

**CHINA HEALTHWISE HOLDINGS LIMITED**

**中國智能健康控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 00348

**ANNUAL REPORT 年報**

**2019**

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## Corporate Information

### 公司資料

#### EXECUTIVE DIRECTORS

Mr. Lei Hong Wai (*Chairman*)  
Mr. Cheung Kwok Wai Elton (*Vice Chairman*)  
(appointed on 28 October 2019)  
Mr. Leung Alex  
Ms. Lo Ming Wan  
Mr. Tse Chi Keung  
Mr. Yuan Huixia

#### NON-EXECUTIVE DIRECTOR

Mr. Diao Yunfeng (resigned on 28 October 2019)

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lai Hok Lim  
Mr. Lien Wai Hung  
Mr. Wong Tak Chuen

#### AUDIT COMMITTEE

Mr. Wong Tak Chuen (*Chairman*)  
Mr. Lai Hok Lim  
Mr. Lien Wai Hung

#### NOMINATION COMMITTEE

Mr. Lei Hong Wai (*Chairman*)  
Mr. Lai Hok Lim  
Mr. Lien Wai Hung  
Mr. Wong Tak Chuen

#### REMUNERATION COMMITTEE

Mr. Lai Hok Lim (*Chairman*)  
Mr. Lei Hong Wai  
Mr. Lien Wai Hung  
Mr. Wong Tak Chuen

#### COMPANY SECRETARY

Ms. Lo Ming Wan

#### AUDITOR

BDO Limited  
25/F Wing On Centre  
111 Connaught Road Central  
Hong Kong

#### LEGAL ADVISERS ON CAYMAN ISLANDS LAW

Maples and Calder Asia  
53/F The Centre  
99 Queen's Road Central  
Hong Kong

#### 執行董事

李雄偉先生 (主席)  
張國偉先生 (副主席)  
(於二零一九年十月二十八日獲委任)  
梁奕曦先生  
勞明韻女士  
謝自強先生  
袁輝霞先生

#### 非執行董事

刁雲峰先生 (於二零一九年十月二十八日辭任)

#### 獨立非執行董事

黎學廉先生  
連偉雄先生  
黃德銓先生

#### 審核委員會

黃德銓先生 (主席)  
黎學廉先生  
連偉雄先生

#### 提名委員會

李雄偉先生 (主席)  
黎學廉先生  
連偉雄先生  
黃德銓先生

#### 薪酬委員會

黎學廉先生 (主席)  
李雄偉先生  
連偉雄先生  
黃德銓先生

#### 公司秘書

勞明韻女士

#### 核數師

香港立信德豪會計師事務所有限公司  
香港  
干諾道中一百一十一號  
永安中心二十五樓

#### 有關開曼群島法律之法律顧問

Maples and Calder Asia  
香港  
皇后大道中九十九號  
中環中心五十三樓

### LEGAL ADVISERS ON HONG KONG LAW

Robertsons Solicitors  
57/F, The Center  
99 Queen's Road Central  
Hong Kong

### REGISTERED OFFICE

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

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

Unit 1209  
Shun Tak Centre, West Tower  
168-200 Connaught Road Central  
Hong Kong  
Tel: (852) 2268 8248  
Fax: (852) 2548 5575  
Website: [www.healthwisehk.com](http://www.healthwisehk.com)

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited  
P.O. Box 1093  
Boundary Hall  
Cricket Square  
Grand Cayman  
Cayman Islands  
KY1-1102

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### LISTING INFORMATION

The Stock Exchange of Hong Kong Limited  
Stock Code: 00348  
Website: [www.healthwisehk.com](http://www.healthwisehk.com)

### 有關香港法律之法律顧問

羅拔臣律師事務所  
香港  
皇后大道中九十九號  
中環中心五十七樓

### 註冊辦事處

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

### 總辦事處及香港主要營業地點

香港  
干諾道中一百六十八至二百號  
信德中心西座  
一二零九室  
電話: (852) 2268 8248  
傳真: (852) 2548 5575  
網址: [www.healthwisehk.com](http://www.healthwisehk.com)

### 主要股份過戶登記處

Maples Fund Services (Cayman) Limited  
P.O. Box 1093  
Boundary Hall  
Cricket Square  
Grand Cayman  
Cayman Islands  
KY1-1102

### 香港股份過戶登記分處

卓佳雅柏勤有限公司  
香港  
皇后大道東一百八十三號  
合和中心五十四樓

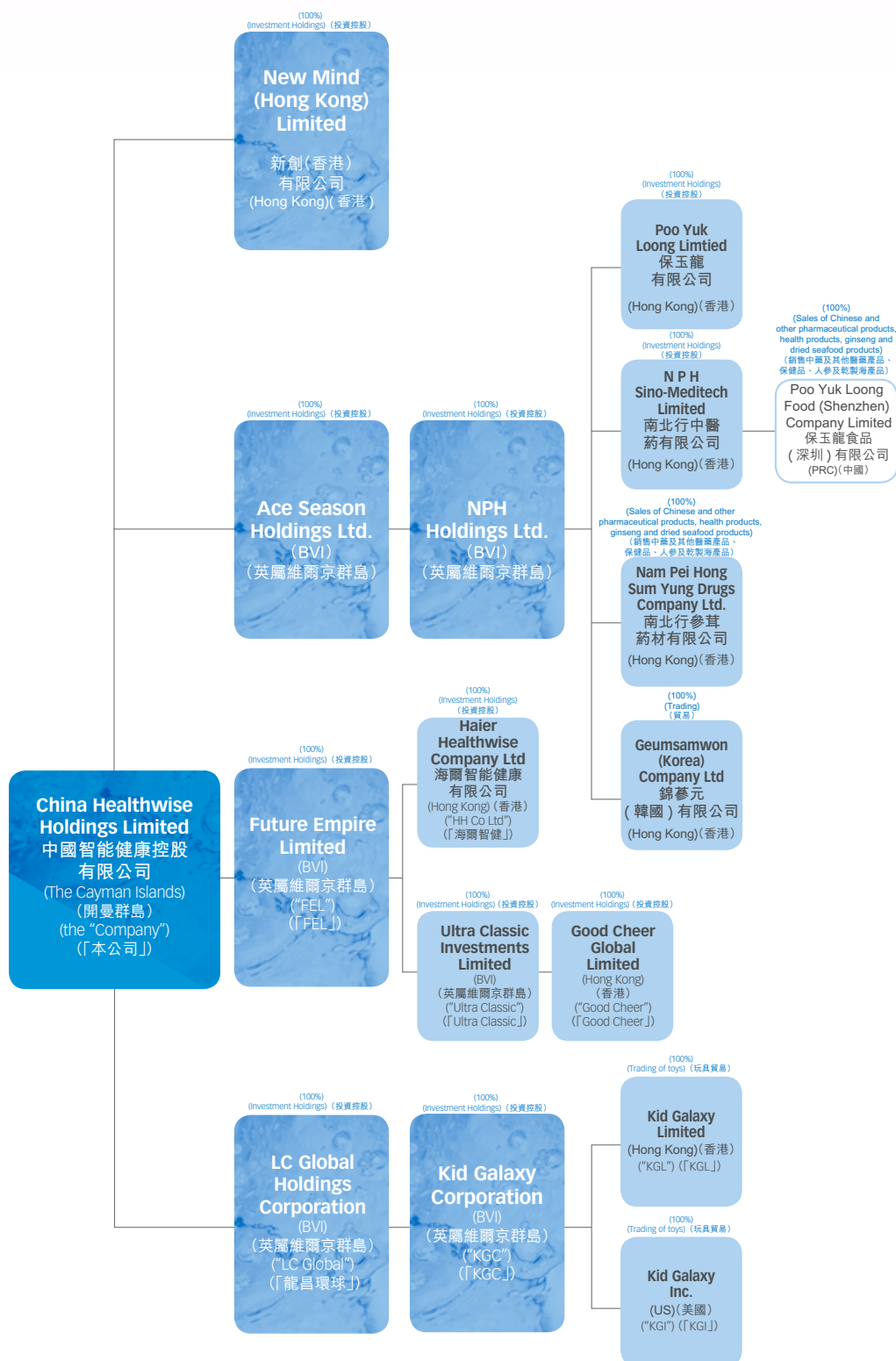
### 上市資料

香港聯合交易所有限公司  
股份代號: 00348  
網址: [www.healthwisehk.com](http://www.healthwisehk.com)

# Corporate Structure

## 集團架構

(as at 31 December 2019) (於二零一九年十二月三十一日)



On behalf of the board of directors (the "Board" or "Directors") of China Healthwise Holdings Limited (the "Company") and its subsidiaries (together the "Group"), I present to you the annual results of the Company and the Group for the nine months ended 31 December 2019.

### CORPORATE INFORMATION

The principal place of business of the Company in Hong Kong is Unit 1209, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong and the telephone and facsimile numbers of the Company are (852) 2268 8248 and (852) 2548 5575.

### RESULTS

The Board announced on 2 December 2019 that the financial year end date of the Group had been changed from 31 March to 31 December.

The above change was to align with the financial year end date of the Company's substantial shareholder which have a significant influence over the Company and whose accounts are to be closed at the financial year end date of 31 December. The Board considers that this change will minimise the resources, such as audit fee, applied for the preparation of the audited consolidated financial statements of the Group arising from the difference in the financial year end dates of the Company and its above mentioned substantial shareholder.

On account of this change of its financial year end date, the Company hereby announces its annual results for the nine months ended 31 December 2019 (the "Reporting Period" or "FP19"). For the Reporting Period, the Group's turnover from continuing operations decreased by approximately ("approx.") 31% to approx. HK\$310 million, compared with approx. HK\$452 million for the year ended 31 March 2019 (the "FY18/19" or "Corresponding Period").

Gross profit margin from continuing operations for the Reporting Period was approx. 28% compared to approx. 36% in the Corresponding Period. Overall, loss attributable to owners of the Company was approx. HK\$124 million compared with HK\$95 million in the Corresponding Period. The Directors do not recommend the payment of any dividend for the nine months ended 31 December 2019 (FY18/19: Nil).

本人謹代表中國智能健康控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）董事會（「董事會」或「董事」），向各位提呈本公司及本集團截至二零一九年十二月三十一日止九個月之全年業績。

### 公司資料

本公司之香港主要營業地點為香港干諾道中一百六十八至二百號信德中心西座一二零九室，且本公司之電話及傳真號碼分別為(852) 2268 8248及(852) 2548 5575。

### 業績

董事會於二零一九年十二月二日宣佈，本集團之財政年度結算日由三月三十一日更改為十二月三十一日。

上述更改乃旨在與對本公司擁有重大影響力的本公司主要股東之財政年度結算日貫徹一致，且彼等賬目將於十二月三十一日之財政年度結算日結賬，董事會認為，此更改將減省因本公司與其上文所述主要股東之財政年度結算日有所不同而產生用於編製本集團經審核綜合財務報表之資源（如審核費用）。

由於其財政年度結算日的更改，本公司謹此公佈其截至二零一九年十二月三十一日止九個月（「報告期間」或「一九財政期間」）的年度業績。於報告期間，本集團來自持續經營業務的營業額較截至二零一九年三月三十一日止年度（「一八／一九財政年度」或「相應期間」）之約四億五千二百萬港元減少約百分之三十一至約三億一千萬港元。

於報告期間，來自持續經營業務的毛利率約為百分之二十八，相應期間約為百分之三十六。整體而言，本公司擁有人應佔虧損約為一億二千四百萬港元，相應期間則為九千五百萬港元。董事不建議派付截至二零一九年十二月三十一日止九個月的任何股息（一八／一九財政年度：無）。

# Chairman's Statement

## 主席報告

### BUSINESS REVIEW

During the Reporting Period, revenue from continuing operations decreased due to (1) the decrease in sales from consumer electronic products segment by approximately HK\$42 million as a result of the disposal of the segment during the Reporting Period; (2) the decrease in revenue from the Chinese health product segment from HK\$155 million in FY 18/19 to HK\$89 million in the Reporting Period; and (3) the investment in financial instruments segment recognised realised loss of approx. HK\$2 million (FY18/19: realised gain of approx. HK\$43 million) during the Reporting Period.

The Group recorded an increase in loss for the nine months ended 31 December 2019 as compared to the year ended 31 March 2019. The increase in loss was mainly due to (i) significant increase in impairment loss and fair value loss on financial instruments; (ii) loss on disposal of subsidiaries engaged in the consumer electronic products business; (iii) an increase in loans receivable provision of the money lending segment of the Group.

### Chinese Health Products

Chinese health products business engaged in the sales of Chinese and other pharmaceutical products, health products, ginseng and dried seafood products to wholesaler and retailer. Nam Pei Hong Sum Yung Drugs Company Limited, one of our subsidiaries, engages in the business of trading and retail of "Sum Yung" (參茸) and dried seafood products since 1977 and the brand name of "Nam Pei Hong" (南北行) is highly recognised in Hong Kong and Southern Mainland China.

During the Reporting Period, this segment had contributed revenue of approx. HK\$89 million (FY18/19: HK\$155 million) and segment loss of approx. HK\$18 million (including the impairment losses of non-current assets of approximately HK\$11 million) (FY18/19: segment profit of approximately HK\$2 million). As at 31 December 2019, there were 11 (31 March 2019: 11) retail shops of Nam Pei Hong.

### OBM Toy

The strengthened and continued recovery of the North American market has positively impacted the sales of our Own Brand Manufacturing ("OBM") business. Kid Galaxy has recorded an increase in sales by approximately 10% overall due to the much improved market condition in the United States and the favorable market respond to our new line of products. Sales for the nine months ended 31 December 2019 increased approx. 10% from approx. HK\$184 million for the year ended 31 March 2019 to approx. HK\$202 million for the nine months ended 31 December 2019.

### 業務回顧

於報告期間，來自持續經營業務的收入減少乃由於(1)由於報告期間出售消費類電子產品分部，此分部銷售額減少約四千二百萬港元；(2)中藥保健品分部的收入由一八/一九財政年度的一億五千五百萬港元減少至報告期間的八千九百萬港元；及(3)投資金融工具分部於報告期間確認已變現虧損約二百萬港元(一八/一九財政年度：已變現收益約四千三百萬港元)。

截至二零一九年十二月三十一日止九個月，本集團錄得之虧損較截至二零一九年三月三十一日止年度增加。虧損增加乃主要由於(i)金融工具之減值虧損及公平值虧損大幅增加；(ii)出售從事消費類電子產品業務的附屬公司之虧損；(iii)本集團放債分部應收貸款撥備增加。

### 中藥保健品

中藥保健品業務主要從事向批發商及零售商銷售中藥及其他醫藥產品、保健品、人參及乾製海產品。本公司一間附屬公司南北行參茸葯材有限公司自一九七七年開始即從事參茸及乾製海產品之貿易及零售業務，且「南北行」品牌名稱在香港及華南地區已廣受認可。

於報告期間，該分部已貢獻收入約八千九百萬港元(一八/一九財政年度：一億五千五百萬港元)及分部虧損約一千八百萬港元(包括非流動資產減值虧損約一千一百萬港元)(一八/一九財政年度：分部溢利約二百萬港元)。於二零一九年十二月三十一日，共有11間(二零一九年三月三十一日：11間)南北行零售店。

### 自有品牌製造玩具

北美市場的走強和持續復甦對我們自有品牌製造(「自有品牌製造」)業務的銷售產生積極影響。由於美國市況大幅改善及我們新系列產品的好市場反饋，Kid Galaxy的整體銷售錄得增加約百分之十。截至二零一九年十二月三十一日止九個月的銷售由截至二零一九年三月三十一日止年度之約一億八千四百萬港元增加約百分之十至截至二零一九年十二月三十一日止九個月之約二億零二百萬港元。

The sales increase was mainly due to reducing prices and lowering margins in order to enlarge deliveries to North America's largest membership only retail warehouse club, largest discount retail chain stores as well as the largest online retailer, accounting for approx. 96% of the segment turnover (FY18/19: 94%).

For the nine months ended 31 December 2019, North America remained our major destination for the Group's OBM toys, with shipments amounting to approx. HK\$195 million compared to HK\$173 million for year ended 31 March 2019, accounted for approx. 63% (FY18/19: 38%) of the Group's total revenue from continuing operations.

In view of the increased OBM toy sales mainly in the United States of America, account receivables increased from approx. HK\$31 million as at 31 March 2019 to approx. HK\$34 million as at 31 December 2019.

### Money Lending

During the Reporting Period, the Group's money lending business generated interest income on loans amounting to approximately HK\$21 million (FY18/19: HK\$23 million), and reported a segment profit (before taxation) of approximately HK\$2 million (FY18/19: HK\$8 million). The average monthly outstanding balance of loans receivables was approximately HK\$188 million (FY18/19: HK\$221 million). During the Reporting Period, the Group granted new loans in the aggregate principal amount of approximately HK\$123 million to 5 customers. The Group's customers made drawings in the aggregate principal amount of HK\$268 million from the existing and new loans, and repaid HK\$115 million to the Group. At the end of the Reporting Period, the directors assessed the collectability of the loans receivable. Although there was no objective evidence that the Group would not be able to collect its loans receivable, an allowance for expected credit losses on loans receivable of approximately HK\$11 million (31 March 2019: HK\$5 million) was recognised based on a valuation prepared by an independent professional valuer. Such allowance for expected credit losses was made in accordance with the new impairment model of HKFRS 9 Financial Instruments and had no effect on the Group's cashflow.

銷售增加乃主要由於降低價格及調低利潤率以增加對北美最大的會員制零售倉庫俱樂部、最大的折扣零售連鎖店以及最大的線上零售商之交付量，佔分部營業額之約百分之九十六（一八／一九財政年度：百分之九十四）。

截至二零一九年十二月三十一日止九個月，北美市場整體仍然是本集團主要的自有品牌製造玩具出口市場，出口額約達一億九千五百萬港元，而截至二零一九年三月三十一日止年度為一億七千三百萬港元，佔本集團來自持續經營業務之總收入約百分之六十三（一八／一九財政年度：百分之三十八）。

鑒於自有品牌製造玩具銷量錄得增長（主要在美国堅合眾國），應收賬款自二零一九年三月三十一日之約三千一百萬港元增加至二零一九年十二月三十一日之約三千四百萬港元。

### 放債

於報告期間，本集團之放債業務產生之貸款利息收入為約二千一百萬港元（一八／一九財政年度：二千三百萬港元），且錄得分部溢利（除稅前）約二百萬港元（一八／一九財政年度：八百萬港元）。尚未償還應收貸款月均結餘約為一億八千八百萬港元（一八／一九財政年度：二億二千一百萬港元）。於報告期間，本集團向五名客戶作出本金總額約為一億二千三百萬港元之新貸款。本集團之客戶從現有及新增貸款中提取本金總額二億六千八百萬港元，且向本集團償還一億一千五百萬港元。於報告期末，董事評估應收貸款之可收回程度。儘管並無客觀證據顯示本集團將無法收回其應收貸款，惟已對應收貸款確認預期信貸虧損撥備約一千一百萬港元（二零一九年三月三十一日：五百萬港元）（基於一名獨立專業估值師編製之估值）。該等預期信貸虧損撥備乃根據香港財務報告準則第9號金融工具之新減值模式作出，對本集團現金流並無影響。



# Chairman's Statement

## 主席報告

### Investment in Financial Instruments

During the Reporting Period, the Group's investment in financial instruments business generated dividend income and realised loss on sale of financial instruments amounting to net loss of approximately HK\$2 million (FY18/19: gain of HK\$43 million), and reported a segment loss of approximately HK\$61 million (FY18/19: HK\$2 million) including (i) a loss of approximately HK\$58 million (FY18/19: HK\$43 million) arising on change in fair value of financial assets at fair value through profit or loss; and (ii) a realised loss of approximately HK\$3 million (FY18/19: realised gain of HK\$43 million) by disposal of certain listed equities.

Movements in the listed equities held by the Group during the nine months ended 31 December 2019 and the year ended 31 March 2019 are as follows:

### 投資金融工具

於報告期間，本集團投資金融工具業務產生股息收入及出售金融工具產生已變現虧損，虧損淨額約為二百萬港元（一八／一九財政年度：收益四千三百萬港元），及錄得分部虧損約六千一百萬港元（一八／一九財政年度：二百萬港元），包括(i)按公平值計入損益之金融資產之公平值變動產生之虧損約五千八百萬港元（一八／一九財政年度：四千三百萬港元）；及(ii)出售若干上市股本之已變現虧損約三百萬港元（一八／一九財政年度：已變現收益四千三百萬港元）。

截至二零一九年十二月三十一日止九個月及截至二零一九年三月三十一日止年度，本集團持有的上市股本變動如下：

		Audited 經審核 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	Audited 經審核 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
At beginning of period/year	期初／年初	228,022	232,722
Acquisitions	收購	710	196,304
Loss arising on change in fair value	公平值變動產生之虧損	(58,094)	(42,509)
Disposals	出售	(32,057)	(158,495)
At end of period/year	期末／年末	138,581	228,022

Details of certain significant Hong Kong listed equities held by the Group at 31 December 2019 are as follows:

於二零一九年十二月三十一日，本集團持有的若干重大香港上市股本詳情如下：

Name of Hong Kong listed equities 香港上市股本名稱	Principal activities 主要業務	Cost of shares at 31 December 2019 於二零一九年十二月三十一日的股份成本 HK\$'000 千港元	Number of shares held at 31 December 2019 於二零一九年十二月三十一日持有的股份數目 '000 千股	Fair value at 31 December 2019 於二零一九年十二月三十一日的公平值 HK\$'000 千港元	Fair value as compared to the consolidated total assets of the Group at 31 December 2019 於二零一九年十二月三十一日公平值與本集團綜合資產總值之比較	Fair value gain/(loss) recognised during the nine months ended 31 December 2019 於截至二零一九年十二月三十一日止九個月已確認之公平值收益/(虧損) HK\$'000 千港元
IDG Energy Investment Limited (stock code: 650) IDG能源投資有限公司*(IDG Energy Investment Limited) (股份代號: 650)	Upstream oil and gas business, LNG liquefaction and exporting, LNG importing, processing and sales, and LNG logistics services, as well as investment in energy-related and other industry and business 上游油氣業務、液化天然氣(LNG)液化及出口、LNG進口、加工及銷售及LNG物流服務，以及於能源相關及其他行業及業務的投資	44,000	40,000	40,400	7%	(5,200)
Global Mastermind Capital Limited (stock code: 905) 環球大通投資有限公司*(Global Mastermind Capital Limited) (股份代號: 905)	Investment in listed and unlisted companies in Hong Kong and in the PRC 投資於香港及中國的上市及非上市公司	87,975	195,560	18,306	3%	(21,310)
Yunfeng Financial Group Limited (stock code: 376) 雲鋒金融集團有限公司 (股份代號: 376)	Provision of financial services, including securities brokerage, wealth management and investment, corporate finance consultancy, ESOP (Employee Stock Ownership Plan) administration, and investment research. 提供金融服務，包括證券經紀、財富管理及投資、企業融資諮詢、員工持股計劃管理及投資研究。	36,486	7,526	26,868	4%	(8,880)

\* 僅供識別

# Chairman's Statement

## 主席報告

Details of certain significant Hong Kong listed equities held by the Group at 31 March 2019 are as follows:

於二零一九年三月三十一日，本集團持有的若干重大香港上市股本詳情如下：

Name of Hong Kong listed equities 香港上市股本名稱	Principal activities 主要業務	Cost of shares at 31-Mar-19 於二零一九年三月三十一日的股份成本 HK\$'000 千港元	Number of shares held at 31 Mar 19 於二零一九年三月三十一日持有的股份數目 '000 千股	Fair value at 31 Mar 19 於二零一九年三月三十一日的公平值 HK\$'000 千港元	Fair value as compared to the consolidated total assets of the Group at 31 Mar 19 公平值與本集團綜合資產總值之比較	Fair value gain/(loss) recognised during the year ended 31 Mar 19 於截至二零一九年三月三十一日止年度已確認之公平值收益/(虧損) HK\$'000 千港元
IDG Energy Investment Limited (stock code: 650) IDG能源投資有限公司*(IDG Energy Investment Limited) (股份代號: 650)	Upstream oil and gas business, LNG liquefaction and exporting, LNG importing, processing and sales, and LNG logistics services, as well as related energy investment fund management 上游油氣業務、液化天然氣(「LNG」)液化及出口、LNG進口、加工及銷售及LNG物流服務，以及相關能源投資基金管理	44,000	40,000	45,600	7%	1,600
Global Mastermind Capital Limited (stock code: 905) 環球大通投資有限公司*(Global Mastermind Capital Limited) (股份代號: 905)	Investment in listed and unlisted companies in Hong Kong and in the PRC 投資於香港及中國的上市及非上市公司	87,975	195,500	38,905	6%	(17,791)
Yunfeng Financial Group Limited (stock code: 376) 雲鋒金融集團有限公司(股份代號: 376)	Provision of financial services, including securities brokerage, wealth management and investment, corporate finance consultancy, ESOP (Employee Stock Ownership Plan) administration, and investment research. 提供金融服務，包括證券經紀、財富管理及投資、企業融資諮詢服務、員工持股計劃管理及投資研究。	36,486	7,526	35,748	5%	1,615

\* 僅供識別

The Group had made investments with a short to long term perspective with the objective of making capital gain as well as income from dividend. The Group invested in a diversified portfolio of listed equity securities in various industries. The directors believe that the future performance of the Hong Kong listed equities held by the Group is largely affected by economic factors, investor sentiment, demand and supply balance of an investee company's shares and fundamentals of an investee company, such as investee company's news, business fundamentals and development, financial performance and future prospects. Accordingly, the directors closely monitor the above factors, particularly the fundamentals of each individual investee company in the Group's equity portfolio, and proactively adjust the Group's equity portfolio mix in order to improve its performance.

### Consumer Electronic Products

During the Reporting Period, the consumer electronic products had not contributed any revenue (FY18/19: HK\$42 million) and had recorded a segment loss of HK\$22 million (FY18/19: HK\$16 million). Such decrease in revenue and continuing loss was mainly attributable to the expiry of the supply contract with Haier in December 2017.

Given the continuous loss-making position of this segment with net liabilities in recent financial periods, and the difficulties and uncertainties faced by the consumer electronic products business, the Company has disposed of this segment during the Reporting Period on 27 October 2019. It is considered that such disposal will enable the Group to improve its financial position and eliminate any uncertainty arising from the consumer electronic products business with an aim to stabilising the future financial performance of the Group. Details of which are set out in the Company's announcement dated 27 October 2019.

本公司已作出短線至長線投資，旨在賺取資本收益及股息收入。本集團投資於多個行業上市股票證券的多元化投資組合。董事相信，本集團持有之香港上市股票之未來表現相當大程度上受經濟因素、投資者氣氛、被投資公司股份之供求情況及被投資公司之基本因素（如被投資公司之消息、業務基本因素及發展、財務表現及未來前景）所影響。故此，董事密切監察上述因素，尤其本集團股票組合之各間被投資公司之基本因素，並積極調整本集團之股票投資組合，以改善其表現。

### 消費類電子產品

於報告期間，消費類電子產品並未貢獻任何收入（一八／一九財政年度：四千二百萬港元）及錄得分部虧損二千二百萬港元（一八／一九財政年度：一千六百萬港元）。有關收入減少及持續虧損乃主要由於與海爾訂立的供應合約於二零一七年十二月屆滿所致。

鑒於該分部持續錄得虧損之狀況及近期財務期間之負債淨額以及消費類電子產品業務面臨之困難及不明朗因素，於報告期間，本公司已於二零一九年十月二十七日出售該分部。本公司認為，有關出售事項將令本集團能夠改善其財務狀況及消除任何消費類電子產品業務產生之不明朗因素，以穩定本集團的未來財務表現。有關詳情載於本公司日期為二零一九年十月二十七日之公告。

# Chairman's Statement

## 主席報告

### PLANS AND PROSPECTS

#### Chinese Health Products

In view of the increasing awareness in health and the aging of population in Hong Kong, demand for health care products, especially Chinese medicine, "Sum Yung" (參茸) and dried seafood in Hong Kong has grown steadily in recent years.

As a result of the local social unrest since June 2019 and the recent Coronavirus outbreak globally, the number of tourists visiting Hong Kong has reduced which negatively impact the retail market of Hong Kong. At the same time, the local demand on Chinese Healthcare products decreased as well during the Reporting Period.

Despite the difficult business environment on the current retail market, the Group will continue to invest in the health care business and to develop its retail business of "Sum Yung" (參茸) dried seafood products and other healthy food products in Hong Kong with an aim to broaden its revenue base especially to the youth generation and middle class consumers. The Group expects the number of tourists to Hong Kong will rebound as soon as the situation in relation to the Coronavirus becomes stable to have a positive future impact on the retail market of Hong Kong and the Group's performance on Chinese health products.

#### OBM Toys

Kid Galaxy has started getting commitments from our current major customers for 2020. We are in hope of keeping the similar amount of business with some of our first tier customers like Walmart, Sam's Club, Costco & Tractor Supply. However, with the global outbreak of the Coronavirus, Kid Galaxy will lower our sales forecasts for 2020. Although it is still too early to predict the full impact of the crisis on our business, the Coronavirus outbreak unfortunately already started hurting our first quarter business in 2020.

Kid Galaxy is reliant on China for its manufacturing heavily. With the affect of the Coronavirus, our Chinese vendors may open for business, but production lines are not necessarily running in full capacity. The Coronavirus, therefore, has the potential to disrupt our supply chain. Fortunately, we had started shifting some of the production from our Chinese suppliers to an Indonesia manufacturer in 2019. With this change, Kid Galaxy does not need to 100% count on their supplies from China.

Another positive change, we are partnering with a major third party on-line reseller in 2020 to increase our on-line sales.

### 規劃及前景

#### 中藥保健品

由於保健意識逐步普及及香港人口老齡化，香港對保健品尤其是中藥、參茸及乾製海產品之需求近年來穩步提高。

由於自二零一九年六月以來的當地社會動亂以及近期爆發的全球性新型冠狀病毒疫情，赴港旅客數量減少，此對香港的零售市場造成負面影響。同時，於報告期間，當地中藥保健品的需求亦有所下降。

儘管目前零售市場的商業環境艱難，但本集團仍將繼續投資於保健業務並發展其在香港之參茸、乾製海產品及其他保健食品零售業務以便擴大其收入基礎，尤其面向年輕一代及中產階級消費者。本集團預期香港遊客數量將於有關新型冠狀病毒的狀況穩定後迅速回升，對香港零售市場及本集團在中藥保健品方面的表現帶來正面影響。

#### 自有品牌製造玩具

Kid Galaxy開始自我們的當前主要客戶獲得二零二零年的承諾業務量。我們希望與沃爾瑪、Sam's Club、Costco & Tractor Supply等若干一級客戶維持相若的業務量。然而，隨著全球爆發新型冠狀病毒，Kid Galaxy將下調我們二零二零年的銷售預測。儘管尚無法預測此次危機對我們業務的全部影響，但很不幸冠狀病毒爆發已經開始影響我們二零二零年首季度的業務。

Kid Galaxy的製造業務嚴重依賴中國。受冠狀病毒影響，中國供應商雖可開展業務，但生產線未必能滿負荷運轉。因此，該病毒可能會中斷我們的供應鏈。所幸的是我們已於二零一九年著手將部分生產由中國供應商轉至印尼製造商。經此變動，Kid Galaxy毋需完全依賴中國供應商。

我們亦作出另一積極轉變，於二零二零年與大型第三方線上經銷商合作以提高我們的線上銷售。

### Money Lending

Despite certain uncertainties in the global economy such as the tightening of US-China trade relationship, the demand for money lending business remain strong during the Reporting Period and the Group's loans receivables together with accrued interest receivables increased slightly to HK\$264 million (31 March 2019: HK\$261 million). The Group expect the business environment for money lending to be difficult given the current Coronavirus outbreak because many economic activities could not be carried out normally. The Group will be more cautious by strengthening its credit policy and risk control policy.

### Investment in financial instruments

The Group will closely monitor various factors such as global economy, investment sentiment and fundamentals of investors and their future prospects and protectively adjust our portfolio in order to improve our performance. The Group will change our equity portfolio mix from time to time and realise the equities held by the Group into cash as and when appropriate.

### Business Portfolio Management

The current business strategies of the Group with an aim to achieve the best use of its resources and improve its overall performance and portfolio diversification have been continuously evaluated. The Company has been actively looking to diversify the revenue sources of the Group in order to create shareholders' value through making investments and/or acquiring business or projects that have promising outlooks and prospects.

### 放債

儘管全球經濟存在若干不確定性，如中美貿易關係緊張，但放債業務需求在報告期間仍保持強勁，本集團之應收貸款連同應收應計利息錄得輕微增幅至二億六千四百萬港元（二零一九年三月三十一日：二億六千一百萬港元）。本集團預計，放債業務的營商環境將因近期爆發的新型冠狀病毒而面臨困境，因為許多經濟活動可能無法正常進行。本集團將繼續透過加強信貸政策及風險管控政策，更加審慎行事。

### 投資金融工具

本集團將密切監察全球經濟、投資氣氛、投資者基礎及其對未來之展望等多項因素，並積極調整投資組合以改善我們的表現。本集團將不時調整其股本投資組合及於適當時候將本集團持有之權益變現。

### 業務組合管理

本集團目前的業務策略旨在充分利用其資源，改善其整體表現及促進投資組合多元化發展，該等策略已獲持續評估。本公司一直積極尋求多元化本集團收入來源，以透過投資及／或收購擁有廣闊前景的業務或項目為股東創造價值。

## Chairman's Statement

### 主席報告

#### GROUP RESOURCES AND LIQUIDITY

As at 31 December 2019, the Group's cash and bank balances were approx. HK\$55 million (31 March 2019: HK\$55 million). The Group's total bank borrowings and convertible loan notes were approx. HK\$19 million (31 March 2019: HK\$13 million) and HK\$110 million (31 March 2019: HK\$101 million), respectively. Gearing ratio, calculated as the total borrowings divided by shareholders' equity was approx. 39% as at 31 December 2019 (31 March 2019: 29%). As at 31 December 2019, the Group recorded total current assets of approx. HK\$545 million (31 March 2019: HK\$588 million) and total current liabilities of approx. HK\$264 million (31 March 2019: HK\$199 million). The current ratio of the Group, calculated by dividing the total current assets by the current liabilities, was approx. 206% (31 March 2019: 295%). The Group recorded a decrease in shareholders' fund from approx. HK\$393 million as at 31 March 2019 to a net asset position of approx. HK\$327 million as at 31 December 2019. The decrease was mainly due to shares repurchased by the Company and the operating loss of the Group during the Reporting Period.

#### APPRECIATION

In conclusion, I would like to sincerely thank my fellow Board members and senior management, and all the employees for their contribution and dedications to the Group, which enabled us to overcome the challenges encountered during the Year. My appreciations go to our investors, customers, financiers and suppliers for their support to the Group during the past year.

Lei Hong Wai

*Chairman and Executive Director*

20 March 2020

#### 集團資源及流動資金

於二零一九年十二月三十一日，本集團之現金及銀行結存約為五千五百萬港元（二零一九年三月三十一日：五千五百萬港元）。本集團之總銀行借貸及可換股貸款票據分別約為一千九百萬港元（二零一九年三月三十一日：一千三百萬港元）及一億一千萬港元（二零一九年三月三十一日：一億零一百萬港元）。於二零一九年十二月三十一日，資產負債比率（以總借貸除以股東權益計算）約為百分之三十九（二零一九年三月三十一日：百分之二十九）。於二零一九年十二月三十一日，本集團錄得流動資產總值約五億四千五百萬港元（二零一九年三月三十一日：五億八千八百萬港元）及流動負債總額約二億六千四百萬港元（二零一九年三月三十一日：一億九千九百萬港元）。本集團之流動比率（以流動資產總值除以流動負債計算）約為百分之二百零六（二零一九年三月三十一日：百分之二百九十五）。本集團錄得股東資金由二零一九年三月三十一日約三億九千三百萬港元減少至二零一九年十二月三十一日資產淨值狀況約三億二千七百萬港元。該減少乃主要由於報告期間本公司購回股份及本集團錄得經營虧損所致。

#### 致謝

最後，本人謹此就各董事同僚、高級管理層及全體員工對本集團的貢獻及投入，幫助我們克服年內面臨的重重挑戰，致以衷心謝意。本人亦藉此機會向投資者、客戶、融資方及供應商致意，感謝彼等於過去年度對本集團的支持。

李雄偉

*主席兼執行董事*

二零二零年三月二十日

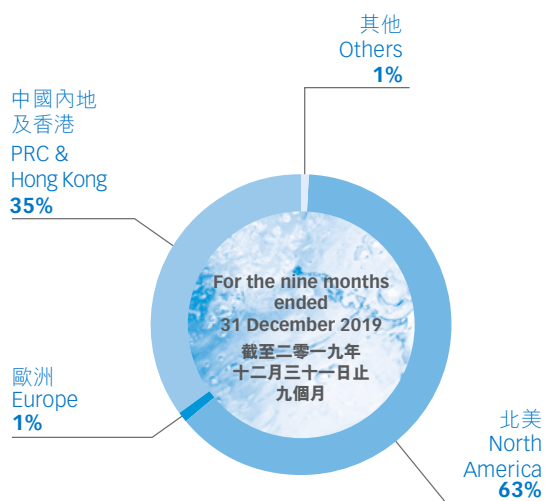
### MARKET REVIEW

For the nine months ended 31 December 2019 (the "Reporting Period" or "FP19"), North America remained one of our major export destination for the Group's toy products, with shipments amounting to approx. HK\$195 million compared to approx. HK\$173 million for the year ended 31 March 2019 (the "FY18/19" or "Corresponding Period"), accounted for approx. 63% (FY18/19: 38%) of the Group's total revenue. The increase in dollar term sales in North America and Canada were mainly attributable to the higher OBM orders. Mainland China and Hong Kong account for approx. HK\$111 million compared to approx. HK\$271 million in FY18/19, accounted for approx. 35% (FY18/19: 60%) of the Group's revenue. The decrease in sales in Mainland China and Hong Kong was mainly due to decrease in sales of consumer electronic products segments following the contract expiry with Haier in December 2017. Revenue to Europe were approx. HK\$4 million as compared with approx. HK\$6 million in FY18/19, accounted for approx. 1% (FY18/19: 1%) of the Group's revenue.

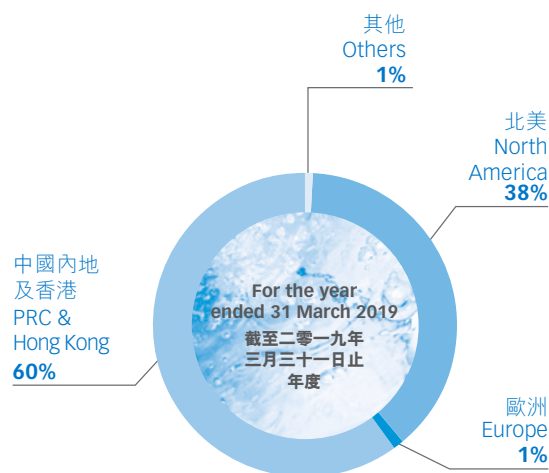
### 市場回顧

截至二零一九年十二月三十一日止九個月（「報告期間」或「一九財政期間」），北美仍然是本集團玩具產品之主要出口地之一，出口額達約一億九千五百萬港元，而截至二零一九年三月三十一日止年度（「一八／一九財政年度」或「相應期間」）為約一億七千三百萬港元，佔本集團總收入約百分之六十三（一八／一九財政年度：百分之三十八）。北美及加拿大以美元計的銷售額增加主要歸因於自有品牌製造訂單增加。中國內地及香港之銷售額為約一億一千一百萬港元，而一八／一九財政年度為約二億七千一百萬港元，佔本集團收入約百分之三十五（一八／一九財政年度：百分之六十）。中國內地及香港銷售額減少乃主要由於與海爾之合約於二零一七年十二月屆滿後，消費類電子產品分部銷售額減少。歐洲之收入約為四百萬港元，而一八／一九財政年度為約六百萬港元，佔本集團收入約百分之一（一八／一九財政年度：百分之一）。

### Revenue by Geographical Segment



### 按地區分部劃分之收入





# Review of Operations

## 業務回顧

### PRODUCT REVIEW

#### Chinese Health Products

During the Reporting Period, the Chinese health products segment generated approx. HK\$89 million in revenue and segment loss of approx. HK\$18 million compared with HK\$155 million and segment profit of HK\$2 million respectively in FY18/19. As at 31 December 2019, there were 11 (31 March 2019: 11) retail shops of Nam Pei Hong.

#### OBM Toys

The OBM toys segment recorded an increase in revenue from approx. HK\$184 million in FY18/19 to approx. HK\$202 million in the Reporting Period, accounting for approx. 10% of the Group's revenue from continuing operations. The increase in revenue from the OBM Toys segment was attributable to the much improved market condition in the United States and the favorable market respond to our new line of products.

#### Money Lending

During the Reporting Period, the money lending segment generated interest income on loans amounting to approx. HK\$21 million (FY18/19: HK\$23 million) and reported a segment profit of approx. HK\$2 million (FY18/19: HK\$8 million).

### 產品回顧

#### 中藥保健品

於報告期間，中藥保健品分部錄得收入約八千九百萬港元及分部虧損約一千八百萬港元，而於一八／一九財政年度分別為一億五千五百萬港元及分部溢利二百萬港元。於二零一九年十二月三十一日，共有十一間（二零一九年三月三十一日：十一間）南北行零售店。

#### 自有品牌製造玩具

自有品牌製造玩具錄得之收入由一八／一九財政年度之約一億八千四百萬港元增加至報告期間之約二億零二百萬港元，佔本集團持續經營業務收入約百分之十。自有品牌製造玩具分部收入增加乃由於美國市況大幅改善及我們新系列產品的良好市場反饋。

#### 放債

於報告期間，放債分部產生之貸款利息收入為約二千一百萬港元（一八／一九財政年度：二千三百萬港元），且錄得分部溢利約二百萬港元（一八／一九財政年度：八百萬港元）。

### Investment in Financial Instruments

During the Reporting Period, the Group's investment in financial instruments business reported segment realised loss net of dividend income of approximately HK\$2 million (FY18/19: segment revenue HK\$43 million) and segment loss of approximately HK\$61 million (FY18/19: HK\$2 million) which mainly included (i) a loss of approximately HK\$58 million (FY18/19: HK\$43 million) arising on change in fair value of financial assets at fair value through profit or loss and impairment loss on available for sale investment; and (ii) a realised loss of approximately HK\$3 million (FY18/19: HK\$43 million) from disposal of certain listed equities.

During the Reporting Period, the Group developed its portfolio to 10 (FY18/19: 15) Hong Kong listed equities with an aggregate acquisition cost of approximately HK\$1 million (FY18/19: HK\$196 million).

### 投資金融工具

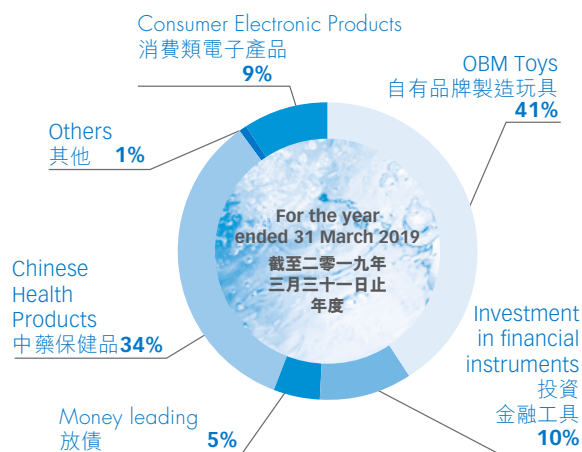
於報告期間，本集團投資金融工具業務錄得分部股息收入之已變現虧損淨額約二百萬港元（一八／一九財政年度：分部收益四千三百萬港元）及分部虧損約六千一百萬港元（一八／一九財政年度：二百萬港元），主要包括(i)按公平值計入損益之金融資產之公平值及可供出售投資減值虧損的變動產生之虧損約五千八百萬港元（一八／一九財政年度：四千三百萬港元）；及(ii)由出售若干上市股本的已變現虧損約三百萬港元（一八／一九財政年度：四千三百萬港元）。

於報告期間，本集團發展其投資組合至十項（一八／一九財政年度：十五項）香港上市股本，收購成本合共約一百萬港元（一八／一九財政年度：一億九千六百萬港元）。

### Revenue by Product Type/Business



### 按產品類型／業務劃分之收入



## Review of Operations

### 業務回顧

#### EMPLOYEES

As at 31 December 2019, the Group had approx. 120 employees and contract workers based in Hong Kong headquarters, Macau office and the U.S. sales office. The number of employees of the Group varies from time to time depending on production needs and they are remunerated based on industry practices.

#### APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all our long-term business partners for their continuous support over the past year. I would also like to extend my appreciation to our group management and staff for their effort and dedication, despite another challenging year we were facing.

Lei Hong Wai

*Chairman and Executive Director*

20 March 2020

#### 僱員

於二零一九年十二月三十一日，本集團聘用約一百二十名僱員及合約工人，受聘於香港總部、澳門辦事處及美國銷售辦事處。本集團之僱員數目會因應生產需要而不時作出變動，並會根據行業慣例獲支付薪酬。

#### 致謝

本人謹代表董事會，藉此機會向本集團之全體長期業務夥伴過去一年之一貫支持致以衷心謝意。本人亦感謝我們集團之管理人員及各員工在這又一具挑戰性之年度內所作出之努力和貢獻。

李雄偉

*主席兼執行董事*

二零二零年三月二十日

### FINANCIAL REVIEW

During the Reporting Period, the Group recorded a decrease in revenue from continuing operations for approx. 31% from approx. HK\$452 million for the year ended 31 March 2019 to approx. HK\$310 million for the nine months ended 31 December 2019. The decrease was due to (1) the disposal of consumer electronic products segment during the Reporting Period which generated approximately HK\$42 million in FY18/19; (2) the decrease in revenue from sales the Chinese health product segment from HK\$155 million in FY18/19 to HK\$89 million in the Reporting Period; and (3) the investment in financial instruments segment recognised realised loss of approx. HK\$2 million (FY18/19: realised gain of approx. HK\$43 million) during the Reporting Period.

Cost of goods sold ("COGS") from continuing operations decreased by approx. 23% compared to FY18/19. The decrease was attributable to the corresponding decrease in revenue as mentioned above during the Reporting Period. The COGS were approx. HK\$222 million in FP19 compared with approx. HK\$287 million in FY18/19.

The gross profit decreased to approx. HK\$88 million for the Reporting Period versus approx. HK\$165 million in FY18/19. Gross profit margin decreased to approx. 28% (FY18/19: 36%) because of the higher gross profit margin contributed from the investment in financial instruments segment in FY18/19.

Other income, gains and losses, net from continuing operations for the nine months ended 31 December 2019 amounted to loss of approx. HK\$82 million, resulting in an increase of approx. 74% as compared with the Corresponding Period (FY18/19: loss of HK\$47 million). Other income, gains and losses, net mainly included (1) fair value loss on financial assets at fair value through profit or loss of HK\$58 million (FY18/19: HK\$43 million); (2) impairment loss on loans receivable of HK\$6 million (FY18/19: HK\$5 million); and (3) loss on disposal of subsidiaries of HK\$14 million (FY18/19: Nil) during the Reporting Period.

Selling and distribution expenses from continuing operations for the nine months ended 31 December 2019 decreased to approx. HK\$59 million, representing a decrease of approx. 32% against approx. HK\$87 million in the Corresponding Period. The decrease in selling and distribution expenses was in line with the decrease in revenue during the Reporting Period.

### 財務回顧

於報告期間，本集團錄得來自持續經營業務的收入由截至二零一九年三月三十一日止年度之約四億五千二百萬港元減少約百分之三十一至截至二零一九年十二月三十一日止九個月之約三億一千萬港元。該減少乃由於(1)於報告期間出售消費類電子產品分部而於一八/一九財政年度產生約四千二百萬港元；(2)來自中藥保健品分部之銷售收入由一八/一九財政年度之一億五千五百萬港元減少至報告期間的八千九百萬港元；及(3)於報告期間，投資金融工具分部確認已變現虧損約二百萬港元(一八/一九財政年度：已變現收益約四千三百萬港元)。

來自持續經營業務的銷貨成本(「銷貨成本」)較一八/一九財政年度減少約百分之二十三。該減少乃由於報告期間如上所述的收入同比減少。一九財政期間的銷貨成本約為二億二千二百萬港元，而一八/一九財政年度則約為二億八千七百萬港元。

毛利由一八/一九財政年度之約一億六千五百萬港元減少至報告期間之約八千八百萬港元。毛利率減少至約百分之二十八(一八/一九財政年度：百分之三十六)，原因為一八/一九財政年度於投資金融工具分部貢獻之毛利率較高。

截至二零一九年十二月三十一日止九個月，來自持續經營業務的其他收入、收益及虧損淨額虧損約八千二百萬港元，導致較相應期間增加約百分之七十四(一八/一九財政年度：虧損四千七百萬港元)。其他收入、收益及虧損淨額主要包括(1)按公平值計入損益之金融資產的公平值虧損五千八百萬港元(一八/一九財政年度：四千三百萬港元)；(2)應收貸款減值虧損六百萬港元(一八/一九財政年度：五百萬港元)；及(3)於報告期間出售附屬公司虧損一千四百萬港元(一八/一九財政年度：無)。

截至二零一九年十二月三十一日止九個月，來自持續經營業務銷售及分銷開支減少至約五千九百萬港元，較相應期間約八千七百萬港元減少約百分之三十二。於報告期間，銷售及分銷開支減少與收入減少相符合。

# Management Discussion and Analysis

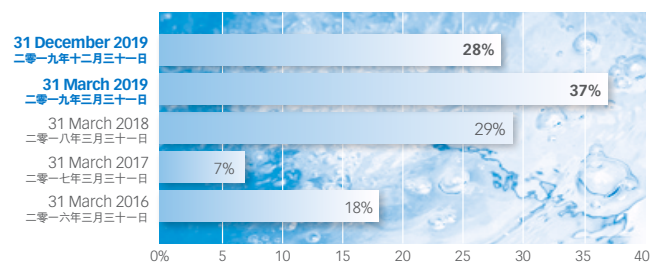
## 管理層討論及分析

### Gross Profit Ratio

#### 毛利率

For the period from 1 April 2019 to 31 December 2019 and for the year ended 31 March 2019, 31 March 2018, and 31 March 2017 and 31 March 2016

於二零一九年四月一日至二零一九年十二月三十一日期間以及截至二零一九年三月三十一日、二零一八年三月三十一日及二零一七年三月三十一日及二零一六年三月三十一日止年度

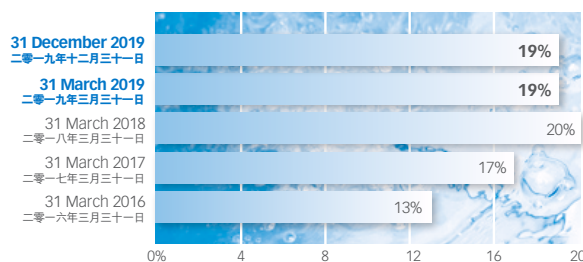


### Selling Expense/Revenue

#### 銷售開支／收入

For the period from 1 April 2019 to 31 December 2019 and for the year ended 31 March 2019, 31 March 2018, and 31 March 2017 and 31 March 2016

於二零一九年四月一日至二零一九年十二月三十一日期間以及截至二零一九年三月三十一日、二零一八年三月三十一日及二零一七年三月三十一日及二零一六年三月三十一日止年度



General and Administrative expenses from continuing operations for the nine months ended 31 December 2019 amounted to approx. HK\$42 million, resulting in a decrease of approx. 49% as compared with the previous year (FY18/19: HK\$82 million) which was in line with the decrease in revenue and decrease in the marketing expenses in the Chinese health products segment.

The goodwill of approx. HK\$1 million was written down in the Reporting Period. The recoverable amounts of the cash-generating units ("CGU") of the Chinese health products business has been determined from value in use calculations by an independent third party valuer based on cash flow projections from formally approved budgets covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% (FY18/19: 2%), which does not exceed the long-term growth rate for the industry in the corresponding country. Management reassessed the recoverable amount of the CGU of the Chinese health products business as at 31 December 2019 by reference to the discounted cash flow calculations. As at 31 December 2019, the value in use of the CGU of the Chinese health products business was approximately HK\$39 million which is lower than the carrying amount of approximately HK\$51 million. Under the circumstance that the Chinese health products business record losses in the Reporting Period, management was of the opinion that an impairment loss for goodwill of HK\$1 million should be recognised. An additional impairment loss of HK\$5 million was allocated to intangible assets and HK\$6 million was allocated to right-of-use assets.

截至二零一九年十二月三十一日止九個月，持續經營業務的一般及行政費用約為四千二百萬港元，較去年減少約百分之四十九（一八／一九財政年度：八千二百萬港元），此與收入減少及中藥保健品分部的營銷開支減少相符。

商譽約一百萬港元已於報告期間撇減。中藥保健品業務現金產生單位（「現金產生單位」）的可收回金額，乃按一個獨立第三方估值師根據獲正式批准的五年期預算的現金流量預測計算出的使用價值釐定。五年期後的現金流量使用估計加權平均增長率百分之三（一八／一九財政年度：百分之二）推測，該增長率不會超過於相應國家的行業長期增長率。於二零一九年十二月三十一日，管理層參考計算出的折現現金流量重估中藥保健品業務之現金產生單位的可收回金額。於二零一九年十二月三十一日，中藥保健品業務現金產生單位的使用價值約為三千九百萬港元，低於約為五千一百萬港元的賬面值。由於中藥保健品業務於報告期間錄得虧損的情況下，管理層認為應確認商譽減值虧損一百萬港元。五百萬港元及六百萬港元的額外減值虧損已分別分配至無形資產及使用權資產。

Finance costs from continuing operations incurred mainly for convertible loan notes, interest on lease and bank borrowing for the OBM toys segment during the Reporting Period was approx. HK\$19 million as compared with approx. HK\$9 million in FY18/19.

報告期間持續經營業務的融資成本主要產生自可換股貸款票據、租賃利息及自有品牌製造玩具分部的銀行借貸，為約一千九百萬港元，而一八／一九財政年度為約九百萬港元。

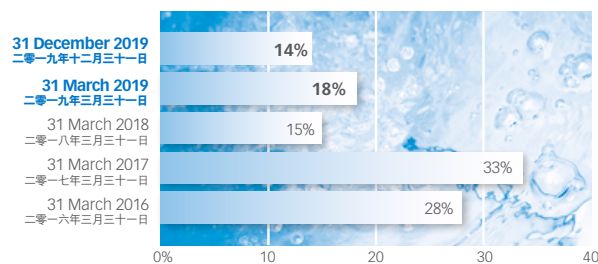
All in all, the Group recorded a loss attributable to shareholders of approx. HK\$124 million in the Reporting Period compared with approx. HK\$95 million in FY18/19.

總括而言，本集團於報告期間錄得股東應佔虧損約一億二千四百萬港元，而於一八／一九財政年度則為約九千五百萬港元。

### General and administrative expenses/Revenue 一般及行政開支／收入

For the period from 1 April 2019 to 31 December 2019 and for the year ended 31 March 2019, 31 March 2018, 31 March 2017 and 31 March 2016

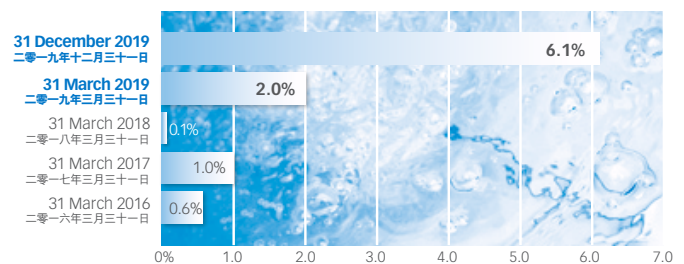
於二零一九年四月一日至二零一九年十二月三十一日期間以及截至二零一九年三月三十一日、二零一八年三月三十一日、二零一七年三月三十一日及二零一六年三月三十一日止年度



### Finance Costs/Revenue 融資成本／收入

For the period from 1 April 2019 to 31 December 2019 and for the year ended 31 March 2019, 31 March 2018, 31 March 2017 and 31 March 2016

於二零一九年四月一日至二零一九年十二月三十一日期間以及截至二零一九年三月三十一日、二零一八年三月三十一日、二零一七年三月三十一日及二零一六年三月三十一日止年度



## RESULT OF DISCONTINUED OPERATION

Loss for the year from discontinued operation in FY18/19 amounted to HK\$35 million, which represents (1) the results of the OEM Toys segment for the period from 1 April 2018 to 30 January 2019, being the date on which the companies in the OEM Toys segment ceased to be subsidiaries of the Company; and (2) gain on disposal of the OEM Toys segment of HK\$12 million.

## 已終止經營業務之業績

於一八／一九財政年度來自已終止經營業務之年內虧損為三千五百萬港元，相當於(1)原設備製造玩具分部於二零一八年四月一日至二零一九年一月三十日（即負責原設備製造玩具分部的公司不再為本公司附屬公司當日）期間之業績；及(2)出售原設備製造玩具分部收益一千二百萬港元。

# Management Discussion and Analysis

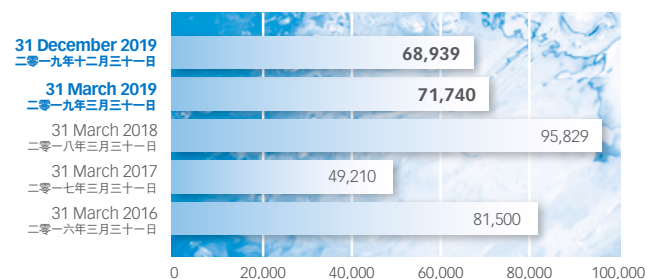
## 管理層討論及分析

### GROUP RESOURCES AND LIQUIDITY

As at 31 December 2019, the non-current assets decreased approx. 50% to approx. HK\$54 million compare with approx. HK\$109 million in the previous year. The decrease in non-current assets was mainly due to (1) the fair value loss on non-current financial assets at fair value through profit or loss of HK\$21 million during the Reporting Period; (2) certain non-current loan receivables as at 31 March 2019 had become current as at 31 December 2019; and (3) the impairment on goodwill and intangible assets of HK\$6 million during the Reporting Period.

Management placed much emphasis on inventory control and will only authorise purchases in line with sales orders. The slight decrease in inventories of approx. 4% compared to the Corresponding Period, value of inventories decrease from approx. HK\$72 million as at 31 March 2019 to approx. HK\$69 million as at 31 December 2019. Inventories turnover days from continuing operations were 87 days compared with 89 days in the Corresponding Period.

#### Inventories 存貨



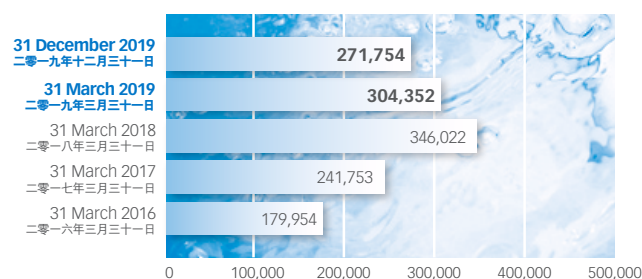
The trade receivables slightly decrease of approx. 5% as at 31 December 2019 to approx. HK\$39 million, compared with approx. HK\$41 million as at 31 March 2019. Debtor turnover days from continuing operations were 36 days in FP19 compared with 42 days in FY18/19. The Management regularly evaluates the Group's customers, assesses their known financial position and the credit risks.

### 集團資源及流動資金

於二零一九年十二月三十一日，非流動資產減少約百分之五十至約五千四百萬港元，而去年為約一億零九百萬港元。非流動資產減少乃主要由於(1)報告期間按公平值計入損益之非流動金融資產公平值虧損二千一百萬港元；(2)於二零一九年三月三十一日的若干非流動應收貸款已於二零一九年十二月三十一日變為流動應收貸款；及(3)報告期間商譽及無形資產減值六百萬港元。

管理層注重控制存貨，並僅會根據銷售訂單批准採購。存貨較相應期間輕微減少約百分之四，存貨價值由二零一九年三月三十一日之約七千二百萬港元減少至於二零一九年十二月三十一日之約六千九百萬港元。持續經營業務之存貨週轉期為八十七天，而相應期間為八十九天。

#### Total Liabilities 負債總額



於二零一九年十二月三十一日之應收貿易賬款為約三千九百萬港元，較於二零一九年三月三十一日之約四千一百萬港元輕微減少約百分之五。持續經營業務之應收賬款週轉期由一九財政期間的三十六天延長至一八/一九財政年度的四十二天。管理層定期評估本集團客戶，分析其已知財政狀況及信貸風險。

# Management Discussion and Analysis

## 管理層討論及分析

Cash and bank balance as at 31 December 2019 were approx. HK\$55 million, compared with approx. HK\$55 million as at 31 March 2019. The Group dealt with different revenue and expenditure currencies during the Reporting Period such as HK\$, US\$ and RMB.

於二零一九年十二月三十一日之現金及銀行結餘約為五千五百萬港元，而於二零一九年三月三十一日亦約為五千五百萬港元。本集團於報告期間以不同收入及支出貨幣進行交易，例如港元、美元及人民幣。

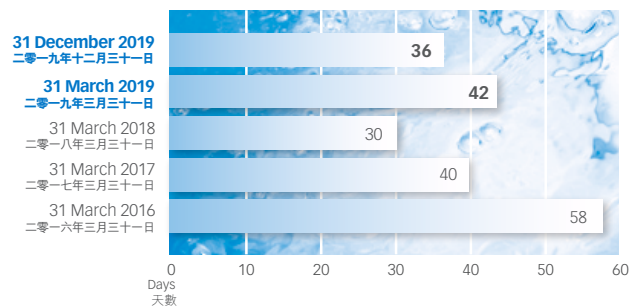
Trade payables, other payable and accrued charges recorded a decrease against the Corresponding Period. Trade payables, other payables and accrued charges were approx. HK\$118 million as at 31 December 2019 compared with approx. HK\$92 million as at 31 March 2019. The trade payables mainly consisted of payables relating to material purchases and the trading products. During the Reporting Period, creditor turnover days from continuing operations increased to 85 days from 59 days at the end of the previous year.

應付貿易賬款、其他應付款項及應計費用較相應期間有所減少。二零一九年十二月三十一日之應付貿易賬款、其他應付款項及應計費用約為一億一千八百萬港元，而二零一九年三月三十一日則約為九千二百萬港元。應付貿易賬款主要包括物資採購及買賣產品有關之應付款項。於報告期間，持續經營業務之應付賬款週轉期由去年年結日之五十九天延長至八十五天。

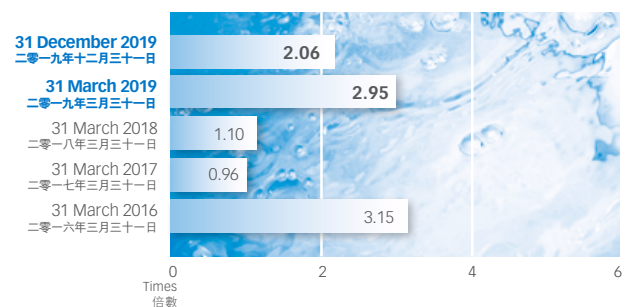
Borrowings and convertible loan notes increased to approx. HK\$129 million as at 31 December 2019 from approx. HK\$114 million as at 31 March 2019, mainly attributable to the interests accrued on the convertible loan during the Reporting Period.

借貸及可換股貸款票據由二零一九年三月三十一日之約一億一千四百萬港元增加至二零一九年十二月三十一日之約一億二千九百萬港元，主要是由於報告期間可換股貸款產生的利息所致。

### Debtor Turnover Days 應收賬款週轉期



### Current Ratio 流動比率





# Management Discussion and Analysis

## 管理層討論及分析

As at 31 December 2019, the Group had total assets of HK\$598 million which was financed by shareholders' fund, payables and borrowings. The Group mainly generated revenue and incurred costs in HK\$, US\$ and RMB and did not have any related hedges for the nine months ended 31 December 2019. No financial instrument was used for hedging purpose. The Group adopted a prudent funding and treasury policy and managed the fluctuation exposures of exchange rate and interest rate on specific transactions.

As at 31 December 2019, the Group's borrowings were repayable on demand or within one year. All borrowings were denominated in either HK\$ (bore interest at a fixed rate) or US\$ (bore interest at floating rate). As at 31 December 2019, the convertible loan notes issued by the Company amounted to HK\$110 million which bore interest at 6% per annum and will be matured within one year at their principal amount or can be converted into ordinary shares of the Company at the holder's option at the fixed rate of HK\$0.1 per share of the outstanding principal.

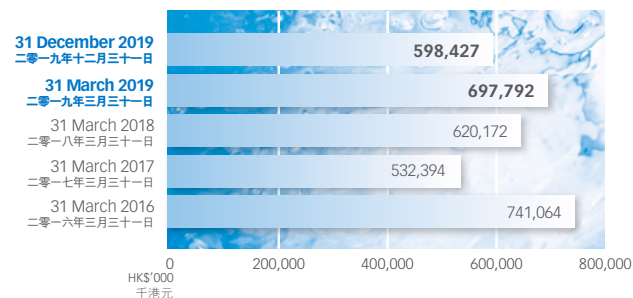
As at 31 December 2019, the Group recorded total current assets of approx. HK\$545 million and total current liabilities of approx. HK\$264 million. The current ratio of the Group, calculated by dividing the total current assets by total current liabilities, was approx. 206%. The Group recorded a decrease in shareholders' funds from approx. HK\$393 million as at 31 March 2019 to approx. HK\$327 million as at 31 December 2019. The decrease was mainly due to shares repurchased by the Company and the operating loss of the Group during the Reporting Period.

於二零一九年十二月三十一日，本集團之資產總值為五億九千八百萬港元，資金來源為股東資金、應付款項及借貸。本集團產生之收入及成本主要以港元、美元及人民幣列值，且於截至二零一九年十二月三十一日止九個月並無訂立任何相關對沖，亦無使用金融工具以作對沖。本集團採用審慎的融資及財務政策，管理特定交易的匯率及利率波動風險。

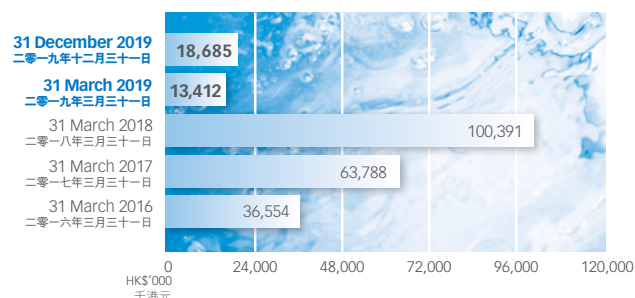
於二零一九年十二月三十一日，本集團之借貸已於要求時或於一年內償還。所有借貸均以港元（按固定利率計息）或美元（按浮動利率計息）列值。於二零一九年十二月三十一日，本公司發行可換股貸款票據一億一千萬港元，本金額按六厘年息計息及將於一年內到期，或持有人可選擇按未兌換本金以每零點一港元對一股股份的固定利率轉換為本公司普通股。

於二零一九年十二月三十一日，本集團錄得流動資產總值約五億四千五百萬港元及流動負債總額約二億六千四百萬港元。本集團之流動比率（以流動資產總值除以流動負債總額計算）約為百分之二百零六。本集團錄得股東資金由二零一九年三月三十一日之約三億九千三百萬港元減少至二零一九年十二月三十一日之約三億二千七百萬港元。該減少乃主要由於報告期間本公司購回股份及本集團錄得經營虧損所致。

### Total Assets 資產總值



### Bank Borrowings 銀行借貸



Save as aforesaid or as otherwise disclosed herein, the Group did not have any debt securities issued and outstanding, or authorised or otherwise created but unissued, any term loans (secured, unsecured, guaranteed or not), any other borrowings or indebtedness in the nature of borrowing including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits, any mortgages or charges, or other material contingent liabilities or guarantee at the close of business on 31 December 2019. Foreign currency amounts have been translated at the approx. exchange rates prevailing at the close of business on 31 December 2019.

The Group's operation relied upon the support from suppliers and financial institutions. Facilities and credit terms are provided on the basis of which certain financial and operational undertakings are complied with. On behalf of the Board, the Directors are of the opinion that, after taking into accounts the Group's internal resources and cash flow from operations, the Group will have sufficient working capital to satisfy its present requirements for the next twelve months from the date of this report in the absence of unforeseen circumstances.

### DISPOSAL OF SUBSIDIARIES

On 26 September 2019, the Group disposed the entire issued share capitals in its subsidiary, Notton Limited, at an aggregate consideration of HK\$1 resulting in a gain on disposal of approximately HK\$4 million.

On 27 October 2019, the Group disposed the entire issued share capital in its subsidiary, Keytime Global Limited, at a consideration of HK\$1 resulting in a loss on disposal of approximately HK\$18 million.

Given the continuous loss-making position of the abovementioned disposal groups with net liabilities in recent financial periods, the Company considers that the abovementioned disposal will enable the Group to improve its financial position and eliminate any uncertainty arising from the disposed business with an aim to stabilising the future financial performance of the Group.

除上述者或本年報其他章節披露者外，於二零一九年十二月三十一日營業時間結束時，本集團並無任何已發行及未贖回，或已授權或已設立但未發行的債務證券、任何定期貸款（有抵押、無抵押、有擔保或無擔保）、任何其他借貸或屬借貸性質之債項，包括銀行透支及承兌負債（一般商業票據除外）或承兌信貸、任何按揭或押記、或其他重大或然負債或者擔保。外幣金額乃按於二零一九年十二月三十一日營業時間結束時之概約通行匯率換算。

本集團之營運有賴供應商及金融機構之支持。信貸額度及信貸期乃按遵守若干金融及營運承諾而獲提供。董事（代表董事會）認為，經計及本集團之內部資源及營運產生的現金流量，在並無不可預見之情況下，本集團由本報告日期起計未來十二個月內具備充裕之營運資金以應付其目前的需要。

### 出售附屬公司

於二零一九年九月二十六日，本集團以總代價一港元出售其附屬公司Notton Limited之全部已發行股本，產生出售收益約四百萬港元。

於二零一九年十月二十七日，本集團以代價一港元出售其附屬公司Keytime Global Limited之全部已發行股本，產生出售虧損約一千八百萬港元。

鑒於上述出售集團持續錄得虧損之狀況及近期財務期間之負債淨額，本公司認為，上述出售事項將令本集團能夠改善其財務狀況及消除出售業務產生之不明朗因素，以穩定本集團的未來財務表現。

# Management Discussion and Analysis

## 管理層討論及分析

### PRINCIPAL RISKS AND UNCERTAINTIES

A summary of the principal risks and uncertainties which may impact the Group's financial conditions, results of operations or future performance and how the Group to mitigate these risks is set out below.

This summary should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties faced by the Group, but rather those risks which the Group currently believes may have a significant impact on the Group's performance and future prospects.

#### Principal risks

#### 主要風險

Strategic risk  
策略性風險

#### Description

#### 內容

Strategic risk is the risk that medium and long-term profitability and/or reputation of the Group could be adversely impacted by the failure either to identify or implement the correct strategy, or to react appropriately to changes in the business environment.  
策略性風險為因未能識別或實施正確策略或對營業環境變化作出適當反應而對本集團中期及長期盈利能力及／或聲譽造成不利影響之風險。

### 主要風險及不明朗因素

可能影響本集團之財務狀況、營運業績或未來表現之主要風險及不明朗因素概要及本集團如何緩解該等風險載於下文。

此概要不應被視作對本集團面臨之所有潛在風險及不明朗因素之完整詳盡陳述，惟本集團現時相信該等風險可能對本集團之表現及未來前景構成重大影響。

#### Mitigating actions

#### 舒緩措施

- Extensive investment management experience of the Board.  
董事會於投資管理之豐富經驗。
- Regularly review on strategy and performance of each business unit.  
定期檢討各業務單位之策略及表現。
- Perform comprehensive due diligence on all potential acquisitions.  
就所有潛在收購事項進行全面盡職審查。

Principal risks 主要風險	Description 內容	Mitigating actions 舒緩措施
Economic risk 經濟風險	<p>Economic risk is the risk of any downturn in economic conditions could impact the Group's performance through higher bad debts as a result of customers' inability to repay loans and lower asset values.</p> <p>經濟風險為或會因客戶無力償還貸款而導致壞賬增加及資產價值降低而影響本集團表現的任何經濟下行風險。</p>	<ul style="list-style-type: none"><li>• Regularly review forward looking indicators to identify economic conditions. 定期檢討前瞻性指標以識別經濟環境。</li></ul>
Credit risk 信貸風險	<p>Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.</p> <p>信貸風險為倘金融工具之客戶或交易對手未能履行其合約責任，本集團承受財務虧損之風險。</p>	<ul style="list-style-type: none"><li>• Fully understand customers and carry out credit quality assessment on customers before granting loans. 於授出貸款前全面了解客戶並對客戶進行信貸質素評估。</li><li>• Regularly monitor loans receivables and assess for their recoverability. 定期監察應收貸款及評核其可回收程度。</li></ul>

# Management Discussion and Analysis

## 管理層討論及分析

Principal risks 主要風險	Description 內容	Mitigating actions 舒緩措施
Liquidity risk 流動資金風險	Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. 流動資金風險為本集團未能履行其到期之財務責任之風險。	<ul style="list-style-type: none"><li>• Regularly monitor liquidity and statement of financial position. 定期監察流動資金及財務狀況表。</li><li>• Maintain appropriate liquidity to cover commitments. 保留適當流動資金兌現承諾。</li><li>• Limit liquidity risk exposure by investing only in securities listed on stock exchanges. 透過僅投資於交易所上市證券限制流動資金風險。</li><li>• Ensure acceptable and appropriate finance in place, or believed to be available before committing investment projects. 承擔投資項目前確保已有或將有可接受及適當資金。</li></ul>
Price risk 價格風險	Price risk is the risk that changes in equity prices will affect the Group's income and the value of its holdings of equities. 價格風險為將影響本集團收入及其所持股票價值之股價變動之風險。	<ul style="list-style-type: none"><li>• Regularly monitor equity portfolio to address any portfolio issues promptly. 定期監察股票投資組合以即時處理任何投資組合問題。</li><li>• Spread price risk exposure by investing a number of equities. 投資多個股票以分散價格風險。</li></ul>
Exchange risk 匯兌風險	Exchange risk is the risk that changes in foreign exchange rates will affect the Group's income and the value of its holdings of assets. 匯兌風險為將影響本集團收入及其所持資產價值之外匯匯率變動之風險。	<ul style="list-style-type: none"><li>• Closely monitor statement of financial position and cashflow exchange risk exposures and where considered appropriate use of financial instruments, such as forward exchange contracts, foreign currency options and forward rate agreements, to hedge this exchange risk. 密切監察財務狀況表及現金流匯兌風險，並在其認為適用的情況下使用金融工具（如遠期外匯合約、外匯期權及遠期利率協議）對沖該匯兌風險。</li></ul>

### Principal risks 主要風險

#### People risk 人事風險

### Description 內容

People risk is the risk of loss the services of any directors, senior management and other key personnel which could have a material adverse effect on the Group's businesses.

人事風險為任何董事、高級管理人員及其他主要人員終止服務可能對本集團業務造成重大不利影響之風險。

### Mitigating actions 舒緩措施

- Provide competitive reward and benefit packages that ensure our ability to attract and retain the employees we need.  
提供有競爭力之獎勵及福利待遇以確保本集團有能力吸引及挽留所需之人才。
- Ensure that the staff of the Group has the right working environment to enable them to do the best job possible and maximise their satisfaction at work.  
確保本集團之員工有合適之工作環境以令員工盡最大可能做好工作及最大限度地提高員工的工作滿意度。

#### Legal and regulatory risk 法律及監管風險

Legal and regulatory risk is the risk that a breach of laws and regulations could lead to litigation, investigations or disputes, resulting in additional costs being incurred, civil and/or criminal proceedings and reputational damage.

法律及監管風險為違反法律及法規可能引致訴訟、調查或糾紛、產生額外成本、民事及／或刑事程序及名聲損害之風險。

- Monitor changes and developments in the regulatory environment and ensure that sufficient resources being made available to implement any required changes.  
監察規管環境之變動及發展並確保可用之資源足以實施任何規定之變動。
- Seek legal or other specialist advice as appropriate.  
適當時尋求法律或其他專業人士意見。

### Capital and Financial Risk

Our capital and financial risk management are set out in the Note 41 and Note 42 to the financial statements.

### 資本及財務風險

我們的資本及財務風險管理載於財務報表附註41及附註42。

# Management Discussion and Analysis

## 管理層討論及分析

### CAPITAL STRUCTURE

In June, July and December 2019, the Company repurchased a total of 676,900,000 ordinary shares of the Company at an aggregate price of approximately HK\$30 million on the Stock Exchange. As at the date of this report, the 676,900,000 repurchased shares were cancelled.

### USE OF PROCEEDS FROM FUND RAISING ACTIVITIES

On 8 October 2018, the Company entered into a subscription agreement with Heng Tai Finance Limited (the "Subscriber"), pursuant to which the Subscriber has conditionally agreed to subscribe, and the Company has conditionally agreed to issue a straight bond (the "Bond") in an aggregate principal amount of HK\$120 million. On 22 November 2018, all the conditions precedent in relation to the right to convert the principal amount (or any part(s) thereof) of the Bond into the ordinary shares of the Company at HK\$0.1 each before the second (2nd) anniversary of the date of issue of the Bond (the "Conversion Rights") had been fulfilled. Accordingly, the Conversion Rights attached to the Bond have become unconditional and irrevocable. The net proceeds from the issue of the Bonds of approximately HK\$119.5 million which were intended to be used for (i) approximately HK\$104.5 million on the money lending business; and (ii) approximately HK\$15.0 million as general working capital and/or future investment opportunities. As at 31 December 2019, all proceeds were used up as intended. Details of the issue of the Bonds were set out in the Company's announcements dated 8 October 2018, 15 November 2018 and 22 November 2018 and the circular of the Company dated 30 October 2018.

### SIGNIFICANT INVESTMENTS AND ACQUISITIONS

Saved from those mentioned in this report, the Group did not have any other significant investments or acquisitions or sales of subsidiaries during the Reporting Period.

### 股本架構

於二零一九年六月、七月及十二月，本公司於聯交所合共購回六億七千六百九十萬股本公司普通股，總價約為三千萬港元。於本報告日期，六億七千六百九十萬股購回股份已被註銷。

### 集資活動之所得款項用途

於二零一八年十月八日，本公司與Heng Tai Finance Limited (「認購人」)訂立認購協議，據此，認購人有條件同意認購且本公司有條件同意發行本金總額為一億二千萬港元之普通債券(「債券」)。於二零一八年十一月二十二日，有關於債券發行日期第二(2)個週年日前將債券的本金額(或其中任何部分)按每股零點一港元轉換為本公司普通股的權利(「換股權」)的所有先決條件已獲達成。因此，債券附帶之換股權已成為無條件且不可撤回。發行債券所得款項淨額約一億一千九百五十萬港元擬用作以下用途：(i)約一億零四百五十萬港元擬用於放債業務；及(ii)約一千五百萬港元擬用作一般營運資金及／或日後投資機會。於二零一九年十二月三十一日，所有所得款項已按擬定用途動用。有關發行債券之詳情載於本公司日期為二零一八年十月八日、二零一八年十一月十五日及二零一八年十一月二十二日之公告及本公司日期為二零一八年十月三十日之通函。

### 重大投資及收購事項

除本報告所述者外，本集團於報告期間並無任何其他重大投資或收購或出售附屬公司。

### CORPORATE GOVERNANCE CODE

The Company recognises the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders, and the Board is fully committed to doing so. The Board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders' interests.

The Group has adopted a corporate governance statement of policy which provides guidance on the application of the corporate governance principles on the Group, with reference to the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Save for the deviation from code A.4.1 and code A.6.7 which are explained below, in the opinion of the Directors, the Company has complied with all code provisions as set out in the CG Code throughout the nine months ended 31 December 2019.

Under code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. Although all independent non-executive directors have not been appointed for a specific term, they will all retire at the annual general meeting at least once every three years and will be eligible for re-election in accordance with the CG Code. In the opinion of the Directors, the retirement of each non-executive director at the annual general meeting at least once every three years shall have the same effect of appointing them with a specific term of three years. Therefore, the Directors consider that the deviation from the code provision A.4.1 of the CG Code is appropriate in such circumstance.

### 企業管治守則

本公司深明達致配合其業務所需且符合其所有權利相關人士最佳利益之最高標準企業管治之重要性，而董事會一直致力進行有關工作。董事會相信，高水準企業管治能為本集團奠定良好架構，紮穩根基，不單有助管理業務風險及提高透明度，亦能維持高水準問責性及保障權利相關人士之利益。

本集團已參照香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「企業管治守則」）採納企業管治政策書，為本集團應用企業管治原則提供指引。

除以下詳述之偏離守則第A.4.1條及第A.6.7條外，董事認為，截至二零一九年十二月三十一日止九個月，本公司一直遵守載於企業管治守則之所有守則條文。

根據企業管治守則的守則條文第A.4.1條，非執行董事應有指定任期，並須接受重新選舉。儘管並非所有非執行董事因指定任期獲委任，但彼等將根據企業管治守則最少每三年於股東週年大會上輪值退任並將合資格重選選舉。董事認為，各非執行董事最少每三年於股東週年大會上輪值退任一次與彼等按三年指定任期獲委任具有相同作用。因此，董事認為於此情況下偏離企業管治守則之守則條文第A.4.1條屬恰當。



# Corporate Governance Report

## 企業管治報告

### CODE PROVISION A.6.7

Under code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. One non-executive director was absent from the Company's annual general meeting held on 3 September 2019 due to other business commitments.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. All Directors have confirmed, upon specific enquiries made by the Company, that they have complied with the required standard set out in the Model Code during the nine months ended 31 December 2019. To ensure Directors' dealings in the securities of the Company (the "Securities") are conducted in accordance with the Model Code and securities code of the Company, a Director is required to notify the Chairman in writing and obtain a written acknowledgement from the Chairman prior to any dealings in the Securities.

### THE BOARD

The Board is responsible for providing leadership and control of the Company and monitoring the performance of the management, approving the financial statements and annual budgets. It focuses on the formulation of business strategy, policy and control. Day-to-day operations of the Company are delegated to the Executive Directors and senior management of the Group. The Board reviews and approves key matters affecting the Company's strategic policies, finances and shareholders, such as financial statements, dividend policy and major corporate activities. Decisions of the Board are communicated to the Management through Executive Directors who have attended Board meetings.

The Board currently comprises six Executive Directors and three Independent Non-executive Directors. There is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board. Their names and brief biographies are set out on pages 55 to 57 of this Annual Report.

### 守則條文第A.6.7條

根據企業管治守則守則條文第A.6.7條，獨立非執行董事及其他非執行董事須出席股東大會以對股東的觀點取得均衡了解。一名非執行董事由於須處理其他事務而缺席本公司於二零一九年九月三日舉行之股東週年大會。

### 董事進行證券交易之標準守則

本公司採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事買賣本公司證券之操守守則。經本公司作出具體查詢後，全體董事確認彼等於截至二零一九年十二月三十一日止九個月均有遵守標準守則所載之規定標準。為確保董事於買賣本公司證券（「證券」）時遵守標準守則及本公司證券守則，董事於買賣任何證券前，須書面通知主席，並須取得主席之書面確認。

### 董事會

董事會負責領導及控制本公司，並監察管理層之表現、批准財務報表及年度預算。董事會制定業務策略、政策及執行控制。本公司之日常營運乃委派本集團之執行董事及高級管理層進行。董事會審閱並批准通過影響本公司策略政策、融資及股東之重要事宜，例如財務報表、股息政策及主要企業活動。董事會之決定乃透過出席董事會會議之執行董事知會管理層。

董事會目前包括六名執行董事及三名獨立非執行董事。董事會成員之間並無任何關係（包括財務、業務、家屬或其他重要／相關關係）。彼等之姓名及履歷載於本年報第55至57頁。

The Independent Non-executive Directors are high calibre executives with diversified industry expertise and bring a wide range of skills and experience to the Company. One of the Independent Non-executive Director possesses recognized professional qualifications in accounting. All Independent Non-executive Directors bring independent judgement on issues of strategy, performance, risk and people through their contribution at Board meetings.

The Board has received from each Independent Non-executive Director a written annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board considers that the three Independent Non-executive Directors, representing one-third of the Board, are independent in character and they also meet the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Board meetings are scheduled at approx. quarterly intervals, and additional meetings will be held when required. The Directors have access to all relevant information as well as the advice and services of the Company Secretary of the Company. Independent professional advice may be taken by the Directors as required. There were fifteen Board meetings held during the nine months ended 31 December 2019.

All Directors are subject to retirement by rotation once every three years and are subject to re-election in accordance with the articles of association of the Company.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and the Chief Executive Officer of the Group are clearly defined and segregated to ensure independence and proper checks and balances. The Chairman focuses on the business strategy and direction of the Company and has executive responsibilities, provides leadership for the Board and ensures proper and effective functioning of the Board in discharging of its responsibilities. The Chief Executive Officer is accountable to the Board for the overall implementation of the Company's strategies and the co-ordination of overall business operations.

There is currently no officer carrying the title of Chief Executive Officer up to the date of this annual report. In the absence of the Chief Executive Officer, the duties of the Chief Executive Officer have been/will continue to be undertaken by other executive members of the Board, namely Mr. Cheung Kwok Wai Elton, Mr. Leung Alex, Ms. Lo Ming Wan, Mr. Tse Chi Keung and Mr. Yuan Huixia, therefore, in the opinion of the Directors, the roles of the Chairman and the Chief Executive Officer have been/will continue to be properly segregated in the absence of an officer carrying the title of Chief Executive Officer.

獨立非執行董事均為高水平之行政人員，具備多元化之業務專長，並為本公司貢獻多方面的技術及經驗。其中一名獨立非執行董事具備獲認可之專業會計資格。所有獨立非執行董事於董事會會議上就策略、業績、風險及人事等事宜提供獨立判斷。

董事會已根據上市規則第3.13條之規定收到各獨立非執行董事就其獨立性發出之年度確認書。董事會認為三名獨立非執行董事（佔董事會人數三分之一）具獨立性，並符合上市規則第3.13條所載之獨立性指引。

董事會大致上每季定期會面一次，並因應情況召開額外會議。董事均可獲本公司之公司秘書提供所有相關資料、建議及服務。董事可按情況諮詢獨立專業意見。於截至二零一九年十二月三十一日止九個月曾舉行十五次董事會會議。

全體董事均須根據本公司組織章程細則每三年輪席退任一次及須膺選連任。

### 主席及行政總裁

本集團主席及行政總裁之角色已清晰界定及區分，以確保其獨立性且能互相制衡。主席負責制定本公司之業務策略及方針，並具有執行責任，領導董事會，確保董事會在履行其職責時能正確及有效地運作。行政總裁須向董事會負責，全面執行本公司策略及協調整體業務營運。

截至本年報日期止，並無任何人士出任行政總裁一職。於行政總裁一職懸空時，行政總裁之職務已／將繼續由董事會其他執行成員，即張國偉先生、梁奕曦先生、勞明韻女士、謝自強先生及袁輝霞先生分擔，因此，董事認為，於並無任何人士出任行政總裁一職時，主席及行政總裁之角色已／將繼續適當區分。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES

The Board has established three committees, namely the Audit Committee, Remuneration Committee and Nomination Committee, to oversee particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees have been posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

### NUMBER OF MEETINGS ATTENDED/HELD

The attendance records of each Director at the meetings of the shareholders, the Board, Audit Committee, Remuneration Committee and Nomination Committee during the nine months ended 31 December 2019 are set out below:

### 董事委員會

董事會已設立三個委員會，即審核委員會、薪酬委員會及提名委員會，以監察本公司有關方面之事務。本公司所有董事委員會均按書面界定的職權範圍履行工作。董事委員會的職權範圍已刊登在本公司網頁及聯交所網頁，並於股東要求時可供查閱。

### 出席／舉行會議次數

各董事於截至二零二零年十二月三十一日止九個月出席股東、董事會、審核委員會、薪酬委員會及提名委員會會議的記錄載列如下：

		Board	Remuneration Committee	Nomination Committee	Audit Committee	2018/19 Annual General Meeting ("AGM") 二零一八年／一九年度股東週年大會 (「股東週年大會」)
		董事會	薪酬委員會	提名委員會	審核委員會	
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Lei Hong Wai (Chairman)	李雄偉先生(主席)	15/15	1/1	1/1	-	1/1
Mr. Cheung Kowk Wai Elton <sup>(1)</sup> (Vice Chairman)	張國偉先生 <sup>(1)</sup> (副主席)	6/6	-	-	-	0/0
Mr. Leung Alex	梁奕曦先生	15/15	-	-	-	1/1
Ms. Lo Ming Wan	勞明韻女士	15/15	-	-	-	1/1
Mr. Tse Chi Keung	謝自強先生	15/15	-	-	-	1/1
Mr. Yuan Huixia	袁輝霞先生	12/15	-	-	-	0/1
<b>Non-Executive Director</b>	<b>非執行董事</b>					
Mr. Diao Yunfeng <sup>(2)</sup>	刁雲峰先生 <sup>(2)</sup>	1/8	-	-	-	0/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Wong Tak Chuen	黃德銓先生	12/15	1/1	1/1	2/2	1/1
Mr. Lai Hok Lim	黎學廉先生	12/15	1/1	1/1	2/2	1/1
Mr. Lien Wai Hung	連偉雄先生	12/15	1/1	1/1	2/2	1/1

(1) Mr. Cheung Kowk Wai Elton was appointed as the Vice Chairman and an Executive Director of the Company on 28 October 2019.

(2) Mr. Diao Yunfeng resigned as a Non-Executive Director of the Company on 28 October 2019.

(1) 於二零一九年十月二十八日，張國偉先生獲委任為本公司的副主席及執行董事。

(2) 於二零一九年十月二十八日，刁雲峰先生辭任本公司非執行董事。

## CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

To assist Directors' continuing professional development, the Company recommends Directors to attend relevant seminars to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. During the nine months ended 31 December 2019, the Directors have participated in continuous professional development programmes, such as external seminars organised by qualified professionals, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective Directors are kept and updated by the Company.

The Directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

According to the records provided by the Directors to the Company pursuant to the CG Code, all Directors have participated in appropriate continuous professional development activities during the Reporting Period under review. The individual training record of each Director for the nine months ended 31 December 2019 is summarised below:

## 董事之持續專業發展

為協助董事之持續專業發展，本公司建議董事出席相關座談會以發展及更新彼等之知識及技能，以確保彼等繼續在具備全面資訊及於切合所需的情況下對董事會作出貢獻。截至二零一九年十二月三十一日止九個月，董事已參與持續專業發展計劃，如由合資格專業人士所舉辦之外部座談會，發展及更新彼等可為董事會作出貢獻之知識及技能。各董事所接受之培訓記錄由本公司保管及更新。

董事亦了解到持續專業發展之重要性並承諾參與任何合適之培訓，以發展及更新彼等之知識及技能。

按照董事根據企業管治守則向本公司提供之記錄，全體董事已於報告期間參與適當之持續專業發展活動。截至二零一九年十二月三十一日止九個月，各董事所接受之個別培訓紀錄概述如下：

	Directors' duties and responsibilities/ Corporate Governance/ Updates on Laws, Rules and Regulations 董事之職務及職責／企業管治／ 法例、規則及規例之更新	Business related/Accounting/ Financial/Management or other professional skills 業務相關／會計／財務／ 管理或其他專業技能	
		Reading materials 閱讀材料	Attending seminars/ conferences 出席研討會／ 會議
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Lei Hong Wai ( <i>Chairman</i> )	李雄偉先生 ( <i>主席</i> )	✓	✓
Mr. Cheung Kowk Wai Elton ( <i>Vice Chairman</i> )	張國偉先生 ( <i>副主席</i> )	✓	✓
Mr. Leung Alex	梁奕曦先生	✓	✓
Ms. Lo Ming Wan	勞明韻女士	✓	✓
Mr. Tse Chi Keung	謝自強先生	✓	✓
Mr. Yuan Huixia	袁輝霞先生	✓	✓
<b>Non-Executive Director</b>	<b>非執行董事</b>		
Mr. Diao Yunfeng	刁雲峰先生	✓	✓
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Wong Tak Chuen	黃德銓先生	✓	✓
Mr. Lai Hok Lim	黎學廉先生	✓	✓
Mr. Lien Wai Hung	連偉雄先生	✓	✓

# Corporate Governance Report

## 企業管治報告

### DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

The Company has established a formal and transparent procedure for formulating policies on remuneration of Directors and senior management of the Company. Details of the remuneration of each of the Directors for the nine months ended 31 December 2019 are set out in Note 15(a) to the consolidated financial statements.

The details of the five individual with highest emoluments are set out in Note 15(b) to the consolidated financial statements.

The remuneration of the members of senior management (excluding directors) by band are set out in Note 15(c) to the consolidated financial statements.

### REMUNERATION COMMITTEE

The Company has established a Remuneration Committee in 2005. The Remuneration Committee currently consists of three Independent Non-executive Directors, namely Mr. Lai Hok Lim, Mr. Wong Tak Chuen and Mr. Lien Wai Hung and the Chairman, Mr. Lei Hong Wai. Mr. Lai Hok Lim is the Chairman of the Remuneration Committee. The function of the Remuneration Committee is to review and make recommendations to the Board on the Company's remuneration policy for all remuneration of Directors and senior management. The fees of the Non-executive Directors (including the Independent Non-executive Directors) are determined by the Board.

All members of the Remuneration Committee met one time during the nine months ended 31 December 2019 for a proposal on remuneration packages and employment contracts for submission to the Board for approval.

The Company adopts a competitive remuneration package for its employees. Promotion and salary increments are assessed based on a performance related basis in order to attract, retain and motivate talented executives/employees to strive for future developments and expansion of the Company. To provide the Company with a flexible means of giving incentive to rewarding, remunerating, compensating and/or providing benefits to the executives/employees, a share option scheme was adopted by the Company in 2012. Details of the 2012 share option scheme are set out on pages 50 to 53 of this Annual Report.

### 董事及高級管理層的薪酬

本公司已制訂正式且具透明度的程序，以就本公司董事及高級管理層制訂薪酬政策。各董事於截至二零一九年十二月三十一日止九個月的薪酬詳情載於綜合財務報表附註15(a)。

五名最高薪酬人士薪酬詳情載列於綜合財務報表附註15(b)。

按薪酬範圍劃分的高級管理層成員（不包括董事）的薪酬載列於綜合財務報表附註15(c)。

### 薪酬委員會

本公司已於二零零五年成立薪酬委員會。薪酬委員會現時包括三名獨立非執行董事，分別為黎學廉先生、黃德銓先生及連偉雄先生及主席李雄偉先生。黎學廉先生為薪酬委員會之主席。薪酬委員會職能為就本公司董事及高級管理層之所有薪酬政策進行審閱並向董事會提供建議。非執行董事（包括獨立非執行董事）之袍金由董事會釐定。

於截至二零一九年十二月三十一日止九個月，全體薪酬委員會成員曾舉行一次會議，就有關向董事會提交之薪酬組合及僱用合約提出建議供其審批。

本公司對僱員實行具競爭力之酬金制度。晉升及加薪皆按其表現評估，以吸引、挽留及激勵有才能之行政人員／僱員竭誠投入工作，為本公司日後之發展及擴展作出貢獻。為向本公司提供靈活之獎勵方式，以給予該等行政人員／僱員回報、酬勞、補償及／或福利，本公司已於二零一二年採納一項購股權計劃。二零一二年購股權計劃之詳情載於本年報第50至53頁。

### NOMINATION COMMITTEE

The Company has established a Nomination Committee in 2006. The Nomination Committee currently consists of three Independent Non-executive Directors, namely Mr. Lai Hok Lim, Mr. Wong Tak Chuen and Mr. Lien Wai Hung and the Chairman, Mr. Lei Hong Wai. Mr. Lei Hong Wai is the Chairman of the Nomination Committee. The function of the Nomination Committee is 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 changes to complement the Group's corporate strategy.

The Company adopted a policy on board diversity on 25 June 2013. The review of effectiveness of the Board Diversity Policy was conducted by the Board and all findings are satisfactory.

In assessing the Board composition, the Nomination Committee will consider various aspects set out in the Board Diversity Policy, including but not limited to gender, age, cultural and educational background, ethnicity, professional qualifications, skills, knowledge, industry and regional experience and length of service.

On selection of candidates for directorship of the Company, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity. All appointment will be based on merit and contribution that the selected candidates would bring to the Board.

During the nine months ended 31 December 2019, the Nomination Committee conducted an annual review of the structure, size and composition of the Board and the independence pursuant to code provision A.5.2 of the CG Code.

### 提名委員會

本公司已於二零零六年成立提名委員會。提名委員會目前包括三名獨立非執行董事，分別為黎學廉先生、黃德銓先生及連偉雄先生及主席李雄偉先生。李雄偉先生為提名委員會之主席。提名委員會之職能為定期檢討董事會之架構、規模及組成（包括技能、知識及經驗），並就任何建議變動向董事會提出建議以完善本集團的企業策略。

本公司於二零一三年六月二十五日採納董事會多元化政策。董事會已檢討董事會多元化政策之效能，而所有結果均令人滿意。

於評估董事會之組成時，提名委員會將考慮董事會多元化政策所載的各個方面，包括但不限於性別、年齡、文化及教育背景、種族、專業資歷、技能、知識、行業及地區經驗以及服務年期。

於甄選本公司之董事候選人方面，提名委員會將考慮候選人的品格、資歷、經驗、獨立性以及就落實企業策略及實現董事會多元化所必要的其他相關條件。所有委任均以用人唯才及可為董事會提供貢獻為原則。

於截至二零一九年十二月三十一日止九個月，提名委員會根據企業管治守則之守則條文第A.5.2條對董事會的架構、規模及組成以及獨立性進行年度檢討。

# Corporate Governance Report

## 企業管治報告

### AUDIT COMMITTEE

Pursuant to the Listing Rules, an Audit Committee was established on 14 March 2000. The Audit Committee currently consists of three Independent Non-executive Directors, namely Mr. Wong Tak Chuen, Mr. Lai Hok Lim and Mr. Lien Wai Hung. Mr. Wong Tak Chuen is the Chairman of the Audit Committee. The Chairman of the Audit Committee has appropriate professional qualifications and experience in financial matters.

By reference to "A Guide for the Formation of An Audit Committee" published by the Hong Kong Institute of Certified Public Accountants, written terms of reference which describe the authority and duties of the Audit Committee were prepared and adopted by the Board since the date of establishment. The principal activities of the Audit Committee include the review and supervision of the Group's financial reporting process (including the preparation of the interim and annual results, internal controls and corporate governance).

During the nine months ended 31 December 2019, the Audit Committee held two meetings including the review of the annual results for the year ended 31 March 2019 and the interim results for the six months ended 30 September 2019 before their submission to the Board and monitored the integrity of such consolidated financial statements. In addition, the Audit Committee also had a private meeting with the independent auditor without the presence of management to discuss any area of concern. The attendance of each member of the Audit Committee is set out in the section headed "Number of Meetings Attended/Held" of this Report.

The Audit Committee has also discussed and reviewed the key audit matters determined by the external auditor under Hong Kong Standards on Auditing for the nine months ended 31 December 2019.

### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in code provision D.3.1 of the CG Code.

The Board has reviewed and is satisfied with the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

### 審核委員會

審核委員會已於二零零零年三月十四日根據上市規則成立。審核委員會目前包括三名獨立非執行董事，分別為黃德銓先生、黎學廉先生及連偉雄先生。黃德銓先生為審核委員會主席。審核委員會主席於財務事宜方面擁有適當的專業資格及經驗。

經參照香港會計師公會頒佈之「成立審核委員會指引」，載有審核委員會之職權及職責之書面職權範圍已自成立日期編製及獲董事會採納。審核委員會之主要職務包括審閱及監督本集團之財務申報程序（包括編製中期及全年業績、內部監控及企業管治事宜）。

截至二零一九年十二月三十一日止九個月，審核委員會舉行兩次會議，包括向董事會提交截至二零一九年三月三十一日止年度之全年業績及截至二零一九年九月三十日止六個月之中期業績前審閱該等業績，並監察該等綜合財務報表之完整性。此外，審核委員會亦曾在管理層避席之情況下與獨立核數師舉行一次私人會議，以討論任何須關注之事宜。審核委員會各委員之出席情況載列於本報告「出席／舉行會議次數」一節。

審核委員會亦已討論及審閱截至二零一九年十二月三十一日止九個月由外聘核數師根據香港審計準則決定之關鍵審核事項。

### 企業管治職能

董事會負責履行企業管治守則的守則條文第D.3.1條所載的職能。

董事會已審閱並信納本公司的企業管治政策及常規、董事及高級管理層之培訓及持續專業發展、本公司在遵守法律及監管規定、遵守標準守則及本公司遵守企業管治守則方面之政策及常規，並於本企業管治報告中披露。

### AUDITOR'S REMUNERATION

During the nine months ended 31 December 2019, the remuneration paid or payable to the independent auditor for the audit services amounted to approx. HK\$1,900,000 and non-audit services amounted to approx. HK\$252,000.

### FINANCIAL REPORTING

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The Directors acknowledge their responsibility for preparing the financial statements as set out on pages 73 to 232. The statement of the external auditor about its reporting responsibilities on the financial statements is set out on pages 67 to 72.

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

### INTERNAL CONTROL AND RISK MANAGEMENT

The Board acknowledges that it has overall responsibility for the design and implementation of internal controls and risk management which covers financial reporting, operations, compliance and risk management of the Company, as well as continuous monitoring the effectiveness of such internal controls and risk management. The Board has delegated such responsibility to the management of the Company. The management, under the supervision of the Board, has established an on-going process for identifying, evaluating and managing significant risks faced by the Group.

### 核數師酬金

於截至二零一九年十二月三十一日止九個月，本公司已付或應付獨立核數師有關審核服務的酬金為約一百九十萬港元及有關非審核服務的酬金為約二十五萬二千港元。

### 財務匯報

董事會須負責就年度及中期報告、股價敏感公告及根據上市規則及其他監管規定而須發表之其他披露呈列出公正、清晰及可理解之評估。

董事確認彼等須負責編製第73至232頁所載之財務報表。外聘核數師就其有關財務報表申報責任之聲明載於第67至72頁。

董事確認，據其作出一切合理垂詢後所知、所悉及所信，彼等並不知悉有關可能對本公司繼續持續經營的能力造成重大疑問的事件或情況之任何重大不明朗因素。

### 內部監控及風險管理

董事會確認其對設計及執行內部監控及風險管理之全面責任，包括本公司財務匯報、營運、合規及風險管理方面，並持續監察該等內部監控及風險管理之成效。董事會已向本公司管理層委派該等職責。在董事會監督下，管理層已確立既定程序，以識別、評估及管理本集團所面對之重大風險。



# Corporate Governance Report

## 企業管治報告

The Audit Committee reviews the internal controls and risk management that are significant to the Group on an on-going basis. The Audit Committee also considers the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, as well as their training programmes and budgets.

### (a) the process used to identify, evaluate and manage significant risks

The processes used to identify, evaluate and manage significant risks by the Group are summarised as follows:

#### Risk Identification

- Identifies risks that may potentially affect the Group's business and operations.

#### Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact and consequence on the business and the likelihood of their occurrence.

#### Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

#### Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

審核委員會按持續經營基準審閱對本集團而言屬重大之內部監控及風險管理。審核委員會亦考慮本集團在會計及財務匯報職能方面之資源、員工資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足。

### (a) 用於識別、評估及管理重大風險之程序

本集團識別、評估及管理重大風險所採用程序概述如下：

#### 風險識別

- 識別可能對本集團業務及營運構成潛在影響之風險。

#### 風險評估

- 利用管理層制定之評估標準評估所識別風險；及
- 考慮對業務之影響及後果以及出現有關影響及後果之可能性。

#### 風險回應

- 透過比較風險評估結果為風險排列優先次序；及
- 釐定風險管理策略及內部監控程序，以預防、避免或減輕該等風險。

#### 風險監控及報告

- 持續及定期監控風險，並確保已設有合適內部監控程序；
- 一旦情況出現任何重大變化，則修訂風險管理策略及內部監控程序；及
- 定期向管理層及董事會報告監控風險結果。

**(b) the main features of the risk management and internal control systems**

Control procedures have been designed to safeguard assets against misappropriation and disposition; ensure compliance with relevant laws, rules and regulations; ensure proper maintenance of accounting records for provision of reliable financial information used within the business or for publication; and to provide reasonable assurance against material misstatement, loss or fraud.

**(c) an acknowledgement by the board that it is responsible for the risk management and internal control systems and reviewing their effectiveness. It should also explain that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss**

The Board is responsible for the risk management and internal control systems of the Company and reviewing their effectiveness. The Board oversees the overall risk management of the Group and endeavours to identify, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The risk management and internal control systems of the Company are designed to manage rather than eliminate the risk of failures to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

**(d) the process used to review the effectiveness of the risk management and internal control systems and to resolve material internal control defects**

The Company does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. It was decided that the Board would be directly responsible for internal control of the Group and for reviewing its effectiveness.

**(b) 風險管理及內部監控系統之主要特點**

監控程序乃為保障資產免遭挪用及處置；確保遵守相關法例、規則及規例；確保有關為業務用途或刊發而提供可靠財務資料之會計記錄得到妥善保管；及針對重大失實陳述、損失或欺詐提供合理保證而設。

**(c) 董事會承認其須對風險管理及內部監控系統負責，並有責任檢討該等系統之有效性。董事會亦應闡釋該等系統旨在管理而非消除未能達成業務目標之風險，而且只能就不會有重大失實陳述或損失作出合理而非絕對之保證**

董事會須對本公司風險管理及內部監控系統負責，並有責任檢討該等系統之有效性。董事會監督本集團整體風險管理，並致力識別及控制所識別風險之影響及促使實行協調之紓緩措施。本公司風險管理及內部監控系統旨在管理而非消除未能達成業務目標之風險，而且只能就不會有重大失實陳述或損失作出合理而非絕對之保證。

**(d) 用以檢討風險管理及內部監控系統有效性及解決重大內部監控缺陷之程序**

本公司並無內部審核功能及認為根據目前本集團業務之規模、性質及複雜性，毋須即時於本集團內設立內部審核功能。本公司決定董事會將直接負責本集團之內部監控及檢討其有效性。

# Corporate Governance Report

## 企業管治報告

The Board has engaged APAC Compliance Consultancy and Internal Control Services Limited as its risk management and internal control review adviser (the "Adviser") to conduct the annual review of the risk management and internal control systems for the nine months ended 31 December 2019 and the year ended 31 March 2019. Such review is conducted annually and cycles reviewed are under rotation basis. The scope of review was previously determined and approved by the Board. The Adviser has reported findings and areas for improvement to the Audit Committee and management. The Board/Audit Committee are of the view that there are no material internal control defeats noted. All recommendations from the Adviser are properly followed up by the Group to ensure that they are implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate.

### (e) the procedures and internal controls for the handling and dissemination of inside information

An information disclosure policy is in place to ensure potential inside information being captured and confidentiality of such information being maintained until consistent and timely disclosure are made in accordance with the Listing Rules. The policy regulates the handling and dissemination of inside information, which includes:

- Designated reporting channels from different operations informing any potential inside information to designated departments;
- Designated persons and departments to determine further escalation and disclosure as required; and
- Designated persons authorised to act as spokespersons and respond to external enquiries.

The Board is satisfied that the internal control system in place covering all material controls including financial, operational and compliance controls and risk management functions for the year under review and up to the date of issuance of the annual report is reasonably effective and adequate.

董事會已委聘亞太合規顧問及內控服務有限公司作為其風險管理及內部監控審閱顧問(「顧問」)，以就截至二零一九年十二月三十一日止九個月及截至二零一九年三月三十一日止年度之風險管理及內部監控系統進行年度檢討。該檢討每年進行，並輪流檢討各個週期。檢討範圍已事先獲董事會釐定及審批。顧問已向審核委員會及管理層匯報結果及有待改善之地方。董事會／審核委員會認為並無發現重大內部監控不足之處。顧問提供之所有建議均獲本集團適當跟進，以確保該等建議可於合理時間內執行。因此，董事會認為風險管理及內部監控系統充分有效。

### (e) 處理及發佈內幕消息之程序和內部監控措施

本公司已制定消息披露政策，以確保能掌握潛在內幕消息並加以保密，直至按上市規則作出一致及適時披露為止。該政策規管處理及發佈內幕消息之方式，其中包括以下各項：

- 特設匯報渠道，由不同營運單位通知指定部門任何潛在內幕消息；
- 指定人員和部門按需要確定進一步上報和披露；及
- 指定人員獲授權擔任發言人，並回應外部查詢。

董事會信納，於回顧年度內及截至本年報刊發日期，內部監控系統涵蓋所有重大監控，包括財務、經營及合規監控以及風險管理職能，屬合理有效及足夠。

### COMPANY SECRETARY

Ms. Lo Ming Wan, is the Company Secretary of the Group and has day-to-day knowledge of the Company's affairs. She reports to the Chairman. Ms. Lo has confirmed that she has undertaken no less than 15 hours of relevant professional training during the nine months ended 31 December 2019.

### DIVIDEND POLICY

On 31 December 2018, the Company has approved and adopted a new dividend policy. The Company considers the new dividend policy creates flexibility on the Board in declaring the payments of dividends.

Under the new dividend policy, the Company does not have any pre-determined dividend payout ratio. The declaration, payment, and amount of dividends are subject to the Board's discretion having regard to the following factors:

- (a) the earnings, financial conditions, capital requirements and future plans of the Group;
- (b) the shareholders' interests of the Company;
- (c) the economic outlook;
- (d) the contractual restrictions on the payment of dividends by the Company to its shareholders;
- (e) the statutory and regulatory restrictions on the payment of dividends by the Company; and
- (f) any other factors the Board may consider relevant.

### SHAREHOLDERS' RIGHTS

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

The procedures for shareholders of the Company to propose a person for election as a Director of the Company are available on the Company's website ([www.healthwisehk.com](http://www.healthwisehk.com)).

### 公司秘書

勞明韻女士為本集團之公司秘書，並熟悉本公司之日常事務。彼向主席匯報。勞女士確認彼已於截至二零一九年十二月三十一日止九個月接受不少於十五小時之相關專業培訓。

### 股息政策

於二零一八年十二月三十一日，本公司已批准並採納一項新股息政策。本公司認為新股息政策可給予董事會宣派股息之靈活性。

根據新股息政策，本公司並無任何預先釐定之派息比率。股息之宣派、派付及數額均由董事會酌情決定並考慮以下因素：

- (a) 本集團之盈利、財務狀況、資本要求及未來計劃；
- (b) 本公司股東之權益；
- (c) 經濟前景；
- (d) 本公司向其股東派付股息之合約規限；
- (e) 本公司派付股息之法定及監管規限；及
- (f) 董事會可能認為有關之任何其他因素。

### 股東權利

為保障股東利益及權利，將於股東大會上就各個別重大事項（包括選舉個別董事）提呈獨立決議案。根據上市規則，所有於股東大會上提呈的決議案將需要以按股數投票方式表決。以按股數投票方式表決的結果將於各股東大會後刊登於本公司及聯交所的網頁。

本公司股東提名人士參選本公司董事的程序登載於本公司網頁([www.healthwisehk.com](http://www.healthwisehk.com))。

# Corporate Governance Report

## 企業管治報告

### Procedures for shareholders to convene extraordinary general meeting and putting forward proposal at general meeting

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (the "Law"). However, shareholders are requested to follow Article 72 of the Articles of Association (the "Articles") of the Company. Pursuant to Article 72 of the Articles of the Company, general meetings shall be convened on the written requisition of any two or more members of the Company, or on the written requisition of any one member which is a recognised clearing house, deposited at the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. Such meeting shall be held within two months after the deposit of such requisition. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionists themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to them by the Company.

### PUTTING FORWARD ENQUIRIES TO THE BOARD

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

### 股東召開股東特別大會及於股東大會上提呈建議的程序

開曼群島公司法（「該法例」）並無條文允許股東於股東大會上提呈新決議案。然而，股東須遵守本公司組織章程細則（「細則」）第72條規定。根據本公司細則第72條，股東大會可由本公司任何兩名或以上股東書面提請或由任何一名認可結算所股東書面提請後召開，有關提請須遞交註冊辦事處，列明大會事項並由提請人簽署，惟該等提請人於遞交提請當日須持有不少於本公司十分之一附有權利於本公司股東大會投票的繳足股本。有關會議須於遞交該項提請後的兩個月內舉行。倘遞交提請當日後二十一日內董事會未有正式召開大會，則提請人自身或代表彼等持有全部投票權一半以上的任何提請人可按盡量接近董事會召開大會的相同方式召開股東大會，惟按上述方式召開的任何大會不得於遞交提請當日起計三個月屆滿後舉行，而本公司須向提請人補償因董事會未召開大會而令彼等產生的所有合理開支。

### 向董事會作出查詢

股東可以書面形式向本公司董事會作出任何查詢。本公司一般不會處理口頭或匿名查詢。

### Contact details

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

Address: Unit 1209, Shun Tak Centre, West Tower,  
168-200 Connaught Road Central, Hong Kong  
(For the attention of the Company Secretary)

Fax: (852) 2548 5575

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

### INVESTOR RELATIONS

The Company highly values its relationship with its shareholders and other stakeholders. It has put in place an effective corporate communication system which provides transparent, regular and timely public disclosures to its shareholders and other stakeholders. The main features of the system are as follows:

- The Company maintains a corporate website ([www.healthwisehk.com](http://www.healthwisehk.com)) on which comprehensive information about the Group, including core business, financial reports, public announcements, circulars and news of the Group, is disclosed. Shareholders can obtain corporate communication electronically via the Company's website.
- The Company establishes and maintains different communication channels with its shareholders and other stakeholders through annual reports, interim reports and other publication.
- AGM provides a useful forum for shareholders to exchange views with the Board. The respective chairmen of the Board and Audit, Remuneration and Nomination Committees (or in the absence of the chairmen of such Committees, another member of each Committee or failing this his duly appointed delegate) will endeavor to be available to answer questions raised by shareholders.

### 聯絡資料

股東可如上文所述向本公司寄發彼等的查詢或要求：

地址：香港干諾道中一六八至二零零號  
信德中心西座一二零九室  
(致公司秘書)

傳真：(852) 2548 5575

為免生疑，股東須按上述地址遞交及發出正式簽署之書面要求、通知或聲明或查詢（視情況而定）之正本，並提供其全名、聯絡詳情及身份，以便本公司回覆。股東資料可能根據法律規定而予以披露。

### 投資者關係

本公司高度重視與其股東及其他利益相關人士之關係。本公司設立有效之公司通訊系統，為其股東及其他利益相關人士提供具透明度、定期及適時之公開披露資料。該系統之主要特點如下：

- 本公司設有公司網站([www.healthwisehk.com](http://www.healthwisehk.com))，披露有關本集團之詳細資料，包括本集團之核心業務、財務報告、公告、通函及新聞。股東可透過本公司網站以電子方式取得公司通訊。
- 本公司設有並維持不同渠道以與其股東及其他利益相關人士通訊，方式包括年報、中期報告及其他發佈。
- 股東週年大會為股東與董事會交流意見的有用平台。董事會、審核委員會、薪酬委員會及提名委員會各自之主席（如有關委員會主席未能出席大會，則由各委員會的另一委員或主席正式委任之代表）將盡可能出席大會以回答股東之提問。

# Corporate Governance Report

## 企業管治報告

- Separate resolutions are proposed at general meetings for each substantially separate issue, including the election of individual Directors.
- Details of the proposed resolutions to be put forward at a general meeting are, where necessary or appropriate, included in a circular to the shareholders dispatched prior to the date of the relevant general meeting.
- All resolutions put to the vote of a general meeting are taken by poll. The poll results are published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and on the Company's website in accordance with Rule 13.39(5) of the Listing Rules.
- 本公司將就各項重大之個別事宜於股東大會上提呈獨立決議案，包括選舉個別董事。
- 將於股東大會上提呈之建議決議案詳情（如必要或適用）載於相關股東大會日期前向股東寄發之通函內。
- 於股東大會上提呈供投票的所有決議案將以投票方式表決。表決結果將根據上市規則第13.39(5)條刊載於聯交所網站 ([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站。

In addition, the Company has established the Investor Relations Department with designated senior management for maintaining regular dialogue with institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from shareholders and other stakeholders are dealt with in an informative and timely manner.

Shareholders and other stakeholders may write directly to the Company at its principal place of business in Hong Kong for any enquiries.

此外，本公司已成立投資者關係部門，並由專責的高級管理層與機構投資者及分析員保持定期交流，使彼等保持對本公司發展之了解。股東及其他利益相關人士之諮詢可得到詳盡而及時之處理。

如有任何查詢，股東及其他利益相關人士可以直接致函本公司之香港主要營業地點。

The Directors submit their report together with the audited financial statements for the nine months ended 31 December 2019.

### PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activities of the Company are investment holding and investment in financial instruments. The principal activities of its subsidiaries are sales of toys and Chinese health products, money lending and investment in financial instruments.

An analysis of the Group's turnover and segment information is set out in Note 7 to the financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the nine months ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 73 to 75.

### BUSINESS REVIEW

The business review of the Group for the nine months ended 31 December 2019 is set out in Review of Operations and Management Discussion and Analysis on pages 15 to 30.

The Company has complied with all the relevant laws and regulations that have a significant impact on the Company. The Company will seek professional legal advice from legal advisers, where necessary, to ensure transactions and business to be performed by the Company are in compliance with the applicable laws and regulations.

### DIVIDENDS

The Directors do not recommend any dividend in respect of the nine months ended 31 December 2019 (year ended 31 March 2019: Nil).

### RESERVES

Movements in the reserves of the Group and of the Company during the Reporting Period are set out in page 78 and Note 35 to the financial statements respectively.

### SHARE CAPITAL

Details of the movements in share capital of the Company during the nine months ended 31 December 2019 are set out in Note 31 to the financial statements.

董事謹提呈截至二零一九年十二月三十一日止九個月之董事會報告連同經審核財務報表。

### 主要業務及業務之地區分析

本公司之主要業務為投資控股及投資金融工具。其附屬公司之主要業務為銷售玩具及中藥保健品、放債及投資金融工具。

本集團之營業額及分部資料之分析載於財務報表附註7。

### 業績及分派

本集團截至二零一九年十二月三十一日止九個月的業績載於第73至75頁之綜合損益及其他全面收益表內。

### 業務回顧

本集團截至二零一九年十二月三十一日止九個月之業務回顧載於第15至30頁之業務回顧及管理層討論及分析。

本公司已遵守所有對本公司有重大影響之相關法律及法規。本公司將在必要時尋求法律顧問的專業法律意見，以確保本公司所進行的交易及業務均符合適用法律及法規。

### 股息

董事不建議派付截至二零一九年十二月三十一日止九個月之任何股息（截至二零一九年三月三十一日止年度：無）。

### 儲備

本集團及本公司在報告期間之儲備變動分別載於第78頁及財務報表附註35。

### 股本

本公司截至二零一九年十二月三十一日止九個月的股本變動詳情載於財務報表附註31。



# Report of the Directors

## 董事會報告

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in Property, plant and equipment are set out in Note 16 to the financial statements.

### EMOLUMENT POLICY

The Group's emolument policies are based on the salaries paid by comparable companies, employment conditions and responsibilities, and individual performance of the Directors, senior management and general staff and are reviewed by the Remuneration Committee periodically.

The emoluments of the Directors are recommended by the Remuneration Committee and are decided by the Board, having regard to the salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group.

The Company has adopted a share option scheme to provide a flexible and effective means of incentivising, rewarding, remunerating, compensating to eligible participants who contribute the success of the Group. Details of the schemes are set out in the paragraph headed "Share Option Scheme" below and Note 32 to the financial statements.

None of the directors waived any emoluments during the nine months ended 31 December 2019.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 11 June 2020 to Tuesday, 16 June 2020 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the 2020 AGM of the Company to be held on Tuesday, 16 June 2020, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 10 June 2020.

### INFORMATION ON SUBSIDIARIES

Particulars of the subsidiaries are set out in Note 20 to the financial statements.

### 物業、廠房及設備

物業、廠房及設備之變動詳情載於財務報表附註16。

### 薪酬政策

本集團的薪酬政策乃以比較公司支付的薪酬、僱用條件及職責及董事、高級管理層及普通員工的個人表現為基礎，並由薪酬委員會定期審閱。

董事薪酬乃經參考比較公司支付的薪酬、須付出的時間及職責以及本集團其他職位的僱用條件後由薪酬委員會建議，並由董事會釐定。

本公司已採納一項購股權計劃，以靈活及有效方式向為本集團成功作出貢獻的合資格參與者提供鼓勵、獎勵、報酬及補償。該等計劃的詳情載於下文「購股權計劃」一段及財務報表附註32。

於截至二零一九年十二月三十一日止九個月，概無董事放棄任何薪酬。

### 暫停辦理股份過戶登記

本公司將由二零二零年六月十一日（星期四）至二零二零年六月十六日（星期二）止（首尾兩天包括在內）暫停辦理股份過戶登記，於此期間將不會進行股份過戶登記。為確定股東出席本公司將於二零二零年六月十六日（星期二）舉行之二零二零年度股東週年大會及於會上投票之資格，所有股份過戶文件連同有關股票最遲須於二零二零年六月十日（星期三）下午四時三十分，交回本公司在香港之股份過戶登記分處卓佳雅柏勤有限公司，地址為香港皇后大道東一百八十三號合和中心五十四樓。

### 附屬公司之資料

附屬公司之資料載於財務報表附註20。

## FIVE YEARS FINANCIAL SUMMARY

The following is a summary of the consolidated results, assets and liabilities of the Group for each of the last five financial periods.

## 五年財務概要

下表概述本集團於過去五個財政期間內各期間之綜合業績、資產及負債。

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月 三十一日期間 HK\$'000 千港元	Year ended 31 March 截至三月三十一日止年度			
			2019	2018	2017	2016
			二零一九年 HK\$'000 千港元	二零一八年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元
Revenue	收入	309,969	451,615	561,190	319,221	352,799
Loss before income tax from continuing operations	來自持續經營業務之 除所得稅前虧損	(126,327)	(71,712)	(113,415)	(263,838)	(94,044)
Income tax credit/(expense)	所得稅抵免/(開支)	(547)	1,967	(987)	1,220	106
Loss for the year from continuing operations	年內來自持續經營業務 之虧損	(126,874)	(69,745)	(114,402)	(262,618)	(93,938)
Loss for the year from discontinued operations	年內來自已終止業務 之虧損	-	(34,667)	(83,535)	-	-
Loss for the year	年內虧損	(126,874)	(104,412)	(197,937)	(262,618)	(93,938)
Attributable to: Owners of the Company	以下人士應佔： 本公司之擁有人	(124,345)	(95,316)	(186,103)	(241,937)	(81,324)
Non-controlling interests	非控股權益	(2,529)	(9,096)	(11,834)	(20,681)	(12,614)
		(126,874)	(104,412)	(197,937)	(262,618)	(93,938)
Total assets	總資產	598,427	697,792	620,172	532,394	741,064
Total liabilities	負債總額	271,754	304,352	346,022	241,753	179,954
Total equity	權益總額	326,673	393,440	274,150	290,641	561,110

# Report of the Directors

## 董事會報告

### DISTRIBUTABLE RESERVES

As at 31 March 2019 and 31 December 2019, in the opinion of the directors, the Company has no distributable reserves.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

For the period from 1 April 2019 to 31 December 2019, the Company repurchased its own ordinary shares on the Stock Exchange as follows:

Month of repurchase	購回月份	Month of cancellation	註銷月份	No. of ordinary share of HK\$0.10 each 每股面值十港仙之普通股數目 '000 千股	Price per share 每股價格		Aggregate consideration paid 所支付之總代價 HK\$'000 千港元
					Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
June 2019	二零一九年六月	July 2019	二零一九年七月	77,750	0.039	0.038	3,030
July 2019	二零一九年七月	July – August 2019	二零一九年七至八月	578,100	0.050	0.039	25,890
December 2019	二零一九年十二月	January 2020	二零二零年一月	21,050	0.036	0.031	710
				<u>676,900</u>			<u>29,630</u>

### SHARE OPTION SCHEME

On 14 September 2012, the shareholders of the Company approved the adoption of a share option scheme ("the Scheme").

Details of the Scheme are as follows:

#### (1) Purpose

To provide a flexible and effective means of incentivising, rewarding, remunerating, compensating, to eligible participants who contribute the success of the Group.

### 可供分派儲備

於二零一九年三月三十一日及二零一九年十二月三十一日，董事認為本公司並無可供分派儲備。

### 購買、出售或贖回上市證券

於二零一九年四月一日至二零一九年十二月三十一日期間，本公司於聯交所購回其自身普通股的情況如下：

### 購股權計劃

本公司股東於二零一二年九月十四日批准採納購股權計劃（「計劃」）。

計劃之詳情如下：

#### (1) 目的

旨在以靈活及有效方式向為本集團之成功作出貢獻之合資格參與者提供鼓勵、獎勵、報酬及補償。

### (2) Eligible persons

Any person who is an employee (whether full time or part time) holding salaried office or employment under a contract of employment or service contract or terms of employment ("Contract") with the Group or is a Director (including executive and non-executive directors) of the Group or any adviser, consultant, agent, contractor, customer and supplier of any member of the Group or any subsidiaries of the Company.

### (3) Maximum number of shares

The scheme mandate limit of the Scheme was refreshed by a shareholders' resolution passed in the annual general meeting of the Company held on 4 September 2018, details of which have been set out in the circular dated 30 July 2018. Accordingly, the maximum number of shares available for issue under the Scheme is 852,130,836, representing 10% of the issued ordinary share capital of the Company as at the date of the annual general meeting.

The total number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Scheme and all outstanding options granted and yet to be exercised under any other Scheme shall not exceed 30% of the shares in issue from time to time. No options may be granted under the Scheme and no options may be granted under any other Schemes if this will result in the limit being exceeded. Subject to specific approval of the shareholders of the Company, the 10% limit may be refreshed with reference to the date of such specific approval of the shareholders of the Company.

### (4) Maximum entitlement of each eligible person

Unless approved by shareholders, the total number of shares issued and to be issued upon exercise of the share options granted to each eligible person in any 12-month period must not exceed 1% of the shares of the Company in issue.

### (5) Time of exercise of option

An option may be exercised during the periods to be determined and notified by the Directors to the grantees at the time of making offers to grant share options to them provided that such periods shall not exceed the period of ten years from the date of offer.

### (2) 合資格人士

目前為本集團受薪僱員（不論全職或兼職）或根據與本集團訂立之僱傭合約或服務合約或僱傭條款（「合約」）獲聘用或為本集團之董事（包括執行及非執行董事）之人士，或本集團任何成員公司或本公司任何附屬公司之任何諮詢人、顧問、代理、承包商、客戶及供應商。

### (3) 股份上限數目

計劃之計劃授權限制已由本公司在二零一八年九月四日舉行之股東週年大會通過之股東決議案予以更新，有關詳情載於二零一八年七月三十日刊發之通函。因此，根據計劃可供發行的股份最多為八億五千二百一十三萬零八百三十六股，佔本公司於股東週年大會召開之日已發行普通股股本百分之十。

根據計劃授出但尚未行使之所有尚未行使購股權及根據任何其他計劃授出但尚未行使之所有尚未行使購股權獲行使時可予發行之股份總數，不得超過不時已發行股份之百分之三十。若會導致超出該限額，則不得根據計劃或根據任何其他計劃授出購股權。待本公司股東授出特定批准後，百分之十限額可按本公司股東授出該特定批准當日而更新。

### (4) 每位合資格人士可獲授權益上限

除非經股東批准，於任何十二個月期間內，每位合資格人士於行使所獲授之購股權後，已發行及將予發行之股份總數，不得超過本公司已發行股份之百分之一。

### (5) 購股權行使期

購股權可於由董事釐定並在向承授人提呈授出購股權之時知會承授人之期間內行使，惟該期間不得超過提呈購股權日期起計十年。

# Report of the Directors

## 董事會報告

### (6) Acceptance of offers

Offers for the grant of share options must be accepted within 21 days after the offer date. Offers for grant of share options have to be accepted together with remittance in favour of the Company of HK\$1.00.

### (7) Basis of determining the option exercise price

The subscription price for the Shares under the Scheme shall be a price determined by the Directors at its discretion, provided that it shall not be less than the whichever is the highest of (i) the closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange on the date of offer; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of the shares. Details of the scheme are set out in the circular of the Company dated 29 August 2012.

### (8) The remaining life of the Scheme

The Scheme will remain in force until 14 September 2022, being the date which falls ten years after the date of adoption of the Scheme.

Details of the share options movement and outstanding as at 31 December 2019 have been disclosed in Note 32 to the financial statements.

The Company operates the Scheme for 10 years from 14 September 2012 to 14 September 2022 and for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operation. Further details of the Scheme are set out in the circular of the Company date 29 August 2012.

During the Reporting Period, share options of 340,000,000 were lapsed and no outstanding share option as at 31 December 2019.

### (6) 接受提呈之購股權

提呈授予購股權必須於提呈日期後二十一天內接受。於接受提呈授予之購股權時，須向本公司繳付一港元。

### (7) 釐定購股權行使價之基準

計劃下股份之認購價須由董事酌情釐定，惟價格不得低於(i)提呈日期於聯交所每日報價表所示之股份收市價；(ii)緊接提呈日期前五個營業日於聯交所每日報價表所示之股份平均收市價；及(iii)股份面值（以最高者為準）。計劃詳情載於本公司日期為二零一二年八月二十九日之通函。

### (8) 計劃剩餘有效期

計劃於二零二二年九月十四日前將一直有效，該日為採納計劃日期後十年之日。

有關購股權變動及於二零一九年十二月三十一日尚未行使購股權之詳情披露於財務報表附註32。

本公司實行該計劃，由二零一二年九月十四日起至二零二二年九月十四日為期十年，旨在為就本集團業務成功作出貢獻之合資格參與者提供獎勵及獎賞。有關該計劃之進一步詳情載於本公司日期為二零一二年八月二十九日之通函內。

於報告期間，三億四千萬份購股權已失效，且於二零一九年十二月三十一日並無購股權尚未行使。

The following table lists the details of movement in the options granted and outstanding under the Scheme during the nine months ended 31 December 2019:

下表列示於截至二零一九年十二月三十一日止九個月內於該計劃下已授出及尚未行使購股權之變動詳情：

## Number of share options

## 購股權數目

Category of participants	Number of share options 購股權數目				Outstanding as at 31 December 2019 於二零一九年十二月三十一日 尚未行使	Exercise price	Closing price immediately before the date of grant	Weighted average closing price immediately before exercise	Date of grant	Exercise period
	Outstanding as at 1 April 2019 於二零一九年四月一日 尚未行使	Granted during the period 本期間內 授出	Exercised during the period 本期間內 行使	Cancelled/lapsed during the period 本期間內 註銷/失效						
Directors 董事										
Mr. Lei Hong Wai 李焯偉先生	85,000,000	-	-	(85,000,000)	-	0.121	0.117	-	24 April 2018 二零一八年 四月二十四日	24 April 2018 – 23 April 2019 二零一八年四月二十四日至 二零一九年四月二十三日
Mr. Leung Alex 梁奕曦先生	85,000,000	-	-	(85,000,000)	-	0.121	0.117	-	24 April 2018 二零一八年 四月二十四日	24 April 2018 – 23 April 2019 二零一八年四月二十四日至 二零一九年四月二十三日
Ms. Lo Ming Wan 勞明韻女士	85,000,000	-	-	(85,000,000)	-	0.121	0.117	-	24 April 2018 二零一八年 四月二十四日	24 April 2018 – 23 April 2019 二零一八年四月二十四日至 二零一九年四月二十三日
Mr. Tse Chi Keung 謝自強先生	85,000,000	-	-	(85,000,000)	-	0.121	0.117	-	24 April 2018 二零一八年 四月二十四日	24 April 2018 – 23 April 2019 二零一八年四月二十四日至 二零一九年四月二十三日
Total 總計	340,000,000	-	-	(340,000,000)	-					

# Report of the Directors

## 董事會報告

### DIRECTORS

The Directors during the nine months ended 31 December 2019 and up to the date of this report were:

*Executive Directors:*

Mr. Lei Hong Wai (*Chairman*)

Mr. Cheung Kwok Wai Elton (*Vice Chairman*)  
(Appointed on 28 October 2019)

Mr. Leung Alex

Ms. Lo Ming Wan

Mr. Tse Chi Keung

Mr. Yuan Huixia

*Non-executive Director:*

Mr. Diao Yunfeng (Resigned on 28 October 2019)

*Independent Non-executive Directors:*

Mr. Lai Hok Lim

Mr. Lien Wai Hung

Mr. Wong Tak Chuen

In accordance with Article 116 of the Company's Articles, the Directors retiring by rotation at the forecoming AGM are Mr. Lei Hong Wai, Mr. Cheung Kwok Wai Elton and Mr. Wong Tak Chuen. They will retire and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

### 董事

於截至二零一九年十二月三十一日止九個月及截至本報告日期，董事如下：

*執行董事：*

李雄偉先生 (主席)

張國偉先生 (副主席)

(於二零一九年十月二十八日獲委任)

梁奕曦先生

勞明韻女士

謝自強先生

袁輝霞先生

*非執行董事：*

刁雲峰先生 (於二零一九年十月二十八日辭任)

*獨立非執行董事：*

黎學廉先生

連偉雄先生

黃德銓先生

根據本公司細則第116條，須於應屆股東週年大會上輪值告退之董事為李雄偉先生、張國偉先生及黃德銓先生。彼等將於股東週年大會上退任董事，且符合資格並願意膺選連任。

Biographical details of Directors and senior management are set out as follows:

### Executive Directors

Mr. Lei Hong Wai, aged 51, has over 15 years of extensive experience in corporate management, investment and business development. He is the chairman of the Nomination Committee of the Board and a member of the Remuneration Committee of the Board. He also holds directorships in certain subsidiaries of the Company. Mr. Lei is also a director of Eternity Finance Group Limited, the substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Lei is currently the chairman of the board of directors and an executive director of Eternity Investment Limited ("Eternity"), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") under stock code: 764. During the period from 10 April 2014 to 2 September 2015, Mr. Lei was the chairman of the board of directors and an executive director of Huanxi Media Group Limited ("Huanxi Media"), a company listed on the Main Board of the Stock Exchange under stock code: 1003. Mr. Lei was also the chairman of the board of directors and an executive director of Man Sang International Limited ("Man Sang"), a company listed on the Main Board of the Stock Exchange under stock code: 938, during the period from 31 March 2016 to 3 April 2018 and 26 June 2015 to 3 April 2018, respectively. In 2002, Mr. Lei was a director of The Chamber of Hong Kong Listed Companies Limited, which promotes interaction amongst its members which are listed companies in Hong Kong and the People's Republic of China.

Mr. Cheung Kwok Wai Elton, aged 54, has over 29 years of experience in the area of corporate finance and securities industries. He holds a Master Degree in Accounting and Finance from the University of Lancaster in the United Kingdom. Mr. Cheung is also a director of Eternity Finance Group Limited, the substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Cheung is currently the chairman of the board of directors and an executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on GEM operated by the Stock Exchange and an executive director of Eternity. Mr. Cheung was an executive director of the Company during the period from 11 October 2016 to 16 December 2016. Mr. Cheung was also an executive director of Man Sang during the period from 26 June 2015 to 3 April 2018.

董事及高級管理人員之簡歷詳情如下：

### 執行董事

李雄偉先生，五十一歲，擁有逾十五年企業管理、投資及業務發展之廣泛經驗。彼為董事會提名委員會主席及董事會薪酬委員會成員。彼亦於本公司若干附屬公司擔任董事職務。李先生亦為證券及期貨條例第XV部所指之本公司主要股東永恒財務集團有限公司之董事。李先生現為Eternity Investment Limited (永恒策略投資有限公司\*) (「永恒策略」) (一間於香港聯合交易所有限公司(「聯交所」)主板上市之公司，股份代號：764)之董事會主席兼執行董事。於二零一四年四月十日至二零一五年九月二日期間，李先生為歡喜傳媒集團有限公司(「歡喜傳媒」) (一間於聯交所主板上市之公司，股份代號：1003)之董事會主席兼執行董事。李先生亦於二零一六年三月三十一日至二零一八年四月三日及二零一五年六月二十六日至二零一八年四月三日期間，分別擔任民生國際有限公司(「民生」) (一間於聯交所主板上市之公司，股份代號：938)之董事會主席及執行董事。於二零零二年，李先生為香港上市公司商會之董事，該商會之工作為促進其成員公司(乃香港及中華人民共和國之上市公司)間之互動合作。

張國偉先生，五十四歲，於企業融資範疇及證券業積逾二十九年經驗。彼持有英國蘭卡斯特大學會計及財務碩士學位。張先生亦為證券及期貨條例第XV部所指之本公司主要股東永恒財務集團有限公司之董事。張先生現為聯交所GEM上市公司環球大通集團有限公司(股份代號：8063)之董事會主席兼執行董事以及永恒策略之執行董事。張先生曾於二零一六年十月十一日至二零一六年十二月十六日期間擔任本公司執行董事。張先生亦於二零一五年六月二十六日至二零一八年四月三日期間擔任民生之執行董事。

\* 僅供識別



## Report of the Directors

### 董事會報告

Mr. Leung Alex, aged 41, obtained his Bachelor of Commerce degree from the University of Auckland, New Zealand in May 2000. Mr. Leung had worked in two international accounting firms from December 2000 to February 2012. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the CPA Australia. He has more than 18 years of experience in auditing, accounting and corporate management as well as in the field of corporate finance, mergers and acquisition matters, financial and accounting management, corporate governance and compliance affairs. He also holds directorships in certain subsidiaries of the Company. Mr. Leung is currently an executive director of Affluent Partners Holdings Limited (a company listed on the Main Board of the Stock Exchange under stock code: 1466 and formerly known as Man Sang Jewellery Holdings Limited). Mr. Leung was also an executive director of Man Sang during the period from 16 October 2014 to 5 November 2018.

Ms. Lo Ming Wan, aged 34, obtained her Bachelor of Business Administration in Accounting and Economics degree from The Hong Kong University of Science and Technology in 2007. She is a member of the Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. She has over 10 years of experience in auditing, accounting, company secretarial matters and financial management.

Mr. Tse Chi Keung, aged 38, obtained his Bachelor Degree of Accounting from The Hong Kong Polytechnic University in 2005. He is a member of the Hong Kong Institute of Certified Public Accountants. He has more than 12 years of experience in auditing, accounting and financial management gained from certain senior positions in an international accounting firm in Hong Kong and a company listed on the Main Board of the Stock Exchange in Hong Kong. He also holds directorships in certain subsidiaries of the Company.

Mr. Yuan Huixia, aged 39, has been admitted as a practicing solicitor in the People's Republic of China and has over 16 years of extensive experience in corporate management, investment, legal affairs and business development. He holds a Doctorate Degree in Law, a Master Degree in Law and a Bachelor Degree in Law from the Southwest University of Political Science and Law in the People's Republic of China. During the period from 1 August 2016 to 5 November 2018, Mr. Yuan was an executive director of Man Sang.

梁奕曦先生，四十一歲，於二零零零年五月在紐西蘭奧克蘭大學取得商科學士學位。梁先生於二零零零年十二月至二零一二年二月在兩間國際會計師事務所任職。彼為香港會計師公會及澳洲會計師公會資深會員。彼在審計、會計及企業管理以及企業融資、併購事務、財務及會計管理、企業管治以及合規事宜方面擁有逾十八年經驗。彼亦於本公司若干附屬公司擔任董事職務。梁先生現為錢唐控股有限公司（一間於聯交所主板上市之公司，股份代號：1466及前稱為民生珠寶控股有限公司）之執行董事。梁先生亦於二零一四年十月十六日至二零一八年十一月五日期間擔任民生之執行董事。

勞明韻女士，三十四歲，於二零零七年在香港科技大學取得工商管理學士（會計學及經濟學）學位。彼為香港會計師公會、英國特許秘書及行政人員公會及香港特許秘書公會之會員。彼於審計、會計、公司秘書事宜及財務管理方面累積超過十年經驗。

謝自強先生，三十八歲，於二零零五年在香港理工大學取得會計學士學位。彼為香港會計師公會會員。憑藉彼於香港之一間國際會計師事務所及於一間在聯交所主板上市之香港公司擔任若干高級職位，彼於審計、會計及財務管理方面擁有超過十二年經驗。彼亦於本公司若干附屬公司擔任董事職務。

袁輝霞先生，三十九歲，持有中華人民共和國律師執照及擁有超過十六年企業管理、投資、法律事務及業務發展之豐富經驗。彼持有中華人民共和國西南政法大學法律博士學位、法律碩士學位及法學學士學位。於二零一六年八月一日至二零一八年十一月五日期間，袁先生曾擔任民生之執行董事。

### Independent Non-executive Directors

Mr. Wong Tak Chuen, aged 55, is a fellow member of Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountants in the United Kingdom and the Institute of Chartered Accountants in England and Wales, respectively. He has over 30 years of experience in auditing, financial management, mergers and acquisitions gained from certain senior finance related positions in an international accounting firm in Hong Kong, companies listed in Hong Kong and a company listed in the United States of America. He is currently a Practising Certified Public Accountant in Hong Kong. Mr. Wong is also an independent non-executive director of Huanxi Media and Eternity. Mr. Wong was also an independent non-executive director of Man Sang during the period from 12 July 2016 to 5 November 2018.

Mr. Lai Hok Lim, aged 61, has been a practising solicitor in Hong Kong since 1989. He graduated from the University of Hong Kong with a Bachelor of Arts Degree and holds a Bachelor of Arts (Law) Degree from the University of Sussex in the United Kingdom and a Bachelor of Law Degree from Beijing University in the PRC. Mr. Lai was also an independent non-executive director of Man Sang during the period from 1 December 2016 to 5 November 2018.

Mr. Lien Wai Hung, aged 56, has been a practising solicitor in Hong Kong since 1997. Mr. Lien was also the chairman of the board of directors and an executive director of Zhi Cheng Holdings Limited, a company listed on the GEM of the Stock Exchange under stock code: 8130, during the period from 15 September 2010 to 31 July 2018 and 27 April 2010 to 31 July 2018, respectively.

### 獨立非執行董事

黃德銓先生，五十五歲，分別為香港會計師公會、英國特許公認會計師公會及英格蘭和威爾士特許會計師協會之資深會員。黃先生過去曾於香港一間國際會計事務所、香港數間上市公司及美國一間上市公司擔任若干與財務有關之高級職位，期間於核數、財務管理、合併及收購方面累積超過三十年經驗。彼現為香港執業會計師。黃先生同時擔任歡喜傳媒及永恒策略之獨立非執行董事。黃先生亦於二零一六年七月十二日至二零一八年十一月五日期間擔任民生之獨立非執行董事。

黎學廉先生，六十一歲，自一九八九年起為香港執業律師。彼畢業於香港大學，考獲文學學士學位，並持有英國薩塞克斯大學之法律文學士學位以及中國北京大學法律學士學位。黎先生亦於二零一六年十二月一日至二零一八年十一月五日期間擔任民生之獨立非執行董事。

連偉雄先生，五十六歲，自一九九七年起為香港執業律師。連先生亦於二零一零年九月十五日至二零一八年七月三十一日及二零一零年四月二十七日至二零一八年七月三十一日期間，分別擔任Zhi Cheng Holdings Limited (智城控股有限公司\*) (一間於聯交所GEM上市之公司，股份代號：8130)之董事會主席及執行董事。

\* 僅供識別

# Report of the Directors

## 董事會報告

### Company Secretary

Ms. Lo Ming Wan, aged 34, obtained her Bachelor of Business Administration in Accounting and Economics degree from The Hong Kong University of Science and Technology in 2007. She is a member of the Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. She has over 10 years of experience in auditing, accounting, company secretarial matters and financial management.

### DIRECTORS' SERVICE CONTRACTS

All Executive Directors have entered into a service agreement with the Company for an initial term of three year commencing from the date of their first appointment and also subject to the general requirement of retirement by rotation and re-election at each annual general meeting of the Company under the Articles of Association. The service agreement shall continue unless terminated by either party by giving a written notice. Under the agreement, the Executive Directors will receive an annual fee.

Apart from the above, none of the Directors has a service contract with the Company which is not terminable within one year without payment of compensation, other than statutory compensation.

### 公司秘書

勞明韻女士，三十四歲，於二零零七年在香港科技大學取得工商管理學士（會計學及經濟學）學位。彼為香港會計師公會、英國特許秘書及行政人員公會及香港特許秘書公會之會員。彼於審計、會計、公司秘書事宜及財務管理方面累積超過十年經驗。

### 董事服務合約

所有執行董事已與本公司訂立服務協議，首次任期由彼等首次獲委任日期起計為期三年，且彼等亦須遵守組織章程細則有關於本公司各屆股東週年大會上輪值告退及膺選連任之一般規定。服務協議將持續有效，除非由任何一方發出書面通知予以終止。根據該協議，執行董事將收取年度袍金。

除上述者外，概無董事與本公司訂有不可於一年內終止而毋須作出賠償（法定賠償除外）之服務合約。

### PERMITTED INDEMNITY

Pursuant to the Articles, every Director shall be entitled to be indemnified out of the assets of the Company against all actions, costs, charges, damages, expenses, losses and liabilities which he/she may sustain or incur in the execution of his/her office or otherwise in relation thereto.

The Company has taken out insurance against the liability and costs associated with defending any proceedings which may be brought against Directors of the Group.

### DIRECTOR'S MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries or fellow subsidiaries was a party and in which Director of the Company and the Director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the Reporting Period or at any time during the Reporting Period.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the date of this report, Mr. Lei Hong Wai (Chairman and executive director of the Company) and Mr. Cheung Kwok Wai Elton (Vice Chairman and executive director of the Company) have interest in approximately 25.99% and 15.29%, respectively, of the issued share capital of Eternity Investment Limited (stock code: 764), a company listed on the Main Board of the Stock Exchange engaging in sale of financial assets, property investment, money lending, and design and sale of jewelry products, through themselves and their beneficial interests in Twin Success International Limited. In addition, Mr. Lei Hong Wai is the chairman of the board of directors and an executive director and Mr. Cheung Kwok Wai Elton is an executive director of Eternity Investment Limited. Therefore, Eternity Investment Limited competes with the Group's money lending business and investment in financial instruments business.

### 獲准許的彌償

根據細則的規定，每名董事應有權獲得從本公司於其資產中補償因執行職務或與此有關的其他方面可能蒙受或招致之所有訴訟、費用、支出、損害、開支、損失及責任。

本公司已就本集團之董事可能面對任何訴訟時產生的責任和相關的費用購買保險。

### 董事於對本公司業務攸關重要的交易、安排及合約之重大權益

概無有關本集團業務而本公司附屬公司或同系附屬公司為其中訂約方，且本公司董事及董事之關連方直接或間接擁有重大權益之重大交易、安排及合約，於報告期末或報告期間任何時間仍然存續。

### 董事於競爭業務中之權益

於本報告日期，李雄偉先生（本公司主席兼執行董事）及張國偉先生（本公司副主席及執行董事）透過彼個人及於Twin Success International Limited之實益權益分別擁有永恒策略投資有限公司（一間於聯交所主板上市之公司，股份代號：764）之已發行股本中約百分之二十五點九九權益及百分之十五點二九權益，該公司從事銷售金融資產、物業投資、放債、設計及銷售珠寶產品之業務。此外，李雄偉先生及張國偉先生分別為永恒策略投資有限公司之董事會主席兼執行董事及執行董事。因此，永恒策略投資有限公司為本集團放債業務及投資金融工具業務之競爭對手。

# Report of the Directors

## 董事會報告

As at 31 December 2019, save as mentioned above, the Directors were not aware of any business or interest of each Director, management shareholder and their respective associate, that competes or may compete with the business of the Group and any other conflict of interest which any such person have or may have with the Group.

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 December 2019, the interests of the directors and the chief executive and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

#### Long positions in ordinary shares of HK\$0.10 each of the Company

Name of director	Capacity
董事姓名	身份
Mr. Lei Hong Wai 李雄偉先生	Beneficial owner 實益擁有人

Other than as disclosed above, none of the directors, chief executive nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations at 31 December 2019.

於二零一九年十二月三十一日，除上述者外，董事並無得悉各董事、管理層股東及彼等各自之聯繫人士擁有任何與本集團業務構成或可能構成競爭之業務或權益，亦不知悉任何該等人士與本集團存在或可能存在之任何其他利益衝突。

### 董事及主要行政人員於股份、相關股份及債券之權益

於二零一九年十二月三十一日，按本公司根據證券及期貨條例第352條存置之登記冊所記錄，或按本公司及聯交所根據上市發行人董事進行證券交易的標準守則所獲通知，董事及主要行政人員及彼等之聯繫人士於本公司及其相聯法團之股份、相關股份及債券中擁有之權益如下：

#### 本公司每股面值0.10港元普通股之好倉

Number of issued ordinary shares held	Percentage of the issued share capital of the Company
持有之已發行普通股數目	佔本公司已發行股本百分比
574,636,363	7.31%

除上文所披露者外，於二零一九年十二月三十一日，概無董事、主要行政人員及彼等之聯繫人士於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

## SUBSTANTIAL SHAREHOLDERS

At 31 December 2019, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

## (a) Long positions in ordinary shares of HK\$0.10 each of the Company

Name of shareholder	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
股東名稱	身份	持有之已發行普通股數目	佔本公司已發行股本百分比
Eternity Finance Group Limited 永恒財務集團有限公司	Beneficial owner 實益擁有人	1,483,728,240	18.86%
Riche (BVI) Limited	Interest in a controlled corporation 受控法團權益	1,483,728,240	18.86%
Eternity Investment Limited 永恒策略投資有限公司	Interest in a controlled corporation 受控法團權益	1,483,728,240	18.86%

*Notes:*

These Shares were registered in the name of Eternity Finance Group Limited, a wholly-owned subsidiary of Riche (BVI) Limited, which in turn is wholly-owned by Eternity Investments Limited, the shares of which are listed on the Main Board of the Stock Exchange under stock code: 764.

## (b) Convertible bonds

Name of shareholder	Capacity	Number of convertible bonds held	Number of underlying shares
股東名稱	身份	持有之可換股債券數目	相關股份數目
Heng Tai Finance Limited	Beneficial owner 實益擁有人	1,160,000,000	1,160,000,000
Heng Tai Consumables Group Limited 亨泰消費品集團有限公司	Interest in a controlled corporation 受控法團權益	1,160,000,000	1,160,000,000

## 主要股東

於二零一九年十二月三十一日，本公司根據證券及期貨條例第336條存置之主要股東登記冊顯示，下列股東已就擁有本公司已發行股本之有關權益知會本公司。

## (a) 本公司每股面值0.10港元普通股之好倉

Name of shareholder	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
股東名稱	身份	持有之已發行普通股數目	佔本公司已發行股本百分比
Eternity Finance Group Limited 永恒財務集團有限公司	Beneficial owner 實益擁有人	1,483,728,240	18.86%
Riche (BVI) Limited	Interest in a controlled corporation 受控法團權益	1,483,728,240	18.86%
Eternity Investment Limited 永恒策略投資有限公司	Interest in a controlled corporation 受控法團權益	1,483,728,240	18.86%

*附註:*

該等股份以永恒財務集團有限公司之名義登記，其為Riche (BVI) Limited之全資附屬公司，而Riche (BVI) Limited則由永恒策略投資有限公司全資擁有，永恒策略投資有限公司之股份於聯交所主板上市（股份代號：764）。

## (b) 可換股債券

Name of shareholder	Capacity	Number of convertible bonds held	Number of underlying shares
股東名稱	身份	持有之可換股債券數目	相關股份數目
Heng Tai Finance Limited	Beneficial owner 實益擁有人	1,160,000,000	1,160,000,000
Heng Tai Consumables Group Limited 亨泰消費品集團有限公司	Interest in a controlled corporation 受控法團權益	1,160,000,000	1,160,000,000

# Report of the Directors

## 董事會報告

### Notes:

These convertible bonds were registered in the name of Heng Tai Finance Limited, a wholly-owned subsidiary of Heng Tai Consumables Group Limited, the shares of which are listed on the Main Board of the Stock Exchange under stock code: 197.

Save as disclosed above, as at 31 December 2019, the Directors are not aware of any other person or corporation having an interest or short position in shares and underlying shares of the Company or its associated corporation(s) which would require to be recorded in the register required to be kept by the Company pursuant to section 336 of Part XV of the SFO.

### DISCLOSURE OF DIRECTORS' INFORMATION PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

The following changes were made to the information of the Directors during the nine months ended 31 December 2019 and up to the date of this report:

In September 2019, Mr. Wong Tak Chuen resigned as the chief financial officer of a company listed on the GEM of the Stock Exchange.

On 28 October 2019, Mr. Cheung Kwok Wai Elton was appointed as the Vice Chairman and an executive director of the Company.

On 28 October 2019, Mr. Diao Yunfeng resigned as a non-executive director of the Company.

### 附註:

該等可換股債券以Heng Tai Finance Limited之名義登記，其為亨泰消費品集團有限公司之全資附屬公司，亨泰消費品集團有限公司之股份於聯交所主板上市（股份代號：197）。

除上文所披露者外，於二零一九年十二月三十一日，董事概不知悉任何其他人士或公司於本公司或其相聯法團的股份及相關股份中擁有須記入本公司根據證券及期貨條例第XV部第336條須予存置的登記冊的權益或淡倉。

### 根據上市規則第13.51B(1)條披露董事資料

於截至二零一九年十二月三十一日止九個月及直至本報告日期，董事資料變動如下：

於二零一九年九月，黃德銓先生辭任一間於聯交所GEM上市之公司的首席財務官。

於二零一九年十月二十八日，張國偉先生獲委任為本公司的副主席及執行董事。

於二零一九年十月二十八日，刁雲峰先生辭任本公司的非執行董事。

## PRE-EMPTIVE RIGHTS

In the event that the Company issues, otherwise than pursuant to the Old Scheme and the Scheme, for cash consideration of any new shares or securities (including options and warrants) in the Company convertible into ordinary shares (the "New Issue Securities"), the holders of the Company's preference shares (the "Preference Shares") are entitled to subscribe, or procure subscribers to subscribe, for all or part of the New Issue Securities. Any New Issue Securities not subscribed for by the holders of Preference Shares may be subscribed for by the holders of ordinary shares in the Company upon terms and conditions no more favourable than those offered to the holder of Preference Shares.

## MANAGEMENT CONTRACTS

Other than the contracts of service with the Directors or any persons engaged in the full-time employment of the Group, no contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the Year.

## MAJOR CUSTOMERS AND SUPPLIERS

The percentage of sales and purchases attributable to the Group's largest customers and suppliers are as follows:

– the largest customer	– 最大客戶
– five largest customers combined	– 五大客戶合計
– the largest supplier	– 最大供應商
– five largest suppliers combined	– 五大供應商合計

No Directors or their associates (as defined in the Listing Rules) and no shareholders (which to the knowledge of the directors own more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

## 優先購股權

倘本公司並非根據舊計劃及該計劃而發行任何本公司之新股或可兌換為普通股之證券（包括購股權及認股權證）以收取現金代價（「新發行證券」），則本公司之優先股（「優先股」）持有人有權認購或促使認購人認購全部或部分之新發行證券。任何並未由優先股持有人認購之新發行證券可供本公司普通股持有人認購，惟其認購條款及條件不得較優先股持有人之認購條款及條件更加優惠。

## 管理合約

在本年度內，本公司除與董事或於本集團擔任全職工作之任何人士所簽訂之服務合約外，概無就本集團之整體或任何重要部分業務之管理及行政訂立或現存有任何合約。

## 主要客戶及供應商

本集團最大客戶及供應商所佔之銷售及採購百分比如下：

For the nine months ended 31 December 2019 截至二零一九年 十二月三十一日 止九個月 %	For the year ended 31 March 2019 截至二零一九年 三月三十一日 止年度 %
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– the largest customer	– 最大客戶	17	6
– five largest customers combined	– 五大客戶合計	43	25
– the largest supplier	– 最大供應商	34	23
– five largest suppliers combined	– 五大供應商合計	68	53

各董事或彼等之聯繫人士（定義見上市規則）及各股東（指就董事所知，擁有本公司股本百分之五以上之股東）概無擁有上述主要供應商或客戶之權益。



# Report of the Directors

## 董事會報告

### AUDIT COMMITTEE

The Audit Committee had reviewed (together with the management and external auditor) the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the nine months ended 31 December 2019.

### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each Independent Non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the Independent Non-executive Directors are independent.

### CONTINUING CONNECTED TRANSACTIONS

At an extraordinary general meeting (the "EGM") held on 26 May 2017, an ordinary resolution was passed by the independent shareholders which approved the master purchase agreement dated 3 April 2017 entered into between LC Global Holdings Corporation ("LC Global"), a subsidiary of the Company, and Lung Cheong (BVI) Holdings Limited ("Lung Cheong (BVI)") which is owned as to 30% by Mr. Leung Chung Ming and 70% by Mr. Leung, Kenneth Yuk Wai who is a son of one of the Company's substantial shareholder at the date of the EGM, Mr. Leung Lun, M.H., (the "Master Purchase Agreement") in relation to, among other matters, the supply of consumer electronic products, radio control/wireless products, electronic and plastic toys for a term up to 31 March 2020. On 25 November 2019, a new master purchase agreement ("New Master Purchase Agreement") has been entered into between LC Global and Lung Cheong (BVI) to revise the annual cap for the year ending 31 March 2020 under the Master Purchase Agreement and renew the Master Purchase Agreement for a period commencing from 25 November 2019 to 6 May 2020.

The annual caps in relation to the transactions under the Master Purchase Agreement (as renewed by the New Master Purchase Agreement) for the year ending 31 March 2020 and the period from 1 April 2020 to 6 May 2020 would not exceed HK\$120 million and HK\$40 million respectively.

For the nine months ended 31 December 2019, purchases under the Master Purchase Agreement amounted to approx. HK\$74 million.

### 審核委員會

審核委員會已與管理層及外聘核數師審閱本集團採納的會計原則及政策以及截至二零一九年十二月三十一日止九個月的經審核綜合財務報表。

### 獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性發出之年度確認書。本公司認為全體獨立非執行董事均屬獨立。

### 持續關連交易

於二零一七年五月二十六日舉行之股東特別大會（「股東特別大會」）上，獨立股東通過一項普通決議案批准本公司之附屬公司LC Global Holdings Corporation（「龍昌環球」）與Lung Cheong (BVI) Holdings Limited（「Lung Cheong (BVI)」），由梁鍾銘先生持有百分之三十權益及於股東特別大會日期之本公司主要股東梁麟先生，M.H.之兒子梁毓偉先生持有百分之七十權益）於二零一七年四月三日訂立的有關（其中包括）於截至二零二零年三月三十一日止期間供應消費電子產品、無線電遙控產品、電子及塑膠玩具的總採購協議（「總採購協議」）。於二零一九年十一月二十五日，龍昌環球已與Lung Cheong (BVI)訂立新總採購協議（「新總採購協議」），以修改總採購協議項下截至二零二零年三月三十一日止年度的年度上限並重續總採購協議，有效期為二零一九年十一月二十五日至二零二零年五月六日。

截至二零二零年三月三十一日止年度及於二零二零年四月一日至二零二零年五月六日期間的總採購協議（經新總採購協議重續）項下之交易相關之年度上限將分別不超過一億二千萬港元及四千萬港元。

截至二零一九年十二月三十一日止九個月，總採購協議項下之採購額約為七千四百萬港元。

On 31 January 2019, Mr. Leung Lun, M.H. ceased to be a substantial shareholder of the Company but remained as directors of certain subsidiaries of the Company. On 7 May 2019, Mr. Leung Lun, M.H. ceased to be a director of any subsidiary of the Company. Lung Cheong (BVI) will no longer be a connected person of the Company under the Listing Rules from 7 May 2020.

In accordance with Rule 14A.37 of the Listing Rules, the Independent Non-executive Directors of the Company reviewed the continuing connected transactions in the paragraph above and confirmed that the transactions were entered into:

- (i) In the ordinary and usual course of business of the Company;
- (ii) Either on normal commercial terms or on terms no less favorable to the Company than terms available to or from (as appropriate) independent third parties; and
- (iii) In accordance with the relevant agreement governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

Pursuant to Rule 14A.38 of the Listing Rules, the Company's auditor, BDO Limited, was engaged to report on the Company's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The auditor has issued an unqualified letter containing findings and conclusions in respect of the continuing connected transactions disclosed by the Group in the paragraph above in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

### RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Company is committed to maintaining, and has maintained good relationships with, its employees, customers and suppliers with a view to fostering better mutual understanding and/or a sense of belonging towards the Company. This is conducive to implementing the Group's strategies and business objectives, as well as the Group's business development and sustainability in the long term.

於二零一九年一月三十一日，梁麟先生，M.H.不再為本公司的主要股東，但仍為本公司若干附屬公司的董事。於二零一九年五月七日，梁麟先生，M.H.不再為本公司任何附屬公司的董事。Lung Cheong (BVI)自二零二零年五月七日起不再為本公司上市規則項下之關聯人士。

根據上市規則第14A.37條，本公司獨立非執行董事已審閱上段所述之持續關連交易並確認該等交易的訂立乃：

- (i) 屬本公司的一般及日常業務；
- (ii) 按照正常商業條款進行或對本公司而言，該等交易的條款不遜於向獨立第三方可取得或提供（倘適合）的條款；及
- (iii) 根據有關交易的協議條款進行，而交易條款屬公平合理，並且符合本公司股東的整體利益。

根據上市規則第14A.38條，本公司已聘用其核數師香港立信德豪會計師事務所有限公司，遵照香港會計師公會發佈的香港鑒證業務準則第3000號下之「非審核或審閱過往財務資料之鑒證工作」規定，並參考實務說明第740號「香港上市規則規定的持續關連交易的核數師函件」就本公司之持續關連交易作出報告。

核數師已根據上市規則第14A.38條發出無保留意見函件，當中闡述其就上段本集團所披露之持續關連交易之調查發現及結論。本公司已將有關該核數師函件副本送呈聯交所。

### 與僱員、客戶及供應商之關係

為增進相互了解及／或增強對本公司的歸屬感，本公司致力於與其僱員、客戶及供應商保持（並已保持）良好關係。此舉有助於執行本集團的策略及業務目標，且長遠而言亦有利於本集團的業務發展及可持續性。

# Report of the Directors

## 董事會報告

### ENVIRONMENTAL POLICIES AND PERFORMANCE

As a responsible corporation, the Company is committed to protecting the environment in the areas where we operate. To ensure our business development and sustainability, the Company endeavors to comply with the laws and regulations regarding environmental protection and to adopt effective measures to achieve efficient use of resources, energy saving and waste reduction.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of its Directors as at the latest practicable date prior to the issue of this report, the public float of the shares of the Company is sufficient to meet the minimum level as prescribed in the Listing Rules.

### AUDITOR

The financial statements have been audited by BDO Limited who will retire and, being eligible, offer themselves for re-appointment. A resolution for the appointment of BDO Limited as auditor of the Company will be proposed at the forthcoming annual general meeting.

### CORPORATE GOVERNANCE

The Company's corporate governance principles and practice are set out in the Corporate Governance Report on pages 31 to 46 of this Annual Report.

On behalf of the Board  
China Healthwise Holdings Limited

Lei Hong Wai  
Chairman and executive Director  
20 March 2020

### 環保政策及表現

作為一間負責任的企業，本公司致力保護我們營運所在的地區環境。為確保業務發展及可持續性，本公司致力遵守與環保有關的法律及法規，並採取有效措施達致資源有效利用、能源節約及廢料減少。

### 足夠公眾持股量

根據本公司所得公開資料及就其董事所知，於本報告刊發日期前之最後實際可行日期，本公司股份之公眾持股量符合上市規則所規定之最低水平。

### 核數師

財務報表已由香港立信德豪會計師事務所有限公司審核，該核數師將退任，惟符合資格並願續聘連任。本公司將於應屆股東週年大會上提呈委任香港立信德豪會計師事務所有限公司為本公司核數師之決議案。

### 企業管治

本公司的企業管治原則及常規載於本年報第31至46頁的企業管治報告。

代表董事會  
中國智能健康控股有限公司

李雄偉  
主席兼執行董事  
二零二零年三月二十日



Tel : +852 2218 8288  
Fax : +852 2815 2239  
www.bdo.com.hk

25<sup>th</sup> Floor Wing On Centre  
111 Connaught Road Central  
Hong Kong

電話 : +852 2218 8288  
傳真 : +852 2815 2239  
www.bdo.com.hk

香港干諾道中111號  
永安中心25樓

TO THE SHAREHOLDERS OF CHINA HEALTHWISE HOLDINGS LIMITED

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

致中國智能健康控股有限公司股東

*(於開曼群島註冊成立之有限公司)*

### OPINION

We have audited the consolidated financial statements of China Healthwise Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 73 to 232, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the period from 1 April 2019 to 31 December 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the period from 1 April 2019 to 31 December 2019 in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("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 opinion.

### 意見

吾等已審核第73至232頁所載列的中國智能健康控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表,包括於二零一九年十二月三十一日的綜合財務狀況表,於二零一九年四月一日至二零一九年十二月三十一日期間的綜合損益及其他全面收益表、綜合權益變動報表及綜合現金流量表以及綜合財務報表附註,包括主要會計政策概要。

吾等認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則真實而公平地反映了貴集團於二零一九年十二月三十一日的綜合財務狀況及其於二零一九年四月一日至二零一九年十二月三十一日期間的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露規定妥為編製。

### 意見的基礎

吾等已根據香港會計師公會頒佈的香港審核準則(「香港審核準則」)進行審核。吾等就該等準則承擔的責任在本報告「核數師就審核綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會頒佈的「專業會計師道德守則」(「守則」),吾等獨立於貴集團,並已履行守則中的其他道德責任。吾等相信,吾等所獲得的審核憑證能充足及適當地為吾等的意見提供基礎。

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS

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

#### Impairment assessment of loans receivable

Refer to "Impairment loss on financial assets" in summary of significant accounting policies in Note 5(h)(ii), critical accounting estimates and judgements and key sources of estimation uncertainty in Note 6(a)(vi), disclosure of loans receivable in Notes 24 and 42(a) to the consolidated financial statements.

The Group had significant amounts of loans receivable, before loss allowance, of HK\$274,533,000 as at 31 December 2019, which were classified as financial assets measured at amortised cost.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis. Based on the assessment, the balance of impairment loss was approximately HK\$10,702,000 as at 31 December 2019.

The impairment assessment of loans receivable involves significant management judgements and estimates in the assessment of credit risk, the uses of models and the choices of inputs in the calculation of expected credit losses at the reporting date.

We have identified the assessment of credit risk for loans receivable as a key audit matter because of its significance to the consolidated financial statements and the assessments involved significant management judgements and estimation with respect to the expected credit losses.

### 關鍵審核事項

關鍵審核事項是根據吾等的職業判斷，對本期綜合財務報表的審核最為重要的事項。此等事項是在吾等整體審核綜合財務報表及出具意見時進行處理的。吾等不會對這些事項提供單獨的意見。

#### 應收貸款減值評估

請參閱附註5(h)(ii)主要會計政策概要中「金融資產減值虧損」、附註6(a)(vi)之重大會計估計及判斷以及估計不確定性之主要來源及綜合財務報表附註24及42(a)之應收貸款披露。

於二零一九年十二月三十一日，貴集團作出虧損撥備前的應收貸款金額屬重大，為二億七千四百五十三萬三千港元，分類為按攤銷成本計量的金融資產。

於各報告日期，貴集團評估所面臨的信貸風險是否顯著增加。貴集團就此會考慮相關及毋須支付過多成本或努力而可得的合理及具支持理據的資料，當中包括量化及質化資料以及前瞻性分析。基於評估，於二零一九年十二月三十一日，減值虧損結餘約為一千零七十萬二千港元。

應收貸款的減值評估涉及信貸風險評估中的重大管理層判斷及估計、模型的使用及於報告日期計算預期信貸虧損時輸入數據的選擇。

吾等將應收貸款信貸風險評估識別為關鍵審核事項，原因為其對於綜合財務報表的重要性及涉及管理層對預期信貸虧損作出之重大程度判斷及估計之評估。

### Our response:

Our procedures in relation to management's impairment assessment included, but not limited to, the following procedures:

- evaluated the methodology used by the Group in performing impairment assessment;
- challenged the reasonableness of the key assumptions used in the valuation; and
- engaged auditor's expert to review the valuation work done by management's expert and checked the parameters to external data sources where available, including default rates provided by management.

### OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included 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. We have nothing to report in this regard.

### 吾等之回應：

吾等有關管理層之減值評估之程序包括但不限於以下步驟：

- 評估 貴集團於進行減值評估時所採用之方法；
- 質詢估值所採用主要假設之合理性；及
- 委聘核數師專家審閱管理層專家進行之估值工作，並檢查外部數據來源之參數（如有），包括管理層提供之違約率。

### 年報的其他資料

董事需對其他資料負責。其他資料包括 貴公司年報內所載資料，但不包括綜合財務報表及吾等就此發出的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式的鑒證結論。

在吾等審核綜合財務報表時，吾等的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審核過程中所了解的情況有重大抵觸，或者似乎有重大錯誤陳述。基於吾等已執行的工作，如果吾等認為其他資料有重大錯誤陳述，吾等需要報告該事實。在這方面，吾等沒有任何報告。

# Independent Auditor's Report

## 獨立核數師報告

### DIRECTORS' RESPONSIBILITIES 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 Hong Kong Financial Reporting Standards issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

### 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. This report is made solely to you, as a body, in accordance with the terms of our engagements, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

### 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編製真實而公平的綜合財務報表，並對其認為為使綜合財務報表的編製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。

在編製綜合財務報表時，董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非董事擬將貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

董事亦負責監察貴集團之財務呈報流程。審核委員會協助董事履行此方面之職責。

### 核數師就審核綜合財務報表須承擔的責任

吾等的目標為合理確定綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並出具載有吾等意見的核數師報告。吾等僅根據吾等協定的委聘條款向閣下（作為整體）報告，不作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔任何責任。

合理鑒證屬高層次的鑒證，惟根據香港審核準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據此等綜合財務報表作出的經濟決定，則被視為重大錯誤陳述。

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

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

在根據香港審核準則進行審核的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足和適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部監控，以設計適當的審核程序，惟並非旨在對 貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂吾等意見。吾等結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。



# Independent Auditor's Report

## 獨立核數師報告

- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以便對綜合財務報表發表意見。吾等負責集團審核的方向、監督和執行。吾等僅對吾等的審核意見承擔責任。

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

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

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

吾等與審核委員會就（其中包括）審核的計劃範圍、時間安排及重大審核發現溝通，該等發現包括吾等在審核過程中識別的內部監控的任何重大缺失。

吾等亦向審核委員會作出聲明，指出吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜，以及相關防範措施（如適用）。

從與董事溝通的事項中，吾等釐定對本期綜合財務報表的審核至關重要的事項，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在吾等報告中溝通某事項造成的不利後果超出產生的公眾利益，則吾等決定不應在報告中溝通該事項。

BDO Limited  
Certified Public Accountants

Chan Tsz Hung  
Practising Certificate No. P06693

Hong Kong, 20 March 2020

香港立信德豪會計師事務所有限公司  
執業會計師

陳子鴻  
執業證書編號：P06693

香港，二零二零年三月二十日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the period from 1 April 2019 to 31 December 2019 於二零一九年四月一日至二零一九年十二月三十一日期間

			Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收入	7	309,969	451,615
Cost of sales	銷售成本		(222,401)	(286,886)
Gross profit	毛利		87,568	164,729
Other income, gains and losses, net	其他收入、收益及虧損·淨額	8	(82,246)	(46,524)
Selling and distribution expenses	銷售及分銷支出		(58,762)	(86,697)
General and administrative expenses	一般及行政費用		(42,346)	(81,736)
Finance costs	融資成本	10	(19,055)	(8,839)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	16	–	(10,145)
Impairment loss on right-of-use assets	使用權資產減值虧損	17	(5,778)	–
Impairment loss on goodwill	商譽減值虧損	18	(614)	(2,500)
Impairment loss on intangible assets	無形資產減值虧損	19	(5,094)	–
Loss before income tax from continuing operations	來自持續經營業務之 除所得稅前虧損	9(a)	(126,327)	(71,712)
Income tax (expense)/credit	所得稅(開支)/抵免	11	(547)	1,967
Loss for the period/year from continuing operations	期內/年內來自持續 經營業務之虧損		(126,874)	(69,745)
<b>Discontinued operations</b>	<b>已終止經營業務</b>			
Loss for the period/year from discontinued operations	期內/年內來自已終止 經營業務之虧損	9(b)	–	(34,667)
Loss for the period/year	期內/年內虧損		(126,874)	(104,412)

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the period from 1 April 2019 to 31 December 2019 於二零一九年四月一日至二零一九年十二月三十一日期間

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一 期間 HK\$'000 千港元	Year ended 31 March 2019 截至 二零一九年 三月三十一 止年度 HK\$'000 千港元
<b>Other comprehensive income, net of tax</b>	<b>扣除稅項後其他全面收益</b>		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能會重新分類至損益的項目：</i>		
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	(1,876)	1,668
Exchange differences reclassified to profit or loss upon de-registration of a subsidiary	於註銷一間附屬公司時重新分類至損益之匯兌差額	-	19
Exchange differences reclassified to profit or loss upon disposal of subsidiaries	於出售附屬公司時重新分類至損益之匯兌差額	34	35,705
Other comprehensive income for the period/year, net of tax	期內／年內扣除稅項後其他全面收益	33,215	37,392
<b>Total comprehensive income for the period/year</b>	<b>期內／年內全面收益總額</b>	<b>(93,659)</b>	<b>(67,020)</b>
Loss for the period/year attributable to Owners of the Company	以下人士應佔期內／年內虧損： 本公司擁有人		
Loss for the period/year from the continuing operations	期內／年內來自持續經營業務之虧損	(124,345)	(60,649)
Loss for the period/year from discontinued operations	期內／年內來自已終止經營業務之虧損	-	(34,667)
Loss for the period/year attributable to owners of the Company	期內／年內本公司擁有人應佔虧損	(124,345)	(95,316)

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the period from 1 April 2019 to 31 December 2019 於二零一九年四月一日至二零一九年十二月三十一日期間

		Note 附註	Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Non-controlling interests	非控股權益			
Loss for the period/year from the continuing operations	期內/年內來自持續經營業務之虧損		(2,529)	(9,096)
Loss for the period/year from discontinued operations	期內/年內來自已終止經營業務之虧損		-	-
Loss for the period/year attributable to non-controlling interests	期內/年內非控股權益應佔虧損		(2,529)	(9,096)
			(126,874)	(104,412)
Total comprehensive income for the period/year attributable to:	以下人士應佔期內/年內全面收益總額:			
Owners of the Company	本公司擁有人		(99,853)	(58,028)
Non-controlling interests	非控股權益		6,194	(8,992)
			(93,659)	(67,020)
Loss per share attributable to owners of the Company from continuing operations	來自持續經營業務之本公司擁有人應佔每股虧損			
- Basic	- 基本	13	(1.53) cents港仙	(0.72) cents港仙
- Diluted	- 攤薄	13	(1.53) cents港仙	(0.72) cents港仙
Loss per share attributable to owners of the Company from discontinued operations	來自已終止經營業務之本公司擁有人應佔每股虧損			
- Basic	- 基本	13	-	(0.41) cents港仙
- Diluted	- 攤薄	13	-	(0.41) cents港仙

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

		Notes 附註	At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	4,903	2,943
Right-of-use assets	使用權資產	17	12,074	–
Goodwill	商譽	18	–	614
Intangible assets	無形資產	19	–	5,094
Financial assets at fair value through profit or loss	按公平值計入損益之 金融資產	21	18,306	38,905
Deferred tax assets	遞延稅項資產	30	3,569	1,870
Loans receivable	應收貸款	24	15,000	60,000
			53,852	109,426
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	22	68,939	71,740
Trade and other receivables, deposits and prepayments	應收貿易賬款及其他 應收款項、按金及 預付款項	23	51,259	61,901
Loans receivable	應收貸款	24	248,831	200,616
Financial assets at fair value through profit or loss	按公平值計入損益之 金融資產	21	120,275	189,117
Amount due from a related company	應收一間有關連公司款項	25	–	10,027
Tax recoverable	可收回稅項		9	25
Pledged bank deposits	已抵押銀行存款	26	8,190	–
Cash and cash equivalents	現金及現金等價物	26	47,072	54,940
			544,575	588,366
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables and accrued charges	應付貿易賬款及其他 應付款項及應計費用	27	117,663	92,068
Lease liabilities	租賃負債	17	12,034	–
Borrowings	借貸	28	18,685	13,412
Amounts due to related companies	應付有關連公司款項	25(b)	–	89,737
Tax payable	應繳稅項		5,158	3,637
Convertible loan notes	可換股貸款票據	39	110,038	–
			263,578	198,854
<b>Net current assets</b>	<b>流動資產淨值</b>		280,997	389,512
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		334,849	498,938

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

		Notes 附註	At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	17	6,256	-
Convertible loan notes	可換股貸款票據	39	-	100,891
Deferred tax liabilities	遞延稅項負債	30	1,920	4,607
			8,176	105,498
<b>Net assets</b>	<b>資產淨值</b>		<b>326,673</b>	<b>393,440</b>
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	31	786,546	852,131
Reserves	儲備		(459,873)	(396,685)
Equity attributable to owners of the Company	本公司擁有人應佔權益		326,673	455,446
Non-controlling interests	非控股權益	33	-	(62,006)
<b>Total equity</b>	<b>總權益</b>		<b>326,673</b>	<b>393,440</b>

On behalf of the directors

代表董事

Lei Hong Wai  
李雄偉  
Director  
董事

Tse Chi Keung  
謝自強  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動報表

For the period from 1 April 2019 to 31 December 2019 於二零一九年四月一日至二零一九年十二月三十一日期間

		Share capital	Share premium	Share option reserve	Convertible loan notes – equity reserve 可換股 貸款票據— 權益儲備	Exchange fluctuation reserve 匯兌波動 儲備	Land and buildings revaluation reserve 土地及樓宇 重估儲備	Other reserve 其他儲備	Accumulated losses 累計虧損	Attributable to owners of the Company 本公司 擁有人應佔	Non-controlling interests 非控股權益	Total 總計
		HK\$'000 千港元 (Note 31) (附註31)	HK\$'000 千港元	HK\$'000 千港元 (Note 32) (附註32)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 March 2018	於二零一八年三月三十一日	710,131	328,433	-	-	(50,538)	53,161	(261)	(713,339)	327,587	(53,437)	274,150
Exchange differences arising on translation of foreign operations	換算海外業務產生之 匯兌差額	-	-	-	-	1,564	-	-	-	1,564	104	1,668
Exchange differences reclassified to profit or loss upon disposal of subsidiaries	於出售附屬公司後 重新分類至損益之 匯兌差額	-	-	-	-	35,705	-	-	-	35,705	-	35,705
Exchange differences reclassified to profit or loss upon deregistration of a subsidiary	於註銷一間附屬公司時重新 分類至損益之匯兌差額	-	-	-	-	19	-	-	-	19	-	19
Loss for the year	年內虧損	-	-	-	-	-	-	-	(95,316)	(95,316)	(9,096)	(104,412)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	37,288	-	-	(95,316)	(58,028)	(8,992)	(67,020)
Issue of convertible loan notes	發行可換股貸款票據	-	-	-	19,835	-	-	-	-	19,835	-	19,835
Issue of new shares, net of transaction cost	發行新股份， 扣除交易成本	142,000	8,733	-	-	-	-	-	-	150,733	-	150,733
Recognition of equity-settled share-based payment	確認以權益結算以股份為 基礎的付款	-	-	15,742	-	-	-	-	-	15,742	-	15,742
Deregistration of a subsidiary	註銷一間附屬公司	-	-	-	-	-	-	-	(423)	(423)	423	-
Transfer of reserves upon disposal of subsidiaries	於出售附屬公司時轉撥儲備	-	-	-	-	-	(53,161)	261	52,900	-	-	-
At 31 March 2019	於二零一九年三月三十一日	852,131	337,166	15,742	19,835	(13,250)	-	-	(756,178)	455,446	(62,006)	393,440
Exchange differences arising on translation of foreign operations	換算海外業務產生之 匯兌差額	-	-	-	-	(10,599)	-	-	-	(10,599)	8,723	(1,876)
Exchange differences reclassified to profit or loss upon disposal of subsidiaries	於出售附屬公司後 重新分類至損益之 匯兌差額	-	-	-	-	35,091	-	-	-	35,091	-	35,091
Loss for the period	期內虧損	-	-	-	-	-	-	-	(124,345)	(124,345)	(2,529)	(126,874)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	24,492	-	-	(124,345)	(99,853)	6,194	(93,659)
Release on lapse of equity-settled share-based payment	以權益結算以股份為基礎 的付款失效時解除	-	-	(15,742)	-	-	-	-	15,742	-	-	-
Repurchase of shares	股份回購	(65,585)	-	-	-	-	-	-	36,665	(28,920)	-	(28,920)
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	55,812	55,812
At 31 December 2019	於二零一九年十二月 三十一日	786,546	337,166	-	19,835	11,242	-	-	(828,116)	326,673	-	326,673

Nature and purpose of reserves are disclosed in Note 35.

儲備之性質及目的於附註35披露。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the period from 1 April 2019 to 31 December 2019 於二零一九年四月一日至二零一九年十二月三十一日期間

			Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間	Year ended 31 March 2019 截至 二零一九年 三月三十一日 止年度
	Notes 附註		HK\$'000 千港元	HK\$'000 千港元
<b>Operating activities</b>	<b>經營業務</b>			
Loss before income tax	來自持續經營業務的			
from continuing operations	除所得稅前虧損		(126,327)	(71,712)
Loss before income tax	來自已終止經營業務之			
from discontinued operations	除所得稅前虧損		-	(34,667)
			(126,327)	(106,379)
Adjustments for:	就以下項目調整：			
Interest income	利息收入	8	(167)	(553)
Interest expenses	利息開支	10	19,055	11,559
Depreciation of property, plant and equipment	物業、廠房及設備折舊	16	1,287	4,153
Depreciation of right-of-use assets	使用權資產折舊	17	9,700	-
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	16	-	10,145
Impairment loss on right-of-use assets	使用權資產減值虧損	17	5,778	-
Impairment loss on goodwill	商譽減值虧損	18	614	2,500
Impairment loss on intangible assets	無形資產減值虧損	19	5,094	-
Impairment loss on inventories	存貨減值虧損	9	-	8,008
Impairment loss on trade and other receivables	貿易及其他應收款項 減值虧損	8	2,603	3,505
Impairment loss on loans receivable, net	應收貸款減值虧損淨額	8	5,593	5,109
Loss on de-registration of a subsidiary	註銷一間附屬公司虧損	8	-	19
Loss/(gain) on disposal of subsidiaries, net	出售一間附屬公司之虧損/ (收益)淨額	34	13,991	(11,620)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	8	247	126
Gain on disposal of financial assets at fair value through profit or loss recognised as revenue	出售已確認為收入之按 公平值計入損益金融 資產收益		-	(9,840)
Fair value loss on financial assets at fair value through profit or loss, net	按公平值計入損益之 金融資產之公平值虧損淨額	8	58,094	42,509
Gain on deemed disposal of bonds	視作出售債券之收益	8	-	(2,410)
Equity-settled share-based payment expenses	以權益結算以股份為基礎的 付款開支	9	-	15,742



# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the period from 1 April 2019 to 31 December 2019 於二零一九年四月一日至二零一九年十二月三十一日期間

		Notes 附註	Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Operating cash flows before working capital changes	營運資本變動前之 經營現金流量		(4,438)	(27,427)
Decrease/(increase) in inventories	存貨減少/(增加)		2,500	(2,801)
Decrease in trade and other receivables, deposits and prepayments	應收貿易賬款及其他應收 款項、按金及預付款項減少		7,014	6,233
Increase in loans receivable	應收貸款增加		(8,808)	(230,725)
Decrease/(increase) in amount due from a related company	應收一間有關連公司款項 減少/(增加)		10,027	(10,027)
Increase in trade and other payables and accrued charges	應付貿易賬款及其他應付款項 及應計費用增加		71,192	63,268
(Decrease)/increase in amounts due to related companies	應付有關連公司款項 (減少)/增加		(60,573)	1,447
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益之 金融資產		(710)	(196,304)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之 金融資產的所得款項		32,057	168,335
Cash generated from/(used in) operations	經營業務所得/(所用)之現金		48,261	(228,001)
Interest received	已收利息		167	553
<b>Net cash generated from/(used in) operating activities</b>	<b>經營活動所得/(所用)之 現金淨額</b>		<b>48,428</b>	<b>(227,448)</b>
<b>Investing activities</b>	<b>投資活動</b>			
Purchase of property, plant and equipment	購買物業、廠房及設備	16	(3,271)	(7,112)
(Increase)/decrease in pledged bank deposits	抵押銀行存款(增加)/ 減少		(8,190)	494
Net cash outflow arising on disposal of subsidiaries	出售附屬公司產生之 現金流出淨額	34	(1,368)	(2,860)
<b>Net cash used in investing activities</b>	<b>投資活動所用之現金淨額</b>		<b>(12,829)</b>	<b>(9,478)</b>

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the period from 1 April 2019 to 31 December 2019 於二零一九年四月一日至二零一九年十二月三十一日期間

			Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
		Notes 附註		
<b>Financing activities</b>	<b>融資活動</b>			
Proceeds from issue of ordinary shares, net of transaction costs in connection with issue of shares	發行普通股所得款項 (經扣除有關發行股份之 交易成本)	31	–	150,733
Proceeds from issue of convertible loan notes	發行可換股貸款票據 所得款項	39	–	120,000
Interest paid	已付利息	40	(9,908)	(3,799)
New borrowings	新借款	40	18,685	5,612
Repayment of borrowings	償還借款	40	(11,787)	(41,281)
Repurchase of shares	股份回購	31	(28,920)	–
Repayment of principal portion of lease liabilities	償還租賃負債的本金部分	40	(9,262)	–
<b>Net cash (used in)/generated from financing activities</b>	<b>融資活動(所用)/所得之 現金淨額</b>		<b>(41,192)</b>	<b>231,265</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>(5,593)</b>	<b>(5,661)</b>
<b>Effect of foreign exchange rate changes</b>	<b>外匯匯率變動之影響</b>		<b>(2,275)</b>	<b>2,744</b>
<b>Cash and cash equivalents at beginning of period/year</b>	<b>期初/年初之現金及 現金等價物</b>		<b>54,940</b>	<b>57,857</b>
<b>Cash and cash equivalents at end of period/year</b>	<b>期末/年末之現金及 現金等價物</b>		<b>47,072</b>	<b>54,940</b>
<b>Represented by:</b>	<b>指:</b>			
Cash and cash equivalents	現金及現金等價物	26	47,072	54,940

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 1. ORGANISATION AND OPERATIONS

China Healthwise Holdings Limited 中國智能健康控股有限公司 (the “Company”) is a limited liability company incorporated in the Cayman Islands. Its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, and the principal place of business of the Company is at Unit 1209, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong.

The Company is an investment holding company and principally engaged in investment in financial instruments. Its subsidiaries (together with the Company referred to as the “Group”) are principally engaged in sale of toys and Chinese health products, money lending business and investment in financial instruments.

The principal activities of its subsidiaries are set out in Note 20 to the financial statements.

### 2. CHANGE OF FINANCIAL YEAR END DATE

On 2 December 2019, the Company announced to change its financial year end date from 31 March to 31 December in order to have a coterminous year end date with that of its substantial shareholder, which is a Hong Kong listed company domiciled in Bermuda, for comparable presentation of financial performance and position. As a result of this, the final results covered a period of nine months from 1 April 2019 to 31 December 2019.

Accordingly, the comparative figures presented for the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes, which were prepared for the year ended 31 March 2019, are not comparable with those of the current period.

### 1. 組織及業務

中國智能健康控股有限公司(「本公司」)為一間於開曼群島註冊成立之有限公司。其股份於香港聯合交易所有限公司(「聯交所」)主板上市。註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, 及本公司主要營業地點為香港干諾道中一百六十八至二百號信德中心西座一二零九室。

本公司為一間投資控股公司及主要從事投資金融工具。其附屬公司(連同本公司統稱為「本集團」)主要從事玩具及中藥保健品之銷售、放債業務及投資金融工具。

其附屬公司之主要業務載於財務報表附註20。

### 2. 更改財政年度結算日

為使年度結算日與其主要股東之年度結算日(於百慕大註冊的香港上市公司)相接,於二零一九年十二月二日,本公司宣佈將其財政年度結算日由三月三十一日更改為十二月三十一日,以呈列可比較的財務表現及狀況。因此,末期業績涵蓋於二零一九年四月一日至二零一九年十二月三十一日止九個月之期間。

因此,於截至二零一九年三月三十一日止年度編製的綜合損益及其他全面收益表、綜合權益變動表、綜合現金流量表內呈列的可資比較數據及相關附註,均不能與本期間作比較。

## 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

## (a) Adoption of new or revised HKFRSs – first effective on 1 April 2019

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features and Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23	Annual Improvements to HKFRSs 2015-2017 Cycle

## HKFRS 16 – Leases

The impact of the adoption of HKFRS 16 Leases has been summarised below. The other new or amended HKFRSs that are effective from 1 April 2019 did not have any significant impact on the Group’s accounting policies.

## 3. 採納香港財務報告準則（「香港財務報告準則」）

## (a) 採納新訂或經修訂香港財務報告準則－於二零一九年四月一日首次生效

香港財務報告準則第16號	租賃
香港（國際財務報告詮釋委員會）－詮釋第23號	所得稅處理之不確定性
香港財務報告準則第9號之修訂本	具有負補償的提早還款特性
香港會計準則第19號之修訂本	計劃修訂、縮減或清償
香港會計準則第28號之修訂本	於聯營公司及合營企業的長期權益
香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂本	香港財務報告準則二零一五年至二零一七年週期年度改進

## 香港財務報告準則第16號－租賃

採納香港財務報告準則第16號租賃之影響已於下文概述。自二零一九年四月一日起生效之其他新訂或經修訂香港財務報告準則對本集團之會計政策並無任何重大影響。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) – *Continued*

- (a) Adoption of new or revised HKFRSs – first effective on 1 April 2019 – *Continued*

HKFRS 16 – Leases – *Continued*

- (i) *Impact of the adoption of HKFRS 16*

HKFRS 16 brings significant changes in accounting treatment for lease accounting, primarily for accounting for lessees. It replaces HKAS 17 Leases (“HKAS 17”), HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease (“HK(IFRIC)-Int 4”), HK(SIC)-Int 15 Operating Leases – Incentives and HK(SIC)-Int 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. From a lessee’s perspective, almost all leases are recognised in the statement of financial position as right-of-use assets and lease liabilities, with the narrow exception to this principle for leases for which the underlying assets are of low-value or which are determined as short-term leases. From a lessor’s perspective, the accounting treatment is substantially unchanged from HKAS 17. For details of HKFRS 16 regarding its new definition of a lease, its impact on the Group’s accounting policies and the transition method adopted by the Group as allowed under HKFRS 16, please refer to section (ii) to (iv) of this note.

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

- (a) 採納新訂或經修訂香港財務報告準則 – 於二零一九年四月一日首次生效 – 續

香港財務報告準則第16號 – 租賃 – 續

- (i) 採納香港財務報告準則第16號之影響

香港財務報告準則第16號對租賃會計的會計處理作出重大更改，主要是承租人的會計處理方面。其取代香港會計準則第17號租賃（「香港會計準則第17號」）、香港（國際財務報告詮釋委員會）– 詮釋第4號釐定安排是否包括租賃（「香港（國際財務報告詮釋委員會）– 詮釋第4號」）、香港（常設詮釋委員會）– 詮釋第15號經營租賃 – 優惠及香港（常設詮釋委員會）– 詮釋第27號評估涉及租賃法律形式交易之內容。從承租人角度來看，幾乎所有租賃於財務狀況表確認為使用權資產及租賃負債，惟相關資產價值較低或被釐定為短期租賃的租賃等少數該原則例外情況除外。從出租人角度來看，會計處理大致與香港會計準則第17號一致。有關香港財務報告準則第16號對租賃的新定義、其對本集團會計政策的影響以及香港財務報告準則第16號項下准許本集團採納的過渡方法的詳情，請參閱本附註第(ii)至(iv)條。

3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – *Continued*(a) Adoption of new or revised HKFRSs – first effective on 1 April 2019 – *Continued*HKFRS 16 – Leases – *Continued*(i) *Impact of the adoption of HKFRS 16 – Continued*

The Group has applied HKFRS 16 using the cumulative effect approach and recognised, if any all the cumulative effect of initially applying HKFRS 16 as an adjustment to the opening balance of accumulated losses at the date of initial application (i.e. 1 April 2019). The comparative information has not been restated and continues to be reported under HKAS 17 and related interpretations as allowed by the transition provision in HKFRS 16.

The following table summarised the impact of transition to HKFRS 16 on Group's consolidated statement of financial position as of 31 March 2019 to that of 1 April 2019 as follows (increase/ (decrease)):

		HK\$'000 千港元
<b>Statement of financial position as at 1 April 2019</b>	<b>於二零一九年四月一日的 財務狀況表</b>	
Right-of-use assets	使用權資產	15,290
Lease liabilities (current)	租賃負債 (流動)	9,102
Lease liabilities (non-current)	租賃負債 (非流動)	6,188

## 3. 採納香港財務報告準則(「香港財務報告準則」) – 續

## (a) 採納新訂或經修訂香港財務報告準則 – 於二零一九年四月一日首次生效 – 續

香港財務報告準則第16號 – 租賃 – 續

## (i) 採納香港財務報告準則第16號之影響 – 續

本集團已採用累計影響法應用香港財務報告準則第16號並將首次應用香港財務報告準則第16號的所有累計影響(如有)確認為對於首次應用日期(即二零一九年四月一日)累計虧損的期初結餘之調整。比較資料概無予以重列並繼續根據香港會計準則第17號及香港財務報告準則第16號過渡條文准許的相關詮釋呈報。

下表概述過渡至香港財務報告準則第16號對截至二零一九年三月三十一日至二零一九年四月一日的本集團綜合財務狀況表的影響如下(增加/(減少)):

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – *Continued*

#### (a) Adoption of new or revised HKFRSs – first effective on 1 April 2019 – *Continued*

HKFRS 16 – Leases – *Continued*

##### (i) *Impact of the adoption of HKFRS 16 – Continued*

The following reconciliation explains how the operating lease commitments disclosed applying HKAS 17 at the end of 31 March 2019 could be reconciled to the lease liabilities at the date of initial application recognised in the Group's consolidated statement of financial position as at 1 April 2019:

#### Reconciliation of operating lease commitments to lease liabilities

Operating lease commitments as of 31 March 2019  
Less: short-term leases for which lease terms end within 12 months of the date of initial application  
Less: future interest expenses

Total lease liabilities as of 1 April 2019

The weighted average incremental borrowing rate applied to lease liabilities recognised in the Group's consolidated statement of financial position as at 1 April 2019 is 6.54%.

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

#### (a) 採納新訂或經修訂香港財務報告準則 – 於二零一九年四月一日首次生效 – 續

香港財務報告準則第16號 – 租賃 – 續

##### (i) 採納香港財務報告準則第16號之影響 – 續

以下對賬闡述於二零一九年三月三十一日未應用香港會計準則第17號所披露的經營租賃承擔與於二零一九年四月一日的本集團綜合財務狀況表所確認的於首次應用日期的租賃負債之對賬情況：

	HK\$'000 千港元
經營租賃承擔對租賃負債之對賬	
截至二零一九年三月三十一日之經營租賃承擔	17,924
減：租期於首次應用日期起計12個月內屆滿之短期租賃	(1,873)
減：未來利息開支	(761)
	<hr/>
截至二零一九年四月一日之租賃負債總額	<u>15,290</u>

於二零一九年四月一日之本集團綜合財務狀況表確認的租賃負債所應用的加權平均增量借貸利率為百分之六點五四。

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) – *Continued*

#### (a) Adoption of new or revised HKFRSs – first effective on 1 April 2019 – *Continued*

##### HKFRS 16 – Leases – *Continued*

##### (ii) *The new definition of lease*

Under HKFRS 16, a lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. A contract conveys the right to control the use of an identified asset for a period of time when the customer, throughout the period of use, has both: (a) the right to obtain substantially all of the economic benefits from use of the identified asset and (b) the right to direct the use of the identified asset.

For a contract that contains a lease component and one or more additional lease or non-lease components, a lessee shall allocate the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, unless the lessee apply the practical expedient which allows the lessee to elect, by class of underlying asset, not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

The Group has not applied the practical expedient but accounts for non-lease components applying other applicable HKFRSs.

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

#### (a) 採納新訂或經修訂香港財務報告準則 – 於二零一九年四月一日首次生效 – 續

##### 香港財務報告準則第16號 – 租賃 – 續

##### (ii) *租賃的新定義*

根據香港財務報告準則第16號，租賃定義為以代價獲得資產（相關資產）於一段時間內的使用權的一項合約或合約的一部分。當客戶於整個使用期間同時：(a)有權獲取使用已識別資產帶來的絕大部分經濟利益及(b)有權指示已識別資產的用途時，合約附帶權利可於一段時間內控制已識別資產的用途。

就含有租賃成分以及一項或多項額外租賃或非租賃成分的合約而言，承租人須將合約代價分配至各租賃成分，基準是租賃成分的相對獨立價格及非租賃成分的總獨立價格，除非承租人應用實際權宜方法使承租人可按相關資產類別選擇不從租賃成分中區分非租賃成分，而是將各租賃成分及任何相關非租賃成分入賬列作單一租賃成分。

本集團並無應用實際權宜方法，但已應用其他適用香港財務報告準則將非租賃成分入賬。



# Notes to the Financial Statements

## 財務報表附註

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### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – *Continued*

#### (a) Adoption of new or revised HKFRSs – first effective on 1 April 2019 – *Continued*

##### HKFRS 16 – Leases – *Continued*

##### (iii) *Accounting as a lessee*

Under HKAS 17, a lessee has to classify a lease as an operating lease or a finance lease based on the extent to which risks and rewards incidental to ownership of a lease asset lie with the lessor or the lessee. If a lease is determined as an operating lease, the lessee would recognise the lease payments under the operating lease as an expense over the lease term. The asset under the lease would not be recognised in the statement of financial position of the lessee.

Under HKFRS 16, all leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities.

The right-of-use assets should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessees and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-of-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

#### (a) 採納新訂或經修訂香港財務報告準則 – 於二零一九年四月一日首次生效 – 續

##### 香港財務報告準則第16號 – 租賃 – 續

##### (iii) 作為承租人的會計處理

根據香港會計準則第17號，承租人須根據租賃資產擁有權隨附風險及回報與出租人或承租人的相關程度將租賃分類為經營租賃或融資租賃。倘租賃釐定為經營租賃，承租人將於租賃期內將經營租賃項下的租賃付款確認為開支。租賃項下的資產將不會於承租人的財務狀況表內確認。

根據香港財務報告準則第16號，所有租賃（不論為經營租賃或融資租賃）須於財務狀況表資本化為使用權資產及租賃負債。

使用權資產應按成本確認並將包括：(i)首次計量租賃負債的金額（見下文有關租賃負債入賬的會計政策）；(ii)於開始日期或之前作出的任何租賃付款減已收取的任何租賃獎勵；(iii)承租人產生的任何首次直接成本及(iv)承租人於將相關資產分解及移除至租賃條款及條件規定的狀態將產生的估計成本，除非該等成本乃為生產存貨而產生則除外。本集團應用成本法計量使用權資產。根據成本模式，本集團按成本減任何累計折舊及任何減值虧損計量使用權資產，並就租賃負債的任何重新計量作出調整。

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) – *Continued*

- (a) Adoption of new or revised HKFRSs – first effective on 1 April 2019 – *Continued*

HKFRS 16 – Leases – *Continued*

(iii) *Accounting as a lessee – Continued*

For right-of-use assets that meets the definition of an investment property, they are carried at fair value.

Lease liability

The lease liability should be recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group shall use the Group’s incremental borrowing rate.

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

- (a) 採納新訂或經修訂香港財務報告準則 – 於二零一九年四月一日首次生效 – 續

香港財務報告準則第16號 – 租賃 – 續

(iii) 作為承租人的會計處理 – 續

符合投資物業定義的使用權資產按公平價值列賬。

租賃負債

租賃負債應於租賃開始日期按尚未支付之租賃付款的現值確認。倘租賃隱含的利率較易釐定，則租賃付款須使用該利率進行折現。倘該利率不易釐定，則本集團須使用本集團之增量借貸利率折現。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) – *Continued*

- (a) Adoption of new or revised HKFRSs – first effective on 1 April 2019 – *Continued*

HKFRS 16 – Leases – *Continued*

(iii) *Accounting as a lessee – Continued*

Lease liability – *Continued*

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, a lessee shall measure the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

- (a) 採納新訂或經修訂香港財務報告準則 – 於二零一九年四月一日首次生效 – 續

香港財務報告準則第16號 – 租賃 – 續

(iii) 作為承租人的會計處理 – 續

租賃負債 – 續

下列並非於租賃開始日期支付的租賃期內就使用相關資產權利支付的款項被視為租賃付款：(i) 固定付款減任何應收租賃獎勵；(ii) 初步按開始日期之指數或利率計量的浮動租賃付款（取決於指數或利率）；(iii) 承租人根據剩餘價值擔保預期應支付的款項；(iv) 倘承租人合理確定行使購買選擇權，該選擇權的行使價及(v) 倘租賃期反映承租人行使選擇權終止租賃，終止租賃的罰款付款。

於開始日期後，承租人將透過下列方式計量租賃負債：(i) 增加賬面值以反映租賃負債的利息；(ii) 減少賬面值以反映作出的租賃付款；及(iii) 重新計量賬面值以反映任何重估或租賃修改，如指數或利率變動導致日後租賃付款變動、租賃期變動、實質固定租賃付款變動或購買相關資產的評估變動。

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) – *Continued*

#### (a) Adoption of new or revised HKFRSs – first effective on 1 April 2019 – *Continued*

##### HKFRS 16 – Leases – *Continued*

##### (iv) *Transition*

As mentioned above, the Group has applied HKFRS 16 using the cumulative effect approach and recognised, if any all the cumulative effect of initially applying HKFRS 16 as an adjustment to the opening balance of accumulated losses at the date of initial application. The comparative information has not been restated and continues to be reported under HKAS 17 and related interpretations as allowed by the transition provision in HKFRS 16.

The Group has recognised the lease liabilities at the date of 1 April 2019 for leases previously classified as operating leases applying HKAS 17 and measured those lease liabilities at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate at 1 April 2019.

The Group has elected to recognise all the right-of-use assets at 1 April 2019 for leases previously classified as operating leases under HKAS 17 as if HKFRS 16 have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position immediately before the date of initial application. For all these right-of-use assets, the Group has applied HKAS 36 Impairment of Assets at 1 April 2019 to assess if there was any impairment as on that date.

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

#### (a) 採納新訂或經修訂香港財務報告準則 – 於二零一九年四月一日首次生效 – 續

##### 香港財務報告準則第16號 – 租賃 – 續

##### (iv) *過渡*

誠如上文所述，本集團已採用累計影響法應用香港財務報告準則第16號並將首次應用香港財務報告準則第16號的所有累計影響（如有）確認為對於首次應用日期之累計虧損的期初結餘之調整。比較資料概無予以重列並繼續根據香港會計準則第17號及香港財務報告準則第16號過渡條文准許的相關詮釋呈報。

本集團已就先前應用香港會計準則第17號分類為經營租賃之租賃於二零一九年四月一日確認租賃負債，並以餘下租賃付款之現值計量該等租賃負債，並採用於二零一九年四月一日之承租人增量借貸利率折現。

本集團已選取就先前根據香港會計準則第17號分類為經營租賃之租賃於二零一九年四月一日確認所有使用權資產，如香港財務報告準則第16號已按相等於確認的餘下租賃負債的金額計量，經緊接初次應用日期前於財務狀況表確認的租賃相關任何預付或應計租賃付款金額調整。對於所有該等使用權資產，本集團已於二零一九年四月一日應用香港會計準則第36號資產減值以評估該日是否有任何減值。

# Notes to the Financial Statements

## 財務報表附註

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### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) – *Continued*

- (a) Adoption of new or revised HKFRSs – first effective on 1 April 2019 – *Continued*

HKFRS 16 – Leases – *Continued*

(iv) *Transition – Continued*

The Group has also applied the following practical expedients: (i) applied the exemption of not to recognise right-of-use assets and lease liabilities for leases with terms that will end within 12 months of the date of initial application and accounted for those leases as short-term leases; (ii) exclude the initial direct costs from the measurement of the right-of-use assets at 1 April 2019 and (iii) used hindsight in determining the lease terms if the contracts contain options to extend or terminate the leases.

In addition, the Group has also applied the practical expedients such that: (i) HKFRS 16 is applied to all of the Group’s lease contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 and (ii) not to apply HKFRS 16 to contracts that were not previously identified as containing a lease under HKAS 17 and HK(IFRIC)-Int 4.

HK(IFRIC)-Int 23 – Uncertainty over Income Tax Treatments

The interpretation supports the requirements of HKAS 12, Income Taxes, by providing guidance over how to reflect the effects of uncertainty in accounting for income taxes.

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

- (a) 採納新訂或經修訂香港財務報告準則 – 於二零一九年四月一日首次生效 – 續

香港財務報告準則第16號 – 租賃 – 續

(iv) 過渡 – 續

本集團亦已應用下列實際權宜方法：(i)應用毋須就期限將在於首次應用日期起計12個月內屆滿之租賃確認使用權資產和租賃負債的豁免，並將該等租賃入賬列作短期租賃；(ii)不包括於二零一九年四月一日計量使用權資產產生的首次直接成本及(iii)倘合約載有延長或終止租賃的選擇權，則於事後釐定租賃期。

此外，本集團亦已應用實際權宜方法以便：(i)將香港財務報告準則第16號應用於本集團先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）— 詮釋第4號及(ii)並無將香港財務報告準則第16號應用於先前根據香港會計準則第17號及香港（國際財務報告詮釋委員會）— 詮釋第4號並未識別為含有租賃的合約。

香港（國際財務報告詮釋委員會）— 詮釋第23號 – 所得稅處理之不確定性

該詮釋透過就如何反映所得稅會計處理涉及的不確定性的影響提供指引，為香港會計準則第12號所得稅之規定提供支持。

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) – *Continued*

#### (a) Adoption of new or revised HKFRSs – first effective on 1 April 2019 – *Continued*

##### HK(IFRIC)-Int 23 – Uncertainty over Income Tax Treatments – *Continued*

Under the interpretation, the entity shall determine whether to consider each uncertain tax treatment separately or together based on which approach better predicts the resolution of the uncertainty. The entity shall also assume the tax authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the entity determines it is probable that the tax authority will accept an uncertain tax treatment, then the entity should measure current and deferred tax in line with its tax filings. If the entity determines it is not probable, then the uncertainty in the determination of tax is reflected using either the “most likely amount” or the “expected value” approach, whichever better predicts the resolution of the uncertainty.

##### Amendments to HKAS 19 – Plan Amendments, Curtailment or Settlement

The amendments clarify that on amendment, curtailment or settlement of a defined benefit plan, a company should use updated actuarial assumptions to determine its current service cost and net interest for the period. Additionally, the effect of the asset ceiling is disregarded when calculating the gain or loss on any settlement of the plan and is dealt with separately in other comprehensive income.

##### Amendments to HKFRS 9 – Prepayment Features with Negative Compensation

The amendments clarify that prepayable financial assets with negative compensation can be measured at amortised cost or at fair value through other comprehensive income if specified conditions are met instead of at fair value through profit or loss.

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

#### (a) 採納新訂或經修訂香港財務報告準則 – 於二零一九年四月一日首次生效 – 續

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

根據該詮釋，實體須釐定分別或集中考慮各項不確定稅項處理，以更佳預測不確定性因素的解決方法。實體亦須假設稅務機關將會查驗其有權檢討的金額，並在作出上述查驗時全面知悉所有相關資料。倘實體釐定稅務機關可能會接受一項不確定稅項處理，則實體應按與其稅務申報相同的方式計量即期及遞延稅項。倘實體釐定稅務機關不可能會接受一項不確定稅項處理，則採用「最可能金額」或「預期值」兩個方法中能更佳預測不確定性因素解決方法的方法來反映釐定稅項涉及的不確定性因素。

##### 香港會計準則第19號之修訂本 – 計劃修訂、縮減或結算

該等修訂本澄清了對界定福利計劃的修訂、縮減或結算，公司須使用經更新的精算假設釐定其期內現時服務成本及利息淨額。此外，於計算任何計劃結算的盈虧時不考慮資產上限的影響並於其他全面收益中單獨處理。

##### 香港財務報告準則第9號之修訂本 – 具有負補償的提早還款特性

該等修訂本澄清，倘若符合指定條件，具備負補償的可預付金融資產可按攤銷成本或以按公平值計入其他全面收益計量，而不按公平值計入損益計量。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – *Continued*

#### (a) Adoption of new or revised HKFRSs – first effective on 1 April 2019 – *Continued*

Amendments to HKAS 28 – Long-term Interests in Associates and Joint Ventures

The amendment clarifies that HKFRS 9 applies to long-term interests ("LTI") in associates or joint ventures which form part of the net investment in the associates or joint ventures and stipulates that HKFRS 9 is applied to these LTI before the impairment losses guidance within HKAS 28.

Annual Improvements to HKFRSs 2015-2017 Cycle – Amendments to HKFRS 3, Business Combinations

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFRS 3 which clarifies that when a joint operator of a business obtains control over a joint operation, this is a business combination achieved in stages and the previously held equity interest should therefore be remeasured to its acquisition date fair value.

Annual Improvements to HKFRSs 2015-2017 Cycle – Amendments to HKFRS 11, Joint Arrangements

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFRS 11 which clarify that when a party that participates in, but does not have joint control of, a joint operation which is a business and subsequently obtains joint control of the joint operation, the previously held equity interest should not be remeasured to its acquisition date fair value.

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

#### (a) 採納新訂或經修訂香港財務報告準則 – 於二零一九年四月一日首次生效 – 續

香港會計準則第28號之修訂本 – 聯營公司及合營企業中的長期權益

該修訂本澄清，香港財務報告準則第9號適用於聯營公司或合營企業的長期權益（「長期權益」），而該等長期權益構成聯營公司或合營企業淨投資的一部分，並於香港會計準則第28號減值虧損指引前訂明香港財務報告準則第9號適用於該等長期權益。

香港財務報告準則二零一五年至二零一七年週期之年度改進 – 香港財務報告準則第3號之修訂本，業務合併

於年度改進過程中頒佈的該等修訂本對現時並不明確的多項準則作出微細及不急切之變動。該等變動包括對香港財務報告準則第3號的修訂本，其澄清當業務的共同經營者獲得對共同經營的控制權時為分階段實現的業務合併，因此先前持有的股權應重新計量至其收購日期的公平值。

香港財務報告準則二零一五年至二零一七年週期之年度改進 – 香港財務報告準則第11號之修訂本，合營安排

於年度改進過程中頒佈的該等修訂本對現時並不明確的多項準則作出微細及不急切之變動。該等變動包括香港財務報告準則第11號的修訂本，其澄清於參與（但並非擁有共同控制權）為一項業務的聯合經營的一方隨後取得聯合經營之共同控制權時，先前持有的股權不得重新計量至其收購日期的公平值。

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) – *Continued*

#### (a) Adoption of new or revised HKFRSs – first effective on 1 April 2019 – *Continued*

Annual Improvements to HKFRSs 2015-2017 Cycle – Amendments to HKAS 12, Income Taxes

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKAS 12 which clarify that all income tax consequences of dividends are recognised consistently with the transactions that generated the distributable profits, either in profit or loss, other comprehensive income or directly in equity.

Annual Improvements to HKFRSs 2015-2017 Cycle – Amendments to HKAS 23, Borrowing Costs

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKAS 23 which clarifies that a borrowing made specifically to obtain a qualifying asset which remains outstanding after the related qualifying asset is ready for its intended use or sale would become part of the funds an entity borrows generally and therefore included in the general pool.

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

#### (a) 採納新訂或經修訂香港財務報告準則 – 於二零一九年四月一日首次生效 – 續

香港財務報告準則二零一五年至二零一七年週期之年度改進 – 香港會計準則第12號之修訂本，所得稅

於年度改進過程中頒佈的該等修訂本對現時並不明確的多項準則作出微細及不急切之變動。該等變動包括香港會計準則第12號的修訂本，其澄清股息的所有所得稅後果均與產生可分配溢利的交易一致的方式確認，於損益、其他全面收益或直接於權益確認。

香港財務報告準則二零一五年至二零一七年週期之年度改進 – 香港會計準則第23號借貸成本之修訂本

於年度改進過程中頒佈的該等修訂本對現時並不明確的多項準則作出微細及不急切之變動。該等變動包括香港會計準則第23號的修訂本，其澄清在相關合資格資產可作擬定用途或出售後，專門為取得尚未償還合資格資產而進行的借貸將成為實體一般借入資金的一部分，因此包括在一般資金池中。



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) – Continued

#### (b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

Amendments to HKFRS 3	Definition of a Business <sup>1</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>1</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2020
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2021
- <sup>3</sup> The amendments were originally intended to be effective for periods beginning on or after 1 January 2018. The effective date has now been deferred/removed. Early application of the amendments continues to be permitted.

### 3. 採納香港財務報告準則（「香港財務報告準則」）－續

#### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

本集團並無提早採納下列可能與本集團財務報表有關之已頒佈但尚未生效之新訂／經修訂香港財務報告準則。本集團目前有意於彼等生效日期應用該等變動。

香港財務報告準則第3號之修訂本	業務之定義 <sup>1</sup>
香港會計準則第1號及香港會計準則第8號之修訂本	重大之定義 <sup>1</sup>
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂本	利率基準改革 <sup>1</sup>
香港財務報告準則第17號	保險合約 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業間之資產出售或出資 <sup>3</sup>

- <sup>1</sup> 於二零二零年一月一日或之後開始之年度期間生效
- <sup>2</sup> 於二零二一年一月一日或之後開始之年度期間生效
- <sup>3</sup> 該等修訂本原定於二零一八年一月一日或之後開始之期間生效。生效日期現已延遲／取消。仍然准許提早應用該等修訂本。

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) – *Continued*

#### (b) New/revised HKFRSs that have been issued but are not yet effective – *Continued*

##### Amendments to HKFRS 3 – Definition of a Business

The amendments clarify that a business must include, as a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs, together with providing extensive guidance on what is meant by a “substantive process”.

Additionally, the amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs, whilst narrowing the definition of “outputs” and a “business” to focus on returns from selling goods and services to customers, rather than on cost reductions.

An optional concentration test has also been added that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

##### Amendments to HKAS 1 and HKAS 8 – Definition of Material

The amendments clarify the definition and explanation of “material”, aligning the definition across all HKFRS Standards and the Conceptual Framework, and incorporating supporting requirements in HKAS 1 into the definition.

##### Amendments to HKFRS 9, HKAS 39 and HKFRS 7 – Interest Rate Benchmark Reform

The amendments modify some specific hedge accounting requirements to provide relief from potential effects of the uncertainties caused by interest rate benchmark reform. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties.

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

#### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則 – 續

##### 香港財務報告準則第3號之修訂本 – 業務之定義

該等修訂本澄清業務必須包括至少一項投入及一個實質性過程，而兩者對創造產出之能力有重大貢獻，並對「實質性過程」之定義提供廣泛指引。

此外，該等修訂本取消市場參與者是否有能力取代任何缺失之投入或過程及持續產出之評估，同時收窄「產出」及「業務」之定義範圍，重點關注向客戶銷售商品及服務所得之回報而非降低成本。

該等修訂本亦加入選擇性之集中度測試，允許簡化所收購之一組活動及資產是否並非業務之評估。

##### 香港會計準則第1號及香港會計準則第8號之修訂本 – 重大之定義

該等修訂本澄清「重大」之定義及解釋，與所有香港財務報告準則及概念框架之定義相同，且將香港會計準則第1號之支持性規定納入定義。

##### 香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂本 – 利率基準改革

該等修訂本修訂某些對沖會計處理規定，以減輕利率基準改革所帶來的不確定性之潛在影響。此外，該等修訂本規定公司須向投資者提供有關直接受該等不確定因素影響之對沖關係之額外資料。

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31 December 2019 二零一九年十二月三十一日

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – *Continued*

#### (b) New/revised HKFRSs that have been issued but are not yet effective – *Continued*

HKFRS 17 – Insurance Contracts

HKFRS 17 will replace HKFRS 4 as a single principle-based standard for the recognition, measurement, presentation and disclosure of insurance contracts in the financial statements of the issuers of those contracts.

Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors' interests in the joint venture or associate.

The Group is not yet in a position to state whether these new pronouncements will result in substantial changes to the Group's accounting policies and financial statements.

### 4. BASIS OF PREPARATION

#### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRS") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

#### (b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for financial assets at fair value through profit or loss ("FVTPL"), which are measured at fair values as explained in the accounting policies set out below.

#### (c) Functional and presentation currency

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

### 3. 採納香港財務報告準則（「香港財務報告準則」） – 續

#### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則 – 續

香港財務報告準則第17號 – 保險合約

香港財務報告準則第17號將取代香港財務報告準則第4號，並且該等合約是發行人在財務報表中確認、計量、呈列及披露保險合約的單一原則標準。

香港財務報告準則第10號及香港會計準則第28號之修訂本 – 投資者與其聯營公司或合營企業間之資產出售或出資

該等修訂本釐清實體向其聯營公司或合營企業出售資產或注資時將予確認的盈虧範圍。倘交易涉及一項業務，則確認全部收益或虧損，否則，倘交易涉及不構成業務的資產，則僅以無關聯投資者於合營企業或聯營公司權益為限確認盈虧。

本集團尚未能陳述此等新頒佈是否將引致本集團之會計政策及財務報表出現重大變動。

### 4. 編製基準

#### (a) 遵例聲明

綜合財務報表乃根據所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（以下統稱「香港財務報告準則」）以及香港公司條例之披露規定而編製。此外，綜合財務報表包括聯交所證券上市規則規定之適用披露規定。

#### (b) 計量基準

綜合財務報表乃根據歷史成本基準編製，惟按公平值計入損益（「按公平值計入損益」）之金融資產按公平值計量除外（如下文所載會計政策所闡述）。

#### (c) 功能和呈列貨幣

綜合財務報表以港元（「港元」）呈列，而港元亦為本公司的功能貨幣。

### 5. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the period are included in the consolidated statement of profit or loss and other comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests ("NCI") that represents a present ownership interest in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs incurred are expensed. All other NCI are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

### 5. 主要會計政策

#### (a) 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司之財務報表。公司間之交易及集團公司間結餘連同未變現溢利於編製綜合財務報表時全數對銷。未變現虧損亦予對銷，惟有關交易出現所轉讓資產減值的證據除外。在此情況下有關虧損在損益中確認。

期內購入或售出之附屬公司，其業績由收購日期起或直至出售日期止（如適用）計入綜合損益及其他全面收益表。如有需要，則對附屬公司之財務報表作出調整，使其採用的會計政策與本集團其他成員公司之會計政策一致。

收購附屬公司或業務採用收購法列賬。收購之成本乃按所轉讓資產、所產生負債及本集團（作為收購方）發行之股本權益於收購當日之公平值總額計量。所收購的可識別資產及所承擔負債則主要按收購當日的公平值計量。本集團先前所持被收購方之股本權益以收購當日的公平值重新計量，而所產生之收益或虧損則於損益中確認。本集團可按逐筆交易基準選擇以公平值或應佔被收購方之可識別淨資產之比例計量代表於附屬公司當前擁有權益的非控股權益（「非控股權益」）。所產生之收購相關成本列作開支。所有其他非控股權益乃以公平值計量，惟香港財務報告準則規定的其他計量基準則除外。所產生之收購相關成本列作開支，惟發行股本工具所產生的成本從權益扣除。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (a) Business combination and basis of consolidation – *Continued*

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such NCI's share of subsequent changes in equity. Total comprehensive income is attributed to such NCI even if this results in those NCI having a deficit balance.

### 5. 主要會計政策—續

#### (a) 業務合併及綜合基準—續

收購方將予轉讓之任何或然代價均按收購當日的公平值確認。其後對代價作出之調整僅於調整乃由於計量期間（最長為收購當日起計12個月）內所取得有關於收購當日之公平值之新資料而作出時，方通過商譽確認。分類為資產或負債之或然代價之所有其他往後調整均於損益中確認。

倘本集團失去附屬公司之控制權，出售溢利或虧損乃按下列兩者之差額計算：(i)所收取代價之公平值與任何保留權益之公平值之總額及(ii)該附屬公司之資產（包括商譽），及負債與任何非控股權益過往之賬面值。先前就該附屬公司於其他全面收益中確認之金額按出售相關資產或負債時所規定之相同方式列賬。

收購之後，非控股權益（即附屬公司當前擁有權益）之賬面值為初步確認時該等權益的金額加隨後權益變動之相關非控股權益所佔份額。全面收益總額乃歸屬於相關非控股權益，即使此舉會導致有關非控股權益產生虧絀結餘。

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee; (ii) exposure, or rights, to variable returns from the investee; and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

#### (c) Goodwill

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any NCI in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit ("CGU") is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (Note 5(p)), and whenever there is an indication that the unit may be impaired.

### 5. 主要會計政策—續

#### (b) 附屬公司

附屬公司指本公司能對其行使控制權之被投資方。倘本公司具有下列全部三項因素：(i)對被投資方擁有權力；(ii)面臨被投資方帶來的可變動回報的風險或權利；及(iii)具有使用其權力影響該等可變動回報之能力，則本公司控制被投資方。當有事實及情況顯示以上任何控制權之因素可能發生變化時，則須重新評估控制權。

#### (c) 商譽

倘可識別資產及負債之公平值超出已付代價之公平值、於被收購方任何非控股權益及收購方先前所持被收購方之股本權益於收購當日的公平值數額總和，則超出部分於收購日期經重估後於損益內確認。

商譽按成本減減值虧損計量。就減值測試而言，因收購而產生之商譽被分配至預期將從收購之協同效益受惠之各有關現金產生單位。現金產生單位（「現金產生單位」）為可產生現金流入之最小可識別資產組合，有關現金流入大致獨立於其他資產或資產組合之現金流入。已獲分配商譽之現金產生單位每年及每當有跡象顯示該單位可能出現減值時透過比較其賬面值與其可收回金額（附註5(p)）進行減值測試。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (c) Goodwill – *Continued*

For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

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

Owner-occupied leasehold land and buildings are stated at valuation less accumulated depreciation. Revaluations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period. Increases in value arising on revaluation are recognised in other comprehensive income and accumulated in equity under the heading of land and buildings revaluation reserve. Decreases in value arising on revaluation are first offset against increases on earlier valuations in respect of the same property and thereafter recognised in profit or loss. Any subsequent increases are recognised in profit or loss up to the amount previously charged and thereafter to the land and buildings revaluation reserve.

Upon disposal, the relevant portion of the revaluation reserve realised in respect of previous valuations is released from the land and buildings revaluation reserve to accumulated losses.

Other property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

### 5. 主要會計政策—續

#### (c) 商譽—續

就於某財政年度進行收購所產生之商譽而言，已獲分配商譽之現金產生單位會於該財政年度完結之前進行減值測試。倘現金產生單位之可收回金額低於該單位之賬面值，則首先分配減值虧損以減少分配予該單位的任何商譽之賬面值，其後以該單位內每項資產之賬面值為基準按比例分配至該單位內其他資產。然而，分配至各資產的虧損不會減少個別資產的賬面值至低於其公平值減出售成本（倘可計量）或其使用價值（倘可釐定）（以較高者為準）。商譽之任何減值虧損於損益確認，且不會於往後期間撥回。

#### (d) 物業、廠房及設備

業主自用租賃土地及樓宇按估值減累計折舊列賬。重估會充足地定期進行，以確保賬面值不會與於報告期末使用公平值釐定者存在重大差異。重估增值於其他全面收益確認並於權益的土地及樓宇重估儲備項下累計。重估減值首先對銷同一物業先前的估值增值，其後於損益中確認。其後任何增值以先前已扣除的金額為限計入損益之內，其後計入土地及樓宇重估儲備。

於出售時，就之前估值已變現的重估儲備相關部分獲解除，由土地及樓宇重估儲備轉撥至累計虧損。

其他物業、廠房及設備按成本減累計折舊及累計減值虧損列賬。

5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*(d) Property, plant and equipment – *Continued*

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Buildings	20 years
Leasehold improvements	Over the shorter of the lease terms and 5-20 years
Plant and machinery	5-10 years
Furniture, fixtures and equipment	2-5 years
Motor vehicles	5 years
Moulds	2-5 years

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

## 5. 主要會計政策—續

## (d) 物業、廠房及設備—續

物業、廠房及設備的成本包括其購買價及收購該等項目直接應佔的成本。

其後之成本計入資產之賬面值，或僅在與該項目有關之未來經濟利益可能將流入本集團及該項目之成本能可靠地計量時（如適用）確認為個別資產。替換部分之賬面值終止確認。所有其他維修及保養乃在其產生之財政期間於損益中確認為開支。

物業、廠房及設備按於其估計可使用年期使用直線法折舊，以將其成本或估值（扣除預計剩餘價值）撇銷。於各報告期末，可使用年期、剩餘價值及折舊法會予以審閱及調整（如適合）。可使用年期計算如下：

樓宇	二十年
租賃物業裝修	租期或五至二十年（以較短者為準）
廠房及機器	五至十年
傢俬、裝置及設備	二至五年
汽車	五年
模具	二至五年

倘資產之賬面值高於資產之估計可收回金額，該資產隨即撇減至其可收回金額。

出售物業、廠房及設備項目之損益乃出售所得款項淨額與其賬面值的差額，並於出售時於損益內確認。



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (e) Leases (accounting policies applied from 1 April 2019)

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

#### Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Buildings	1-5 years
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### 5. 主要會計政策—續

#### (e) 租賃(自二零一九年四月一日起應用的會計政策)

所有租賃(不論為經營租賃或融資租賃)須於財務狀況表資本化為使用權資產及租賃負債,惟為實體提供會計政策選擇,可選擇不將(i)屬短期租賃的租賃及/或(ii)相關資產為低價值的租賃進行資本化。本集團已選擇不就低價值資產以及於開始日期租賃期少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租賃期內按直線法支銷。

#### 使用權資產

使用權資產應按成本確認並將包括:(i)首次計量租賃負債的金額(見下文有關租賃負債入賬的會計政策);(ii)於開始日期或之前作出的任何租賃付款減已收取的任何租賃優惠;(iii)承租人產生的任何首次直接成本及(iv)承租人根據租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本,除非該等成本乃為生產存貨而產生則除外。本集團採用成本模式計量使用權資產。根據成本模式,本集團按成本減任何累計折舊及任何減值虧損計量使用權,並就租賃負債的任何重新計量作出調整。使用權資產按直線法於其租期及資產的估計可使用年期(以較短者為準)進行折舊如下:

樓宇	一至五年
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### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (e) Leases (accounting policies applied from 1 April 2019) – *Continued*

##### Right-of-use asset – *Continued*

The Group has leased a number of properties under tenancy agreements which the Group exercises its judgement and determines that they are separate classes of assets apart from the leasehold land and buildings which are held for own use. As a result, the right-of-use assets arising from the properties under tenancy agreements are carried at depreciated cost.

##### Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

### 5. 主要會計政策—續

#### (e) 租賃(自二零一九年四月一日起應用的會計政策) – 續

##### 使用權資產—續

本集團已根據租賃協議租賃若干物業，按本集團自行判斷，確認其為持作自用的租賃土地及樓宇以外另一類別的資產。因此，租賃協議項下物業產生的使用權資產按折舊成本列賬。

##### 租賃負債

租賃負債按並非於租賃開始日期支付之租賃付款的現值確認。租賃付款採用租賃中所隱含的利率貼現(倘該利率可輕易釐定)。倘該利率無法輕易釐定，本集團採用本集團的增量借款利率。

下列並非於租賃開始日期支付的租賃期內就使用相關資產權利支付的款項被視為租賃付款：(i)固定付款減任何應收租賃優惠；(ii)按開始日期之指數或利率初次計量的浮動租賃付款(取決於指數或利率)；(iii)承租人根據剩餘價值擔保預期將支付的款項；(iv)倘承租人合理確定行使購買選擇權，該選擇權的行使價；及(v)倘租賃期反映承租人行使選擇權終止租賃，終止租賃的罰款付款。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (e) Leases (accounting policies applied from 1 April 2019) – *Continued*

##### Lease liability – *Continued*

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the substance fixed lease payments or a change in assessment to purchase the underlying asset.

#### (f) Leases (accounting policies applied until 31 March 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to lessee. All other leases are classified as operating leases.

##### The Group as lessee

Assets held under finance leases are initially recognised as assets at their fair value or, if lower, the present value of the minimum lease payments. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to profit or loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

### 5. 主要會計政策 – 續

#### (e) 租賃 (自二零一九年四月一日起應用的會計政策) – 續

##### 租賃負債 – 續

於開始日期後，本集團透過下列方式計量租賃負債：(i)增加賬面值以反映租賃負債的利息；(ii)減少賬面值以反映作出的租賃付款；及(iii)重新計量賬面值以反映任何重估或租賃修改，如指數或利率變動導致日後租賃付款變動、租賃期變動、實質固定租賃付款變動或購買相關資產的評估變動。

#### (f) 租賃 (於二零一九年三月三十一日前應用的會計政策)

凡租賃條款規定將擁有權之絕大部分風險及回報轉讓予承租人，則該租賃被分類為融資租賃。所有其他租賃均列為經營租賃。

##### 本集團作為承租人

根據融資租賃持有的資產按公平值或(如屬較低者)最低租賃付款的現值初步確認為資產。相應租賃承擔列作負債。租賃付款分析為資本及利息。利息部分於租期內在損益扣除及計算並呈列為租賃負債的一個固定比例部分。資本部分會削減應付予出租人的結餘。

根據經營租賃應付的租金總額於租賃期內以直線法於損益內確認。所收取的租賃優惠會作為總租金開支的不可分割的一部分在租賃期內確認。

5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

## (g) Intangible assets (other than goodwill)

Intangible assets acquired separately are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line method over their estimated useful lives. Amortisation commences when the intangible assets are available for use. The amortisation expense is recognised in profit or loss and included in administrative expenses. Intangible assets with indefinite useful lives are carried at cost less any subsequent impairment accumulated losses.

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

## (i) Internally generated intangible assets (research and development costs)

An intangible asset arising from development expenditure on an individual project is recognised provided they meet the following recognition requirements:

- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;

## 5. 主要會計政策—續

## (g) 無形資產（商譽除外）

獨立收購之無形資產初步按成本確認。於首次確認後，具有有限可使用年期的無形資產按成本減累計攤銷及任何減值虧損列賬。具有有限可使用年期的無形資產攤銷乃按其估計可使用年期以直線基準計提撥備。無形資產自可供使用時開始攤銷。攤銷開支乃於損益內確認及納入行政費用。具有無限可使用年期的無形資產乃按成本減其後任何累計減值虧損列賬。

無形資產於出售時或預期不能再透過使用或出售取得未來經濟利益時終止確認。終止確認無形資產所產生之收益或虧損按出售所得款項淨額與資產賬面值之差額計量，並於終止確認該項資產時於損益中確認。

## (i) 內部產生之無形資產（研發成本）

個別項目開發開支產生的無形資產於其符合以下確認規定時確認：

- 為銷售而開發該產品於技術上可行；
- 有充足資源完成開發；

# Notes to the Financial Statements

## 財務報表附註

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### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (g) Intangible assets (other than goodwill) – *Continued*

- (i) Internally generated intangible assets (research and development costs) – *Continued*
- there is an intention to complete and sell the product;
  - the Group is able to sell the product; and
  - sale of the product will generate future economic benefits; and expenditure on the project can be measured reliably.

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed. The amortisation expense is recognised in profit or loss and included in cost of sales.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss as incurred.

#### (ii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decrease to the extent of its revaluation surplus.

### 5. 主要會計政策 – 續

#### (g) 無形資產（商譽除外） – 續

- (i) 內部產生之無形資產（研發成本） – 續
- 有意完成及銷售該產品；
  - 本集團有能力銷售該產品；及
  - 銷售該產品將產生未來經濟效益；及能可靠計量該項目之開支。

資本化之開發成本於本集團預期能以銷售所開發之產品取得利益期間內攤銷。攤銷開支於損益內確認並計入銷售成本內。

不符合以上條件之開發開支及內部項目在研發階段的開支於產生時於損益內確認。

#### (ii) 減值

倘有跡象顯示資產可能出現減值，則對具有有限年期之無形資產進行減值測試。對具有無限可使用年期之無形資產及尚不可使用之無形資產進行年度減值測試，無論是否有任何跡象顯示其可能出現減值。減值測試透過將無形資產之賬面值與其可收回金額作比較進行。

倘資產之可收回金額估計低於其賬面值，則資產賬面值會降至其可收回金額。

減值虧損即時確認為開支，除非相關資產按重估金額列賬，在此情況下，減值虧損會視作重估調減處理，以其重估增值為限。

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (h) Financial instruments

##### (i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

##### *Debt instruments*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

### 5. 主要會計政策—續

#### (h) 金融工具

##### (i) 金融資產

並非按公平值計入損益之金融資產（並無重大融資成分的應收貿易賬款除外）初步按公平值加上與其收購或發行直接相關的交易成本計量。並無重大融資成分之應收貿易賬款初步按交易價計量。

所有以常規方式買賣之金融資產於交易日（即本集團承諾購買或出售資產當日）確認。常規買賣指規定於一般由市場規則或慣例確立的期間內交付資產之金融資產買賣。

在確定嵌入式衍生工具金融資產之現金流量是否僅為支付本金及利息時，會整體考慮有關金融資產。

##### *債務工具*

債務工具之後續計量取決於本集團管理該項資產的業務模式及該項資產的現金流量特徵。本集團將債務工具分為以下三個計量類別：

**按攤銷成本：**對於持有以收取合約現金流量的資產，倘合約現金流量僅代表本金額與利息付款，則該資產按攤銷成本計量。按攤銷成本列賬之金融資產隨後使用實際利率法計量。利息收入、外匯收益及虧損以及減值乃於損益中確認。終止確認的任何收益於損益中確認。

# Notes to the Financial Statements

## 財務報表附註

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### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (h) Financial instruments – *Continued*

##### (i) Financial assets – *Continued*

###### *Debt instruments – Continued*

Fair value through other comprehensive income (“FVOCI”): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at FVOCI. Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

FVTPL: Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

### 5. 主要會計政策—續

#### (h) 金融工具—續

##### (i) 金融資產—續

###### *債務工具—續*

按公平值計入其他全面收益（「按公平值計入其他全面收益」）：持有以收取合約現金流量及出售金融資產的資產，倘該等資產現金流量僅代表本金與利息付款，則該資產按公平值計入其他全面收益計量。按公平值計入其他全面收益之債務投資隨後按公平值計量。利息收益乃使用實際利率法計算，外匯收益及虧損以及減值乃於損益中確認。其他收益及虧損淨額乃於其他全面收益中確認。終止確認時，其他全面收益中累計的收益和虧損將重新分類至損益。

按公平值計入損益：按公平值計入損益的金融資產包括持作買賣的金融資產、初始確認時指定為按公平值計入損益的金融資產，或強制要求按公平值計量的金融資產。倘收購金融資產的目的為作短期出售或購回用途，則該等金融資產分類為持作買賣的金融資產。除非衍生工具（包括已作獨立確認的隱含衍生工具）被指定為實際對沖工具，否則亦會分類為持作買賣金融資產。現金流量不僅是本金及利息付款的金融資產，分類及計量為按公平值計入損益（不論其業務模式如何）。儘管債務工具的標準為按攤銷成本或按公平值計入其他全面收益，如上所述，債務工具可在初始確認時指定為按公平值計入損益（倘此舉可消除或大幅減少會計錯配）。

5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*(h) Financial instruments – *Continued*(i) Financial assets – *Continued**Equity instruments*

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as at FVTPL, whereby changes in fair value and dividends are recognised in profit or loss.

## (ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss ("ECL") on trade receivables, financial assets measured at amortised cost and debt investments measured at FVOCI. The ECLs are measured on either of the following bases: (1) 12-month ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

## 5. 主要會計政策—續

## (h) 金融工具—續

## (i) 金融資產—續

*權益工具*

初步確認並非持作買賣的權益投資時，本集團可不可撤銷地選擇於其他綜合收益中呈列該投資的公平值後續變動。該選擇是按投資逐項作出。按公平值計入其他全面收益的權益投資按公平值計量。股息收入於損益中確認，除非股息收入明確表示部分投資成本的回收。其他收益及虧損淨額於其他全面收益確認，並不會重新分類至損益。所有其他權益工具分類為按公平值計入損益，其中公平值及股息變動於損益中確認。

## (ii) 金融資產減值虧損

本集團就應收貿易賬款、按攤銷成本計量的金融資產及按公平值計入其他全面收益計量的債務投資確認預期信貸虧損（「預期信貸虧損」）的虧損撥備。預期信貸虧損將採用以下基準計量：(1) 12個月預期信貸虧損：指報告日期後12個月內可能發生的違約事件而導致的預期信貸虧損；及(2) 可使用年期內的預期信貸虧損：金融工具於預計存續期內所有可能發生的違約事件而導致的預期信貸虧損。估計預期信貸虧損時所考慮的最長期間為本集團面對信貸風險的最長合約期間。

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損乃按本集團根據合約應付的所有合約現金流量與本集團預期收取的所有現金流量之間的差額計量。該差額其後按資產原有實際利率相近的差額貼現。



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## 財務報表附註

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### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (h) Financial instruments – *Continued*

##### (ii) Impairment loss on financial assets – *Continued*

The Group has elected to measure loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Other financial assets measured at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

### 5. 主要會計政策—續

#### (h) 金融工具—續

##### (ii) 金融資產減值虧損—續

本集團已選擇使用香港財務報告準則第9號簡化法計量應收貿易賬款的虧損撥備，並根據可使用年期內的預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算之撥備矩陣，並按債務人特定之前瞻性因素及經濟環境作出調整。

按攤銷成本列賬的其他金融資產須根據一般方法予以減值，及就計量預期信貸虧損被分類為以下三個階段（惟下文所詳述採用簡化方法的應收貿易賬款則除外）。

第一階段 – 該金融工具的信貸風險自初始確認後並未顯著增加，則其虧損撥備乃按相等於12個月預期信貸虧損的金額計量

第二階段 – 該金融工具的信貸風險自初始確認後顯著增加（惟並非信貸減值之金融資產），則其虧損撥備乃按相等於可使用年期內的預期信貸虧損的金額計量

第三階段 – 於報告日期為信貸減值之金融資產（但並非購入或原生信貸減值），則其虧損撥備乃按相等於可使用年期內的預期信貸虧損的金額計量

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (h) Financial instruments – *Continued*

##### (ii) Impairment loss on financial assets – *Continued*

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

### 5. 主要會計政策—續

#### (h) 金融工具—續

##### (ii) 金融資產減值虧損—續

於釐定金融資產自初次確認後信貸風險是否有大幅增加時及於估計預期信貸虧損時，本集團會考慮相關及在無需付出過多成本或努力情況下可獲得的合理及可靠資料。此包括根據本集團過往經驗及已知信貸評估並包括前瞻性資料而得出的定量及定性資料及分析。

本集團假設，倘逾期超過30日，金融資產的信貸風險會大幅增加。

本集團認為金融資產於下列情況下為信貸減值：(1) 借款人不可能在本集團無追索權（例如：實現擔保）（如持有）下向本集團悉數支付其信貸義務；或(2) 該金融資產逾期超過90日。

信貸減值金融資產之利息收入乃根據金融資產之攤銷成本（即總賬面值減虧損撥備）計算。非信貸減值金融資產之利息收入乃根據總賬面值計算。

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### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (h) Financial instruments – *Continued*

##### (iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVTPL are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

##### *Financial liabilities at FVTPL*

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at FVTPL, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

### 5. 主要會計政策—續

#### (h) 金融工具—續

##### (iii) 金融負債

本集團根據負債產生的原因分類其金融負債。按公平值計入損益的金融負債初步按公平值計量及按攤銷成本計量的金融負債初步按公平值計量，扣除產生的直接應佔成本。

##### *按公平值計入損益之金融負債*

按公平值計入損益之金融負債包括持作買賣的金融負債及於初步確認時指定為按公平值計入損益的金融負債。

倘購買該金融負債的目的為於近期出售，則該金融負債應分類為持作買賣用途。衍生工具（包括獨立嵌入式衍生工具）亦分類為持作交易用途，除非其被指定為有效的對沖工具則另作別論。持作交易用途的負債收益或虧損於損益確認。

倘一項合約包括一項或多項嵌入式衍生工具，則整份混合合約可指定為按公平值計入損益的金融負債，除非該嵌入式衍生工具不會對現金流量產生重大改變，或明確禁止將嵌入式衍生工具分開列賬則另作別論。

5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*(h) Financial instruments – *Continued*(iii) Financial liabilities – *Continued*

Financial liabilities may be designated upon initial recognition as at FVTPL if the following criteria are met:

- (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis;
- (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or
- (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise, except for the gains and losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

*Financial liabilities at amortised cost*

Financial liabilities at amortised cost including trade and other payables, borrowings, certain preference shares and the debt element of convertible loan note issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

## 5. 主要會計政策—續

## (h) 金融工具—續

## (iii) 金融負債—續

倘符合下列條件，金融負債或會於初始確認時被指定為按公平值計入損益的負債：

- (i) 該項指定撇銷或大幅減低因按不同基準計量負債或確認有關負債的收益或虧損而另行引起的不一致處理方法；
- (ii) 負債乃一組金融負債的一部分，而該等金融負債乃根據明文訂立的風險管理策略及按公平值管理及評定表現；或
- (iii) 該金融負債包括須獨立記錄之嵌入式衍生工具。

初步確認後，按公平值計入損益的金融資產按公平值計量，而公平值的變動則於出現變動期間於損益中確認，惟本集團本身信貸風險產生的於其他全面收益呈列且其後並無重新分類至損益表的收益及虧損除外。於損益表確認的公平值收益或虧損淨額並不包括任何向該等金融負債所扣除的任何利息。

*按攤銷成本計量的金融負債*

按攤銷成本計量的金融負債（包括貿易應付賬款及其他應付款項、借貸、本集團發行之若干優先股及可換股貸款票據之債務部分）隨後使用實際利率法按攤銷成本計量。有關利息開支於損益內確認。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (h) Financial instruments – *Continued*

##### (iii) Financial liabilities – *Continued*

###### *Financial liabilities at amortised cost – Continued*

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

##### (iv) Convertible loan notes

Convertible loan notes issued by the Group that contain the host liability component, conversion option component and other embedded derivatives components (such as early redemption option) which are not closely related to the host liability component are classified separately into their respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument. Derivatives embedded in host contracts are accounted for as separate derivatives if their economic characteristics and risks are not closely related to those of the host contracts and the host contract are not held for trading or designated as at FVTPL.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible loan notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the loan notes into equity is included in equity (convertible loan notes equity reserve).

### 5. 主要會計政策—續

#### (h) 金融工具—續

##### (iii) 金融負債—續

###### *按攤銷成本計量的金融負債—續*

收益或虧損於終止確認負債時及透過攤銷過程於損益中確認。

##### (iv) 可換股貸款票據

本集團發行之包含主負債部分、轉換權部分及與主負債部分並不緊密相關的其他嵌入衍生工具部分(例如提早贖回權)之可換股貸款票據於初步確認時分開分類為彼等相關項目。將透過以定額現金或其他金融資產換取固定數量之本公司本身權益工具結債之轉換權分類為權益工具。嵌入主合約的衍生工具若其經濟特徵及風險並不與主合約的密切相關且主合約並不持作買賣或指定為按公平值計入損益，則按單獨的衍生工具入賬。

於初步確認時，負債部分別的公平值按類似的不可轉換債務的現行市場利率釐定。發行可換股貸款票據所得款項與分配給負債部份(代表持有人用於將可換股貸款票據兌換為權益的換股權)的公平值之間的差額，為計入權益(可換股貸款票據權益儲備)的權益部分。

5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*(h) Financial instruments – *Continued*(iv) Convertible loan notes – *Continued*

In subsequent periods, the liability component of the convertible loan notes is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible loan notes equity reserve until the embedded option is exercised (in which case the balance stated in convertible loan notes equity reserve will be transferred to share capital and share premium. Where the option remains unexercised at the expiry dates, the balance stated in convertible loan notes equity reserve will be released to the accumulated losses. No gain or loss is recognised upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

## (v) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

## 5. 主要會計政策—續

## (h) 金融工具—續

## (iv) 可換股貸款票據—續

於後續期間，可換股貸款票據的負債部分將使用實際利率法按攤銷成本列賬。權益部分（即將負債部分兌換為本公司普通股的購股權）將保留於可換股貸款票據權益儲備，直至嵌入式期權獲行使為止（在此情況下，可換股貸款票據權益儲備的結餘將轉撥至股本及股份溢價）。倘購股權於到期日尚未獲行使，可換股貸款票據權益儲備的結餘將撥至累計虧損。購股權兌換或到期時將不會確認任何收益或虧損。

有關發行可換股貸款票據的交易成本將按所得款項的分配比例分配到負債及權益部份。有關權益部份的交易成本直接自權益中扣除。與負債部份有關的交易成本計入負債部份的賬面值，並採用實際利率法於可換股貸款票據期間攤銷。

## (v) 實際利率法

實際利率法乃就有關期間計算金融資產或金融負債的攤銷成本及分配利息收入或利息開支的方法。實際利率是將估計未來現金收入或付款透過金融資產或負債的預期年期或（倘適用）更短期間準確折現的利率。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (h) Financial instruments – *Continued*

##### (vi) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

##### (vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the period.

### 5. 主要會計政策—續

#### (h) 金融工具—續

##### (vi) 股本工具

本公司所發行的股本工具乃按所收所得款項扣除直接發行成本後記錄。

##### (vii) 終止確認

本集團在與金融資產有關的未來現金流量合約權利屆滿，或金融資產已轉讓，且該轉讓根據香港財務報告準則第9號符合終止確認標準時，終止確認金融資產。

金融負債於有關合約所訂明責任解除、註銷或屆滿時終止確認。

倘本集團因重新磋商負債條款而向債權人發行本身的股本工具以償付全部或部分金融負債，所發行的股本工具即所付代價，乃初步按有關金融負債（或當中部分）註銷當日的公平值確認及計量。倘已發行股本工具的公平值無法可靠計量，則股本工具按已註銷金融負債的公平值計量。已註銷金融負債（或當中部分）的賬面值與所付代價間的差額乃於期內在損益內確認。

5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

## (i) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first out method. Net realisable value represents 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.

## (ii) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- 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 control of the goods or services transfers over time, revenue is recognised over the period of the contract 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 goods or service.

## 5. 主要會計政策—續

## (i) 存貨

存貨初步按成本確認，其後按成本及可變現淨值兩者中的較低者確認。成本包括所有採購成本、兌換成本及將存貨送至其現有地點及達致現有狀況所需的其他成本。成本按先進先出法計算。可變現淨值指日常業務過程中的估計售價減估計完成成本及進行銷售必要的估計成本。

## (ii) 收入確認

客戶合約收入於貨品或服務控制權轉讓至客戶時確認，有關金額反映本集團預期就交換該等貨品或服務而可獲得之代價，惟不包括代第三方收取的金額。收入不計及增值稅或其他銷售稅，且已扣除任何貿易折扣。

貨品或服務之控制權乃於一段時間內或某一時間點轉移，取決於合約的條款與適用於合約的法律規定。倘本集團符合下列條件，貨品或服務之控制權於一段時間內轉移：

- 提供全部利益，而客戶亦同步收到並消耗有關利益；
- 本集團履約時創建或優化由客戶控制的資產；或
- 並無產生本集團有替代用途的資產，且本集團有可執行權利就至今已完成的履約部分收取款項。

倘貨品或服務之控制權於一段時間內轉移，則收入於整個合約期間經參考完成履約責任的進度確認。否則，收入於客戶獲得貨品或服務控制權的時間點確認。



# Notes to the Financial Statements

## 財務報表附註

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### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (i) Revenue recognition – *Continued*

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. The Group recognises such costs (e.g. sales commissions) as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

#### a. Sales of goods

Revenue from the sales of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

#### b. Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

#### c. Revenue from investment in financial instruments includes realised fair value gains or losses on trading investment on a trade date basis.

### 5. 主要會計政策—續

#### (i) 收入確認—續

倘合約中包含為客戶提供超過一年轉移貨品或服務的重大融資利益之融資成分，則收入按應收金額之現值計量，並使用訂立合約時本集團與客戶的單獨融資交易中反映之貼現率貼現。倘合約中包含為本集團提供重大融資利益之融資成分，則根據該合約確認的收入包括按實際利率法計算的合約負債所產生的利息開支。對於付款與承諾的貨品或服務轉移之間的期限為一年或以下的合約，交易價不會因重大融資成分之影響而調整，而是採用香港財務報告準則第15號可行的權宜之計。

獲取合約之增量成本為本集團為獲取與客戶的合約所產生，而倘未能獲取該合約則不會產生之成本。倘其預期將收回該等成本，本集團將該等成本（例如銷售佣金）確認作一項資產。按此確認之資產其後以與向客戶轉讓有關資產相關之貨品或服務一致的系統化基準於損益中攤銷。倘以其他方式處理獲取合約的所有增量成本會使其於一年內悉數於損益中攤銷，則本集團採用權宜之計，將所有增量成本列作開支。

#### a. 銷售貨品

銷售貨品的收入於資產控制權轉移至客戶的時間點確認，通常為交付貨品時。

#### b. 利息收入乃按尚未償還的本金根據適用利率按時間基準計算。

#### c. 來自於金融工具之投資的收入包括按交易日基準計算的交易投資已變現公平值收益或虧損。

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (k) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, 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.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

### 5. 主要會計政策—續

#### (k) 所得稅

年內所得稅包括即期稅項及遞延稅項。

即期稅項乃根據日常業務之溢利或虧損，就對所得稅而言毋須課稅或不可扣減之項目作出調整，並按報告期末已頒佈或實質上已頒佈之稅率計算。

遞延稅項乃因就財務報告而言資產與負債之賬面值與就稅務而言所用之相關數值之臨時差額而確認。除不影響會計或應課稅溢利之商譽及已確認資產及負債外，就所有應課稅臨時差額確認遞延稅項負債。倘應課稅溢利有機會可供扣減臨時差額，則確認遞延稅項資產。遞延稅項乃按適用於資產或負債之賬面值變現或結算之預期方式及於報告期末已頒佈或實質上已頒佈之稅率計量。

遞延稅項負債乃就於附屬公司、聯營公司及共同控制實體之投資所產生的應課稅臨時差額進行確認，惟本集團能控制臨時差額撥回及於可預見未來可能不會撥回臨時差額者除外。

所得稅乃於損益確認，除非該等稅項與於其他全面收益確認的項目有關，在此情況下該等稅項亦於其他全面收益內確認；或倘其與直接於權益確認的項目有關，則該等稅項亦直接於權益確認。

# Notes to the Financial Statements

## 財務報表附註

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### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (i) Foreign currency

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

### 5. 主要會計政策—續

#### (i) 外幣

集團實體以其營業所在主要經濟環境之流通貨幣以外之貨幣（「功能貨幣」）進行之交易乃按交易當日之匯率入賬。以外幣為單位之貨幣資產及負債按報告期末之匯率換算。以外幣計量按公平值列賬之非貨幣項目乃按釐定公平值當日之匯率重新換算。以外幣按歷史成本計量之非貨幣項目不會重新換算。

因結算貨幣項目及換算貨幣項目而產生之匯兌差額於產生期間在損益中確認。因重新換算以公平值列賬之非貨幣項目而產生之匯兌差額計入當期損益內，惟有關盈虧於其他全面收益內確認之非貨幣項目重新換算而產生之差額除外。於該情況下，匯兌差額亦於其他全面收益內確認。

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (l) Foreign currency – *Continued*

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to minority interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the foreign exchange reserve.

### 5. 主要會計政策—續

#### (l) 外幣—續

綜合賬目時，海外業務之收支項目以年內平均匯率換算為本集團之呈列貨幣（即港元），除非期內匯率大幅波動，於該情況下，則按進行該等交易時之相若匯率換算。所有海外業務之資產及負債均以報告期末之適用匯率換算。所產生之匯兌差額（如有）於其他全面收益確認，並於權益內累計入賬為匯兌儲備（少數股東權益應佔匯兌儲備（如適用））。於換算構成本集團於所涉海外業務之部分投資淨額之長期貨幣項目時，在集團實體獨立財務報表之損益內確認之匯兌差額則重新分類至其他全面收益，並於權益內累計入賬為匯兌儲備。

於出售海外業務時，就該業務截至出售日期而於外匯儲備內確認之累計匯兌差額，乃重新分類至損益中作為出售損益之部分。

於二零零五年一月一日或之後收購海外業務產生之已收購可識別資產商譽及公平值調整，被視為該海外業務之資產及負債，並按報告期末適用之匯率換算。由此產生之匯兌差額於匯兌儲備確認。

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## 財務報表附註

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### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (m) Employee benefits

##### (i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the period when the employees render the related service.

##### (ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

##### (iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

#### (n) Pension obligations

The Group participates in several defined contribution retirement benefit schemes. A defined contribution plan is a retirement benefit scheme under which the Group pays contributions, on a mandatory, contractual or voluntary basis, into a separate entity. The schemes are generally funded through payments to insurance companies or state/trustee-administered funds. The Group has no further payment obligations once the contributions have been paid. It has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current period and prior year.

The contributions are recognised as employment costs when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

### 5. 主要會計政策—續

#### (m) 僱員福利

##### (i) 短期僱員福利

短期僱員福利是指預計在僱員提供了相關服務的年度報告期末後十二個月以前將全數結付的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務的期間內確認。

##### (ii) 定額供款退休金計劃

定額供款退休金計劃之供款於僱員提供服務時在損益中確認為開支。

##### (iii) 離職福利

離職福利僅會於本集團不再能取消提供該等福利時及本集團確認涉及支付離職福利的重組成本時(以較早者為準)時確認。

#### (n) 退休金承擔

本集團參與若干定額供款退休福利計劃。定額供款計劃為一項退休福利計劃，據此，本集團按強制、合約或自願基準向獨立實體作出供款。該等計劃一般透過向保險公司或國家/受託人管理基金付款而撥付。本集團一旦支付供款，則概無其他付款責任。倘基金並無足夠資產向所有僱員支付涉及僱員於本期間及過往年度提供服務之福利，本集團亦無法律或推定責任進一步支付供款。

供款於應付時確認為員工成本，並扣除供款悉數歸屬前離開該計劃的該等僱員被沒收的供款。

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (o) Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the services received is measured by reference to the fair value of the options at the date of grant. Such fair value is recognised in profit or loss over the vesting period with a corresponding increase in the share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all non-market vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

The Group also operates a phantom share option scheme which is determined to be a cash-settled share-based payment transaction with employees. An option pricing model is used to measure the Group's liability at grant date and subsequently at the end of each reporting period, taking into account the terms and conditions on which the bonus is awarded and the extent to which employees have rendered service. Movements in the liability (other than cash payments) are recognised in profit or loss.

### 5. 主要會計政策—續

#### (o) 以股份為基礎付款

凡向僱員及提供類似服務之其他人士授出購股權，所接獲服務之公平值乃參考購股權於授出當日之公平值計量。該等公平值於歸屬期間在損益內確認，並於權益內之購股權儲備中作相應增加。非市場歸屬條件會一併考慮，方法為調整於各報告期末預期歸屬之股本工具數目，使於歸屬期間確認之累積數額，最終根據最後歸屬之購股權數目確認。市場歸屬條件為授出購股權之公平值計算因素之一。只要所有非市場歸屬條件符合，不論市場歸屬條件是否符合，均會作出扣除。累計開支不會因市場歸屬條件未能達成而調整。

凡購股權之條款及條件在歸屬前修訂，在修訂前及修訂後立即計量之購股權公平值之增加，亦於餘下歸屬期間內於損益內確認。

本集團亦設有虛擬購股權計劃，其釐定為與僱員進行的現金結算以股份為基礎之付款交易。購股權定價模式乃用於計量本集團於授出日期及其後各報告期末之負債，並計入批授紅利之條款及條件，以及僱員提供服務程度。負債之變動（不包括現金付款）於損益內確認。

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## 財務報表附註

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### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (p) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- a. property, plant and equipment; and
- b. right-of-use assets

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as a revaluation increase under that HKFRS.

Value in use is based on the estimated future cash flows expected to be derived from the assets or CGU, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

### 5. 主要會計政策—續

#### (p) 資產減值（金融資產除外）

本集團於各報告期末審閱下列資產的賬面值，以確定是否有任何跡象顯示該等資產出現減值虧損或過往已確認的減值虧損是否已不存在或減少：

- a. 物業、廠房及設備；及
- b. 使用權資產

倘估計資產之可收回金額（即公平值減出售成本與使用價值兩者中之較高者）低於其賬面值，則資產之賬面值減至其可收回金額。減值虧損即時確認為開支。除非相關資產根據另一香港財務報告準則按重估金額列賬，在此情況下，減值虧損於該香港財務報告準則下被視為重估減少。

於其後撥回減值虧損時，資產的賬面值調高至其經修訂估計可收回金額，惟所調高的賬面值不得高於有關資產在過往年度倘並無確認減值虧損應有的賬面值。減值虧損撥回即時確認為收益。除非相關資產根據另一香港財務報告準則按重估金額列賬，在此情況下，減值虧損撥回於該香港財務報告準則下被視為重估增加。

使用價值乃根據預期將自資產或現金產生單位產生的估計未來現金流量，使用可反映金錢時間值的現行市場評估以及對資產或現金產生單位屬特定風險的稅前貼現率貼現至其現值。

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (q) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

#### (r) Related parties

- (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 key management personnel of the Group or the Company's parent.

### 5. 主要會計政策—續

#### (q) 撥備及或然負債

當本集團因過往事件而須負上法律或推定責任，且可能導致經濟利益流出並能夠就此作出可靠估計時，方會為發生時間或金額不可確定之負債確認撥備。

倘可能毋須流出經濟利益或未能可靠估計款額，則該責任將披露作或然負債，除非出現經濟利益流出的可能性極微。除非出現經濟利益流出的可能性極微，否則可能出現的責任（僅由發生或不發生一項或多項未來事件而確定）亦披露為或然負債。

#### (r) 有關連人士

- (a) 倘該名人士出現下列情況，則該名人士或其近親被視為本集團有關連人士：
- (i) 對本集團有控制或共同控制權；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本公司母公司主要管理層職員之成員。



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## 財務報表附註

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### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (r) Related parties – *Continued*

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group 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 the employees of the Group or an entity 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 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 Group or to the Company's parent.

### 5. 主要會計政策—續

#### (r) 有關連人士—續

- (b) 倘出現下列任何情況，則該實體被視為本集團有關連人士：
- (i) 該實體及本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司為互相關連）；
  - (ii) 一個實體是另一實體的聯營公司或合營企業（或集團成員公司之聯營公司或合營企業，而另一實體為該集團之成員公司）；
  - (iii) 兩個實體皆為相同第三方之合營企業；
  - (iv) 一個實體為第三方實體之合營企業及另一實體為該第三方實體之聯營公司；
  - (v) 該實體屬為本集團或與本集團有關連實體的僱員福利而設的離職後福利計劃；
  - (vi) 該實體受(a)所識別之人士控制或共同控制；
  - (vii) 於(a)(i)所識別之人士對實體有重大影響，或是實體（或實體之母公司）主要管理層職員之成員；
  - (viii) 該實體，或其所屬集團之任何成員公司，向本集團或本公司之母公司提供主要管理層職員服務。

### 5. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

#### (r) Related parties – *Continued*

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

### 6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

### 5. 主要會計政策—續

#### (r) 有關連人士—續

該名人士之近親為可能被預期於與實體進行交易時影響該名人士或受該名人士影響之該等家族成員並包括：

- (i) 該名人士之子女及配偶或家庭夥伴；
- (ii) 該名人士之配偶或家庭夥伴之子女；及
- (iii) 該名人士或該名人士之配偶或家庭夥伴之受養人。

### 6. 重大會計估計及判斷以及估計不確定性之主要來源

於應用本集團之會計政策時，董事需要對目前無法直接通過其他來源獲得的資產和負債之賬面值作出判斷、估計及假設。估計及判斷會持續評估，並根據以往經驗及其他因素為基準，包括對若干情況下可能合理出現之未來事件的預測。實際結果與該等估計不同。

估計及相關假設會持續檢討。對會計估計的修訂於修訂估計期間確認（倘修訂僅影響該期間）或於修訂期間及未來期間確認（倘修訂同時影響本期間及未來期間）。

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### 6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – *Continued*

#### (a) Critical judgements in applying accounting policies

- (i) Useful lives, residual values and depreciation of property, plant and equipment and right-of-use assets

The Group's management (the "Management") determines the estimated useful lives, residual values and related depreciation charges for its property, plant and equipment and right-of-use assets. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment and right-of-use assets of similar nature and functions. The Management will increase the depreciation charge where useful lives are less than previously estimated lives, it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives; actual residual values may differ from estimated residual values. Periodic review could result in a change in depreciable lives and residual values and therefore depreciation expense in the future periods.

- (ii) Useful lives of intangible assets

The Management estimates the trademarks have indefinite useful lives as they believe that there is no foreseeable limit on the period of time over which these intangibles are expected to provide cash flows and these intellectual property rights can be renewable in a period of time at minimal cost and the products are continuing in the market.

### 6. 重大會計估計及判斷以及估計不確定性之主要來源 – 續

#### (a) 應用會計政策的重大判斷

- (i) 物業、廠房及設備以及使用權資產之可使用年期、殘值及折舊

本集團管理層（「管理層」）釐定其物業、廠房及設備以及使用權資產之估計可使用年期、殘值及相關折舊支出。此項估計乃根據類似性質及功能之物業、廠房及設備以及使用權資產的過往實際可使用年期而作出。倘可使用年期少於以往估計之年期，則管理層將增加折舊支出，並撇銷或撇減已棄置或已出售之技術上已過時或非策略性的資產。實際經濟年期可能有別於估計可使用年期；實際殘值可能有別於估計殘值。定期檢討可能導致折舊年期及殘值之變動，因而影響未來期間之折舊支出。

- (ii) 無形資產之可使用年期

管理層估計商標具有無限可使用年期，原因為彼等相信該等無形資產預計可以提供現金流量的期間並無可預見的期限，而該等知識產權可在某段期間內以極低成本續期，且產品可在市場上存續。

## 6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – *Continued*

### (a) Critical judgements in applying accounting policies – *Continued*

#### (iii) Impairment of non-financial assets (including goodwill)

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the Group has to exercise judgement in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset or a CGU can be supported by the recoverable amount of the CGU, which is the higher of fair value less costs of disposal and value in use of the CGU. The value in use calculation is based on the net present value of future cash flows which are estimated based upon the continued use of the asset or CGU, or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by the Management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

#### (iv) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and variable selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycle. The Management reassesses the estimations at the end of each reporting period.

## 6. 重大會計估計及判斷以及估計不確定性之主要來源 – 續

### (a) 應用會計政策的重大判斷 – 續

#### (iii) 非金融資產減值 (包括商譽)

為釐定資產是否出現減值或之前導致減值之事件是否不再存在，本集團須對資產減值作出判斷，特別是評估：(i)是否已發生可能影響資產價值之事件，或影響資產價值之有關事件是否已不存在；(2)現金產生單位之可收回金額（為現金產生單位之公平價值減去出售成本或使用價值（以較高者為準））能否支持資產或現金產生單位之賬面值。使用價值乃基於持續使用資產或現金產生單位或不再確認而估計未來現金流量之淨現值計算；及(3)應用適當的主要假設以編製現金流量預測，包括該等現金流量預測是否使用適當利率貼現。更改管理層就用以釐定減值程度而選取之假設（包括現金流量預測之貼現率或增長率假設），可對減值測試所用之淨現值有重大影響。

#### (iv) 存貨之可變現淨值

存貨之可變現淨值為日常業務過程中之估計售價，減估計完工成本及不同銷售支出的數額。此等估計乃根據製造及銷售類似性質產品之現行市況及歷史經驗而釐定。客戶品味之轉變及競爭對手應對嚴峻行業週期採取之行動，均可能使此等估計發生重大變動。管理層於各報告期末重新評估有關估計。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – *Continued*

#### (a) Critical judgements in applying accounting policies – *Continued*

##### (v) Provision for ECLs on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the sectors in which the Group operates, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances. The Group's historical credit loss experience may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 42(a).

### 6. 重大會計估計及判斷以及估計不確定性之主要來源 – 續

#### (a) 應用會計政策的重大判斷 – 續

##### (v) 應收貿易賬款的預期信貸虧損撥備

本集團採用撥備矩陣計算應收貿易賬款的預期信貸虧損。撥備率乃基於多個具有類似虧損模式的客戶分部組別的逾期天數釐定。

撥備矩陣初步基於本集團歷史觀察所得違約率釐定。本集團將校正矩陣，用前瞻性資料調整歷史信貸虧損經驗。例如，倘預測經濟狀況預期於來年轉差，可導致本集團的經營分部出現更多違約事件，則調整歷史違約率。於各報告日期，歷史觀察所得違約率會進行更新，並分析前瞻性估計的變動。

歷史觀察所得違約率及預期信貸虧損的相關性評估為一項重大估計。預期信貸虧損金額對環境的變動敏感。本集團的歷史信貸虧損經驗可能亦未必反映客戶未來的實際違約情況。有關本集團應收貿易賬款的預期信貸虧損之資料乃於附註42(a)披露。

### 6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – *Continued*

#### (a) Critical judgements in applying accounting policies – *Continued*

- (vi) Provision for ECL on loans receivable and other receivables

At each reporting date, the Group assesses whether the probability of default on a loans receivable or other receivable has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the loans receivable or other receivables as at the reporting date with the risk of a default occurring on the receivables as at the date of initial recognition and considers reasonable and supportable information including historical and forward-looking information which is available without undue cost or effort.

The Group calculates ECL allowance for loans receivable and other receivables based on the estimated probability of default of counterparties with similar credit ratings, with adjustment to reflect the current conditions and forecasts of future economic conditions, as appropriate.

The assessment of impairment for loans receivable and other receivables involves significant management judgements and estimates in the assessment of credit risk, the uses of models and the choices of inputs in the calculation of ECL at the reporting date. The information about the ECL on the Group's loans receivable and other receivables is disclosed in Note 42(a).

### 6. 重大會計估計及判斷以及估計不確定性之主要來源 – 續

#### (a) 應用會計政策的重大判斷 – 續

- (vi) 應收貸款及其他應收款項的預期信貸虧損撥備

本集團於各報告日期評估應收貸款或其他應收款項的違約概率自初始確認後是否已顯著增加。進行是項評估時，本集團將應收貸款或其他應收款項於報告日期發生違約的風險與應收款項於初始確認日期發生違約的風險進行比較，並考慮毋須付出不必要之成本或努力獲得之合理及有理據資料，包括過往及前瞻性資料。

本集團基於具相若信貸評級的對手方的估計違約概率計算應收貸款及其他應收款項的預期信貸虧損撥備，並作出調整以反映當前狀況及未來經濟狀況預測（如適用）。

應收貸款及其他應收款項的減值評估涉及信貸風險評估中的重大管理層判斷及估計、模型的使用及於報告日期計算預期信貸虧損時輸入數據的選擇。有關本集團應收貸款及其他應收款項之預期信貸虧損之資料披露於附註42(a)。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – *Continued*

#### (a) Critical judgements in applying accounting policies – *Continued*

##### (vii) Power to exercise significant influence

Where the Group holds over 20% of voting rights (but not over 50%) and the Group does not exercise significant influence, the investment is treated as financial assets at FVTPL. Details are given in Note 20.

##### (viii) Lease term of contracts with renewal options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercised. The Group has an option, under certain of its leases, to lease the assets for additional terms of five years. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal option. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is beyond its control and affects its ability to exercise (or not to exercise) the option to renew (e.g. a change in business strategy).

### 6. 重大會計估計及判斷以及估計不確定性之主要來源 – *續*

#### (a) 應用會計政策的重大判斷 – *續*

##### (vii) 行使重大影響之權力

本集團持有逾百分之二十之表決權(但不超過百分之五十)且本集團概無行使重大影響,該投資可視為按公平值計入損益之金融資產。詳情見附註20。

##### (viii) 有續租選擇權的合約之租期 – 本集團為承租人

本集團將租期釐定為不可撤銷租賃期限,連同延長租賃的選擇權涵蓋的任何期間(如合理確定將行使選擇權)或終止租賃的選擇權涵蓋的任何期間(如合理確定將不行使選擇權)。根據其若干租賃,本集團有權選擇將資產租期額外延長五年。本集團於評估是否可合理確定行使續租選擇權時應用判斷,即本集團考慮導致其行使續租選擇權的經濟誘因的所有相關因素。於開始日期後,倘存在超出其控制的重大事件或環境變化從而影響其行使(或不行使)續租選擇權(例如業務策略變動),則本集團重新評估租期。

### 6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – *Continued*

#### (b) Key sources of estimation uncertainty

In addition to information disclosed elsewhere in these financial statement, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

##### (i) Impairment of goodwill

Determining whether goodwill and intangible assets are impaired requires an estimation of the value in use of the CGU to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value.

##### (ii) Incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

### 6. 重大會計估計及判斷以及估計不確定性之主要來源 – 續

#### (b) 估計不確定性之主要來源

除此等財務報表其他部分所披露之資料外，具有導致於下一財政年度之資產及負債賬面值產生重大調整之重大風險的其他估計不確定性之主要來源如下：

##### (i) 商譽減值

釐定商譽及無形資產有否減值時須估計已獲分配商譽之現金產生單位之使用價值。計算使用價值時董事須估計預期於現金產生單位產生之未來現金流量及適用折讓率，以計算現值。

##### (ii) 增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率（「增量借款利率」）計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察的利率時（如就並無訂立融資交易之附屬公司而言）或當須對利率進行調整以反映租賃之條款及條件時，則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據（如市場利率）估算增量借款利率並須作出若干實體特定的估計（如附屬公司之獨立信用評級）。



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – *Continued*

#### (b) Key sources of estimation uncertainty – *Continued*

##### (iii) Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the "fair value hierarchy"):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures the following items at fair value:

- Financial assets at FVTPL (Note 21)

For more detailed information in relation to the fair value measurement of the items above, please refer to the applicable notes.

### 6. 重大會計估計及判斷以及估計不確定性之主要來源 – 續

#### (b) 估計不確定性之主要來源 – 續

##### (iii) 公平值計量

於本集團財務報表所列示之若干資產及負債按公平值計算及／或披露。

本集團金融及非金融資產及負債之公平值計量盡可能利用市場可觀察數據及數值。用於釐定公平值計量之數據乃根據按估值技術產生之數據之可觀察水平分為不同級別（「公平值層級」）：

- 第一層：同一項目於活躍市場之報價（未經調整）；
- 第二層：可觀察之直接或間接數據，而非第一層數據；
- 第三層：非可觀察數據（即非市場數據）。

上述項目之層級分類乃基於該項目之公平值計量中具重大影響之最低層級數據。項目於層級中的轉換於發生期間確認。

本集團按公平值計量以下項目：

- 透過損益按公平值入賬之金融資產（附註21）

有關上述項目公平值計量之更多詳情請參閱適用附註。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING

An analysis of the Group's revenue from its principal activities for the period/year is as follows:

### 7. 收入及分部報告

期內/年內本集團自其主要業務產生之收入分析如下：

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Continuing operations	持續經營業務		
Revenue from contracts with customers within the scope of HKFRS 15:	於香港財務報告準則第15號範圍內之客戶合約收入：		
Trading of	貿易		
- OBM toys	- 自有品牌製造玩具	202,062	183,848
- Consumer electronic products	- 消費類電子產品	-	41,811
- Chinese health products	- 中藥保健品	88,827	154,660
- Others	- 其他	-	5,153
		290,889	385,472
Revenue from other sources:	其他來源收入：		
- Money lending business	- 放債業務	21,470	23,258
- Investment in financial instruments	- 投資金融工具	(2,390)	42,885
		19,080	66,143
		309,969	451,615
Discontinued operations	已終止經營業務		
Revenue from contracts with customers within the scope of HKFRS 15:	於香港財務報告準則第15號範圍內之客戶合約收入：		
- OEM toys	- 原設備製造玩具	-	79,061
		309,969	530,676

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – Continued

Disaggregation of revenue from contracts with customers

### 7. 收入及分部報告 – 續

客戶合約收入明細

		Period from 1 April 2019 to 31 December 2019 於二零一九年四月一日 至二零一九年十二月三十一日期間 Continuing operations 持續經營業務		
Segments	分部	OBM toys 自有品牌 製造玩具 HK\$'000 千港元	Chinese health products 中藥保健品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Types of goods Trading of	貨品類型 貿易			
– Toys	– 玩具	202,062	–	202,062
– Chinese health products	– 中藥保健品	–	88,827	88,827
<b>Total</b>	<b>總計</b>	<b>202,062</b>	<b>88,827</b>	<b>290,889</b>

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

		Continuing operations 持續經營業務					Discontinued operations 已終止 經營業務	
Segments	分部	OBM toys 自有品牌 製造玩具 HK\$'000 千港元	Consumer electronic products 消費類 電子產品 HK\$'000 千港元	Chinese health products 中藥保健品 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元	OEM toys 原設備 製造玩具 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Types of goods Trading of	貨品類型 貿易							
– Toys	– 玩具	183,848	–	–	–	183,848	79,061	262,909
– Consumer electronic products	– 消費類電子產品	–	41,811	–	–	41,811	–	41,811
– Chinese health products	– 中藥保健品	–	–	154,660	–	154,660	–	154,660
– Others	– 其他	–	–	–	5,153	5,153	–	5,153
<b>Total</b>	<b>總計</b>	<b>183,848</b>	<b>41,811</b>	<b>154,660</b>	<b>5,153</b>	<b>385,472</b>	<b>79,061</b>	<b>464,533</b>

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – *Continued*

Disaggregation of revenue from contracts with customers  
– *Continued*

### 7. 收入及分部報告 – 續

客戶合約收入明細 – 續

		Period from 1 April 2019 to 31 December 2019 於二零一九年四月一日 至二零一九年十二月三十一日期間 Continuing operations 持續經營業務		
Segments	分部	OBM toys 自有品牌 製造玩具 HK\$'000 千港元	Chinese health products 中藥保健品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Geographical market	地區市場			
– United States of America and Canada	– 美國及加拿大	194,675	–	194,675
– Europe (Note)	– 歐洲 (附註)	3,538	–	3,538
– Australia	– 澳洲	222	–	222
– Hong Kong	– 香港	2,910	88,827	91,737
– Korea	– 韓國	82	–	82
– Others	– 其他	635	–	635
Total	總計	202,062	88,827	290,889

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – Continued

#### Disaggregation of revenue from contracts with customers – Continued

### 7. 收入及分部報告 – 續

#### 客戶合約收入明細 – 續

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

Segments	分部	Continuing operations					Discontinued operations	
		持續經營業務					已終止經營業務	
		OBM toys 自有品牌 製造玩具 HK\$'000 千港元	Consumer electronic products 消費類 電子產品 HK\$'000 千港元	Chinese health products 中藥保健品 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元	OEM toys 原設備 製造玩具 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Geographical market	地區市場							
– United States of America and Canada	– 美國及加拿大	172,998	–	–	–	172,998	13,440	186,438
– Europe (Note)	– 歐洲 (附註)	6,083	–	–	–	6,083	29,252	35,335
– China	– 中國	–	41,811	–	5,153	46,964	3,163	50,127
– Australia	– 澳洲	625	–	–	–	625	1,581	2,206
– Japan	– 日本	–	–	–	–	–	18,975	18,975
– Hong Kong	– 香港	2,987	–	154,660	–	157,647	12	157,659
– Korea	– 韓國	–	–	–	–	–	3,162	3,162
– Indonesia	– 印尼	–	–	–	–	–	1,768	1,768
– Others	– 其他	1,155	–	–	–	1,155	7,708	8,863
<b>Total</b>	<b>總計</b>	<b>183,848</b>	<b>41,811</b>	<b>154,660</b>	<b>5,153</b>	<b>385,472</b>	<b>79,061</b>	<b>464,533</b>

Note: The products are first exported to one of the European countries (the “Shipping Port Countries”) and then distributed to different European countries by the customers. The information as to where the products are finally shipped is unavailable and the cost of obtaining such information would be excessive. The directors are of the opinion that disclosing the identities of the Shipping Port Countries is undesirable as such disclosure might be misleading.

附註：產品首先付運至一歐洲國家（「裝運港口國家」），隨後由客戶分銷到不同歐洲國家。產品最終裝船付運至目的地的資料無法獲得且獲得有關資料之成本昂貴。董事認為，披露裝運港口國家資料屬不合宜，原因是有關披露可能會產生誤導。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – Continued

Disaggregation of revenue from contracts with customers  
– Continued

### 7. 收入及分部報告 – 續

客戶合約收入明細 – 續

Segments	分部	Period from 1 April 2019 to 31 December 2019 於二零一九年四月一日 至二零一九年十二月三十一日期間 Continuing operations 持續經營業務		
		OBM toys 自有品牌 製造玩具 HK\$'000 千港元	Chinese health products 中藥保健品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Timing of revenue recognition – At a point in time	確認收入時間 – 於某一時間點	202,062	88,827	290,889

Segments	分部	Year ended 31 March 2019 截至二零一九年三月三十一日止年度						
		Continuing operations 持續經營業務					Discontinued operations 已終止 經營業務	
		OBM toys 自有品牌 製造玩具 HK\$'000 千港元	Consumer electronic products 消費類 電子產品 HK\$'000 千港元	Chinese health products 中藥保健品 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元	OEM toys 原設備 製造玩具 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Timing of revenue recognition – At a point in time	確認收入時間 – 於某一時間點	183,848	41,811	154,660	5,153	385,472	79,061	464,533

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – Continued

Disaggregation of revenue from contracts with customers  
– Continued

### 7. 收入及分部報告 – 續

客戶合約收入明細 – 續

		Period from 1 April 2019 to 31 December 2019 於二零一九年四月一日 至二零一九年十二月三十一日期間 Continuing operations 持續經營業務		
Segments	分部	OBM toys 自有品牌 製造玩具 HK\$'000 千港元	Chinese health products 中藥保健品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Sales channels/market or type of customers	銷售渠道/市場或 客戶類型			
– Retail/individual customers	– 零售/個人客戶	–	61,412	61,412
– Wholesale/corporate customers	– 批發/企業客戶	202,062	27,415	229,477
<b>Total</b>	<b>總計</b>	<b>202,062</b>	<b>88,827</b>	<b>290,889</b>

		Year ended 31 March 2019 截至二零一九年三月三十一日止年度					Discontinued operations 已終止 經營業務	
		Continuing operations 持續經營業務						
Segments	分部	OBM toys 自有品牌 製造玩具 HK\$'000 千港元	Consumer electronic products 消費類 電子產品 HK\$'000 千港元	Chinese health products 中藥保健品 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元	OEM toys 原設備 製造玩具 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Sales channels/ market or type of customers	銷售渠道/市場或客戶類型							
– Retail/individual customers	– 零售/個人客戶	–	–	107,729	–	107,729	–	107,729
– Wholesale/corporate customers	– 批發/企業客戶	183,848	41,811	46,931	5,153	277,743	79,061	356,804
<b>Total</b>	<b>總計</b>	<b>183,848</b>	<b>41,811</b>	<b>154,660</b>	<b>5,153</b>	<b>385,472</b>	<b>79,061</b>	<b>464,533</b>

### 7. REVENUE AND SEGMENT REPORTING – *Continued*

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker (the “CODM”) that are used to make strategic decisions.

The Group has five reportable and operating segments in its continuing operations. The segments are managed separately as each business offers different products and requires different business strategies. The following summary describes the operations in each of the Group’s reportable segments:

- OBM toys: sale of own-brand toys
- Consumer electronic products: sale of consumer electronic products
- Chinese health products: sale of Chinese health products
- Money lending business: granting loans
- Investment in financial instruments: investing in financial instruments

Segment revenue represents revenue generated from external customers. There were no inter-segment sales in current period and prior year. Corporate income and expenses are not allocated to the operating segments as they are not included in the measure of the segments’ profit or loss that is used by the CODM for assessment of segment performance.

The Group disposed of the consumer electronic products segment during the current period to match its business strategy and improve its financial position. In the opinion of the directors of the Company, the disposal of consumer electronic products segment during the current period does not constitute a discontinued operation as it does not represent a separate major line of business of the Group during the current period and prior year.

The Group disposed of the OEM toys segment during the prior year. The CODM considered the necessity of reporting the OEM toys segment separately under discontinued operations in accordance with HKFRS 5 as the OEM toys segment was a separate major line of business of the Group.

### 7. 收入及分部報告 – 續

本集團根據由首席運營決策者（「首席運營決策者」）所審閱用以作出策略決定之報告釐定其運營分部。

本集團於其持續經營業務中擁有五個可報告及經營分部。各分部獨立管理，乃由於各業務提供不同產品，同時需要不同業務戰略。以下概述本集團每個可報告分部之業務經營：

- 自有品牌製造玩具：自有品牌玩具銷售
- 消費類電子產品：消費類電子產品銷售
- 中藥保健品：中藥保健品銷售
- 放債業務：提供貸款
- 投資金融工具：金融工具投資

分部收入指外部客戶錄得之收入。於本期間及過往年度概無分部間銷售。由於公司收入及開支並未計入首席運營決策者評估分部表現時使用之分部溢利或虧損計量內，故並無分配至經營分部。

本集團於本期間內出售消費類電子產品分部，以與其業務策略相匹配並改善其財務狀況。本公司董事認為，於本期間出售消費類電子產品分部並不構成已終止經營業務，乃由於本期間及過往年度其並不能代表本集團一條獨立的主要業務線。

本集團於過往年度出售原設備製造玩具分部。首席運營決策者認為有必要根據香港財務報告準則第5號於已終止經營業務項下獨立呈報原設備製造玩具分部，乃由於原設備製造玩具分部為本集團一條獨立的主要業務線。



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – Continued

#### (a) Segment revenue and results

For the period from 1 April 2019 to 31 December 2019

		OBM toys 自有品牌 製造玩具 HK\$'000 千港元	Chinese health products 中藥保 健品 HK\$'000 千港元	Consumer electronic products 消費類 電子產品 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Investment in financial instruments 投資金融 工具 HK\$'000 千港元	Reportable segment total 可報告 分部總額 HK\$'000 千港元	Others 其他 HK\$'000 千港元 (Note) (附註)	Total 總計 HK\$'000 千港元
Revenue to external customers	外部客戶收入	202,062	88,827	-	21,470	(2,390)	309,969	-	309,969
Segment (loss)/profit before income tax	除所得稅前分部 (虧損)/溢利	(7,376)	(18,421)	(22,199)	2,015	(60,791)	(106,772)	3,713	(103,059)

For the year ended 31 March 2019

截至二零一九年三月三十一日止年度

		Continuing operations 持續經營業務							Discontinued operations 已終止 經營業務		
		OBM toys 自有品牌 製造玩具 HK\$'000 千港元	Consumer electronic products 消費類 電子產品 HK\$'000 千港元	Chinese health products 中藥保 健品 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Investment in financial instruments 投資金融 工具 HK\$'000 千港元	Reportable segment total 可報告 分部總額 HK\$'000 千港元	Others 其他 HK\$'000 千港元 (Note) (附註)	Total 總計 HK\$'000 千港元	OEM toys 原設備 製造玩具 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue to external customers	外部客戶收入	183,848	41,811	154,660	23,258	42,885	446,462	5,153	451,615	79,061	530,676
Segment (loss)/profit before income tax	除所得稅前分部 (虧損)/溢利	(24,926)	(15,785)	1,733	7,971	(1,855)	(32,862)	(3,375)	(36,237)	(34,667)	(70,904)

Note:

Others reported above represents revenue and results generated by the sale of commercial kitchen products.

附註:

上文所呈報的其他指銷售商用廚房產品產生之收入及業績。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – *Continued*

### 7. 收入及分部報告 – 續

#### (a) Segment revenue and results – *Continued*

#### (a) 分部收入及業績 – 續

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Continuing operations	持續經營業務		
– Reportable segment loss	– 可報告分部虧損	(106,772)	(32,862)
– Other profit/(loss)	– 其他溢利/(虧損)	3,713	(3,375)
Discontinued operations	已終止經營業務		
– Segment loss	– 分部虧損	–	(34,667)
		(103,059)	(70,904)
Unallocated interest income	未分配利息收入	3	121
Gain on deemed disposal of bonds	視作出售債券收益	–	2,410
Unallocated finance costs	未分配融資成本	(16,639)	(7,760)
Unallocated corporate (expenses)/ income	未分配公司(開支)/收入		
– Staff costs	– 員工成本	(8,039)	(23,145)
– Legal and professional fee	– 法律及專業費用	(479)	(5,220)
– Others	– 其他	1,886	(1,881)
Consolidated loss before income tax	除所得稅前綜合虧損	(126,327)	(106,379)

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – Continued

#### (b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment:

		At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
<b>Segment assets</b>	<b>分部資產</b>		
OBM toys	自有品牌製造玩具	68,346	73,392
Consumer electronic products	消費類電子產品	–	6,928
Chinese health products	中藥保健品	103,107	90,479
Money lending business	放債業務	281,299	284,379
Investment in financial instruments	投資金融工具	138,811	231,990
<b>Segment assets</b>	<b>分部資產</b>	<b>591,563</b>	<b>687,168</b>
Unallocated corporate assets	未分配公司資產		
– Cash and cash equivalents	– 現金及現金等價物	6,346	9,821
– Other receivables, deposits and prepayments	– 其他應收款項、按金及預付款項	518	485
– Others	– 其他	–	318
<b>Consolidated total assets</b>	<b>綜合資產總值</b>	<b>598,427</b>	<b>697,792</b>

### 7. 收入及分部報告 – 續

#### (b) 分部資產與負債

以下為本集團按可報告分部劃分的資產及負債之分析：

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – *Continued*

### 7. 收入及分部報告 – 續

#### (b) Segment assets and liabilities – *Continued*

#### (b) 分部資產與負債 – 續

		At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Segment liabilities	分部負債		
OBM toys	自有品牌製造玩具	112,217	110,608
Consumer electronic products	消費類電子產品	–	55,520
Chinese health products	中藥保健品	37,266	7,139
Money lending business	放債業務	5,494	1,158
Others	其他	–	22,329
<hr/>			
Segment liabilities	分部負債	154,977	196,754
Unallocated corporate liabilities	未分配公司負債		
– Convertible loan notes	– 可換股貸款票據	110,038	100,891
– Others	– 其他	6,739	6,707
<hr/>			
Consolidated total liabilities	綜合負債總額	271,754	304,352

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – Continued

#### (c) Other segment information included in segment results or segment assets

For the period from 1 April 2019 to 31 December 2019

### 7. 收入及分部報告 – 續

#### (c) 分部業績或分部資產之其他分部資料

於二零一九年四月一日至二零一九年十二月三十一日期間

		Continuing operations 持續經營業務							
		OBM toys 自有品牌 製造玩具 HK\$'000 千港元	Consumer electronic products 消費類 電子產品 HK\$'000 千港元	Chinese health products 中藥保 健品 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Investment in financial instruments 投資 金融工具 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Bank interest income	銀行利息收入	-	-	-	(164)	-	-	(3)	(167)
Interest expenses	利息開支	1,393	-	834	189	-	-	16,639	19,055
Depreciation of property, plant and equipment	物業、廠房及設備折舊	797	-	490	-	-	-	-	1,287
Depreciation of right-of-use assets	使用權資產折舊	375	-	7,859	1,466	-	-	-	9,700
Impairment loss on right-of-use assets	使用權資產減值虧損	-	-	5,778	-	-	-	-	5,778
Impairment loss on loans receivable, net	應收貸款減值虧損淨額	-	-	-	5,593	-	-	-	5,593
Impairment loss on trade and other receivables	應收貿易賬款及其他 應收款項之減值虧損	2,603	-	-	-	-	-	-	2,603
Loss on disposal of subsidiaries, net	出售附屬公司之 虧損淨額	-	-	-	-	-	-	13,991	13,991
Fair value loss on financial assets at FVTPL, net	按公平值計入損益之 金融資產之公平值 虧損淨額	-	-	-	-	58,094	-	-	58,094
Impairment loss on intangible assets	無形資產減值虧損	-	-	5,094	-	-	-	-	5,094
Impairment loss on goodwill	商譽減值虧損	-	-	614	-	-	-	-	614
Employee costs (including directors' remuneration)	僱員成本(包括董事 酬金)	6,017	-	15,926	8,416	-	-	8,039	38,398
Additions to property, plant and equipment	添置物業、廠房及設備	2,897	-	374	-	-	-	-	3,271
Other segment information regularly provided to CODM: Income tax (credit)/expense	首席運營決策者定期 提供的其他分部 資料: 所得稅(抵免)/開支	(718)	-	(840)	1,177	-	-	928	547

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – Continued

### 7. 收入及分部報告—續

#### (c) Other segment information included in segment results or segment assets – Continued

#### (c) 分部業績或分部資產之其他分部資料—續

For the year ended 31 March 2019

截至二零一九年三月三十一日止年度

		Continuing operations							Discontinued operations		
		持續經營業務							已終止經營業務		
		OBM toys 自有品牌 製造玩具 HK\$'000 千港元	Consumer electronic products 消費類 電子產品 HK\$'000 千港元	Chinese health products 中藥保 健品 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Investment in financial instruments 投資 金融工具 HK\$'000 千港元	Others	Unallocated	Total	OEM toys 原設備 製造玩具 HK\$'000 千港元	Total
Bank interest income	銀行利息收入	-	-	(3)	(427)	-	-	(121)	(551)	(2)	(553)
Interest expenses	利息開支	700	352	21	-	-	6	7,760	8,839	2,720	11,559
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,987	-	1,157	-	-	-	-	4,144	9	4,153
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	10,145	-	-	-	-	-	-	10,145	-	10,145
Impairment loss on inventories	存貨減值虧損	-	8,008	-	-	-	-	-	8,008	-	8,008
Impairment loss on loans receivable	應收貸款減值虧損	-	-	-	5,109	-	-	-	5,109	-	5,109
Impairment loss on trade and other receivables	應收貿易賬款及其他應收 款項之減值虧損	3,505	-	-	-	-	-	-	3,505	-	3,505
Gain on disposal of subsidiaries	出售附屬公司之收益	-	-	-	-	-	-	-	-	(11,620)	(11,620)
Fair value loss on financial assets at FVTPL, net	按公平值計入損益之 金融資產之公平值 虧損淨額	-	-	-	-	42,509	-	-	42,509	-	42,509
Impairment loss on goodwill	商譽減值虧損	2,500	-	-	-	-	-	-	-	-	2,500
Employee costs (including directors' remuneration)	僱員成本(包括董事酬金)	8,863	4,102	22,769	21,590	-	-	23,145	80,469	-	80,469
Additions to property, plant and equipment	添置物業、廠房及設備	6,360	-	247	-	-	-	-	6,607	505	7,112
Other segment information regulatory provided to CODM:	首席運營決策者定期提供的 其他分部資料:										
Income (credit)	利息(抵免)	(192)	-	(918)	-	-	-	(857)	(1,967)	-	(1,967)

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – *Continued*

#### (d) Geographical information

Information about the Group's revenue for the period from 1 April 2019 to 31 December 2019 and non-current assets at 31 December 2019 by geographical region, according to the location which the product is shipped and the location of assets, is as follows:

		Revenue	Non-current assets
		收入	非流動資產
		HK\$'000	HK\$'000
		千港元	千港元
			(Note (i))
			(附註(i))
United States of America and Canada	美國及加拿大	194,675	679
Europe (Note (ii))	歐洲 (附註(ii))	3,538	–
Australia	澳洲	222	–
Hong Kong (Note (iii))	香港 (附註(iii))	111,534	16,298
		309,969	16,977

### 7. 收入及分部報告 – 續

#### (d) 地區資料

有關本集團根據產品付運所在地及資產所在地按地區分類於二零一九年四月一日至二零一九年十二月三十一日期間之收入及於二零一九年十二月三十一日的非流動資產資料如下：

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – *Continued*

### 7. 收入及分部報告 – 續

#### (d) Geographical information – *Continued*

#### (d) 地區資料 – 續

		Year ended 31 March 2019 截至 二零一九年 三月三十一日 止年度	At 31 March 2019 於 二零一九年 三月三十一日 Non-current assets 非流動資產 HK\$'000 千港元 (Note (i)) (附註(i))
<b>Continuing operations</b>	<b>持續經營業務</b>		
United States of America and Canada	美國及加拿大	172,998	2,037
Europe (Note (ii))	歐洲 (附註(ii))	6,083	–
China	中國	46,964	–
Australia	澳洲	625	–
Hong Kong (Note (iii))	香港 (附註(iii))	223,790	6,614
Indonesia	印尼	1,155	–
		451,615	8,651
<b>Discontinued operations</b>	<b>已終止經營業務</b>		
United States of America and Canada	美國及加拿大	13,440	–
Europe (Note (ii))	歐洲 (附註(ii))	29,252	–
China	中國	3,163	–
Australia	澳洲	1,581	–
Japan	日本	18,975	–
Hong Kong	香港	12	–
Korea	韓國	3,162	–
Indonesia	印尼	1,768	–
Others	其他	7,708	–
		79,061	–



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 7. REVENUE AND SEGMENT REPORTING – Continued

#### (d) Geographical information – Continued

Notes:

- (i) Excluding deferred tax assets and financial instruments.
- (ii) The products are first exported to one of the Shipping Port Countries and then distributed to different European countries by the customers. The information as to where the products are finally shipped is unavailable and the cost of obtaining such information would be excessive. The directors are of the opinion that disclosing the identities of the Shipping Port Countries is undesirable as such disclosure might be misleading.
- (iii) Revenue from interest income, dividend income and sale of financial instruments are disclosed by location of operations.

#### (e) Information on major customers:

Revenue from major customers who have individually contributed to 10% or more of the total revenue of the Group are disclosed as follows:

Customer A <sup>1</sup>	客戶A <sup>1</sup>
Customer B <sup>1</sup>	客戶B <sup>1</sup>

<sup>1</sup> Included in the OBM toys segment.

None of the external customers contributed 10% or more of the Group's revenue during the year ended 31 March 2019.

### 7. 收入及分部報告 – 續

#### (d) 地區資料 – 續

附註：

- (i) 不包括遞延稅項資產及金融工具。
- (ii) 產品首先付運至一裝運港口國家，隨後由客戶分銷到不同歐洲國家。產品最終裝船付運至目的地的資料無法獲得且獲得有關資料之成本昂貴。董事認為，披露裝運港口國家資料屬不合宜，原因是有關披露可能會產生誤導。
- (iii) 利息收入、股息收入及銷售金融工具之收入乃按營業地點披露。

#### (e) 主要客戶之資料：

來自個別貢獻本集團總收入10%或以上的主要客戶之收入披露如下：

Period from  
1 April 2019 to  
31 December  
2019  
於二零一九年  
四月一日至  
二零一九年  
十二月三十一日  
期間  
HK\$'000  
千港元

<sup>1</sup> 計入自有品牌製造玩具分部。

於截至二零一九年三月三十一日止年度，並無外部客戶貢獻本集團總收入10%或以上。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 8. OTHER INCOME, GAINS AND LOSSES, NET

### 8. 其他收入、收益及虧損，淨額

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
<b>Continuing operations</b>	<b>持續經營業務</b>		
Bank interest income	銀行利息收入	167	551
Fair value loss on financial assets at FVTPL, net	按公平值計入損益之金融資產之 公平值虧損淨額	(58,094)	(42,509)
Loss on disposal of subsidiaries, net	出售附屬公司之虧損，淨額	(13,991)	-
Loss on de-registration of a subsidiary	註銷一間附屬公司虧損	-	(19)
Gain on deemed disposal of bonds	視作出售債券收益	-	2,410
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(247)	(126)
Impairment loss on trade and other receivables	應收貿易賬款及其他應收款項之 減值虧損	(2,603)	(3,505)
Impairment loss on loans receivable, net	應收貸款之減值虧損淨額	(5,593)	(5,109)
Exchange losses, net	匯兌虧損，淨額	-	(100)
Others	其他	(1,885)	1,883
		<b>(82,246)</b>	<b>(46,524)</b>
<b>Discontinued operations</b>	<b>已終止經營業務</b>		
Bank interest income	銀行利息收入	-	2
Exchange losses, net	匯兌虧損，淨額	-	(1,313)
Others	其他	-	94
		<b>-</b>	<b>(1,217)</b>

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 9. LOSS BEFORE INCOME TAX

#### (a) Continuing operations

Loss before income tax from continuing operations is arrived at after charging:

### 9. 除所得稅前虧損

#### (a) 持續經營業務

來自持續經營業務之除所得稅前虧損乃經扣除下列各項後得出：

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Carrying amount of inventories sold	已售存貨賬面值	222,401	278,878
Impairment loss on inventories	存貨減值虧損	-	8,008
Costs of inventories recognised as expenses	確認為開支之存貨成本	222,401	286,886
Auditor's remuneration	核數師酬金	2,152	2,354
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,287	4,144
Depreciation of right-of-use assets	使用權資產折舊	9,700	-
Employee costs (excluding directors' emoluments) (Note 14)	僱員成本(不包括董事酬金) (附註14)	27,868	54,778
Directors' emoluments (Note 15)	董事酬金(附註15)	10,530	25,691
Equity-settled share-based payment expenses, included in directors' emoluments	以權益結算以股份為基礎的 付款開支(計入董事酬金)	-	15,742
Research and development costs (included in general and administrative expenses)	研發成本(計入一般及 行政費用)	2,250	10,209
Short-term leases expenses	短期租賃開支	4,619	-
Total minimum lease payments for leases in respect of properties previously classified as operating leases under HKAS 17	就先前根據香港會計準則 第17號分類為經營租賃 物業的租賃之最低租賃 付款總額	-	20,421

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 9. LOSS BEFORE INCOME TAX – Continued

#### (b) Discontinued operations

On 14 December 2018, the Group entered into sale and purchase agreements to dispose of the entire equity interests in its subsidiaries (namely Lung Cheong Asia Holdings Limited, Kid Galaxy Global Limited and Lung Cheong Overseas Corporation, collectively the “Disposal Companies”). The disposal was completed on 30 January 2019, the date on which the control of the Disposal Companies and its subsidiaries (the “Disposal Group”), which engaged in manufacturing and sale of OEM toys passed to the acquirer. The sales, results and net assets of the Disposal Group were as follows:

### 9. 除所得稅前虧損—續

#### (b) 已終止經營業務

於二零一八年十二月十四日，本集團訂立買賣協議，以出售其附屬公司，即 Lung Cheong Asia Holdings Limited、Kid Galaxy Global Limited 及 Lung Cheong Overseas Corporation（統稱「出售公司」）全部股本權益。有關出售於二零一九年一月三十日（即出售公司及其附屬公司（「出售集團」，從事原設備製造玩具製造及銷售）的控制權轉讓予認購人的當日）完成。出售集團的銷售、業績及資產淨值如下：

		Period from 1 April 2018 to 30 January 2019 於二零一八年 四月一日至 二零一九年 一月三十日 期間 HK\$'000 千港元
Revenue	收入	79,061
Expenses	開支	(125,348)
Loss before gain on disposal of operations and income tax	除出售經營業務收益及所得稅前虧損	(46,287)
Gain on disposal of operations	出售經營業務收益	11,620
Loss before income tax from discontinued operations	除來自已終止經營業務所得稅前虧損	(34,667)
Income tax	所得稅	-
Loss for the period from discontinued operations	期內來自已終止經營業務的虧損	(34,667)
Operating cash flows	經營現金流量	19,814
Investing cash flows	投資現金流量	(505)
Financing cash flows	融資現金流量	(13,244)
Total cash flows	總現金流量	(6,065)

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 9. LOSS BEFORE INCOME TAX – *Continued*

#### (b) Discontinued operations – *Continued*

The carrying amounts of the assets and liabilities of the Disposal Group at the date of completion of the disposal are disclosed in Note 34(b).

Reclassification of exchange differences to profit or loss of HK\$35,705,000 were recognised upon the disposal of the Disposal Group, being the proceeds of disposal less the carrying amount of the Disposal Group's net liabilities. As a result, a gain of HK\$11,620,000 was recognised. No tax charge or credit arose from the disposal.

### 10. FINANCE COSTS

### 9. 除所得稅前虧損 – 續

#### (b) 已終止經營業務 – 續

於出售事項完成日期之出售集團的資產及負債的賬面值於附註34(b)披露。

於出售出售集團後確認將匯兌差額重新分類至損益之三千五百七十萬五千港元(即出售所得款項減出售集團負債淨額之賬面值)。因此,收益一千一百六十二萬港元已獲確認。有關出售並無產生稅務費用或抵免。

### 10. 融資成本

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Total interest expenses for financial liabilities that are not at FVTPL:	並非按公平值計入損益之 金融負債利息開支總額:		
<b>Continuing operations</b>	<b>持續經營業務</b>		
Interests on borrowings	借貸利息	1,341	1,079
Interest on lease liabilities	租賃負債利息	1,078	-
Interest on convertible loan notes	可換股貸款票據利息	16,636	7,760
		19,055	8,839
<b>Discontinued operations</b>	<b>已終止經營業務</b>		
Interests on borrowings	借貸利息	-	2,720
		-	11,559

## 11. INCOME TAX EXPENSE/(CREDIT)

Provision for Hong Kong profits tax for a Company's subsidiary in Hong Kong for the current period is calculated at 8.25% on the estimated assessable profits up to HK\$2,000,000 and 16.5% on any part of the estimated assessable profits over HK\$2,000,000. No Hong Kong profits tax was provided for the Company's other subsidiaries in Hong Kong for the current period and prior year as they either did not derive any assessable profits or had estimated tax losses brought forward to offset against the estimated assessable profits.

No enterprise income tax has been provided as the Company's other subsidiaries in the PRC did not derive any assessable profits for the current period and prior year arising from the PRC.

The amount of income tax expense/(credit) in the consolidated statement of profit or loss and other comprehensive income represents:

## 11. 所得稅開支／（抵免）

於本期間，本公司於香港的一間附屬公司之香港利得稅撥備乃按估計應課稅溢利最多二百萬港元的百分之八點二五及估計應課稅溢利超過二百萬港元的任何部分的百分之十六點五計算。由於本期間及過往年度本公司於香港的其他香港附屬公司並未產生任何應課稅溢利，亦未結轉估計稅項虧損以抵銷估計應課稅溢利，因此並未就該等公司作出香港利得稅撥備。

由於本公司的其他中國附屬公司於本期間及過往年度並未於中國產生任何應課稅溢利，因此並未就該等公司作出企業所得稅撥備。

綜合損益及其他全面收益表內之所得稅開支／（抵免）金額指：

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
<b>Continuing operations</b>	<b>持續經營業務</b>		
Current tax	即期稅項		
– Tax for the period/year	– 期內／年內稅項	1,101	–
– Under-provision in respect of prior years	– 過往年度撥備不足	3,832	–
Deferred tax	遞延稅項	(4,386)	(1,967)
<b>Income tax expense/(credit)</b>	<b>所得稅開支／（抵免）</b>	<b>547</b>	<b>(1,967)</b>
<b>Discontinued operations</b>	<b>已終止經營業務</b>		
Deferred tax	遞延稅項		
– current period/year	– 本期間／本年度	–	–
<b>Income tax</b>	<b>所得稅</b>	<b>–</b>	<b>–</b>

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 11. INCOME TAX EXPENSE/(CREDIT) – Continued

The income tax expense/(credit) for the period/year can be reconciled to the loss before income tax from continuing operations in the consolidated statement of profit or loss and other comprehensive income as follows:

### 11. 所得稅開支／（抵免）—續

期內／年內所得稅開支／（抵免）與於綜合損益及其他全面收益表中的來自持續經營業務之除所得稅前虧損對賬如下：

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
<b>Continuing operations</b>	<b>持續經營業務</b>		
Loss before income tax	除所得稅前虧損	(126,327)	(71,712)
Tax calculated at the applicable tax rate of 16.5%	按適用稅率（百分之十六點五）計算之稅項	(20,844)	(11,833)
Effect of different tax rates of subsidiaries operating in other jurisdictions	其他司法權區營運之附屬公司不同稅率之影響	(24)	(2,254)
Tax effect of income not taxable for tax purposes	毋須扣稅收入的稅務影響	(87)	(7,674)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支的稅務影響	16,723	16,550
Under-provision in respect of prior years	過往年度撥備不足	3,832	-
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	3,139	6,641
Utilisation of tax losses previously not recognised	動用過往未確認稅項虧損	(244)	(391)
Others	其他	(1,948)	(3,006)
Income tax expense/(credit)	所得稅開支／（抵免）	547	(1,967)
<b>Discontinued operations</b>	<b>已終止經營業務</b>		
Loss before income tax	除所得稅前虧損	-	(34,667)
Tax calculated at the applicable tax rate of 16.5%	按適用稅率（百分之十六點五）計算之稅項	-	(5,720)
Effect of different tax rates of subsidiaries operating in other jurisdictions	其他司法權區營運之附屬公司不同稅率之影響	-	(1,758)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支的稅務影響	-	1,554
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	-	5,924
Income tax expense	所得稅開支	-	-

## 12. DIVIDENDS

The directors do not recommend any dividend in respect of the period from 1 April 2019 to 31 December 2019 (year ended 31 March 2019: Nil).

## 12. 股息

董事不建議派付於二零一九年四月一日至二零一九年十二月三十一日期間之任何股息（截至二零一九年三月三十一日止年度：無）。

## 13. LOSS PER SHARE

## 13. 每股虧損

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK cents 港仙	Year ended 31 March 2019 截至 二零一九年 三月三十一日 止年度 HK cents 港仙
<b>Continuing operations</b>	<b>持續經營業務</b>		
Basic loss per share	每股基本虧損	(1.53)	(0.72)
Diluted loss per share (Note)	每股攤薄虧損（附註）	(1.53)	(0.72)
<b>Discontinued operations</b>	<b>已終止經營業務</b>		
Basic loss per share	每股基本虧損	–	(0.41)
Diluted loss per share (Note)	每股攤薄虧損（附註）	–	(0.41)



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 13. LOSS PER SHARE – Continued

The calculation of basic and diluted loss per share attributable to owners of the Company is based on the following data:

### 13. 每股虧損—續

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Loss for the period/year attributable to owners of the Company from continuing operations, used in the basic and diluted loss per share calculations	用以計算每股基本及攤薄虧損之本公司擁有人應佔持續經營業務之期內/年內虧損	(124,345)	(60,649)
Loss for the period/year attributable to owners of the Company from discontinued operations, used in the basic and diluted loss per share calculations	用以計算每股基本及攤薄虧損之本公司擁有人應佔已終止經營業務之期內/年內虧損	-	(34,667)
		At 31 December 2019 於二零一九年 十二月三十一日	At 31 March 2019 於二零一九年 三月三十一日
Number of shares	股份數目		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	用以計算每股基本及攤薄虧損之普通股加權平均數目	8,107,954,545	8,451,280,603

Note: No adjustment is made in arriving at diluted loss per share for the period from 1 April 2019 to 31 December 2019 as the effect of all potential ordinary shares from convertible loan notes outstanding is anti-dilutive. No adjustment is made in arriving at diluted loss per share for the year ended 31 March 2019 as the effect of all potential ordinary shares from share options granted and convertible loan notes issued during the year was anti-dilutive.

附註：於二零一九年四月一日至二零一九年十二月三十一日期間，由於來自未償還可換股貸款票據的所有潛在普通股具反攤薄影響，因此並無就達至每股攤薄虧損作出調整。截至二零一九年三月三十一日止年度，由於來自年內已授出購股權及已發行可換股貸款票據的所有潛在普通股具反攤薄影響，故並無就達至每股攤薄虧損作出調整。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 14. EMPLOYEE COSTS

Employee costs (excluding directors' emoluments) comprise:

### 14. 僱員成本

僱員成本(不包括董事酬金)包括:

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Basic salaries and discretionary bonus	基本薪金及酌情花紅	25,948	49,131
Short-term non-monetary benefits	短期非貨幣福利	972	4,287
Contributions to defined contribution retirement plans	定額供款退休金計劃之供款	948	1,360
		<b>27,868</b>	<b>54,778</b>

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

#### (a) Directors' emoluments

The aggregate amounts of emoluments paid and payable to the directors of the Company are as follows:

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Directors' fee	董事袍金	5,621	4,101
Other emoluments:	其他酬金：		
Basic salaries, discretionary bonus, housing and other allowances and benefits in kind	基本薪金、酌情花紅、住房及其他津貼及實物利益	4,867	5,810
Provident fund scheme contributions	公積金計劃之供款	42	38
Equity-settled share-based payment expenses (Note (a))	以權益結算以股份為基礎的付款開支（附註(a)）	-	15,742
		<b>10,530</b>	<b>25,691</b>

- (a) These amounts represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the accounting policies for share-based payments as set out in Note 5(o). Further details of the options granted are set out in Note 32.
- (b) No emoluments have been paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office during the period/year. No directors waived their emoluments in respect of the current period and prior year.

### 15. 董事及高級管理人員之酬金

#### (a) 董事酬金

已付及應付本公司董事之酬金總額如下：

	Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Directors' fee	5,621	4,101
Other emoluments:		
Basic salaries, discretionary bonus, housing and other allowances and benefits in kind	4,867	5,810
Provident fund scheme contributions	42	38
Equity-settled share-based payment expenses (Note (a))	-	15,742
	<b>10,530</b>	<b>25,691</b>

- (a) 該等款項指根據本公司購股權計劃授予董事之購股權估值。該等購股權之價值乃按附註5(o)所載之以股份為基礎付款的會計政策計量。有關授出之購股權詳情載於附註32。
- (b) 期內／年內，本集團並無向董事支付酬金作為加入本集團或加入本集團後之獎金或作為失去職位之賠償。於本期間及過往年度，並無董事放棄彼等之酬金。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS – Continued 15. 董事及高級管理人員之酬金 – 續

#### (a) Directors' emoluments – Continued

The emolument of each director for the period from 1 April 2019 to 31 December 2019 is set out below:

#### (a) 董事酬金 – 續

於二零一九年四月一日至二零一九年十二月三十一日期間，各董事之酬金載列如下：

Name of director	董事姓名	Fees	Basic salaries and discretionary bonus	Housing and other allowances and benefits in kind	Provident fund scheme contributions	Equity-settled share-based payment expenses	Total
		袍金	基本薪金及酌情花紅	津貼及實物利益	公積金計劃之供款	以股份為基礎的付款開支	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Executive directors</b>	<b>執行董事</b>						
Mr. Lei Hong Wai	李雄偉先生	3,060	-	-	-	-	3,060
Mr. Cheung Kwok Wai Elton (appointed on 28 October 2019)	張國偉先生 (於二零一九年十月二十八日獲委任)	21	-	-	-	-	21
Mr. Leung Alex	梁奕曦先生	90	2,633	-	14	-	2,737
Ms. Lo Ming Wan	勞明韻女士	90	712	-	14	-	816
Mr. Tse Chi Keung	謝自強先生	90	1,522	-	14	-	1,626
Mr. Yuan Hui Xia	袁輝霞先生	1,931	-	-	-	-	1,931
<b>Non-executive director</b>	<b>非執行董事</b>						
Mr. Diao Yunfeng (resigned on 28 October 2019)	刁雲峰先生 (於二零一九年十月二十八日辭任)	69	-	-	-	-	69
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Mr. Lai Hok Lim	黎學廉先生	90	-	-	-	-	90
Mr. Lien Wai Hung	連偉雄先生	90	-	-	-	-	90
Mr. Wong Tak Chuen	黃德銓先生	90	-	-	-	-	90
		5,621	4,867	-	42	-	10,530

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS – Continued 15. 董事及高級管理人員之酬金—續

#### (a) Directors' emoluments – Continued

The emolument of each director for the year ended 31 March 2019 is set out below:

#### (a) 董事酬金—續

截至二零一九年三月三十一日止年度，各董事之酬金載列如下：

Name of director	董事姓名	Fees	Basic salaries and discretionary bonus	Housing and other allowances and benefits in kind	Provident fund scheme contributions	Equity-settled share-based payment expenses	Total
		袍金	基本薪金及酌情花紅	津貼及實物利益	公積金計劃之供款	以股份為基礎的付款開支	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Executive directors</b>		<b>執行董事</b>					
Mr. Lei Hong Wai	李雄偉先生	2,210	-	-	-	3,935	6,145
Mr. Leung Alex	梁奕曦先生	120	1,844	-	8	3,936	5,908
Ms. Lo Ming Wan	勞明韻女士	120	736	-	12	3,936	4,804
Mr. Tse Chi Keung	謝自強先生	120	2,856	-	18	3,935	6,929
Mr. Yuan Hui Xia (appointed on 6 November 2018)	袁輝霞先生 (於二零一八年十一月六日獲委任)	979	374	-	-	-	1,353
Mr. Lee Chan Wah (resigned on 6 November 2018)	李燦華先生 (於二零一八年十一月六日辭任)	72	-	-	-	-	72
<b>Non-executive director</b>		<b>非執行董事</b>					
Mr. Diao Yunfeng	刁雲峰先生	120	-	-	-	-	120
<b>Independent non-executive directors</b>		<b>獨立非執行董事</b>					
Mr. Lai Hok Lim	黎學廉先生	120	-	-	-	-	120
Mr. Lien Wai Hung	連偉雄先生	120	-	-	-	-	120
Mr. Wong Tak Chuen	黃德銓先生	120	-	-	-	-	120
		4,101	5,810	-	38	15,742	25,691

## 15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS – Continued

## (b) Five highest paid individuals

Five (for the year ended 31 March 2019: four) directors whose emoluments are disclosed in the analysis presented above were among the five individuals whose emoluments were the highest in the Group during the period from 1 April 2019 to 31 December 2019. The emoluments payable to the remaining one highest paid individual during the year ended 31 March 2019 are as follows:

Basic salaries, discretionary bonus, housing and other allowances and benefits in kind	基本薪金、酌情花紅、住房及其他津貼及實物利益	–	1,900
Provident fund scheme contributions	公積金計劃之供款	–	–
		–	1,900

## 15. 董事及高級管理人員之酬金 – 續

## (b) 五位最高薪酬人士

於二零一九年四月一日至二零一九年十二月三十一日期間，五名（截至二零一九年三月三十一日止年度：四名）董事之酬金於上文呈列本集團五位最高薪酬人士之分析中披露。截至二零一九年三月三十一日止年度，應付予餘下一位最高薪酬人士之酬金如下：

Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
–	1,900
–	–
–	1,900

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS – Continued 15. 董事及高級管理人員之酬金—續

#### (b) Five highest paid individuals – Continued

The emoluments paid or payable to the above individual were within the following band:

	Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 No. of Individuals 人數	Year ended 31 March 2019 截至二零一九年 三月三十一日 止年度 No. of Individuals 人數
HK\$1,500,001 to HK\$2,000,000 一百五十萬零一港元至二百萬港元	-	1

#### (b) 五位最高薪酬人士—續

已付或應付上述人士之薪酬介乎以下範圍內：

#### (c) Senior management's emolument

The emoluments paid or payable to the senior management (excluding directors) were within the following band:

	Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 No. of Individuals 人數	Year ended 31 March 2019 截至 二零一九年 三月三十一日 止年度 No. of Individuals 人數
HK\$500,001 to HK\$1,000,000 五十萬零一港元至一百萬港元	-	1

#### (c) 高級管理人員之酬金

已付或應付高級管理人員（不包括董事）之酬金介乎以下範圍內：

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Land and buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and equipment 傢俬、裝置及 設備	Motor vehicles	Moulds	Total
		土地及樓宇 HK\$'000 千港元	租賃物業裝修 HK\$'000 千港元	廠房及機器 HK\$'000 千港元	千港元	汽車 HK\$'000 千港元	模具 HK\$'000 千港元	總計 HK\$'000 千港元
At 31 March 2018	於二零一八年三月三十一日							
Cost	成本	80,074	2,241	54,797	23,124	1,273	15,548	177,057
Accumulated impairment	累計減值	-	(183)	(20,190)	(6,705)	(477)	-	(27,555)
Accumulated depreciation	累計折舊	(4,761)	(1,393)	(34,607)	(14,905)	(796)	(6,946)	(63,408)
Net book value	賬面淨值	75,313	665	-	1,514	-	8,602	86,094
Net book amount at 1 April 2018	於二零一八年四月一日之賬面淨值	75,313	665	-	1,514	-	8,602	86,094
Disposed through disposal of subsidiaries	通過出售附屬公司而出售	(73,378)	-	(991)	-	-	-	(74,369)
Additions	添置	-	65	419	551	-	6,077	7,112
Provision for impairment	減值撥備	-	-	-	-	-	(10,145)	(10,145)
Disposals	出售	-	-	-	(126)	-	-	(126)
Depreciation charge	折舊支出	-	(499)	-	(667)	-	(2,987)	(4,153)
Exchange differences	匯兌差額	(1,935)	(104)	572	(252)	-	249	(1,470)
Net book value at 31 March 2019	於二零一九年三月三十一日之 賬面淨值	-	127	-	1,020	-	1,796	2,943
At 31 March 2019	於二零一九年三月三十一日							
Cost	成本	-	2,242	-	6,247	288	21,677	30,454
Accumulated impairment	累計減值	-	(171)	-	(401)	(205)	(10,145)	(10,922)
Accumulated depreciation	累計折舊	-	(1,944)	-	(4,826)	(83)	(9,736)	(16,589)
Net book value	賬面淨值	-	127	-	1,020	-	1,796	2,943
Net book amount at 1 April 2019	於二零一九年四月一日之賬面淨值	-	127	-	1,020	-	1,796	2,943
Additions	添置	-	288	-	266	-	2,717	3,271
Disposals	出售	-	-	-	128	-	(375)	(247)
Depreciation charge	折舊支出	-	(242)	-	(502)	-	(543)	(1,287)
Exchange differences	匯兌差額	-	104	-	-	-	119	223
Net book value at 31 December 2019	於二零一九年十二月三十一日 之賬面淨值	-	277	-	912	-	3,714	4,903
At 31 December 2019	於二零一九年十二月三十一日							
Cost	成本	-	881	-	5,497	-	24,394	30,772
Accumulated impairment	累計減值	-	-	-	-	-	(10,145)	(10,145)
Accumulated depreciation	累計折舊	-	(604)	-	(4,585)	-	(10,535)	(15,724)
Net book value	賬面淨值	-	277	-	912	-	3,714	4,903



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 16. PROPERTY, PLANT AND EQUIPMENT – *Continued*

Notes:

- (a) As at 31 December 2019, fixture and equipment with carrying amount of HK\$379,000 (31 March 2019: HK\$449,000) were pledged to secure designated banking facility and borrowing (Note 28).
- (b) During the year ended 31 March 2019, as the Group continued to record losses for OBM toys segment, the Management considered there was indication for impairment for the non-financial assets in this segment, representing property, plant and equipment of HK\$12,182,000.

The recoverable amount of CGU was based on the value in use calculation. The calculation uses cash flow projections based on financial budgets approved by the Management covering a five-year period, and pre-tax discount rate of 19%. Other key assumption for the value in use calculation relates to the estimation of cash inflows/outflows which include budgeted sales, such estimation is based on the unit's past performance and the Management's expectations for the market development. The growth rate used to extrapolate the cash flows beyond the five-year period is 2%, which do not exceed the long-term growth rate for the industry in the corresponding country. The Management believes that any reasonable and possible change in any of this assumption would not cause the aggregate carrying amount to exceed the aggregate recoverable amount. Accordingly, impairment loss in the aggregate of HK\$10,145,000 was recognised in profit or loss.

- (c) No impairment loss is recognised for the Group's property, plant and equipment for the current period upon the completion of impairment assessment as set out in Note 18.

### 16. 物業、廠房及設備—續

附註：

- (a) 於二零一九年十二月三十一日，賬面值為三十七萬九千港元（二零一九年三月三十一日：四十四萬九千港元）之裝置及設備已抵押，以為指定銀行融資及借貸提供擔保（附註28）。
- (b) 截至二零一九年三月三十一日止年度，由於本集團自有品牌製造玩具分部持續錄得虧損，管理層認為該分部之非金融資產出現減值跡象，即物業、廠房及設備一千二百一十八萬二千港元。

現金產生單位之可回收金額乃根據使用價值計算方法釐定。計算方法乃使用根據管理層批准的涵蓋五年期間的財務預算編製之現金流量預測及稅前折現率為百分之十九。使用價值計算之其他主要假設與現金流入／流出之估計有關，包括預算銷售，有關估計乃根據單位之過往表現及管理層對市場發展之預期作出。超出五年期間的現金流量使用增長率百分之二推算，該增長率不超過相應國家行業內的長期增長率。管理層認為任何引起該假設合理及可能的變動都不會導致總賬面值超過可收回總金額。因此，減值虧損總額一千零一十四萬五千港元於損益中確認。

- (c) 附註18所載之減值評估完成後，概無就本集團於本期間的物業、廠房及設備確認減值虧損。

## 17. LEASES

HKFRS 16 was adopted at 1 April 2019 without restatement of comparative figures. For an explanation of the transitional requirements that were applied as at 1 April 2019, see Note 3(a). The accounting policies applied subsequent to the date of initial application, 1 April 2019, are disclosed in Note 5(e).

## Nature of leasing activities (in the capacity as lessee)

The Group leases a number of shops and office properties in the jurisdictions from which it operates. Certain leases of shops comprise variable lease payments that depends on the original monthly sales of those shops if the amounts are higher than the original monthly rental. The rest of leases comprise only fixed payments over the lease terms.

The Group has an option, under certain of its leases, to lease the properties for additional terms of five years. The Group applies judgement in evaluating that it is reasonably certain not to exercise the option to renew.

## 17. 租賃

香港財務報告準則第16號於二零一九年四月一日獲採納，並不呈列比較數字。有關於二零一九年四月一日應用的過渡規定之說明，請見附註3(a)。緊隨首次應用日期（二零一九年四月一日）應用的會計政策於附註5(e)披露。

## 租賃活動的性質（以承租人身份）

本集團於其營運所在的司法權區租賃若干商舖及辦公物業。若干商舖租賃包括浮息租賃付款，該等付款取決於該等商舖初始月度銷售額（倘該金額高於初始月度租金）。餘下租賃僅包括於租期內的固定付款。

根據其若干租賃，本集團有權選擇將物業租期額外延長五年。本集團於評估可合理確定不行使續租選擇權時應用判斷。

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	1 April 2019 二零一九年 四月一日 HK\$'000 千港元
Buildings leased for own use, carried at depreciated cost	作自用用途租賃的樓宇 (按折舊成本列賬)	12,074	15,290

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 17. LEASES – Continued

#### Nature of leasing activities (in the capacity as lessee) – Continued

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

### 17. 租賃—續

#### 租賃活動的性質（以承租人身份）—續

與在損益中確認的租賃有關的開支項目分析如下：

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年十二月 三十一日期間 HK\$'000 千港元
Variable lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的浮動租賃付款	16
Short-term lease expense	短期租賃開支	4,619
Low-value lease expense	低價值租賃開支	-

The total cash outflow for leases for the period from 1 April 2019 to 31 December 2019 was HK\$14,975,000.

於二零一九年四月一日至二零一九年十二月三十一日期間的租賃現金流出總額為一千四百九十七萬五千港元。

Potential future rental payments relating to leases not yet commenced to which the Group is committed as at 31 December 2019:

與本集團於二零一九年十二月三十一日投入但未開始租賃有關的潛在未來租賃付款：

		Potential future lease payments (undiscounted) 潛在未來租賃付款 (未折現)			Total 總計
		Future cash outflow (discounted) 未來現金流出 (折現)	Not later than one year 不超過一年	Later than one year and not later than two years 超過一年 但少於兩年	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Property	物業				
Shop	商舖	1,493	816	816	1,632

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 17. LEASES – Continued

#### Right-of-use assets

The carrying amount of the Group's right-of-use assets and the movements during the period from 1 April 2019 to 31 December 2019 are as follows:

		Buildings 樓宇 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	15,290
Additions	添置	12,262
Depreciation	折舊	(9,700)
Impairment (Note 18(a))	減值 (附註18(a))	(5,778)
<hr/>		
At 31 December 2019	於二零一九年十二月三十一日	12,074

#### Lease liabilities

The carrying amount of the Group's lease liabilities and the movements during the period from 1 April 2019 to 31 December 2019 are as follows:

		Buildings 樓宇 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	15,290
Additions	添置	12,262
Interest expense	利息開支	1,078
Lease payments	租賃付款	(10,340)
<hr/>		
At 31 December 2019	於二零一九年十二月三十一日	18,290

### 17. 租賃—續

#### 使用權資產

本集團於二零一九年四月一日至二零一九年十二月三十一日期間的使用權資產之賬面值及其變動如下：

		Buildings 樓宇 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	15,290
Additions	添置	12,262
Depreciation	折舊	(9,700)
Impairment (Note 18(a))	減值 (附註18(a))	(5,778)
<hr/>		
At 31 December 2019	於二零一九年十二月三十一日	12,074

#### 租賃負債

本集團於二零一九年四月一日至二零一九年十二月三十一日期間的租賃負債之賬面值及其變動如下：

		Buildings 樓宇 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	15,290
Additions	添置	12,262
Interest expense	利息開支	1,078
Lease payments	租賃付款	(10,340)
<hr/>		
At 31 December 2019	於二零一九年十二月三十一日	18,290

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 17. LEASES – Continued

#### Lease liabilities – Continued

Future lease payments are due as follows:

		Minimum lease payments at 31 December 2019 於二零一九年十二月三十一日的最低租賃付款 HK\$'000 千港元	Interest at 31 December 2019 於二零一九年十二月三十一日的利息 HK\$'000 千港元	Present value at 31 December 2019 於二零一九年十二月三十一日的現值 HK\$'000 千港元
Not later than one year	不超過一年	12,855	(821)	12,034
Later than one year and not later than two years	超過一年但少於兩年	5,183	(219)	4,964
Later than two years and not later than five years	超過兩年但少於五年	1,317	(25)	1,292
		19,355	(1,065)	18,290

		Minimum lease payments at 1 April 2019 (Note) 於二零一九年四月一日的最低租賃付款(附註) HK\$'000 千港元	Interest at 1 April 2019 (Note) 於二零一九年四月一日的利息(附註) HK\$'000 千港元	Present value at 1 April 2019 (Note) 於二零一九年四月一日的現值(附註) HK\$'000 千港元
Not later than one year	不超過一年	9,913	(811)	9,102
Later than one year and not later than five years	超過一年但少於五年	6,391	(203)	6,188
		16,304	(1,014)	15,290

Note:

The Group has initially applied HKFRS 16 using the cumulative effect approach and adjusted the opening balances at 1 April 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Comparative information as at 31 March 2019 has not been restated. See Note 3(a) for further details about transition.

### 17. 租賃—續

#### 租賃負債—續

未來租賃付款到期情況如下：

		Minimum lease payments at 31 December 2019 於二零一九年十二月三十一日的最低租賃付款 HK\$'000 千港元	Interest at 31 December 2019 於二零一九年十二月三十一日的利息 HK\$'000 千港元	Present value at 31 December 2019 於二零一九年十二月三十一日的現值 HK\$'000 千港元
Not later than one year	不超過一年	12,855	(821)	12,034
Later than one year and not later than two years	超過一年但少於兩年	5,183	(219)	4,964
Later than two years and not later than five years	超過兩年但少於五年	1,317	(25)	1,292
		19,355	(1,065)	18,290

		Minimum lease payments at 1 April 2019 (Note) 於二零一九年四月一日的最低租賃付款(附註) HK\$'000 千港元	Interest at 1 April 2019 (Note) 於二零一九年四月一日的利息(附註) HK\$'000 千港元	Present value at 1 April 2019 (Note) 於二零一九年四月一日的現值(附註) HK\$'000 千港元
Not later than one year	不超過一年	9,913	(811)	9,102
Later than one year and not later than five years	超過一年但少於五年	6,391	(203)	6,188
		16,304	(1,014)	15,290

附註：

本集團已採用累計影響法首次應用香港財務報告準則第16號並調整於二零一九年四月一日的期初結餘以確認與先前根據香港會計準則第17號分類為經營租賃的租賃有關的租賃負債。於二零一九年三月三十一日的比較資料並無重列。有關過渡之進一步詳情，請參閱附註3(a)。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 17. LEASES – Continued

#### Lease liabilities – Continued

The present value of future lease payments are analysed as:

		At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 1 April 2019 於二零一九年 四月一日 HK\$'000 千港元
Current liabilities	流動負債	12,034	9,102
Non-current liabilities	非流動負債	6,256	6,188
		18,290	15,290

The total future minimum lease payments are due as follows:

		At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Not later than one year	不超過一年	12,238
Later than one year but not later than five years	超過一年但少於五年	5,686
		17,924

The Group leases a number of shops and office premises under operating lease arrangements. The lease terms are ranging from one to three years as at 31 March 2019.

Certain leasing arrangements have been subject to contingent rent by reference to monthly revenue throughout the leasing periods. The minimum guaranteed rental has been used to calculate the above commitments.

### 17. 租賃—續

#### 租賃負債—續

未來租賃付款之現值分析如下：

	At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 1 April 2019 於二零一九年 四月一日 HK\$'000 千港元
Current liabilities	12,034	9,102
Non-current liabilities	6,256	6,188
	18,290	15,290

未來最低租賃付款總額到期情況如下：

	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Not later than one year	12,238
Later than one year but not later than five years	5,686
	17,924

本集團根據經營租賃安排租賃多間商舖及辦公物業。於二零一九年三月三十一日，有關租期介乎一至三年。

若干租賃安排涉及參考租賃期內每月營業額計算之或有租金。上述承擔已採用最低保證租金計算。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 18. GOODWILL

### 18. 商譽

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
<b>Cost</b>	<b>成本</b>		
At the beginning of the period/year	於期初/年初	95,990	105,293
Exchange differences	匯兌差額	-	(9,303)
At the end of the period/year	於期末/年末	95,990	95,990
<b>Accumulated impairment</b>	<b>累計減值</b>		
At the beginning of the period/year	於期初/年初	95,376	102,179
Impairment loss recognised in the period/year	期內/年內確認減值虧損	614	2,500
Exchange differences	匯兌差額	-	(9,303)
At the end of the period/year	於期末/年末	95,990	95,376
At the end of the period/year	於期末/年末		
Cost	成本	95,990	95,990
Accumulated impairment	累計減值	(95,990)	(95,376)
Net carrying amount	賬面淨值	-	614

Goodwill acquired in business combination is allocated, at acquisition, to the CGU that is expected to benefit from that business combination. For the purpose of impairment testing, cost of goodwill and intangible assets with indefinite useful lives were allocated to CGU identified as follows:

透過業務合併收購之商譽於收購時分配至預期可從業務合併獲益之現金產生單位。就減值測試而言，商譽成本以及具有無限可使用年期的無形資產分配至已識別之現金產生單位如下：

		At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Chinese health products (Note (a))	中藥保健品(附註(a))		
Cost	成本	614	614
Accumulated impairment	累計減值	(614)	-
Net carrying amount	賬面淨值	-	614

## 18. GOODWILL – Continued

Notes: – Continued

## (a) Chinese health products

As at 31 December 2019, the recoverable amount of the CGU of Chinese health products has been determined from value in use calculations by an independent third party valuer, APAC Appraisal and Consulting Limited ("APAC"), based on cash flow projection from formally approved budget covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% (31 March 2019: 2%), which does not exceed the long-term growth rate for the industry in the corresponding country.

Discount rate	折現率
Growth rate within the five-year period	五年期內增長率

The discount rate used is pre-tax and reflect specific risks relating to the relevant CGU.

The growth rate within the five-year period have been based on past experience.

The Management reassessed the recoverable amount of the CGU of Chinese health products as at 31 December 2019 by reference to the discounted cash flow calculations with the above estimations. As at 31 December 2019, the recoverable amount of the CGU of Chinese health products is HK\$39,000,000 which is lower than the carrying amount of HK\$50,486,000.

Accordingly, the Management was of the opinion that a full impairment loss for goodwill of HK\$614,000 should be recognised. The remaining shortfall of HK\$10,872,000 was recognised as impairment loss under right-of-use assets amounting to HK\$5,778,000 as disclosed in Note 17, and intangible assets amounting to HK\$5,094,000 as disclosed in Note 19.

## 18. 商譽—續

附註：—續

## (a) 中藥保健品

於二零一九年十二月三十一日，中藥保健品之現金產生單位的可收回金額乃由獨立第三方估值師亞太估值及顧問有限公司（「亞太」）根據來自獲正式批准的涵蓋五年期間預算的現金流量預測按使用價值計算方法釐定。超出五年期間的現金流量使用估計加權平均增長率百分之三（二零一九年三月三十一日：百分之二）推算，該增長率不超過相應國家行業內的長期增長率。

At 31 December 2019 於二零一九年 十二月三十一日	At 31 March 2019 於二零一九年 三月三十一日
16%	14%
5%	5%

所用折現率為稅前貼現率，並反映相關現金產生單位有關的特定風險。

五年期內增長率乃根據過往經驗計算。

於二零一九年十二月三十一日，管理層參考採用上述估計得出之折現現金流量重估中藥保健品之現金產生單位的可收回金額。於二零一九年十二月三十一日，中藥保健品之現金產生單位的可收回金額為三千九百萬港元，低於其賬面值五千零四十八萬六千港元。

因此，管理層認為，應全數確認商譽減值虧損六十一萬四千港元。剩餘差額一千零八十七萬二千港元乃於使用權資產五百七十七萬八千港元（如附註17所披露）及無形資產五百零九萬四千港元（如附註19所披露）項下確認為減值虧損。



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 18. GOODWILL – Continued

Notes:

#### (b) OBM toys

The recoverable amount of the CGU of OBM toys as at 31 March 2019 has been determined from value in use calculations by APAC based on cash flow projection from formally approved budget covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 2%, which does not exceed the long-term growth rate for the industry in the corresponding country.

The key assumptions used for the value in use calculations at 31 March 2019 were as follows:

Discount rate	19%
Growth rate within the five-year period	10%

The discount rate used is pre-tax and reflect specific risks relating to the relevant CGU.

The growth rate within the five-year period were based on past experience.

The Management reassessed the recoverable amount of the CGU of OBM toys as at 31 March 2019 by reference to the discounted cash flow calculations with the above estimations. As at 31 March 2019, the value in use of the CGU of OBM toys is HK\$11,000,000 which is significantly lower than the carrying amount of HK\$23,645,000.

Accordingly, the Management was of the opinion that a full impairment loss for goodwill of HK\$2,500,000 should be recognised. The remaining shortfall of HK\$10,145,000 was recognised as impairment loss under property, plant and equipment.

### 18. 商譽—續

附註：

#### (b) 自有品牌製造玩具

自有品牌製造玩具於二零一九年三月三十一日之現金產生單位的可收回金額乃由亞太根據來自獲正式批准的涵蓋五年期間預算的現金流量預測按使用價值計算方法釐定。超出五年期的現金流量乃使用估計加權平均增長率百分之二推算，該增長率不超過相應國家行業內的長期增長率。

於二零一九年三月三十一日，計算使用價值時使用之主要假設如下：

折現率	百分之十九
五年期內增長率	百分之十

所用折現率為稅前貼現率，並反映相關現金產生單位有關的特定風險。

五年期內增長率乃根據過往經驗計算。

於二零一九年三月三十一日，管理層參考採用上述估計得出之折現現金流量重估自有品牌製造玩具之現金產生單位的可收回金額。於二零一九年三月三十一日，自有品牌製造玩具之現金產生單位使用價值為一千一百萬港元，遠低於賬面值二千三百六十四萬五千港元。

因此，管理層認為，應全數確認商譽減值虧損二百五十萬港元。剩餘差額一千零一十四萬五千港元乃於物業、廠房及設備項下獲確認為減值虧損。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 19. INTANGIBLE ASSETS

### 19. 無形資產

		Trademarks 商標 (Note) (附註) HK\$'000 千港元
Cost:	成本:	
At 1 April 2018, 31 March 2019 and 31 December 2019	於二零一八年四月一日、二零一九年三月三十一日 及二零一九年十二月三十一日	5,094
Amortisation and impairment:	攤銷及減值:	
At 1 April 2018, 31 March 2019 and 1 April 2019	於二零一八年四月一日、二零一九年三月三十一日 及二零一九年四月一日	-
Provision for impairment	減值撥備	(5,094)
At 31 December 2019	於二零一九年十二月三十一日	(5,094)
Net book value:	賬面淨值:	
At 31 December 2019	於二零一九年十二月三十一日	-
At 31 March 2019	於二零一九年三月三十一日	5,094

Note:

The useful lives of trademarks, which were acquired through the acquisition of the Group's Chinese health products business during the year ended 31 March 2018, are estimated by the Management to be indefinite as the trademarks are renewable at insignificant cost at the option of the Group. Details of the impairment assessment are set out in Note 18(a).

附註:

相關商標乃透過於截至二零一八年三月三十一日止年度收購本集團中藥保健品業務而獲得，管理層估計商標使用年期為無限，因為本集團有權重續商標使用年期，而相關費用甚微。減值評估之詳情載於附註18(a)。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 20. SUBSIDIARIES

Particulars of the subsidiaries of the Company at 31 December 2019 and 31 March 2019 are as follows:

### 20. 附屬公司

於二零一九年十二月三十一日及二零一九年三月三十一日，本公司之附屬公司詳情如下：

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營業地點	Form of business structure 業務構架形式	Particulars of issued share capital/ registered capital 已發行股本/ 註冊資本詳情	Effective percentage holding 實際持股百分比		Nature of business 業務性質
				At 31 December 2019 二零一九年十二月三十一日	At 31 March 2019 二零一九年三月三十一日	
<b>Shares held directly: 直接持有之股份：</b>						
IC Global Holdings Corporation IC Global Holdings Corporation	British Virgin Islands 英屬維爾京群島	Corporate 公司	Ordinary US\$50,001 普通股50,001美元	100	100	Investment holdings 投資控股
Future Empire Limited ("Future Empire")	British Virgin Islands	Corporate	Ordinary US\$50,000	100	100	Investment holdings and investing in financial instruments
Future Empire Limited ("Future Empire")	英屬維爾京群島	公司	普通股50,000美元			投資控股及投資金融工具
Ace Season Holdings Limited Ace Season Holdings Limited	British Virgin Islands 英屬維爾京群島	Corporate 公司	Ordinary US\$1,000 普通股1,000美元	100	100	Investment holdings 投資控股
New Mind (Hong Kong) Limited 新創(香港)有限公司	Hong Kong 香港	Corporate 公司	Ordinary HK\$1 普通股1港元	100	100	Investment holdings 投資控股
<b>Shares/investments held indirectly: 間接持有之股份/投資：</b>						
Kid Galaxy Corporation Kid Galaxy Corporation	British Virgin Islands 英屬維爾京群島	Corporate 公司	Ordinary US\$11 普通股11美元	100	100	Investment holdings 投資控股
Kid Galaxy Inc. Kid Galaxy Inc.	United States of America 美利堅合眾國	Corporate 公司	Ordinary US\$100,010 普通股100,010美元	100	100	Trading of toys 玩具貿易
Kid Galaxy Limited Kid Galaxy Limited	Hong Kong 香港	Corporate 公司	Ordinary HK\$10,010,000 普通股10,010,000港元	100	100	Trading of toys 玩具貿易
Haier Healthwise Company Limited 海爾智能健康有限公司	Hong Kong 香港	Corporate 公司	Ordinary HK\$1 普通股1港元	100	100	Investment holdings 投資控股
Ultra Classic Investments Limited Ultra Classic Investments Limited	British Virgin Island 英屬維爾京群島	Corporate 公司	Ordinary US\$1 普通股1美元	100	100	Investment holdings 投資控股
Good Cheer Global Limited ("Good Cheer")	Hong Kong	Corporate	Ordinary HK\$1	100	100	Money lending business
Good Cheer Global Limited ("Good Cheer")	香港	公司	普通股1港元			放債業務
Keytime Global Limited Keytime Global Limited	British Virgin Islands 英屬維爾京群島	Corporate 公司	Ordinary US\$1 普通股1美元	-	100	Investment holdings 投資控股

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 20. SUBSIDIARIES – Continued

### 20. 附屬公司 – 續

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營業地點	Form of business structure 業務構架 形式	Particulars of issued share capital/ registered capital 已發行股本/ 註冊資本詳情	Effective percentage holding 實際持股百分比		Nature of business 業務性質
				At 31 December 2019 二零一九年 十二月三十一日	At 31 March 2019 二零一九年 三月三十一日	
Shares/investments held indirectly: 間接持有之股份/投資:						
Future Empire Limited* Future Empire Limited*	Hong Kong 香港	Corporate 公司	Ordinary US\$1 普通股1美元	-	100	Investment holdings 投資控股
Naiton Limited* Naiton Limited*	British Virgin Islands 英屬維爾京群島	Corporate 公司	Ordinary US\$1 普通股1美元	-	100	Investment holdings 投資控股
Era Creation Technology Limited* 創時科技有限公司*	Hong Kong 香港	Corporate 公司	Ordinary HK\$1 普通股1港元	-	100	Investment holdings 投資控股
Qingdao Oasis Intelligent Health Technology Company Limited*	PRC	Corporate	Ordinary US\$10,000,000	-	100	Trading of consumer electronic and childcare products
青島綠洲智健科技有限公司*	中國	公司	普通股10,000,000美元			消費類電子及嬰童產品貿易
Qindao Ruidi Gas Appliances Manufacturing Limited ("Qingdao Ruidi")*	PRC	Corporate	Ordinary RMB30,000,000	-	100	Research, development, manufacturing & sales of commercial & domestic gas cooking appliances
青島瑞迪燃氣具製造有限公司 ("青島瑞迪")*	中國	公司	普通股人民幣 30,000,000元			研發、製造及銷售商用及 家用燃氣爐具
Qingdao Haier Ruidi Kitchen Appliances & Engineering Company Limited ("Haier Ruidi")*	PRC	Corporate	Ordinary RMB30,000,000	-	100	Research and development, production, sales and installation of commercial kitchen related equipment and accessories
青島海爾瑞迪廚具工程有限公司 ("海爾瑞迪")*	中國	公司	普通股人民幣 30,000,000元			研發、生產、銷售及安裝 商用廚房相關設備及 配件
Sichuan Yi Fang Kitchen Equipment Company Limited ("Sichuan Yi Fang")*	PRC	Corporate	Ordinary RMB16,000,000	-	59,976	Research and development, production, sales and installation of commercial kitchen related equipment and accessories
四川易方廚房設備有限公司 ("四川易方")*	中國	公司	普通股人民幣 16,000,000元			研發、生產、銷售及安裝 商用廚房相關設備及 配件
深圳綠州兒童用品有限公司 ("Shenzhen Oasis")*	PRC	Corporate	Ordinary RMB5,000,000	-	51	Trading of consumer electronic products
深圳綠州兒童用品有限公司 ("深圳綠州")*	中國	公司	普通股人民幣 5,000,000元			消費類電子產品貿易

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 20. SUBSIDIARIES – Continued

### 20. 附屬公司—續

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營業地點	Form of business structure 業務構架 形式	Particulars of issued share capital/ registered capital 已發行股本/ 註冊資本詳情	Effective percentage holding 實際持股百分比		Nature of business 業務性質
				At 31 December 2019 二零一九年 十二月三十一日	At 31 March 2019 二零一九年 三月三十一日	
Shares/investments held indirectly: 間接持有之股份/投資:						
深圳貝立安母嬰用品有限公司 ("Shenzhen Brillante")*	PRC	Corporate	Ordinary RMB2,000,000	–	51	Research and development, marketing and distribution of childcare products
深圳貝立安母嬰用品有限公司 ("深圳貝立安")*	中國	公司	普通股人民幣2,000,000元			研發、營銷及分銷幼兒護理產品
上海綠洲智健智能科技有限公司 ("Oasis Shanghai")*	PRC	Corporate	Ordinary RMB5,000,000	–	51	Trading of consumer electronic products
上海綠洲智健智能科技有限公司 ("綠洲上海")*	中國	公司	普通股人民幣 5,000,000元			消費類電子產品貿易
深圳綠洲智健科技有限公司*	PRC	Corporate	Ordinary RMB5,000,000	–	51	Trading of consumer electronic products
深圳綠洲智健科技有限公司*	中國	公司	普通股人民幣 5,000,000元			消費類電子產品貿易
NPH Holdings Limited NPH Holdings Limited	BVI 英屬維爾京群島	Corporate 公司	Ordinary US\$50,000 普通股50,000美元	100	100	Investment holdings 投資控股
Poo Yuk Loong Limited 保玉龍有限公司	Hong Kong 香港	Corporate 公司	Ordinary HKD350,000 普通股350,000港元	100	100	Investment holdings 投資控股
N P H Sino-Meditech Limited 南北行中醫藥有限公司	Hong Kong 香港	Corporate 公司	Ordinary HKD2 普通股2港元	100	100	Investment holdings 投資控股
Nam Pei Hong Sum Yung Drugs Company Limited ("Nam Pei Hong") 南北行參茸藥材有限公司 ("南北行")	Hong Kong 香港	Corporate 公司	Ordinary HKD1,200,000 普通股1,200,000港元	100	100	Trading of Chinese health products 中藥保健品貿易
Geumsamwon (Korea) Company limited 錦蔘元(韓國)有限公司	Hong Kong 香港	Corporate 公司	Ordinary HKD1 普通股1港元	100	100	Trading of Chinese health products 中藥保健品貿易
Poo Yuk Loong Food (Shenzhen) Company Limited 保玉龍食品(深圳)有限公司	PRC 中國	Corporate 公司	Ordinary RMB350,000 普通股人民幣350,000元	100	100	Trading of Chinese health products 中藥保健品貿易

\* Disposed during the period (Note 34(a)).

\* 已於期內出售(附註34(a))。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 21. 按公平值計入損益之金融資產

		At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
Equity securities listed in Hong Kong – at fair value	於香港上市的股本證券 – 按公平值		
– Non-current portion (Note (a))	– 非流動部分 (附註(a))	18,306	38,905
– Current portion (Note (b))	– 流動部分 (附註(b))	120,275	189,117

Listed equity securities are stated at fair value. Fair value of listed equity securities is determined based on quoted bid prices in the Stock Exchange.

上市股本證券按公平值列賬。上市股本證券之公平值乃根據聯交所所報價格釐定。

Notes:

附註：

- (a) At 31 December 2019 and 31 March 2019, the non-current portion of the Group's financial assets at FVTPL represented 28% interest in Global Mastermind Capital Limited ("GMC") at the closing price as quoted on the Stock Exchange on the respective reporting date.

- (a) 於二零一九年十二月三十一日及二零一九年三月三十一日，本集團之按公平值計入損益之金融資產非流動部分為環球大通投資有限公司（「環球大通投資」）之百分之二十八股權，乃按聯交所於各報告日期所報的收市價計算。

The Group's interest in this company is not classified as a subsidiary or an associate as the Group does not have the power to control or significantly influence to participate in the operating and financing policy decision of GMC, as evidenced by lack of any direct or indirect involvement of the Group at board level of GMC.

由於本集團在董事會層面上並無任何直接或間接參與環球大通投資，因而無權控制或對參與環球大通的營運及財務決策施加重大影響，故本集團於該公司的權益並不歸類為附屬公司或聯營公司。

- (b) The equity securities are classified as financial assets at FVTPL as they have been acquired principally for the purpose of selling in near term, or are part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. Changes in their fair values are recognised in profit or loss (Note 8).

- (b) 由於股本證券乃主要為短期內出售而購入，或其為共同接受管理的可識別金融工具組合的一部分，且有證據顯示近期有賺取短線利潤的實際模式，故分類為按公平值計入損益之金融資產。該等股本證券的公平值變動於損益內確認（附註8）。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 22. INVENTORIES

Finished goods	製成品
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During the period from 1 April 2019 to 31 December 2019, no impairment loss (year ended 31 March 2019: HK\$8,008,000) against the carrying value of finished goods was made.

Finished goods with carrying amounts of HK\$14,123,000 (31 March 2019: HK\$19,643,000) were pledged to secure designated banking facility and borrowing (Note 28) as at 31 December 2019.

### 23. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

The carrying amounts of trade and other receivables, deposits and prepayments are as follows:

Trade receivables	應收貿易賬款
Other receivables	其他應收款項
- Deposits and other receivables	- 按金及其他應收款項
- Prepayments	- 預付款項

### 22. 存貨

At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
68,939	71,740

於二零一九年四月一日至二零一九年十二月三十一日期間，並無減值虧損（截至二零一九年三月三十一日止年度：八百萬八千港元）已與製成品之賬面值對銷。

於二零一九年十二月三十一日，製成品之賬面值一千四百一十二萬三千港元（二零一九年三月三十一日：一千九百六十四萬三千港元）已抵押以作指定銀行融資及借貸（附註28）之擔保。

### 23. 應收貿易賬款及其他應收款項、按金及預付款項

應收貿易賬款及其他應收款項、按金及預付款項之賬面值如下：

At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
39,494	40,941
7,332	10,860
4,433	10,100
51,259	61,901

## 23. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS – Continued

- (a) The ageing analysis of the trade receivables, net of allowance for impairment, based on invoice date as of the end of reporting period, is as follows:

		At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
0-90 days	零至九十日	37,412	38,184
91-180 days	九十一日至一百八十日	1,089	934
181-365 days	一百八十一日至三百六十五日	695	167
Over 365 days	逾三百六十五日	298	1,656
		<b>39,494</b>	<b>40,941</b>

The Group's sales are on letter of credit or open account terms. Credit terms are reviewed on a regular basis. The normal trade terms include letter of credit, deposits before shipments and credit period ranging from 30 to 90 days (31 March 2019: 30 to 90 days) but business partners with strong financial backgrounds may be offered longer credit terms.

- (b) As at 31 December 2019, trade receivables of HK\$27,689,000 (31 March 2019: HK\$29,450,000) and other receivables, deposits and prepayments of HK\$9,110,000 (31 March 2019: Nil) respectively were pledged to secure designated banking facility and borrowing (Note 28).
- (c) The information about the ECLs on the Group's trade receivables and other receivables are disclosed in Note 42(a).

## 23. 應收貿易賬款及其他應收款項、按金及預付款項—續

- (a) 扣除減值撥備後基於截至報告期末的發票日期之應收貿易賬款之賬齡分析如下：

	At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
0-90 days	37,412	38,184
91-180 days	1,089	934
181-365 days	695	167
Over 365 days	298	1,656
	<b>39,494</b>	<b>40,941</b>

本集團之銷售均以信用狀或記賬條款進行，信貸條款會定期檢討。一般貿易條款包括信用狀、付運前按金以及介乎三十日至九十日（二零一九年三月三十一日：三十日至九十日）內的餘賬期，但對財力雄厚之業務夥伴可給予較長之餘賬期。

- (b) 於二零一九年十二月三十一日，應收貿易賬款二千七百六十八萬九千港元（二零一九年三月三十一日：二千九百四十五萬港元）以及其他應收款項、按金及預付款項九百一十一萬港元（二零一九年三月三十一日：無）已分別抵押以作指定銀行融資及借貸擔保（附註28）。
- (c) 有關本集團應收賬款及其他應收款項之預期信貸虧損之資料於附註42(a)披露。



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 24. LOANS RECEIVABLE

The carrying amount of loans receivable from money lending business of the Group was as follows:

		At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
Loans receivable arising from money lending business	自放債業務產生之應收貸款	274,533	265,725
Less: impairment	減: 減值	(10,702)	(5,109)
		<b>263,831</b>	<b>260,616</b>

As at 31 December 2019 and 31 March 2019, the loans receivable are unsecured, interest-bearing at fixed rates ranging from 8%-15% per annum.

The maturity profile of the loans receivable, net of impairment loss recognised, if any, at the end of the reporting period, analysed by the remaining period to its contracted maturity, is as follows:

		At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
Within 1 year	一年內	248,831	200,616
Over 1 year	逾一年	15,000	60,000
		<b>263,831</b>	<b>260,616</b>

The information about the ECLs on the Group's loans receivable is disclosed in Note 42(a).

### 24. 應收貸款

自本集團放債業務產生之應收貸款賬面值如下:

	At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
Loans receivable arising from money lending business	274,533	265,725
Less: impairment	(10,702)	(5,109)
	<b>263,831</b>	<b>260,616</b>

於二零一九年十二月三十一日及二零一九年三月三十一日，應收貸款為無抵押、按固定年利率介乎百分之八至百分之十五計息。

於報告期末，應收貸款（扣除已確認減值虧損（如有））按合約訂明到期日之剩餘期限劃分的到期情況於報告期末如下：

	At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
Within 1 year	248,831	200,616
Over 1 year	15,000	60,000
	<b>263,831</b>	<b>260,616</b>

有關本集團應收貸款之預期信貸虧損之資料於附註42(a)披露。

# Notes to the Financial Statements

## 財務報表附註

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### 25. AMOUNTS DUE FROM/TO RELATED COMPANIES

#### (a) Amount due from a related company

		Maximum balances outstanding during the period/year ended 截至以下日期止期間/年度 未償還最高結餘			
		As at 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	As at 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
Company controlled by a close family member of a director of a subsidiary of the Company	由本公司一間附屬公司的 一名董事的近親控制的 公司				
L C Technology Ltd	龍昌科技有限公司	-	10,027	10,027	10,027

(b) Amounts due from/to related companies were unsecured, interest-free and repayable on demand.

#### (a) 應收一間有關連公司款項

(b) 應收/應付有關連公司款項為無抵押、免息及須按要求償還。

### 26. PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

		At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	55,262	54,940
Less: pledged bank deposits	減：已抵押銀行存款	(8,190)	-
Cash and cash equivalents	現金及現金等價物	47,072	54,940

Cash and cash equivalents represent the bank balances and cash which earn interest on floating rates based on daily bank deposit rates. The carrying amounts of the pledged bank deposits and cash and cash equivalents approximate to their fair value.

### 26. 已抵押銀行存款及現金及現金等價物

現金及現金等價物指根據每日銀行存款利率按浮動利率計息之銀行結餘及現金。已抵押銀行存款及現金及現金等價物之賬面值與其公平值相若。

# Notes to the Financial Statements

## 財務報表附註

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### 27. TRADE AND OTHER PAYABLES AND ACCRUED CHARGES

### 27. 應付貿易賬款及其他應付款項及應計費用

		At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
Trade payables	應付貿易賬款	97,699	39,305
Other payables and accrued charges	其他應付款項及應計費用	19,964	52,763
		<b>117,663</b>	<b>92,068</b>

The directors of the Company consider that the carrying amounts of trade payables, other payables and accrued charges approximate their fair value as at 31 December 2019 and 31 March 2019.

Included in trade payables are trade creditors with the following ageing analysis, based on invoice dates, as of the end of reporting period:

本公司董事認為，於二零一九年十二月三十一日及二零一九年三月三十一日，應付貿易賬款、其他應付款項及應計費用之賬面值與其公平值相若。

截至報告期末，計入應付貿易賬款的應付賬款按發票日期計的賬齡分析如下：

		At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
0-90 days	零至九十日	37,888	10,597
91-180 days	九十一日至一百八十日	3,409	11,661
181-365 days	一百八十一日至三百六十五日	4,931	1,777
Over 365 days	逾三百六十五日	51,471	15,270
		<b>97,699</b>	<b>39,305</b>

## 28. BORROWINGS

		At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Bank loans – secured (Note (b))	銀行貸款—有抵押(附註(b))	18,685	11,700
Other loans – unsecured (Note (e))	其他貸款—無抵押(附註(e))	–	1,712
<b>Total current borrowings</b>	<b>總流動借款</b>	<b>18,685</b>	<b>13,412</b>

(a) As at 31 December 2019, the borrowings were interest-bearing at prime lending rate of banks in United States plus 3.5% per annum. As at 31 March 2019, except the borrowings of HK\$1,712,000 were interest-bearing at fixed rate of 5.6% per annum, other borrowings were interest-bearing at prime lending rate of banks in United States plus 1% per annum.

(b) As at 31 December 2019, the Group's borrowings and banking facilities are secured by the following:

- (i) Pledge of a subsidiaries' fixtures and equipment, inventories, trade receivables, other receivables, deposits and prepayments, cash and cash equivalents with carrying values of HK\$379,000, HK\$14,123,000, HK\$27,689,000, HK\$9,110,000 and HK\$8,190,000 respectively.

As at 31 March 2019, certain of the Group's borrowings and banking facilities were secured by the following:

- (i) Pledge of a subsidiaries' fixtures and equipment, inventories and trade receivables with carrying values of HK\$449,000, HK\$19,643,000 and HK\$29,450,000 respectively.

## 28. 借貸

(a) 於二零一九年十二月三十一日，借貸按美國銀行最優惠利率加年利率百分之三點五計息。於二零一九年三月三十一日，除一百七十一萬二千港元的借貸按固定年利率百分之五點六計息外，其他借貸按美國銀行最優惠利率加年利率百分之一計息。

(b) 於二零一九年十二月三十一日，本集團借貸及銀行融資按以下作抵押：

- (i) 抵押附屬公司之賬面值分別為三十七萬九千港元、一千四百一十二萬三千港元、二千七百六十八萬九千港元、九百一十一萬港元及八百一十九萬港元的裝置及設備、存貨、應收貿易賬款、其他應收款項、按金及預付款項、現金及現金等價物。

於二零一九年三月三十一日，本集團若干借貸及銀行融資按以下作抵押：

- (ii) 抵押附屬公司之賬面值分別為四十四萬九千港元、一千九百六十四萬三千港元及二千九百四十五萬港元的裝置及設備、存貨及應收貿易賬款。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 28. BORROWINGS – Continued

- (c) As at 31 December 2019, the Group had a total banking facilities of approximately HK\$54,600,000 (31 March 2019: HK\$34,500,000) of which HK\$35,915,000 (31 March 2019: HK\$22,800,000) had not been utilised.
- (d) As at 31 December 2019, all borrowings of HK\$18,685,000 (31 March 2019: HK\$13,412,000) are scheduled to be repaid within one year or on demand and classified as current liabilities.
- (e) As at 31 March 2019, the other loans were unsecured and repayable on demand.

### 29. PROVISION FOR LONG SERVICE PAYMENT

At beginning of period/year	期初／年初		
Elimination on disposal	出售時對銷		
Exchange differences	匯兌差額		
At end of period/year	期末／年末		

The amounts represented the provision for long service payment for the Group's employees in Hong Kong and Indonesia. It is regulated by the Labour Law in Hong Kong and Indonesia respectively.

### 28. 借貸—續

- (c) 於二零一九年十二月三十一日，本集團擁有銀行融資總額約五千四百六十萬港元（二零一九年三月三十一日：三千四百五十萬港元），其中三千五百九十一萬五千港元（二零一九年三月三十一日：二千二百八十萬港元）尚未動用。
- (d) 於二零一九年十二月三十一日，所有借貸一千八百六十八萬五千港元（二零一九年三月三十一日：一千三百四十一萬二千港元）將於一內年或按要求償還，並分類為流動負債。
- (e) 於二零一九年三月三十一日，其他貸款為無抵押及須按要求償還。

### 29. 長期服務金撥備

At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
–	5,576
–	(5,453)
–	(123)
–	–

有關金額指對本集團於香港及印尼員工的長期服務金撥備，其分別受香港及印尼的勞工法規管。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 30. DEFERRED TAX

The movements in deferred tax assets and liabilities during the period/year, without taking into consideration the offsetting of balances within the same tax jurisdiction, if any, were as follows:

Deferred tax assets:

		Impairment loss on financial assets 金融資產 減值虧損 HK\$'000 千港元	Cumulative tax losses 累計稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	-	550	550
Credit to profit or loss	計入損益	-	1,110	1,110
Exchange differences	匯兌差額	-	210	210
At 31 March 2019	於二零一九年 三月三十一日	-	1,870	1,870
Credit/(charge) to profit or loss	計入損益/ (自損益扣除)	2,036	(337)	1,699
At 31 December 2019	於二零一九年 十二月三十一日	2,036	1,533	3,569

Deferred tax liabilities:

		Revaluation of land and buildings 土地及 樓宇重估 HK\$'000 千港元	Convertible loan notes 可換股 貸款票據 HK\$'000 千港元	Trademarks 商標 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	14,436	-	840	15,276
Elimination through disposal of subsidiaries (Note 34)	透過出售附屬公司對銷 (附註34)	(14,436)	-	-	(14,436)
Charge to other equity	於其他權益中扣除	-	4,624	-	4,624
Credit to profit or loss	計入損益	-	(857)	-	(857)
At 31 March 2019	於二零一九年三月三十一日	-	3,767	840	4,607
Credit to profit or loss	計入損益	-	(1,847)	(840)	(2,687)
At 31 December 2019	於二零一九年十二月三十一日	-	1,920	-	1,920

### 30. 遞延稅項

期內/年內遞延稅項資產及負債變動(不計及同一稅務司法權區內結餘抵銷(如有))如下:

遞延稅項資產:

遞延稅項負債:

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 30. DEFERRED TAX – *Continued*

The following is the analysis of the deferred tax balances for the presentation of financial reporting purposes:

		At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	3,569	1,870
Deferred tax liabilities	遞延稅項負債	(1,920)	(4,607)
		1,649	(2,737)

A deferred tax asset has not been recognised for the following:

		At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Deductible temporary differences – Accelerated tax depreciation	可扣減臨時差額 – 累計稅項折舊	50,433	46,260
Unused tax losses	未動用稅項虧損	120,978	242,240
		171,411	288,500

Deferred tax assets are recognised for estimated tax losses carry forward to the extent that the realisation of the related tax benefits through future taxable profits are probable. The Group did not recognise deferred tax assets in respect of estimated losses amounting to approximately HK\$120,978,000 (31 March 2019: HK\$242,240,000) that can be carried forward against future taxable income. As at 31 December 2019, all tax losses may be carried forward indefinitely except for the amounts of approximately HK\$22,467,000 (31 March 2019: HK\$42,120,000) which will be expired from 2025 to 2039 (31 March 2019: 2024 to 2038) and Nil (31 March 2019: HK\$118,051,000) which may be carried forward for a period of five years from their respective year of origination.

### 30. 遞延稅項 – 續

以下為就財務報告呈列而言的遞延稅項結餘分析：

	At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Deferred tax assets	3,569	1,870
Deferred tax liabilities	(1,920)	(4,607)
	1,649	(2,737)

並無就以下各項確認遞延稅項資產：

	At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Deductible temporary differences – Accelerated tax depreciation	50,433	46,260
Unused tax losses	120,978	242,240
	171,411	288,500

遞延稅項資產乃因應相關稅務利益可透過未來可能產生之應課稅溢利變現而就所結轉之估計稅項虧損作確認。本集團並無就可結轉以抵銷未來應課稅收入之估計虧損約一億二千零九十七萬八千港元(二零一九年三月三十一日：二億四千二百二十四萬港元)確認遞延稅項資產。於二零一九年十二月三十一日，除約二千二百四十六萬七千港元(二零一九年三月三十一日：四千二百一十二萬港元)將於二零二五年至二零三九年期間(二零一九年三月三十一日：二零二四年至二零三八年期間)屆滿及並無(二零一九年三月三十一日：一億一千八百零五萬一千港元)可於其各自之產生年度起計五年期間內結轉外，所有稅項虧損均可無限期結轉。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 31. SHARE CAPITAL

### 31. 股本

		Authorised 法定			
		Convertible cumulative redeemable preference shares of US\$100,000 each 每股面值十萬美元之 可換股可累積可贖回優先股		Ordinary shares of HK\$0.1 each 每股面值零點一港元之普通股	
		Number of Shares 股份數目	US\$'000 千美元	Number of shares 股份數目	HK\$'000 千港元
At 1 April 2018, 31 March 2019 and 31 December 2019	於二零一八年四月一日、 二零一九年三月三十一日 及二零一九年十二月 三十一日	40	4,000	15,000,000	1,500,000
		Issued and fully paid 已發行及繳足			
		Convertible cumulative redeemable preference shares of US\$100,000 each 每股面值十萬美元之 可換股可累積可贖回優先股		Ordinary shares of HK\$0.10 each 每股面值零點一零港元之普通股	
		Number of shares 股份數目	US\$'000 千美元	Number of shares 股份數目	HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	-	-	7,101,308	710,131
Issue of new shares upon placing	於配售時發行新股份	-	-	1,420,000	142,000
At 31 March 2019	於二零一九年三月三十一日	-	-	8,521,308	852,131
Repurchase of shares (Note)	購回股份(附註)	-	-	(655,850)	(65,585)
At 31 December 2019	於二零一九年十二月三十一日	-	-	7,865,458	786,546



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 31. SHARE CAPITAL – Continued

Note:

During the period from 1 April 2019 to 31 December 2019, the Company repurchased and cancelled its own shares as follows:

Month of repurchase	購回股份之月份	No. of ordinary share of HK\$0.10 each 每股面值零點一零港元之普通股數目 '000 千股	Price per share 每股價格		Aggregate consideration paid 所支付之總代價 HK\$'000 千港元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
June 2019	二零一九年六月	77,750	0.039	0.038	3,030
July 2019	二零一九年七月	578,100	0.050	0.039	25,890
		655,850			28,920

The repurchase was governed by the applicable laws of the Cayman Islands. During the period from 1 April 2019 to 31 December 2019, the above ordinary shares were repurchased and cancelled. The total amount paid on the repurchase of the shares was HK\$28,920,000 (year ended 31 March 2019: Nil) and accordingly HK\$65,585,000 was deducted from share capital and the difference of HK\$36,665,000 was credited to accumulated losses.

### 31. 股本—續

附註：

於二零一九年四月一日至二零一九年十二月三十一日期間，本公司購回並註銷其自身股份如下：

	購回股份之月份	No. of ordinary share of HK\$0.10 each 每股面值零點一零港元之普通股數目 '000 千股	Price per share 每股價格		Aggregate consideration paid 所支付之總代價 HK\$'000 千港元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
June 2019	二零一九年六月	77,750	0.039	0.038	3,030
July 2019	二零一九年七月	578,100	0.050	0.039	25,890
		655,850			28,920

購回受開曼群島適用法例的規管。於二零一九年四月一日至二零一九年十二月三十一日期間，上述普通股股份已購回並註銷。就回購股份的已付總金額為二千八百九十二萬港元（截至二零一九年三月三十一日止年度：無），因此，六千五百五十八萬五千港元自股本中扣除，且三千六百六十六萬五千港元已計入累計虧損中。

### 32. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operation. The Scheme, which was adopted by an ordinary resolution of the shareholders on 14 September 2012, constitutes a share option scheme governed by Chapter 17 of the Listing Rules.

Under the Scheme, share options can be exercised at any time during the periods to be determined and notified by the directors of the Company to the grantees at the time of making offers to grant share options to them, provided that such periods shall not exceed the period of ten years from the date of grant. The scheme mandate limit of the Scheme was refreshed pursuant to a shareholders' resolution passed in the annual general meeting of the Company held on 4 September 2018 (the "AGM"). The maximum number of shares available for issue under the Scheme is 852,130,836, representing 10% of the issued ordinary share capital of the Company as at the date of the AGM, 4 September 2018. The subscription price for the shares under the Scheme shall be a price determined by the directors at its discretion, provided that it shall not less than the higher of (i) the closing price of the shares stated in the daily quotation sheets of Stock Exchange on the date of grant and (ii) the average closing price of the shares stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of share options. A nominal consideration of HK\$1 is payable for each of the share options granted.

### 32. 購股權計劃

本公司實行一項購股權計劃（「計劃」），旨在向對本集團之業務成就有貢獻之合資格參與者提供獎勵及獎賞。計劃於二零一二年九月十四日由股東通過普通決議案採納，構成受上市規則第十七章監管之購股權計劃。

根據計劃，購股權可由本公司董事釐定並在向承授人提呈授出購股權時知會承授人之期間內隨時行使，惟該期間不得超過授出日期起計十年。計劃之計劃授權上限已根據本公司於二零一八年九月四日舉行之股東週年大會（「股東週年大會」）上通過之一項股東決議案予以更新。計劃下可供發行之股份數目上限為八億五千二百一十三萬零八百三十六股，相當於股東週年大會日期（即二零一八年九月四日）本公司已發行普通股本之百分之十。計劃項下之股份認購價將由董事自行酌情釐定，惟不得低於(i)授出日期於聯交所每日報價表所列之股份收市價及(ii)緊接授出購股權日期前五個營業日於聯交所每日報價表所列之股份平均收市價兩者中之較高者。獲授之每份購股權須支付一港元之象徵代價。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 32. SHARE OPTION SCHEME – *Continued*

On 24 April 2018, a total of 340,000,000 share options were granted by the Company to the directors of the Company at the exercise price of HK\$0.121 per share and immediately vested.

#### Fair value of options granted

The assessed fair value at grant date of options granted during the year ended 31 March 2019 was HK\$0.046 per option. The fair value of share options at grant date is assessed by an independent third party qualified valuer using a binomial option-pricing model that takes into account the exercise price, the term of the option, the impact of dilution (where material), the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, the risk free interest rate for the term of the option and the correlations and volatilities of the peer group companies.

Options are granted for a nominal consideration of HK\$1 per grantee and vest immediately at grant date. The options are exercisable for a period of one year from grant date.

The model inputs for options granted during the year ended 31 March 2019 included:

Grant date	授出日期	2019 二零一九年 24 April 2018 二零一八年四月二十四日
Expiry date	屆滿日期	23 April 2019 二零一九年四月二十三日
Share price at grant date	於授出日期之股價	HK\$0.117 零點一一七港元
Exercise price	行使價	HK\$0.121 零點一二一港元
Expected volatility	預期波動	108% 百分之一百零八
Life of share options	購股權期限	1 year 一年
Expected dividend yield	預期股息收益率	0% 百分之零
Risk-free interest rate	無風險利率	1.47% 百分之一點四七

### 32. 購股權計劃—續

於二零一八年四月二十四日，本公司向本公司董事授出合共三億四千萬份購股權，行使價為每股股份零點一二一港元及即時歸屬。

#### 已授出購股權公平值

於截至二零一九年三月三十一日止年度，已授出購股權於授出日期的經評估公平值為每份購股權零點零四六港元。購股權於授出日期的公平值由獨立第三方合資格估值師使用二項期權定價模型評估，該模型計及行使價、購股權期限、攤薄影響（如屬重大）、授出日期的股價及相關股份的預期價格波幅、預期股息收益率、購股權期限內的無風險利率以及同系集團公司的關係及波動。

購股權乃以每名承授人名義代價一港元授出並於授出當日立即歸屬。購股權可自授出日期起一年內行使。

於截至二零一九年三月三十一日止年度已授出購股權的模型輸入數據包括：

32. SHARE OPTION SCHEME – *Continued*Fair value of options granted – *Continued*

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Grantee	Date of grant	Exercisable period	Exercise price per share	Outstanding at 31.3.2018 於二零一八年三月三十一日 尚未行使	Granted during the year	Outstanding at 31.3.2019 於二零一九年三月三十一日 尚未行使	Lapsed during the period	Outstanding at 31.12.2019 於二零一九年十二月三十一日 尚未行使
承授人	授出日期	行使期	每股行使價 HK\$ 港元		年內授出		期內失效	
- Directors and senior management (Note i) - 董事及高級管理層 (附註i)	24.4.2018 二零一八年四月二十四日	24.4.2018 to 23.4.2019 二零一八年四月二十四日至 二零一九年四月二十三日	0.121	-	340,000,000	340,000,000	(340,000,000)	-
Total 總額				-	340,000,000	340,000,000	(340,000,000)	-
Exercisable at the end of the year/period 年末/期末行使				-		340,000,000		-
Weighted average exercise price 加權平均行使價				-		HK\$1.121 港元		-
Weighted average remaining contractual life at the end of the year/period 年末/期末加權平均剩餘合約期				N/A 不適用		0.16 years 年		N/A 不適用

## Notes:

- (i) The Group grant share options to the directors and senior management as an award of their contribution to the Group in prior years.

## 32. 購股權計劃—續

## 已授出購股權公平值—續

預期價格波幅乃基於歷史波幅(根據購股權的剩餘期限)確定,並就因公開資料得出的任何未來波幅預期變動作出調整。

## 附註:

- (i) 本集團向董事及高級管理層授出購股權,作為過往年度對本集團所作貢獻之獎勵。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 32. SHARE OPTION SCHEME – *Continued*

- (ii) No share-based payment expenses were recognised for the period from 1 April 2019 to 31 December 2019 (year ended 31 March 2019: HK\$15,742,000) in relation to share options granted by the Company. During the period from 1 April 2019 to 31 December 2019, all outstanding options were lapsed (year ended 31 March 2019: Nil) and no option (year ended 31 March 2019: Nil) was exercised.

### 33. NON-CONTROLLING INTERESTS

Shenzhen Oasis and its wholly-owned subsidiary, 51% owned by the Group, Oasis Shanghai and its wholly-owned subsidiary, 51% owned by the Group and Sichuan Yi Fang, 59.976% owned by the Group had material NCI. During the period, the Group's equity interests in Oasis Shanghai, Shenzhen Oasis and Sichuan Yi Fang were fully disposed of.

Summarised financial information in relation to the NCI of Shenzhen Oasis and its wholly-owned subsidiary, Oasis Shanghai and its wholly-owned subsidiary and Sichuan Yi Fang, before intra-group elimination are presented as follows:

### 32. 購股權計劃—續

- (ii) 於二零一九年四月一日至二零一九年十二月三十一日期間，本集團概無就本公司授出之購股權確認以股份為基礎的付款開支（截至二零一九年三月三十一日止年度：一千五百七十四萬二千港元）。於二零一九年四月一日至二零一九年十二月三十一日期間，尚未行使購股權均已失效（截至二零一九年三月三十一日止年度：無）及概無購股權（截至二零一九年三月三十一日止年度：無）獲行使。

### 33. 非控股權益

本集團擁有百分之五十一權益之深圳綠洲及其全資附屬公司、本集團擁有百分之五十一權益之綠洲上海及其全資附屬公司以及本集團擁有百分之五十九點九七六權益之四川易方擁有重大非控股權益。於期內，本集團於綠洲上海、深圳綠洲及四川易方的股權已悉數出售。

有關深圳綠洲及其全資附屬公司、綠洲上海及其全資附屬公司以及四川易方之非控股權益於集團內部對銷前的財務資料概要呈列如下：

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 33. NON-CONTROLLING INTERESTS – Continued

### 33. 非控股權益—續

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Shenzhen Oasis and its wholly-owned subsidiary	深圳綠洲及其全資附屬公司		
Revenue	收入	-	-
Loss for the period/year	期內/年內虧損	(2,449)	(2,814)
Total comprehensive income for the period/year	期內/年內全面收益總額	(2,449)	(2,773)
Loss allocated to NCI	分配予非控股權益之虧損	(1,200)	(1,379)
Total comprehensive income allocated to NCI	分配予非控股權益 之全面收益總額	(1,200)	(1,359)
Cash flow used in operating activities	經營活動所用之現金流量	-	9
Net cash outflow	現金流出淨額	-	9
		At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Non-current assets	非流動資產	-	-
Current assets	流動資產	-	650
Current liabilities	流動負債	-	(57,781)
Net liabilities	負債淨額	-	(57,131)
Accumulated NCI	累計非控股權益	-	(27,994)

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 33. NON-CONTROLLING INTERESTS – Continued

### 33. 非控股權益—續

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Oasis Shanghai and its wholly-owned subsidiary	綠洲上海及其全資附屬公司		
Revenue	收入	–	45,573
Loss for the period/year	期內/年內虧損	(2,712)	(15,749)
Total comprehensive income for the period/year	期內/年內全面收益總額	(2,712)	(15,692)
Loss allocated to NCI	分配予非控股權益之虧損	(1,329)	(7,717)
Total comprehensive income allocated to NCI	分配予非控股權益之 全面收益總額	(1,329)	(7,689)
Cash flow generated from/(used in) operating activities	經營活動所得/(所用)之 現金流量	–	3,351
Cash flow used in investing activities	投資活動所用之現金流量	–	–
Cash flow used in financing activities	融資活動所用之現金流量	–	(1,712)
Net cash inflow/(outflow)	現金流入/(流出)淨額	–	1,639
		At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Non-current assets	非流動資產	–	–
Current assets	流動資產	–	5,800
Current liabilities	流動負債	–	(64,300)
Net liabilities	負債淨額	–	(58,500)
Accumulated NCI	累計非控股權益	–	(28,665)

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 33. NON-CONTROLLING INTERESTS – Continued

### 33. 非控股權益—續

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Sichuan Yi Fang Revenue	四川易方 收入	–	–
Loss for the period/year	期內/年內虧損	–	–
Total comprehensive income for the period/year	期內/年內全面收益總額	–	140
Loss allocated to NCI	分配予非控股權益之虧損	–	–
Total comprehensive income allocated to NCI	分配予非控股權益之 全面收益總額	–	56
Cash flow used in operating activities	經營活動所用之現金流量	–	–
Net cash outflow	現金流出淨額	–	–
		At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Non-current assets	非流動資產	–	330
Current assets	流動資產	–	3,094
Current liabilities	流動負債	–	(16,781)
Net liabilities	負債淨額	–	(13,357)
Accumulated NCI	累計非控股權益	–	(5,347)



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 34. DISPOSAL OF SUBSIDIARIES

- (a) Disposals during the period from 1 April 2019 to 31 December 2019

Name of entities	Disposal date
Notton Limited (Note (i))	26 September 2019
Keytime Global Limited (Note (ii))	27 October 2019

- (i) On 26 September 2019, the Group entered into a sale and purchase agreement to dispose of the entire equity interests in Notton Limited. The purchaser is a connected person of the subsidiary of the Company under Chapter 14A of the Listing Rules. The disposal was completed on 26 September 2019, the date on which the control of Notton Limited and its subsidiaries, which engaged in the commercial kitchen products business, passed to the acquirer. The net liabilities of the disposed subsidiaries at the date of disposal were as follows:

		HK\$'000 千港元
Net liabilities disposed of:	所出售負債淨額：	
Inventories	存貨	301
Cash and cash equivalents	現金及現金等價物	1
Trade and other payables	應付貿易賬款及其他應付款項	(18,142)
Tax payables	應繳稅項	(3,236)
Net liabilities	負債淨額	(21,076)
NCI	非控股權益	5,872
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司時解除之匯兌儲備	11,154
Gain on disposal of subsidiaries	出售附屬公司之收益	4,051
<b>Total consideration</b>	<b>總代價</b>	<b>1</b>
Satisfied by:	支付方式：	
Cash	現金	1
Net cash inflows arising from disposal of subsidiaries:	出售附屬公司產生之現金流入淨額：	
Cash consideration	現金代價	1
Cash and bank balances disposed of	所出售現金及銀行結餘	(1)
		-

### 34. 出售附屬公司

- (a) 於二零一九年四月一日至二零一九年十二月三十一日期間的出售事項

實體名稱	出售日期
Notton Limited (附註(i))	二零一九年 九月二十六日
Keytime Global Limited (附註(ii))	二零一九年 十月二十七日

- (i) 於二零一九年九月二十六日，本集團訂立買賣協議以出售Notton Limited全部股權。認購人為上市規則第14A章項下之本公司附屬公司的一名關聯人士。出售事項已於二零一九年九月二十六日完成，當天Notton Limited及其附屬公司（從事商用廚房產品業務）的控制權轉移予收購方。於出售事項日期之已出售附屬公司之負債淨額如下：

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 34. DISPOSAL OF SUBSIDIARIES – Continued

#### (a) Disposals during the period from 1 April 2019 to 31 December 2019 – Continued

- (ii) On 27 October 2019, the Group entered into a sale and purchase agreement to dispose of the entire equity interests in Keytime Global Limited. The disposal was completed on 27 October 2019, the date on which the control of Keytime Global Limited and its subsidiaries, which engaged in the consumer electronic products business, passed to the acquirer. The net liabilities of the disposed subsidiaries at the date of disposal were as follows:

		HK\$'000 千港元
Net liabilities disposed of:	所出售負債淨額：	
Cash and cash equivalents	現金及現金等價物	1,369
Trade and other payables	應付貿易賬款及其他應付款項	(56,619)
Short term bank loan	短期銀行貸款	(1,625)
Tax recoverable	可收回稅項	1,041
Net liabilities	負債淨額	(55,834)
NCI	非控股權益	49,940
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司時解除之匯兌儲備	23,937
Loss on disposal of subsidiaries	出售附屬公司之虧損	(18,042)
<b>Total consideration</b>	<b>總代價</b>	<b>1</b>
Satisfied by:	支付方式：	
Cash	現金	1
Net cash outflows arising from disposal of subsidiaries:	出售附屬公司產生之現金流出淨額：	
Cash consideration	現金代價	1
Cash and bank balances disposed of	所出售現金及銀行結餘	(1,369)
		<b>(1,368)</b>

### 34. 出售附屬公司—續

#### (a) 於二零一九年四月一日至二零一九年十二月三十一日期間的出售事項—續

- (ii) 於二零一九年十月二十七日，本集團訂立買賣協議以出售 Keytime Global Limited 全部股權。出售事項已於二零一九年十月二十七日完成，當天 Keytime Global Limited 及其附屬公司（從事消費類電子產品業務）的控制權轉移予收購方。於出售事項日期之已出售附屬公司之負債淨額如下：

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 34. DISPOSAL OF SUBSIDIARIES – Continued

#### (b) Disposal during the year ended 31 March 2019

As referred to in Note 9(b), on 30 January 2019, the Group disposed of the Disposal Group which engaged in manufacturing and sale of OEM toys. The net liabilities of OEM toys segment at the date of disposal were as follows:

		30 January 2019 二零一九年 一月三十日 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	74,369
Inventories	存貨	18,882
Trade and other receivables, deposits and prepayment	應收貿易賬款及其他應收款項、 按金及預付款項	31,621
Cash and cash equivalents	現金及現金等價物	2,861
Tax recoverable	可收回稅項	555
Trade and other payables	應付貿易賬款及其他應付款項	(109,866)
Bank borrowings	銀行借款	(51,310)
Deferred tax liabilities	遞延稅項負債	(14,436)
Net liabilities	負債淨額	(47,324)
Exchange differences reclassified to profit or loss	重新分類至損益之匯兌差額	35,705
Gain on disposal of subsidiaries included in loss for the year from discontinued operations in the consolidated statement of profit or loss and other comprehensive income	出售附屬公司之收益(於綜合損益 及其他全面收益表內計入來自 已終止經營業務之年內虧損)	11,620
Total consideration	總代價	1
Satisfied by:	支付方式:	
Cash	現金	1
Net cash outflow arising on disposal:	出售事項產生的現金流出淨額:	
Cash consideration	現金代價	1
Cash and bank balances disposed of	所出售現金及銀行結餘	(2,861)
		(2,860)

### 34. 出售附屬公司—續

#### (b) 於截至二零一九年三月三十一日止年度的出售事項

誠如附註9(b)所述，於二零一九年一月三十日，本集團出售出售集團（從事原設備製造玩具的製造及銷售）。原設備製造玩具分部於出售日期的負債淨額如下：

### 35. RESERVES

#### The Group

The natures and purposes of reserves are set out below:

##### Share premium

Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, share premium of the Company is available for paying distributions and dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distributions or dividend payments, the Company is able to pay its debts as they fall due in the ordinary course of business.

##### Share option reserve

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in Note 5(o).

##### Convertible loan notes equity reserve

Amount of proceeds on issue of convertible loan notes relating to the equity component (i.e. option to convert the debt into share capital).

##### Exchange fluctuation reserve

Exchange fluctuation reserve represents foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in Note 5(l).

##### Land and buildings revaluation reserve

Land and buildings revaluation reserve represents the cumulative net change in the fair value of land and buildings held at the end of reporting period and are dealt with in accordance with the accounting policy in Note 5(d).

##### Accumulated losses

It represents the cumulative net gains and losses recognised in profit or loss.

### 35. 儲備

#### 本集團

儲備之性質及目的載列如下：

##### 股份溢價

根據開曼群島公司法（經修訂）第22章，本公司之股份溢價可根據其組織章程大綱及細則之條文，用作向股東支付分派及股息，惟緊隨分派或派付股息後，本公司能夠償還其於日常業務過程中到期之債務。

##### 購股權儲備

如附註5(o)以股份為基礎付款之交易之會計政策所詳述，購股權儲備包括已授出但未行使的購股權公平值。

##### 可換股貸款票據權益儲備

發行可換股貸款票據的所得款項與權益部分（即將債務轉換為股本的選擇權）有關的金額。

##### 匯兌波動儲備

匯兌波動儲備指換算海外業務財務報表時所產生的外匯差額。該儲備乃根據附註5(l)所載會計政策進行處理。

##### 土地及樓宇重估儲備

土地及樓宇重估儲備指報告期末所持有土地及樓宇公平值的累計變動淨值，而該儲備乃根據附註5(d)所載會計政策進行處理。

##### 累計虧損

累計虧損指於損益確認之累計收益及虧損淨額。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 35. RESERVES – Continued

#### The Company

		Share premium	Share option reserve	Convertible loan notes equity reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	可換股貸款 票據權益 儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	415,734	–	–	(852,085)	(436,351)
Loss for the year	年內虧損	–	–	–	(80,230)	(80,230)
Equity-settled share-based payment expense	以權益結算以股份為基礎的付款開支	–	15,742	–	–	15,742
Issue of new shares, net of transaction cost	發行新股份 (扣除交易成本)	8,733	–	–	–	8,733
Issue of convertible loan notes	發行可換股貸款票據	–	–	19,835	–	19,835
At 31 March 2019	於二零一九年 三月三十一日	424,467	15,742	19,835	(932,315)	(472,271)
At 1 April 2019	於二零一九年四月一日	424,467	15,742	19,835	(932,315)	(472,271)
Loss for the period	期內虧損	–	–	–	(186,008)	(186,008)
Equity-settled share-based payment expense	以權益結算以股份為基礎的付款開支	–	(15,742)	–	15,742	–
Repurchase of shares	股份回購	–	–	–	36,665	36,665
At 31 December 2019	於二零一九年 十二月三十一日	424,467	–	19,835	(1,065,916)	(621,614)

### 35. 儲備—續

#### 本公司

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 36. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION 36. 控股公司財務狀況表

		Notes 附註	At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Interests in subsidiaries	於附屬公司之權益		255,657	442,751
Financial assets at FVTPL	按公平值計入損益之 金融資產		18,306	38,905
			273,963	481,656
<b>Current assets</b>	<b>流動資產</b>			
Prepayments	預付款項		510	476
Tax recoverable	可收回稅項		9	9
Cash and cash equivalents	現金及現金等價物		4,774	5,619
			5,293	6,104
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables and accrued charges	其他應付款項及應計費用		2,366	3,242
Convertible loan notes	可換股貸款票據		110,038	-
			112,404	3,242
<b>Net current (liabilities)/assets</b>	<b>流動(負債)/資產淨額</b>		(107,111)	2,862
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		166,852	484,518
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Convertible loan notes	可換股貸款票據		-	100,891
Deferred tax liabilities	遞延稅項負債		1,920	3,767
			1,920	104,658
<b>Net assets</b>	<b>資產淨值</b>		164,932	379,860
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	31	786,546	852,131
Reserves	儲備	35	(621,614)	(472,271)
<b>Total equity</b>	<b>總權益</b>		164,932	379,860

On behalf of the directors

代表董事

Lei Hong Wai  
李雄偉  
Director  
董事

Tse Chi Keung  
謝自強  
Director  
董事

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 37. CONTINGENT LIABILITIES

At 31 December 2019 and 31 March 2019, the Group had no material contingent liabilities.

### 38. RELATED PARTY TRANSACTIONS

During the period/year, the Group had transactions and balances with related parties, some of which are also deemed to be connected parties pursuant to the Listing Rules. Besides, transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note.

(a) During the period/year, the Group entered into the following material transactions with related parties:

Related party relationship  
有關連人士關係

Types of transaction  
交易類型

Transaction amount  
交易金額

Companies controlled by a close family member of a director of a subsidiary of the Company  
由本公司一間附屬公司的一名董事之近親成員控制的公司

Purchases (Note)  
購買(附註)

Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
11,080	71,508

Note: These companies ceased to be related parties of the Group since the resignation of that director on 7 May 2019, and on the same date, the amounts due to these companies of HK\$29,164,000 were reclassified to trade and other payables. Accordingly, the transactions for the period from 1 April 2019 up to 7 May 2019 amounting to approximately HK\$11,080,000 were related party transactions of the Group. Nevertheless, the transactions for the period from 1 April 2019 to 31 December 2019 amounting to approximately HK\$74,365,000 constitute connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

附註：該等公司已自該董事於二零一九年五月七日辭任後不再為本集團之有關連人士。於同日，應付該等公司款項二千九百一十六萬四千港元已重新分類至應付貿易賬款及其他應付款項。因此，於二零一九年四月一日至二零一九年五月七日期間，金額約為一千一百零八萬港元之交易屬本集團之有關連人士交易。然而，於二零一九年四月一日至二零一九年十二月三十一日期間金額約為七千四百三十六萬五千港元的交易構成上市規則第十四A章所界定的關連交易或持續關連交易。

### 37. 或然負債

於二零一九年十二月三十一日及二零一九年三月三十一日，本集團並無重大或然負債。

### 38. 有關連人士交易

期內/年內，本集團曾與有關連人士(部分亦根據上市規則被視為有關連人士)進行交易及有往來結餘。此外，本公司及其附屬公司之間的交易已於綜合入賬時對銷，並無於本附註內披露。

(a) 期內/年內，本集團與有關連人士訂立以下重大交易：

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 38. RELATED PARTY TRANSACTIONS – *Continued*

#### (b) Key management personnel compensation

The key management personnel includes the directors, whose emoluments are disclosed in Note 15(a) and other key management of the Company during the period/year. The emoluments of the key management excluding directors were as follows:

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Short-term benefits	短期福利	–	900
Post-employment benefits	離職後福利	–	30
		–	930

### 38. 有關連人士交易 – 續

#### (b) 管理層要員報酬

期內/年內管理層要員包括本公司董事(其薪酬於附註15(a)披露)及其他管理層要員。管理層要員(除董事外)薪酬如下:



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 39. CONVERTIBLE LOAN NOTES

On 8 October 2018 (the “Issue Date”), the Company issued initially 8% straight bonds with a principal amount of HK\$120,000,000 with conditional conversion rights (the “Conversion Rights”). The bonds mature two years from the Issue Date at their principal amount, or subject to the satisfaction of certain conditions precedent in relation to the Conversion Rights (the “CB Conditions Precedent”), can be converted into ordinary shares of the Company at the holder’s option (the “Conversion Option”) at the fixed rate of HK\$0.1 per share. On 22 November 2018 (the “Change Date”), the Conditions Precedent have been fulfilled and the straight bonds were changed to 6% convertible loan notes embedded with the rights of early redemption by the Company (the “Redemption Rights”). The convertible loan notes are denominated in Hong Kong dollars. Further details of the convertible loan notes were set out in the Company’s announcements dated 8 October 2018 and 22 November 2018.

The convertible loan notes contain the Redemption Rights that allow the Company as the issuer to redeem the convertible loan notes at par together with accrued interests at any time during the life of the convertible loan notes. The redemption price is substantially equal to the amortised cost of the liability component of the convertible loan notes. Accordingly, the Redemption Rights are considered to be ‘closely related’ to the liability component of the convertible loan notes, and the Redemption Right is therefore not separately recognised from the liability component of the convertible loan notes.

The Management considered the terms of the convertible loan notes met the ‘fixed-for-fixed’ criterion. Therefore, the Conversion Option is recognised as equity component of the convertible loan notes.

The fair values of the liability component and the equity conversion component were determined at the Change Date. The fair value of the liability component, included in non-current financial liabilities, was calculated using a market interest rate for an equivalent non-convertible loan notes. The residual amount, representing the value of the equity conversion component, is included in shareholders’ equity net of deferred income taxes.

### 39. 可換股貸款票據

於二零一八年十月八日（「發行日」），本公司初步發行八厘的普通債券，本金額為一億二千萬港元且附帶有條件轉換權（「轉換權」）。債券之本金額自發行日起計兩年後到期，或待達成與轉換權有關的若干先決條件（「可換股債券先決條件」）後，持有人可選擇按固定價格每股零點一港元轉換為本公司的普通股（「轉換選擇」）。於二零一八年十一月二十二日（「變更日」），先決條件已獲達成及普通債券變更為六厘之可換股貸款票據，內嵌本公司之提早贖回權（「贖回權」）。可換股貸款票據乃按港元計值。有關可換股貸款票據之進一步詳情載於本公司日期為二零一八年十月八日及二零一八年十一月二十二日之公告。

可換股貸款票據附有贖回權，允許本公司（作為發行人）於可換股貸款票據年內隨時按面值贖回可換股貸款票據及應計利息。贖回價大致相等於可換股貸款票據負債部分的攤銷成本。因此，贖回權被視為與可換股貸款票據負債部分「緊密相關」，因此贖回權不與可換股貸款票據負債部分分開確認。

管理層認為可換股貸款票據的條款符合「固定對固定」標準。因此，轉換權被確認為可換股貸款票據權益部分。

負債部分及權益轉換部分的公平值於變更日釐定。負債部分的公平值（計入非流動金融負債）採用等值非可換股貸款票據的市場利率計算。剩餘金額（為權益轉換部分的價值）計入股東權益（扣除遞延所得稅）。

39. CONVERTIBLE LOAN NOTES – *Continued*

The convertible loan notes recognised in the consolidated statement of financial position are calculated as follows:

		HK\$'000 千港元
Equity component of convertible loan notes on the Change Date	於變更日之可換股貸款票據的權益部分	19,835
Equity component of convertible loan notes as at 31 March 2019 and 31 December 2019	於二零一九年三月三十一日及二零一九年十二月三十一日的可換股貸款票據的權益部分	19,835
Liability component on the Change Date	於變更日的負債部分	94,288
Interest expense	利息開支	6,603
Liability component at 31 March 2019 under non-current liabilities	於二零一九年三月三十一日非流動負債項下的負債部分	100,891
Interest expense	利息開支	16,636
First coupon payment	首個票息付款	(7,489)
Liability component at 31 December 2019 under current liabilities	於二零一九年十二月三十一日流動負債項下的負債部分	110,038

Interest expense on the convertible loan notes is calculated using the effective interest method by applying the effective interest rate of 9% to the liability component.

Prior to the Change Date, interest expense of HK\$1,157,000 for the straight bonds was also recognised in profit or loss during the year ended 31 March 2019.

## 39. 可換股貸款票據—續

於綜合財務狀況表確認的可換股貸款票據乃按以下方式計算：

		HK\$'000 千港元
Equity component of convertible loan notes on the Change Date	於變更日之可換股貸款票據的權益部分	19,835
Equity component of convertible loan notes as at 31 March 2019 and 31 December 2019	於二零一九年三月三十一日及二零一九年十二月三十一日的可換股貸款票據的權益部分	19,835
Liability component on the Change Date	於變更日的負債部分	94,288
Interest expense	利息開支	6,603
Liability component at 31 March 2019 under non-current liabilities	於二零一九年三月三十一日非流動負債項下的負債部分	100,891
Interest expense	利息開支	16,636
First coupon payment	首個票息付款	(7,489)
Liability component at 31 December 2019 under current liabilities	於二零一九年十二月三十一日流動負債項下的負債部分	110,038

可換股貸款票據的利息開支乃按對負債部分採用百分之九的實際利率之實際利率法計算。

於變更日前，於截至二零一九年三月三十一日止年度，普通債券的利息開支一百一十五萬七千港元亦已於損益中確認。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 40. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

#### (a) Major non-cash transactions

During the period from 1 April 2019 to 31 December 2019, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$12,262,000 and HK\$12,262,000, respectively, in respect of lease arrangements for buildings. (year ended 31 March 2019: Nil).

As disclosed in Note 38(a), amounts due to the related companies of HK\$29,164,000 were reclassified to trade and other payables upon the resignation of a director during the current period.

### 40. 來自融資活動之負債對賬

#### (a) 主要非現金交易

於二零一九年四月一日至二零一九年十二月三十一日期間，本集團就樓宇的租賃安排擁有使用權資產及租賃負債非現金添置分別為一千二百二十六萬二千港元及一千二百二十六萬二千港元。(截至二零一九年三月三十一日止年度：無)。

誠如附註38(a)所披露，於本期間應付有關連公司款項二千九百一十六萬四千港元已於一名董事辭任後重新分類至應付貿易賬款及其他應付款項。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 40. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES – Continued

(b) The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

### 40. 來自融資活動之負債對賬—續

(b) 下表詳列本集團因融資活動產生之負債變動，包括現金及非現金變動。融資活動產生之負債指現金流量或未來現金流量均於本集團綜合現金流量表中分類為融資活動所得現金流量之負債。

		Convertible loan notes 可換股 貸款票據 HK\$'000 千港元 (Note 39) (附註39)	Borrowings 借貸 HK\$'000 千港元 (Note 28) (附註28)	Leases liabilities 租賃負債 HK\$'000 千港元 (Note 17) (附註17)	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	-	100,391	-	100,391
Change from cash flows:	現金流量變動:				
Proceeds from issue of convertible loan notes	發行可換股貸款票據所得款項	120,000	-	-	120,000
Proceeds from borrowings	借貸所得款項	-	5,612	-	5,612
Repayment of borrowings	償還借貸	-	(41,281)	-	(41,281)
Interest paid	已付利息	-	(3,799)	-	(3,799)
		120,000	60,923	-	180,923
Other changes:	其他變動:				
Gain on deemed disposal of bonds	視作出售債券之收益	(2,410)	-	-	(2,410)
Equity component on the Change Date	於變更日的權益部分	(19,835)	-	-	(19,835)
Deferred tax	遞延稅項	(4,624)	-	-	(4,624)
Disposal of subsidiaries	出售附屬公司	-	(51,310)	-	(51,310)
Finance costs	融資成本	7,760	3,799	-	11,559
At 31 March 2019	於二零一九年三月三十一日	100,891	13,412	-	114,303
Change from cash flows	現金流量變動				
Proceeds from borrowings	借貸所得款項	-	18,685	-	18,685
Repayment of borrowings	償還借貸	-	(11,787)	-	(11,787)
Interest paid	已付利息	(7,489)	(1,341)	(1,078)	(9,908)
Repayment of principal portion of lease liabilities	償還租賃負債的本金部分	-	-	(9,262)	(9,262)
		(7,489)	5,557	(10,340)	(12,272)
Other changes	其他變動				
Initial application of HKFRS 16	首次應用香港財務報告準則第16號	-	-	15,290	15,290
New leases	新租賃	-	-	12,262	12,262
Disposal of subsidiaries	出售附屬公司	-	(1,625)	-	(1,625)
Finance cost	融資成本	16,636	1,341	1,078	19,055
At 31 December 2019	於二零一九年十二月三十一日	110,038	18,685	18,290	147,013

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 41. CAPITAL RISK MANAGEMENT

The Group's objective of managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The capital structure of the Group consists of net debts, comprising the borrowings disclosed in Note 28, lease liabilities disclosed in Note 17 and convertible loan notes disclosed in Note 39, less cash and cash equivalents, pledged bank deposits and financial assets at FVTPL, and equity attributable to owners of the Company, comprising share capital and reserves as disclosed in Notes 31 and 35 respectively.

The Group's management reviews the capital structure periodically. As part of this review, the Management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of management, the Group will balance its overall capital structure through the payment of dividends, issue of new share as well as new debts or redemption of existing debts.

The gearing ratio at the end of reporting period was as follows:

		At 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
Debts	債務	147,013	114,303
Cash and cash equivalents	現金及現金等價物	(47,072)	(54,940)
Pledged bank deposits	已抵押銀行存款	(8,190)	-
Financial assets at FVTPL	按公平值計入損益之金融資產	(138,581)	(228,022)
Net debts	債務淨額	(46,830)	(168,659)
Equity	權益	326,673	393,440
Net debts to equity ratio	債務淨額權益比率	N/A不適用	N/A不適用

### 41. 資本風險管理

本集團管理資本的目的是確保本集團能夠持續經營，為股東提供回報及為其他利益關係人士提供收益，並維持最優的資本架構以減少資本成本。

本集團的資本架構包括債務淨額（包括於附註28披露的借貸、附註17披露的租賃負債及附註39披露的可換股貸款票據減現金及現金等價物、已抵押銀行存款及按公平值計入損益之金融資產），及本公司擁有人應佔權益（包括分別於附註31及35披露之股本及儲備）。

本集團的管理層定期檢討資本架構。作為此檢討之一部分，管理層會考慮資本成本及與各類資本有關的風險。根據管理層的建議，本集團將透過派付股息、發行新股以及新債務或贖回現有債務，平衡其整體的資本架構。

於報告期末之資產負債比率如下：

## 42. FINANCIAL RISK MANAGEMENT

### Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk, interest rate risk and foreign exchange risk.

These risks are limited by the Group's financial management policies and practices described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables and loans receivable. The Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. Ongoing credit evaluation is performed on the financial condition of trade customers and, where appropriate, credit guarantee insurance cover is purchased. Trade receivables are due within 30-60 days from the date of billing. Debtors with balances that are more than 3 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the end of reporting period, the Group has a certain concentration of credit risk as 26% (31 March 2019: 21%) and 51% (31 March 2019: 56%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively within the OBM toys and Chinese health products business segments.

## 42. 財務風險管理

### 財務風險因素

本集團之業務使其面對不同財務風險：信貸風險、流動資金風險、利率風險以及外匯風險。

該等風險受到本集團的財務管理政策及常規的規限如下。

#### (a) 信貸風險

本集團的信貸風險主要來自其應收貿易賬款及其他應收款項以及應收貸款。管理層有既定的信貸政策，並會持續監控所承受的該等信貸風險。

就應收貿易賬款而言，對於所有要求超過若干信貸金額的顧客均會進行個別信貸評估。此等評估主要針對顧客過往到期時的還款紀錄及現時的還付能力，並考慮顧客的個別資料及顧客經營所處的經濟環境的資料。本集團會對貿易客戶的財務狀況進行持續信貸評估，並（如適用）購買信貸擔保保險。應收貿易賬款由發出賬單當日起計三十至六十日內到期。對於結餘超過三個月逾期未付之應收賬款，須結清所有未償還結餘後方可獲授進一步之信貸。本集團一般不會向客戶收取抵押品。

本集團的信貸風險主要受各客戶個別特點所影響。客戶經營行業及國家之違約風險亦會影響信貸風險，但程度較低。於報告期末，由於於自有品牌製造玩具及中藥保健品業務分部中，應收貿易賬款總額之百分之二十六（二零一九年三月三十一日：百分之二十一）及百分之五十一（二零一九年三月三十一日：百分之五十六）分別為應收本集團最大客戶及五大客戶的款項，故本集團存在若干信貸集中風險。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 42. FINANCIAL RISK MANAGEMENT – *Continued*

#### Financial risk factors – *Continued*

##### (a) Credit risk – *Continued*

The credit risk of the Group's financial assets (which comprise gross trade receivables, loans receivable, other receivables and cash and cash equivalent) arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

##### *Trade receivables*

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2019:

		Expected loss rate 預期虧損率 (%)	Gross carrying amount 總賬面值 (HK\$'000) (千港元)	Loss allowance 虧損撥備 (HK\$'000) (千港元)
Current (not past due)	流動(未逾期)	0.05	31,077	16
1-30 days past due	逾期一日至三十日	0.47	1,185	5
31-90 days past due	逾期三十一日至九十日	0.51	4,121	21
90 days – 1 year past due	逾期九十日至一年	46.12	5,852	2,699
Over 1 year past due	逾期一年以上	100.00	2,389	2,389
			44,624	5,130

### 42. 財務風險管理 – 續

#### 財務風險因素 – 續

##### (a) 信貸風險 – 續

本集團金融資產(包括應收貿易賬款、應收貸款、其他應收款項以及現金及現金等價物總額)的信貸風險來自對手方違約，最大風險敞口等於該等工具的賬面值。

##### *應收貿易賬款*

本集團按相等於使用撥備矩陣計算之可使用年期內的預期信貸虧損的金額計量應收貿易賬款之虧損撥備。由於本集團之過往信貸虧損經驗並無就不同客戶分部顯示重大虧損模式差異，根據逾期狀態計算之虧損撥備並無於本集團不同客戶基礎之間進一步區分。

下表提供有關本集團於二零一九年十二月三十一日就應收貿易賬款所面臨之信貸風險及預期信貸虧損之資料：

42. FINANCIAL RISK MANAGEMENT – *Continued*Financial risk factors – *Continued*(a) Credit risk – *Continued**Trade receivables – Continued*

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 March 2019:

		Expected loss rate 預期虧損率 (%)	Gross carrying amount 總賬面值 (HK\$'000) (千港元)	Loss allowance 虧損撥備 (HK\$'000) (千港元)
Current (not past due)	流動 (未逾期)	0.03	34,369	10
1-30 days past due	逾期一日至三十日	0.37	4,859	18
31-90 days past due	逾期三十一日至九十日	0.65	616	4
90 days – 1 year past due	逾期九十日至一年	65.62	3,284	2,155
Over 1 year past due	逾期一年以上	100.00	16,298	16,298
			59,426	18,485

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

預期虧損率根據過往三年的實際虧損經驗作出。該等比率已予調整以反映已收集過往數據期間內之經濟狀況、當前狀況及本集團對應收款項之預期年期內之經濟狀況之意見之間的差異。

## 42. 財務風險管理—續

## 財務風險因素—續

## (a) 信貸風險—續

## 應收貿易賬款—續

下表提供有關本集團於二零一九年三月三十一日就應收貿易賬款所面臨之信貸風險及預期信貸虧損之資料：

	Expected loss rate 預期虧損率 (%)	Gross carrying amount 總賬面值 (HK\$'000) (千港元)	Loss allowance 虧損撥備 (HK\$'000) (千港元)
Current (not past due)	0.03	34,369	10
1-30 days past due	0.37	4,859	18
31-90 days past due	0.65	616	4
90 days – 1 year past due	65.62	3,284	2,155
Over 1 year past due	100.00	16,298	16,298
		59,426	18,485

預期虧損率根據過往三年的實際虧損經驗作出。該等比率已予調整以反映已收集過往數據期間內之經濟狀況、當前狀況及本集團對應收款項之預期年期內之經濟狀況之意見之間的差異。



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 42. FINANCIAL RISK MANAGEMENT – *Continued*

#### Financial risk factors – *Continued*

##### (a) Credit risk – *Continued*

##### *Trade receivables – Continued*

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, the Management believed that there had been no significant change in credit quality and the balances were still considered fully recoverable.

Movement in the loss allowance account in respect of trade receivables during the period/year is as follows:

		Period from 1 April 2019 to 31 December 2019 於二零一九年 四月一日至 二零一九年 十二月三十一日 期間 HK\$'000 千港元	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
Balance at the beginning of the financial period/year	於財政期初/年初的結餘	18,485	16,531
Impairment losses recognised during the period/year	於期內/年內已確認 減值虧損	2,603	3,505
Amounts written off during the period/year	於期內/年內撇銷的金額	–	(667)
Elimination through disposal of subsidiaries	透過出售附屬公司對銷	(15,958)	(1,000)
Exchange allowance	匯兌撥備	–	116
Balance at the end of the period/year	於期末/年末的結餘	5,130	18,485

### 42. 財務風險管理 – 續

#### 財務風險因素 – 續

##### (a) 信貸風險 – 續

##### 應收貿易賬款 – 續

既未逾期亦無減值的應收款項與無近期違約歷史的大量客戶相關。

已逾期但無減值的應收款項與若干與本集團有良好往績記錄的獨立客戶相關。根據過往經驗，管理層認為信貸質素並無重大變動，且該等結餘仍被視為可悉數收回。

期內/年內有關應收貿易賬款的虧損撥備賬變動如下：

42. FINANCIAL RISK MANAGEMENT – *Continued*Financial risk factors – *Continued*(a) Credit risk – *Continued**Trade receivables – Continued*

The following significant changes in the gross carrying amounts of trade receivables contributed to the decrease in the loss allowance during the period from 1 April 2019 to 31 December 2019:

- Increase in days past due over 30 days resulted in an increase in loss allowance of HK\$2,049,000 (31 March 2019: HK\$2,626,000);
- Origination of new trade receivables net of those settled resulted in an increase in loss allowance of HK\$554,000 (31 March 2019: HK\$879,000);
- There was no amount written off against trade receivables during the period from 1 April 2019 to 31 December 2019. During the year ended 31 March 2019, a write-off of trade receivables with a gross carrying amount of HK\$667,000 resulted in a decrease in loss allowance of HK\$667,000; and
- Derecognition of trade receivables upon disposal of subsidiaries resulted in a decrease in loss allowance of HK\$15,958,000 (31 March 2019: HK\$1,000,000).

*Loans receivable*

The loans receivable have been reviewed by the Management to assess impairment which are based on the evaluation of ECLs by assessing financial background of the borrowers (the “Borrowers”), who are independent third parties of the Group and its connected person, including but not limited to the fair value of properties held by the Borrowers and the Borrowers’ wholly-owned companies.

## 42. 財務風險管理—續

## 財務風險因素—續

## (a) 信貸風險—續

*應收貿易賬款—續*

應收貿易賬款賬面總值的以下重大變動導致於二零一九年四月一日至二零一九年十二月三十一日期間的虧損撥備減少：

- 逾期三十日以上增加導致虧損撥備增加二百零四萬九千港元（二零一九年三月三十一日：二百六十二萬六千港元）；
- 產生新應收貿易賬款導致虧損撥備增五十五萬四千港元（二零一九年三月三十一日：八十七萬九千港元）；
- 於二零一九年四月一日至二零一九年十二月三十一日期間，並無就應收貿易賬款撇銷之金額。於截至二零一九年三月三十一日止年度，撇銷賬面總值為六十六萬七千港元的應收貿易賬款導致虧損撥備減少六十六萬七千港元；及
- 於出售附屬公司時，終止確認應收貿易賬款導致虧損撥備減少一千五百九十五萬八千港元（二零一九年三月三十一日：一百萬港元）。

*應收貸款*

管理層已審閱應收貸款，以通過評估借款人（「借款人」，為本集團及其關連人士的獨立第三方）的財務背景並基於預期信貸虧損評估減值，包括但不限於借款人所持物業的公平值及借款人全資擁有的公司。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 42. FINANCIAL RISK MANAGEMENT – *Continued*

#### Financial risk factors – *Continued*

##### (a) Credit risk – *Continued*

##### *Loans receivable – Continued*

At the end of each reporting period, the Group analyses the changes in forward-looking estimates and accordingly adjusts the historical loss rates based on expected changes in these factors. The Group has identified the year-on-year change of Hong Kong real Gross Domestic Product and Consumer Price Index, the 3-month Hong Kong interbank offered rate and the Hong Kong annual unemployment rate to be the most relevant factors of the ECL rate for the individual customers; and the Chicago Board Options Exchange Volatility Index, the market forecast of the Purchasing Managers' Index, the year-on-year change of nonfarm payroll to be the most relevant factors of the ECL rate for the corporate customers.

The movements in the impairment allowance of loans receivable were as follows:

### 42. 財務風險管理—續

#### 財務風險因素—續

##### (a) 信貸風險—續

##### 應收貸款—續

於各報告期末，本集團分析前瞻性估計的變動，並根據該等因素之預期變動相應調整過往虧損率，本集團已識別香港實際本地生產總值及消費價格指數的按年變動、三個月香港銀行同業拆息及香港年度失業率為個別客戶預期信貸虧損率的最相關因素；而芝加哥期權交易所波動率指數、採購經理人指數的市場預測、非農就業人數的按年變動為企業客戶預期信貸虧損率的最相關因素。

應收貸款之減值撥備變動如下：

		Period from 1 April 2019 to 31 December 2019 於二零一九年四月一日至二零一九年十二月三十一日期間			
		12-month ECL (Stage 1)	Lifetime ECL not credit-impaired (Stage 2)	Lifetime ECL credit-impaired (Stage 3)	Total
		12個月 預期信貸虧損 (第一階段)	可使用 年期內的 預期信貸虧損 (無信貸減值) (第二階段)	可使用 年期內的 預期信貸虧損 (已信貸減值) (第三階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At the beginning of the period	於期初	675	4,434	–	5,109
Recognised during the period	於期內確認	1,267	4,793	–	6,060
Reversed during the period	於期內撥回	(467)	–	–	(467)
At the end of the period	於期末	1,475	9,227	–	10,702

## 42. FINANCIAL RISK MANAGEMENT – Continued

## Financial risk factors – Continued

## (a) Credit risk – Continued

## Loans receivable – Continued

		Year ended 31 March 2019 二零一九年三月三十一日				
		12-month ECL (Stage 1)	Lifetime ECL not credit-impaired (Stage 2) 可使用 年期內的 預期信貸虧損 (無信貸減值) (第二階段)	Lifetime ECL credit-impaired (Stage 3) 可使用 年期內的 預期信貸虧損 (已信貸減值) (第三階段)	Impairment allowance under HKAS 39 香港會計準則 第39條項下 減值撥備	Total 總計
		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
At the beginning of the year	於年初	-	-	-	-	-
Effect of initial adoption of HKFRS 9	採納香港財務報告準則 第9號之影響	-	-	-	-	-
Recognised during the year	於年內確認	675	4,434	-	-	5,109
At the end of the year	於年末	675	4,434	-	-	5,109

The following significant changes in the loans receivable from money lending business contributed to the increase in the loss allowance during the period/year:

- Significant increase in credit risk of loans receivable with a gross carrying amount of HK\$59,000,000 at 31 December 2019 (31 March 2019: HK\$35,000,000) has resulted in an increase in loss allowance of HK\$4,793,000 for the period from 1 April 2019 to 31 December 2019 (year ended 31 March 2019: HK\$4,434,000).

於本期間／本年度，來自放債業務的應收貸款之以下重大變動導致虧損撥備增加：

- 於二零一九年十二月三十一日的賬面總值五千九百萬港元（二零一九年三月三十一日：三千五百萬港元）的應收貸款之信貸風險重大變動已導致二零一九年四月一日至二零一九年十二月三十一日期間的虧損撥備增加四百七十九萬三千港元（截至二零一九年三月三十一日止年度：四百四十三萬四千港元）。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 42. FINANCIAL RISK MANAGEMENT – *Continued*

#### Financial risk factors – *Continued*

##### (a) Credit risk – *Continued*

##### *Loans receivable – Continued*

The following tables provide information about the Group's credit risk exposure on loans receivable:

Risk profile by probability of default

At 31 December 2019 %	於二零一九年十二月三十一日 %	Gross carrying amount (unsecured) 賬面總值(無抵押)		
		12-month 12個月 HK\$'000 千港元	Lifetime 可使用年期內 HK\$'000 千港元	Total 總計 HK\$'000 千港元
0.00 – 0.10	0.00–0.10	-	-	-
0.11 – 0.40	0.11–0.40	-	-	-
0.41 – 1.00	0.41–1.00	-	-	-
1.01 – 3.00	1.01–3.00	213,620	-	213,620
3.01 – 6.00	3.01–6.00	-	-	-
6.01 – 11.00	6.01–11.00	-	-	-
11.01 – 17.00	11.01–17.00	-	-	-
17.01 – 25.00	17.01–25.00	-	-	-
25.01 – 50.00	25.01–33.00	-	60,913	60,913
Over 50.00	50.00以上	-	-	-
		213,620	60,913	274,533

### 42. 財務風險管理—續

#### 財務風險因素—續

##### (a) 信貸風險—續

##### 應收貸款—續

下表提供有關本集團應收貸款所面臨之信貸風險之資料：

按違約概率呈列的風險概況

42. FINANCIAL RISK MANAGEMENT – *Continued*Financial risk factors – *Continued*(a) Credit risk – *Continued**Loans receivable – Continued*

Risk profile by probability of default

At 31 March 2019 %	於二零一九年三月三十一日 %	Gross carrying amount (unsecured) 賬面總值(無抵押)		
		12-month 12個月 HK\$'000 千港元	Lifetime 可使用年期內 HK\$'000 千港元	Total 總計 HK\$'000 千港元
0.00 – 0.10	0.00–0.10	–	–	–
0.11 – 0.40	0.11–0.40	–	–	–
0.41 – 1.00	0.41–1.00	25,719	–	25,719
1.01 – 3.00	1.01–3.00	204,606	–	204,606
3.01 – 6.00	3.01–6.00	–	–	–
6.01 – 11.00	6.01–11.00	–	–	–
11.01 – 17.00	11.01–17.00	–	–	–
17.01 – 25.00	17.01–25.00	–	–	–
25.01 – 50.00	25.01–50.00	–	35,400	35,400
Over 50.00	50.00以上	–	–	–
		230,325	35,400	265,725

## 42. 財務風險管理—續

## 財務風險因素—續

## (a) 信貸風險—續

## 應收貸款—續

按違約概率呈列的風險概況

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 42. FINANCIAL RISK MANAGEMENT – *Continued*

#### Financial risk factors – *Continued*

##### (a) Credit risk – *Continued*

##### *Other receivables*

The other receivables have been reviewed by the Management to assess impairment which are based on the evaluation of ECLs by assessing financial background of the counterparties.

The movements in the impairment allowance of other receivables were as follows:

### 42. 財務風險管理 – 續

#### 財務風險因素 – 續

##### (a) 信貸風險 – 續

##### 其他應收款項

管理層已審閱其他應收款項，以通過評估對手方的財務背景並基於預期信貸虧損評估減值。

其他應收款項之減值撥備變動如下：

Period from 1 April 2019 to 31 December 2019 於二零一九年四月一日至二零一九年十二月三十一日期間			
	Lifetime ECL not credit-impaired (Stage 2) (Note 5(h)(ii)) 可使用 年期內的 預期信貸虧損 (無信貸減值) (第二階段) (附註5(h)(ii)) HK\$'000 千港元	Lifetime ECL credit-impaired (Stage 3) (Note 5(h)(ii)) 可使用 年期內的 預期信貸虧損 (已信貸減值) (第三階段) (附註5(h)(ii)) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At the beginning and at the end of the period	-	-	21,956

42. FINANCIAL RISK MANAGEMENT – *Continued*Financial risk factors – *Continued*(a) Credit risk – *Continued*Other receivables – *Continued*

		Year ended 31 March 2019 截至二零一九年三月三十一日止年度				
		12-month ECL (Stage 1) (Note 5(h)(ii))	Lifetime ECL not credit-impaired (Stage 2) (Note 5(h)(ii)) 可使用 年期內的 預期信貸虧損 (無信貸減值) (第二階段) (附註5(h)(ii)) HK\$'000 千港元	Lifetime ECL credit-impaired (Stage 3) (Note 5(h)(ii)) 可使用 年期內的 預期信貸虧損 (已信貸減值) (第三階段) (附註5(h)(ii)) HK\$'000 千港元	Impairment allowance under HKAS 39 香港會計準則 第39號項下 減值撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At the beginning of the year	於年初	-	-	-	23,464	23,464
Effect of initial adoption of HKFRS 9	採納香港財務報告準則第9號 之影響	-	-	23,464	(23,464)	-
Exchange differences	匯兌差額	-	-	(1,508)	-	(1,508)
At the end of the year	於年末	-	-	21,956	-	21,956

For the current period and prior year, included in the allowance for doubtful debts in respect of other receivables is a provision for individually impaired other receivables of HK\$21,956,000 with a carrying amount before provision of HK\$21,956,000.

於本期間及過往年度，上述有關其他應收款項之撥備包括撥備前賬面值為二千一百九十五萬六千港元的個別已減值其他應收款項撥備二千一百九十五萬六千港元。

## 42. 財務風險管理—續

## 財務風險因素—續

## (a) 信貸風險—續

## 其他應收款項—續

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

	12-month ECL (Stage 1) (Note 5(h)(ii))	Lifetime ECL not credit-impaired (Stage 2) (Note 5(h)(ii)) 可使用 年期內的 預期信貸虧損 (無信貸減值) (第二階段) (附註5(h)(ii)) HK\$'000 千港元	Lifetime ECL credit-impaired (Stage 3) (Note 5(h)(ii)) 可使用 年期內的 預期信貸虧損 (已信貸減值) (第三階段) (附註5(h)(ii)) HK\$'000 千港元	Impairment allowance under HKAS 39 香港會計準則 第39號項下 減值撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
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At the beginning of the year	於年初	-	-	23,464	23,464
Effect of initial adoption of HKFRS 9	採納香港財務報告準則第9號 之影響	-	-	(23,464)	-
Exchange differences	匯兌差額	-	-	-	(1,508)

At the end of the year	於年末	-	-	21,956	21,956
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# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 42. FINANCIAL RISK MANAGEMENT – *Continued*

#### Financial risk factors – *Continued*

##### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group maintains availability of funding through an adequate amount of available credit facilities. The Management aims to maintain flexibility in funding by keeping credit lines available.

The following table details the remaining contractual maturities at the end of reporting period of the Group's and the Company's derivative and non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates current at the end of reporting period) and the earliest date the Group and the Company can be required to pay.

### 42. 財務風險管理 – 續

#### 財務風險因素 – 續

##### (b) 流動資金風險

本集團內獨立營運實體負責各自的現金管理，包括將現金盈餘作短期投資及籌集貸款以應付預期的現金需求（惟借貸額超過若干預先釐定的授權水平時須獲得本公司董事會批准）。本集團透過充裕之可動用信貸融資確保具有足夠資金。管理層旨在通過保留可動用信貸，維持資金之靈活性。

下表詳列本集團及本公司衍生及非衍生金融負債於報告期末之剩餘合約期限，乃根據合約未折現現金流量（包括按合約利率計算或（倘為浮息）按報告期末現行利率計算所支付利息）以及本集團及本公司可被要求付款之最早日期計算。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 42. FINANCIAL RISK MANAGEMENT – *Continued*

#### Financial risk factors – *Continued*

##### (b) Liquidity risk – *Continued*

31 December 2019	二零一九年 十二月三十一日	Carrying amount 賬面值	Total contractual undiscounted cash flow 合約未折現 現金流量總額	Within 1 year or on demand 一年內 或應要求	More than 1 year but less than 2 years 超過一年 但少於兩年	More than 2 years but less than 5 years 超過兩年 但少於五年
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and other payables	應付貿易賬款及 其他應付款項	117,663	117,663	117,663	–	–
Lease liabilities	租賃負債	18,290	19,355	12,855	5,183	1,317
Borrowings	借貸	18,685	18,685	18,685	–	–
Convertible loan notes	可換股貸款票據	110,038	110,038	110,038	–	–
		264,676	265,741	259,241	5,183	1,317

### 42. 財務風險管理—續

#### 財務風險因素—續

##### (b) 流動資金風險—續

31 March 2019	二零一九年三月三十一日	Carrying amount 賬面值	Total contractual undiscounted cash flow 合約未折現 現金流量總額	Within 1 year or on demand 一年內或 應要求	More than 1 year but less than 2 years 超過一年 但少於兩年
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and other payables	應付貿易賬款及 其他應付款項	92,048	92,048	92,048	–
Borrowings	借貸	13,412	13,412	13,412	–
Convertible loan notes	可換股貸款票據	100,891	123,676	3,676	120,000
Amounts due to related companies	應付有關連公司款項	89,737	89,737	89,737	–
		296,088	318,873	198,873	120,000

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 42. FINANCIAL RISK MANAGEMENT – *Continued*

#### Financial risk factors – *Continued*

##### (b) Liquidity risk – *Continued*

The following table summarises the maturity analysis of bank borrowings with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on demand” time band in the maturity analysis contained in above table. Taking into account the Group’s financial position, the directors do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The directors believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

	Carrying amount	Total contractual undiscounted cash flow 合約未折現 現金流量總額	Within 1 year or on demand 一年內 或應要求	More than 1 year but less than 2 years 超過一年 但少於兩年	More than 2 years but less than 5 years 超過兩年 但少於五年
	賬面值 HK\$'000 千港元	現金流量總額 HK\$'000 千港元	或應要求 HK\$'000 千港元	但少於兩年 HK\$'000 千港元	但少於五年 HK\$'000 千港元
At 31 December 2019 於二零一九年十二月三十一日	18,685	19,934	19,934	-	-
At 31 March 2019 於二零一九年三月三十一日	13,412	13,412	13,412	-	-

##### (c) Interest rate risk

The Group’s interest rate risk arises primarily from borrowings. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The interest rates and terms of repayment of the Group’s borrowings are disclosed in Note 28. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the Management will consider hedging significant interest rate exposure should the need arise.

### 42. 財務風險管理 – 續

#### 財務風險因素 – 續

##### (b) 流動資金風險 – 續

下表概述帶有應要求償還條款的銀行借貸根據貸款協議所載之協定還款時間表作出之到期日分析。有關金額包括運用合約利率計算之利息付款。因此，此等金額高於上表所載到期日分析中「應要求」時間一列中披露之金額。計及本集團之財務狀況，董事認為銀行不大可能將行使要求即時還款的酌情權。董事相信，有關銀行借貸將會根據貸款協議所載之協定還款日期而償還。

##### (c) 利率風險

本集團之利率風險主要來自借貸。按浮動利率及固定利率作出之借貸分別令本集團面臨現金流量利率風險及公平值利率風險。本集團借貸的利率及償還條款於附註28中披露。本集團目前並無採用任何衍生合約對沖其利率風險。然而，管理層將於需要時考慮對沖重大利率風險。

42. FINANCIAL RISK MANAGEMENT – *Continued*Financial risk factors – *Continued*(c) Interest rate risk – *Continued*

The following table details the interest rate profile of the Group's total debts at the end of reporting period.

		At 31 December 2019 於二零一九年十二月三十一日		At 31 March 2019 於二零一九年三月三十一日	
		Effective interest rate		Effective interest rate	
		%	HK\$'000	%	HK\$'000
		實際利率	千港元	實際利率	千港元
<b>At fixed rate</b>		<b>按固定利率</b>			
Convertible loan notes	可換股貸款票據	6	110,038	6	100,891
Other borrowings	其他借貸	-	-	5.6	1,712
		<hr/>		<hr/>	
		110,038		102,603	
<b>At variable rate</b>		<b>按浮動利率</b>			
Bank loans	銀行貸款	8.84	18,685	6.14	11,700
		<hr/>		<hr/>	
		18,685		11,700	
		<hr/>		<hr/>	
		128,723		114,303	
		<hr/>		<hr/>	
Net fixed rate borrowing as a percentage of total debts	按固定利率之借貸淨額佔債務總額之百分比	85%		90%	

At 31 December 2019, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's loss before income tax by approximately HK\$93,000 (31 March 2019: HK\$59,000).

於二零一九年十二月三十一日，預計利率一般上升／下降五十個基點，倘若所有其他變數保持不變，則本集團除所得稅前虧損將增加／減少約九萬三千港元（二零一九年三月三十一日：五萬九千港元）。

## 42. 財務風險管理—續

## 財務風險因素—續

## (c) 利率風險—續

下表詳列於報告期末本集團債務總額之利率。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 42. FINANCIAL RISK MANAGEMENT – *Continued*

#### Financial risk factors – *Continued*

##### (c) Interest rate risk – *Continued*

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of reporting period and had been applied to the exposure to interest rate risk for both derivative and non-derivative financial instruments in existence at that date. The 50 basis points increase/decrease represents the Management's assessment of a reasonably possible change in interest rates over the period until the next end of reporting period. The analysis is performed on the same basis for the year ended 31 March 2019.

##### (d) Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to United States dollars ("US\$") and Renminbi ("RMB"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Group currently does not hedge its foreign exchange exposure.

The following table details the Group's exposure at the end of reporting period to currency risk arising from forecast transactions or recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate.

		At 31 December 2019 於二零一九年十二月三十一日		At 31 March 2019 於二零一九年三月三十一日	
		RMB 人民幣 HK\$'000 千港元	US\$ 美元 HK\$'000 千港元	RMB 人民幣 HK\$'000 千港元	US\$ 美元 HK\$'000 千港元
Trade and other receivables	應收貿易賬款及 其他應收款項	-	33,353	3,211	29,445
Cash and cash equivalents	現金及現金等價物	520	8,315	3,787	3,400
Trade and other payable	應付貿易賬款及 其他應付款項	-	(14,219)	(11,059)	(51,737)
Borrowings	借貸	-	(18,681)	(1,668)	(11,700)
Overall net exposure	整體風險承擔淨額	520	8,768	(5,729)	(30,592)

### 42. 財務風險管理 – 續

#### 財務風險因素 – 續

##### (c) 利率風險 – 續

上述敏感度分析乃假設利率變動於報告期末已發生，且已經應用於該日存在之衍生及非衍生金融工具之利率風險而釐定。五十個基點的上升／下降為管理層對下一個報告期末前之期間內，利率可能發生之合理變動的評估。於截至二零一九年十二月三十一日止年度，該分析乃按相同基準進行。

##### (d) 外匯風險

本集團面對來自不同貨幣之外匯風險，主要涉及美元（「美元」）及人民幣（「人民幣」）。外匯風險來自海外業務之未來商業交易、已確認資產及負債以及投資淨額。本集團目前並無對沖其外匯風險。

下表詳列本集團於報告期末來自預計交易或以相關實體之功能貨幣以外之貨幣列值之已確認資產或負債之外匯風險。

42. FINANCIAL RISK MANAGEMENT – *Continued*Financial risk factors – *Continued*(d) Foreign exchange risk – *Continued*

The following table indicates the approximate change in the Group's loss for the period/year in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of reporting period.

		At 31 December 2019		At 31 March 2019	
		Increase/ (decrease) in foreign exchange rates 外匯匯率 上升/(下跌)	Increase/ (decrease) in loss for the period 本期間虧損 增加/(減少) HK\$'000 千港元	Increase/ (decrease) in foreign exchange rates 外匯匯率 上升/(下跌)	Increase/ (decrease) in loss for the year 本年度虧損 增加/(減少) HK\$'000 千港元
RMB	人民幣	5% (5%)	(26) 26	5% (5%)	286 (286)
US\$	美元	5% (5%)	(438) 438	5% (5%)	1,530 (1,530)

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of reporting period and had been applied to each of the group entities; exposure to currency risk for both derivative and non-derivative financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

The stated changes represent the Management's assessment of reasonably possible changes in foreign exchange rates over the period until the end of next annual reporting period. In this respect, it is assumed that the pegged rate between HK\$ and US\$ would be materially unaffected by any changes in movement in value of US\$ against HK\$. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the group entities' profit or loss for the period and equity measured in the respective functional currencies, translated into HK\$ at the exchange rate ruling at the end of reporting period for presentation purposes. The analysis is performed on the same basis for 31 March 2019.

## 42. 財務風險管理—續

## 財務風險因素—續

## (d) 外匯風險—續

下表顯示本集團的本期間/本年度虧損因應本集團於報告期末有重大風險之外匯匯率合理可能變動引致之概約變動。

敏感度分析乃以下列假設而釐定：外匯匯率變動已於報告期末發生，並已應用於各集團實體；而當日存在之衍生及非衍生金融工具之外匯風險，及所有其他變數（尤其是利率）均保持不變。

上述變動代表管理層對下一年度報告期末前之期內，外匯匯率可能發生之合理變動的評估。就此而言，已假設港元兌美元之固定匯率於美元兌港元價值的任何變動中不會受到重大影響。上表所呈列的分析結果代表對各集團實體按各自的功能貨幣計量之期間損益及權益之總影響（並就呈列目的按報告期末適用的匯率換算為港元）。於二零一九年三月三十一日，該分析乃按相同基準進行。

# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 43. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts of the Group's financial assets and financial liabilities as recognised at 31 December 2019 and 31 March 2019 may be categorised as follows:

		At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本計量之金融資產 (包括現金及現金等價物)	350,920	377,384
Financial assets at FVTPL	按公平值計入損益之金融資產	138,581	228,022
		<b>489,501</b>	<b>605,406</b>
<b>Financial liabilities</b>	<b>金融負債</b>		
Financial liabilities measured at amortised cost	以攤銷成本計量之金融負債	264,676	296,088

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

Level 1:	Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2:	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3:	Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### 43. 按類別劃分的金融資產及金融負債概要

本集團於二零一九年十二月三十一日及二零一九年三月三十一日確認之金融資產及金融負債之賬面值可分類如下：

	At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
<b>Financial assets</b>		
Financial assets at amortised cost (including cash and cash equivalents)	350,920	377,384
Financial assets at FVTPL	138,581	228,022
	<b>489,501</b>	<b>605,406</b>
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost	264,676	296,088

下表載列以公平值列賬之金融工具按公平值層級之分析：

第一級：	相同資產或負債於活躍市場中之報價（未經調整）；
第二級：	除第一級所包括報價外就資產或負債可直接（即價格）或間接（即源自價格）觀察所得之數據；及
第三級：	為資產或負債之不可觀察市場數據（不可觀察數據）之數據。

## Notes to the Financial Statements

### 財務報表附註

31 December 2019 二零一九年十二月三十一日

#### 43. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY – *Continued*

#### 43. 按類別劃分的金融資產及金融負債概要 – 續

		Period from 1 April 2019 to 31 December 2019 於二零一九年四月一日至 二零一九年十二月三十一日期間		
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
Financial assets at FVTPL	按公平值計入損益之 金融資產	138,581	–	–
		138,581	–	–
		Year ended 31 March 2019 截至二零一九年三月三十一日止年度		
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
Financial assets at FVTPL	按公平值計入損益之 金融資產	228,022	–	–
		228,022	–	–

There were no transfers between levels during the current period and prior year.

於本期間及過往年度，各層級之間概無轉撥。



# Notes to the Financial Statements

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 44. EVENTS AFTER THE REPORTING PERIOD

#### Effect assessment of the Novel Coronavirus disease outbreak

Since the outbreak of the Novel Coronavirus (COVID-19) disease in China, ongoing prevention and control measures have been carried out throughout the whole world. The epidemic will impact the overall economy as well as the Group, especially on the business operations of the Chinese health products segment and the demand of OBM toys from North America and Europe. Therefore, the Group's operations and revenue may be negatively affected to a certain extent depending on the effects of the prevention and control measures, duration of the outbreak and implementation of various policies.

The Company will closely monitor the situation, and assess its impacts on the Group's financial position and operating results. As of the date of this report, such assessment is still ongoing.

### 45. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were approved and authorised for issue by the Board of Directors on 20 March 2020.

### 44. 報告期間後事項

#### 新型冠狀病毒疾病爆發的影響評估

自新型冠狀病毒疾病在中國爆發以來，防控工作已持續在全球範圍內進行。疫情將對整體經濟以及本集團（尤其是中藥保健品分部的業務營運以及北美及歐洲自有品牌製造玩具需求）造成影響，從而可能在一定程度上對本集團的經營和收入水平造成負面影響，影響程度取決於防控措施的效果、疫情持續時間以及各項調控政策的實施。

本公司將繼續密切關注有關情況，並評估其對本集團之財務狀況及經營業績的影響。截至本報告日期，該評估工作尚在進行當中。

### 45. 財務報表之批准

此等財務報表於二零二零年三月二十日獲董事會批准及授權刊發。



**CHINA HEALTHWISE HOLDINGS LIMITED**

**中國智能健康控股有限公司**

Unit 1209, Shun Tak Centre, West Tower,  
168-200 Connaught Road Central, Hong Kong  
香港干諾道中168-200號信德中心西座1209室  
Tel: (852) 2268 8248 Fax: (852) 2548 5575