* ("Life Healthcare") 蓮和(北京)醫療科技有限公司 (「蓮和醫療」)	(b) and (c) (b)及 (c)	PRC 中國	RMB1,000,000 人民幣 1,000,000 元	100%	100%	Healthcare services 健康服務
Beijing Life Healthcare Clinical Laboratory Limited* 北京蓮和醫學檢驗所有限公司	(b) and (d) (b)及 (d)	PRC 中國	RMB6,000,000 人民幣 6,000,000 元	100%	100%	Healthcare services 健康服務
Guangzhou Life Healthcare Clinical Laboratory Limited* 廣州蓮和醫學檢驗實驗室 有限公司 (Notes d and f) (附註 d 及 f)	(b) and (d) (b)及 (d)	PRC 中國	RMB6,000,000 人民幣 6,000,000 元	100%	100%	Healthcare services 健康服務
Allied Kingdom Holdings Limited 嘉暉控股有限公司		Hong Kong 香港	HK\$100 100 港元	100%	100%	Money lending business 借貸業務

\* For identification purpose only 僅供識別

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 35. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

Notes:

- (a) The companies were established as wholly foreign owned enterprise under laws of the PRC.
- (b) The companies were established as limited liability companies under laws of the PRC.
- (c) No equity interests of Life Healthcare was held by the Company. 北京蓮和無限醫療科技有限公司 (the “蓮和無限”), a wholly owned subsidiary of the Company, entered into the VIE Agreements with Life Healthcare and its then shareholders in April 2016. Notwithstanding the lack of equity ownership, through the VIE Agreements, 蓮和無限 is able to exercise control over Life Healthcare Group by way of controlling the voting rights of Life Healthcare, governing their financial and operating policies, appointing and removing the majority of the members of their controlling authorities, casting the majority of votes at meeting of such authorities and deriving economic benefits from Life Healthcare Group. Accordingly, Life Healthcare Group is accounted for as subsidiaries of the Group since the VIE Agreements signed on 5 April 2016. As all shareholders of Life Healthcare were contracting parties to the VIE Agreements, 100% of the financial results of Life Healthcare Group is attributable to the Group.
- (d) These companies are subsidiaries owned and controlled by Life Healthcare.

### 36. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 25 September 2019.

### 35. 主要附屬公司詳情(續)

附註：

- (a) 該等公司根據中國法例成立為外商獨資企業。
- (b) 該等公司根據中國法例成立為有限責任公司。
- (c) 本公司並無持有蓮和醫療之股權。於二零一六年四月，本公司之全資附屬公司北京蓮和無限醫療科技有限公司(「蓮和無限」)與蓮和醫療及其當時之股東訂立VIE協議。儘管未能取得股本擁有權，惟通過訂立VIE協議，蓮和無限能透過控制蓮和醫療之投票權而控制蓮和醫療集團、監管其財務及營運政策、委任及罷免其管治組織之大部分成員並於有關組織之會議上投大多數票以及從蓮和醫療集團獲取經濟利益。因此，自二零一六年四月五日簽訂VIE協議起，蓮和醫療集團作為本集團之附屬公司列賬。由於蓮和醫療之全體股東為VIE協議之訂約方，蓮和醫療集團之100%財務業績歸屬於本集團。
- (d) 該等公司為蓮和醫療擁有及控制之附屬公司。

### 36. 批准財務報表

財務報表已於二零一九年九月二十五日獲董事會批准及授權刊發。

\* For identification purpose only 僅供識別

## Five Year Financial Summary 五年財務概要

### KEY FINANCIAL RESULTS

### 主要財務業績

		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	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Turnover from continuing operations	持續經營業務之營業額	48,589	47,615	28,297	5,114	8,398
Loss for the year from continuing operations	持續經營業務之本年度虧損	(121,434)	(93,685)	(39,334)	(34,337)	(45,333)
Loss for the year from discontinued operations	已終止業務之本年度虧損	(1,601)	(3,717)	–	–	–
Loss for the year	本年度虧損	(123,035)	(97,402)	(39,334)	(34,337)	(45,333)
Loss for the year attributable to:	以下人士應佔本年度虧損：					
Equity holders of the Company	本公司權益持有人	(118,854)	(94,242)	(37,674)	(34,337)	(45,333)
Non-controlling interest	非控股權益	(4,181)	(3,160)	(1,660)	–	–
		(123,035)	(97,402)	(39,334)	(34,337)	(45,333)

		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	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Assets and Liabilities	資產及負債					
Total assets	資產總值	300,586	420,423	390,928	86,146	113,258
Total liabilities	負債總額	(12,245)	(22,582)	(15,853)	(21,331)	(10,797)
		288,341	397,841	375,075	64,815	102,461
Capital and reserves	股本及儲備					
Equity attributable to	以下人士應佔權益					
— Equity holders of the Company	— 本公司權益持有人	288,341	398,807	374,680	64,815	102,461
— Non-controlling interest	— 非控股權益	–	(966)	395	–	–
		288,341	397,841	375,075	64,815	102,461

