



Shunten International (Holdings) Limited
順騰國際(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 : 932

2019/2020 年
Annual Report 報

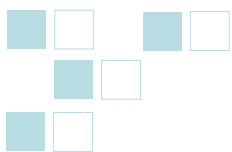


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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wang Xihua (*Acting chairman and acting chief executive officer*)
Mr. Lai Wei Lam, William

Independent Non-executive Directors

Mr. Leung Winson Kwan Yau
Mr. Tam Kin Yip
Mr. Leung Man Loon

COMPANY SECRETARY

Mr. Wong Kui Tong

AUTHORISED REPRESENTATIVES

Mr. Wang Xihua
Mr. Wong Kui Tong

AUDIT COMMITTEE

Mr. Leung Winson Kwan Yau (*Chairman*)
Mr. Tam Kin Yip
Mr. Leung Man Loon

NOMINATION COMMITTEE

Mr. Tam Kin Yip (*Chairman*)
Mr. Leung Winson Kwan Yau
Mr. Leung Man Loon

REMUNERATION COMMITTEE

Mr. Tam Kin Yip (*Chairman*)
Mr. Leung Winson Kwan Yau
Mr. Leung Man Loon

INDEPENDENT AUDITOR

Elite Partners CPA Limited

PRINCIPAL BANKERS

Fubon Bank (Hong Kong) Limited
Hang Seng Bank Limited

董事會

執行董事

王西華先生 (*代理主席兼代理行政總裁*)
賴偉林先生

獨立非執行董事

梁鈞滙先生
譚健業先生
梁文龍先生

公司秘書

黃鉅棠先生

授權代表

王西華先生
黃鉅棠先生

審核委員會

梁鈞滙先生 (*主席*)
譚健業先生
梁文龍先生

提名委員會

譚健業先生 (*主席*)
梁鈞滙先生
梁文龍先生

薪酬委員會

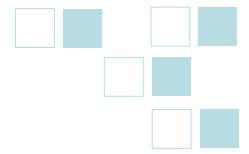
譚健業先生 (*主席*)
梁鈞滙先生
梁文龍先生

獨立核數師

開元信德會計師事務所有限公司

主要往來銀行

富邦銀行(香港)有限公司
恒生銀行有限公司



CORPORATE INFORMATION 公司資料

THE CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit A, 12/F., Guangdong Investment Tower
148 Connaught Road Central
Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER AGENT

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

STOCK CODE

932

COMPANY'S WEBSITE

www.shunten.com.hk

(the contents of which do not form part of this report)

開曼群島股份過戶 登記總處

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

註冊辦事處

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

香港總辦事處及 主要營業地點

香港
干諾道中148號
粵海投資大廈12樓A室

香港股份過戶 登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

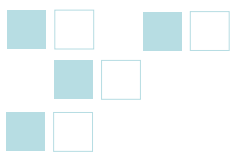
股份代號

932

公司網址

www.shunten.com.hk

(網站所載資料概不構成本報告一部分)



FINANCIAL HIGHLIGHTS

財務概要

HIGHLIGHTS

概要

For the year ended 31 March

截至三月三十一日止年度

2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元

(Restated)
(經重列)

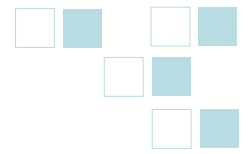
		For the year ended 31 March	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
			(Restated)
			(經重列)
Continuing operations	持續經營業務營運		
Revenue	收益	318,130	332,205
Gross profit	毛利	235,711	247,478
Loss for the year attributable to owners of the Company	本公司擁有人應佔年內虧損	(139,690)	(4,344)
Loss per share attributable to owners of the Company (expressed in HK cents per share)	本公司擁有人應佔每股虧損 (以每股港仙列示)		
From continuing and discontinued operations	來自持續經營及已終止經營業務		
Basic	基本	(5.91)	(0.20)
Diluted	攤薄	(5.91)	(0.20)
From continuing operations	來自持續經營業務		
Basic	基本	(2.14)	(0.11)
Diluted	攤薄	(2.14)	(0.11)

As at 31 March

於三月三十一日

2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元

		As at 31 March	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Financial position	財務狀況		
Total assets	資產總額	438,857	792,430
Shareholders' equity	股東權益	142,713	161,968
Net assets value per share (HK\$)	每股資產淨值(港元)	0.06	0.08



INFORMATION FOR INVESTORS

給投資者的資料

SHARE INFORMATION

Board lot size 4,000 shares

As at the last trading day of the financial year ended 31 March 2020:

- Shares outstanding 2,554,911,200 shares
- Market capitalisation HK\$983,640,812
- Closing share price HK\$0.385

KEY DATES

- Latest time for lodging transfer documents for registration in order to qualify for attending and voting at 2020 annual general meeting 4:30 pm, 11 August 2020
- Closure of register of members for 2020 annual general meeting 12-17 August 2020
- 2020 annual general meeting 17 August 2020

INVESTOR RELATION CONTACT

Address : Unit A, 12/F., Guangdong Investment Tower
148 Connaught Road Central, Hong Kong

Telephone : (852) 3700 7300

Fax : (852) 3700 7301

E-mail : ir@shunten.com.hk

Website : www.shunten.com.hk

SHAREHOLDER ENQUIRIES

Any matters relating to your shareholding, e.g. transfer of shares, change of name or address, lost share certificate and dividend warrants, should be sent in writing to:

Tricor Investor Services Limited

Address : Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Telephone : (852) 2980 1333

Fax : (852) 2810 8185

E-mail : is-enquiries@hk.tricorglobal.com

Website : http://www.tricoris.com

股份資料

買賣單位 4,000股

於截至二零二零年三月三十一日止財政年度最後交易日：

- 發行股數 2,554,911,200股
- 市值 983,640,812港元
- 收市價 0.385港元

重要日期

- 符合資格出席二零二零年股東週年大會並投票，提交過戶文件之最後日期 二零二零年八月十一日 下午4時30分
- 就二零二零年股東週年大會暫停辦理股份過戶登記 二零二零年八月十二日至十七日
- 二零二零年股東週年大會 二零二零年八月十七日

投資者聯絡查詢

地址 : 香港干諾道中148號
粵海投資大廈12樓A室

電話 : (852) 3700 7300

傳真 : (852) 3700 7301

電郵 : ir@shunten.com.hk

網址 : www.shunten.com.hk

股東查詢

如閣下對所持股份有任何查詢，例如轉讓股份、轉名或更改地址、報失股票及股息單，請致函如下：

卓佳證券登記有限公司

地址 : 香港
皇后大道東183號
合和中心54樓

電話 : (852) 2980 1333

傳真 : (852) 2810 8185

電郵 : is-enquiries@hk.tricorglobal.com

網址 : http://www.tricoris.com



CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board (the “Board”) of directors (the “Directors”) of Shunten International (Holdings) Limited (the “Company”, together with its subsidiaries, the “Group”), I would like to announce the annual results of the Group for the financial year ended 31 March 2020 (“FY2019/20”).

PERFORMANCE FOR THE YEAR

The total revenue from continuing operations of the Group for FY2019/20 reached approximately HK\$318.1 million, representing an decrease of 4.2% as compared to the financial year ended 31 March 2019 (“FY2018/19”). The core health and beauty supplements and products business generated revenue of approximately HK\$294.9 million, whereas online businesses, including online advertising agent business, online payment business and e-commerce promotion business, generated revenue of approximately HK\$23.2 million during FY2019/20.

In 2019, the global and Hong Kong economic situations were affected due to the softening global economic growth and elevated US-Mainland trade tensions. The Hong Kong economy was worsened abruptly since the second half of 2019, as the local social movements and the outbreak of novel coronavirus dealt a heavy blow to market sentiment and consumption, in particular, tourism-related and retail activities. In light of the declining retail sales and negative growth as a result of the aforesaid factors, our management decided to adjust our business strategy. On 27 March 2020, the Group disposed of 70% interest of Empire Access Limited and its subsidiary (the “Empire Access Group”) which is principally engaged in WeChat cross-border payment business. Thereafter, Ultra Land Group Limited, a wholly-owned subsidiary of the Company, which is principally engaged in game distribution, entered into the agreement to dispose of 69.75% interest of IAHGames Hong Kong Limited (“IAHGames”) on 26 June 2020.

Consequently, the net loss attributable to owners of the Company significantly increased from approximately HK\$4.3 million in FY2018/19 to approximately HK\$139.7 million in FY2019/20. The increase in loss during FY2019/20 were mainly attributed to (i) the impairment losses on interest in an associate, intangible assets and goodwill; (ii) the increase of finance costs attributable to convertible bonds and other borrowings; and (iii) the result from disposal of subsidiaries with the gain on early settlement of promissory notes payable, contingent consideration payable and convertible bonds. The impairment losses and the fair value changes are non-cash items recorded in FY2019/20 and have no material effect on the Group's daily operations and cash flow.

各位股東：

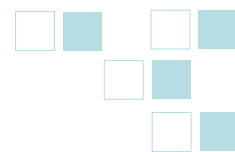
本人謹此代表順騰國際(控股)有限公司(「本公司」, 連同其附屬公司統稱「本集團」)的董事(「董事」)會(「董事會」)宣佈本集團截至二零二零年三月三十一日止財政年度(「二零一九/二零財政年度」)的全年業績。

年度表現

本集團於二零一九/二零財政年度來自持續經營業務的總收益達到約318,100,000港元, 較截至二零一九年三月三十一日止財政年度(「二零一八/一九財政年度」)減少4.2%。核心保健及美容補品及產品業務產生收益約294,900,000港元, 而於二零一九/二零財政年度線上業務(包括線上廣告代理業務、線上支付業務及電子商務推廣業務)產生收益約23,200,000港元。

二零一九年, 鑒於全球經濟增長疲弱及中美貿易摩擦加劇, 全球及香港經濟狀況深受影響。香港經濟自二零一九年下半年起急劇惡化, 因本地社會運動及新冠病毒疫情重擊市場氣氛及消費, 尤其是旅遊業相關及零售活動。鑑於上述因素令零售銷售下跌及呈負增長, 管理層決定調整業務策略。於二零二零年三月二十七日, 本集團出售 Empire Access Limited及其附屬公司(「Empire Access集團」)70%的股權, 其主要從事微信跨境支付業務。其後, 本公司全資附屬公司Ultra Land Group Limited(主要從事遊戲發行)於二零二零年六月二十六日訂立協議, 出售IAHGames Hong Kong Limited(「IAHGames」)69.75%的股權。

因此, 本公司擁有人應佔虧損淨額由二零一八/一九財政年度的約4,300,000港元大幅增至二零一九/二零財政年度的約139,700,000港元。二零一九/二零財政年度的虧損增加主要由於(i)於一間聯營公司的權益、無形資產及商譽的減值虧損; (ii)可換股債券及其他借款應佔融資成本增加; 及(iii)出售附屬公司的結果連同提前結付應付承兌票據、或然應付代價及可換股債券的收益。減值虧損及公平值變動乃於二零一九/二零財政年度錄得的非現金項目, 對本集團日常業務及現金流量並無重大影響。



CHAIRMAN'S STATEMENT 主席報告

PROSPECTS

Having considered the uncertainties in future retail market and both our core business and E-businesses are retail and consumer related, the Group has consistently deployed a variety of measures to achieve higher return for our shareholders. Following the disposal of Empire Access Group and IAHGames, the Group will emphasise more on the health and beauty supplements and products business, streamlining the Company's existing business segments and operations, and sharpen the Company's strategic focus on its core business to stable revenue to the Group. In addition, the disposals allow the Group to realise its investment and retrieve its invested capital. Looking forward, the management will continue to rigorously control costs and to look for potential business opportunities that will broaden the Group's sources of income and enhance value to shareholder. Meanwhile, as our honorable mission, the Group will undertake corporate social responsibility.

ACKNOWLEDGEMENTS

Employees are the prime assets for corporate growth. On behalf of the Board, I would like to thank our employees and the management team for their dedication to excellence in performing their work diligently, strong teamwork and valuable contributions. I would also like to thank our shareholders and stakeholders for their unwavering trust and steadfast support.

By order of the Board

Wang Xihua
Acting Chairman
Hong Kong
29 June 2020

前景

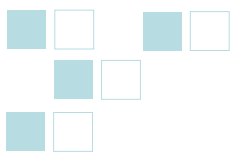
考慮到未來零售市場的不確定因素及鑒於我們的核心業務及電子業務屬零售及消費者相關，本集團一直採取多項措施應對及爭取為股東達致更高回報，在Empire Access集團及IAHGames出售事項後，本集團將更加重視保健及美容補品及產品業務，精簡本公司現有業務分部及營運，並強化本公司核心業務的戰略重點，藉此穩定本集團收益。此外，出售事項可讓本集團變現其投資及收回其投資資本。展望未來，管理層將繼續嚴格控制成本及發掘潛在業務機遇，從而擴闊本集團收入來源及提升股東價值。同時，作為我們的光榮使命，本集團仍將承擔企業社會責任。

致謝

員工是企業成長的核心資產，本人謹代表董事會感謝我們所有員工和管理團隊追求卓越的敬業精神、強大的團隊合作和寶貴的貢獻。本人亦就股東及利益相關者對本集團的絕對信任與支持表示感謝。

承董事會命

代理主席
王西華
香港
二零二零年六月二十九日



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS AND FINANCIAL REVIEW

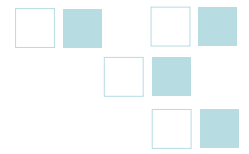
The Group is principally engaged in the sales, marketing and distribution of health and beauty supplements and products in Hong Kong and the PRC, provision of online advertising agency business, online payment business, e-commerce promotion business and game distribution business. During the year ended 31 March 2020 (the “**Reporting Period**”), we had been facing a very challenging year in Hong Kong which had been affected by the weaker performance of global economy and social unrest in Hong Kong since June 2019 and also the outbreak of novel coronavirus (COVID-19) (“**COVID-19**”) globally in first quarter of 2020. Market sentiment in local market has been suppressed by the local political and global economic atmosphere. The short-term projected outlook of Hong Kong economy is still subject to high uncertainties including the developments of the aforementioned factors. In light of the declining retail sales and negative growth as a result of the aforesaid factors, our management decided to adjust our business strategy. On 27 March 2020, the Group disposed of 70% interest of Empire Access Limited and its subsidiary (the “**Empire Access Group**”) which is principally engaged in WeChat cross-border payment business. Thereafter, Ultra Land Group Limited, a wholly-owned subsidiary of the Company, entered into the agreement to dispose of 69.75% interest of IAHGames Hong Kong Limited (“**IAHGames**”) on 26 June 2020. The Group believes that such disposals would allow the Company to focus on the health and beauty supplements and products business, and will streamline the Company’s existing business segments and operations, and sharpen the Company’s strategic focus on its core business.

For the Reporting Period, the Group recorded revenue from continuing operations of approximately HK\$318.1 million (2019: HK\$332.2 million), representing a decrease of approximately HK\$14.1 million or 4.2% when compared to the corresponding period last year. Revenue from the core business, health and beauty supplements and products segment, contributed approximately HK\$294.9 million. Meanwhile, online businesses contributed approximately HK\$23.2 million to the revenue of the Group for the Reporting Period.

業務及財務回顧

本集團主要於香港及中國從事銷售、推廣及分銷保健及美容補品及產品、提供線上廣告代理業務、線上支付業務、電子商務推廣業務及遊戲發行業務。截至二零二零年三月三十一日止年度（「**報告期間**」），香港一直面臨眾多挑戰，此乃受以下因素影響：環球經濟表現疲弱及香港自二零一九年六月起的社會動盪及二零二零年第一季度全球爆發新型冠狀病毒(COVID-19)（「**2019冠狀病毒病**」）。本地市場的市場情緒因本土政治及環球經濟氛圍而受到壓抑。香港經濟的短期預測前景仍充斥大量不確定性，包括上述因素的發展。鑑於上述因素令零售銷售下跌及呈負增長，管理層決定調整業務策略。於二零二零年三月二十七日，本集團出售Empire Access Limited及其附屬公司（「**Empire Access集團**」）70%的股權，其主要從事微信跨境支付業務。其後，本公司全資附屬公司Ultra Land Group Limited於二零二零年六月二十六日訂立協議，出售IAHGames Hong Kong Limited（「**IAHGames**」）69.75%的股權。本集團認為，有關出售事項令本公司專注於保健及美容補品及產品業務，並將精簡本公司現有業務分部及營運，加強專注於本公司對其核心業務的戰略。

於報告期間，本集團錄得來自持續經營業務之收益約318,100,000港元（二零一九年：332,200,000港元），較去年同期減少約14,100,000港元或4.2%。來自核心業務（保健及美容補品及產品分部）的收益貢獻約294,900,000港元。同時，線上業務於報告期間為本集團貢獻收益約23,200,000港元。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The gross profit margin of the Group for the Reporting Period was approximately 74.1% (2019: 74.5%), representing a slight decrease of approximately 0.4 percentage points when compared to the previous financial year.

The Group recorded a significant increase in loss during the Reporting Period when compared to the previous financial year which was mainly attributed to (i) the impairment losses on interest in an associate, intangible assets and goodwill; (ii) the increase of finance costs attributable to convertible bonds and other borrowings; and (iii) the result from disposal of subsidiaries with the gain on early settlement of promissory notes payable, contingent consideration payable and convertible bonds. The impairment losses and the fair value changes are non-cash items recorded in the Reporting Period and have no material effect on the Group's daily operations and cash flow.

Health and beauty supplements and products segment

Revenue of health and beauty supplements and products segment

As at 31 March 2020, the Group sold and distributed 75 (2019: 77) health supplements and 12 (2019: 11) beauty supplements and products under its proprietary brands; 55 (2019: 59) health supplements under the distribution facilitator's private label brands; and 17 (2019: 9) health supplements under trading of goods.

The following table sets forth the breakdown of revenue by product categories for the two years ended 31 March 2020:

於報告期間，本集團的毛利率約為74.1%（二零一九年：74.5%），較上個財政年度微跌約0.4個百分點。

本集團報告期間錄得虧損較上一個財政年度大幅增加，此乃主要由於(i)於一間聯營公司的權益、無形資產及商譽的減值虧損；(ii)可換股債券及其他借款應佔融資成本增加；及(iii)出售附屬公司的結果連同提前結付應付承兌票據、或然應付代價及可換股債券的收益。減值虧損及公平值變動乃於報告期間錄得的非現金項目，對本集團日常業務及現金流量並無重大影響。

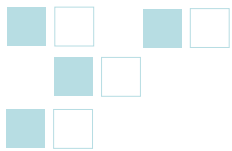
保健及美容補品及產品分部

保健及美容補品及產品分部收益

於二零二零年三月三十一日，本集團銷售及分銷75款（二零一九年：77款）專有品牌保健產品及12款（二零一九年：11款）專有品牌美容補品及產品；55款（二零一九年：59款）分銷代理的自家品牌保健產品；及17款（二零一九年：9款）商品買賣的保健產品。

下表載列截至二零二零年三月三十一日止兩個年度按產品類別劃分的收益明細：

		For the year ended 31 March 截至三月三十一日止年度			
		2020 二零二零年		2019 二零一九年	
		HK\$'000	% of total revenue 估總收益 百分比	HK\$'000	% of total revenue 估總收益 百分比
		千港元	百分比	千港元	百分比
Categories	類別				
Health supplements	保健產品	255,024	86.5%	267,860	85.6%
Beauty supplements and products	美容補品及產品	39,165	13.3%	43,985	14.1%
Others	其他	699	0.2%	883	0.3%
Total	總計	294,888	100.0%	312,728	100.0%



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The health and beauty supplements and products segment recorded a revenue of approximately HK\$294.9 million for the Reporting Period (2019: HK\$312.7 million), representing a decrease of approximately HK\$17.8 million or 5.7% when compared to the previous year.

Due to the outbreak of COVID-19, the Hong Kong government has gradually tightened quarantine restrictions, leading to a sharp fall in tourist arrivals since early 2020. As a result, tourists spending dropped significantly. With growing fears over the spread of COVID-19, local consumers are avoiding to go out for shopping in order to minimise the risk of COVID-19 spreading in the community. This severely impacted the health and beauty supplements and products business line in Hong Kong, especially to our special designated counters (“SDC”). Although we have expanded our product variety of private label health supplements, which was promoted by the engagement of a brand ambassador in Hong Kong, and benefited from increased utilisation of digital marketing platform and building product popularity within the health supplement market, the revenue attributable to health supplements decreased by approximately HK\$12.9 million or 4.8% to approximately HK\$255.0 million (2019: HK\$267.9 million).

For the Reporting Period, the top 4 best-selling products were Royal Medic No.1 Chinese Cs-4, RM Broken Ganoderma Spore, Melty Enzyme and Royal Medic Pure Chicken Essence, which in aggregate contributed approximately HK\$109.6 million or 37.2% of the segment’s total revenue.

For the year ended 31 March 2019, the top 4 best-selling products were Royal Medic No.1 Chinese Cs-4, RM Broken Ganoderma Spore, Melty Enzyme and Health Proof Junior Milk CA+DHA PF, which in aggregate contributed approximately HK\$113.7 million or 36.4% of the segment’s total revenue.

於報告期間，保健及美容補品及產品分部的收益減少約17,800,000港元至約294,900,000港元(二零一九年：312,700,000港元)，同比減少5.7%。

由於2019冠狀病毒病的爆發，香港政府逐步收緊檢疫限制，導致自二零二零年初以來，遊客人數急劇下降。因此，遊客消費大幅下降。隨著對2019冠狀病毒病傳播的擔憂日益加劇，本地消費者避免外出購物，以減輕2019冠狀病毒病在社區傳播的風險，嚴重影響香港的保健及美容補品及產品業務，尤其是我們的特別指定櫃位(「特別指定櫃位」)。儘管我們已擴大自家品牌種類，委聘品牌形象大使於香港推廣自家品牌保健產品，並受惠於數碼營銷平台的使用率增加及在保健產品市場建立產品知名度，但保健產品應佔收益減少約12,900,000港元至約255,000,000港元(二零一九年：267,900,000港元)，減幅4.8%。

於報告期間，四大暢銷產品為御藥堂培植蟲草菌絲體Cs-4、御藥堂破壁靈芝孢子、溶朮酵素及御藥堂極上養生滴雞精，而四大暢銷產品合共佔分部總收益約109,600,000港元或37.2%。

截至二零一九年三月三十一日止年度，四大暢銷產品為御藥堂培植蟲草菌絲體Cs-4、御藥堂破壁靈芝孢子、溶朮酵素及康寶庫兒童牛奶鈣，而四大暢銷產品合共佔分部總收益約113,700,000港元或36.4%。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Revenue by sales and distribution channels

The following table sets forth the breakdown of the health and beauty supplements and products segment's revenue by distribution channels for the two years ended 31 March 2020:

收益 (按銷售及分銷渠道劃分)

下表載列截至二零二零年三月三十一日止兩個年度按分銷渠道劃分保健及美容補品及產品分部收益的明細：

		For the year ended 31 March			
		2020		2019	
		二零二零年		二零一九年	
		HK\$'000	% of total revenue	HK\$'000	% of total revenue
		千港元	佔總收益百分比	千港元	佔總收益百分比
Shelves in the distribution facilitator's stores in Hong Kong	於香港分銷代理店舖的貨架	155,406	52.7%	151,150	48.4%
SDCs located in the distribution facilitator's stores in Hong Kong	於香港分銷代理店舖的特別指定櫃位	119,612	40.6%	141,047	45.1%
Other distribution channels (Note 1)	其他分銷渠道 (附註1)	1,959	0.7%	1,719	0.5%
Hong Kong Brands and Products Expo	香港工展會	17,212	5.8%	18,205	5.8%
Others (Note 2)	其他 (附註2)	699	0.2%	607	0.2%
Total	總計	294,888	100.0%	312,728	100.0%

Note 1: "Other distribution channels" mainly includes a distribution facilitator in the PRC, the Wisdom Club, wholesalers, and Royal Medic Chinese Medicine Clinics.

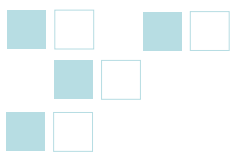
附註1:「其他分銷渠道」主要包括於中國之分銷代理、凝智會、批發商及御藥堂中醫中藥坊。

Note 2: "Others" mainly represents service income.

附註2:「其他」主要為服務收入。

As at 31 March 2020, the Group had 18 (2019: 19) Royal Medic SDCs, 47 (2019: 44) Health Proof SDCs and 27 (2019: 28) H365 SDCs in distribution facilitators' stores in Hong Kong.

於二零二零年三月三十一日，本集團於分銷代理的香港店舖內設有18個(二零一九年：19個)御藥堂特別指定櫃位、47個(二零一九年：44個)康寶庫特別指定櫃位及27個(二零一九年：28個)健康365特別指定櫃位。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Revenue by geographical locations

100.0% of the revenue during the Reporting Period was contributed by the Hong Kong market.

Over 99.0% of the revenue during the year ended 31 March 2019 was contributed by the Hong Kong market, with very limited contribution from the PRC market.

Results of health and beauty supplements and products segment

The following table sets forth the breakdown of the health and beauty supplements and products segment's gross profit and gross profit margin by operating segments for the two years ended 31 March 2020:

收益(按地理位置劃分)

報告期間的100.0%收益均源自香港市場。

截至二零一九年三月三十一日止年度的99.0%以上收益源自香港市場，中國市場的貢獻十分有限。

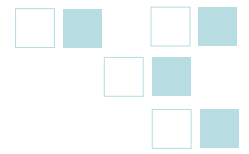
保健及美容補品及產品分部業績

下表載列截至二零二零年三月三十一日止兩個年度按經營分部劃分保健及美容補品及產品分部毛利及毛利率的明細：

		For the year ended 31 March			
		2020		2019	
		二零二零年		二零一九年	
		HK\$'000	%	HK\$'000	%
		千港元	%	千港元	%
Health supplements	保健產品				
Proprietary brands	專有品牌	113,207	75.4%	100,939	78.8%
Private label brands	自家品牌	73,710	82.1%	100,663	82.7%
Trading of goods	商品買賣	11,353	75.1%	12,352	68.3%
		198,270	77.7%	213,954	79.9%
Beauty supplements and products	美容補品及產品				
Proprietary brands	專有品牌	26,810	68.5%	31,447	71.5%
Others	其他	516	73.8%	675	76.5%
Total	總計	225,596	76.5%	246,076	78.7%

Owing to the decrease in the segment turnover, the gross profit of the health and beauty supplements and products segment for the Reporting Period was approximately HK\$225.6 million (2019: HK\$246.1 million), representing a decrease of 8.3% over the previous year. The gross profit margin of the health and beauty supplements and products segment for the Reporting Period decreased to 76.5% (2019: 78.7%). The decrease in gross profit margin was mainly attributed to the change in sales composition.

由於分部營業額減少，於報告期間，保健及美容補品及產品分部的毛利為約225,600,000港元(二零一九年：246,100,000港元)，較去年減少8.3%。於報告期間，保健及美容補品及產品分部的毛利率減少至76.5%(二零一九年：78.7%)。毛利率減少主要由於銷售組合變動所致。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The selling and distribution expenses principally consist of (i) advertising and promotion expenses for advertisements through various channels including traditional marketing media, digital marketing through bloggers and KOLs (key opinion leaders) as well as engagement of artistes to endorse the Group's products as brand ambassadors; (ii) commission paid to sales promoters; and (iii) exhibition expenses. The selling and distribution expenses decreased by approximately HK\$3.8 million or 5.6% to approximately HK\$63.8 million for the Reporting Period (2019: HK\$67.6 million). Such decrease was in line with the decrease in segment turnover during the Reporting Period.

The administrative expenses of the segment increased by approximately HK\$4.8 million or 3.9% to approximately HK\$127.3 million for the Reporting Period (2019: HK\$122.5 million). The increment of administrative expenses of this segment was primarily due to the increase in the number of SDCs, the related rental expenses, the increase in the number of promoters and the salaries increment over the last year.

As a result, the segment profit decreased by approximately HK\$15.0 million to approximately HK\$42.1 million, representing a decrease of approximately 26.3% over the previous year (2019: HK\$57.1 million).

Online advertising agency segment

2019 had been a very challenging year for the whole advertising agency industry in Hong Kong. Our online advertising agency segment has been facing tough market environment changes and more intensified after COVID-19 outbreak worldwide. Most advertising projects are halted due to the emergence of domestic social unrest since June 2019. For the Reporting Period, the online advertising agency business segment recorded revenue of approximately HK\$13.6 million (2019: HK\$11.5 million), representing an increase of approximately HK\$2.1 million or 18.3% over the previous year and recorded a loss of approximately HK\$47.5 million (2019: HK\$6.8 million) mainly due to the impairment loss of intangible assets and goodwill recognised during the Reporting Period.

銷售及分銷開支主要包括(i)多渠道廣告的廣告及推廣開支，包括傳統的營銷媒體、透過博客及KOL(關鍵意見領袖)的數碼營銷及聘請藝人作為品牌大使，為本集團產品代言；(ii)支付予推銷員的佣金；及(iii)展覽開支。於報告期間內，銷售及分銷開支減少約3,800,000港元或5.6%至約63,800,000港元(二零一九年：67,600,000港元)。有關減少與報告期間內分部營業額減少趨勢一致。

於報告期間內，該分部行政開支增加約4,800,000港元或3.9%至約127,300,000港元(二零一九年：122,500,000港元)。該分部行政開支增加主要由於去年特別指定櫃位數目增加、相關租賃開支、推銷員增加及加薪所致。

因此，分部溢利減少約15,000,000港元至約42,100,000港元(二零一九年：57,100,000港元)，較去年減少約26.3%。

線上廣告代理分部

二零一九年對香港整個廣告代理行業而言是極具挑戰的一年。線上廣告代理分部因市場環境改變正面臨重重挑戰，然而情況於2019冠狀病毒病在全球爆發後更惡化。自二零一九年六月起，本地出現社會動盪導致多數廣告項目停止。於報告期間，線上廣告代理業務分部錄得收益約13,600,000港元(二零一九年：11,500,000港元)，較去年增加約2,100,000港元或18.3%，及於報告期間確認因無形資產及商譽減值引致的虧損約47,500,000港元(二零一九年：6,800,000港元)。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

On 24 June 2020, our Group received a notice of termination from Guangdong Huacheng Information Technology Co., Limited (廣東華城信息科技有限公司) (“**Huacheng**”) in relation to the termination of the exclusive rights to use the Hong Kong Station of gd.qq.com as an exclusive and sole advertising agency in Hong Kong with effect from 1 July 2020. gd.qq.com is a cross-border online advertising platform and our Group had been granted the exclusive right to operate the website by Huacheng since December 2016. Consequently, the impairment loss on intangible assets and the impairment loss in goodwill of approximately HK\$21.1 million and HK\$31.2 million respectively were recorded during the Reporting Period. The Group will continue look for potential business opportunities that will broaden the Group’s sources of income and enhance value to shareholders.

Online payment business segment

The prevailing challenging operating environment of the online payment industry was affected due to the social unrest in Hong Kong and the evolving COVID-19 epidemic all around the globe which resulted in sharp decrease in the number of visitors from the PRC to Hong Kong since the third quarter of 2019. The epidemic has further adversely affected global economy and the overall investment sentiment. The management of the Company believes that the growth prospects of online payment business segment will be limited. On 27 March 2020, the Group completed a disposal of its 70% interest in Empire Access Group which was principally engaged in WeChat Pay cross-border payment business.

For the Reporting Period, the revenue attributable to the online payment segment was approximately HK\$0.7 million (2019: HK\$0.5 million) and a loss of approximately HK\$2.7 million (2019: HK\$2.4 million) was recorded.

Game distribution business segment

On 26 June 2020, the Group entered into an agreement to dispose of its 69.75% interest of IAHGames which is principally engaged in game distribution business. The Board considered the financial performance of IAHGames since the completion of the acquisition thereof in February 2018 (being loss-making for the two financial years ended 31 March 2019) and the prevailing challenging operating environment due to the recent social unrest in Hong Kong and the COVID-19 outbreak, and believed that its growth prospects was limited. As mentioned previously, the Board therefore considers that the disposal will allow the Company to focus on the health and beauty supplements and products business, and will streamline the Company’s existing business segments and operations, and sharpen the Company’s strategic focus on its core business.

於二零二零年六月二十四日，本集團收到廣東華城信息科技有限公司(「華城」)的終止通知，內容有關終止我方獨家使用gd.qq.com香港站的權利及香港獨家廣告代理，自二零二零年七月一日起生效。gd.qq.com為一個跨境線上廣告平台，而本集團獲華城自二零一六年十二月起授予營運該網站的獨家權利。因此，於報告期間錄得無形資產的減值虧損及商譽的減值虧損分別約21,100,000港元及31,200,000港元。本集團將繼續尋找將擴大本集團收入來源及提升股東價值的潛在業務機遇。

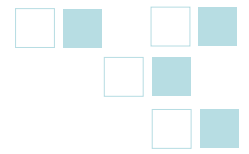
線上支付業務分部

線上支付行業的當前營商環境困難重重，受香港社會動盪及不斷變化的全球2019冠狀病毒病疫情影響，導致中國訪港旅客人數自二零一九年第三季度起急劇減少。全球經濟及整體投資意欲進一步受到疫情負面影響。本公司管理層認為，線上支付業務分部的發展前景將會受阻。於二零二零年三月二十七日，本集團已完成出售其於Empire Access集團的70%股權，其主要從事微信跨境支付業務。

於報告期間，線上支付分部應佔收益為約700,000港元(二零一九年：500,000港元)及錄得虧損約2,700,000港元(二零一九年：2,400,000港元)。

遊戲發行業務分部

於二零二零年六月二十六日，本集團訂立協議，出售IAHGames的69.75%的股權，該公司主要從事遊戲發行業務。董事會已考慮到自二零一八年二月完成收購IAHGames後的財務表現(截至二零一九年三月三十一日止兩個財政年度蒙受虧損)，以及近期香港社會動盪和2019冠狀病毒病爆發，致使當前經營環境充滿挑戰並影響該公司，相信其增長前景有限。誠如前述，董事會認為該出售可容許本集團專注保健及美容補品及產品業務，並會精簡本公司現有業務分部及營運，加強專注於本公司對其核心業務的戰略。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Segment reporting

The particulars of segment revenue, results, assets and liabilities are set out in note 38 to the audited consolidated financial statements in this annual report.

Equity-settled share-based payments

During the Reporting Period, the Group recognised a total expense of approximately HK\$7.1 million (2019: HK\$37.0 million) in relation to the share options granted by the Company.

Impairment losses

During the Reporting Period, the Group recorded impairment losses on intangible assets, goodwill and the interest in an associate, approximately of HK\$21.1 million, HK\$35.4 million and HK\$28.1 million respectively, which mainly relate to our online businesses. An independent professional valuer was engaged to perform impairment assessment on the interest in an associate, intangible assets and goodwill. The Group recorded impairment losses of goodwill and intangible assets from online advertising agency business of approximately HK\$31.2 million and HK\$21.1 million respectively, due to the expected deterioration of the future operating results following the notice received by the Group in respect of the cancellation of the licensing agreement for acting as exclusive and sole advertising agent in Hong Kong for the operation of the online advertising agency business subsequent to the end of the Reporting Period. In addition, impairment loss on interest in an associate of approximately HK\$28.1 million was recorded during the Reporting Period. The emergence of domestic social unrest since June 2019 and the COVID-19 epidemic since January 2020 had a significant impact on tourist arrivals, which led to a significant decline in the operating performance of the sales of jewellery and precious metal ornaments in the shop located at Tsim Sha Tsui tourist area operated by the associate. The particulars of impairment losses are set out in notes 19, 20 and 21 to the audited consolidated financial statements in this annual report.

Loss for the year

As a result of the foregoing factors, the Group's loss amounted to approximately HK\$151.7 million during the Reporting Period (2019: HK\$10.7 million). The Group's loss attributable to the owners of the Company amounted to approximately HK\$139.7 million for the Reporting Period (2019: approximately HK\$4.3 million).

Disclaimer

Save for Royal Medic No.1 Chinese Cs-4, none of the Group's products is registered under the Pharmacy and Poison Ordinance (Chapter 138 of the Laws of Hong Kong) and the Chinese Medicine Ordinance (Chapter 549 of the Laws of Hong Kong). Any claim made by those products has not been subject to evaluation for such registration. Those products are not intended to diagnose, treat or prevent any disease.

分部報告

分部收益、業績、資產及負債的詳情載於本年報經審核綜合財務報表附註38。

以股權結算以股份支付之開支

於報告期間內，本集團就本公司授出的購股權確認開支總額約7,100,000港元（二零一九年：37,000,000港元）。

減值虧損

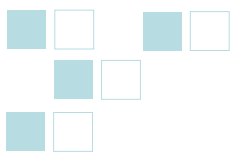
於報告期間，本集團分別錄得無形資產、商譽及於一間聯營公司的權益的減值虧損約為21,100,000港元、35,400,000港元及28,100,000港元，其中主要涉及線上業務。一名獨立專業估值師已獲委聘為於一間聯營公司的權益、無形資產和商譽進行減值評估。本集團錄得線上廣告代理業務的商譽與無形資產產生減值虧損分別約31,200,000港元及21,100,000港元，基於本集團接獲通知，會終止線上廣告代理業務營運擔任香港專用及獨家廣告代理的特許協議，故預計在報告期結束後的未來營運業績會惡化。此外，於報告期間聯營公司的權益錄得減值虧損約28,100,000港元。二零一九年六月起出現的本地社會動盪及二零二零年一月爆發2019冠狀病毒病疫情，對旅客來訪造成嚴重影響，以致由聯營公司營運位於尖沙咀旅遊區的店舖銷售珠寶和貴金屬飾品的業務表現大幅下滑。減值虧損詳情載於本年報經審核綜合財務報表附註19、20及21。

年內虧損

基於上述因素，於報告期間內，本集團的虧損為約151,700,000港元（二零一九年：10,700,000港元）。於報告期間內，本集團的本公司擁有人應佔虧損為約139,700,000港元（二零一九年：約4,300,000港元）。

免責聲明

除御藥堂培植蟲草菌絲體Cs-4外，本集團的產品概無根據香港法例第138章藥劑業及毒藥條例及香港法例第549章中醫藥條例註冊。就該等產品作出的任何聲明尚未就有關註冊而作出評估。該等產品並非用作診斷、治療或預防任何疾病。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

INTANGIBLE ASSETS AND GOODWILL

As at 31 March 2020, the intangible assets and goodwill of the Group amounted to approximately HK\$13.3 million (2019: HK\$211.7 million) and approximately HK\$26.6 million (2019: HK\$199.9 million) respectively. Intangible assets include but not limited to licensing agreements with both definite and indefinite useful lives, brand name, sales distribution and customer relationship. Goodwill has arisen upon the Group's acquisition. An independent professional valuer was engaged to perform impairment assessment on the goodwill. It was found that the recoverable amounts of cash generating unit exceeded their respective carrying amounts. The particulars of intangible assets and details of goodwill impairment testing, key assumptions and the value of inputs used in the valuation are set out in notes 19 and 20 to the audited consolidated financial statements in this annual report respectively.

FINANCIAL POSITION AND LIQUIDITY

As at 31 March 2020, cash and bank balances of the Group amounted to approximately HK\$57.2 million (2019: HK\$65.5 million) and the current ratio (current assets divided by current liabilities) of the Group was 1.2 times as at 31 March 2020 (2019: 0.5 times). The Group's gearing ratio, representing total borrowings divided by total equity, was approximately 143.9% as at 31 March 2020 (2019: 157.8%). The decrease in gearing ratio was primarily due to the partial redemption of and conversion of convertible bonds during the Reporting Period. On 20 May 2019, the Company completed placing of new shares under general mandate and raised approximately HK\$10.0 million (before expenses). Please refer to the announcements of the Company dated 25 April 2019 and 20 May 2019 for details. In view of the Group's current level of cash and bank balances, funds generated internally from operations and the unutilised banking facilities available, the Board is confident that the Group will have sufficient resources to meet its financial needs for its operations. As at 31 March 2020, the Group had unutilised general banking facilities of approximately HK\$1.1 million (2019: HK\$4.2 million).

Convertible Bonds

On 12 October 2017, the Group issued convertible bonds in the aggregate principal amount of HK\$265.0 million (the "2017 Convertible Bonds"). The net proceeds from the placing of the 2017 Convertible Bonds of approximately HK\$250.0 million have been fully utilised by the Group. On 11 October 2019, the Company redeemed the 2017 Convertible Bonds and paid the outstanding interest accrued as a full and final settlement of 2017 Convertible Bonds.

無形資產及商譽

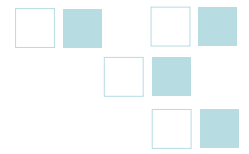
於二零二零年三月三十一日，本集團的無形資產及商譽分別為約13,300,000港元（二零一九年：211,700,000港元）及約26,600,000港元（二零一九年：199,900,000港元）。無形資產包括但不限於具有有限及無限使用年期的許可權協議、品牌名稱、銷售分銷及客戶關係。商譽乃於本集團進行收購時產生。獨立專業估值師已獲委聘以針對商譽進行減值評估。有關評估發現現金產生單位的可收回金額超出其各自的賬面值。無形資產的詳情以及商譽減值測試、估值中所使用的主要假設及輸入數據價值的詳情分別載於本年報經審核綜合財務報表附註19及20。

財務狀況及流動資金

於二零二零年三月三十一日，本集團的現金及銀行結餘約57,200,000港元（二零一九年：65,500,000港元）。本集團的流動比率（即流動資產除以流動負債）於二零二零年三月三十一日為1.2倍（二零一九年：0.5倍）。於二零二零年三月三十一日，本集團之資產負債率（即借款總額除以權益總額）約為143.9%（二零一九年：157.8%）。於報告期間，資產負債率下跌主要因贖回及轉換部分可換股債券。於二零一九年五月二十日，本公司根據一般授權完成新股配售並籌得約10,000,000港元（未扣除開支）。詳情請參閱本公司日期為二零一九年四月二十五日與二零一九年五月二十日的公佈。考慮到本集團現金及銀行結餘的現時水平，來自經營業務內部的資金及可動用但尚未動用的銀行融資，董事會深信，本集團將會擁有充裕資源滿足其經營業務的財政需求。於二零二零年三月三十一日，本集團持有未動用一般銀行融資約1,100,000港元（二零一九年：4,200,000港元）。

可換股債券

於二零一七年十月十二日，本集團完成發行本金總額為265,000,000港元之可換股債券（「二零一七年可換股債券」）。本集團已悉數動用配售二零一七年可換股債券的所得款項淨額約250,000,000港元。於二零一九年十月十一日，本公司已贖回二零一七年可換股債券及支付累計未償還利息，作為悉數及最終結付二零一七年可換股債券。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

On 13 February 2019, the Group completed the placing of convertible bonds in the aggregate principal amount of HK\$106.0 million (the “**February 2019 Convertible Bonds**”). HK\$90.0 million out of the net proceeds of approximately HK\$103.2 million from the issue of the February 2019 Convertible Bonds had been fully utilised in the purchase of the same principal amount of the 2017 Convertible Bonds and approximately HK\$13.2 million was used as the Company’s general working capital. Meanwhile, the said purchase of the 2017 Convertible Bonds was completed on 21 February 2019 and the 2017 Convertible Bonds in the aggregate principal amount of HK\$90.0 million were cancelled in accordance with the terms and conditions. Please refer to the announcements of the Company dated 22 January 2019, 13 February 2019 and 22 February 2019 for details relating to the February 2019 Convertible Bonds. During the Reporting Period, the holders of the February 2019 Convertible Bonds had fully exercised their conversion rights in respect of the February 2019 Convertible Bonds in the principal amount of HK\$106.0 million. As a result of the conversion, 365,517,237 conversion shares have been issued in accordance with the terms and conditions of the February 2019 Convertible Bonds.

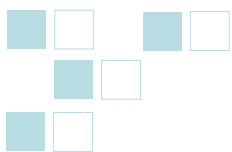
On 4 October 2019, the Group issued convertible bonds in the aggregate principal amount of HK\$180.0 million (the “**October 2019 Convertible Bonds**”). The net proceeds from the placing of the October 2019 Convertible Bonds amounted to approximately HK\$178.1 million have been fully utilised by the Group as planned and disclosed in the announcement of the Company dated 16 September 2019. On 31 March 2020, 11 May 2020 and 17 June 2020, the Company partially redeemed the October 2019 Convertible Bonds in the aggregate principal amount of HK\$85.0 million, HK\$23.0 million and HK\$8.0 million (the “**Partial Redemption**”), respectively. As at the date of this announcement, no October 2019 Convertible Bond has been converted into conversion shares. Immediately after completion of the Partial Redemption, the October 2019 Convertible Bonds in the aggregate principal amount of HK\$64.0 million remain outstanding. Please refer to the announcements of the Company dated 16 September 2019, 17 September 2019, 4 October 2019, 31 March 2020, 11 May 2020 and 17 June 2020 for details relating to the October 2019 Convertible Bonds.

The particulars of 2017 Convertible Bonds, February 2019 Convertible Bonds and October 2019 Convertible Bonds are set out in note 33 to the audited consolidated financial statements in this annual report.

於二零一九年二月十三日，本集團完成配售本金總額為106,000,000港元之可換股債券（「二零一九年二月可換股債券」）。發行二零一九年二月可換股債券之所得款項淨額約103,200,000港元已悉數動用，當中，90,000,000港元用於購買相同本金額的二零一七年可換股債券及約13,200,000港元用作本公司的一般營運資金。同時，前述購買二零一七年可換股債券已於二零一九年二月二十一日完成，而二零一七年可換股債券的本金總額90,000,000港元已根據其條款及條件註銷。有關二零一九年二月可換股債券的詳情，請參閱本公司日期為二零一九年一月二十二日、二零一九年二月十三日及二零一九年二月二十二日之公佈。於報告期間，二零一九年二月可換股債券的持有人已按本金額106,000,000港元悉數行使有關二零一九年二月可換股債券之換股權。根據二零一九年二月可換股債券的條款及條件，365,517,237股換股股份已於換股後發行。

於二零一九年十月四日，本集團發行本金總額180,000,000港元的可換股債券（「二零一九年十月可換股債券」）。本集團已按計劃悉數動用配售二零一九年十月可換股債券的所得款項淨額約178,100,000港元及於本公司日期為二零一九年九月十六日之公告披露。於二零二零年三月三十一日、二零二零年五月十一日及二零二零年六月十七日，本公司分別以本金總額為85,000,000港元、23,000,000港元及8,000,000港元部分贖回二零一九年十月可換股債券（「部分贖回事項」）。於本公佈日期，二零一九年十月可換股債券的概無轉換為換股股份。緊隨部分贖回事項完成後，本金總額為64,000,000港元的二零一九年十月可換股債券仍未償還。有關二零一九年十月可換股債券的詳情，請參閱本公司日期為二零一九年九月十六日、二零一九年九月十七日、二零一九年十月四日、二零二零年三月三十一日、二零二零年五月十一日及二零二零年六月十七日之公佈。

二零一七年可換股債券、二零一九年二月可換股債券及二零一九年十月可換股債券的詳情載於本年報經審核綜合財務報表附註33。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

CAPITAL MANAGEMENT

The Group's objectives in managing capital are to ensure that entities in the Group will be able to continue as a going concern while maximising the return to the shareholders through the optimisation of the debt and equity balance. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt as it sees fit and appropriate. The Group also monitors capital on the basis of the net gearing ratio. The Group's overall strategy remains unchanged throughout the Reporting Period.

EMPLOYEE INFORMATION

As at 31 March 2020, the Group had 267 employees (2019: 309). For the Reporting Period, staff costs including directors' remuneration from continuing operations was approximately HK\$136.2 million (2019: HK\$177.9 million).

REMUNERATION POLICY

The Group's Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses with reference to salaries paid by comparable companies, time commitment and the performance of the Group. The Group also reimburses them for expenses, which are necessarily and reasonably incurred for the provision of services to the Group or executing their functions in relation to the operations of the Group. In addition, the Company adopted a share option scheme as an incentive to Directors and eligible participants, the particulars of which are set out in note 44 to the audited consolidated financial statements in this annual report. The Group regularly reviews and determines the remuneration and compensation package of the Group's Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of the Group's Directors and the performance of the Group.

資本管理

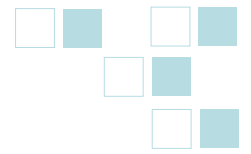
於管理資本時，本集團之目標為確保本集團旗下實體將能夠按持續經營基準繼續經營，同時透過優化債務及權益結餘，將為股東帶來之回報最大化。管理層透過考慮資本成本及與各類資本相關之風險，檢討資本結構。有鑑於此，本集團將於其認為合適及適當時，透過派息、新股發行以及發行新債務或贖回現有債務，平衡其整體資本結構。本集團亦按照淨資產負債率對資本進行監控。本集團的整體策略於報告期間維持不變。

僱員資料

於二零二零年三月三十一日，本集團的僱員人數為267人（二零一九年：309人）。於報告期間，持續經營業務之員工成本（包括董事薪酬）約為136,200,000港元（二零一九年：177,900,000港元）。

薪酬政策

本集團董事及高級管理層以薪金、實物福利及酌情花紅形式收取報酬，經參考可比較公司所支付的薪金、投入的時間及本集團表現釐定。本集團亦償付彼等就向本集團提供服務或履行有關本集團業務的職能時產生的必要合理開支。此外，本公司已採納一項購股權計劃，作為對董事及合資格參與人士的獎勵，其詳情載於本年報經審核綜合財務報表附註44。本集團參考（其中包括）可比較公司所支付的市場薪酬水平、本集團董事各自的職責以及本集團的表現，定期檢討及釐定本集團董事及高級管理層的薪酬及待遇組合。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

OUTLOOK

Health and beauty supplements and products segment

In January 2020, an outbreak of a respiratory illness caused by a new strain of coronavirus was identified. The disease has since spread rapidly across the world, causing the World Health Organization to declare the outbreak of COVID-19 on 12 March 2020. The unprecedented incidents and weak customer sentiments severely impacted the local retail market, and the Group took one of the proactive measures in allocating more resources on digital marketing to maintain our product awareness of both the existing and new portfolios of the Group. Digital marketing spending during the Reporting Period, including but not limited to, the combination of online live programs and offline events, also enhanced customer loyalty of product portfolios of the Group.

Due to the unforeseen market situations, the Group will also adopt more measures on cost control and strengthen our partnerships with distribution channels for improving our performance.

The quality management accreditation for the existing food factory including ISO22000 and HACCP obtained in March 2018 and January 2018 respectively were renewed in the Reporting Period. The quality management accreditation earmarked the sustainable commitment of the Group to uphold highest quality, and the Group will keep on achieving high level standard in the forthcoming year.

Collaboration with CUCAMed Company Limited

As it is the Group's tradition of using its own research and development resources to develop proprietary intellectual property products since its listing on the Stock Exchange in 2013, we are collaborating closely with CUCAMed Company Limited ("CUCAMed") of The Chinese University of Hong Kong ("CUHK") to create intellectual property products and commercialise our health products chain. Under the tripartite relationship and with the aid of the government sponsorship under the Innovation and Technology Fund ("ITF"), the Hong Kong government and the Group jointly funded the research and the Group controlled and owned the intellectual property.

During the Reporting Period, one ITF product focuses on dementia, "Brain Chips" under the brand "LEGEND", has been launched in December 2019. A new ITF product is currently under development and planned to be launched in the fourth quarter of 2020 or in 2021.

前景

保健及美容補品及產品分部

二零二零年一月，由新型冠狀病毒毒株引致的呼吸道疾病疫情曝光。此後，該疾病在全球迅速傳播，導致世界衛生組織於二零二零年三月十二日宣佈2019冠狀病毒疫情爆發。鑒於本地零售市場因前所未有的事件及疲弱消費意欲而蒙受嚴重打擊，本集團積極採取應對措施，其中之一為在數碼營銷方面投放更多資源，以保持本集團現有及新產品組合的產品認知度。於報告期內的數碼營銷支出（包括但不限於線上直播節目及線下活動的組合），亦增強了本集團產品組合的客戶忠誠度。

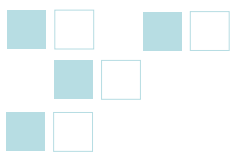
由於市場形勢變幻莫測，本集團亦將採取更多成本控制措施，並加強與分銷渠道的合作，從而改善我們的表現。

有關現有食品製造廠的品質管理認證（包括ISO22000及HACCP）分別於二零一八年三月及二零一八年一月取得，並已於報告期間內獲重續。品質管理認證足以體現本集團秉承持續追求優質的承諾，而本集團將於來年繼續精益求精。

與中大中醫藥科技有限公司合作

鑑於本集團自二零一三年於聯交所上市以來，一直貫徹以本身資源開發專有知識產權產品的研發傳統，我們與香港中文大學（「中大」）的中大中醫藥科技有限公司（「中大中醫藥科技」）密切合作，創造知識產權產品並使我們的保健產品鏈商品化。在創新及科技基金（「創新及科技基金」）的政府資助協助下，香港政府及本集團聯合為研發提供資金，而本集團控制及擁有相關知識產權。

於報告期間，我們於二零一九年十二月以「中大中藥傳承」品牌推出一個專注失智症的創新及科技基金產品「腦晶片」。新的創新及科技基金產品目前正在開發中，並計劃於二零二零年第四季度或二零二一年推出。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Moreover, the Group had research projects for the purpose of product development and strengthening the competitiveness of current products. The Group signed new contracts with CUHK in July 2019 and The Hong Kong University of Science and Technology R and D Corporation Limited in May 2020 respectively. These projects focus on the development of new product for topical use, and evaluation on functions of existing products.

MATERIAL ACQUISITIONS OR DISPOSALS

Save as disclosed in notes 12(a), 39, 40 and 41 to the audited consolidated financial statements and elsewhere in this annual report, there was no other material acquisition and disposal of subsidiaries, associated companies and joint ventures during the Reporting Period.

CONTINGENT LIABILITIES

Save as disclosed in note 32 to the audited consolidated financial statements in this annual report, the Group did not have material contingent liabilities as at 31 March 2020.

CAPITAL COMMITMENT

Save as disclosed in note 42 to the audited consolidated financial statements in this annual report, the Group did not have significant capital commitment as at 31 March 2020.

FOREIGN EXCHANGE EXPOSURE

Presently, the Group does not have a hedging policy with respect to the foreign exchange exposure. The Group is exposed to currency risk primarily through sales and purchases, which give rise to receivables and payables and cash balances that are denominated in foreign currencies, other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollar (“US\$”) and Renminbi (“RMB”). In order to manage and minimise the foreign currency risk, the management will continue to manage and monitor the foreign currency exposure to ensure appropriate measures are implemented in a timely and effective manner.

CHARGES ON ASSETS

As at 31 March 2020, the Group had secured bank loans and term loans of approximately HK\$35.6 million (2019: HK\$39.1 million) and HK\$33.0 million (2019: Nil), respectively. The banking facilities and term loans are secured by the Group’s leasehold land and buildings, having carrying amount of approximately HK\$74.5 million as at 31 March 2020 (2019: HK\$77.2 million).

此外，本集團持有以產品開發為目的的研究項目並加強現有產品的競爭力。本集團分別於二零一九年七月及二零二零年五月與中大及香港科大研究開發有限公司簽署新合約。該等項目專注於開發新外用產品及評估現有產品的功能。

重大收購或出售

除本年報經審核綜合財務報表附註12(a)、39、40及41及其他部分所披露外，於報告期間，概無任何其他附屬公司、聯營公司及合營企業的重大收購及出售。

或然負債

除本年報經審核綜合財務報表附註32所披露外，於二零二零年三月三十一日，本集團並無任何重大或然負債。

資本承擔

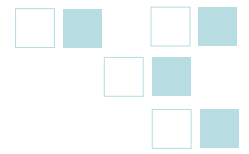
除本年報經審核綜合財務報表附註42所披露外，於二零二零年三月三十一日，本集團並無任何重大資本承擔。

外匯風險

現時本集團並無就外匯風險實施對沖政策。本集團所承受貨幣風險主要因進行銷售及採購所產生以外幣計值（即以業務功能貨幣以外貨幣計值）的應收及應付款項及現金結餘所致。導致有關風險的貨幣主要為美元（「美元」）及人民幣（「人民幣」）。為管理並盡量降低外幣風險，管理層會繼續管理及監察外幣風險，確保及時有效地採取適當措施。

抵押資產

於二零二零年三月三十一日，本集團持有有抵押銀行貸款及有期貨款分別約35,600,000港元（二零一九年：39,100,000港元）及33,000,000港元（二零一九年：無）。該銀行信貸融資及有期貨款已由本集團的租賃土地及樓宇作抵押，其賬面值於二零二零年三月三十一日約為74,500,000港元（二零一九年：77,200,000港元）。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

USE OF PROCEEDS FROM ISSUE OF CONVERTIBLE BONDS

2017 Convertible Bonds

The net proceeds from the placing of the 2017 Convertible Bonds of approximately HK\$250.0 million have been fully utilised by the Group as the general working capital of the Company and in acquisition by the Company relating to (i) its principal business; and (ii) online or e-commerce technology business including but not limited to the acquisition under the acquisition agreement dated 30 June 2017 in relation to the WeChat cross-border payment business.

February 2019 Convertible Bonds

HK\$90.0 million out of the net proceeds of approximately HK\$103.2 million from the issue of the February 2019 Convertible Bonds had been fully utilised in the purchase of the same principal amount of the 2017 Convertible Bonds and approximately HK\$13.2 million was used as the Company's general working capital.

October 2019 Convertible Bonds

The net proceeds from the placing of the October 2019 Convertible Bonds amounted to approximately HK\$178.1 million have been fully utilised by the Group as follows: (i) approximately 50.0% of the net proceeds in the amount of approximately HK\$89.1 million were used to redeem the outstanding principal amount of the 2017 Convertible Bonds, interest and other amounts accrued thereunder of approximately HK\$178.22 million; (ii) approximately 40.0% of the net proceeds in the amount of approximately HK\$71.2 million were used to enhance and further develop the formulating, marketing, sale and distribution of health and beauty supplements and products in Hong Kong and the PRC; and (iii) approximately 10.0% of the net proceeds in the amount of approximately HK\$17.8 million were used to replenish the Group's general working capital.

EVENTS AFTER REPORTING PERIOD

Save as the events as disclosed in note 48 to the audited consolidated financial statements and elsewhere in this annual report, there is no significant event occurring after the Reporting Period up to the date of this annual report.

發行可換股債券所得款項用途

二零一七年可換股債券

配售二零一七年可換股債券的所得款項淨額約為250,000,000港元，已全部由本集團用作本公司一般營運資金及本公司就(i)其主要業務；及(ii)線上或電子商務技術業務進行的收購事項(包括但不限於日期為二零一七年六月三十日有關微信跨境支付業務的收購協議項下的收購事項)。

二零一九年二月可換股債券

發行二零一九年二月可換股債券所得款項淨額約103,200,000港元中的90,000,000港元悉數用於購買相同本金額的二零一七年可換股債券及約13,200,000港元用作本公司的一般營運資金。

二零一九年十月可換股債券

本集團已悉數動用配售二零一九年十月可換股債券的所得款項淨額約178,100,000港元，其用途如下：(i)所得款項淨額約50.0% (即約89,100,000港元)，用於贖回二零一七年可換股債券的未償還本金額、利息及其他據此累計的款項，約178,220,000港元；(ii)所得款項淨額約40.0% (即約71,200,000港元)，用於提升及進一步發展於香港及中國的配方、推廣、銷售及分銷保健及美容補品及產品；及(iii)所得款項淨額約10.0% (即約17,800,000港元)，用於補足本集團之一般營運資金。

報告期後事項

除本年報經審核綜合財務報表附註48及其他部分所披露之事項外，於報告期間後直至本年報日期概無發生重大事項。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

PRINCIPAL RISKS AND UNCERTAINTIES

Based on the Group's risk management system, the Group has examined all of the possible risks and uncertainties that might affect the Group and considered that the most important risks and uncertainties would include:

Regulatory risks

The health supplement industry in Hong Kong generally believes that changes in regulatory policies and laws in respect of the monitoring and control of food and health supplement products which include Chinese medicinal ingredients may be proposed and implemented by the authorities concerned in the coming years. Significant effect may impact on the future development of health supplements as well as the food industry. If the Group fails to keep up and comply with these changes, such factors would affect the Group's success.

The Group has closely monitored the regulatory changes, strengthened its interpretation and analysis capability of regulatory policies and would adjust strategies in advance to cope with the ever-changing operating environment.

Prolonged economic downturn

The Group's health and beauty supplements and products business is closely related to the economic conditions of Hong Kong. Slowing economic growth or a recession may affect consumers' preferences and spending which in turn could have a material adverse effect on the Group's business, operating results and financial conditions.

In response to these challenges, the Group will closely monitor the changing economic conditions and also actively implement effective measures to control the administration and production costs. The Group will also continue to roll out more new products and open up more distribution channels, and diversify its business to improve the Group's overall performance.

主要風險及不確定因素

本集團已檢討基於風險管理系統確定之全部可能風險及不確定因素，並認為可能對本集團造成影響之最重要風險及不確定因素包括：

規管風險

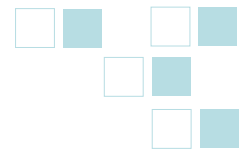
香港保健品業界一般相信有關當局於未來數年可能建議及實施對有關監管及控制含有中醫藥成份的食物及保健產品的規管政策及法律作出改變，對保健品及食品行業未來發展可能會產生深遠影響。假若本集團未能跟隨及符合此等改變，將會影響本集團之成功。

本集團密切關注規管走向，加強規管政策分析研判，預先調整業務策略，以應付不斷變化之營商環境。

持久的經濟下滑

本集團的保健及美容補品及產品業務與香港經濟環境息息相關。經濟增長放緩或衰退或會影響消費者的喜好及消費額，從而對本集團的業務、經營業績及財政狀況造成重大不利影響。

針對上述挑戰，本集團將密切監察不斷變化的經濟狀況及積極推行有效措施控制行政及生產成本。本集團亦將繼續推出更多新產品及開拓更多分銷渠道，並多元化其業務以提升本集團的整體表現。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Failure to introduce successful new products

Owing to the rapid changing nature of the health and beauty supplements and products markets in Hong Kong, if the Group fails to anticipate market trends and develop new products to respond to such trends in a timely manner, it will adversely affect its business in the long term. In addition to the Group's own product development and collaboration with external research partners, such as with CUCAMed to promote and sell products developed by CUCAMed under the brand "LEGEND", the Group is also actively looking for opportunities to collaborate with different reputable universities to conduct researches for the purpose of developing new products. Besides researches, the Group will also continue to place strong emphasis on a multifaceted market strategy through utilising various media and channels to promote its brands and products.

Operational risk

The Group's online businesses is heavily dependent on the stable operation of its IT systems including system software, processing systems, telecommunications networks, cloud servers as well as systems provided by third parties. Such mission critical services are susceptible to risks attributable to system outage, data loss or breach in security. Should such a situation occur, payments made to the merchant shops may not be properly processed and may expose the Group to liability to third parties. The Group will closely monitor such risks, and regularly consider and implement measures such as system/software updates and engage suitable and competent third party vendors.

Industry and technological changes

The Group's online businesses are characterised by rapid technological changes, frequent and numerous product introductions and enhancements, continually evolving industry security standards and rapidly changing customers' requirements. The success of the Group in these business segments depends to a large extent upon the Group's continued ability to offer its online businesses within this environment and to meet changing market requirements, including conformity with applicable standards.

無法成功推出新產品

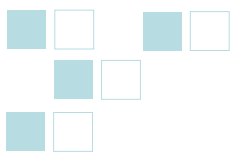
由於香港的保健及美容補品及產品市場瞬息萬變，假如本集團無法預計市場趨勢及因應市場趨勢適時開發新產品，本集團的長遠業務將會受到不利影響。除了本集團自行開發產品及與外界研究夥伴合作（如與中大中醫藥科技合作推廣及銷售其開發的「中大中藥傳承」品牌的產品）外，本集團亦會主動尋找機會與不同著名大學合作進行研究，以開發新產品。除了科研外，本集團亦會繼續透過不同的媒體及渠道加強多方面的市場推廣策略以宣傳其品牌及產品。

營運風險

本集團的線上業務十分依賴其資訊科技系統（包括系統軟件、處理系統、電訊網絡、雲端伺服器以及第三方提供之系統）的穩定運作。該等服務重任易受諸如系統中斷、資料遺失或保安漏洞等風險帶來的影響。倘此等情況發生，商舖或無法正常結賬收款，令本集團承受第三方責任。本集團將密切監控此等風險，並定期考慮及施行包括更新系統／軟件及委聘適合及勝任之第三方供應商等措施進行應對。

行業及技術革新

本集團的線上業務以技術發展迅猛、產品推出及更新換代頻密、行業保安標準與日強化及客戶要求不斷轉變見稱。本集團於該等業務分部能否取得成功很大程度有賴於本集團於此環境內提供線上業務及切合瞬息萬變的市場需求（包括遵循適用標準）的能力。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

EXECUTIVE DIRECTORS

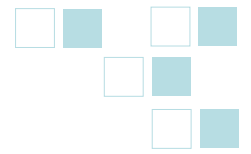
Mr. Wang Xihua, aged 53, is an executive Director, acting chairman, acting chief executive officer and authorised representative of the Company. He joined the Group on 24 October 2016. Since 1 April 2019, the duties of the chairman of the Board and the chief executive officer of the Company have been temporarily undertaken by Mr. Wang. On 25 February 2020, Mr. Wang has been appointed as an authorised representative of the Company. Mr. Wang has over 20 years of commercial experience in business development and enterprise management in the People's Republic of China (“PRC”) and 5 years of teaching experience in the chemical engineering profession. Mr. Wang graduated from the Faculty of Chemical Engineering at 武漢鋼鐵學院 (Wuhan Institute of Iron and Steel, currently called Wuhan University of Science and Technology) in 1989. In addition, Mr. Wang completed a graduate program in business administration from the Guanghua School of Management of Peking University in 2003. Mr. Wang is primarily responsible for exploring investment opportunities to expand the business of the Group. Mr. Wang was an executive director and non-executive director of Elife Holdings Limited (formerly known as Sino Resources Group Limited) (“**Elife Holdings**”) (Stock Code: 223), the shares of which are listed on the main board of the Stock Exchange, from 11 March 2013 to 31 January 2014 and 1 February 2014 to 22 September 2015, respectively. Mr. Wang was an executive director of Fortis Mining (Hong Kong) Limited from 1 February 2014 to 23 May 2015, a Hong Kong subsidiary of Kazakhstan Potash Corporation Limited, a company listed in the Australian Securities Exchange Limited (ASX code: KPC).

Mr. Lai Wei Lam, William, aged 47, is an executive Director. He joined the Company on 1 July 2017. He has solid commercial experience in international and China business development and merge and acquisition before joining the Company. Mr. Lai has a certificate in google android application development awarded by Unisoft Education Centre in 2011. Mr. Lai is primarily responsible for the e-commerce promotion business of the Group.

執行董事

王西華先生，53歲，為執行董事、代理主席、代理行政總裁及本公司授權代表。彼於二零一六年十月二十四日加入本集團。自二零一九年四月一日起，本公司董事會主席及行政總裁的職務由王先生臨時擔任。於二零二零年二月二十五日，王先生獲委任為本公司授權代表。王先生在中華人民共和國（「中國」）的業務發展及企業管理方面擁有逾二十年的商務經驗，並且擁有五年於化工專業的教學經驗。王先生於一九八九年於武漢鋼鐵學院（現稱武漢科技大學）化工系本科畢業。此外，王先生於二零零三年於北京大學光華管理學院完成工商管理研究生課程。王先生主要負責尋求投資機會，擴展本集團的業務。王先生分別於二零一三年三月十一日至二零一四年一月三十一日及二零一四年二月一日至二零一五年九月二十二日在易生活控股有限公司（前稱神州資源集團有限公司）（「易生活控股」）（股份代號：223，其股份於聯交所主板上市）擔任執行董事及非執行董事。王先生曾在二零一四年二月一日至二零一五年五月二十三日於Fortis Mining (Hong Kong) Limited擔任執行董事，此公司為於澳大利亞證券交易所掛牌的Kazakhstan Potash Corporation Limited的香港附屬公司（澳交所代碼：KPC）。

賴偉林先生，47歲，為執行董事。彼於二零一七年七月一日加入本公司。於加入本公司前，彼於國際及中國業務發展及併購方面具有豐富商務經驗。賴先生於二零一一年在Unisoft Education Centre獲得Certificate in google android application development。賴先生主要負責本集團的電子商務推廣業務。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Leung Winson Kwan Yau, aged 34, is an independent non-executive Director, the chairman of audit committee, a member of nomination committee and remuneration committee of the Company. He joined the Company on 24 October 2016 and was appointed as the chairman of audit committee of the Company on 6 December 2016. Mr. Leung is currently a director of Global Business Development at TMF Group, a leading global services provider of high-value business services to clients operating and investing globally. Before joining TMF Group, he served as the financial controller of an international investment management company focusing on the market of the Greater China. Mr. Leung has worked for different international audit firms including KPMG and PricewaterhouseCoopers over the past nine years from October 2008. Mr. Leung obtained Bachelor of Commerce (Accounting and Finance) degree from Monash University in Australia in 2008 and has been a member of the CPA Australia since 2011.

Mr. Tam Kin Yip, aged 46, is an independent non-executive Director, the chairman of nomination committee and remuneration committee and a member of audit committee of the Company. He joined the Company on 7 March 2017. Mr. Tam is a practicing Barrister-At-Law in Hong Kong and has over 17 years' experience in litigation. From 3 March 2015 to 1 March 2016, Mr. Tam served as an independent non-executive director of Zhuoxin International Holdings Limited (Stock Code: 8266) whose shares are listed on the GEM of the Stock Exchange.

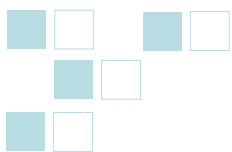
Mr. Leung Man Loon, aged 42, is an independent non-executive Director, a member of audit committee, nomination committee and remuneration committee of the Company. He joined the Company on 11 September 2017. He is currently employed as general manager of a company in catering industry and is responsible for the managerial works and monitoring the overall business. He worked with Bank of China (Hong Kong) Limited in business strategies and management. Mr. Leung has extensive experience focusing in banking industries. Mr. Leung obtained a degree of Bachelor of Arts in Finance Services from Edinburgh Napier University in United Kingdom. Mr. Leung has been a Certified Financial PlannerCM (CFPCM) since 2010 and designated a Fellow, Life Management Institute from Life Office Management Association in the United States since 2006.

獨立非執行董事

梁鈞濠先生，34歲，為獨立非執行董事、本公司審核委員會主席、提名委員會及薪酬委員會成員。彼於二零一六年十月二十四日加入本公司，並於二零一六年十二月六日獲委任為本公司審核委員會主席。梁先生現時為TMF Group的全球業務發展董事，該集團是全球領先的高價值商業服務提供商，面向全球運營及投資客戶。在加入TMF Group之前，他曾擔任一家專注於大中華市場的國際投資管理公司之財務總監。梁先生由二零零八年十月開始，曾於不同國際審計事務所包括畢馬威及羅兵咸永道任職超過九年。梁先生於二零零八年在澳大利亞莫納什大學獲得商科學士（會計及財務）學位及自二零一一年起為澳洲會計師公會會員。

譚健業先生，46歲，為獨立非執行董事、本公司提名委員會及薪酬委員會主席和審核委員會成員。彼於二零一七年三月七日加入本公司。譚先生為香港執業大律師，擁有超過十七年法律訴訟經驗。於二零一五年三月三日至二零一六年三月一日，譚先生於卓信國際控股有限公司（股份代號：8266）擔任獨立非執行董事，該公司的股份於聯交所GEM上市。

梁文龍先生，42歲，為獨立非執行董事、本公司審核委員會、提名委員會及薪酬委員會成員。彼於二零一七年九月十一日加入本公司。彼目前受僱於一間飲食業公司，任職總經理，負責管理工作及監督整體業務。彼曾於中國銀行（香港）有限公司負責業務戰略及管理工作。梁先生於銀行行業具有豐富經驗。梁先生在英國愛丁堡納皮爾大學獲得金融服務文學士。梁先生自二零一零年為認可財務策劃師及自二零零六年起為美國壽險管理學會的資深會員。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

SENIOR MANAGEMENT

Mr. Cheng Tze Kit Larry, aged 64, is the chief investment officer of the Group. Mr. Cheng joined the Group in March 2018. Mr. Cheng has over 28 years of experience in real estate development and mergers and acquisitions in Hong Kong, Canada and the PRC. He holds a Bachelor of Science (Hons) in Engineering and a Master of Business Administration. Mr. Cheng is a Chartered Engineer of United Kingdom. Mr. Cheng was served as an executive director, non-executive director and chief investment officer of several Hong Kong listed companies.

Mr. Chen Man Lung, aged 54, is the chief financial officer of the Group. Mr. Chen joined the Group since April 2018. On 25 January 2019, he was appointed as chief financial officer and he is responsible for overall financial management of the Group. Mr. Chen has 26 years of finance and investment related work experience. Prior to joining the Group, Mr. Chen held senior management positions as executive director, independent non-executive director, chief operation officer and chief financial officer of several Hong Kong and overseas listed companies in various industries. He holds a Bachelor of Arts degree in Sociology and a Master of Arts in Chinese Studies from The Hong Kong Baptist University and The Hong Kong University of Science and Technology, respectively.

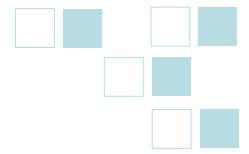
Mr. Wong Kui Tong, aged 39, is the company secretary and authorised representative of the Company. Mr. Wong joined the Company in December 2016. Mr. Wong has over 17 years of experience in accounting and financial management. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries. Prior to joining the Company, Mr. Wong held the position of finance manager and company secretary in other listed company in Hong Kong from 2009 and 2010 to 2016 respectively and worked in PricewaterhouseCoopers from 2004 to 2009. Mr. Wong obtained a bachelor of arts in accountancy degree and a master of corporate governance degree from The Hong Kong Polytechnic University.

高級管理層

鄭子傑先生，64歲，為本集團首席投資官。鄭先生於二零一八年三月加入本集團。鄭先生擁有逾二十八年的香港、加拿大及中國房地產發展及併購經驗。彼持有工程學(榮譽)理學士學位及工商管理碩士學位。鄭先生為英國特許工程師。鄭先生曾於若干香港上市公司擔任執行董事、非執行董事及首席投資官。

陳文龍先生，54歲，為本集團首席財務官。陳先生自二零一八年四月起加入本集團。於二零一九年一月二十五日，彼獲委任為首席財務官，負責本集團整體財務管理工作。陳先生擁有二十六年的財務及投資相關工作經驗。加入本集團前，陳先生曾於不同行業的若干香港及海外上市公司擔任高級管理職務(如執行董事、獨立非執行董事、營運總監及首席財務官)。彼分別持有香港浸會大學文學士學位(社會學)及香港科技大學文學碩士學位(中華研究)。

黃鉅棠先生，39歲，為本公司公司秘書及授權代表。黃先生於二零一六年十二月加入本公司。黃先生在會計和財務管理方面超過十七年的經驗。黃先生為香港會計師公會、特許公認會計師公會、特許秘書及行政人員公會及香港公司秘書公會資深會員。於加入本公司之前，黃先生於二零零九年及二零一零年至二零一六年在香港其他上市公司先後擔任財務經理和公司秘書，並由二零零四年至二零零九年在羅兵咸永道會計師事務所工作。黃先生在香港理工大學獲得會計學文學士學位及企業管治碩士學位。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

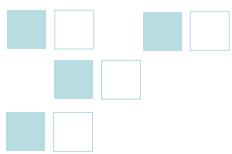
董事及高級管理層履歷詳情

Mr. Yan Tat Ming, aged 56, is the chief operating officer of the health and beauty supplements and products segment of the Group. Mr. Yan joined the Group in January 2012 as chief production officer and was subsequently promoted to chief operation officer of the health and beauty supplements and products segment of the Group in April 2020. He is primarily responsible for overall management including sales, production and administration of the health and beauty supplements and products segment of the Group. Mr. Yan has more than 18 years of experience in the pharmaceutical industry. He is experienced in the areas of production and quality assurance and familiar with production with GMP standard. Mr. Yan obtained his bachelor's degree in pharmacy from Robert Gordon Institute of Technology, Aberdeen, United Kingdom in 1991. He is registered as a pharmaceutical chemist and is a member of the Royal Pharmaceutical Society of Great Britain since 1992. He is also admitted as a pharmacist under the Pharmacy and Poisons Ordinance (Chapter 138, the Laws of Hong Kong) in 1992. Mr. Yan was elected as the committee member and deputy secretary-general of the Hong Kong Chinese Prepared Medicine Traders Association in 2004 and 2006, respectively.

Ms. Wong Chui Lan, aged 48, is the general manager of the health and beauty supplements and products segment of the Group. Ms. Wong is responsible for sales department including the supervision of the sales promoter team of the health and beauty supplements and products segment and also acts as the person-in-charge of the customer services and member club functions. She joined the Group in 2004 as a senior manager and was subsequently promoted to the deputy general manager in 2010, sales controller in 2011 and general manager in 2016. Ms. Wong possesses more than 14 years of working experience in the retail marketing specialising in selling and distribution of PCM health supplements and beauty supplements and products.

甄達明先生，56歲，為本集團保健及美容補品及產品分部首席營運官。甄先生於二零一二年一月加入本集團，擔任本集團保健及美容補品及產品分部首席生產官，其後於二零二零年四月獲晉升為首席營運官。彼主要負責本集團保健及美容補品及產品分部的整體管理，包括銷售、生產及行政。甄先生於製藥業擁有超過十八年的經驗，並於生產及質量保證方面擁有豐富經驗，對GMP標準生產瞭如指掌。甄先生於一九九一年在英國亞伯丁Robert Gordon Institute of Technology取得藥劑學士學位。彼自一九九二年起註冊成為化學藥劑師，並為英國皇家藥劑學會會員。彼於一九九二年亦根據香港法例第138章《藥劑業及毒藥條例》獲認可為註冊藥劑師。甄先生於二零零四年及二零零六年先後獲選為香港中成藥商會的委員會委員及副秘書長。

王翠蘭女士，48歲，為本集團保健及美容補品及產品分部總經理。王女士負責銷售部門，包括監督保健及美容補品及產品分部的推銷員團隊，亦作為客戶服務及會員俱樂部的負責人員。彼於二零零四年加入本集團出任高級經理，先後於二零一零年、二零一一年及二零一六年晉升為副總經理、銷售總監及總經理。王女士於零售推廣方面擁有超過十四年的工作經驗，專注於銷售及分銷中成藥保健產品以及美容補品及產品。



REPORT OF THE DIRECTORS

董事會報告書

The Directors present the report and the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2020.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the sale, marketing and distribution of health and beauty supplements and products in Hong Kong and the PRC provision of online advertising agency business, online payment business, e-commerce promotion business and game distribution business. There was no significant change in nature of the Group’s principal activities during the year ended 31 March 2020.

BUSINESS REVIEW AND PERFORMANCE

A fair review of the business of the Company and a discussion and analysis of the Group’s performance during the year ended 31 March 2020 as required by the Schedule 5 to the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including a discussion of the principal risks and uncertainties facing the Group and indication of likely future development of the Group’s business, the material factors underlying its results and financial position, are provided in the “Chairman’s Statement” from pages 6 to 7 and “Management Discussion and Analysis” from pages 8 to 23, particulars of important events affecting the Company that have occurred since the end of the financial year ended 31 March 2020, if any, can also be found in the abovementioned sections and the “Notes to the Consolidated Financial Statements”, the outlook of the Company’s business is discussed throughout this Annual Report including the “Chairman’s Statement” and “Management Discussion and Analysis” of this annual report, all these sections form part of this report of the Directors.

SUBSIDIARIES

Details of the Company’s principal subsidiaries as at 31 March 2020 are set out in note 45 to the audited consolidated financial statements in this annual report.

RESULTS AND APPROPRIATIONS

For the year ended 31 March 2020, the results and the state of affairs of the Group are set out in the audited consolidated financial statements in this annual report on pages 76 to 299.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 March 2020 (2019: Nil) in accordance with the dividend policy of the Company.

董事謹此提呈董事會報告書以及本公司及其附屬公司（統稱「本集團」）截至二零二零年三月三十一日止年度的經審核綜合財務報表。

主要業務

本集團主要於香港及中國從事銷售、推銷及分銷保健及美容補品及產品和提供線上廣告代理業務、線上支付業務、電子商務推廣業務及遊戲發行業務。截至二零二零年三月三十一日止年度，本集團主要業務的性質並無重大變動。

業務審視及業績

香港法例第622章香港公司條例附表5所規定有關本公司業務的中肯審視截至二零二零年三月三十一日止年度本集團表現討論及分析（包括有關本集團面臨的主要風險及不明朗因素的討論以及本集團業務未來可能發展的方向）以及與業績及財務狀況相關的重要因素的討論，於第6至7頁的「主席報告」及第8至23頁的「管理層討論與分析」中闡述。有關在截至二零二零年三月三十一日止財政年度完結後發生並對本公司有影響的重大事件（如有）之詳情亦已於上述章節及「綜合財務報表附註」中披露。本公司的業務前景則於本年報不同部份（包括本年報「主席報告」及「管理層討論與分析」）內討論，所有該等章節均為董事會報告書的一部分。

附屬公司

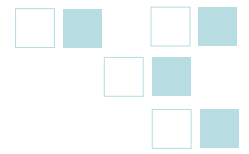
於二零二零年三月三十一日，本公司主要附屬公司的詳情載於本年報經審核綜合財務報表附註45。

業績及分派

截至二零二零年三月三十一日止年度，本集團的業績及事務狀況載於本年報經審核綜合財務報表第76至299頁。

末期股息

根據本公司的股息政策，董事會不建議派發截至二零二零年三月三十一日止年度之末期股息（二零一九年：無）。



REPORT OF THE DIRECTORS

董事會報告書

CLOSURE OF REGISTER OF MEMBERS

For the Entitlement of the Attendance of 2020 AGM

The register of members of the Company will be closed from Wednesday, 12 August 2020 to Monday, 17 August 2020 (both dates inclusive), for the purpose of determining the eligibility of shareholders of the Company (the “Shareholders”) to attend and vote at the annual general meeting of the Company to be held on Monday, 17 August 2020 (the “2020 AGM”), during which no transfer of shares of the Company will be effected. In order to qualify for attendance at the 2020 AGM, all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company’s branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 11 August 2020.

FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the past 5 financial years is set out on page 300 of this annual report. This summary does not form part of the audited consolidated financial statements of the Group in this annual report.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Group during the year ended 31 March 2020 are set out in notes 16 and 17 to the audited consolidated financial statements in this annual report, respectively.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the share capital of the Company during the year ended 31 March 2020 are set out in note 37(b) to the audited consolidated financial statements in this annual report.

Particulars of share options of the Company (the “Share Option(s)”) and details of movements in the Share Options during the year ended 31 March 2020 are set out in note 44 to the audited consolidated financial statements in this annual report.

暫停辦理股份過戶登記手續

出席二零二零年股東週年大會的資格

為釐定本公司股東（「股東」）出席本公司將於二零二零年八月十七日（星期一）舉行的股東週年大會（「二零二零年股東週年大會」）並於會上投票的資格，本公司將於二零二零年八月十二日（星期三）至二零二零年八月十七日（星期一）（首尾兩日包括在內）暫停辦理股東登記手續，於此期間亦不會辦理本公司股份過戶登記手續。為符合資格出席二零二零年股東週年大會，所有已填妥之過戶表格連同本公司有關股票必須於二零二零年八月十一日（星期二）下午四時三十分前，送達本公司之股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓。

財務概要

本集團過去五個財政年度業績及資產與負債概要載於本年報第300頁。此概要不構成本年報的經審核綜合財務報表一部分。

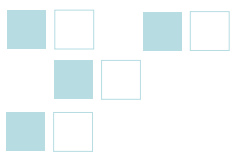
物業、廠房及設備及投資物業

截至二零二零年三月三十一日止年度，本集團的物業、廠房及設備及投資物業變動詳情分別載於本年報經審核綜合財務報表附註16及17。

股本及購股權

截至二零二零年三月三十一日止年度，本公司的股本變動詳情載於本年報經審核綜合財務報表附註37(b)。

截至二零二零年三月三十一日止年度，本公司購股權（「購股權」）之詳情及購股權變動詳情載於本年報經審核綜合財務報表附註44。



REPORT OF THE DIRECTORS

董事會報告書

CONVERTIBLE BONDS

2017 Convertible Bonds

On 12 October 2017, the Company issued convertible bonds in an aggregate principal amount of HK\$265.0 million which bear interest at 6% per annum with maturity on 11 October 2019, which were convertible into (i) a total number of 56,989,247 fully paid up shares of the Company (the “Share(s)”) at an initial conversion price of HKD4.65 per Share commencing from 12 October 2017 to 11 October 2018; or (ii) a total number of 66,250,000 fully paid up Shares at an initial conversion price of HKD4.00 per Share commencing from 12 October 2018 to 11 October 2019, pursuant to a placing agreement of 24 April 2017 and five supplemental placing agreements entered with a placing agent and the Company (the “2017 Convertible Bonds”).

On 22 March 2018, principal amount of HK\$10.0 million of the 2017 Convertible Bonds were converted into 8,602,150 new Shares at conversion price of \$1.1625 (adjusted) per Share, and the Company redeemed the 2017 Convertible Bonds in the principal amounts of HK\$90.0 million and HK\$165.0 million on 22 February 2020 and 11 October 2019, respectively.

The net proceeds from the issue of the 2017 Convertible Bonds were approximately HK\$250.0 million and was used by the Group in any potential acquisitions by the Company relating to (i) its principal business or (ii) any online and e-commerce technology business including but not limited to the acquisition under the acquisition agreement of 30 June 2017 in relation to the WeChat cross-border payment business and (iii) for general working capital of the Company. Details of the 2017 Convertible Bonds are set out in the announcements of the Company dated 24 April 2017, 9 May 2017, 31 May 2017, 30 June 2017, 31 July 2017, 22 September 2017, 25 September 2017, 12 October 2017, 4 December 2017, 22 January 2019, 13 February 2019, 22 February 2019 and 16 September 2019, respectively, together with note 33 to the audited consolidated financial statements in this annual report, respectively.

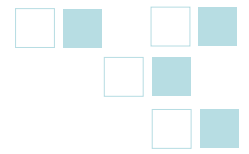
可換股債券

二零一七年可換股債券

根據本公司與配售代理訂立日期為二零一七年四月二十四日的配售協議及五份補充配售協議，本公司於二零一七年十月十二日發行本金總額為265,000,000港元、按年利率6厘計息並於二零一九年十月十一日到期的可換股債券，並已可轉換為(i)合共56,989,247股本公司繳足股款股份（「股份」），初步換股價為每股4.65港元，自二零一七年十月十二日起至二零一八年十月十一日止；或(ii)合共66,250,000股繳足股款股份，初步換股價為每股4.00港元，自二零一八年十月十二日起至二零一九年十月十一日止（「二零一七年可換股債券」）。

於二零一八年三月二十二日，二零一七年可換股債券為數10,000,000港元的本金額部分按換股價每股1.1625港元（經調整）轉換為8,602,150股新股份，本公司分別於二零二零年二月二十二日及二零一九年十月十一日贖回二零一七年可換股債券為數90,000,000港元及165,000,000港元的本金額部分。

發行二零一七年可換股債券的所得款項淨額約為250,000,000港元，並由本集團用於本公司的任何潛在收購事項，有關：(i)其主要業務；或(ii)任何線上及電子商務技術業務，包括但不限於二零一七年六月三十日的收購協議有關微信跨境支付業務的收購事項；及(iii)本公司的一般營運資金。二零一七年可換股債券的詳情載於本公司日期分別為二零一七年四月二十四日、二零一七年五月九日、二零一七年五月三十一日、二零一七年六月三十日、二零一七年七月三十一日、二零一七年九月二十二日、二零一七年九月二十五日、二零一七年十月十二日、二零一七年十二月四日、二零一九年一月二十二日、二零一九年二月十三日、二零一九年二月二十二日及二零一九年九月十六日的公佈，以及本年報經審核綜合財務報表附註33。



REPORT OF THE DIRECTORS 董事會報告書

February 2019 Convertible Bonds

On 13 February 2019, the Company issued unsecured redeemable convertible bonds in an aggregate principal amount of HK\$106.0 million which bear interest at 5% per annum with maturity on 12 February 2021, which were convertible into a total number of 365,517,237 fully paid up Shares at an initial conversion price of HKD0.29 per Share commencing from 13 February 2019 to 12 February 2021, pursuant to a placing agreement of 22 January 2019 entered with a placing agent and the Company (the “**February 2019 Convertible Bonds**”). During the year ended 31 March 2020, the full principal amount of HK\$106.0 million of the February 2019 Convertible Bonds was converted into 365,517,237 new Shares at the conversion price of \$0.29 per Share. The net proceeds from the issue of February 2019 Convertible Bonds were approximately HK\$103.2 million, of which HK\$90.0 million was applied for redemption of a principal amount of HK\$90.0 million of the 2017 Convertible Bonds and HK\$13.2 million was applied towards the Company’s general working capital. For details of the February 2019 Convertible Bonds, please refer to the announcements of the Company dated 22 January 2019, 13 February 2019 and 22 February 2019, respectively, together with note 33 to the consolidate financial statements in this annual report.

October 2019 Convertible Bonds

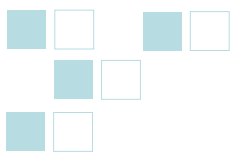
The Company issued unsecured redeemable convertible bonds in an aggregate principal amount of HK\$180.0 million which bear interest at 10% per annum with maturity on 3 October 2021, which were convertible into a total number of 416,666,666 fully paid up Shares at an initial conversion price of HKD0.432 per Share commencing from 4 October 2020 to 3 October 2021, pursuant to a placing agreement of 16 September 2019 entered with a placing agent and the Company (the “**October 2019 Convertible Bonds**”). Principal amounts of HK\$85.0 million, HK\$23.0 million and HK\$8.0 million of the October 2019 Convertible Bonds were redeemed by the Company on 31 March 2020, 11 May 2020 and 17 June 2020, respectively. As at 31 March 2020 and the date of this report, the outstanding principal amounts of the October 2019 Convertible Bonds are HK\$95.0 million and HK\$64.0 million, respectively.

二零一九年二月可換股債券

根據本公司與配售代理訂立日期為二零一九年一月二十二日的配售協議，本公司於二零一九年二月十三日發行本金總額為106,000,000港元、按年利率5厘計息及於二零二一年二月十二日到期的無抵押可贖回可換股債券，並已可轉換為合共365,517,237股繳足股款股份，初步換股價為每股0.29港元，自二零一九年二月十三日起至二零二一年二月十二日止（「二零一九年二月可換股債券」）。截至二零二零年三月三十一日止年度，二零一九年二月可換股債券為數106,000,000港元的本金總額已轉換為365,517,237股新股份，換股價為每股0.29港元。發行二零一九年二月可換股債券的所得款項淨額約為103,200,000港元，其中90,000,000港元用於贖回二零一七年可換股債券為數90,000,000港元的本金額部分，另外13,200,000港元則用於本公司的一般營運資金。二零一九年二月可換股債券的詳情請參閱本公司日期分別為二零一九年一月二十二日、二零一九年二月十三日及二零一九年二月二十二日的公佈，以及本年報綜合財務報表附註33。

二零一九年十月可換股債券

根據本公司與配售代理訂立日期為二零一九年九月十六日的配售協議，本公司發行本金總額為180,000,000港元、按年利率10厘計息及於二零二一年十月三日到期的無抵押可贖回可換股債券，並已可轉換為合共416,666,666股繳足股款股份，初步換股價為每股0.432港元，自二零二零年十月四日起至二零二一年十月三日止（「二零一九年十月可換股債券」）。二零一九年十月可換股債券為數85,000,000港元、23,000,000港元及8,000,000港元的本金額由本公司分別於二零二零年三月三十一日、二零二零年五月十一日及二零二零年六月十七日贖回。於二零二零年三月三十一日及本報告日期，二零一九年十月可換股債券的未償還本金額分別為95,000,000港元及64,000,000港元。



REPORT OF THE DIRECTORS

董事會報告書

The net proceeds from the issue of October 2019 Convertible Bonds amounted to approximately HK\$178.1 million of which (i) HK\$89.1 million was used to redeem the outstanding principal amount of the 2017 Convertible Bonds; (ii) HK\$71.12 million was used to enhance and further develop the formulation, marketing, sale and distribution of health and beauty supplements and products in Hong Kong and the PRC; and (iii) HK\$17.8 million be used to replenish the Group's general working capital during the year. For details of the October 2019 Convertible Bonds, please refer to the announcements of the Company 16 September 2019, 17 September 2019, 4 October 2019, 31 March 2020, 11 May 2020 and 17 June 2020, respectively, together with note 33 to the consolidated financial statements in this annual report.

PLACING NEW SHARES

On 25 April 2019, the Company entered into a placing agreement with a placing agent pursuant to which the placing agent agreed to place up to 58,000,000 new Shares at the placing price of HK\$0.4275 per new Shares. On 20 May 2019, 23,391,813 new Shares were successfully placed by the placing agent at the placing price of HK\$0.4275 (the "Placing"), the net proceeds from the Placing was amounted to approximately HK\$10.0 million which be used for general working capital of the Group. For details of the Placing, please refer to the announcements of the Company dated 24 April 2019 and 20 May 2019, respectively, together with the note 37 to the consolidated financial statements in this annual report.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities during the year ended 31 March 2020 (2019: Nil).

PRE-EMPTIVE RIGHTS

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

EQUITY-LINKED AGREEMENT

No equity-linked agreement was entered into during the year ended 31 March 2020, save as disclosed in the above respective paragraph "CONVERTIBLE BONDS", "PLACING NEW SHARES", "SHARE CAPITAL AND SHARE OPTIONS" and others, if any, disclosed in this annual report.

發行二零一九年十月可換股債券的所得款項淨額約為178,100,000港元，其中(i)89,100,000港元用於贖回二零一七年可換股債券的未償還本金額；(ii)71,120,000港元用於加強及進一步發展香港及中國的保健及美容補品及產品的配方、推廣、銷售及分銷；及(iii)17,800,000港元用於補充本集團年內的一般營運資金，二零一九年十月可換股債券的詳情請參閱本公司日期分別為二零一九年九月十六日、二零一九年九月十七日、二零一九年十月四日、二零二零年三月三十一日、二零二零年五月十一日及二零二零年六月十七日的公佈，以及本年報綜合財務報表附註33。

配售新股份

於二零一九年四月二十五日，本公司與配售代理訂立配售協議，據此，配售代理同意按配售價每股新股份0.4275港元配售最多58,000,000股新股份，於二零一九年五月二十日，配售代理成功按配售價0.4275港元配售23,391,813股新股份（「配售事項」），配售事項的所得款項淨額約為10,000,000港元，將用作本集團的一般營運資金，配售事項的詳情請參閱本公司日期為二零一九年四月二十四日及二零一九年五月二十日的公佈，以及本年報綜合財務報表附註37。

購買、贖回或出售本公司上市證券

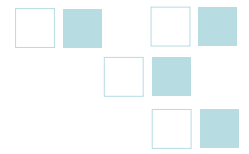
截至二零二零年三月三十一日止年度，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券（二零一九年：無）。

優先購買權

本公司組織章程細則（「組織章程細則」）及開曼群島公司法並無優先購買權條文規定本公司須按比例向現有股東發售新股份。

股票掛鈎協議

截至二零二零年三月三十一日止年度，並無訂立任何股票掛鈎協議，惟上文「可換股債券」、「配售新股份」和「股本及購股權」各段所披露及本年報披露的其他（如有）除外。



REPORT OF THE DIRECTORS

董事會報告書

RESERVES

Details of movements in the reserves of the Group and the Company during the year ended 31 March 2020 are set out in the audited consolidated statement of changes in equity on page 80 and note 37(a) to the audited consolidated financial statements in this annual report, respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2020, the Company's reserves available for distribution to the Shareholders, calculated in accordance with the provisions of Cayman Islands' legislation, amounted to approximately HK\$1.5 million (2019: HK\$139.7 million).

PARTICULARS OF BANK AND OTHER BORROWINGS

Particulars of bank and other borrowings of the Group as at 31 March 2020 are set out in note 30 to the audited consolidated financial statements in this annual report.

DIRECTORS

The Directors during the year ended 31 March 2020 and up to the date of this annual report were:

Current Directors

Executive Directors

Mr. Wang Xihua (*appointed as acting chairman and acting chief executive officer on 1 April 2019*)

Mr. Lai Wei Lam, William

Independent Non-executive Directors

Mr. Leung Winson Kwan Yau

Mr. Tam Kin Yip

Mr. Leung Man Loon

Former Directors

Executive Directors

Mr. Chan Yan Tak*

Mr. Lee Chi Hang, Sidney (*resigned on 25 February 2020*)

Independent Non-executive Director

Ms. Szeto Wai Ling, Virginia (*resigned on 13 December 2019*)

* Mr. Chan Yan Tak resigned as chairman of the Board, an executive Director and the chief executive officer of the Company effective from 1 April 2019 and he then resigned all positions in the members of the Group with effect from 31 March 2020.

The biographical details of the current Directors are set out on pages 24 to 27 of this annual report.

儲備

截至二零二零年三月三十一日止年度，本集團及本公司的儲備變動詳情分別載於本年報第80頁經審核綜合權益變動表及經審核綜合財務報表附註37(a)。

可供分派儲備

於二零二零年三月三十一日，本公司根據開曼群島法例條文計算的可供分派予股東的儲備約為1,500,000港元(二零一九年：139,700,000港元)。

銀行及其他借款詳情

本集團於二零二零年三月三十一日的銀行及其他借款詳情載於本年報經審核綜合財務報表附註30。

董事

截至二零二零年三月三十一日止年度及直至本年報日期的董事會成員如下：

現任董事

執行董事

王西華先生(於二零一九年四月一日獲委任代理主席兼代理行政總裁)

賴偉林先生

獨立非執行董事

梁鈞濤先生

譚健業先生

梁文龍先生

前任董事

執行董事

陳恩德先生*

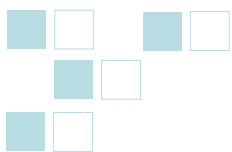
李志恒先生(於二零二零年二月二十五日辭任)

獨立非執行董事

司徒惠玲女士(於二零一九年十二月十三日辭任)

* 陳恩德先生已辭任董事會主席、執行董事及本公司行政總裁，自二零一九年四月一日起生效，其後，彼辭任本集團成員公司內的所有職務，自二零二零年三月三十一日起生效。

現任董事履歷詳情載於本年報第24至27頁。



REPORT OF THE DIRECTORS

董事會報告書

CHANGES OF BOARD COMPOSITION

Mr. Chan Yan Tak (“**Mr. Chan**”) resigned as chairman of the Board, an executive Director, the chief executive officer and an authorised representative of the Company with effect from 1 April 2019 and then be nominated as Honorary Chairman on the same date. Mr. Chan then resigned all the position in members of the Group with effect from 31 March 2020.

The Company is still in the course of identifying suitable candidate with appropriate experience to fill the vacancy as the chairman of the Board and the chief executive officer of the Company. The duties of the chairman of the Board and the chief executive officer of the Company have temporarily been undertaken by Mr. Wang Xihua, an executive Director since 1 April 2019.

Mr. Lee Chi Hang, Sidney resigned as an executive Director with effect from 25 February 2020 due to his new working arrangement.

Ms. Szeto Wai Ling, Virginia resigned as an independent non-executive Director with effect from 13 December 2019 due to her focus on other commitment.

DIRECTORS' ROTATION

Messrs. Leung Man Loon and Tam Kin Yip, being independent non-executive Directors, will retire by rotation from the Board at the conclusion of the 2020 AGM and they, being eligible, offer themselves to be re-elected as Directors by the Shareholders in the 2020 AGM in accordance with the Articles of Association and the Listing Rules.

DIRECTORS' SERVICE AGREEMENTS

The Company entered into service agreements with each of the executive Directors and independent non-executive Directors for a term of three years. Their term of offices are also subject to retirement by rotation from the Board and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules.

No Director being proposed for re-election at the 2020 AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事會組成變更

陳恩德先生(「陳先生」)已辭任本公司董事會主席、執行董事、行政總裁及授權代表，自二零一九年四月一日起生效，並於同日獲提名為榮譽主席。陳先生其後辭任本集團成員公司的所有職務，自二零二零年三月三十一日起生效。

本公司仍在物色具備適當經驗的合適人選出任董事會主席及本公司行政總裁之空缺。自二零一九年四月一日起，本公司董事會主席兼行政總裁之職務暫由執行董事王西華先生擔任。

由於新工作安排，李志恒先生已辭任執行董事，自二零二零年二月二十五日起生效。

由於專注其他事務，司徒惠玲女士已辭任獨立非執行董事，自二零一九年十二月十三日起生效。

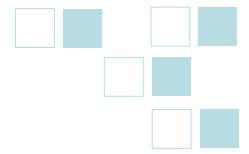
董事輪席

根據組織章程細則及上市規則，獨立非執行董事梁文龍先生及譚健業先生將於二零二零年股東週年大會結束時輪席退任董事會，且彼等符合資格並願意於二零二零年股東週年大會上由股東重選為董事。

董事服務協議

本公司與每位執行董事及獨立非執行董事訂立服務協議，為期三年。彼等之任期亦須按照組織章程細則及上市規則於本公司股東週年大會上自輪席退任董事會及重選連任。

本公司並無與將於二零二零年股東週年大會上擬建議重選之董事訂有任何服務合約，使本公司在一年內終止其合約須作賠償(法定賠償除外)。



REPORT OF THE DIRECTORS

董事會報告書

CONFIRMATION OF INDEPENDENCE

The Company received written confirmations of independence from all independent non-executive Directors, namely, Mr. Leung Winson Kwan Yau, Mr. Tam Kin Yip and Mr. Leung Man Loon, respectively for the year ended 31 March 2020 pursuant to the Listing Rules. The Board and the nomination committee of the Company considered and agreed all the current independent non-executive Directors are independent pursuant to Rule 3.13 of the Listing Rules, amended from time to time.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, the Directors shall be indemnified against all losses and liabilities which they may incur in connection with their duties. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group.

DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE INDIVIDUALS WITH THE HIGHEST EMOLUMENT

Details of the emoluments of the Directors and the five individuals with the highest emoluments disclosed on a named basis and/or by band respectively, are set out in notes 9 to 10 to the audited consolidated financial statements in this annual report, respectively.

Details of the remuneration of the senior management disclosed by band are set out under the paragraph headed "Remuneration Committee" under section headed "Board Committees" in Corporate Governance Report in this annual report.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2020, the interests of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which (i) are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); (ii) were recorded in the register required to be kept under Section 352 of the SFO; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

確認獨立性

根據上市規則，本公司分別接獲全體獨立非執行董事（梁鈞滄先生、譚健業先生及梁文龍先生）截至二零二零年三月三十一日止年度的書面獨立性確認。根據上市規則第3.13條（經不時修訂），董事會及本公司提名委員會考慮並同意全體現有獨立非執行董事均為獨立人士。

獲准許的彌償條文

根據組織章程細則，董事就履行其職務而可能引致的任何損失或責任均可獲得賠償。本公司已為本集團董事及高級職員安排恰當的董事及高級職員責任保險。

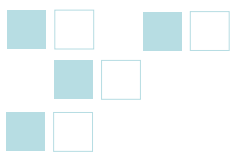
董事及高級管理層酬金和五名最高薪人士

分別按實名基準及／或酬金範圍披露的董事酬金及五名最高薪人士詳情分別載於本年報經審核綜合財務報表附註9至10。

按薪酬範圍披露的高級管理層酬金詳情載於本年報之企業管治報告「董事會委員會」一節「薪酬委員會」一段內。

董事於股份、相關股份及債權證的權益

於二零二零年三月三十一日，董事於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益（包括彼等根據證券及期貨條例的有關條文被當作或視為擁有的權益及淡倉）；(ii)記錄於根據證券及期貨條例第352條須備存的登記冊的權益；或(iii)根據上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」）須知會本公司及聯交所的權益如下：



REPORT OF THE DIRECTORS

董事會報告書

Long positions in the shares of the Company

於本公司股份之好倉

Names of Director	Number of Shares		Number of underlying shares held under equity derivatives ¹	Total	Approximate percentage of interest in the Company's issued share capital*
	Personal interests ²	Corporate interests			
董事姓名	個人權益 ²	公司權益	股本衍生工具內持有相關股份數目 ¹	總計	佔本公司已發行股本的概約權益百分比*
Mr. Wang Xihua			8,000,000	8,000,000	0.31%
Mr. Lai Wei Lam, William			8,000,000	8,000,000	0.31%
Mr. Leung Winson Kwan Yau			500,000	500,000	0.02%
Mr. Tam Kin Yip	500,000			500,000	0.02%
Mr. Leung Man Loon	500,000			500,000	0.02%

Notes:

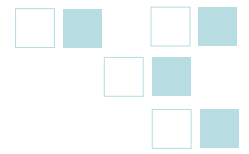
- This represents interests in Share Options held by the relevant Directors as a beneficial owner to subscribe for the relevant underlying shares granted by the Company under the share option scheme of the Company, details of which are set out in to the section under "SHARE CAPITAL AND SHARE OPTIONS" above in this annual report.
- These Shares were held by the relevant Directors as beneficial owner.
- The percentage has been adjusted, if any, based on the total number of shares of the Company in issue as at 31 March 2020 (i.e. 2,554,911,200 shares).

附註：

- 指由有關董事作為實益擁有人根據本公司購股權計劃所授出購股權可認購相關股份，其詳情載於本年報上文「股本及購股權」一節。
- 此等股份由相關董事作為實益擁有人持有。
- 百分比已經根據本公司於二零二零年三月三十一日已發行股份總數(即2,554,911,200股)作出調整(如有)。

Save as disclosed above and the interests as disclosed under the section headed "DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES" below, as at 31 March 2020, none of the Directors or the chief executive of the Company had any interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept under Section 352 of the SFO; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者及下文「董事購買股份及債權證之權利」一節所披露者外，於二零二零年三月三十一日，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債權證中，擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉(包括彼等根據證券及期貨條例的有關條文被當作或視為擁有的權益或淡倉)；或(ii)根據證券及期貨條例第352條須記入登記冊的權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所的權益或淡倉。



REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

As at 31 March 2020, the number of outstanding Share Options granted by the Company under the share option scheme adopted on 24 September 2013 (the “Share Option Scheme”) for the Directors to subscribe for the shares of the Company, as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code is set out in the sections headed “SHARE CAPITAL AND SHARE OPTIONS” and in the note 44 to the audited consolidated financial statements in this annual report.

Save as disclosed in this report, at no time during the year ended 31 March 2020 was the Company, its subsidiaries, its fellow subsidiaries or its holding companies a party to any arrangement to enable the Directors, their spouse and children under the age of 18, to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code, amended from time to time. All the Directors have confirmed they have complied with the required standards set out in the Model Code throughout the year ended 31 March 2020. Employees of the Company, who are likely to be in possession of unpublished inside information, have been requested to comply with provisions of the Model Code.

DIRECTORS' MATERIALS INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 43 to the audited consolidated financial statements in this annual report and under the section headed “CONNECTED TRANSACTION AND RELATED PARTY TRANSACTIONS”, if any, in this report, no Director or any entities connected with the Director had a material interest, either directly or indirectly, in any transactions, arrangements or contract of significance to the business of the Group to which the Company, or any of its subsidiaries, its fellow subsidiaries or its holding companies was a party subsisted at the end of the year or at anytime during the year ended 31 March 2020.

董事購買股份及債權證之權利

於二零二零年三月三十一日，按照根據證券及期貨條例第352條須存置之登記冊所記錄，或根據標準守則另行知會本公司及聯交所，本公司根據於二零一三年九月二十四日採納之購股權計劃（「購股權計劃」）授予董事以認購本公司股份之尚未行使購股權數目載於「股本及購股權」一節及本年報經審核綜合財務報表附註44。

除本報告所披露者外，截至二零二零年三月三十一日止年度的任何時間內，本公司、其附屬公司、同系附屬公司或控股公司概無訂立任何安排，令董事、彼等之配偶及18歲以下之子女可藉購入本公司或任何其他法人團體的股份或債權證而獲益。

董事進行證券交易的守則

本公司已採納標準守則（經不時修訂）。全體董事均已確認，彼等於截至二零二零年三月三十一日止整個年度內已遵守標準守則所載之規定標準。可能擁有本公司未公佈的內幕消息的僱員均被要求遵守標準守則的條文。

董事於交易、安排或合約中之重大權益

除於本年報內經審核綜合財務報表附註43及於本報告內「關連交易及關連方交易」（如有）一節所披露外，截至二零二零年三月三十一日止年度或在年末任何時間，概無董事或與董事有關連的任何實體於本公司或其任何附屬公司、同系附屬公司或控股公司所訂立且就本集團業務而言屬重大的任何交易、安排或合約中直接或間接擁有重大權益。



REPORT OF THE DIRECTORS

董事會報告書

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 March 2020, according to the register of interests kept by the Company under Section 336 of the SFO, the interest of the persons, other than the Directors or the chief executive of the Company, in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and entered in the register maintained by the Company pursuant to Section 336 of the SFO, or otherwise notified to the Company were as follows:

Long positions in the shares of the Company

於本公司股份之好倉

Names of shareholder	Capacity	Nature of interest	Number of Shares	Total	Approximate percentage of interest in the Company's issued share capital* 佔本公司已發行股本的概約權益百分比*
股東姓名／名稱	身份	權益性質	股份數目	總計	
Chan Yan Tak ¹ 陳恩德 ¹	Interested of controlled corporation 受控制法團權益	Ordinary Shares 普通股	733,568,000	733,568,000	28.71%
Able Island ¹	Beneficial owner 實益擁有人	Ordinary Shares 普通股	723,242,000	723,242,000	28.31%
Leung Lisa ²	Interested of controlled corporation 受控制法團權益	Ordinary Shares 普通股	205,821,793	205,821,793	8.06%
Prosper Rich Investments Limited ²	Beneficial owner 實益擁有人	Ordinary Shares 普通股	205,821,793	205,821,793	8.06%

Notes:

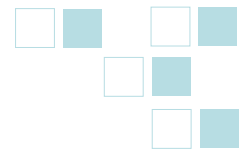
1. This represents the Shares held by Able Island Group Limited ("Able Island"), a company wholly-owned by Mr. Chan Yan Tak, therefore, he is deemed to be interested in (i) 723,242,000 Shares held by Able Island; and (ii) 10,326,000 Shares held by another company wholly-owned by Mr. Chan under the SFO. Mr. Chan Yan Tak resigned as chairman of the Board, an executive Director, the chief executive officer and an authorised representative of the Company with effect from 1 April 2019 and then resigned as director of all members of the Group effect from 31 March 2020.

主要股東權益

於二零二零年三月三十一日，根據本公司按證券及期貨條例第336條所備存權益登記冊，以下人士（董事或本公司主要行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部已知會本公司及聯交所以及根據證券及期貨條例第336條記錄於本公司所備存登記冊，或已另行知會本公司的權益如下：

附註：

1. 指由Able Island Group Limited (「Able Island」) 持有的股份，其由陳恩德先生全資擁有，因此，根據證券及期貨條例，彼被視為於(i) Able Island所持有的723,242,000股股份；及(ii)陳先生全資擁有的另一間公司所持有10,326,000股股份中擁有權益。陳恩德先生已辭任董事會主席、執行董事、本公司行政總裁及授權代表，自二零一九年四月一日起生效，且其後辭任本集團所有成員公司內的董事職位，自二零二零年三月三十一日起生效。



REPORT OF THE DIRECTORS

董事會報告書

2. Information was obtained from the website of the Stock Exchange (<http://www.hkexnews.hk/di/di.htm>).

* The percentage has been adjusted, if any, based on the total number of Shares as at 31 March 2020 (i.e. 2,554,911,200 Shares).

Save as disclosed above, as at 31 March 2020, the Company had not been notified by any persons (other than the Directors or the chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

COMPETING INTEREST

For the year ended 31 March 2020, save as disclosed, the Directors were not aware of any business or interest of the Directors, the controlling Shareholder and their respective close associates that compete or may compete, either directly or indirectly, with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

DEED OF NON-COMPETITION

Substantial Shareholders, namely Mr. Chan Yan Tak together with Able Island, entered into a deed of non-competition dated 24 September 2013 (“**Deed of Non-Competition**”) in favour of the Company (for itself and as trustee for each of its subsidiaries), details of which may refer to the section headed “Non-Competition Undertakings” in the prospectus of the Company dated 30 September 2013. Each of Mr. Chan Yan Tak together with Able Island, being Substantial Shareholders as at 31 March 2020, confirmed that none of them is engaged in, or interested in any business (other than the Group) which, directly or indirectly, competes or may compete with the business of the Group during the year ended 31 March 2020. The independent non-executive Directors also reviewed the status of compliance and the written confirmation from each of the substantial Shareholders.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, during the year ended 31 March 2020 and up to the date of this annual report, there is sufficient public float of the Company’s securities as required under the Listing Rules.

2. 有關資料乃摘錄自聯交所網站 (<http://www.hkexnews.hk/di/di.htm>)。

* 百分比已經根據二零二零年三月三十一日的股份總數(即2,554,911,200股)作出調整(如有)。

除上文所披露者外，於二零二零年三月三十一日，概無任何人士(董事或本公司主要行政人員除外)知會本公司其擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或記錄於本公司根據證券及期貨條例第336條所備存登記冊的本公司股份或相關股份中的權益或淡倉。

競爭權益

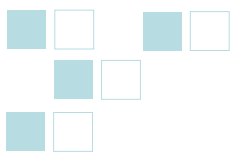
截至二零二零年三月三十一日止年度，除所披露者外，董事並不知悉董事、控股股東及彼等各自的緊密聯繫人士的任何業務或權益與本集團業務直接或間接構成競爭或可能構成競爭，亦不知悉任何該等人士與本集團具有或可能具有任何其他利益衝突。

不競爭契據

主要股東陳恩德先生連同Able Island於二零一三年九月二十四日訂立以本公司(為其本身及作為其各附屬公司的受託人)為受益人的不競爭契據(「不競爭契據」)，有關詳情，可參閱本公司日期為二零一三年九月三十日之配售章程「不競爭承諾」一節。於二零二零年三月三十一日作為主要股東的陳恩德先生連同Able Island各自確認，於截至二零二零年三月三十一日止年度內，彼等概無從事任何直接或間接與本集團的業務構成競爭或可能構成競爭之業務(本集團業務除外)或於其中擁有權益。獨立非執行董事亦審閱各主要股東之合規狀況及書面確認。

公眾持股量

截至二零二零年三月三十一日止年度及直至本年報日期，根據本公司公開取得的資料及據董事所知，本公司已按照上市規則的規定維持本公司證券的足夠公眾持股量。



REPORT OF THE DIRECTORS

董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2020, the aggregate sales attributable to the Group's five largest customers and the largest customer taken together accounted for approximately 52.4% and 47.9% of the Group's total sales for year, respectively.

For the year ended 31 March 2020, the aggregate purchases attributable to the Group's five largest suppliers and the largest supplier taken together accounted for approximately 44.2% and 10.1% of the Group's total purchases for the year, respectively.

As far as the Directors are aware, neither the Directors, their close associates, nor those Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in any of the Group's five largest customers or suppliers.

MANAGEMENT CONTRACT

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 March 2020.

CONNECTED TRANSACTION AND RELATED PARTY TRANSACTIONS

During the year ended 31 March 2020, there was no transaction which need to be disclosed as connected transaction or continuing connected transaction in accordance with the requirements of the Listing Rules.

Details of the related party transactions of the Group are set out in note 43 to the audited consolidated financial statements in this annual report.

STAFF

As at 31 March 2020, the Group had approximately 267 employees. Salaries of employees and directors are determined with reference to their duties and responsibilities in the Group and are maintained at competitive levels and bonus are fixed on a discretionary basis. Other employee benefits include provident fund, insurance, medical cover, subsidized educational and training programmes as well as the Share Option Scheme.

PENSION SCHEMES

The pension schemes of the Group are primary in form of contributions to Hong Kong's Mandatory Provident Fund and the PRC statutory public welfare fund respectively. Details are set out in note 15 to the audited consolidated financial statement in this annual report.

主要客戶及供應商

截至二零二零年三月三十一日止年度，本集團五大客戶及最大客戶應佔銷售總額佔本集團於本年度之銷售總額分別為約52.4%及47.9%。

截至二零二零年三月三十一日止年度，本集團五大供應商及最大供應商之總採購額佔本集團於本年度之採購總額分別為約44.2%及10.1%。

據董事所知，概無董事、彼等各自的緊密聯繫人士或據董事所深知擁有本公司已發行股本5%以上的任何股東於本集團任何五大客戶或供應商中擁有任何實益權益。

管理合約

截至二零二零年三月三十一日止年度，概無訂立或存在關於管理及經營本公司全部或任何主要部分業務的合約。

關連交易及關連方交易

截至二零二零年三月三十一日止年度，概無交易須按照上市規則之規定披露為關連交易或持續關連交易。

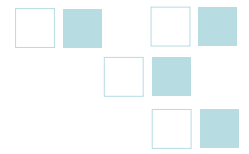
本集團關連方交易的詳情載於本年報經審核綜合財務報表附註43。

員工

於二零二零年三月三十一日，本集團約有267名僱員。僱員及董事薪金乃經參考彼等於本集團的職務及職責釐定，維持於具競爭力的水平，並酌情釐定花紅。其他僱員福利包括公積金、保險、醫療保障、教育資助及培訓計劃以及購股權計劃。

退休金計劃

本集團之退休金計劃主要供款形式分別為香港強制性公積金及中國法定公益金。詳情載於本年報經審核綜合財務報表附註15。



REPORT OF THE DIRECTORS

董事會報告書

COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. The Board review and monitor the Group's policies and practices on compliance with legal and regulatory requirements on a regular basis. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

During the financial year ended 31 March 2020, to the best of the Company's knowledge, the Company has complied with the requirements under the memorandum of association and articles of association of the Company, the Listing Rules, the SFO, Companies Law of the Cayman Islands and other law applicable to the Company. Details of the Company's compliance with the code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in the Listing Rules are provided in the "Corporate Governance Report" from pages 43 to 67 of this annual report.

To protect the privacy of its employees and clients of its products and to safeguard the interests of its employees, the Group has complied with the requirements of the Personal Data (Privacy) Ordinance, the Employment Ordinance, the Minimum Wage Ordinance and ordinances relating to disability, sex, family status, race discrimination and occupational safety through established internal policies and/or procedures.

EVENTS AFTER THE REPORTING DATE

Details of a significant event occurring after the reporting date are set out in note 48 to the audited consolidated financial statement in this annual report.

遵守法律及法規

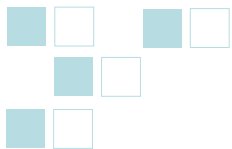
本集團已制訂合規程序，以確保遵守適用法律、規則及法規，尤其是對本集團有重大影響者。董事會會定期檢討並監察本集團有關遵守相關法律及法規要求的政策及常規。相關僱員及相關運營單位亦會留意適用法律、規則及法規不時的修訂。

於截至二零二零年三月三十一日止財政年度，據本公司所知，本公司已遵守本公司組織章程大綱及組織章程細則、上市規則、證券及期貨條例、開曼群島公司法及其他適用於本公司的法律的規定。有關本公司遵守上市規則《企業管治守則》及《企業管治報告》中守則條文的詳情已載於本年報第43至67頁的「企業管治報告」。

為保護其僱員及產品客戶之私隱以及保障其僱員之利益，本集團已透過制定內部政策及／或程序遵守《個人資料(私隱)條例》、《僱傭條例》、《最低工資條例》以及有關殘疾、性別、家庭狀況、種族歧視及職業安全的條例的規定。

報告日後事項

於報告日後發生的重大事項詳情載於本年報經審核綜合財務報表附註48。



REPORT OF THE DIRECTORS 董事會報告書

AUDITOR

Elite Partners CPA Limited (“**Elite Partners**”), being the auditor of the Company, will retire and, being eligible, offer themselves for re-appointment in the 2020 AGM. A resolution for the re-appointment of Elite Partners as auditor of the Company will be proposed at the 2020 AGM.

On behalf of the Board

Shunten International (Holdings) Limited

Wang Xihua

Acting chairman

Hong Kong, 29 June 2020

核數師

本公司核數師開元信德會計師事務所有限公司（「開元信德」）將於二零二零年股東週年大會上退任，且合資格並願意膺選連任。本公司將於二零二零年股東週年大會上提呈續聘開元信德為本公司核數師之決議案。

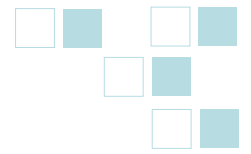
代表董事會

順騰國際(控股)有限公司

代理主席

王西華

香港，二零二零年六月二十九日



CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of good corporate governance to the Company's growth and has devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the Company's needs. The Company has adopted the code provisions set out in the Corporate Governance Code (amended from time to time, the "Code") contained in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). As far as the Code is concerned, during the year ended 31 March 2020 and up to the date of this annual report, the Company has complied with all the Code provisions as set out in Appendix 14 to the Listing Rules except the deviation from the Code provision A.2.1, which stipulates that the roles of chairman of the Board and chief executive officer of the Company ("CEO") should be separated, details of the deviation is elaborated below under the paragraph headed "Chairman and Chief Executive Officer".

The Company has complied with the memorandum of association and the Articles of Association, the Companies Law of the Cayman Islands, the Securities and Future Ordinance and the Listing Rules as well as other laws applicable to the Company.

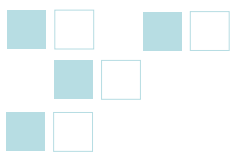
The Board has conducted an annual review of its corporate governance duties in accordance with the Code, and considered that the Company's (i) policies and practices on corporate governance; (ii) the training and the continuous professional development of the Directors and senior management of the Company; (iii) policies and practices on compliance with legal and regulatory requirements; (iv) the code of conduct and compliance manual (if any) applicable to employees and the Directors; and (v) the compliance with the Code and disclosure in this report, are adequate and appropriate for the Company in light of its current corporate strategy. The Company did and will review of its corporate governance duties in light of the changing legal and regulatory requirements as well as the Code from time to time.

企業管治常規

本公司深明良好的企業管治對本公司發展極為重要，故致力確立及制定切合本公司需要的企業管治常規。本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四的企業管治守則所載守則條文（經不時修訂，「守則」）。就守則而言，截至二零二零年三月三十一日止年度及截至本年報日期止，本公司已全面遵守上市規則附錄十四所載守則條文，惟偏離守則條文A.2.1，該條規定董事會主席與本公司行政總裁（「行政總裁」）的角色應有區分，有關偏離詳情於下文「主席及行政總裁」一段詳述。

本公司已遵守組織章程大綱及組織章程細則、開曼群島公司法、證券及期貨條例及上市規則以及其他適用於本公司之法律。

董事會已按守則對其企業管治職責進行年度檢討，並認為本公司(i)於企業管治方面的政策及常規；(ii)董事及本公司高級管理層的培訓及持續專業發展；(iii)於遵守法律及監管規定方面的政策及常規；(iv)適用於僱員及董事的操守守則及合規手冊（如有）；及(v)遵守守則及於本報告作出披露，均已足夠及符合本公司現時的企業策略。鑑於法律及監管規定和守則不時修訂，本公司已及將對其企業管治職責作出檢討。



CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD

Board Composition

As at the date of this report, the Board comprises five (5) Directors, all with professional backgrounds and/or extensive expertise for the direction and oversight of the Group's strategic priorities and public responsibilities. During the year ended 31 March 2020 and up to the date of this report, the composition of the Board comprises the following Directors:

Current Directors

Executive Directors

Mr. Wang Xihua

(appointed as acting chairman and acting CEO
on 1 April 2019)

Mr. Lai Wei Lam, William

Independent Non-executive Directors

Mr. Leung Winson Kwan Yau

Mr. Tam Kin Yip

Mr. Leung Man Loon

Former Directors

Executive Directors

Mr. Chan Yan Tak (the "Mr. Chan")*

Ms. Szeto Wai Ling, Virginia (resigned on 13 December 2019)

Mr. Lee Chi Hang, Sidney (resigned on 25 February 2020)

* Mr. Chan resigned as chairman of the Board, an executive Director, the CEO effective from 1 April 2019 and he then resigned all positions in the members of Group with effect from 31 March 2020.

The composition, experience, balance of skills, qualifications and diversity on the Board are regularly reviewed by nomination committee of the Company to ensure that the Board retains a core of members with longstanding and deep knowledge of the Group alongside new Directors who bring fresh perspectives and diverse experience to the Board.

董事會

董事會組成

於本報告日期，董事會由五(5)名董事組成，均具有專業背景及／或對本集團的重點策略工作及公共責任的方向和監察有豐富專業知識。截至二零二零年三月三十一日止年度及直至本報告日期，董事會由以下董事組成：

現任董事

執行董事

王西華先生

(於二零一九年四月一日起獲委任代理主席
兼代理行政總裁)

賴偉林先生

獨立非執行董事

梁鈞濠先生

譚健業先生

梁文龍先生

前任董事

執行董事

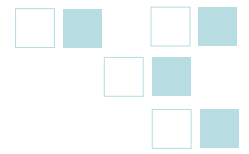
陳恩德先生(「陳先生」)*

司徒惠玲女士(於二零一九年十二月十三日辭任)

李志恒先生(於二零二零年二月二十五日辭任)

* 陳先生已辭任董事會主席、執行董事及行政總裁，自二零一九年四月一日起生效，其後，彼辭任本集團成員公司內的所有職務，自二零二零年三月三十一日起生效。

本公司提名委員會定期檢討董事會組成、經驗、技能平衡、資格及多元化，以確保董事會除了留有對本集團有長久深入認識的核心成員之外，亦能加入新董事為董事會帶來新觀點和不同的經驗。



CORPORATE GOVERNANCE REPORT

企業管治報告

The biographical details of all the current Directors are set out under the section headed “BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT” in this annual report, which demonstrate a diversity of skills, expertise, experience and qualifications of the Board members. A list of Directors identifying their roles, functions and titles is available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.shunten.com.hk). The names of all the Directors did and be disclosed in all corporate communications of the Company.

Save as disclosed above and other information disclosed in this annual report, if any, there is no financial, business, family or other material and/or relevant relationship between the Board members.

Directors’ Rotation and Re-election

Pursuant to the Articles of Association, at least one-third of the Directors for the time being shall retire by rotation from the Board at the conclusion of each of annual general meeting of the Company as well as each Director shall be subject to retirement at the annual general meetings of the Company at least once every three year under the Articles of Association and the Listing Rules. The Directors to retire in every year shall be those who have been the longest in office since their last re-election in the annual general meeting of the Company. Any Director appointed to fill a casual vacancy to the Board during the year is subject to retirement at the first general meeting of the Company to be held after his/her appointment by the Board and then re-election by the Shareholders at the same meeting in accordance with the Listing Rules and the Articles of Association.

Messrs. Leung Man Loon and Tam Kin Yip, being independent non-executive Directors, will retire by rotation from the Board at the conclusion of the annual general meeting of the Company to be held on 17 August 2020 (the “2020 AGM”) and they, being eligible, offer themselves to be re-elected as Directors by the Shareholders in the 2020 AGM in accordance with Article 84(1) of the Articles of Association and the Listing Rules.

所有現任董事履歷詳情載於本年報「董事及高級管理層履歷詳情」一節，當中展示董事會成員多元化的技能、專業知識、經驗及資格。列明董事角色、職能及職銜的董事名單可於聯交所網站(www.hkexnews.hk)及本公司網站(www.shunten.com.hk)查閱。全體董事的姓名已及會於本公司所有企業通訊中披露。

除於上文披露及於本年報內所披露之其他資料(如有)外，董事會各成員之間並無任何財務、業務、家族或其他重大及／或相關關係。

董事輪席及重選

根據組織章程細則，當時至少三分之一董事須於本公司每屆股東週年大會結束時自董事會輪席退任董事，及根據組織章程細則及上市規則，各董事須最少每三年於本公司股東週年大會上輪席退任一次。每年須退任的董事為自上次於本公司股東週年大會上膺選連任以來任期最長的董事。年內任何由董事會委任以填補董事會臨時空缺的董事須根據上市規則及組織章程細則於彼獲委任後於本公司首個股東大會上退任並於同一大會獲股東重選為董事。

根據組織章程細則第84(1)條及上市規則，獨立非執行董事梁文龍先生及譚健業先生將於二零二零年八月十七日舉行之本公司股東週年大會(「二零二零年股東週年大會」)結束時輪席退任董事會，且彼等符合資格並願意於二零二零年股東週年大會上由股東重選為董事。



CORPORATE GOVERNANCE REPORT

企業管治報告

Change of Board Composition

Mr. Wang Xihua, an executive Director, acts as acting chairman of the Board and the acting CEO of the Company since 1 April 2019. The Company is still in the process of identifying a suitable candidate with appropriate experiences, qualifications and knowledges to lead the Company.

The Board believes that the balance of power and authority had not been impaired by such arrangement as the Board comprises experienced and high caliber individuals.

Ms. Szeto Wai Ling, Virginia resigned as an independent non-executive Director with effect from 13 December 2019 due to her focus on other commitment.

Mr. Lee Chi Hang, Sidney resigned as an executive Director with effect from 25 February 2020 due to his new working arrangement.

Service Agreements with the Company

The Company entered into service agreements with each of the Directors for a term of three years, respectively. Their terms of office are also subject to (1) retirement by rotation from the Board at least once every three years at the conclusion of annual general meeting; (2) at least one-third of the Directors for the time being shall retire by rotation from the Board at the conclusion of each annual general meeting; and (3) Director(s) appointed by the Board to fill a casual vacancy during the year shall hold office until the conclusion of the first general meeting of the Company to be held and then be re-appointed by the Shareholders at the same meeting in accordance with the Articles of Association and/or the Listing Rules.

For any independent non-executive Director who has served the Company for more than nine years, his/her further appointment will be subject to a separate resolution to be approved by the Shareholders at the annual general meeting and the papers to the Shareholders accompanying that resolution will include the reasons why the Board believes he/she is still independent and should be re-elected under the Listing Rules. The respective appointment dates of all independent non-executive Directors (all have served the Company less than nine years) are set out below:

Mr. Leung Winson Kwan Yau was appointed on 24 October 2016.

Mr. Tam Kin Yip was appointed on 7 March 2017.

Mr. Leung Man Loon was appointed on 11 September 2017.

董事會組成變更

自二零一九年四月一日起執行董事王西華先生出任本公司代理董事會主席及代理行政總裁。本公司仍在尋找具有適當經驗、資歷和知識的合適人選來領導本公司。

董事會相信由於董事會是由具有經驗及才能的人士組成，因此，有關安排並不會削弱職權及權限兩者之間之平衡。

由於專注其他事務，司徒惠玲女士已辭任獨立非執行董事，自二零一九年十二月十三日起生效。

由於新工作安排，李志恒先生已辭任執行董事，自二零二零年二月二十五日起生效。

本公司服務協議

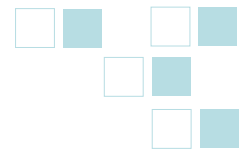
本公司與每位董事分別訂立為期三年之服務協議。彼等亦須按照組織章程細則及／或上市規則 (1)至少每三年須於股東週年大會結束時自董事會輪值退任董事一次；(2)當時在任的至少三分之一董事須於每屆股東週年大會結束時自董事會輪值退任董事；及(3)獲董事會於年內委任以填補臨時空缺的董事將任職至本公司將予舉行之首個股東大會結束為止，並可於同一大會上獲股東重新委任。

就於本公司在任超過九年的任何獨立非執行董事而言，彼是否獲續任須由股東以獨立決議案方式於股東週年大會上批准後，方可作實，隨附該決議案一併向股東發出的文件根據上市規則將載有董事會認為彼仍屬獨立人士並應獲重選連任的原因。於本公司的任職年限均少於九年的所有獨立非執行董事各自獲委任的日期載列如下：

梁鈞濤先生於二零一六年十月二十四日獲委任。

譚健業先生於二零一七年三月七日獲委任。

梁文龍先生於二零一七年九月十一日獲委任。



CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' Responsibilities and Delegation

The overall management of the Company's business is vested in the Board. The Board has delegated the day-to-day management, administration and operation of the Company's business to the senior management of the Company and the delegated functions and work tasks have been formalised and periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions, arrangements and/or contracts entered into by the senior management of the Company and the Group. The Board focuses its attention on matters affecting the Company's overall strategic policies, corporate governance, finances and the Shareholders, including financial statements, dividend policy, significant changes in accounting policy, annual operating budget, certain material contracts, strategies for future growth, major financing arrangements and major investments, corporate governance functions, risk management system, treasury policies and fare structures. The Board has the full support of its senior management to discharge its responsibilities.

Chairman and Chief Executive Officer

Code provision A.2.1 stipulates that the roles of chairman of the Board and chief executive officer should be separate and should not be performed by the same individual. During the year ended 31 March 2020, Mr. Wang Xihua has been both the acting Chairman and the acting CEO since 1 April 2019.

Mr. Wang Xihua, the acting Chairman of the Board and the acting CEO of the Company, is responsible for providing leadership to the Board in terms of establishing policies and business directions. He ensures that the Board discharges its responsibilities effectively and all key issues are discussed by the Board timely. Mr. Wang is also responsible for the overall operation and the executive responsibilities of the Group and the full implementation of the directions and policies established by the Board. Although Mr. Wang serving as both the Chairman and CEO of the Company is a deviation from A.2.1 of the code provisions, given Mr. Wang's extensive experience in the business of the Group, it is more efficient for Mr. Wang to perform both roles. It is also more favorable to the development and management of the Group's business. Moreover, all other members of the Board have the experience and expertise to ensure balance of power and authority so that the power is not concentrated in any one individual. The Board is in the process of identifying a suitable candidates with appropriate experience to act as the Chairman and will make announcement thereon in due course in accordance with the Listing Rules.

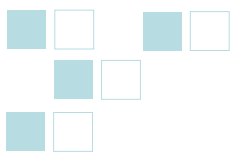
董事職責及授權

董事會獲授權管理本公司整體業務。董事會已把本公司業務之日常管理、行政及營運工作授權予本公司高級管理層處理，而所授權之職能及工作模式已由董事會制定並作定期檢討。本公司高級管理層及本集團在訂立任何重大交易、安排及／或合約前，須取得董事會批准。董事會專注於處理影響本公司整體策略方針、企業管治、財務及股東事宜，其中包括財務報表、股息政策、會計政策的重大變動、年度經營預算、若干重大合約、未來發展策略、主要融資安排及重大投資、企業管治職能、風險管理系統、庫務政策及費用架構。董事會獲其高級管理層全力支持以履行其職責。

主席及行政總裁

守則條文A.2.1規定董事會主席與行政總裁的角色應有區分，並不應由一人同時兼任。截至二零二零年三月三十一日止年度，王西華先生自二零一九年四月一日起為代理主席兼代理行政總裁。

本公司之代理董事會主席兼代理行政總裁王西華先生負責領導董事會制訂政策及業務方針。他確保董事會有效履行職責和適時討論所有重要事項。王先生亦負責本集團整體運作及行政責任及全面落實董事會制定的方針和政策。雖然王先生同時出任本公司之主席及行政總裁偏離了守則條文第A.2.1條，但王先生對本集團業務富有經驗，由王先生同時兼任兩項職務較具效益，亦更有利本集團的業務發展及管理。此外，董事會其他成員均具有經驗及專業才能，足以確保權力和授權平衡，不致權力僅集中於一位人士。董事會正在物色具備適當經驗的合適人選出任主席，且本公司將根據上市規則適時刊發公佈。



CORPORATE GOVERNANCE REPORT

企業管治報告

Independent Non-executive Directors

The independent non-executive Directors take an active role in Board meetings and committees of the Board, contribute to the development of strategies and policies and make sound judgement in various aspects. They take lead when potential conflicts of interest arise. Independent board committee of the Company comprising all independent non-executive Directors will be formed to advise the independent Shareholders on those connected transactions to be approved by the independent Shareholders at the extraordinary general meeting of the Company in accordance with the Listing Rules. The independent non-executive Directors are also members of various Board Committees and devote sufficient amount of time and attention to the affairs of the Company.

Directors' Induction and Development

The Company provides a comprehensive, formal and tailored induction programme for newly appointed Directors to enhance their knowledge and understanding of the key areas of business operations and practices of the Group as well as the general and specific responsibilities and duties of Directors under the Articles of Association, the Companies Law of the Cayman Islands, the Listing Rules and relevant applicable regulatory requirements in Cayman Islands and Hong Kong.

An induction programme covering the roles of a Director from group structure, Board procedures, business management and operation of the Company, duties under the Listing Rules, the SFO, as well as the essence of corporate governance and the trends in these areas, have therefore arranged for all newly appointed Directors from the time to time.

獨立非執行董事

獨立非執行董事積極參與董事會及董事會委員會會議，為策略及政策的制定作出貢獻，以及就各方面事宜作出明智的判斷。彼等於出現潛在利益衝突時主持大局。當關連交易須由獨立股東於本公司股東特別大會上批准時，本公司將根據上市規則成立由全體獨立非執行董事組成的獨立董事會委員會以向獨立股東提供意見。獨立非執行董事亦為董事會各委員會成員，投入足夠時間和關注於本公司事務。

董事就職及發展

本公司為新獲委任董事提供全面、正式及特訂的入職培訓，以確保其了解及明白本集團主要業務營運及常規，並知悉於組織章程細則、開曼群島公司法、上市規則及於開曼群島及香港之相關適用法規要求項下董事須遵守的一般及特定職責及責任。

本公司不時為所有新任董事安排入職培訓，內容包括董事於集團結構、董事會程序、本公司業務管理及運作方面的角色、於上市規則、證券及期貨條例下的職責，以及公司管治的要素及該等方面的趨勢。



CORPORATE GOVERNANCE REPORT

企業管治報告

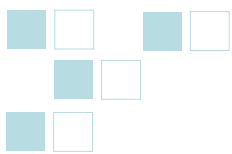
Continuous professional development and training of Directors is an ongoing process to ensure the continued enhancement of their skills and knowledge. The company secretary regularly circulates information and materials related to roles, functions and duties of listed company directors, business research and development, updated rules and regulations, economic, environmental and social topics to develop and refresh knowledge and skills of the Directors. All Directors are encouraged to attend relevant training courses provided by external bodies at the Company's expense. During the year ended 31 March 2020, the record of the trainings of the Directors, on named basis, is set out in the table below:

持續發展董事專長及培訓是不間斷的過程，旨在不斷增進董事的技能及知識。公司秘書定期傳閱與上市公司董事的角色、職能及職責、業務研究及發展、獲更新的規則及規例以及經濟、環境及社會課題有關的資料及材料以拓展及更新董事的知識及技能。本公司鼓勵全體董事出席外界團體舉辦的相關培訓課程，費用由本公司承擔。截至二零二零年三月三十一日止年度，董事的培訓記錄按姓名基準載列於下表：

Directors	董事	Training on corporate governance, regulatory development and other relevant topics 企業管治、監管發展及其他相關主題培訓
Executive Directors		
Mr. Wang Xihua	王西華先生	✓
Mr. Lai Wei Lam, William	賴偉林先生	✓
Independent Non-executive Directors		
Mr. Leung Winson Kwan Yau	梁鈞滄先生	✓
Mr. Tam Kin Yip	譚健業先生	✓
Mr. Leung Man Loon	梁文龍先生	✓
Former Directors		
Ms. Szeto Wai Ling, Virginia (resigned on 13 December 2019)	司徒惠玲女士 (於二零一九年十二月十三日辭任)	✓
Mr. Lee Chi Hang, Sidney (resigned on 25 February 2020)	李志恒先生 (於二零二零年二月二十五日辭任)	✓

All Directors are required to provide the Company with their training records on an annual basis, and such records are maintained by the company secretary of the Company for regular review by the nomination committee of the Company. The training records of the Directors were reviewed by the nomination committee of the Company in June 2020.

全體董事須每年向本公司提供其培訓記錄，有關記錄由本公司公司秘書保存，以供本公司提名委員會定期審閱。本公司提名委員會於二零二零年六月審閱董事培訓記錄。



CORPORATE GOVERNANCE REPORT

企業管治報告

Board and Board Committees Proceedings

The Directors attend quarterly Board meetings and meets at other times as and when required. All Directors have full and timely access to relevant information of the Company and may take independent professional advice at the Company's expense, if necessary, in accordance with the approved procedures.

Notice to regular Board meeting is served to all Directors at least 14 days before the meeting. For other Board and committees of the Board (“**Board Committee(s)**”) meetings, reasonable notice is generally given.

The draft agendas for Board and Board Committees meetings are prepared by the company secretary of the Company and approved by the chairman of the Board and Board Committees. Directors are advised to inform the chairman of the Board and Board Committees or the company secretary not less than one week before the relevant Board and Board Committees meeting if they wish to include a matter in the agenda of the meeting. The agendas together with Board and Board Committees papers are sent at least three days before the intended date of the Board and Board Committees meeting. To facilitate the decision-making process, the Directors and Committee members are free to have access to the management for enquiries and to obtain further information and have unrestricted access to the advice and services of the company secretary when required.

The chairman of the Board has encouraged all Directors to make full and active contributions to the Board's affairs and take the lead to ensure that the Board acts in the best interest of the Company and the Shareholder as a whole. He has promoted a culture of openness and debate by facilitating the effective contribution of independent non-executive Directors and ensuring constructive relations between executive Directors and independent non-executive Directors. Accordingly, the Board operates in a functional manner with clearly defined objectives, strategies and responsibilities.

All Directors are required to comply with their duty to act in the best interests of the Company and have particular regard to the interest of the Shareholders as a whole. Amongst others, all Directors are required to declare the nature and extent of their interests, if any, in any transaction, arrangement, contract or other proposal to be considered by the Board at Board meetings. Unless specifically permitted by the Articles of Association, a Director cannot cast a vote on any contract, transaction, arrangement or any other proposal in which he/she has or any of his/her close associates is materially interested.

董事會及董事會委員會會議程序

董事每季出席董事會會議並於必要時另行會面。全體董事均可全面及適時取得本公司相關資料，並按已審批程序於有需要時諮詢獨立專業意見，費用由本公司承擔。

全體董事於常規會議舉行前最少14日獲發董事會會議通知。其他董事會及董事會委員會（「董事會委員會」）會議一般給予合理通知。

董事會及董事會委員會會議的議程由本公司的公司秘書草擬，並經董事會及董事會委員會主席批准。董事如欲將議題納入會議議程內，則須於相關董事會及董事會委員會會議舉行前不少於一星期知會董事會及董事會委員會主席或公司秘書。議程連同董事會及董事會委員會文件須於董事會及董事會委員會會議擬定日期前最少三日送達。為促進決策過程，董事及委員會成員可隨時聯絡管理層進行查詢，並在必要時獲取進一步資料及不受限制地取得公司秘書的意見及服務。

董事會主席鼓勵全體董事全力積極參與董事會事務，並以身作則，確保董事會以本公司及股東整體最佳利益行事。彼提倡公開積極討論的文化，促進獨立非執行董事對董事會作出有效貢獻，並確保執行董事與獨立非執行董事之間維持建設性的關係。因此，董事會得以按照清晰既定的目標、策略及責任有效地運作。

全體董事均須履行其職責，並以本公司最佳利益行事，並特別考慮股東整體利益。當中，全體董事均須申報其於任何將由董事會於董事會會議上考慮的交易、安排、合約或其他建議中所擁有權益的性質及內容（如有）。除非組織章程細則特別批准，否則董事不得就其或其任何緊密聯繫人士於當中擁有重大權益的任何合約、交易、安排或任何其他建議投票。



CORPORATE GOVERNANCE REPORT

企業管治報告

Monthly financial and operational information is provided to the Directors by the company secretary to discharge their duties and acknowledge the development of the Company from time to time. Other regular and ad hoc reports are also prepared for the Board and Board Committees, to ensure that the Directors and member of the Board Committees are supplied with all the requested information in a timely and appropriate manner.

公司秘書每月向董事提供財務及營運資料，讓彼等履行其職責及不時了解本公司之發展。亦為董事會及董事會委員會編製其他定期及專案報告，以確保董事及董事會委員會成員可適時及合適地獲得彼等所需一切資料。

Directors' Attendance Records at Meetings

The individual attendance record of each Director at meetings of the Board as well as the annual general meeting of the Company during the year ended 31 March 2020 is as follows:

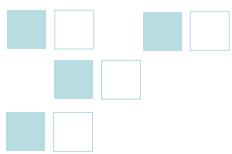
董事出席會議記錄

截至二零二零年三月三十一日止年度，各董事出席董事會會議及本公司股東週年大會之個別記錄載列如下：

		Attendance/Number of meetings during the Directors' tenure of office 董事任期內出席率／會議次數	
		Annual general meeting 股東週年大會	Board 董事會
Number of Meeting(s)	會議次數	1	24
Executive Directors	執行董事		
Mr. Wang Xihua	王西華先生	1/1	24/24
Mr. Lai Wei Lam, William	賴偉林先生	1/1	24/24
Independent Non-executive Directors	獨立非執行董事		
Mr. Leung Winson Kwan Yau	梁鈞滙先生	1/1	24/24
Mr. Tam Kin Yip	譚健業先生	1/1	23/24
Mr. Leung Man Loon	梁文龍先生	1/1	24/24
Former Directors	前任董事		
Ms. Szeto Wai Ling, Virginia (resigned on 13 December 2019)	司徒惠玲女士 (於二零一九年十二月十三日辭任)	1/1	13/13
Mr. Lee Chi Hang, Sidney (resigned on 25 February 2020)	李志恒先生 (於二零二零年二月二十五日辭任)	1/1	17/17

Directors are expected to devote sufficient time and attention in performing their duties and responsibilities towards the Company. The high attendance record at the Board meetings and Board committees meetings for the year ended 31 March 2020, which was reviewed by the nomination committee of the Company in June 2020, demonstrated the Directors' strong commitment to the Company.

董事在履行其對本公司的職務及職責時須付出充分時間及關注。截至二零二零年三月三十一日止年度董事會會議及董事會委員會會議的高出席率（於二零二零年六月經本公司提名委員會審閱）顯示董事對本公司有高度承擔。



CORPORATE GOVERNANCE REPORT

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The minutes of Board and Board committees meetings are currently prepared by the company secretary with details of the matters considered by the Board and Board committees and decisions reached, including any concerns raised by the Director(s) and members of Board committees or dissenting views expressed (if any). The draft minutes are circulated to all members of the Board and Board committees for their comment within a reasonable time after the meeting.

Statutory Confirmations

The Company has received written annual confirmations of independence from all independent non-executive Directors for the year ended 31 March 2020 in accordance with rule 3.13 of the Listing Rules, amended from time to time. The nomination committee of the Company has assessed their independence and concluded that all the independent non-executive Directors are independent within the definition of the Listing Rules and continues to consider each of them is independent.

According to the Code, each Director should ensure that he/she can give sufficient time and attention to the affairs of the Company and make contribution to the development of the Company's strategy and policies through independent, constructive and informed comments. The chairman of the Board held a meeting with the non-executive Directors without the other executive Director during the year.

Regarding disclosure of the number and nature of offices held by the Directors in public companies or organisations and other significant commitments as well as their identity and the time involved (the "Commitments") to the Company, all Directors have agreed to confirm/update their Commitments to the Company in a timely manner and confirm his/her other directorships, major appointments and interests to the Company twice a year.

Directors' Insurance

Directors' and Officers' liability insurance has been arranged for all Directors, including company securities, employment practices, regulatory crisis event, investigation, litigation, tax liabilities and public relation, etc.. The Company has conducted an annual review of the Company's Directors' and Officers' liability insurance policy with reference to recent trends in the insurance market and other relevant factors. The review compared the amount of coverage against other similar policies purchase by other companies.

目前，公司秘書負責編製董事會及董事會委員會會議紀錄，當中載有董事會及董事會委員會考慮的事宜及達成的決策詳情，包括董事及董事會委員會成員提出的任何疑慮或發表的反對意見（如有）。於會議舉行後合理時間內，會議紀錄草擬本會傳閱予董事會及董事會委員會全體成員，以便彼等提出意見。

法定確認

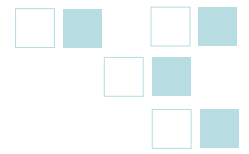
根據上市規則第3.13條（經不時修訂），本公司已接獲全部獨立非執行董事截至二零二零年三月三十一日止年度的年度獨立性確認書。本公司提名委員會已評估彼等的獨立性，結論為全體獨立非執行董事均為獨立人士（定義見上市規則），並繼續視彼等各自為獨立人士。

根據守則，各董事須確保彼付出充分時間及專注處理本公司事務，並透過提出獨立、富建設性及知情意見對本公司制定策略及政策作出貢獻。年內，董事會主席已連同非執行董事（並無其他執行董事）舉行會議。

有關董事須向本公司披露其於公眾公司或組織擔任職位的數目及性質、其他重大承擔以及其身份及參與時間（「職務承擔」），全體董事同意適時向本公司確認／更新彼等的職務承擔，並每年兩次向本公司確認彼的其他董事職務、主要任命及權益。

董事保險

本公司已為全體董事購買董事及高級職員責任保險（包括公司證券、僱用事項、監管危機事件、審查、訴訟、稅務負債及公共關係等方面）。本公司每年檢討本公司董事及高級職員的責任保險保單，並參考保險市場近期走勢及其他相關因素。進行檢討時會比較投保金額與其他公司投購的其他類似保單。



CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' Securities Transactions

The Company has adopted the required standard of dealings the “Model Code for Securities Transactions by Directors of Listed Issuers” (“Model Code”) as set out in the Appendix 10 of Listing Rules as the code of conduct regarding Directors' securities transactions in the securities of the Company. Upon the Company's specific enquiry, each Director has confirmed that they have fully complied with the Model Code under the Listing Rules, and there is no event of non-compliance. Employees of the Company, who are likely to be in possession of unpublished inside information of the Company, have been requested to comply with the provisions of the Model Code.

COMPANY SECRETARY

All Directors have access to the advice and services of the company secretary, who is responsible for ensuring that the Board procedures are followed and for facilitating information flows and communications among the Directors as well as with the Shareholders and management. Mr. Wong Kui Tong is currently the company secretary of the Company. Please refer to the section “BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT” for details of Mr. Wong's professional qualifications.

BOARD COMMITTEES

As an integral part of good corporate governance, the Board has established a total of three Board committees, namely, the audit committee, the remuneration committee and the nomination committee, to oversee particular aspects of the Company's affairs. Each of these Board committees is governed by its respective terms of reference (amended from time to time) which are available on the both websites of the Company (www.shunten.com.hk) and the Stock Exchange (www.hkexnews.hk).

All Board committees are provided with sufficient resources to discharge their duties and are able to seek independent professional advice in appropriate circumstances, at the Company's expense, to perform their responsibilities.

Audit Committee

The audit committee of the Company (“Audit Committee”) has been established by the Board, it comprises a minimum of three members, at least one of whom is an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under the Rule 3.10(2) of the Listing Rules. The majority of the Audit Committee members should be independent non-executive Directors. The Audit Committee should be chaired by an independent non-executive Director in compliance with the Rule 3.21 of the Listing Rules.

董事證券交易

本公司已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」)載列的規定交易準則，作為規管董事就本公司證券進行證券交易之行事守則。經本公司具體查詢後，每位董事均已確認，彼等已全面遵守上市規則標準守則，亦無任何違規事件。可能擁有本公司未公佈內幕消息的僱員均須遵守標準守則的條文。

公司秘書

全體董事均可取得公司秘書的意見及服務，公司秘書負責確保董事會程序獲遵循，以及促進董事之間及股東與管理層之間的資訊交流及溝通。黃鉅棠先生目前為本公司公司秘書。黃先生之專業資格詳情請參閱「董事及高級管理層履歷詳情」一節。

董事會委員會

作為良好企業管治的重要部分，董事會共成立三個董事會委員會，為審核委員會、薪酬委員會及提名委員會，以監督本公司的特定事務。各董事會委員會受其各自職權範圍(經不時修訂)的管治，有關詳情均可於本公司網站(www.shunten.com.hk)及聯交所網站(www.hkexnews.hk)查閱。

所有董事會委員會均獲提供充足資源以履行其職責，並可於適當情況下尋求獨立專業意見以履行其職責，費用由本公司承擔。

審核委員會

董事會已成立本公司審核委員會(「審核委員會」)，其由最少三名成員組成，其中至少一名為具備上市規則第3.10(2)條規定的適當專業資格或會計或相關財務管理專業知識之獨立非執行董事。審核委員會的大部分成員應為獨立非執行董事。根據上市規則第3.21條，審核委員會應由一名獨立非執行董事擔任主席。



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The Audit Committee currently consists of three (3) members, they are all independent non-executive Directors, namely Mr. Leung Winson Kwan Yau (chairman), Mr. Tam Kin Yip and Mr. Leung Man Loon. None of the members of the Audit Committee is or was a former partner of the Company's existing external auditor.

Duties of Audit Committee

The primary duties of the Audit Committee, among other things, are to make recommendation to the Board on the appointment, re-appointment and removal of the external auditor; review the financial statements and material advice (if any) in respect of financial reporting system; and oversee internal control system and risk management system of the Company.

Work Performed by Audit Committee

During the financial year ended 31 March 2020, the Audit Committee held three (3) meetings. The attendance of each member at meetings is as follows:

審核委員會由三(3)名成員組成，彼等均為獨立非執行董事，即梁鈞濤先生(主席)、譚健業先生及梁文龍先生。概無審核委員會成員為或曾為本公司現任外聘核數師的前任合夥人。

審核委員會職責

審核委員會的主要職責為(其中包括)就外聘核數師的委聘、續聘及罷免向董事會提出推薦意見；審閱財務報表及就財務申報系統提出重要建議(如有)；及監察本公司內部監控系統及風險管理系統。

審核委員會所履行工作

截至二零二零年三月三十一日止財政年度，審核委員會舉行了三(3)次會議。各成員出席會議記錄載列如下：

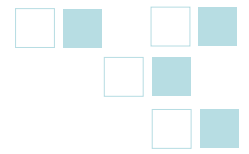
Name of members	成員姓名	Attendance/ No. of meetings during the members tenure of office 出席次數/ 成員任期內會議次數
Mr. Leung Winson Kwan Yau (<i>Chairman</i>)	梁鈞濤先生 (<i>主席</i>)	3/3
Mr. Tam Kin Yip	譚健業先生	3/3
Mr. Leung Man Loon	梁文龍先生	3/3
Ms. Szeto Wai Ling, Virginia (<i>resigned on 13 December 2019</i>)	司徒惠玲女士 (<i>於二零一九年十二月十三日辭任</i>)	2/2

In accordance with its terms of reference, the Audit Committee performed, inter alia, the following work during the year ended 31 March 2020 and up to the date of this report:

1. reviewed, approved and recommended the draft audited financial statements and unaudited financial statements, the interim and final dividend (if any) and the draft results announcements of the Company, including any changes in accounting policies and practices; major judgmental areas; compliance with accounting and auditing standards; and compliance with the listing requirements on the Listing Rules and legal requirements in relation to financial reporting prior to recommending them to the Board for approval.

截至二零二零年三月三十一日止年度及直至本報告日期，根據其職權範圍，審核委員會曾履行(其中包括)以下工作：

1. 在向董事會提供推薦意見以獲得批准前，審閱、批准及建議本公司的經審核財務報表及未經審核財務報表初稿、中期及末期股息(如有)以及業績公佈初稿，包括會計政策及慣例的任何變動；主要判斷範疇；遵守會計及審計準則；以及遵守上市規則的上市規定及有關財務報告的法律規定。



CORPORATE GOVERNANCE REPORT

企業管治報告

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| <p>2. reviewed, approved and recommended the report in relation to the evaluation of the adequacy and effectiveness and of the internal control system and the risk management system of the Group and the relevant report prior to recommending them to the Board for approval.</p> <p>3. reviewed, assessed and commented relationship with the external auditor and independence and the level of support and co-operation given by the Group's management.</p> <p>4. reviewed, approved and recommended the re-appointment and remuneration of the external auditor.</p> <p>5. reviewed, assessed and commented the adequacy of resources, qualifications and experience of the staff of the Group's accounting and financial reporting function and their training programmes and budget.</p> | <p>2. 在向董事會提供推薦意見以獲得批准前，審閱、批准及建議有關評估本集團內部監控系統及風險管理系統之充分性及有效性之報告以及相關報告。</p> <p>3. 審閱、評估及評論與外聘核數師的關係、其獨立性以及本集團管理層提供的支援及合作程度。</p> <p>4. 審閱、批准及建議外聘核數師的續聘及薪酬。</p> <p>5. 審閱、評估及評論本集團會計及財務申報職能的資源充裕程度、員工資歷和經驗及培訓計劃以及預算。</p> |
|--|---|

Remuneration Committee

The remuneration committee of the Company (“**Remuneration Committee**”) has been established by the Board, it should chaired by an independent non-executive Director and comprising a majority of independent non-executive Directors in compliance with Rule 3.25 of the Listing Rules.

The Remuneration Committee currently consists of three (3) members, they are all independent non-executive Directors, namely Mr. Tam Kin Yip (chairman), Mr. Leung Winson Kwan Yau and Mr. Leung Man Loon.

Duties of Remuneration Committee

The primary duties of the Remuneration Committee are to make recommendations to the Board on the overall remuneration policy and structure relating to all the Directors and senior management of the Group; review performance based remuneration; and ensure none of the Directors determine their own remuneration. The Remuneration Committee also makes recommendation to the Board with respect to share option granted and to be granted to Director and/or senior management of the Group under the share option scheme of the Company. When the remuneration package of an individual Director is under review, such Director will abstain from voting.

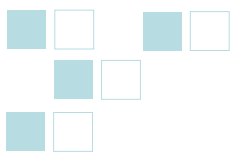
薪酬委員會

董事會已成立本公司薪酬委員會（「薪酬委員會」），根據上市規則第3.25條，主席應由一名獨立非執行董事擔任並由大部分獨立非執行董事組成。

薪酬委員會目前由三(3)名成員組成，彼等均為獨立非執行董事，即譚健業先生（主席）、梁鈞滄先生及梁文龍先生。

薪酬委員會職責

薪酬委員會的主要職責為就有關全體董事及本集團高級管理層的整體薪酬政策及架構向董事會提出推薦意見；檢討表現掛鉤薪酬；及確保概無任何董事釐定其本身的薪酬。薪酬委員會亦就向董事及／或本集團高級管理層授出及將授出本公司購股權計劃下的購股權向董事會提出推薦意見。當檢討個別董事薪酬待遇組合時，該名董事將放棄投票。



CORPORATE GOVERNANCE REPORT

企業管治報告

Work Performed by Remuneration Committee

During the financial year ended 31 March 2020, the Remuneration Committee held three (3) meetings. The attendance of each member is as follows:

薪酬委員會所履行工作

截至二零二零年三月三十一日止財政年度，薪酬委員會曾舉行了三(3)次會議。各成員出席記錄載列如下：

Name of members	成員姓名	Attendance/ No. of meetings during the members tenure of office 出席次數/ 成員任期內會議次數
Mr. Tam Kin Yip (<i>Chairman</i>)	譚健業先生 (<i>主席</i>)	3/3
Mr. Leung Winson Kwan Yau	梁鈞滙先生	3/3
Mr. Leung Man Loon	梁文龍先生	3/3
Ms. Szeto Wai Ling, Virginia (<i>resigned on 13 December 2019</i>)	司徒惠玲女士 (<i>於二零一九年十二月十三日辭任</i>)	2/2

In accordance with its terms of reference, the Remuneration Committee performed, inter alia, the following work during the year ended 31 March 2020 and up to the date of this report:

截至二零二零年三月三十一日止年度及直至本報告日期，根據其職權範圍，薪酬委員會曾履行(其中包括)以下工作：

- | | |
|---|---|
| 1. reviewed, commented and/or approved the policy and structure for the remuneration of Directors and senior management of the Group. | 1. 審閱、評論及/或批准董事及本集團高級管理層的薪酬政策及架構。 |
| 2. reviewed, commented and approved the procedures for fixing the remuneration packages. | 2. 審閱、評論及批准釐定薪酬組合的程序。 |
| 3. reviewed and made recommendation on the remuneration packages with reference to comparable companies, time commitment, responsibilities and employment conditions of the respective Directors and the senior management of the Group and/or other matters. | 3. 參考可資比較公司、各董事及本集團高級管理層投入的時間、責任及僱用狀況及/或其他事宜審閱薪酬組合，並就此提供推薦意見。 |
| 4. reviewed, approved and recommended the respective Directors' service agreement. | 4. 審閱、批准及建議個別董事服務合約。 |
| 5. consider and approve the salary increment and bonus arrangement, if any, for certain Directors and senior management of the Group. | 5. 考慮及批准若干董事及本集團高級管理層的加酬及花紅安排(如有)。 |
| 6. reviewed, approved and recommended the payment to the Directors, if any, in relation to the retirement and resignation of the Directors. | 6. 審閱、批准及建議就董事退任及辭任向董事支付的款項(如有)。 |



CORPORATE GOVERNANCE REPORT

企業管治報告

Details of the Directors' remuneration for the year ended 31 March 2020 are set out in note 9 to the audited consolidated financial statements in this annual report. In addition, pursuant to the Code provision B.1.5, the annual remuneration of the senior management of the Group by bands for the year ended 31 March 2020 is set out below:

截至二零二零年三月三十一日止年度董事薪酬詳情載列於本年報經審核綜合財務報表附註9。此外，根據守則條文B.1.5，截至二零二零年三月三十一日止年度，按等級劃分之本集團高級管理層之年度薪酬載列如下：

Remuneration to the senior management by bands	按高級管理層之薪酬等級	Number of individuals 人數
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	2
HK\$4,000,001 to HK\$4,500,000	4,000,001 港元至 4,500,000 港元	1
HK\$5,500,001 to HK\$6,000,000	5,500,001 港元至 6,000,000 港元	1
HK\$12,500,001 to HK\$13,000,000	12,500,001 港元至 13,000,000 港元	1

Nomination Committee

The nomination committee of the Company (“**Nomination Committee**”) has been established by the Board, it should be chaired by the chairman of the Board or an independent non-executive Director and comprises a majority of independent non-executive Directors in compliance with Rules A.5.1 and A.5.2 under the Appendix 14 of the Listing Rules.

提名委員會

董事會已成立本公司提名委員會（「提名委員會」），根據上市規則附錄14第A.5.1及A.5.2條，須由董事會主席或一名獨立非執行董事擔任主席並由大部分獨立非執行董事組成。

The Nomination Committee currently consists of three (3) members, they are all independent non-executive Directors, namely Mr. Tam Kin Yip (chairman), Mr. Leung Winson Kwan Yau and Mr. Leung Man Loon.

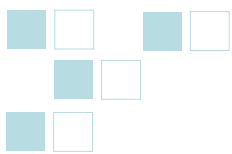
提名委員會由目前由三(3)名成員組成，彼等均為獨立非執行董事，即譚健業先生(主席)、梁鈞濤先生及梁文龍先生。

Duties of Nomination Committee

The primary function of the Nomination Committee is to make recommendations to the Board regarding appointment of Directors and candidates to fill vacancies on the Board and to assess the independence of the each independent non-executive Director.

提名委員會職責

提名委員會的主要職責為就委任董事及候選人填補董事會空缺向董事會提出推薦意見以及評估每一位獨立非執行董事的獨立性。



CORPORATE GOVERNANCE REPORT 企業管治報告

The Company has adopted a board diversity policy, amend from time to time, (“Diversity Policy”) which sets out the approach to achieve diversity of Board members. The objective of the Diversity Policy stated that selection of candidates be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, the summary of which are set out below:

- (a) With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.
- (b) In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.
- (c) All Board appointments did and would be based on meritocracy, and candidates did and would be considered against objective criteria, having due regard for the benefits of diversity on the Board.

本公司已採納董事會多元化政策(經不時修訂) (「多元化政策」)，當中載列達致董事會成員多元化的方法。多元化政策旨在說明甄選候選人按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期，其摘要載列如下：

- (a) 為達致可持續的均衡發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。
- (b) 在設定董事會成員組成時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。
- (c) 董事會所有委任均已及會以用人唯才為原則，並已及會於考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

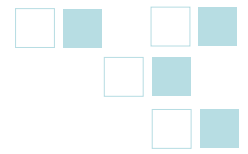
Work Performed by Nomination Committee

During the year ended 31 March 2020, the Nomination Committee held one (1) meetings. The attendance of each member is as follows:

提名委員會所履行工作

截至二零二零年三月三十一日止年度，提名委員會舉行了一(1)次會議。各成員出席記錄載列如下：

Name of members	成員姓名	Attendance/ No. of meetings during the members tenure of office 出席次數/ 成員任期內會議次數
Mr. Tam Kin Yip (Chairman)	譚健業先生 (主席)	1/1
Mr. Leung Winson Kwan Yau	梁鈞滙先生	1/1
Mr. Leung Man Loon	梁文龍先生	1/1
Ms. Szeto Wai Ling, Virginia (resigned on 13 December 2019)	司徒惠玲女士 (於二零一九年十二月十三日辭任)	1/1



CORPORATE GOVERNANCE REPORT

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In accordance with its terms of reference, the Nomination Committee performed the following, inter alia, work during the year ended 31 March 2020 and up to the date of this report:

1. reviewed, assessed and commented, inter alia, the policy for the nomination of Directors.
2. assessed the independence of each independent non-executive Director.
3. sourced and recommended individuals suitably qualified, if any, to become Board members.
4. approved and recommended to the changes in the Board composition.
5. identified and recommended those Directors to be retired by rotation from the Board and then be re-elected as Directors in the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules.
6. reviewed and assessed the structure, size and composition of the Board and analysis the diversity of the Board with reference with the Diversity Policy.

Nomination Policy

The Company adopted the policy for nomination of Directors (including the nomination procedures and criteria for selection and recommendation of candidates for directorship) in accordance with the Code.

Selection Criteria

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

- reputation for integrity;
- accomplishment, experiences and/or knowledge in the principal business of our group;
- commitment in respect of available time and relevant interest; and
- diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

截至二零二零年三月三十一日止年度及直至本報告日期，根據其職權範圍，提名委員會曾履行(其中包括)以下工作：

1. 審閱、評估及評論(其中包括)提名董事的政策。
2. 評估每名獨立非執行董事的獨立性。
3. 物色及建議具備合適資格的人選(如有)成為董事會成員。
4. 批准及建議就董事會組成的變動。
5. 根據組織章程細則及上市規則，確定及推薦於本公司股東週年大會輪席告退董事會及膺選連任董事的董事。
6. 審閱及評估董事會結構、規模及組成以及參考多元化政策對董事會多元化進行分析。

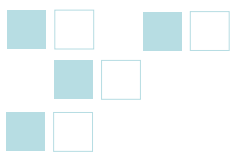
提名政策

本公司已根據守則採納提名董事政策(包括提名程序及甄選及推薦董事候選人的標準)。

甄選標準

於評估建議候選人的合適性時，提名委員會將參考下列因素：

- 信譽；
- 於本集團主要業務的成就、經驗及/或知識；
- 可投入之時間及有關利益的承擔；及
- 於各方面的多元化，包括但不限於性別、年齡(18歲或以上)、文化及教育背景、種族、專業經驗、技能、知識及服務年限。



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

Nomination Procedures

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

FINANCIAL REPORTING

The Directors acknowledge their responsibilities for preparing the accounts of the Company and of the Group for the year ended 31 March 2020. The accounts are prepared on a going concern basis and give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2020, and of the Group's loss and cash flow for the year then ended. In preparing the accounts for the year ended 31 March 2020, the Directors have selected appropriate accounting policies and, apart from those new and amended accounting policies as disclosed in the notes to the accounts for the year ended 31 March 2020, have applied them consistently with previous financial periods. Judgments and estimates have been made that are prudent and reasonable. The reporting responsibilities of the external auditor are set out on pages 68 to 75 of this annual report.

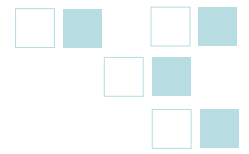
該等因素僅供參考，並非詳盡無遺，亦不具有決定性。提名委員會有權酌情提名其認為合適的任何人士。

提名程序

1. 提名委員會秘書應召開提名委員會會議，並邀請董事會成員提名的候選人(如有)供提名委員會於其會議前審議。提名委員會亦可以提名並非董事會成員提名的候選人。
2. 為填補臨時空缺，提名委員會應提出建議供董事會審議及批准。對於提名候選人參加股東大會選舉，提名委員會應向董事會提名供其審議及推薦。

財務申報

董事知悉其負責編製本公司及本集團截至二零二零年三月三十一日止年度賬目的責任。賬目乃按持續經營基準編製，並真實及公平反映本公司及本集團於二零二零年三月三十一日的事務狀況以及本集團截至該日止年度的虧損及現金流量。於編製截至二零二零年三月三十一日止年度的賬目時，董事選擇適當的會計政策，並貫徹應用於過往財政期間(截至二零二零年三月三十一日止年度的賬目附註所披露新訂及經修訂會計政策除外)。所作判斷及估計均屬審慎合理。外聘核數師的申報責任載於本年報第68至75頁。



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Internal Control System and Risk Management System

The Board is responsible for maintaining and reviewing the adequacy and effectiveness of the Group's system of internal controls and risk management, (the "System"), which are designed to meet the Group's particular needs and to minimise the risks to which the Group is exposed, and are designed to manage rather than eliminate the risks to achieve business objective and can only provide reasonable and not absolute assurance against misstatements or losses. The Group's internal control framework covers (i) the setting of objectives, budgets and targets; (ii) the establishment of regular reporting of financial information, in particular, the tracking of deviations between actual performances and budgets/ targets; (iii) the delegation of authority; (iv) the establishment of clear lines of accountability; and (v) review and evaluation of the Systems.

On behalf of the Board, the Audit Committee has reviewed the report prepared by external independent professional firm in respect of the adequacy and effectiveness of the System of the Group for the year ended 31 March 2020, including the reliability of financial reporting, effectiveness and efficiency of operations, compliance with applicable laws and regulations, effectiveness of risk management functions and the adequacy of resources, staff qualifications and experience, training programmes of the Company's accounting and financial reporting function and budget. This is achieved primarily through approving the scope of the annual internal audit plan, reviewing the findings of internal audit work, the annual and interim financial statements, and the nature, scope of work, and report of the external independent professional firm. Base on the results of the annual review by the audit committee, the Board considered that the Systems are effective and adequate. There is no significant change in the nature and extent of risks and the Company's ability to respond to changes in its business and the external environment since the last annual review.

內部監控系統及風險管理系統

董事會負責維持本集團的內部監控及風險管理系統（「系統」）及檢討其充分性及有效性，系統乃為切合本集團的特定需求及減低本集團須承受的風險，並為管理風險（而非為消除風險）而設，從而達致業務目標。系統僅可就錯誤陳述或損失提供合理而非絕對的保證。本集團的內部監控框架涵蓋(i)訂定目的、預算及目標；(ii)制定定期財務資料報告，特別是追查實際表現與預算／目標的偏離差額；(iii)授出權力；(iv)訂立問責的界線；及(v)審閱及評估系統。

截至二零二零年三月三十一日止年度，審核委員會已代表董事會審閱外聘獨立專業公司就本集團系統的充分性及有效性編製的報告，包括財務申報的可靠性、營運效益及效率、適用法例及法規的遵守情況、風險管理職能的效益，以及本公司會計及財務申報職能的資源的充裕程度、員工資歷及經驗、培訓計劃及預算。評估主要透過批核年度內部審核計劃的範疇、檢視內部審核工作的結果、審議年度及中期財務報表，以及外聘獨立專業公司工作的性質、範疇及報告進行。根據審核委員會進行年度檢討的結果，董事會認為系統屬有效及充分。自上年年檢後，風險的性質及程度以及本公司應對其業務及外在環境轉變的能力並無發生顯著的變化。



CORPORATE GOVERNANCE REPORT

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Process Used to Identify, Evaluate and Manage Risks

The Board monitors the Group's business risks, operating risk management and internal controls. An external audit has been conducted to carry out the internal audit functions to ensure proper compliance with the internal control systems and risk management system to identify the potential risks which may arise in the operation and financial of the Group's business for implementation of appropriate measures and policies on a continuing basis. The scope of review and the audit programme of external audit company, which are formulated based on a risk assessment approach and focuses on areas with relatively higher perceived risks, are approved by the Audit Committee at the end of the preceding financial year in conjunction with the management. The external audit company executes their functions based on a yearly plan and prepares reports for their assignments. These reports are submitted to the management, the Board and the Audit Committee for review on a regular basis. Such reports are also circulated to the external auditor on an annual basis.

Handling and Dissemination of Inside Information

The Board has approved and adopted an Inside Information Disclosure Policy (the "Disclosure Policy") for the Company for monitoring inside information to ensure compliance with the Listing Rules and the Securities and Futures Ordinance.

The Disclosure Policy sets out the obligations, guidelines and procedures for handling and dissemination of inside information to all Directors, senior management and relevant employees. These guidelines and procedures to ensure that the inside information of the Company is to be disseminated to the public in equal and timely manner in accordance with the applicable laws and regulations. The inside information should remain confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made. Disclosure must be made in a manner that the public can have an equal, timely and effective access to the information available through the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.shunten.com.hk).

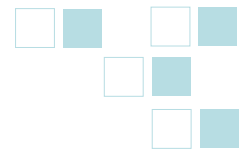
用於辨認、評估及管理風險的程序

董事會監察本集團的業務風險、營運風險管理及內部監控。進行外部審核以執行內部審核職能，確保妥善遵守內部監控系統及風險管理系統，以識別本集團業務營運及財務方面可能產生的潛在風險，以持續執行適當措施及政策。外聘審核機構的審閱範疇及審核計劃乃根據風險評估法制定及專注於比較高潛在風險的區域，且由審核委員會會同管理層於上個財政年度結束時批准。外聘審核機構根據年度計劃履行其職能及編製其任務的報告。該等報告定期呈交予管理層、董事會及審核委員會以供審閱。該等報告亦按年度基準派發予外聘核數師。

處理及發佈內幕消息

董事會已批准及採納本公司內幕消息披露政策（「披露政策」）作監控內幕消息，以確保遵守上市規則及證券及期貨條例。

披露政策載列處理及向全體董事、高級管理層及相關僱員傳播內幕消息的責任、指引及程序。該等指引及程序確保根據適用法例及法規，公平及適時地向公眾傳播本公司的內幕消息。內幕消息應保密直到披露有關消息獲得適當批准，且有關消息將以有效及一致的方式進行傳播。披露方式須以可讓公眾透過聯交所網站(www.hkexnews.hk)及本公司網站(www.shunten.com.hk)，公平、適時及有效查閱相關消息的方式作出。



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COMMUNICATION WITH SHAREHOLDERS

The Company's annual general meeting is one of the principal channels of communication with its Shareholders. The Board and the management are committed to use of annual general meetings of the Company as a forum to meet with the Shareholders and to hear their views and answer their concerns about the Group and its business. The chairman of the Board, and each Board Committee's chairman or his alternate did and would attend annual general meetings of the Company along with the external auditor to answer Shareholders' concerns.

All Shareholders are encouraged to attend annual general meeting and exercise their right to vote. Shareholders who are unable to attend annual general meeting can appoint proxies to attend and vote at annual general meeting. Completion and return of the form of proxy will not prevent Shareholders from attending and voting in person at the annual general meeting if Shareholders so wish.

The Company did and would send the notice of the annual general meeting to Shareholders at least 20 clear business days before the annual general meeting. The Company did and would send meeting notice to Shareholders not less than 10 clear business days before any extraordinary general meetings of the Company.

Shareholders are invited to raise concerns on the business of the Company. Apart from usual business at the annual general meeting, the Board did and would general mandates for the repurchase of shares and the issue of shares of the Company at each annual general meeting.

Further details of business to be conducted at the annual general meeting did and would be set out in the circular to the Shareholders to be sent together with annual report and posted on the websites of the Company (www.shunten.com.hk) and the Stock Exchange (www.hkexnews.hk). All resolutions be passed by way of a poll conducted and verified by the Company's branch share registrar, Tricor Investor Services Limited, as an independent scrutineer. The poll results of each of the proposed resolutions to the Shareholders be published on the Stock Exchange (www.hkexnews.hk) and the Company's websites (www.shunten.com.hk) in due time after annual general meeting and extraordinary general meeting of the Company held.

與股東溝通

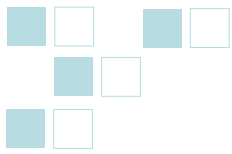
本公司股東週年大會乃與股東溝通的主要渠道之一。董事會及管理層承諾把本公司股東週年大會作為與股東會面的平台，聽取股東意見並回答股東對本集團及其業務的關注。董事會主席及各董事會委員會主席或其替任人士，已經及會聯同外聘核數師出席本公司股東週年大會，以回答股東提問。

本公司鼓勵所有股東出席股東週年大會及行使其投票權。無法出席股東週年大會的股東可委任代表出席股東週年大會及於會上投票。填妥及交回代表委任表格後，股東仍可依其意願親身出席股東週年大會並於會上投票。

本公司已經及會於股東週年大會舉行前最少足20個營業日向股東寄發股東週年大會通告。本公司已經及會於本公司任何股東特別大會舉行前最少足10個營業日向股東寄發大會通告。

歡迎股東提出對本公司業務的關注。除股東週年大會的一般例行事務外，於每一屆股東週年大會董事會已經及會建議授出購回及發行本公司股份的一般授權。

有關於股東週年大會進行事務的進一步詳情已經及會載於與年報一併寄發予股東的通函內，該通函刊載於本公司網站(www.shunten.com.hk)及聯交所網站(www.hkexnews.hk)。全部決議案均以按股數投票表決方式通過，並經本公司股份過戶登記分處卓佳證券登記有限公司(作為獨立監票人)核實。向股東所提呈各項決議案的投票表決結果會於本公司股東週年大會及股東特別大會舉行後適時於聯交所網站(www.hkexnews.hk)及本公司網站(www.shunten.com.hk)分別刊載。



CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS

Dividend Policy

The distribution of any dividend by the Company is subject to the discretion of the Board, which normally did/will take into account of the following factors:

- The financial results of the Company;
- Interests of the Shareholders;
- General business conditions and strategies;
- The capital requirements of the Group;
- Contractual restrictions on the payment of dividends by the Company to the Shareholders or by the subsidiaries to the Company, if any;
- Taxation considerations;
- Possible effects on creditworthiness of the Company;
- Statutory and regulatory restrictions; and
- Any other factors the Board may deem relevant.

There is no assurance that any particular dividend amount, or any dividend at all, will be declared and paid in the future.

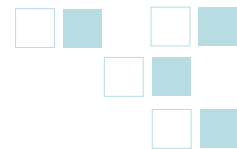
股東權利

股息政策

本公司分派任何股息須由董事會酌情決定，而董事會通常考慮／將考慮以下因素：

- 本公司的財務業績；
- 股東的利益；
- 一般營業狀況及策略；
- 本集團的資本需求；
- 本公司向股東或附屬公司向本公司派付股息的合約限制（如有）；
- 稅務考慮因素；
- 對本公司信譽可能產生之影響；
- 法定及監管限制；及
- 董事會可能視為相關的任何其他因素。

概不保證將來宣派及派付任何特定股息金額或任何股息。



CORPORATE GOVERNANCE REPORT

企業管治報告

Procedures for making enquiries to the Board

Shareholders should direct their enquiries about their shareholdings to the Company's Hong Kong branch share registrar and transfer agent, namely, Tricor Investor Services Limited, whose contact details are as follows:

Tricor Investor Services Limited

Address : Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
Telephone : (852) 2980 1333
Fax : (852) 2810 8185
E-mail : is-enquiries@hk.tricorglobal.com
Website : <http://www.tricoris.com>
Attention : Board of Directors/Company Secretary

Shareholders and the investor community are welcome to send their enquiries to the Board and the company secretary as follows:

Shunten International (Holdings) Limited

Address : Unit A, 12/F.
Guangdong Investment Tower
148 Connaught Road Central
Hong Kong
Telephone : (852) 3700 7300
Fax : (852) 3700 7301
E-mail : ir@shunten.com.hk
Website : www.shunten.com.hk

Shareholders may at any time make a request for the Company's information to the extent such information is publicly available.

向董事會諮詢的程序

股東應直接向香港股份過戶登記分處卓佳證券登記有限公司提交其有關彼等持股問題，其聯絡資料如下：

卓佳證券登記有限公司

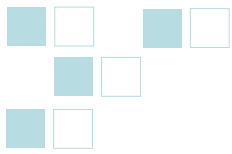
地址 : 香港
皇后大道東183號
合和中心54樓
電話 : (852) 2980 1333
傳真 : (852) 2810 8185
電郵 : is-enquiries@hk.tricorglobal.com
網址 : <http://www.tricoris.com>
收件人 : 董事會／公司秘書

股東及投資界可向董事會及公司秘書查詢，詳情如下：

順騰國際(控股)有限公司

地址 : 香港
干諾道中148號
粵海投資大廈
12樓A室
電話 : (852) 3700 7300
傳真 : (852) 3700 7301
電郵 : ir@shunten.com.hk
網址 : www.shunten.com.hk

股東可隨時要求本公司提供公開資料。



CORPORATE GOVERNANCE REPORT 企業管治報告

Procedures for convening extraordinary general meeting on requisition

One or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company (the “Requisition”) to require an extraordinary general meeting of the Company to be called by the Board for the transaction of any business specified in the Requisition.

The Requisition shall be made in writing to the Board or the secretary of the Company at the principal place of business in Hong Kong and registered office of the Company in Cayman Islands as follows:

Principal place of business of the Company in Hong Kong
Address : Unit A, 12/F., Guangdong Investment Tower
148 Connaught Road Central
Hong Kong
Attention : Board of Director/Company Secretary

Registered office of the Company in Cayman Islands
Conyers Trust Company (Cayman) Limited
Address : Cricket Square Hutchins Drive
P.O. Box 2681 Grand Cayman
KY1-1111 Cayman Island
Attention : Board of Director/Company Secretary

Procedures for Shareholders to put forward proposals at general meetings

Shareholders who wish to put forward proposals for the Company’s consideration at the general meetings can send their proposals to the company secretary at the principal place of business in Hong Kong as specified above.

請求召開股東特別大會的程序

一名或多名於提出請求當日持有本公司實繳股本不少於十分之一並有權在本公司股東大會上投票的股東，於任何時間向董事會或本公司秘書提出書面請求（「請求」），要求董事會就處理請求所指明任何事務召開本公司股東特別大會。

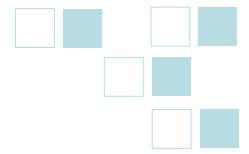
須向董事會或本公司秘書提出書面請求，香港主要營業地點及本公司於開曼群島的註冊辦事處詳情如下：

本公司香港主要營業地點
地址 : 香港
干諾道中148號
粵海投資大廈12樓A室
收件人 : 董事會／公司秘書

本公司於開曼群島的註冊辦事處
Conyers Trust Company (Cayman) Limited
地址 : Cricket Square Hutchins Drive
P.O. Box 2681 Grand Cayman
KY1-1111 Cayman Island
收件人 : 董事會／公司秘書

股東於股東大會上提呈建議的程序

股東欲於股東大會上提呈建議以供本公司考慮，可致函上文所列的香港主要營業地點向公司秘書提呈建議。



CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS

In order to develop and maintain a continuing investors' relationship programme to enable Shareholders and investors better understand the Group's business, the Company has established various channels of communication with the Shareholders and the investor community:

1. Shareholders can raise any comments on the performance and suggestion on future directions of the Company to the chairman at the annual general meeting.
2. The Company may arrange press and analysts' conferences in relation to the results announcements, at which the chairman of the Board and/or the Directors are available to answer enquiries regarding the Group's operational and financial performances.
3. The Company's website at www.shunten.com.hk contains important corporate information, annual and interim reports, as well as announcements and circulars issued by the Company to enable the Shareholders and the investor community to have timely access to updated information about the Group.
4. The Board has established a Shareholders' communication policy and reviews it on a regular basis to ensure its effectiveness.
5. The Company has uploaded its memorandum and articles of association of the Company on the Company's website at www.shunten.com.hk and the Stock Exchange's website at www.hkexnews.hk.

EXTERNAL AUDITOR

The Company engages Elite Partners CPA Limited ("Elite Partners") as its external auditor. In order to maintain Elite Partners's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, the Audit Committee reviewed all audit services to be provided by Elite Partners and discussed with Elite Partners the nature and scope of their audit and reporting obligations every year.

The Audit Committee also reviewed and approved the engagement of Elite Partners to provide any non-audit services for compliance with relevant legal requirements. During the year ended 31 March 2020, audit services fees payable to Elite Partners amounted to HK\$1,000,000 (2019: HK\$945,000) and non-audit services fee and HK\$430,000, respectively (2019: HK\$422,000).

投資者關係

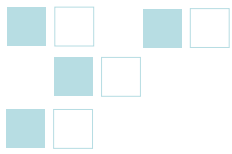
為發展及維持長久的投資者關係計劃，以便股東及投資者更加了解本集團業務，本公司已建立多個與股東及投資界溝通的渠道：

1. 股東可就本公司表現及未來路向於股東週年大會上向主席提出任何意見及建議。
2. 本公司可能會安排有關業績公佈的記者招待會及分析員會議，董事會主席及／或董事亦會出席會議回答有關本集團營運及財務表現的諮詢。
3. 本公司網站www.shunten.com.hk載有重要的公司資料、本公司刊發的年度及中期報告以及公佈及通函，讓股東及投資界適時取得本集團的最新資料。
4. 董事會已制定股東溝通政策，並已定期檢討以確保其成效。
5. 本公司將其組織章程大綱及細則上載至本公司網站www.shunten.com.hk及聯交所網站www.hkexnews.hk。

外聘核數師

本公司已委任開元信德會計師事務所有限公司（「開元信德」）為其外聘核數師。為確保按適用標準維持開元信德的獨立客觀性及核數程序的成效，每年，審核委員會審閱將由開元信德提供的全部核數服務，並就其核數性質及範疇以及申報責任與開元信德商討。

審核委員會亦審閱及批准委聘開元信德提供任何非核數服務，以遵守相關法例規定。於截至二零二零年三月三十一日止年度，應付開元信德的核數服務費和非核數服務費為數1,000,000港元（二零一九年：945,000港元）及430,000港元（二零一九年：422,000港元）。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



TO THE SHAREHOLDERS OF SHUNTEN INTERNATIONAL
(HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Shunten International (Holdings) Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 76 to 299, which comprise the consolidated statement of financial position as at 31 March 2020, consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“**the Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致順騰國際(控股)有限公司股東

(於開曼群島註冊成立的有限公司)

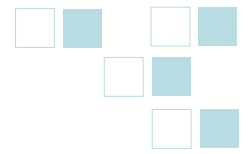
意見

我們已審計列載於第76至299頁順騰國際(控股)有限公司(以下簡稱「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,此綜合財務報表包括於二零二零年三月三十一日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,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(「香港財務報告準則」)真實而公允地反映 貴集團於二零二零年三月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已按照香港公司條例的披露規定妥為編製。

意見基準

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



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.

關鍵審計事項

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

Key audit matters

關鍵審計事項

How the matter was addressed in our audit

我們的審計如何處理該事項

Impairment of goodwill and intangible assets

商譽及無形資產的減值

We identified the impairment of goodwill and intangible assets arising from historical acquisitions as a key audit matter due to the complexity and significant judgements involved in the assessment.

由於評估工作的複雜性及重大判斷，我們將過往收購所產生的商譽及無形資產的減值識別為關鍵審計事項。

Determining whether goodwill and intangible assets are impaired required management's estimation of the value-in-use of the cash generating units ("CGUs") to which goodwill and intangible assets have been allocated and the Group engages an independent professionally qualified valuer to perform such valuation. In estimating the value-in-use of CGUs, key assumptions used by management included the estimate of forecast revenue, budgeted gross margins and discount rates adopted in future cash flow forecasts.

釐定商譽及無形資產是否減值需要管理層估計獲分配商譽及無形資產的現金產生單位（「現金產生單位」）的使用價值，及貴集團委聘獨立專業合資格估值師進行有關估值。於估計現金產生單位的使用價值時，管理層使用的主要假設包括預測收入、預算毛利率及未來現金流量預測所採用的折現率。

Our procedures in relation to the impairment of goodwill and intangible assets included:

我們就商譽及無形資產減值之程序包括：

- Understanding how the management perform impairment assessment including the preparation of cash flow forecast and assumptions estimation;
- 了解管理層進行減值評估之方式，包括編製現金流量預測及假設估計；
- Evaluating the independent professionally qualified valuer's competence, capabilities and objectivity;
- 評價獨立專業合資格估值師之能力、實力及客觀性；
- Evaluating the appropriateness of the key assumptions in the cash flow forecast, including growth rate, gross profit margin and inflation, by discussing with the management with reference to their expectations for market development and comparing with the most recent financial performance available;
- 評價現金流量預測中主要假設之適當性，包括增長率、毛利率及通脹，方法為就管理層對市場發展之預測與彼等討論，以及與最近的可查閱財務表現作出比較；



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matters

關鍵審計事項

How the matter was addressed in our audit

我們的審計如何處理該事項

Impairment of goodwill and intangible assets (Continued)

商譽及無形資產的減值(續)

The carrying amount of goodwill and intangible assets were HK\$26,570,000 (with accumulated impairment of HK\$35,375,000) and HK\$13,293,000 (with accumulated impairment of HK\$21,064,000) as at 31 March 2020 respectively. Details of intangible assets and goodwill are disclosed in Notes 19 and 20 to the consolidated financial statements respectively.

於二零二零年三月三十一日，商譽及無形資產的賬面值分別為26,570,000港元(累計減值35,375,000港元)及13,293,000港元(累計減值21,064,000港元)。有關無形資產及商譽的詳情分別披露於綜合財務報表的附註19及20。

Impairment assessment of trade receivables

應收賬款之減值評估

We identified impairment assessment of trade receivables as a key audit matter due to the significance of trade receivables to the Group's consolidated financial position and the involvement of significant judgments and management estimates in evaluating the expected credit losses ("ECL") of the Group's trade receivables at the end of the reporting period.

我們將應收賬款之減值評估識別為關鍵審計事項，是因為應收賬款對貴集團綜合財務狀況而言屬重大，且在評價貴集團於報告期末之應收賬款之預期信貸虧損(「預期信貸虧損」)時涉及重大判斷及管理層估計。

As at 31 March 2020, the Group's net trade receivables amounting to HK\$46,670,000, which represented approximately 10.63% of total assets of the Group.

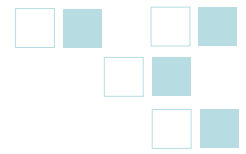
於二零二零年三月三十一日，貴集團之應收賬款淨額為46,670,000港元，佔貴集團總資產約10.63%。

- Evaluating the historical accuracy of the forecasted future cash flows by comparing them to the actual results in the current year and understanding the cases for significant variances; and
- 評價預測未來現金流量的過往準確性，方法為將之與本年度的實際業績進行比較，並了解出現重大差異之個案；及
- Assessing the appropriateness of the discount rate used on discount cash flow and assessing the impact on the value in use.
- 評估折現現金流量所用之折現率之適當性及評估對使用價值之影響。

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

我們就應收賬款之減值評估之程序包括：

- Understanding key controls on how the management estimates the loss allowance for trade receivables;
- 了解管理層估計應收賬款虧損撥備之關鍵監控；
- Testing the integrity of information used by management to develop the provision matrix, including trade receivables ageing analysis as at 31 March 2020, on a sample basis, by comparing individual items in the analysis with the relevant sales agreements, sales invoices and other supporting documents;
- 抽樣測試管理層用來制定撥備矩陣之資料之完整性，包括於二零二零年三月三十一日之應收賬款賬齡分析，方法為將分析中的個別項目與相關銷售協議、銷售發票及其他證明文件進行比較；



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matters 關鍵審計事項

How the matter was addressed in our audit 我們的審計如何處理該事項

Impairment assessment of trade receivables (Continued) 應收賬款之減值評估(續)

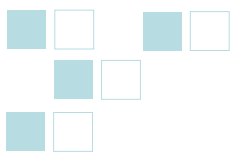
As disclosed in note 4 to the consolidated financial statements, the management of the Group estimates the amount of lifetime ECL of trade receivables based on provision matrix through grouping of various debtors that have similar loss patterns, after considering internal credit ratings of trade debtors, ageing, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. In addition, trade receivables that are credit-impaired are assessed for ECL individually. The loss allowance amount of the credit-impaired trade receivables is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit losses.

誠如綜合財務報表附註4披露，貴集團管理層經考慮應收賬款之內部信貸評級、賬齡、償還記錄及／或各應收賬款之逾期狀態後，根據撥備矩陣，透過將具類似虧損模式的不同債務人分組，估計應收賬款之全期預期信貸虧損金額。估計虧損率乃基於應收賬款預計年期內之過往觀察違約率計算，並就前瞻性資料作出調整。此外，已出現信貸減值之應收賬款進行個別預期信貸虧損評估。信貸減值應收賬款之虧損撥備額計量作資產賬面值與估計未來現金流量現值之間的差異，當中考慮預期未來信貸虧損。

As disclosed in note 4 to the consolidated financial statements, the Group's lifetime ECL (non-credit impaired) on trade receivables as at 31 March 2020 which assessed based on provision matrix amounted to HK\$1,357,000.

誠如綜合財務報表附註4披露，貴集團於二零二零年三月三十一日之應收賬款按撥備矩陣評估之全期預期信貸虧損(無信貸減值)為1,357,000港元。

- Challenging management's basis and judgement in determining credit loss allowance on trade receivables as at 31 March 2020, including their identification of credit-impaired trade receivables, the reasonableness of management's grouping of the remaining trade debtors into different categories in the provision matrix, and the basis of estimated loss rates applied in each category in the provision matrix (with reference to historical default rates and forward-looking information);
- 質疑管理層釐定二零二零年三月三十一日應收賬款之信貸虧損撥備之基準及判斷，包括其就已出現信貸減值之應收賬款之識別、管理層在撥備矩陣中將其餘應收賬款分成不同類別之合理性，以及撥備矩陣各個類別所應用估計虧損率之基準(參考過往違約率及前瞻性資料)；
- Evaluating the disclosures regarding the impairment assessment of trade receivables in notes 4, 5 and 23 to the consolidated financial statements; and
- 評價綜合財務報表附註4、5及23中有關應收賬款之減值評估之披露；及
- Testing subsequent settlements of trade receivables, on a sample basis, by inspecting supporting documents in relation to cash receipt from trade debtors subsequent to the end of the current reporting period.
- 抽樣測試應收賬款之後續結算，方法為檢查本報告期結束後與應收賬款之現金收據有關之證明文件。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

綜合財務報表及其核數師報告以 外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

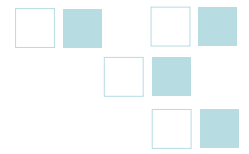
基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港公司條例的披露要求編製真實而公允的綜合財務報表，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，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行監督 貴集團的財務報告過程的責任。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

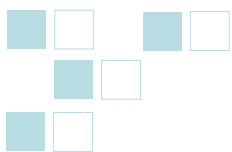
核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。本報告僅向整體股東作出，除此之外本報告別無其他目的。我們概不就本報告的內容，對任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

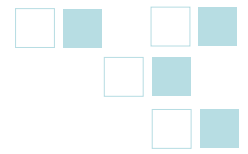
We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

核數師就審計綜合財務報表承擔 的責任(續)

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

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

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



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

The engagement director on the audit resulting in this independent auditor's report is Leung Man Kin, with Practising Certificate number P07174.

Elite Partners CPA Limited
Certified Public Accountants
Hong Kong

29 June 2020

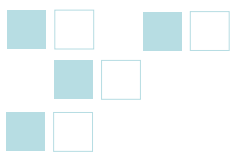
核數師就審計綜合財務報表承擔 的責任(續)

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

出具本獨立核數師報告的審計項目合夥人是梁文健，執業證書編號：P07174。

開元信德會計師事務所有限公司
執業會計師
香港

二零二零年六月二十九日

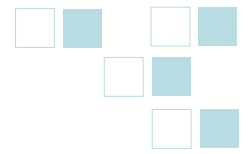


CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
CONTINUING OPERATIONS:	持續經營業務：			
REVENUE	收益	6	318,130	332,205
Cost of revenue	收益成本		(82,419)	(84,727)
GROSS PROFIT	毛利		235,711	247,478
Other revenue and other net income	其他收益及其他收入淨額	7	19,106	8,113
Selling and distribution expenses	銷售及分銷開支		(63,842)	(67,553)
Administrative expenses	行政開支		(189,726)	(209,811)
Share of profit of an associate	應佔聯營公司溢利	21	1,954	3,400
Equity-settled share-based payments	以股權結算以股份支付之開支		(7,100)	(37,007)
Fair value change of an investment property	投資物業公平值變動	17	(4,630)	752
Fair value change of contingent consideration receivable	或然應收代價之公平值變動	25	1,735	—
Fair value change of contingent consideration payables	或然應付代價公平值變動	32	55,336	23,049
Fair value change of promissory notes payable	應付承兌票據公平值變動	34(a)	9,966	7,007
Fair value change of convertible bonds	可換股債券公平值變動	33(a)	7,742	47,768
Impairment loss on interest in an associate	一間聯營公司權益之減值虧損	21	(28,071)	—
Impairment loss on intangible assets	無形資產之減值虧損	19	(21,064)	—
Impairment loss on goodwill	商譽之減值虧損	20	(35,375)	—
(LOSS)/PROFIT FROM OPERATIONS	經營(虧損)/溢利		(18,258)	23,196
Finance costs	融資成本	8(c)	(37,223)	(20,968)
(LOSS)/PROFIT BEFORE TAXATION	除稅前(虧損)/溢利	8	(55,481)	2,228
Taxation	稅項	11	(1,509)	(10,223)
LOSS FOR THE YEAR FROM CONTINUING OPERATIONS	持續經營業務之年內虧損		(56,990)	(7,995)
DISCONTINUED OPERATIONS:	已終止經營業務：			
Loss for the year from discontinued operations	已終止經營業務之年內虧損	12	(94,677)	(2,716)
LOSS FOR THE YEAR	年內虧損		(151,667)	(10,711)
OTHER COMPREHENSIVE INCOME/ (LOSS)	其他全面收益/(虧損)			
Items that may be reclassified subsequently to profit or loss:	可能隨後重新歸類至損益之項目：			
Exchange differences on translation of financial statements of foreign operations	換算外國業務財務報表時的匯兌差額		792	(329)
Release of translation reserve upon deregistration of subsidiaries	於附屬公司撤銷註冊時解除換算儲備		—	(151)
OTHER COMPREHENSIVE INCOME/ (LOSS) FOR THE YEAR	年內其他全面收益/(虧損)		792	(480)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	年內全面虧損總額		(150,875)	(11,191)



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

	Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Loss attributable to owners of the Company:	本公司擁有人應佔虧損：		
— from continuing operations	— 來自持續經營業務	(50,505)	(2,396)
— from discontinued operations	— 來自已終止經營業務	(89,185)	(1,948)
Loss for the year attributable to owners of the Company	本公司擁有人應佔年內虧損	(139,690)	(4,344)
Loss attributable to non-controlling interests:	非控股權益應佔虧損：		
— from continuing operations	— 來自持續經營業務	(6,486)	(5,599)
— from discontinued operations	— 來自已終止經營業務	(5,491)	(768)
Loss for the year attributable to non-controlling interests	非控股權益應佔年內虧損	(11,977)	(6,367)
Total comprehensive loss attributable to:	以下人士應佔全面虧損總額：		
Owners of the Company	本公司擁有人	(139,288)	(4,804)
Non-controlling interests	非控股權益	(11,587)	(6,387)
		(150,875)	(11,191)
Total comprehensive loss attributable to owners of the Company:	本公司擁有人應佔全面虧損總額：		
— from continuing operations	— 來自持續經營業務	(50,103)	(2,856)
— from discontinued operations	— 來自已終止經營業務	(89,185)	(1,948)
		(139,288)	(4,804)
Loss per share attributable to owners of the Company for the year (expressed in HK cents per share):	本公司擁有人應佔年內每股虧損 (以每股港仙列示)：		
From continuing and discontinued operations	來自持續及已終止經營業務		
— basic	— 基本	14(a) (5.91)	(0.20)
— diluted	— 攤薄	14(b) (5.91)	(0.20)
From continuing operations	來自持續經營業務		
— basic	— 基本	14(a) (2.14)	(0.11)
— diluted	— 攤薄	14(b) (2.14)	(0.11)

The notes on pages 84 to 299 form an integral part of these financial statements. 第84至299頁的附註屬本財務報表的一部分。

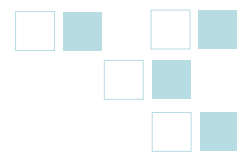


CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2020 於二零二零年三月三十一日

		Note	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	83,459	91,764
Investment property	投資物業	17	3,500	8,130
Right-of-use assets	使用權資產	18	3,668	—
Interest in an associate	於一間聯營公司的權益	21	47,283	73,400
Intangible assets	無形資產	19	13,293	211,702
Goodwill	商譽	20	26,570	199,879
Prepayments and deposits	預付款項及按金	23	2,139	5,369
			179,912	590,244
Current assets	流動資產			
Inventories	存貨	22	31,390	29,065
Trade and other receivables	應收賬款及其他應收款項	23	68,271	107,519
Promissory notes receivable	應收承兌票據	24	35,687	—
Contingent consideration receivable	或然應收代價	25	1,735	—
Cash and cash equivalents	現金及現金等價物	26(a)	57,157	65,497
Tax recoverable	可收回稅項		3,759	105
			197,999	202,186
Assets associated with disposal group classified as held for sale	分類為持作出售的出售組合的相關資產	12(b)	60,946	—
Total current assets	流動資產總額		258,945	202,186
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	27	42,589	77,604
Bank and other borrowings	銀行及其他借款	30	96,088	39,056
Lease liabilities	租賃負債	31	3,513	—
Contract liabilities	合約負債	28	617	1,675
Convertible bonds	可換股債券	33	—	262,001
Contingent consideration payables	或然應付代價	32	—	37,878
Promissory notes payable	應付承兌票據	34	—	9,966
Refund liabilities	退款負債	35	1,258	1,394
Tax payable	應付稅項		2,418	6,058
			146,483	435,632
Liabilities associated with disposal group classified as held for sale	分類為持作出售的出售組合的相關負債	12(b)	61,883	—
Total current liabilities	流動負債總額		208,366	435,632



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2020 於二零二零年三月三十一日

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Note 附註			
Net current assets/(liabilities)		淨流動資產/(負債)	50,579	(233,446)
Total assets less current liabilities		總資產減流動負債	230,491	356,798
Non-current liabilities		非流動負債		
Convertible bonds	33	可換股債券	94,999	—
Contingent consideration payables	32	或然應付代價	—	47,692
Promissory notes payable	34	應付承兌票據	—	37,543
Other borrowings	30	其他借款	—	26,500
Lease liabilities	31	租賃負債	217	—
Amounts due to non-controlling interests	29	應付非控股權益款項	60	1,227
Deferred tax liabilities	36	遞延稅項負債	2,402	36,316
			97,678	149,278
Net assets		資產淨值	132,813	207,520
EQUITY		權益		
Equity attributable to owners of the Company		本公司擁有人應佔權益		
Share capital	37(b)	股本	6,388	5,308
Reserves		儲備	136,325	156,660
			142,713	161,968
Non-controlling interests		非控股權益	(9,900)	45,552
TOTAL EQUITY		權益總額	132,813	207,520

The consolidated financial statements on pages 76 to 299 were approved and authorised for issue by the Board of Directors on 29 June 2020 and are signed on its behalf by:

第76至299頁的綜合財務報表於二零二零年六月二十九日經由董事會批准及授權刊發，並由下列董事代表簽署：

Wang Xihua
王西華
Director
董事

Lai Wei Lam, William
賴偉林
Director
董事

The notes on pages 84 to 299 form an integral part of these financial statements.

第84至299頁的附註屬本財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Merger reserve	Statutory reserve	Translation reserve	Share option reserve	Convertible bonds equity reserve	Accumulated losses	Total	Non-controlling interests	Total Equity
		股本	股份溢價	合併儲備	法定儲備	換算儲備	購股權儲備	可換股債券權益儲備	累計虧損	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note 37 (c)(i))	(note 37 (c)(i))	(note 37 (c)(iii))	(note 37 (c)(iv))	(note 37 (c)(v))	(note 37 (c)(vi))	(note 37 (c)(vii))	(note 37 (c)(vii))	(note 37 (c)(vii))	(note 37 (c)(vii))	(note 37 (c)(vii))
		(附註37 (c)(i))	(附註37 (c)(i))	(附註37 (c)(iii))	(附註37 (c)(iv))	(附註37 (c)(v))	(附註37 (c)(vi))	(附註37 (c)(vii))	(附註37 (c)(vii))	(附註37 (c)(vii))	(附註37 (c)(vii))	(附註37 (c)(vii))
At 31 March 2018	於二零一八年三月三十一日	5,308	161,116	(10)	462	(272)	29,290	—	(81,103)	114,791	51,944	166,735
Impact on initial application of HKFRS 9	首次應用香港財務報告準則第9號的影響	—	—	—	—	—	—	—	(842)	(842)	—	(842)
Impact on initial application of HKFRS 15	首次應用香港財務報告準則第15號的影響	—	—	—	—	—	—	—	224	224	—	224
Adjusted balance at 1 April 2018	於二零一八年四月一日 調整後結餘	5,308	161,116	(10)	462	(272)	29,290	—	(81,721)	114,173	51,944	166,117
Changes in equity for 2019:	二零一九年權益變動:											
Loss for the year	年內虧損	—	—	—	—	—	—	—	(4,344)	(4,344)	(6,367)	(10,711)
Other comprehensive loss:	其他全面虧損:											
Exchange differences on translation of financial statements of foreign operations	換算外國業務財務報表時的匯兌差額	—	—	—	—	(309)	—	—	—	(309)	(20)	(329)
Release of translation reserve upon deregistration of subsidiaries	於附屬公司撤銷註冊時解除換算儲備	—	—	—	—	(151)	—	—	—	(151)	—	(151)
Total comprehensive loss for the year	年內全面虧損總額	—	—	—	—	(460)	—	—	(4,344)	(4,804)	(6,387)	(11,191)
Equity-settled share-based payments	以股權結算以股份支付之開支	—	—	—	—	—	37,007	—	—	37,007	—	37,007
Share options lapsed	已失效購股權	—	—	—	—	—	(21,920)	—	21,920	—	—	—
Recognition of equity component of convertible bonds, net of related transaction costs	確認可換股債券權益部分，扣除相關交易成本	—	—	—	—	—	—	15,592	—	15,592	—	15,592
Disposal of a subsidiary (note 41(c))	出售一間附屬公司(附註41(c))	—	—	—	—	—	—	—	—	—	(5)	(5)
At 31 March 2019	於二零一九年三月三十一日	5,308	161,116	(10)	462	(732)	44,377	15,592	(64,145)	161,968	45,552	207,520
At 31 March 2019	於二零一九年三月三十一日	5,308	161,116	(10)	462	(732)	44,377	15,592	(64,145)	161,968	45,552	207,520
Impact on initial application of HKFRS 16	首次應用香港財務報告準則第16號的影響	—	—	—	—	—	—	—	(55)	(55)	(10)	(65)
Adjusted balance at 1 April 2019	於二零一九年四月一日 調整後結餘	5,308	161,116	(10)	462	(732)	44,377	15,592	(64,200)	161,913	45,542	207,455
Changes in equity for 2020:	二零二零年權益變動:											
Loss for the year	年內虧損	—	—	—	—	—	—	—	(139,690)	(139,690)	(11,977)	(151,667)
Other comprehensive loss:	其他全面虧損:											
Exchange differences on translation of financial statements of foreign operations	換算外國業務財務報表時的匯兌差額	—	—	—	—	402	—	—	—	402	390	792
Total comprehensive loss for the year	年內全面虧損總額	—	—	—	—	402	—	—	(139,690)	(139,288)	(11,587)	(150,875)
Equity-settled share-based payments	以股權結算以股份支付之開支	—	—	—	—	—	7,100	—	—	7,100	—	7,100
Share options lapsed	已失效購股權	—	—	—	—	—	(31,261)	—	31,261	—	—	—
Shares issued upon exercise of share options under the share options scheme (note 37(b)(ii))	行使購股權計劃下購股權後發行股份(附註37(b)(ii))	108	15,420	—	—	—	(3,917)	—	—	11,611	—	11,611
Recognition of equity component of convertible bonds, net of related transaction costs	確認可換股債券權益部分，扣除相關交易成本	—	—	—	—	—	—	9,364	—	9,364	—	9,364
Shares issued upon conversion of convertible bonds (note 37(b)(iii))	於轉換可換股債券後發行股份(附註37(b)(iii))	914	106,766	—	—	—	—	(15,592)	—	92,088	—	92,088
Redemption of convertible bonds (note 33(c))	贖回可換股債券(附註33(c))	—	—	—	—	—	—	(4,422)	(5,431)	(9,853)	—	(9,853)
Shares issued upon completion of placing (note 37(b)(i))	於配售事項完成後發行股份(附註37(b)(i))	58	9,942	—	—	—	—	—	—	10,000	—	10,000
Transaction costs attributable to issue of new ordinary shares from placing (note 37(b)(i))	因配售而發行新普通股應佔之交易成本(附註37(b)(i))	—	(222)	—	—	—	—	—	—	(222)	—	(222)
Disposal of subsidiaries (note 12(a))	出售一間附屬公司(附註12(a))	—	—	—	—	—	—	—	—	—	(43,855)	(43,855)
At 31 March 2020	於二零二零年三月三十一日	6,388	293,022	(10)	462	(330)	16,299	4,942	(178,060)	142,713	(9,900)	132,813



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

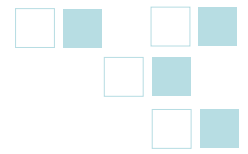
			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
OPERATING ACTIVITIES				
(Loss)/profit before taxation	經營業務	除稅前(虧損)/溢利		
From continuing operations		來自持續經營業務	(55,481)	2,228
From discontinued operations		來自已終止經營業務	(94,490)	(2,721)
Adjustments for:		就以下各項所作調整：		
Finance costs		融資成本	37,276	20,968
Write-down of inventories		撇減存貨	3,157	1,950
Reversal of write-down of inventories	22(b)	撇減存貨撥回	(1,647)	(1,854)
Share of profit of an associate		應佔聯營公司溢利	(1,954)	(3,400)
Depreciation on property, plant and equipment		物業、廠房及設備折舊	8,361	8,785
Depreciation of right-of-use assets	16	使用權資產折舊	6,276	—
Amortisation of intangible assets	18	無形資產攤銷	5,032	7,203
Impairment loss on intangible assets	19	無形資產減值虧損	21,064	—
Impairment loss on goodwill	19	商譽減值虧損	45,567	—
Impairment loss on interest in an associate		於一間聯營公司的權益減值虧損		
	21		28,071	—
Impairment loss on property, plant and equipment		物業、廠房及設備減值虧損		
	16		677	—
Impairment loss on deposits		存款減值虧損	1,000	—
Impairment loss on trade receivables	23	應收賬款減值虧損	33,070	1,875
Reversal of trade receivables		應收賬款撥回	(646)	—
Bank interest income		銀行利息收入	(8)	(20)
Net loss/(gain) on disposal of subsidiaries	7	出售附屬公司的虧損/(收益)淨額	66,344	(4,090)
Net loss on disposal of property, plant and equipment		出售物業、廠房及設備的虧損淨額	2,019	1,256
Gain arising from termination of leases		終止租賃產生的收益	(35)	—
Fair value change of an investment property		投資物業公平值變動	4,630	(752)
Fair value change of contingent consideration receivable	17	或然應收代價公平值變動		
	25		(1,735)	—
Fair value change of convertible bonds		可換股債券公平值變動	(7,742)	(47,768)
Fair value change of contingent consideration payables	33(a)	或然應付代價公平值變動		
	32		(55,336)	(23,049)
Fair value change of promissory notes payable		應付承兌票據公平值變動	(9,966)	(7,007)
Equity-settled share-based payments	34(a)	以股權結算以股份支付之開支	7,100	37,007
Waiver of other payables	8(a)	豁免其他應付款項	(15)	—
Gain on early settlement of promissory notes payable	7	提早結付應付承兌票據的收益	(13,419)	—
Gain on early settlement of convertible bonds	7	提早結付可換股債券的收益	(3,748)	—
			23,422	(9,389)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Changes in working capital	營運資金變動			
Increase in inventories	存貨增加		(4,377)	(3,477)
Increase in trade and other receivables	應收賬款及其他應收款項增加		(43,300)	(30,650)
Increase in trade and other payables	應付賬款及其他應付款項增加		37,629	23,366
(Decrease)/increase in contract liabilities	合約負債(減少)/增加		(555)	1,067
(Decrease)/increase in refund liabilities	退款負債(減少)/增加		(136)	387
Decrease in amounts due to non-controlling interests	應付非控股權益款項減少		(1,140)	(19)
Cash generated from/(used in) operations	來自/(用於)經營業務的現金		11,543	(18,715)
Hong Kong Profits Tax refunded	已退香港利得稅		105	296
Hong Kong Profits Tax paid	已繳香港利得稅		(14,153)	(4,248)
The People's Republic of China (the "PRC") Enterprise Income Tax ("EIT") refunded	已退中華人民共和國(「中國」)企業所得稅(「企業所得稅」)		—	35
PRC EIT paid	已繳中國企業所得稅		—	(289)
NET CASH USED IN OPERATING ACTIVITIES	用於經營業務的現金淨額		(2,505)	(22,921)
INVESTING ACTIVITIES	投資活動			
Purchase of property, plant and equipment	購買物業、廠房及設備	16	(3,211)	(6,030)
Proceeds from sale of property, plant and equipment	銷售物業、廠房及設備的所得款項		—	96
Direct costs attributable to the purchase of right-of-use assets	收購使用權資產應佔直接成本		(9)	—
Partial consideration paid for investment in an associate	於聯營公司的投資之已付部份代價		(9,000)	(55,000)
Bank interest received	已收銀行利息		8	20
Consideration received for disposal of subsidiaries, net of cash disposed	出售附屬公司的已收代價，扣除已出售現金		4,152	31,007
Transaction costs paid for disposal of subsidiaries	出售附屬公司的已付交易成本		(173)	(921)
Net cash outflow from business combinations, net of cash acquired	業務合併之現金流出淨額，扣除所得現金	39	—	(38,069)
Net cash outflow from acquisition of assets through acquisition of a subsidiary	透過收購一間附屬公司收購資產之現金流出淨額	40	—	(7,465)
NET CASH USED IN INVESTING ACTIVITIES	用於投資活動的現金淨額		(8,233)	(76,362)



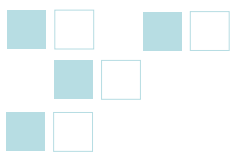
CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

	Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
FINANCING ACTIVITIES			
Repayment of bank borrowings		(3,410)	(3,102)
Proceeds from new bank borrowings		—	14,000
Proceeds from other new borrowings		73,000	21,000
Repayment of lease liabilities		(6,219)	—
Interest paid		(25,526)	(18,817)
Repayment of other borrowings		(40,000)	—
Repayment of promissory notes payable		(10,000)	(20,000)
Payment for early redemption of convertible bonds		(21,000)	—
Proceeds from issuance of convertible bonds, net of transaction costs		178,055	103,184
Repurchase of convertible bonds		—	(90,000)
Redemption of convertible bonds		(165,000)	—
Proceeds from shares issued by placing, net of transaction costs		9,778	—
Proceeds from shares issued under share options scheme		11,611	—
NET CASH GENERATED FROM FINANCING ACTIVITIES		1,289	6,265
NET DECREASE IN CASH AND CASH EQUIVALENTS		(9,449)	(93,018)
Effect of foreign exchange rate changes		839	(437)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		65,458	158,913
CASH AND CASH EQUIVALENTS AT END OF YEAR		56,848	65,458
Analysis of cash and cash equivalents:			
Cash and cash equivalents	26(b)	56,176	65,458
Cash and cash equivalents included in disposal group classified as held for sale	12(b)	672	—
		56,848	65,458

The notes on pages 84 to 299 form an integral part of these financial statements. 第84至299頁的附註屬本財務報表的一部分。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

1. CORPORATE INFORMATION

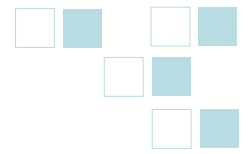
Shunten International (Holdings) Limited (the “**Company**”) was incorporated and domiciled in the Cayman Islands under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as an exempted company with limited liability on 5 December 2011. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company has established a principal place of business in Hong Kong at Unit A, 12/F, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong and has been registered as a non-Hong Kong company under the Hong Kong Companies Ordinance on 5 April 2012. The Company’s issued shares have been listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 11 October 2013. On 20 November 2015, the listing of the shares of the Company has been transferred from the GEM to the Main Board of the Stock Exchange (the “**Transfer of Listing**”).

The Company is an investment holding company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the sale, marketing and distribution of health and beauty supplements and products in Hong Kong and the PRC, provision of online advertising agency business, online payment business, e-commerce promotion business and game distribution business.

1. 公司資料

順騰國際(控股)有限公司(「本公司」)為一間於二零一一年十二月五日根據開曼群島法例第22章公司法(一九六一年法例3, 經綜合及修訂)在開曼群島註冊成立並以開曼群島為居駐地之獲豁免有限公司。其註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司於香港設立主要業務地點, 地址為香港干諾道中148號粵海投資大廈12樓A室, 並已於二零一二年四月五日根據香港公司條例註冊為非香港公司。本公司之已發行股份已自二零一三年十月十一日起於香港聯合交易所有限公司(「聯交所」)GEM上市。於二零一五年十一月二十日, 本公司之股份已由聯交所GEM轉往主板上市(「轉板上市」)。

本公司為投資控股及其附屬公司(統稱為「本集團」)主要於香港及中國從事銷售、推銷及分銷保健及美容補品及產品、提供線上廣告代理業務、線上支付業務、電子商務推廣業務及遊戲發行業務。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs which are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from the initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 March 2020 comprise the Company and its subsidiaries and the Group’s interest in an associate.

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). These financial statements are presented in Hong Kong dollars (“HK\$”), rounded to the nearest thousand except for per share data. HK\$ is the Company’s functional and the Group’s presentation currency.

2. 主要會計政策

(a) 合規聲明

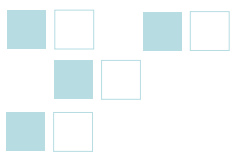
本財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的所有適用香港財務報告準則（「香港財務報告準則」）（包括所有適用的個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）及香港公認會計原則編製並符合香港公司條例的披露規定。該等財務報表亦遵守香港聯合交易所有限公司證券上市規則（「上市規則」）的適用披露條文。本集團採納的主要會計政策於下文披露。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，該等準則於本集團當前會計期間首次生效或可供提早採納。附註3提供與初次應用上述新發展所引致會計政策之任何變動有關之資料，該等發展於本期間及以往會計期間對本集團而言屬相關並在本財務報表中反映。

(b) 財務報表的編製基準

截至二零二零年三月三十一日止年度之綜合財務報表包括本公司及其附屬公司及本集團於一間聯營公司的權益。

計入本集團各實體財務報表之項目乃使用該實體經營所在之主要經濟環境之貨幣（「功能貨幣」）計量。除每股數據外，本財務報表以港元（「港元」）呈列，並四捨五入至千位數。港元為本公司之功能貨幣及本集團之呈列貨幣。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements

(Continued)

The measurement basis used in the preparation of the financial statements is the historical cost basis except for investment property, contingent consideration receivable, contingent consideration payables, promissory notes payable designated at fair value through profit or loss (“FVTPL”) and convertible bonds designated at FVTPL which are stated at their fair value as explained in the accounting policies set out below.

Disposal group held for sale are stated at the lower of carrying amount and fair value less costs to sell (note 2(cc)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the 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.

Judgements made by management in the application of HKFRSs that have a significant effect on the financial statements and key sources of estimation uncertainty are discussed in note 5.

2. 主要會計政策(續)

(b) 財務報表的編製基準(續)

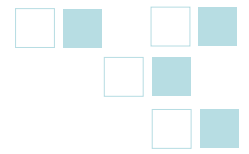
編製財務報表所用計量基準為歷史成本基準，惟下文載列之會計政策所述投資物業、或然應收代價、或然應付代價、指定按公平值計入損益（「按公平值計入損益」）的應付承兌票據及指定按公平值計入損益的可換股債券除外。

持作出售的出售組合以賬面值與公平值減銷售成本之間的較低者列賬（附註2(cc)）。

編製符合香港財務報告準則的財務報表，要求管理層作出可影響政策應用及所呈報資產、負債、收入及支出數額的判斷、估計及假設。這些估計及相關假設乃根據以往經驗和管理層因應當時情況認為合理的多項其他因素作出，其結果構成了管理層在無法依循其他途徑即時得知資產與負債的賬面值時所作出判斷的基礎，實際結果可能有別於估計數額。

估計及相關假設乃按持續基準檢討。倘會計估計的修訂僅影響某一期間，其影響將於該期間內確認；倘修訂對當前和未來期間均有影響，則在作出修訂的期間和未來期間內確認。

管理層就應用對財務報表有重大影響的香港財務報告準則所作的判斷，以及估計不明朗因素的主要來源，乃於附註5中討論。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

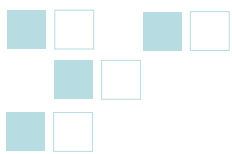
An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

2. 主要會計政策(續)

(c) 附屬公司及非控股權益

附屬公司是指本集團控制之實體。當本集團對某實體有控制權，是指本集團能夠或有權享有來自參與該實體業務之浮動回報，並能運用其權力以影響該等回報。在評估本集團是否有控制權時，只以實質權利(本集團及其他方所持有者)為考慮因素。

於附屬公司的投資計入由控制開始當日至控制終止當日的綜合財務報表。集團內公司間結餘，交易及現金流，以及集團內公司間交易所產生的任何未變現溢利，會在編製綜合財務報表時全數對銷。集團內公司間交易所引致未變現虧損的抵銷方法與未變現收益相同，但對銷額只限於並無證據顯示已出現減值的部分。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Subsidiaries and non-controlling interests (Continued)

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interest's proportional share of the subsidiary's net identifiable assets.

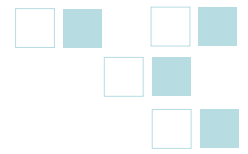
Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position.

2. 主要會計政策(續)

(c) 附屬公司及非控股權益(續)

非控股權益指於附屬公司權益中並非由本公司直接或間接應佔的部份，而本集團並無就此與該等權益的持有人協定任何額外條款，致使本集團整體就該等權益承擔符合財務負債定義的合約責任。就每項業務合併而言，本集團可選擇按公平值或按非控股權益應佔附屬公司可識別資產淨值的比例來計量任何非控股權益。

非控股權益乃於綜合財務狀況表的權益中與本公司擁有人應佔的股權分開呈列。於本集團業績內的非控股權益在綜合損益及其他全面收益表內以年內分配予非控股權益與本公司擁有人的總溢利或虧損及全面收益總額方式列報。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉導致非控股權益出現虧絀結餘。非控股權益持有人提供的貸款及向該等持有人承擔的其他合約責任乃於綜合財務狀況表列作財務負債。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Subsidiaries and non-controlling interests (Continued)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in the relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(1)(ii)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

2. 主要會計政策(續)

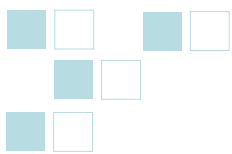
(c) 附屬公司及非控股權益(續)

本集團於現有附屬公司的所有者權益變動

本集團將不導致失去控股權的附屬公司權益變動按權益交易方式入賬，即只調整在綜合權益內的控股及非控股權益的金額以反映其相關權益的變動，但不調整商譽及確認盈虧。

當本集團失去對一家附屬公司的控股權時，將按出售該附屬公司的所有權益入賬，而所產生的盈虧則於損益確認。任何在失去控股權當日仍保留於該前附屬公司的權益按公平值確認，而此金額被視為初步確認財務資產的公平值，或(如適用)初步確認於聯營公司或合資企業投資的成本。

在本公司財務狀況表中，於附屬公司的投資是按成本減去減值虧損(見附註2(1)(ii))後入賬，除非此項投資分類為持作出售(或計入分類為持作出售的出售組合)。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Associate

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note 2(1)(ii)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

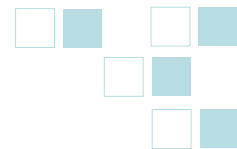
2. 主要會計政策(續)

(d) 聯營公司

聯營公司是指本集團或本公司可以對其發揮重大影響力但並非控制或共同控制其管理(包括參與財務及經營決策)之實體。

於聯營公司的投資，除已分類為持作出售(或計入分類為持作出售的出售組合內)外，乃按權益法於綜合財務報表入賬。根據權益法，該項投資初步以成本入賬，並就本集團分佔該投資對象可識別資產淨值的收購日期公平值超出投資成本(如有)的差額作出調整。投資成本包括購買價、與收購該投資直接有關的其他成本，及構成本集團權益投資一部份的於該聯營公司的任何直接投資。其後該項投資因應本集團在收購後應佔該投資對象資產淨值的變動及任何投資相關的減值虧損而作出調整(見附註2(1)(ii))。於收購日超出成本的任何差額、本集團應佔該投資對象收購後的除稅後業績及年內任何減值虧損均在綜合損益表內確認，而本集團應佔該投資對象收購後的其他全面收益的除稅後項目，則在綜合損益及其他全面收益表內確認。

當本集團分佔聯營公司的虧損部分超出其於該聯營公司的權益時，本集團的權益將減至零，並且不再確認進一步虧損，惟倘本集團須承擔法律或推定責任，或代表該投資對象支付款項則除外。就此而言，本集團的權益乃按權益法計算的投資賬面值加上實質上構成本集團於該聯營公司的淨投資一部份的本集團長期權益。



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2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Associate (Continued)

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

(e) Business combinations

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

2. 主要會計政策(續)

(d) 聯營公司(續)

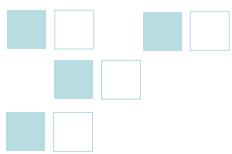
本集團與其聯營公司間之交易所產生的未變現溢利及虧損，均按本集團於該投資對象所佔的權益比例對銷，但倘未變現虧損證明已轉讓資產出現減值跡象，則該等未變現虧損會即時在損益中確認。

倘於聯營公司的投資變成於合營企業的投資(反之亦然)，則保留權益將不予重新計量，而有關投資將繼續按權益法入賬。

於所有其他情況下，當本集團對聯營公司不再有重大影響力時，按出售於該投資對象的全部權益入賬，由此而產生的收益或虧損於損益內確認。於本集團不再有重大影響力當日於前投資對象所保留的權益按公平值確認，而此金額被視為初步確認財務資產之公平值。

(e) 業務合併

收購業務採用收購法入賬。業務合併所轉讓之代價按公平值計量，而計算方法為本集團所轉讓資產、本集團向被收購方原擁有人承擔之負債及本集團為交換被收購方控制權所發行之股本權益於收購日期之公平值總額。有關收購之成本一般於產生時在損益中確認。



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2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Business combinations (Continued)

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

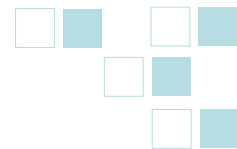
- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

2. 主要會計政策(續)

(e) 業務合併(續)

於收購日期，可識別所收購資產及所承擔負債按彼等之公平值確認，惟：

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債乃分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方之以股份為基礎付款交易有關或與用於取代被收購方以股份為基礎付款交易之本集團以股份為基礎付款交易有關之負債或股本工具，乃於收購日期根據香港財務報告準則第2號「以股份為基礎付款」計量；
- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」分類為持作出售之資產(或出售組合)乃根據該準則計量；及
- 租賃負債按其於收購日期(定義見香港財務報告準則第16號)的現值確認及計量，猶如所收購租賃為於收購日期的新租賃，惟(a)租期於收購日期起計12個月內結束；或(b)相關資產屬低價值的租賃除外。使用權資產按相關租賃負債的相同金額確認及計量，並作出調整以反映租賃條款優於或遜於市場條款。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Business combinations (Continued)

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

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

Where the consideration transferred by the Group in a business combination includes a contingent consideration arrangement (including the contingent consideration payables and promissory notes payable designated at FVTPL), the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

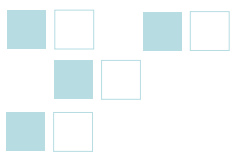
2. 主要會計政策(續)

(e) 業務合併(續)

商譽按所轉讓代價、於被收購方之任何非控股權益金額及收購方先前所持被收購方股本權益之公平值(如有)之總和超出可識別所收購資產及所承擔負債於收購日期之淨額之部分計量。倘於重新評估後,可識別所收購資產及所承擔負債於收購日期之淨額之部分超出所轉讓代價、於被收購方之任何非控股權益金額及收購方先前所持被收購方權益之公平值(如有)之總和,超出金額即時於損益中確認為議價收購收益。

屬現時擁有權益且於清盤時讓持有人有權按比例分佔有關附屬公司淨資產之非控股權益,初步按非控股權益應佔被收購方可識別資產淨值的已確認金額比例或按公平值計量。計量基準乃視乎每項交易作出選擇。其他類別之非控股權益以其公平值計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排(包括或然應付代價及指定按公平值計入損益的應付承兌票據),或然代價按其收購日期公平值計算並視為於業務合併中所轉讓之代價一部份。或然代價之公平值變動(如符合計量期間調整資格)可追溯調整。計量期間調整為於「計量期間」就於收購日期存在之事實及情況獲得額外資訊而引致之調整。計量期間不超過收購日期起計一年內。



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2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Business combinations (Continued)

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

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

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

(f) Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to investment property which is subsequently measured under fair value model and the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

2. 主要會計政策(續)

(e) 業務合併(續)

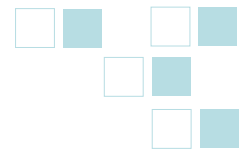
不符合計量期間調整資格之或然代價之隨後入賬，取決於或然代價如何劃分。劃分為權益之或然代價並無於隨後申報日期重新計算，而其後結算於權益內入賬。劃分為資產或負債之或然代價於隨後申報日期重新計算為公平值，而相應之收益或虧損於損益中確認。

倘業務合併分階段完成，本集團先前持有被收購方權益重新計算至收購日期(即本集團獲得控制權當日)之公平值，而所產生之收益或虧損(如有)於損益或其他全面收益(如適用)確認。在收購日前於其他全面收益中先前已確認及根據香港財務報告準則第9號計量的來自被收購方權益之金額將按本集團直接出售先前所持有的股權所規定的同一基準入賬。

倘於合併發生之報告期末仍未完成業務合併之初步會計處理，本集團則就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間(見上文)內作出追溯調整，且確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況之新資料，而倘知悉該等資料，將會影響於當日確認之金額。

(f) 收購並非構成業務的附屬公司

當本集團收購並不構成業務的資產及負債組別，則本集團識別及確認所收購個別可識別資產及所承擔負債，方式為首先將購買價按各自的公平值分配至其後根據公平值模型計量的投資物業以及財務資產及財務負債，購買價餘額繼而分配至其他可識別資產及負債，基準為按其於購買日期的相對公平值。該交易不會產生商譽或議價收購收益。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Ownership interests in leasehold land and building

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “right-of-use assets” (upon application of HKFRS 16) or “prepaid lease payments” (before application of HKFRS 16) in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

2. 主要會計政策(續)

(g) 物業、廠房及設備

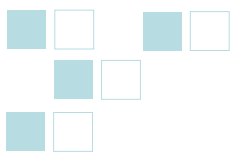
物業、廠房及設備為持有作生產或供應貨品或服務所用，或作行政用途之有形資產。物業、廠房及設備乃按成本值減其後累積折舊及其後累積減值虧損(如有)後於綜合財務狀況表列賬。

於租賃土地及樓宇的擁有權權益

當本集團就物業的擁有權權益(包括租賃土地及樓宇成分)付款時，全部代價於租賃土地及樓宇成分之間按初步確認時的相對公平值的比例分配。

在相關付款可作可靠分配的情況下，入賬列為經營租約的租賃土地權益於綜合財務狀況表中呈列為「使用權資產」(應用香港財務報告準則第16號後)或「預付租賃款項」(應用香港財務報告準則第16號前)。當代價無法在相關租賃土地的非租賃樓宇成分及未分割權益之間可靠分配時，整項物業分類為物業、廠房及設備。

確認的折舊乃以撇銷資產之成本減去其剩餘價值後在估計可使用年期用直線法計算。估計可使用年期、剩餘價值及折舊方法會在各報告期末覆核，而任何估計變動的影響按未來適用法入賬。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Property, plant and equipment (Continued)

The property, plant and equipment are depreciated on the straight-line basis over their estimated useful lives, at the following rates per annum:

Leasehold land and buildings	Over the shorter of the terms or 50 years
Leasehold improvements	20%–33% per annum or over the lease term, if shorter
Plant and machinery	30%–33% per annum
Furniture, fixtures and equipment	20%–33% per annum
Motor vehicles	20%–30% per annum

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2. 主要會計政策(續)

(g) 物業、廠房及設備(續)

物業、廠房及設備以直線基準於估計可使用年期按以下年比率折舊：

租賃土地及樓宇	於租期或50年兩者中之較短者
租賃裝修	每年20%–33%或於租期(以較短者為準)
廠房及機器	每年30%–33%
傢俬、固定裝置及設備	每年20%–33%
汽車	每年20%–30%

物業、廠房及設備項目待出售後或當並無未來經濟利益預期自資產之持續使用中產生時終止確認。物業、廠房及設備項目待出售或報廢後產生之任何損益釐定作銷售所得款項與資產賬面值之差異，並於損益確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose.

Effective from 1 April 2019, investment properties also include leased properties which are being recognised as right-of-use assets upon application of HKFRS 16 and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Effective 1 April 2019, a leased property which is recognised as a right-of-use asset upon application of HKFRS 16 is derecognised if the Group as intermediate lessor classifies the sublease as a finance lease. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

2. 主要會計政策(續)

(h) 投資物業

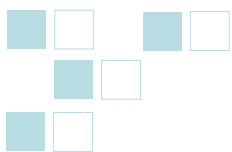
投資物業乃持有作收取租金及／或資本增值用途之物業。投資物業包括持作待日後用途之土地，有關土地視為持作資本增值用途。

自二零一九年四月一日起，投資物業亦包括當應用香港財務報告準則第16號後確認為使用權資產及由本集團根據經營租賃分租的租賃物業。

投資物業首次確認時按成本計量，包括任何直接應佔開支。首次確認後，投資物業按公平值計量，並作出調整以撇除任何預付或應計經營租賃收入。

投資物業公平值變動產生之盈虧，計入產生期間之損益。

投資物業於出售，或當永久停止使用該投資物業，且預期出售該投資物業不會產生未來經濟利益時終止確認。自二零一九年四月一日起，倘本集團以中介出租人身份將分租歸類為融資租賃，則應用香港財務報告準則第16號後確認為使用權資產的租賃物業被終止確認。終止確認有關資產所產生之任何盈虧按出售所得款項淨額與該資產賬面值間之差額計算，計入終止確認物業期間之損益。



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2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Intangible assets (other than goodwill)

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

— Product development rights	7 years
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2. 主要會計政策(續)

(i) 無形資產(商譽除外)

個別收購的無形資產

個別收購且具備有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損入賬。有限可使用年期之無形資產攤銷於其估計可使用年期內按直線基準計提。估計可使用年期及攤銷法於各報告期末檢討，而估計之任何變動影響按未來適用法予以入賬。個別收購的無限可用年期無形資產則按成本減日後累計減值虧損入賬。

以下具有有限使用年期之無形資產由可供使用當日起攤銷，其估計可使用年期如下：

— 產品開發權	7年
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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) **Intangible assets (other than goodwill)** (Continued)
Internally-generated intangible assets — research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2. 主要會計政策(續)

(i) **無形資產(商譽除外)(續)**
內部產生的無形資產 — 研發開支

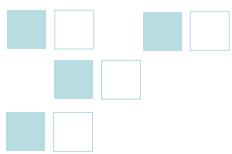
研究活動的支出於產生期間確認為開支。

因開發活動(或內部項目發展階段)而從內部產生的無形資產僅會在符合以下所有條件時方予以確認:

- 完成無形資產使其可供使用或銷售的技術可行性;
- 完成無形資產使其可供使用或銷售的意向;
- 使用或銷售無形資產的能力;
- 無形資產如何產生未來經濟利益;
- 具有足夠技術、財務和其他資源以完成其發展,並使用及銷售無形資產;及
- 能夠可靠計量開發無形資產時的應佔開支。

就內部產生無形資產初步確認的金額為無形資產首次符合上述確認條件當日起所產生的開支總和。倘並無內部產生的無形資產可予確認,開發開支會於產生期間在損益中確認。

初步確認後,內部產生的無形資產乃按成本減累計攤銷及累計減值虧損,並按與已個別收購的無形資產相同的基準分開計量。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Intangible assets (other than goodwill) (Continued)

Intangible assets acquired in business combinations

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

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

- *Customer relationship*
Customer relationship acquired in a business combination are recognised at fair value at the acquisition date. Customer relationship has a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method of 5 years over the expected life of the customer relationship.
- *Brand name*
Brand name acquired in a business combination are recognised at fair value at the acquisition date. Brand name has a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method of 5 years over the expected life of the brand name.
- *Sales distribution channel*
Sales distribution channel acquired in a business combination are recognised at fair value at the acquisition date. Sales distribution channel has a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method of 5 years over the expected life of the sales distribution channel.

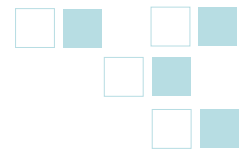
2. 主要會計政策(續)

(i) 無形資產(商譽除外)(續)

於業務合併中所收購之無形資產
業務合併過程中收購之無形資產會與商譽分開確認，並按收購日期之公平值(被視為其成本)初步確認。

初步確認後，於業務合併中所收購之具有限可使用年期之無形資產按與獨立收購之無形資產相同的基準，以成本減累計攤銷及累計減值虧損呈報。於業務合併中所收購之具無限可使用年期之無形資產按成本減任何其後累計之減值虧損列賬。

- *客戶關係*
於業務合併中獲得的客戶關係於收購日期按公平值確認。客戶關係的使用年期有限及按成本減累計攤銷入賬。攤銷乃於客戶關係的預期年內使用五年直線法計算。
- *品牌名稱*
於業務合併中獲得的品牌名稱於收購日期按公平值確認。品牌名稱的使用年期有限及按成本減累計攤銷入賬。攤銷乃於品牌名稱的預期年內使用五年直線法計算。
- *銷售分銷渠道*
於業務合併中獲得的銷售分銷渠道於收購日期按公平值確認。銷售分銷渠道的使用年期有限及按成本減累計攤銷入賬。攤銷乃於銷售分銷渠道的預期年內使用五年直線法計算。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Intangible assets (other than goodwill) (Continued)

Intangible assets acquired in business combinations

(Continued)

- *Licensing agreements*

Licensing agreements acquired in the business combinations represent (i) the licensing agreement with finite useful life in respect of the rights to deal with gd.qq.com as the exclusive and sole advertising agency in Hong Kong for the operation of the online advertising agency business and (ii) the licensing agreement with indefinite life for authorising the Group to be one of the online payment service providers in Hong Kong for the operation of online payment business.

The licensing agreement with finite useful life acquired in a business combination is recognised at fair value at the acquisition date and is subsequently carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the licensing agreement.

During the year ended 31 March 2019, the Group reviewed the estimated useful lives of intangible assets and changed the useful lives of the licensing agreement in respect of the rights to deal with gd.qq.com as the exclusive and sole advertising agency in Hong Kong for the operation of the online advertising agency business from 6 years to 15 years following the extension of the contracted period stipulated in a supplemental agreement. The effect of such changes in accounting estimates is set out in note 19.

2. 主要會計政策(續)

(i) 無形資產(商譽除外)(續)

於業務合併中所收購之無形資產

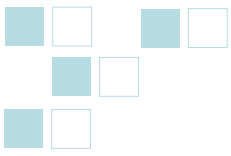
(續)

- 許可權協議

於業務合併獲得之許可權協議指(i)有關作為香港獨家及唯一廣告代理處理騰訊·大粵網經營線上廣告代理業務之權利之具有有限使用年期之許可權協議及(ii)授權本集團作為香港其中一家線上支付服務供應商經營線上支付業務之具有無限使用年期之許可權協議。

於業務合併獲得之具有有限使用年期之許可權協議於收購日期按公平值確認，而隨後按成本減累計攤銷入賬。攤銷乃以直線法於許可權協議預期使用年內計算。

於截至二零一九年三月三十一日止年度，本集團已審閱無形資產的估計可用年期，並於延長補充協議訂明的合約期後，將有關作為香港獨家及唯一廣告代理處理騰訊·大粵網以經營線上廣告代理業務之權利之許可權協議的可用年期由6年更改為15年。該等會計估計變動的影響載於附註19。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Intangible assets (other than goodwill) (Continued)

Intangible assets acquired in business combinations

(Continued)

• *Licensing agreements (Continued)*

The licensing agreement with indefinite life acquired in a business combination is recognised at fair value at the acquisition date and is subsequently carried at cost less accumulated impairment losses. Since the licensing agreement is automatically renewed without any cost to be incurred, the management considered that the Group has control over the intangible assets with indefinite life and has no foreseeable limit to the period over which the Group can use to generate net cash flows. As a result, this licensing agreement is considered by the management of the Group as having an indefinite useful life because they are expected to contribute to net cash inflows indefinitely. The licensing agreement with indefinite life will not be amortised until their useful lives are determined to be finite. Instead they will be tested for impairment annually and whenever there is an indication that they may be impaired.

Club membership

Club membership with indefinite useful life is stated at cost less any impairment losses. Impairment is reviewed annually or when there is any indication that the club membership has suffered an impairment loss.

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

Derecognition of intangible assets

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

2. 主要會計政策(續)

(i) 無形資產(商譽除外)(續)

於業務合併中所收購之無形資產 (續)

• 許可權協議(續)

於業務合併獲得之具有無限使用年期之許可權協議於收購日期按公平值確認，而隨後按成本減累計減值虧損入賬。由於許可權協議乃自動續期且不會產生任何費用，管理層認為，本集團對具無限可使用年期之無形資產擁有控制權，且並無本集團可用於產生淨現金流量之可見限期。因此，該許可權協議被本集團管理層視為具有無限使用年期，原因是預期該許可權協議無限期貢獻現金流入淨額。具無限使用年期之許可權協議於其使用年期被釐定為有限前將不會攤銷，而每年及每當有跡象顯示可能出現減值時將會進行減值測試。

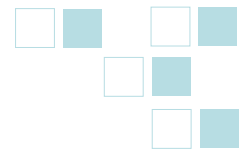
俱樂部會籍

具無限可使用年期之俱樂部會籍乃按成本減任何減值虧損列賬。俱樂部會籍將於每年或當有任何跡象顯示出現減值虧損時進行減值檢討。

倘資產之賬面值超過其估計可收回價值，其賬面值將即時被減值至其可收回價值。

終止確認無形資產

無形資產於出售時或當使用或出售預期不會產生任何日後經濟利益時終止確認。終止確認無形資產所產生的盈虧，乃按出售所得款項淨額與資產賬面值之間的差額計量，並於終止確認資產時於損益確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Goodwill

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

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

2. 主要會計政策(續)

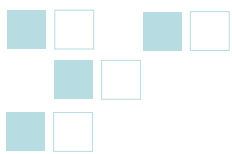
(j) 商譽

收購業務產生之商譽乃按於收購業務當日確立之成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽乃被分配至預期從合併之協同效應中受益之本集團各現金產生單位(或現金產生單位組別)，而現金產生單位為就內部管理監察商譽的不大於經營分部之最低級別。

已獲分配商譽之現金產生單位(或現金產生單位組別)每年或於單位有可能出現減值之跡象時更頻繁地進行減值測試。就於某個報告期之收購所產生之商譽而言，已獲分配商譽之現金產生單位(或現金產生單位組別)於該報告期末之前進行減值測試。當可收回金額少於該單位之賬面值，則減值虧損首先被分配，以削減分配至任何商譽之賬面值，其後以單位(或現金產生單位組別)各資產之賬面值為基準按比例分配至其他資產。

出售相關現金產生單位或現金產生單位組別內的任何現金產生單位時，會於釐定出售的損益金額時計入商譽的應佔金額。當本集團出售現金產生單位(或現金產生單位組別內的一個現金產生單位)內的業務時，所出售商譽金額按所出售業務(或現金產生單位)與所保留現金單位(或現金產生單位組別)部分的相對價值計量。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 3(b))

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

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

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3(b))

Allocation of consideration to components of a contract

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

Non-lease components are separated from lease component on the basis of their relative stand-alone prices.

Short-term leases and leases of low-value assets

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

2. 主要會計政策(續)

(k) 租賃

租賃的定義(根據附註3(b)之過渡條文應用香港財務報告準則第16號後)

如果合同賦予在一段時期內控制一項已識別資產的使用的權利以換取代價，則該合同是一項租賃或包含一項租賃。

對於首次應用日期或之後訂立或修訂或業務合併產生的合同，本集團根據香港財務報告準則第16號項下的定義，於開始日、修訂日或收購日(如適用)評估合同是否是一項租賃或包含一項租賃。除非合同條款和條件在後續發生變更，否則不會對此類合同進行重新評估。

本集團作為承租人(根據附註3(b)之過渡條文應用香港財務報告準則第16號後)

將代價分攤至合同的各組成部分倘合同包含一個租賃成分以及一個或多個額外的租賃或非租賃成分，則本集團應基於租賃成分的相關單獨價格及非租賃成分的單獨價格總和，將合同中的代價在各租賃成分之間進行分攤。

根據相對獨立價格，非租賃組成部分與租賃組成部分區分開。

短期租賃和低價值資產租賃

本集團對從租賃日開始日租賃期為12個月或更短的租賃及不包含購買選擇權的辦事處租賃應用短期租賃的確認豁免。本集團亦對低價值資產租賃應用該項確認豁免。短期租賃和低價值資產租賃的付款額在租賃期內採用直線法或另一種有系統基準確認為費用。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Leases (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

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

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

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

The Group presents right-of-use assets that do not meet the definition of investment property or inventory as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

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

2. 主要會計政策(續)

(k) 租賃(續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 在開始日或之前支付的任何租賃付款，減去所取得的任何租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在地或將相關資產恢復至租賃條款和條件所規定的狀態所產生的估計成本。

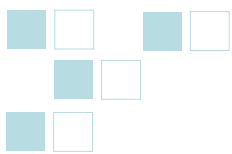
使用權資產按成本減去任何累計折舊和減值虧損進行計量，並對租賃負債的任何重新計量作出調整。

對於本集團可合理確定在租賃期結束時取得相關租賃資產所有權的使用權資產，自始至可使用年期結束的期間內計提折舊。否則，使用權資產應按估計可使用年期和租賃期兩者中的較短者以直線基準計提折舊。

本集團將不符合投資物業或存貨定義的使用權資產作為單獨項目於綜合財務狀況表中呈列。

可退還租賃按金

已支付的可退還租賃按金根據香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)入賬，並且按公平值進行初始計量。初步確認時的公平值調整視為額外租賃付款並計入使用權資產的成本。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Leases (Continued)

Lease liabilities

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable; and
- amounts expected to be payable by the Group under residual value guarantees.

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

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

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

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

2. 主要會計政策(續)

(k) 租賃(續)

租賃負債

在租賃期開始日，本集團應當按該日尚未支付的租賃付款現值確認及計量租賃負債。在計算租賃付款的現值時，如果不易於確定租賃的內含利率，本集團則使用租賃期開始日的增量借款利率。

租賃付款包括：

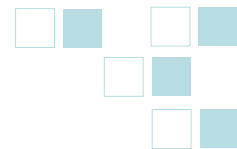
- 固定付款額(包括實質上的固定付款額)，減去應收的任何租賃優惠；及
- 本集團預期應支付的剩餘價值擔保金額。

租賃期開始日之後，租賃負債通過利息增加和租賃付款進行調整。

如果符合下述兩種情況之一，本集團對租賃負債進行重新計量(並對相關使用權資產進行相應調整)：

- 租賃期發生變化或對行使購買選擇權的評估發生變化，在此情況下，使用重新評估日修改後的折現率對修正後的租賃付款進行折現以重新計量相關的租賃負債。
- 租賃付款因市場租金審查後的市場租金變化/保證剩餘價值下的預期付款而變化，在此情況下，使用初始折現率對修正後的租賃付款進行折現以重新計量相關的租賃負債。

本集團在綜合財務狀況表中將租賃負債作為單獨的項目呈列。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Leases (Continued)

Lease modifications

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

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

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

The Group accounts for the remeasurement of lease liabilities and lease incentives from lessor by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified 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.

2. 主要會計政策(續)

(k) 租賃(續)

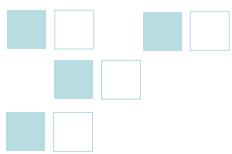
租賃修改

如果同時符合以下條件，本集團將租賃修改作為一項單獨租賃進行會計處理：

- 該修改通過增加對一項或多項相關資產的使用權擴大了租賃範圍；及
- 租賃代價增加的金額與針對擴大租賃範圍的單獨價格及為反映特定合同的具體情況而對單獨價格作出的任何適當的調整相稱。

對於不作為一項單獨租賃進行會計處理的租賃修改，在租賃修改的生效日，本集團根據修改後租賃的租賃期，通過使用修改後的折現率對修改後的租賃付款進行折現以重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，對租賃負債及來自出租人的租賃優惠的重新計量進行會計處理。當修改後的合同包含租賃組成部分和一個或多個其他租賃或非租賃組成部分時，本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將修改後的合同中的代價分配至每個租賃組成部分。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Leases (Continued)

The Group as a lessee (prior to 1 April 2019)

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

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Lease incentives relating to operating leases are considered as integral part of lease payments, the aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

2. 主要會計政策(續)

(k) 租賃(續)

本集團作為承租人(於二零一九年四月一日之前)

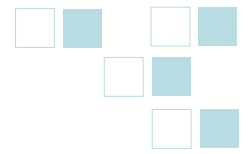
倘租賃之條款將擁有權之絕大部分所有風險及回報轉予承租人時，則租賃歸類為融資租賃。所有其他租賃歸類為經營租賃。

根據融資租賃持有的資產按其租期開始時的公平值或按最低租賃付款的現值(以較低者為準)確認為本集團資產。出租人的相應負債計入綜合財務狀況表，列為融資租賃責任。

租賃付款乃於融資開支及租賃責任扣減之間分配，以就餘下的負債結餘達致一致的利率。融資開支即時於損益確認，除非其與合資格資產直接相關，則根據本集團有關借貸成本的一般政策資本化。或然租金於產生期間確認為開支。

經營租賃付款(包括根據經營租賃持有的土地收購成本)按直線法於租期內確認為開支。根據經營租賃產生的或然租金於產生期間確認為開支。

與經營租賃有關的租賃優惠視作租賃付款的一部分，而優惠的總利益按直線法確認為租賃開支的扣減，除非另一種系統基準更能反映消耗租賃資產所產生的經濟利益的時間模式，則作別論。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(1) Credit losses and impairment of assets

(i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit loss (“ECL”) on the financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and promissory notes receivable).

Financial assets measured at fair value are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof; and
- variable-rate financial assets: current effective interest rate.

2. 主要會計政策(續)

(1) 信貸虧損及資產減值

(i) 財務工具之信貸虧損

本集團就按攤銷成本計量之財務資產(包括現金及現金等價物、應收賬款及其他應收款項及應收承兌票據)確認預期信貸虧損(「預期信貸虧損」)之虧損撥備。

按公平值計量之財務資產毋須進行預期信貸虧損評估。

計量預期信貸虧損

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損以所有預期現金不足額的現值(即根據合約應付予本集團的現金流量與本集團預計收取的現金流量之間的差額)計量。

倘貼現的影響重大,則預期現金不足金額將使用以下貼現率貼現:

- 定息財務資產及應收賬款及其他應收款項:於初步確認時釐定的實際利率或其近似值;及
- 浮息財務資產:當前實際利率。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(1) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Measurement of ECLs (Continued)

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

2. 主要會計政策(續)

(1) 信貸虧損及資產減值(續)

(i) 財務工具之信貸虧損(續)

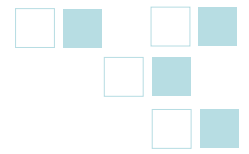
計量預期信貸虧損(續)

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。

於計量預期信貸虧損時，本集團會考慮在無需付出過多成本及努力下即可獲得的合理可靠資料。此項包括有關過往事件、現時狀況及未來經濟狀況預測的資料。

預期信貸虧損將採用以下基準計量：

- 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虧損；及
- 全期預期信貸虧損：指預期信貸虧損模式適用項目之預期年內所有可能違約事件而導致的預期虧損。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(1) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Measurement of ECLs (Continued)

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) 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 (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

2. 主要會計政策(續)

(1) 信貸虧損及資產減值(續)

(i) 財務工具之信貸虧損(續)

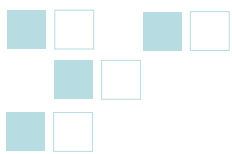
計量預期信貸虧損(續)

應收賬款之虧損撥備於任何時候皆按等同於全期預期信貸虧損的金額計量。於報告日期，該等財務資產的預期信貸虧損乃根據本集團的過往信貸虧損經驗使用撥備矩陣進行評估，根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。

至於所有其他財務工具，本集團會以相等於12個月的預期信貸虧損金額確認虧損撥備，除非自初步確認後該財務工具的信貸風險大幅上升，在此情況下，虧損撥備會以相等於全期預期信貸虧損金額計量。

信貸風險大幅上升

評估財務工具的信貸風險自初步確認以來有否大幅上升時，本集團會比較於報告日期與於初步確認日期評估的財務工具發生違約的風險。進行此重新評估時，本集團於下列情況下認為已發生違約事件：(i) 借款人不大可能在本集團無追索權採取行動(例如變現抵押(如持有))之情況下向本集團悉數履行其信貸責任；或(ii) 財務資產逾期90天。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在無需付出過多成本或努力下即可獲得的前瞻性資料。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(1) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued) Significant increases in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

2. 主要會計政策(續)

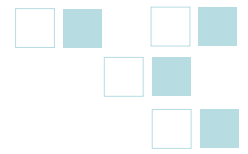
(1) 信貸虧損及資產減值(續)

(i) 財務工具之信貸虧損(續) 信貸風險大幅上升(續)

具體而言，評估信貸風險自初步確認以來有否大幅上升時會考慮以下資料：

- 未能於合約到期日支付本金或利息；
- 財務工具外部或內部信貸測評的實際或預期顯著惡化(如有)；
- 債務人經營業績的實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境的目前或預期變動對債務人履行其對本集團責任的能力有重大不利影響。

取決於財務工具的性質，信貸風險大幅上升的評估乃按個別基準或共同基準進行。倘評估按共同基準進行，財務工具則按共同的信貸風險特徵(如逾期狀況及信貸風險評級)進行分組。



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2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Significant increases in credit risk (Continued)

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Basis of calculation of interest income

Interest income recognised in accordance with note 2(z)(b)(i) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

2. 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(i) 財務工具之信貸虧損(續)

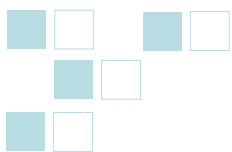
信貸風險大幅上升(續)

預期信貸虧損於各報告日期進行重新計量以反映財務工具自初步確認以來的信貸風險變動。預期信貸虧損的任何變動均於損益確認為減值收益或虧損。本集團就所有財務工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整。

計算利息收入之基準

根據附註2(z)(b)(i)確認之利息收入按財務資產的總賬面值計算，除非該財務資產出現信貸減值，在此情況下，利息收入按財務資產的攤銷成本(即總賬面值減虧損撥備)計算。

於各報告日期，本集團會評估財務資產是否出現信貸減值。當發生一項或多項對財務資產估計未來現金流量有不利影響的事件時，財務資產出現信貸減值。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(1) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Basis of calculation of interest income (Continued)

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

2. 主要會計政策(續)

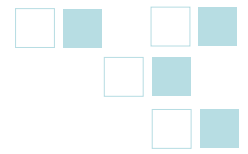
(1) 信貸虧損及資產減值(續)

(i) 財務工具之信貸虧損(續)

計算利息收入之基準(續)

財務資產信貸減值的證據包括以下可觀察事件：

- 債務人出現嚴重財務困難；
- 違反合約，如欠繳或拖欠利息或本金付款；
- 借款人很有可能將告破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動，對債務人有不利影響；或
- 抵押品的活躍市場因發行人出現財務困難而消失。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of non-financial assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets;
- intangible assets;
- goodwill;
- interest in an associate; and
- investments in subsidiaries in the Company's statement of financial position.

2. 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(i) 財務工具之信貸虧損(續)

撇銷政策

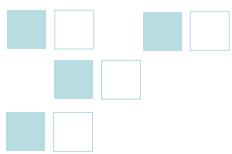
若日後實際上不可收回款項，本集團則會撇銷(部分或全部)財務資產的眼面值。該情況通常出現在本集團確定債務人沒有資產或可產生足夠現金流量的收入來源以償還應撇銷的金額。

隨後收回先前撇銷之資產於收回期間在損益內確認為減值撥回。

(ii) 非財務資產的減值

內部及外部資料來源乃於各報告期末予以檢討，以識別下列資產可能出現減值或(除商譽外)原先已確認的減值虧損不再存在或可能已減少的跡象：

- 物業、廠房及設備；
- 使用權資產；
- 無形資產；
- 商譽；
- 於一間聯營公司的權益；及
- 於本公司財務狀況表的附屬公司的投資。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(1) Credit losses and impairment of assets (Continued)

(ii) Impairment of non-financial assets (Continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e., a cash-generating unit).

Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

2. 主要會計政策 (續)

(1) 信貸虧損及資產減值 (續)

(ii) 非財務資產的減值 (續)

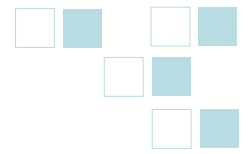
倘出現任何該等跡象，則會估計資產之可收回數額。此外，就尚無法使用之商譽、無形資產及有無限年期的無形資產而言，可收回數額均會每年作估計以釐定是否出現任何減值跡象。

計算可收回金額

資產的可收回金額為其公平值減出售成本與使用價值兩者間的較高者。於評估使用價值時，估計未來現金流量乃使用反映貨幣時間價值及資產特定風險的現時市場評估稅前貼現率貼現至其現值。倘資產產生的現金流入並非大致上獨立於來自其他資產的現金流入，則為獨立產生現金流入的最小一組資產（即現金產生單位）釐定可收回金額。

確認減值虧損

當資產或資產所屬的現金產生單位的賬面值超出其可收回金額，則減值虧損於損益內確認。就現金產生單位確認的減值虧損予以分配首先用以減少分配至現金產生單位（或單位組）的任何商譽的賬面值，然後用於按比例減少單位（或單位組）其他資產的賬面值，惟資產的賬面值不會扣減至低於其個別公平值減出售成本（倘可計量），或使用價值（倘可釐定）。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Credit losses and impairment of assets (Continued)

(ii) Impairment of non-financial assets (Continued)

Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim Financial Reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2(1)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

2. 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(ii) 非財務資產的減值(續)

撥回減值虧損

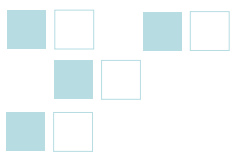
就商譽以外的資產而言，倘用以釐定可收回金額的估計出現有利變動，則減值虧損予以撥回。有關商譽的減值虧損並無被撥回。

減值虧損的撥回限於倘於過往年度內並無確認減值虧損時原應釐定的資產賬面值。減值虧損撥回於確認撥回年度計入損益。

(iii) 中期財務報告及減值

根據上市規則，本集團須遵照香港會計準則第34號中期財務報告編製財政年度首六個月的中期財務報告。於中期期末，本集團採用財政年度末相同之減值測試、確認、及撥回標準(見附註2(1)(i)及(ii))。

於中期期間有關按成本入賬的商譽確認的減值虧損並未於後續期間撥回。倘減值僅於中期期間有關的財政年度末予以評估，即使不會確認虧損或更少的虧損，情況也是這樣。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in, first-out method and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(n) Trade and other receivables and promissory notes receivable

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 2(1)(i)).

2. 主要會計政策(續)

(m) 存貨

存貨是指日常業務過程中持作出售、處在為該等銷售的生產過程中，或在生產過程中或提供服務耗用的材料或物料形式持有之資產。

存貨乃按成本與可變現淨值兩者中的較低者列賬。

成本按先入先出法計算，包括所有購買成本、轉換成本及將存貨付運至其現在位置及令存貨達致現在狀況所產生的其他成本。

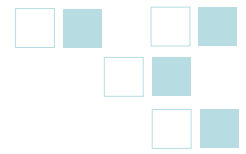
可變現淨值為於日常業務過程中的估計售價減完成的估計成本及銷售所需估計成本。

當存貨售出時，該等存貨的賬面值於確認有關收入期間確認為開支。將存貨撇減至可變現淨值的金額及存貨的所有虧損於撇減或虧損發生期間確認為開支。任何存貨撇減的撥回金額乃於撥回產生期間確認為已確認為開支的存貨金額的減少。

(n) 應收賬款及其他應收款項及應收承兌票據

應收款項於本集團擁有無條件收取代價之權利時確認。倘支付該代價僅須經過時間流逝方會到期，則獲得代價之權利為無條件。倘於本集團獲得無條件收取代價之權利前確認收益，則有關款項呈列為合約資產。

應收款項採用實際利率法減去信貸虧損撥備，按攤銷成本呈列(見附註2(1)(i))。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Right-of-return assets

A right-of-return asset represents the Group's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the goods to be returned, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned goods.

(p) Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

(q) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 2(z)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(n)).

For a single contract with the customer, a net contract liability is presented. For multiple contracts, contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 2(z)).

2. 主要會計政策(續)

(o) 退回資產之權利

退貨權資產指本集團客戶預期將予退回之貨物的權利。該資產按將予退回貨物的前賬面值減任何收回貨物的預期成本(包括退回貨物價值的任何潛在減損)計量。本集團更新為對預期退回水平進行任何修訂而記錄的資產計量以及任何退回貨物價值之任何額外減損。

(p) 退款負債

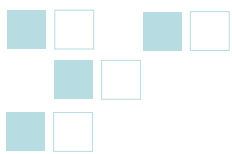
退貨負債為退回部分或所有來自客戶的已收代價(或應收代價)及按本集團最終預期其將必須退回客戶的金額計量之責任。本集團於各報告期末更新其估計退貨負債(及交易價的相應變動)。

(q) 合約負債

合約負債於客戶在本集團確認相關收益之前支付代價時確認(見附註2(z))。倘本集團於其確認相關收益前擁有無條件權利收取代價,則亦會確認合約負債。於該等情況下,亦會確認相應的應收款項(見附註2(n))。

就與客戶的單一合約而言,應以合約負債淨額呈列。對於多份合約,不相關合約的合約負債不能以淨額呈列。

當合約包含重大融資組成部分時,合約結餘包括實際利率法項下的應計利息(見附註2(z))。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(bb)).

(s) Trade and other payables

Trade and other payables are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(t) Promissory notes payable measured at amortised costs

Promissory notes payable measured at amortised costs are initially recognised at fair value and are subsequently stated at amortised cost, using effective interest method. The related interest expense is recognised in profit or loss.

(u) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalent are assessed for expected credit losses in accordance with the policy set out in note 2(l)(i).

2. 主要會計政策(續)

(r) 計息借款

計息借款初步以公平值減應佔交易成本計量。在初步確認後，計息借款按攤銷成本採用實際利息法列賬。利息開支乃根據本集團有關借款成本的會計政策確認(見附註2(bb))。

(s) 應付賬款及其他應付款項

應付賬款及其他應付款項初步按公平值確認，其後按攤銷成本列賬，惟倘貼現的影響屬輕微則除外，於該情況乃按成本列賬。

(t) 按攤銷成本計量的應付承兌票據

按攤銷成本計量的應付承兌票據初步按公平值確認，其後採用實際利率法按攤銷成本列賬。相關利息開支於損益確認。

(u) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、銀行及其他金融機構活期存款，以及可隨時轉換為已知金額現金及價值變動風險輕微、於取得後三個月內到期之短期高流通性之投資。須按要求償還及構成本集團現金管理一部分之銀行透支就綜合現金流量表而言亦計入現金及現金等價物之一部分。現金及現金等價物乃根據附註2(l)(i)載列的政策就預期信貸虧損進行評估。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(v) Convertible bonds

(i) *Convertible bonds designated at FVTPL*

Convertible bonds include a conversion option that will or may not be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's ordinary shares and accordingly the conversion option does not meet the definition of an equity instrument. Further, the convertible bonds include early redemption options exercisable by the Company or the bondholders.

With these embedded derivatives that are not considered related to the host debt component, management decided to designate the convertible bonds as a whole as at financial liabilities at fair value through profit or loss on initial recognition. At the end of subsequent reporting periods, the convertible bonds are measured at fair value with changes in fair value recognised directly in profit or loss in the period in which they arise. Transaction costs relating to the issuance of the convertible bonds is charged to profit or loss.

(ii) *Convertible bonds containing liability and equity components*

The component parts of the convertible bonds issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

2. 主要會計政策(續)

(v) 可換股債券

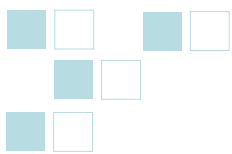
(i) *指定按公平值計入損益的可換股債券*

可換股債券包括將或可能以固定金額現金或另一項財務資產交換固定數量之本公司普通股之方式結付之換股期權，故有關換股期權不符合股本工具之定義。此外，可換股債券包括本公司或債券持有人可行使之提早贖回選擇權。

透過該等被認為與主債務部分並無關聯的嵌入式衍生工具，管理層決定於初步確認時將可換股債券整體指定為按公平值經損益入賬之財務負債。於其後報告期末，可換股債券按公平值計量，而公平值變動於產生期間直接於損益內確認。有關發行可換股債券之交易成本已於損益內扣除。

(ii) *包含負債及權益部分的可換股債券*

本集團發行之可換股債券之組成部分乃根據合約安排之內容以及財務負債及股本工具之定義，個別分類為財務負債及權益。以定額現金或另一項財務資產交換固定數目之本公司自有股本工具之方式結算之換股期權為股本工具。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(v) Convertible bonds (Continued)

(ii) *Convertible bonds containing liability and equity components (Continued)*

At the date of issue, the fair value of the liability component is estimated by measuring the fair value of similar liability that does not have an associated equity component.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity (convertible bonds equity reserve), net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share capital. Where the conversion option remains unexercised at the maturity date of the convertible bonds, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

2. 主要會計政策 (續)

(v) 可換股債券 (續)

(ii) *包含負債及權益部分的可換股債券 (續)*

於發行日期，負債部分之公平值透過計量並無相聯權益部分之類似負債之公平值估計。

分類為權益之換股期權乃透過從整體複合工具之公平值中扣減負債部分金額釐定。其將於扣除所得稅影響後在權益確認及記賬(可換股債券權益儲備)，且隨後不予重新計量。此外，分類作權益之換股期權將一直保留於權益內，直至該換股期權獲行使為止，在此情況下，權益內確認之結餘將轉入股本。倘換股期權於可換股債券到期日仍未獲行使，權益內確認之結餘將轉入保留溢利。換股期權獲兌換或到期時將不會於損益內確認任何收益或虧損。

與發行可換股貸款債券有關之交易成本乃按所得款項總額之分配比例分配至負債及權益部分。與權益部分有關之交易成本會直接在權益內扣除。與負債部分有關之交易成本則計入負債部分之賬面值，並於可換股債券年期內採用實際利率法攤銷。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Employee benefits

(i) *Short-term employee benefits and contributions to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) *Equity-settled share-based payments*

Share options granted to eligible employees

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share option reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

2. 主要會計政策(續)

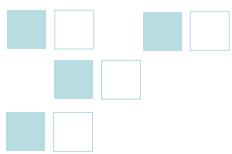
(w) 僱員福利

(i) *短期僱員福利及定額供款退休計劃供款*

薪金、年度花紅、年度有薪假期、定額供款退休計劃供款及非貨幣福利的成本於僱員提供相關服務的年度計入。倘延遲付款或結算，且影響屬重大，有關數額按現值列賬。

(ii) *以股權結算以股份支付之開支 授予合資格僱員之購股權*

授予僱員之購股權之公平值乃確認為僱員成本，而權益內之購股權儲備則相應增加。公平值於授出當日以模型二項式點陣模式計算，並考慮購股權之授出條款及條件。倘僱員於無條件地有權獲授購股權前符合歸屬條件，則購股權之估計總公平值在歸屬期內攤分，並需考慮購股權在歸屬期滿後行使之可能性。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Employee benefits (Continued)

(ii) Equity-settled share-based payments (Continued)

Share options granted to eligible employees (Continued)

During the vesting period, the number of share options expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share option reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the share option reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

(iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of these benefits and when it recognises restructuring costs involving the payment of termination benefits.

2. 主要會計政策(續)

(w) 僱員福利(續)

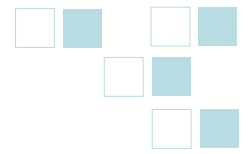
(ii) 以股權結算以股份支付之開支(續)

授予合資格僱員之購股權(續)

於歸屬期內，需審閱預期歸屬之購股權數目。任何對過往年度已確認累計公平值所作之調整於回顧年度之損益賬內扣除/計入，除非原有僱員開支合資格確認為資產，則對購股權儲備作出相應調整。於歸屬日期，已確認為開支之金額會作調整，以反映所歸屬之實際購股權數目(同時亦相應調整購股權儲備)，惟僅於未能達到有關本公司股份市價之歸屬條件時方會沒收其購股權。購股權獲行使時，過往於購股權儲備中確認的數額將轉移至股份溢價。當購股權於歸屬期後被放棄或於屆滿日仍未獲行使，過往在購股權儲備中確認的數額將撥入累計虧損。

(iii) 終止僱用的福利

終止僱用的福利於本集團不再能夠撤回該等福利之要約，或其確認重組成本並涉及支付終止僱用的福利時，方予確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(x) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary differences or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

2. 主要會計政策(續)

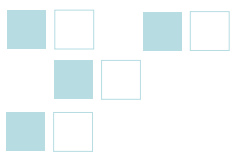
(x) 所得稅

本年度所得稅包括即期稅項及遞延稅項資產與負債的變動。即期稅項及遞延稅項資產與負債的變動均在損益確認，惟與於其他全面收益或直接於權益確認的項目相關者，則相關稅項金額分別於其他全面收益或直接於權益確認。

即期稅項為按本年度應課稅收入，使用於報告期末已頒佈或實際頒佈的稅率計算的預期應付稅項，並就過往年度應付稅項作出調整。

遞延稅項資產及負債分別由可抵扣及應課稅暫時差額產生。暫時差額為資產及負債就財務報告而言的賬面值與其稅基間的差額。遞延稅項資產亦來自未動用稅項虧損及未動用稅項抵免。

除若干有限例外情況外，所有遞延稅項負債及所有遞延稅項資產（僅限於有可能可動用未來應課稅溢利抵銷該項資產的情況）均予確認。支持確認由可扣減暫時差額所產生遞延稅項資產的未來應課稅溢利，包括將撥回目前應課稅暫時差額產生者，而此等應課稅暫時差額乃與由同一稅務當局及同一應課稅實體相關，並預期在可予扣減暫時差額預期撥回的同一年間內撥回，或在由遞延稅項資產產生的稅項虧損能轉回或轉入的期間內撥回。在評定目前應課稅暫時差額是否支持確認由未動用稅項虧損及抵免所產生遞延稅項資產時採用相同標準，即該等暫時差額由同一稅務當局向同一應課稅實體徵收，並預期在稅項虧損或抵免能應用的期間內撥回方計算在內。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(x) Income tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

Where investment property is carried at their fair value in accordance with the accounting policy set out in note 2(h), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

2. 主要會計政策(續)

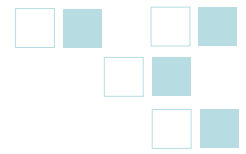
(x) 所得稅(續)

遞延稅項資產和負債確認的有限例外情況包括：不可扣稅商譽、不影響會計或應課稅溢利(如屬業務合併的一部分則除外)的資產或負債的初次確認產生的暫時差額，以及與附屬公司的投資有關的暫時差額。如屬應課稅差額，只限於本集團可以控制撥回的時間，而且在可預見的將來不大可能撥回的差額；或如屬可予扣減的差額，則只限於可在將來撥回的差額。

倘投資物業根據附註2(h)所載的會計政策按其公平值列賬，所確認遞延稅項的金額乃採用在報告日期按其賬面值出售該等資產所適用的稅率計量，除非物業可予折舊，並於目的是隨時間而非透過銷售消耗物業所包含的絕大部分經濟利益的業務模式內持有。於所有其他情況下，所確認遞延稅項的金額乃按照資產及負債賬面值的預期變現或結算方式，採用於報告期末已頒佈或實際頒佈的稅率計量。遞延稅項資產及負債均不會貼現。

遞延稅項資產的賬面值會在各報告期末予以審閱，若日後不再可能有足夠應課稅溢利用以抵扣相關稅項利益，則扣減遞延稅項資產賬面值。若日後可能有足夠應課稅溢利用以抵扣，則撥回所扣減之數額。

派發股息引起的額外所得稅在有關股息的支付責任獲確立時確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(x) Income tax (Continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

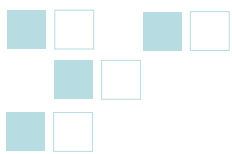
- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

2. 主要會計政策(續)

(x) 所得稅(續)

即期稅項結餘及遞延稅項結餘以及其變動，乃各自分開列示及並無相互抵銷。倘本公司或本集團具可依法執行權力，將即期稅項資產與即期稅項負債互相抵銷，且符合下列額外條件，則即期稅項資產可抵銷即期稅項負債，及遞延稅項資產可抵銷遞延稅項負債：

- 倘屬即期稅項資產及負債，本公司或本集團擬以淨額清償，或同時變現資產及清償負債；或
- 倘屬遞延稅項資產及負債，且其與同一稅務當局向下述者徵收的所得稅有關：
 - 同一應課稅實體；或
 - 不同應課稅實體，而在每一段未來期間，預期將清償或收回巨額遞延稅項負債或資產、擬以淨額變現即期稅項資產及清償即期稅項負債或同時變現即期稅項資產及清償即期稅項負債。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(y) Provisions and contingent liabilities

(i) Contingent liabilities assumed in business combinations

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 2(y)(ii). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed in accordance with note 2(y)(ii).

(ii) Other provisions and contingent liabilities

Provisions are recognised when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of an outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of an outflow of economic benefits is remote.

2. 主要會計政策(續)

(y) 撥備及或然負債

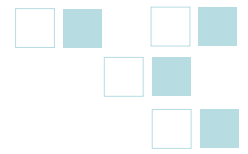
(i) 於業務合併時承擔之或然負債

於業務合併時承擔之或然負債為於收購日期之現有責任，初步按公平值確認，前提是公平值能可靠地計量。於初步按公平值確認後，該等或然負債會按初步確認金額減累計攤銷(如適用)及根據附註2(y)(ii)釐定之金額兩者中的較高者確認。倘於業務合併時承擔之或然負債未能可靠地按公平值計量或於收購日期並非現有責任，則根據附註2(y)(ii)作披露。

(ii) 其他撥備及或然負債

當本集團或本公司因過往事件產生法定或推定責任，且很可能須流出經濟利益以履行責任及可作出可靠估計時，則確認撥備。倘貨幣時間價值屬重大，撥備乃以預期履行該責任的開支的現值列賬。

倘不大可能須流出經濟利益，或金額不能可靠估計，則該責任作為或然負債披露，除非經濟利益流出的可能性微乎其微則作別論。僅因一件或多件日後事件發生或不發生而產生的可能責任亦作為或然負債披露，除非經濟利益流出的可能性微乎其微。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(z) Revenue recognition

(a) Revenue from contracts with customers

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.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

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 amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer 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.

2. 主要會計政策(續)

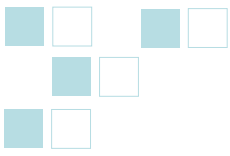
(z) 收益確認

(a) 來自與客戶合約的收益

來自與客戶合約的收益於向客戶轉讓貨品或服務的控制權時按能反映本集團預期就該等貨品或服務而有權換取的代價金額確認。

當合約內的代價包括一個可變金額時，則代價金額按本集團就向客戶轉讓貨品或服務而將有權換取的金額估計。可變代價在訂立合約時估計並受限制，直至其後消除可變代價的相關不確定因素，使已確認累計收益金額的重大收益撥回不大可能發生為止。

當合約包含為客戶提供超過一年轉讓貨品或服務的重大融資利益之融資組成部分時，收益按應收款項的現值計量，並使用訂立合約時本集團與客戶的單獨融資交易中反映的貼現率貼現。當合約包含為本集團提供超過一年的重大融資利益之融資組成部分時，合約項下確認的收益包括按實際利率法計算的合約負債所產生的利息。就客戶付款至轉讓承諾貨品或服務的期限為一年或者更短的合約而言，交易價格採用香港財務報告準則第15號的可行權宜法，而不會對重大融資組成部分的影響作出調整。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(z) Revenue recognition (Continued)

(a) Revenue from contracts with customers (Continued)

(i) Sales of health and beauty supplements and products

Revenue from the sales of health and beauty supplements and products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is recognised after value added tax or other sales taxes and is after deduction of any trade discounts and net of sales return.

Some contracts for the sale of health and beauty supplements and products provide customers with rights of return and volume rebates. The rights of return and volume rebates give rise to variable consideration.

2. 主要會計政策(續)

(z) 收益確認(續)

(a) 來自與客戶合約的收益(續)

(i) 銷售保健及美容補品及產品

來自銷售保健及美容補品及產品的收益於資產控制權轉讓予客戶(一般於交付貨品)時確認。收益於扣除增值稅或其他銷售稅及任何貿易折扣及扣除銷售退貨後確認。

銷售保健及美容補品及產品的部分合約向客戶提供退貨權及批量回扣。有關退貨權及批量回扣會產生可變代價。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(z) Revenue recognition (Continued)

(a) Revenue from contracts with customers (Continued)

(i) Sales of health and beauty supplements and products (Continued)

(a) Rights of return

For contracts which provide a customer with a right to return the goods within a specified period, the expected value method is used to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in HKFRS 15 on constraining estimates of variable consideration are applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, a refund liability is recognised. A right-of-return asset (and the corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

2. 主要會計政策(續)

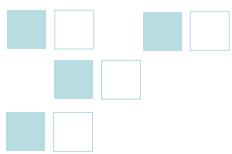
(z) 收益確認(續)

(a) 來自與客戶合約的收益(續)

(i) 銷售保健及美容補品及 產品(續)

(a) 退貨權

對於為客戶提供於特定期間內退回貨品權利的合約，預期價值法乃用於估計將不予退回的貨品，因該方法可最佳預測本集團將有權獲得的可變代價金額。本集團應用香港財務報告準則第15號有關限制估計可變代價的規定以釐定可計入交易價格之可變代價金額。對於預期將予退回的貨品，則確認退款負債而非收益。退貨權資產(及銷售成本的相應調整)亦就自客戶收回產品的權利予以確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(z) Revenue recognition (Continued)

(a) Revenue from contracts with customers (Continued)

(i) Sales of health and beauty supplements and products (Continued)

(b) Volume rebates

Retrospective volume rebates may be provided to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the most likely amount method is used for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The requirements on constraining estimates of variable consideration are applied and a refund liability for the expected future rebates is recognised.

(ii) Provision of Chinese medical consultation services

Revenue from rendering of Chinese medical consultation services is recognised when the services are delivered to the customers.

2. 主要會計政策(續)

(z) 收益確認(續)

(a) 來自與客戶合約的收益(續)

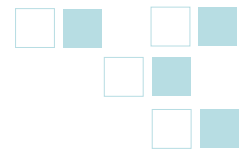
(i) 銷售保健及美容補品及產品(續)

(b) 批量回扣

一旦期內所購買的產品數量超出合約所訂明的門檻時，本公司或會向若干客戶提供可追溯批量回扣。回扣可用以抵銷客戶應付款項。為估計預期未來回扣的可變代價，最可能金額法乃用於單一交易量門檻合約，而預期價值法則用於多於一個交易量門檻合約。所選可最佳預測可變代價金額的方法主要取決於合約所包含的交易量門檻數量。有關限制估計可變代價的規定乃予以應用，並就預期未來回扣確認退款負債。

(ii) 提供中醫診症服務

來自提供中醫診症服務的收益於向客戶提供服務時確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(z) Revenue recognition (Continued)

(a) Revenue from contracts with customers (Continued)

(iii) Income from online advertising agency business

Income from online advertising agency business is recognised when the advertisements are delivered through the online platform.

(iv) Income from online payment business

Income from online payment business is recognised on a trade date basis when the relevant transactions are executed.

(v) Income from e-commerce promotion business

E-commerce income primarily comprised of commission income and revenue from merchandise sales. Commission income are recognised for transactions where the Group is not the primary obligor, is not subject to inventory risk, and does not have latitude in establishing prices and selecting suppliers. Commission income are recognised on a net basis which is based on a fixed percentage of the sales amount. Revenue from merchandise sales and related costs are recognised on a gross basis when the Group acts as a principal.

Commission income and revenue from merchandise sales are recognised when the customer has taken possession and accepted the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

2. 主要會計政策(續)

(z) 收益確認(續)

(a) 來自與客戶合約的收益(續)

(iii) 線上廣告代理業務的收入

線上廣告代理業務的收入於透過線上平台交付廣告時確認。

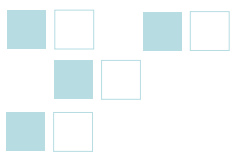
(iv) 線上支付業務的收入

線上支付業務的收入於進行相關交易時按交易日期基準確認。

(v) 電子商務推廣業務收入

電子商務收入主要包括佣金收入及來自商品銷售之收益。倘本集團並非交易的主要義務人，毋須承擔存貨風險及在定價和選擇供應商方面並無自主權，則就該交易確認佣金收入。佣金收入乃按銷售淨額之固定百分比確認。來自商品銷售之收益及相關成本乃於本集團作為負責人時按總額確認。

佣金收入及來自商品銷售之收益於客戶擁有及接納產品時確認。倘產品為部分履行涵蓋其他貨品及／或服務的合約，則所確認的收益金額為合約項下總交易價格的適當比例，於合約項下所有承諾貨品及服務之間按相對獨立售價基準分配。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(z) Revenue recognition (Continued)

(a) Revenue from contracts with customers (Continued)

(vi) Income from game distribution business

Income from game distribution business is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is recognised after value added tax or other sales taxes and is after deduction of any trade discounts and net of sales return.

(b) Other revenue

(i) Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(1)(i)).

(ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

2. 主要會計政策(續)

(z) 收益確認(續)

(a) 來自與客戶合約的收益(續)

(vi) 遊戲發行業務收入

遊戲發行業務收入於資產控制權轉讓予客戶(一般於交付貨品)時確認。收益於扣除增值稅或其他銷售稅及任何貿易折扣及扣除銷售退貨後確認。

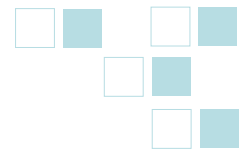
(b) 其他收益

(i) 利息收入

利息收入在累計時根據實際利率法，使用透過金融資產之預期年期將估計未來現金收款準確貼現至金融資產之賬面總值之利率確認。就按攤銷成本計量且並無出現信貸減值之財務資產而言，實際利率用於該資產之賬面總值。就出現信貸減值之財務資產而言，實際利率用於資產之攤銷成本(即賬面總值扣除虧損撥備)(見附註2(1)(i))。

(ii) 經營租賃之租金收入

經營租賃項下之應收租金收入乃於租賃期涵蓋之期間內以等額分期方式於損益確認，惟倘有其他基準更能代表使用租賃資產所得利益之模式則除外。授出之租賃優惠於損益確認為應收淨租賃付款總額之組成部分。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(aa) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Company initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the translation reserve.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

2. 主要會計政策(續)

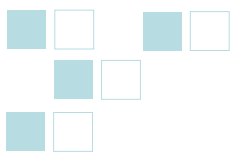
(aa) 外幣換算

本年度的外幣交易按交易日的匯率換算。以外幣結算的貨幣資產及負債則按報告期末的匯率換算。匯兌盈虧於損益確認。

以外幣按歷史成本計算的非貨幣資產及負債使用交易日的匯率換算。交易日為本公司初步確認有關非貨幣資產或負債的日期。以外幣按公平值計值的非貨幣資產及負債使用釐定公平值當日的匯率換算。

海外業務之業績按與交易日期通行之外匯匯率概約之匯率換算為港元。財務狀況表之項目按報告期末之收市匯率換算為港元。因此產生之匯兌差額於其他全面收益確認，並分開於換算儲備之權益中累計。

出售海外業務時(即出售本集團海外業務之全部權益、涉及失去對包含海外業務的附屬公司控制權的出售、或部分出售於一間包含海外業務的聯營公司的權益(其保留權益成為財務資產))，就本公司擁有人應佔該業務而累計入權益之所有匯兌差額，會重新分類至損益。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(aa) Translation of foreign currencies (Continued)

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

(bb) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

2. 主要會計政策(續)

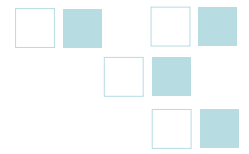
(aa) 外幣換算(續)

此外，有關部分出售包含海外業務之附屬公司但不引致本集團失去對該附屬公司之控制權，則按比例分佔之累計匯兌差額重新歸類為非控股權益，而並不於損益內確認。就所有其他部分出售(即部分出售聯營公司但不引致本集團失去重大影響力)而言，按比例分佔之累計匯兌差額重新分類至損益。

(bb) 借款成本

與收購、建設或生產某項須經頗長時間方可作擬定用途或銷售的資產直接應佔的借款成本予以資本化，作為該資產的部分成本。其他借款成本均於產生期間確認為支出。

屬於合資格資產成本一部分的借款成本在資產產生開支、借款成本產生和使資產投入擬定用途或銷售所必須的準備工作進行時開始資本化。在使合資格資產投入擬定用途或銷售所必須的絕大部分準備工作中止或完成時，借款成本便會暫停或停止資本化。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(cc) Non-current assets held for sale and discontinued operations

(i) *Non-current assets held for sale*

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 2.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

2. 主要會計政策(續)

(cc) 持作出售之非流動資產及已終 止經營業務

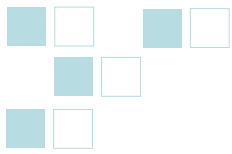
(i) *持作出售之非流動資產*

倘非流動資產(或出售組合)之賬面值極有可能通過銷售交易而非通過持續使用收回及當該資產(或出售組合)於其現況為可出售,則分類為持作出售。出售組合指在一次交易中以組合形式一同出售及於該交易中與該等資產直接相關之負債一同轉出之一組資產。

當本集團致力執行涉及失去附屬公司控制權之出售計劃時,不論本集團會否於出售後保留於該附屬公司之非控股權益,該附屬公司之所有資產及負債會於達致上述持作出售之分類準則時分類為持作出售。

緊接分類為持作出售前,非流動資產(及出售組合中所有個別資產及負債)之計量均根據分類前所用之會計政策更新。其後,首次分類為持作出售後直至出售期間,非流動資產(下文闡述之若干資產除外)或出售組合按其賬面值及公平值減銷售成本之較低者確認。對於本集團及本公司之財務報表而言,該計量政策的主要例外計有遞延稅項資產、僱員福利產生的資產、金融資產(於附屬公司、聯營公司及合營企業之投資除外)及投資物業。該等資產即使持作出售,亦會繼續依照附註2所述之政策計量。

首次分類為持作出售及其後持作出售之重新計量而產生之減值虧損均於損益確認。倘非流動資產仍被分類為持作出售或包含在持作出售之出售組合中,該項非流動資產將不再計提折舊或攤銷。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(cc) Non-current assets held for sale and discontinued operations (Continued)

(ii) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

2. 主要會計政策(續)

(cc) 持作出售非流動資產及終止經營業務(續)

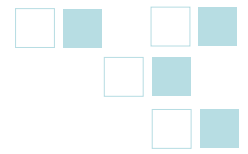
(ii) 終止經營業務

終止經營業務是本集團業務之一部分，其營運及現金流量可與本集團其他業務清楚區分，且代表一項獨立主要業務或經營地區，或作為出售一項獨立主要業務或經營地區之單一協調計劃一部分，或為一間純粹為轉售而收購之附屬公司。

倘業務被出售或符合列為持作出售的標準(以較早者為準)，則分類為終止經營業務。此情況亦會於業務被廢止時出現。

倘若業務分類為已終止經營，則會於損益表按單一數額呈列，當中包含：

- 終止經營業務之除稅後溢利或虧損；及
- 就構成終止經營業務之資產或出售組合，計量公平值減銷售成本或於出售時確認之除稅後損益。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

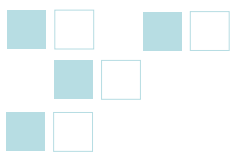
(dd) Related parties

- (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 the key management personnel of the Group or the Group's parent.
- (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 employees of either the Group or an entity related to the Group.

2. 主要會計政策(續)

(dd) 關連方

- (a) 倘屬以下人士，即該人士或該人士的近親與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理層成員。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
 - (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一家實體為另一實體的聯營公司或合營企業(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業)。
 - (iii) 兩家實體均為同一第三方的合營企業。
 - (iv) 一家實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
 - (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(dd) Related parties (Continued)

(b) (Continued)

- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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.

(ee) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's chief operating decision maker ("CODM") for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2. 主要會計政策(續)

(dd) 關連方(續)

(b) (續)

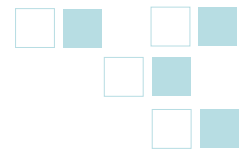
- (vi) 實體受(a)所識別人士控制或受共同控制。
- (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 實體、或一間集團之任何成員公司(為集團之一部分)向本集團或本集團之母公司提供主要管理人員服務。

個人的近親為預期可影響該等與實體買賣的個人的家庭成員或受該個人影響的家庭成員。

(ee) 分部報告

經營分部及財務報表所呈報各分部項目的數額，會在定期向本集團之主要經營決策者(「主要經營決策者」)提供的財務資料中確定，以對本集團各項業務及經營地區進行資源分配及績效評估。

在財務申報上，規模重大的個別經營分部不予累集計算，除非有關分部具有類似的經濟特點，且產品及服務性質、生產工序性質、客戶類型、分銷產品或提供服務的方法以及監管環境性質相若則作別論。規模並非重大的個別經營分部倘彼此符合上述大部分標準則可累集計算。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) Overview

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

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

The adoption of the above new standard, amendments, improvement and interpretation to existing HKFRSs do not have a material impact on the Group, except for HKFRS 16 “Leases” as set out below.

(b) HKFRS 16 “Leases” — Impact of adoption

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases (“HKAS 17”), and the related interpretations.

3. 應用新訂及經修訂香港財務報告準則

(a) 概覽

香港會計師公會已頒佈多項於本集團當前會計期間首次生效之新訂香港財務報告準則及香港財務報告準則之修訂本。其中包括以下與本集團財務報表有關的發展：

香港會計準則第19號修訂本	計劃修正、縮減或清償
香港會計準則第28號修訂本	於聯營公司及合營企業的長期權益
二零一五年至二零一七年週期的年度改進	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號修訂本
香港財務報告準則第9號修訂本	提早還款特性及負補償
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	所得稅處理的不確定性

除了下文所載香港財務報告準則第16號「租賃」外，採納上述現有香港財務報告準則的新訂準則、修訂本、改進及詮釋對本集團並無重大影響。

(b) 香港財務報告準則第16號「租賃」— 採納的影響

本集團於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號租賃(「香港會計準則第17號」)及相關詮釋。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) HKFRS 16 “Leases” — Impact of adoption

(Continued)

Definition of a lease

The Group has applied the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease to all contracts at transition.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 April 2019.

As at 1 April 2019, the Group recognised additional lease liabilities and measured right-of-use assets at the carrying amounts as if HKFRS 16 had been applied since commencement dates, but discounted using the incremental borrowing rates of the relevant group entities at the date of initial application by applying HKFRS 16.C8(b)(i) transition. Any difference at the date of initial application is recognised in the opening accumulated losses and comparative information has not been restated.

3. 應用新訂及經修訂香港財務報告準則 (續)

(b) 香港財務報告準則第16號「租賃」— 採納的影響 (續)

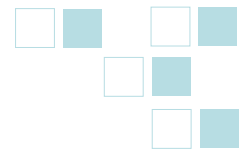
租賃之定義

本集團應用按照香港財務報告準則第16號所載規定為租賃之定義去評估所有過渡時合約是否包含租賃。

作為承租人

本集團已追溯應用香港財務報告準則第16號並於初始應用日期，即二零一九年四月一日確認累計影響。

於二零一九年四月一日，本集團確認額外租賃負債及按賬面值計量使用權資產，猶如自開始日期起已應用香港財務報告準則第16號，但根據香港財務報告準則第16.C8(b)(i)條的過渡，於首次應用日期使用相關集團實體的增量借款利率貼現。於首次應用日期的任何差額於期初累計虧損確認且比較資料不予重列。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) HKFRS 16 “Leases” — Impact of adoption

(Continued)

As a lessee (Continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i) relied on the assessment of whether leases are onerous by applying HKAS 37 Provisions, Contingent Liabilities and Contingent Assets as an alternative of impairment review;
- ii) elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- iii) excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- iv) applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rates for leases of properties in Hong Kong and the PRC were determined on a portfolio basis; and
- v) used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension and termination options.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 5.13%.

3. 應用新訂及經修訂香港財務報告準則 (續)

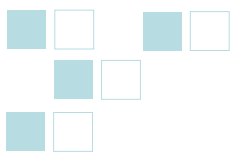
(b) 香港財務報告準則第16號「租賃」— 採納的影響 (續)

作為承租人 (續)

當於過渡期根據香港財務報告準則第16號應用修改追溯方法時，本集團對過往根據香港會計準則第17號分類為經營租賃之租賃，以逐項租賃之基礎上，在各自的租賃合約相關範圍內應用以下權宜方案：

- i) 仰賴應用香港會計準則第37號「撥備、或然負債及或然資產」作為減值審閱的替代方案評估租賃是否有償；
- ii) 選擇不就租期由首次應用日期起計12個月內結束的租賃確認使用權資產及租賃負債；
- iii) 於首次應用日期計量使用權資產時不計入初始直接成本；
- iv) 就類似經濟環境內相似類別相關資產的類似剩餘租期的租賃組合應用單一貼現率。具體而言，香港及中國物業租賃之貼現率乃按組合基準釐定；及
- v) 根據於首次應用日期的事實及情況於事後釐定本集團帶有續租及終止選擇權的租賃的租期。

當就過往分類為經營租賃之租賃確認租賃負債時，本集團應用相關集團實體於初始應用日期之增量借款利率。應用之加權平均增量借款利率為5.13%。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) HKFRS 16 “Leases” — Impact of adoption

(Continued)

The lease liabilities as at 1 April 2019 reconciled to the operating lease commitments as at 31 March 2019 is as follows:

		HK\$'000 千港元
Operating lease commitments disclosed as at 31 March 2019	於二零一九年三月三十一日披露的經營租賃承擔	13,389
Weighted average incremental borrowing rate as at 1 April 2019	於二零一九年四月一日的加權平均增量借款利率	5.13%
Discounted operating lease commitments as at 1 April 2019	於二零一九年四月一日的貼現經營租賃承擔	8,416
Less: Commitments relating to short-term leases and those leases with a remaining lease term ending on or before 31 March 2020	減：與短期租賃及剩餘租期於二零二零年三月三十一日或之前結束的租賃相關的承擔	(336)
Lease liabilities as at 1 April 2019	於二零一九年四月一日的租賃負債	8,080
Of which are:	其中包括：	
Current lease liabilities	流動租賃負債	6,994
Non-current lease liabilities	非流動租賃負債	1,086
		8,080

3. 應用新訂及經修訂香港財務報告準則(續)

(b) 香港財務報告準則第16號「租賃」— 採納的影響(續)

於二零一九年四月一日的租賃負債與二零一九年三月三十一日的經營租賃承擔對賬如下：



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) HKFRS 16 “Leases” — Impact of adoption

(Continued)

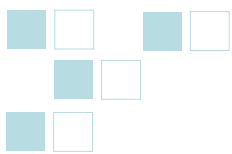
The carrying amount of right-of-use assets for own use as at 1 April 2019 comprises the following:

3. 應用新訂及經修訂香港財務報告準則 (續)

(b) 香港財務報告準則第16號「租賃」— 採納的影響 (續)

於二零一九年四月一日自用使用權資產的賬面值包括以下各項：

	Right-of-use assets 使用權資產 HK\$'000 千港元
The carrying amount of right-of-use assets, related to operating leases recognised upon application of HKFRS 16 as at 1 April 2019 comprises the followings:	與二零一九年四月一日應用香港財務報告準則第16號後確認之經營租賃有關之使用權資產賬面值包括以下各項：
Land and building	7,950
Furniture, fixture and equipment	65
	8,015



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) HKFRS 16 “Leases” — Impact of adoption

(Continued)

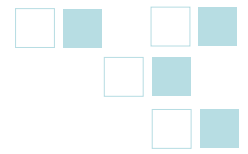
The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 April 2019. Line items that were not affected by the changes have not been included.

3. 應用新訂及經修訂香港財務報告準則(續)

(b) 香港財務報告準則第16號「租賃」— 採納的影響(續)

已對二零一九年四月一日之綜合財務狀況表內確認之金額作出下列調整。不受變動影響之項目未予包括在內。

		Carrying amounts previously reported at 31 March 2019	Adjustments	Carrying amounts under HKFRS 16 at 1 April 2019
		先前於二零一九年三月三十一日呈報之賬面值 HK\$'000 千港元	調整 HK\$'000 千港元	於二零一九年四月一日根據香港財務報告準則第16號之賬面值 HK\$'000 千港元
Non-current assets	非流動資產			
Right-of-use assets	使用權資產	—	8,015	8,015
Current liabilities	流動負債			
Lease liabilities	租賃負債	—	(6,994)	(6,994)
Net current liabilities	流動負債淨額	(233,446)	(6,994)	(240,440)
Total assets less current liabilities	總資產減流動負債	356,798	1,021	357,819
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	—	(1,086)	(1,086)
Net assets	資產淨值	207,520	(65)	207,455
Equity	權益			
Reserves	儲備	156,660	(55)	156,605
Non-controlling interests	非控股權益	45,552	(10)	45,542
Total equity	總權益	207,520	(65)	207,455



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES

(a) Financial instruments by categories

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

As at 31 March 2020

Financial assets

		Financial assets at fair value through profit or loss 以公平值 計入損益的 金融資產 HK\$'000 千港元	Financial assets at amortised costs 按攤銷成本 入賬的 財務資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets included in “trade and other receivables”	計入「應收賬款及其他應收款項」的財務資產	—	49,185	49,185
Promissory notes receivable	應收承兌票據	—	35,687	35,687
Contingent consideration receivable	或然應收代價	1,735	—	1,735
Cash and cash equivalents	現金及現金等價物	—	57,157	57,157
		1,735	142,029	143,764

Financial liabilities

財務負債

		Financial liabilities at amortised cost 按攤銷成本 入賬的 財務負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial liabilities included in “trade and other payables”	計入「應付賬款及其他應付款項」的財務負債	42,589	42,589
Bank and other borrowings	銀行及其他借款	96,088	96,088
Convertible bonds	可換股債券	94,999	94,999
Amounts due to non-controlling interests	應付非控股權益款項	60	60
		233,736	233,736

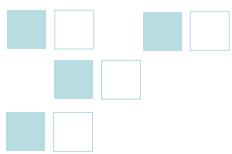
4. 財務風險管理及資本披露

(a) 財務工具分類

各類財務工具於報告期末的賬面值如下：

於二零二零年三月三十一日

財務資產



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(a) Financial instruments by categories (Continued)

As at 31 March 2019

Financial assets

		Financial assets at amortised costs 按攤銷成本 入賬的財務資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets included in "trade and other receivables"	計入「應收賬款及其他應收款項」的財務資產	78,992	78,992
Cash and cash equivalents	現金及現金等價物	65,497	65,497
		144,489	144,489

Financial liabilities

財務負債

		Financial liabilities at fair value through profit or loss 按公平值計入損益的財務負債 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本入賬的財務負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial liabilities included in "trade and other payables"	計入「應付賬款及其他應付款項」的財務負債	—	77,604	77,604
Contingent consideration payables	或然應付代價	85,570	—	85,570
Promissory notes payable	應付承兌票據	9,966	37,543	47,509
Bank and other borrowings	銀行及其他借款	—	65,556	65,556
Convertible bonds	可換股債券	172,742	89,259	262,001
Amounts due to non-controlling interests	應付非控股權益款項	—	1,227	1,227
		268,278	271,189	539,467

4. 財務風險管理及資本披露 (續)

(a) 財務工具分類 (續)

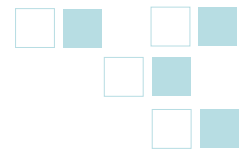
於二零一九年三月三十一日

財務資產

	Financial assets at amortised costs 按攤銷成本 入賬的財務資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets included in "trade and other receivables"	78,992	78,992
Cash and cash equivalents	65,497	65,497
	144,489	144,489

財務負債

	Financial liabilities at fair value through profit or loss 按公平值計入損益的財務負債 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本入賬的財務負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial liabilities included in "trade and other payables"	—	77,604	77,604
Contingent consideration payables	85,570	—	85,570
Promissory notes payable	9,966	37,543	47,509
Bank and other borrowings	—	65,556	65,556
Convertible bonds	172,742	89,259	262,001
Amounts due to non-controlling interests	—	1,227	1,227
	268,278	271,189	539,467



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rate risk and currency risk arising from financial instruments. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(i) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The Group's credit risk is primarily attributable to trade receivables and deposits. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks with high credit rating assigned by international credit-rating agencies.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 79% (2019: 50%) and 83% (2019: 53%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

4. 財務風險管理及資本披露 (續)

(b) 財務風險管理及政策

本集團財務工具所產生的主要風險有財務工具產生之信貸風險、流動資金風險、利率風險及貨幣風險。本集團承擔的有關風險以及本集團就管理該等風險所採用的財務風險管理政策及慣例載列如下。

(i) 信貸風險

信貸風險指交易對方違反合約責任而對本集團構成財務損失的風險。

本集團的信貸風險主要歸因於應收賬款及存款。本集團來自現金及現金等價物信貸風險有限，因為交易對手方乃獲國際信貸評級機構列為信貸評級優良的銀行。

應收賬款

本集團之信貸風險主要受各客戶個別特點所影響，而非受客戶經營所在行業或國家所影響。因此，重大集中信貸風險主要來自本集團對個別客戶承擔之重大風險。於報告期末，79% (二零一九年：50%) 及83% (二零一九年：53%) 之應收賬款總額分別來自本集團最大客戶及五大客戶。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies (Continued)

(i) Credit risk (Continued)

Trade receivables (Continued)

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 customer as well as pertaining to the economic environment in which the customer operates. The normal settlement terms of trade receivables arising from online payment business are one day after trade date. Trade receivables arising from businesses other than online payment business are normally due within 0–90 days from the date of billing. The Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix within lifetime ECL (not credit-impaired). 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.

4. 財務風險管理及資本披露 (續)

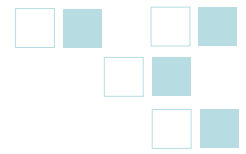
(b) 財務風險管理及政策 (續)

(i) 信貸風險 (續)

應收賬款 (續)

所有要求特定信貸金額的客戶均須接受個別信貸評估。該等評估著重客戶過去到期還款記錄以及當前的還款能力，並會考慮關於客戶以及客戶經營業務所在經濟環境的特定資料。線上支付業務產生的應收賬款的正常結算期為交易日期後一日。產生自線上支付業務以外之業務的應收賬款一般於發票日期起計0至90日內到期。本集團並無自客戶取得抵押品。

本集團按照相當於全期預期信貸虧損(採用撥備矩陣計算全期預期信貸虧損(無信貸減值))的金額計量應收賬款的虧損撥備。由於本集團的過往信貸虧損經驗並不反映不同客戶板塊有重大不同的虧損模式，根據逾期情況作出的虧損撥備，並無就本集團的不同板塊作出進一步區分。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies (Continued)

(i) Credit risk (Continued)

Trade receivables (Continued)

The following tables provide information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 March 2019 and 2020:

As at 31 March 2020

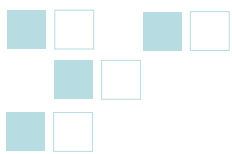
		Expected loss rate 預期虧損率	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期 (未逾期)	0.13%	41,169	54
1-30 days past due	逾期1到30天	0.00%	484	—
31-60 days past due	逾期31到60天	0.50%	404	2
61-90 days past due	逾期61到90天	0.69%	288	2
More than 90 days past due	逾期超過90天	22.86%	5,682	1,299
			48,027	1,357

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)	即期 (未逾期)	0.00%	58,479	—
1-30 days past due	逾期1到30天	1.82%	9,432	172
31-60 days past due	逾期31到60天	8.12%	1,909	155
61-90 days past due	逾期61到90天	8.18%	2,494	204
More than 90 days past due	逾期超過90天	40.76%	5,761	2,348
			78,075	2,879

Expected loss rates are based on actual loss experience over the prior year. 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.

預期虧損率基於去年的實際虧損經驗計算。該等比率已調整以反映歷史數據收集期間的經濟狀況、當前狀況及本集團所認為的預計應收款項存續期內的經濟狀況三者之間的差異。



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綜合財務報表附註

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4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies (Continued)

(i) Credit risk (Continued)

Movements in the loss allowance account in respect of trade receivables during the years ended 31 March 2019 and 2020 are as follows:

		HK\$'000 千港元
Balance at 31 March 2018 under HKAS 39	根據香港會計準則第39號 於二零一八年三月三十一日之結餘	162
Impact on initial application of HKFRS 9	初步應用香港財務報告準則第9號之 影響	842
Adjusted balance at 1 April 2018	於二零一八年四月一日之經調整結餘	1,004
Impairment losses recognised during the year	年內確認之減值虧損	1,875
Balance at 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及 二零一九年四月一日之結餘	2,879
Impairment losses during the year	年內減值虧損	33,070
Reversal of impairment losses recognised in prior years	於之前年度確認之減值虧損撥回	(646)
Disposal of subsidiaries	出售附屬公司	(3,944)
Reclassification as held for sale	重新分類為持作出售	(30,002)
Balance at 31 March 2020	於二零二零年三月三十一日之結餘	1,357

Further quantitative disclosures in respect of the Group's exposure of credit risk arising from trade and other receivables are set out in note 23.

4. 財務風險管理及資本披露 (續)

(b) 財務風險管理及政策 (續)

(i) 信貸風險 (續)

截至二零一九年及二零二零年三月三十一日止年度有關應收賬款的虧損撥備賬的變動如下：

有關本集團產生自應收賬款及其他應收款項的信貸風險的進一步定量披露載於附註23。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies (Continued)

(i) Credit risk (Continued)

Deposits

For deposits, including utility, trade and other deposits, credit checks are part of the normal operating process and stringent monitoring procedures are in place to deal with overdue debts. In addition, the Group reviews the recoverable amounts of deposits at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group measures loss allowance for deposits using lifetime ECLs for each debtor individually with significant balances. As at 31 March 2020, based on historical settlement record and risk of default for each debtor and forward-looking information (including the economic environment), loss allowance of HK\$1,000,000 in respect of a deposit was recognised during the year ended 31 March 2020 (2019: Nil).

(ii) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the raising of loans to cover expected cash demands, subject to approval of the board of directors (the “Board”). The Group’s primary cash requirements have been for the payments for purchases and operating expenses. The Group finances its working capital requirements mainly through funds generated from operations, and external bank and other borrowings.

The following tables set out the remaining contractual maturities at the end of the reporting period of the Group’s non-derivative financial liabilities based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

4. 財務風險管理及資本披露 (續)

(b) 財務風險管理及政策 (續)

(i) 信貸風險 (續)

按金

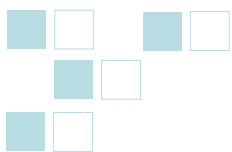
就按金(包括公用事業、貿易及其他按金)，信貸檢查為正常經營過程的一環且本集團設有嚴格監控程序以處理逾期債務。此外，本集團於各報告期末檢討按金的可收回金額，確保就不可收回金額計提足夠的減值虧損。

就結餘重大的各個別應收賬款，本集團使用全期預期信貸虧損計算按金的虧損撥備。於二零二零年三月三十一日，基於各債務人的過往償還記錄及違約風險以及前瞻性資料(包括經濟環境)，於截至二零二零年三月三十一日止年度就按金確認虧損撥備1,000,000港元(二零一九年：無)。

(ii) 流動資金風險

本集團旗下各經營實體須自行管理其現金，包括籌措貸款以應付預期現金需要，惟須待董事會(「董事會」)批准。本集團的主要現金需求為購買付款及營運開支。本集團主要透過營運產生的資金及外部銀行及其他借款為其營運資金需求撥資。

下列表格載列本集團的非衍生財務負債於報告期末的剩餘合約到期情況，該等財務負債乃根據合約未貼現現金流量(包括以按合約利率(或如屬浮動，則按報告期末的現行利率)計算的利息付款)及本集團須付款的最早日期為基準。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies (Continued)

(ii) Liquidity risk (Continued)

As at 31 March 2020

4. 財務風險管理及資本披露 (續)

(b) 財務風險管理及政策 (續)

(ii) 流動資金風險 (續)

於二零二零年三月三十一日

	On demand	Within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total contractual undiscounted cash flows 合約未貼現 現金流量總額	Carrying amount
	應要求 HK\$'000 千港元	一年內 HK\$'000 千港元	超過一年但 少於兩年 HK\$'000 千港元	超過兩年但 少於五年 HK\$'000 千港元	超過五年 HK\$'000 千港元	現金流量總額 HK\$'000 千港元	賬面值 HK\$'000 千港元
Financial liabilities included in "trade and other payables"	—	42,589	—	—	—	42,589	42,589
Bank and other borrowings	69,588	28,875	—	—	—	98,463	96,088
Liability component of convertible bonds measured at amortised cost	—	4,750	104,500	—	—	109,250	94,999
Amounts due to non-controlling interests	—	—	60	—	—	60	60
	69,588	76,214	104,560	—	—	250,362	233,736



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4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies (Continued)

(ii) Liquidity risk (Continued)

As at 31 March 2019

	On demand	Within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flows	Carrying amount
	應要求	一年內	超過一年但少於兩年	超過兩年但少於五年	現金流量總額	賬面值
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Financial liabilities included in "trade and other payables"	—	77,604	—	—	77,604	77,604
Contingent consideration payables	—	37,878	47,692	—	85,570	85,570
Promissory notes payable measured at amortised cost	—	—	—	49,974	49,974	37,543
Promissory notes payable designated at FVTPL	—	10,116	—	—	10,116	9,966
Bank and other borrowings	39,095	752	28,875	—	68,722	65,595
Liability component of convertible bonds measured at amortised cost	—	5,300	111,300	—	116,600	89,259
Convertible bonds designated at FVTPL	—	170,262	—	—	170,262	172,742
Amounts due to non-controlling interests	—	—	1,227	—	1,227	1,227
	39,095	301,912	189,094	49,974	580,075	539,506

(iii) Interest rate risk

(i) Interest rate profile

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to fair value interest rate risk in relation to fixed rate promissory notes receivable (note 24), other borrowings (note 30), convertible bonds (note 33) and promissory notes payable (note 34). The management considered that the interest rate risk arising from fixed-rate financial instruments are insignificant.

4. 財務風險管理及資本披露 (續)

(b) 財務風險管理及政策 (續)

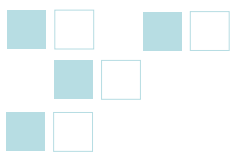
(ii) 流動資金風險 (續)

於二零一九年三月三十一日

(iii) 利率風險

(i) 利率概況

利率風險為一項金融工具的公平值或未來現金流量將因市場利率改變而波動所帶來的風險。本集團就定息應收承兌票據(附註24)、其他借款(附註30)、可換股債券(附註33)及應付承兌票據(附註34)面臨公平值利率風險。管理層認為定息金融工具所產生的利率風險並不重大。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies (Continued)

(iii) Interest rate risk (Continued)

(i) Interest rate profile (Continued)

The Group is also exposed to cash flow interest rate risk in relation to variable rate cash at bank (note 26(a)) and variable rate bank borrowings (note 30). The following table details the interest rate profile of the Group's financial assets and liabilities with variable interest rates at the end of the reporting period:

4. 財務風險管理及資本披露 (續)

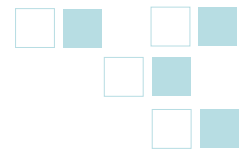
(b) 財務風險管理及政策 (續)

(iii) 利率風險 (續)

(i) 利率概況 (續)

本集團亦就浮息銀行現金(附註26(a))及浮息銀行借款(附註30)面臨現金流量利率風險。下表詳述本集團的浮息財務資產及負債於報告期末的利率概況：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Variable interest rates:	浮息：		
Financial assets	財務資產		
Cash at bank	銀行現金	57,041	65,406
		57,041	65,406
Financial liabilities	財務負債		
Bank borrowings and overdrafts	銀行借款及透支	36,588	39,056
		36,588	39,056
Net	淨值	20,453	26,350



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies (Continued)

(iii) Interest rate risk (Continued)

(ii) Sensitivity analysis

At 31 March 2020, if interest rates had been 100 basis point higher with all other variables held constant, the Group's loss after tax would have decreased by HK\$179,000 (2019: HK\$225,000).

At 31 March 2020, if interest rate had been 100 basis point lower with all other variables held constant, the Group's loss after tax would have increased by HK\$179,000 (2019: HK\$225,000).

The decrease/increase in the loss after tax for the years ended 31 March 2019 and 2020 results mainly from higher/lower interest income from cash at bank and lower/higher interest expense on bank borrowings. Other components of equity would not be significantly affected by the changes in interest rates.

The sensitivity analysis above indicates the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period.

4. 財務風險管理及資本披露 (續)

(b) 財務風險管理及政策 (續)

(iii) 利率風險 (續)

(ii) 敏感度分析

於二零二零年三月三十一日，倘利率上調100個基點，在所有其他變量保持不變的情況下，本集團的除稅後虧損將減少179,000港元（二零一九年：225,000港元）。

於二零二零年三月三十一日，倘利率下調100個基點，在所有其他變量保持不變的情況下，本集團的除稅後虧損將增加179,000港元（二零一九年：225,000港元）。

截至二零一九年及二零二零年三月三十一日止年度除稅後虧損減少／增加主要由於銀行現金的利息收入增加／減少以及銀行借款的利息開支減少／增加所致。利率變動不會對權益的其他部分構成重大影響。

上述敏感度分析顯示於報告期末由本集團持有的浮息非衍生工具所產生的現金流量利率風險。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies (Continued)

(iv) Currency risk

(i) Exposure to currency risk

Presently, the Group does not have a hedging policy with respect to the foreign exchange exposure. The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollars (“USD”), Renminbi (“RMB”) and HK\$.

In order to manage and minimise the foreign currency risk, the management will continue to manage and monitor the foreign currency exposure to ensure appropriate measures are implemented in a timely and effective manner.

4. 財務風險管理及資本披露 (續)

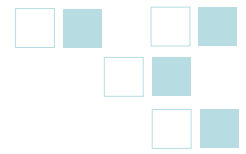
(b) 財務風險管理及政策 (續)

(iv) 貨幣風險

(i) 承受貨幣風險

現時本集團並無就外匯風險實施對沖政策。本集團所承受貨幣風險主要因進行銷售及採購所產生以外幣計值(即以有關交易的營運功能貨幣以外貨幣計值)的應收款項、應付款項及現金結餘所致。導致有關風險的貨幣主要為美元(「美元」)、人民幣(「人民幣」)及港元。

為管理並盡量降低外幣風險，管理層會繼續管理及監察外幣風險，確保及時及有效採取適當措施。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies (Continued)

(iv) Currency risk (Continued)

(i) Exposure to currency risk (Continued)

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities that are denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rate at the year end date.

4. 財務風險管理及資本披露 (續)

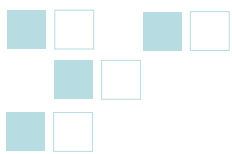
(b) 財務風險管理及政策 (續)

(iv) 貨幣風險 (續)

(i) 承受貨幣風險 (續)

下表詳列本集團於報告期末就以實體相關功能貨幣以外貨幣計值的已確認資產或及負債所產生的貨幣風險而承受風險。就呈列而言，風險金額以港元呈列，並按年結日的即期匯率換算。

		Exposure to foreign currencies (expressed in Hong Kong dollars)					
		所承受貨幣風險 (以港元表示)					
		2020			2019		
		二零二零年			二零一九年		
		USD	RMB	HK\$	USD	RMB	HK\$
		美元	人民幣	港元	美元	人民幣	港元
		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
Cash and cash equivalents	現金及現金等價物	106	203	4,390	1,344	373	2,186
Financial assets included in "trade and other receivables"	計入「應收賬款及其他應收款項」的財務資產	328	5	—	5,913	5,496	—
Financial liabilities included in "trade and other payables"	計入「應付賬款及其他應付款項」的財務負債	(316)	(50)	—	(6,115)	(1,338)	—
Net exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險淨額	118	158	4,390	1,142	4,531	2,186



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies (Continued)

(iv) Currency risk (Continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's loss after tax and accumulated losses for the years ended 31 March 2019 and 2020 that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollars and the United States dollars would be materially unaffected by any changes in movement in value of the United States dollars against other currencies.

		2020 二零二零年		2019 二零一九年	
		Increase/(decrease) in foreign exchange rates	Decrease/(increase) in loss after tax and accumulated losses	Increase/(decrease) in foreign exchange rates	Decrease/(increase) in loss after tax and accumulated losses
		外幣匯率 上升/(下跌)	除稅後虧損及 累計虧損 減少/(增加)	外幣匯率 上升/(下跌)	除稅後虧損及 累計虧損 減少/(增加)
			HK\$'000 千港元		HK\$'000 千港元
RMB	人民幣	5% (5%)	7 (7)	5% (5%)	226 (226)
HKS	港元	5% (5%)	215 (215)	5% (5%)	109 (109)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit/loss after tax and equity measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

4. 財務風險管理及資本披露 (續)

(b) 財務風險管理及政策 (續)

(iv) 貨幣風險 (續)

(ii) 敏感度分析

下表指出本集團截至二零一九年及二零二零年三月三十一日止年度除稅後虧損及累計虧損因應本集團於報告期末有重大風險之外匯匯率如在該日出現變動而產生之即時變動(假設所有其他風險因素維持不變)。就此而言,假設港元與美元之間之掛鈎匯率不會因美元兌其他貨幣之價值變動之任何變化而受到重大影響。

上表中所列示的分析結果乃本集團所有功能貨幣對集團各實體除稅後溢利/虧損及權益的即時影響的總計,該總計以報告期末的匯率折算成港元表示。



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4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(b) Financial risk management and policies (Continued)

(iv) Currency risk (Continued)

(ii) Sensitivity analysis (Continued)

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis for 2019.

(c) Capital management

The Group's objectives when managing capital are to ensure that entities in the Group will be able to continue as a going concern while maximising the return to the stakeholders through the optimisation of the debt and equity balance. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt as it sees fit and appropriate.

The Group monitors capital on the basis of the net gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including amounts due to non-controlling interests, bank and other borrowings, promissory notes payable and convertible bonds (as detailed in notes 29, 30, 34 and 33 respectively)) less cash and cash equivalents (note 26(a)). Total capital is calculated as "equity" as shown in the consolidated statement of financial position plus net debt, if any.

4. 財務風險管理及資本披露 (續)

(b) 財務風險管理及政策 (續)

(iv) 貨幣風險 (續)

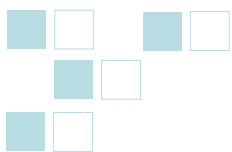
(ii) 敏感度分析 (續)

敏感性分析是假設外匯兌換率的變動應用於重新計量本集團於報告期末持有的財務工具而釐定本集團所面臨的外幣風險。該分析與二零一九年的分析基準一致。

(c) 資本管理

於管理資本時，本集團的目標為確保本集團旗下各實體將能夠按持續經營基準繼續經營，同時透過優化債務及權益結餘將持份者回報最大化。管理層透過考慮資本成本及各類資本相關的風險，檢討資本結構。有鑑於此，本集團將透過於合適及適當時派息、發行新股以及發行新債務或贖回現有債務，平衡整體資本結構。

本集團按淨資產負債比率監察資本。有關比率乃按債務淨額除以總資本計算。債務淨額乃按借款總額（包括應付非控股權益款項、銀行及其他借款、應付承兌票據及可換股債券（詳情分別載於附註29、30、34及33）減現金及現金等價物（附註26(a)）計算。總資本則為綜合財務狀況表所列「權益」加債務淨額（如有）。



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4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(c) Capital management (Continued)

The net gearing ratio of the Group as at 31 March 2019 and 2020 are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Debts	債務	191,147	376,293
Less: Cash and cash equivalents (note 26(a))	減：現金及現金等價物 (附註26(a))	(57,157)	(65,497)
Net debt	債務淨額	133,990	310,796
Total capital	資本總額	132,813	207,520
Net gearing ratio	淨資產負債比率	1.01	1.50

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

4. 財務風險管理及資本披露 (續)

(c) 資本管理 (續)

於二零一九年及二零二零年三月三十一日，本集團的淨資產負債比率如下：

本公司或其任何附屬公司均毋須遵守外部施加的資本規定。



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4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(d) Financial assets and liabilities measured at fair value

(i) Fair value hierarchy

The following tables present the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair Value Measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

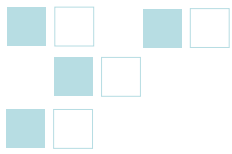
4. 財務風險管理及資本披露 (續)

(d) 以公平值計量之財務資產及負債

(i) 公平值層級

下表呈列本集團於報告期末按經常性基準計量的財務工具公平值，有關公平值於香港財務報告準則第13號「公平值計量」所界定之公平值三級架構中進行分類。公平值計量所歸類的層級乃經參考以下估值方法所用的輸入數據的可觀察性及重要性而釐定：

- 第一級估值：僅以第一級輸入數據計量公平值，即相同資產或負債於計量日期之活躍市場未經調整報價。
- 第二級估值：以第二級輸入數據計量公平值，即未能符合第一級規定之可觀察輸入數據，以及不使用重大不可觀察輸入數據。不可觀察輸入數據即不可取得市場數據之輸入數據。
- 第三級估值：以重大不可觀察輸入數據計量公平值。



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4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(d) Financial assets and liabilities measured at fair value (Continued)

(i) Fair value hierarchy (Continued)

Valuation process

The Group's finance department headed by the board of directors is responsible for determining the policies and procedures for the fair value measurement of financial instruments.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engaged independent professionally qualified valuers to perform the valuation. The finance department works closely with independent professionally qualified valuers to establish the appropriate valuation techniques and inputs to the model. The Chief Financial Officer reports to the board of directors semi-annually to explain the cause of fluctuations in the fair value of the assets or liabilities.

As at 31 March 2020

4. 財務風險管理及資本披露 (續)

(d) 以公平值計量之財務資產及負債 (續)

(i) 公平值層級 (續)

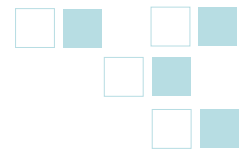
估值流程

本集團財務部由董事會領導，負責釐定財務工具公平值計量的政策及程序。

於估計資產或負債之公平值時，本集團盡量使用市場可觀察數據。當無法獲得第一級輸入數據時，本集團委聘專業獨立的合資格估值師進行估值。財務部與獨立專業合資格估值師緊密合作，制訂合適之估值方法及模型輸入數據。首席財務官每半年向董事會報告闡釋資產或負債公平值波動之原因。

於二零二零年三月三十一日

		Fair value measurements as at 31 March 2020 categorised into			Fair value as at 31 March 2020
		於二零二零年三月三十一日 按以下分類之公平值計量			於二零二零年 三月三十一日 之公平值
		Level 1	Level 2	Level 3	
		第一級	第二級	第三級	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Recurring fair value measurements	經常性公平值計量				
Financial assets:	財務資產：				
— Contingent consideration receivable	— 或然應收代價	—	—	1,735	1,735



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(d) Financial assets and liabilities measured at fair value (Continued)

- (i) **Fair value hierarchy** (Continued)
Valuation process (Continued)
As at 31 March 2019

4. 財務風險管理及資本披露 (續)

(d) 以公平值計量之財務資產及負債 (續)

- (i) 公平值層級 (續)
估值流程 (續)
於二零一九年三月三十一日

	Fair value measurements as at 31 March 2019 categorised into			Fair value as at 31 March 2019 於二零一九年 三月三十一日 之公平值
	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	
Recurring fair value measurements	經常性公平值計量			
Financial liabilities:	財務負債：			
— Contingent consideration payables	—	—	85,570	85,570
— Promissory notes payable designated at FVTPL	—	—	9,966	9,966
— Convertible bonds designated at FVTPL	—	—	172,742	172,742
	—	—	268,278	268,278

During the years ended 31 March 2019 and 2020, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

於截至二零一九年及二零二零年三月三十一日止年度，第一級及第二級之間並無轉移，亦無第三級轉入或轉出之情況。本集團的政策是於報告期末確認公平值層級之間於期內發生的轉移。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(d) Financial assets and liabilities measured at fair value (Continued)

(ii) Information about Level 3 fair value measurements

The valuation techniques and the quantitative information about the significant (except for the information of convertible bonds designated at FVTPL which are disclosed in note 33(a) to these consolidated financial statements) unobservable inputs used in Level 3 fair value measurement at the end of the reporting period are as follows:

As at 31 March 2020

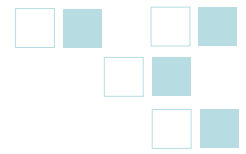
Description	Fair value as at 31 March 2020 於二零二零年三月三十一日的 公平值 HK\$'000 千港元	Valuation techniques	Significant unobservable inputs	Inputs	Relationship of unobservable inputs to fair value
Contingent consideration receivable	1,735	Income approach	Expected net profit before taxation	HK\$6,135,000	The contingent consideration receivable is determined by reference to the financial statements of Leader Shine Group as defined in note 21 for each of the years ended 31 March 2019 and 2020. As at 31 March 2020, it was estimated that a 5% increase or decrease in the expected net profit before taxation of Leader Shine Group while holding all other variables constant would not significantly affect the value of contingent consideration receivable.
或然應收代價	1,735	收入法	預期除稅前純利	6,135,000港元	或然應收代價乃參考附註21所定義之Leader Shine集團截至二零一九年及二零二零年三月三十一日止各年度的財務報表而釐定。於二零二零年三月三十一日，Leader Shine集團的預期除稅前純利估計錄得5%增幅或減幅，在全部其他變量維持不變的情況下，或然應收代價的價值將不會受到重大影響。

4. 財務風險管理及資本披露 (續)

(d) 以公平值計量之財務資產及負債 (續)

(ii) 有關第三級公平值計量之資料於報告期末，第三級公平值計量所使用之估值方法及重大不可觀察輸入數據之量化資料(該等綜合財務報表附註33(a)所披露指定按公平值計入損益的可換股債券之資料除外)如下：

於二零二零年三月三十一日



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(d) Financial assets and liabilities measured at fair value (Continued)

(ii) Information about Level 3 fair value measurements

(Continued)

As at 31 March 2019

Description	Fair value as at 31 March 2019 於二零一九年三月三十一日的 公平值 HK\$'000 千港元	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據
描述			

Contingent consideration payables	85,570	Income approach	Discount rate
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或然應付代價	85,570	收入法	貼現率
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4. 財務風險管理及資本披露 (續)

(d) 以公平值計量之財務資產及負債 (續)

(ii) 有關第三級公平值計量之資料 (續)

於二零一九年三月三十一日

Inputs	Relationship of unobservable inputs to fair value
輸入數據	不可觀察輸入數據與公平值之關係

6.7%	It is estimated that a 5% increase or decrease in the discount rate used while holding all other variables constant would decrease or increase the carrying amount of contingent consideration payables by HK\$1,174,000 and HK\$1,195,000 respectively.
6.7%	預計所使用之貼現率增加或減少5%，而所有其他變數維持不變，則或然應付代價之賬面值將分別減少1,174,000港元或增加1,195,000港元。

The revenue for the period from 22 September 2017 to 21 September 2018 is determined by reference to the auditor's certificate issued in respect of the achievement of the First Target of the ND Target Group as defined in note 32 to the consolidated financial statements. Since the Revenue for the First Period was audited and concluded, no sensitivity analysis for the year ended 31 March 2019 was disclosed for the respective impact of change.

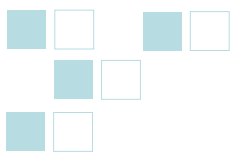
自二零一七年九月二十二日至二零一八年九月二十一日止期間的收益乃參考核數師就達致綜合財務報表附註32所界定的ND目標集團首個目標發出的證書後釐定。由於首個期間的收益已經審核及落實，故並未披露各變動影響截至二零一九年三月三十一日止年度的敏感度分析。

Revenue for the period from 22 September 2018 to 21 September 2019 ("Revenue for Second Period")	HK\$26,342,000
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二零一八年九月二十二日至二零一九年九月二十一日期間之收益 (「第二個期間收益」)	26,342,000 港元
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6.7%	It is estimated that a 5% increase or decrease in Revenue for Second Period and NP for Third Period while holding all other variables constant would increase or decrease the carrying amount of contingent consideration payables by HK\$4,278,000.
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6.7%	預計第二個期間收益及第三個期間純利增加或減少5%，而所有其他變數維持不變，則或然應付代價之賬面值將分別增加或減少4,278,000港元。
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(d) Financial assets and liabilities measured at fair value

(Continued)

(ii) Information about Level 3 fair value measurements

(Continued)

As at 31 March 2019 (Continued)

Description	Fair value as at 31 March 2019 於二零一九年三月三十一日的 公平值 HK\$'000 千港元	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Inputs	Relationship of unobservable inputs to fair value
			Net profit for the period from 22 September 2019 to 21 September 2020 ("NP for Third Period") 二零一九年九月二十二日至二零二零年九月二十一日期間之純利 (「第三個期間純利」)	HK\$20,863,000 20,863,000港元	
Promissory notes payable arising from the acquisition of Soul Marketing Group Limited ("Soul Marketing") 收購凌凌市場策略集團有限公司 (「凌凌市場策略」) 產生之應付承兌票據	1,673	Income approach 收入法	Discount rate 貼現率	7.7%	No sensitivity analysis is disclosed as the impact is not significant to the Group's profit or loss. 由於對本集團損益無重大影響，故並無披露敏感度分析。
			Profit after tax for the period from 23 December 2017 to 22 December 2019 二零一七年十二月二十三日至二零一九年十二月二十二日期間之除稅後溢利	Loss of HK\$2,735,000 虧損2,735,000港元	
			Additional e-payment locations from 17 November 2017 to 22 December 2019 二零一七年十一月十七日至二零一九年十二月二十二日之額外電子支付地點	3,732 locations 3,732個地點	

4. 財務風險管理及資本披露 (續)

(d) 以公平值計量之財務資產及負債 (續)

(ii) 有關第三級公平值計量之資料 (續)

於二零一九年三月三十一日 (續)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(d) Financial assets and liabilities measured at fair value (Continued)

(ii) Information about Level 3 fair value measurements (Continued)

As at 31 March 2019 (Continued)

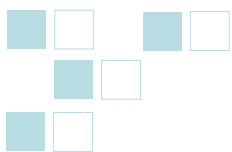
Description	Fair value as at 31 March 2019 於二零一九年三月三十一日的 公平值 HK\$'000 千港元	Valuation techniques	Significant unobservable inputs	Inputs	Relationship of unobservable inputs to fair value
描述		估值方法	重大不可觀察輸入數據	輸入數據	不可觀察輸入數據與公平值之關係
Promissory notes payable arising from the acquisition of IAHGames Hong Kong Limited ("IAHGames")	8,293	Income approach	Discount rate	6.7%	No sensitivity analysis is disclosed as the impact is not significant to the Group's profit or loss.
收購IAHGames Hong Kong Limited ("IAHGames") 產生之應付承兌票據	8,293	收入法	貼現率	6.7%	由於對本集團損益無重大影響，故並無披露敏感度分析。
			Revenue for the period from 1 January 2018 to 31 December 2019 二零一八年一月一日至二零一九年十二月三十一日期間之收益	HK\$154,229,000 154,229,000港元	
			Gross profit for the period from 1 January 2018 to 31 December 2019 二零一八年一月一日至二零一九年十二月三十一日期間之毛利	HK\$10,195,000 10,195,000港元	
			Earnings before interest, taxes, depreciation and amortisation for the period from 1 January 2018 to 31 December 2019 二零一八年一月一日至二零一九年十二月三十一日期間之扣除利息、稅項、折舊及攤銷前盈利	HK\$5,229,000 5,229,000港元	

4. 財務風險管理及資本披露 (續)

(d) 以公平值計量之財務資產及負債 (續)

(ii) 有關第三級公平值計量之資料 (續)

於二零一九年三月三十一日
(續)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(d) Financial assets and liabilities measured at fair value (Continued)

(ii) Information about Level 3 fair value measurements (Continued)

The movements during the years ended 31 March 2019 and 2020 in the balance of these Level 3 fair value measurements are as follows:

For the year ended 31 March 2020

Financial assets

4. 財務風險管理及資本披露 (續)

(d) 以公平值計量之財務資產及負債 (續)

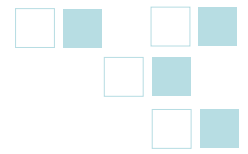
(ii) 有關第三級公平值計量之資料 (續)

該等第三級公平值計量之結餘於截至二零一九年及二零二零年三月三十一日止年度之變動如下：

截至二零二零年三月三十一日止年度

財務資產

		Contingent consideration receivable 或然應收代價 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	—
Net fair value changes included in profit or loss	計入損益的公平值變動淨額	1,735
At 31 March 2020	於二零二零年三月三十一日	1,735
Net fair value gain included in the profit or loss for assets held at the end of the reporting period	就於報告期末持有之資產計入損益之公平值收益淨額	1,735



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(d) Financial assets and liabilities measured at fair value (Continued)

(ii) Information about Level 3 fair value measurements (Continued)

For the year ended 31 March 2020 (Continued)

Financial liabilities

		Contingent consideration payables	Promissory notes payable designated at FVTPL	Convertible bonds designated at FVTPL	Total
		或然 應付代價	計入損益的 應付承兌票據	計入損益的 可換股債券	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 April 2019	於二零一九年四月一日	85,570	9,966	172,742	268,278
Transferred to promissory notes payable	撥入應付承兌票據	(24,251)	—	—	(24,251)
Redemption	贖回	—	—	(165,000)	(165,000)
Payment obligations released	已免除支付責任	(5,983)	—	—	(5,983)
Net fair value changes included in profit or loss	計入損益之公平值變動淨額	(55,336)	(9,966)	(7,742)	(73,044)
At 31 March 2020	於二零二零年三月三十一日	—	—	—	—
Net fair value gain included in the profit or loss for liabilities held at the end of the reporting period	就於報告期末持有之負債計入損益之公平值收益淨額	55,336	9,966	7,742	73,044

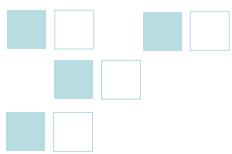
4. 財務風險管理及資本披露 (續)

(d) 以公平值計量之財務資產及負債 (續)

(ii) 有關第三級公平值計量之資料 (續)

截至二零二零年三月三十一日止年度 (續)

財務負債



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

4. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

(d) Financial assets and liabilities measured at fair value

(Continued)

(ii) Information about Level 3 fair value measurements

(Continued)

For the year ended 31 March 2019

Financial liabilities

		Contingent consideration payables	Promissory notes payable designated at FVTPL 指定按公平值計入損益的應付承兌票據	Convertible bonds designated at FVTPL 指定按公平值計入損益的可換股債券	Total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	177,519	10,578	310,510	498,607
Transferred to promissory notes payable	撥入應付承兌票據	(68,900)	—	—	(68,900)
Transferred from contingent consideration payables	轉撥自或然應付代價	—	12,395	—	12,395
Transferred to other payables	撥入其他應付款項	—	(6,000)	—	(6,000)
Repurchase of convertible bonds	購回可換股債券	—	—	(90,000)	(90,000)
Net fair value changes included in profit or loss	計入損益之公平值變動淨額	(23,049)	(7,007)	(47,768)	(77,824)
At 31 March 2019	於二零一九年三月三十一日	85,570	9,966	172,742	268,278
Net fair value gain included in the profit or loss for liabilities held at the end of the reporting period	就於報告期末持有之負債計入損益之公平值收益淨額	23,049	7,007	47,768	77,824

(iii) Financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 March 2019 and 2020.

4. 財務風險管理及資本披露 (續)

(d) 以公平值計量之財務資產及負債 (續)

(ii) 有關第三級公平值計量之資料 (續)

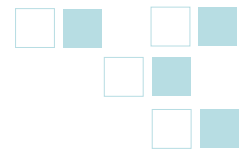
截至二零一九年三月三十一日止年度

財務負債

	Contingent consideration payables	Promissory notes payable designated at FVTPL 指定按公平值計入損益的應付承兌票據	Convertible bonds designated at FVTPL 指定按公平值計入損益的可換股債券	Total
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2018	177,519	10,578	310,510	498,607
Transferred to promissory notes payable	(68,900)	—	—	(68,900)
Transferred from contingent consideration payables	—	12,395	—	12,395
Transferred to other payables	—	(6,000)	—	(6,000)
Repurchase of convertible bonds	—	—	(90,000)	(90,000)
Net fair value changes included in profit or loss	(23,049)	(7,007)	(47,768)	(77,824)
At 31 March 2019	85,570	9,966	172,742	268,278
Net fair value gain included in the profit or loss for liabilities held at the end of the reporting period	23,049	7,007	47,768	77,824

(iii) 並非以公平值列值之財務資產及負債

本集團按成本或攤銷成本入賬之財務工具之賬面值與其於二零一九年及二零二零年三月三十一日之公平值差別不大。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

5. CRITICAL ACCOUNTING ESTIMATES

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) **Useful lives of property, plant and equipment and intangible assets with finite useful lives**

The Group's management determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and intangible assets with finite useful lives. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment and intangible assets of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation and amortisation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. The useful lives of property, plant and equipment and intangible assets are disclosed in notes 2(g) and 2(i) respectively.

(ii) **Impairment of property, plant and equipment and right-of-use assets**

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing its value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, which requires significant judgement relating to level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the carrying amounts of the assets and could result in additional impairment charge or reversal of impairment in future periods. As at 31 March 2020, the carrying amount of property, plant and equipment and right-of-use assets amounted to HK\$83,459,000 (2019: HK\$91,764,000) and HK\$3,668,000 (2019: N/A) respectively.

5. 關鍵會計估計

估計不明朗因素的主要來源

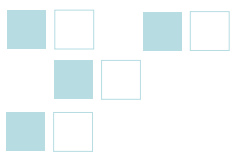
下文載述與未來有關的主要假設及於報告期末估計不明朗因素的其他主要來源，有關來源可能存在導致資產與負債賬面值於下一個財政年度須作出重大調整的重大風險。

(i) **具有有限可使用年期物業、廠房及設備及無形資產的可使用年期**

本集團管理層決定其具有有限可使用年期物業、廠房及設備及無形資產的估計可使用年期及相關折舊及攤銷開支。此估計乃根據在性質及功能相近的物業、廠房及設備及無形資產的實際可使用年期方面的以往經驗而定。技術創新及競爭對手因應嚴峻行業週期而採取的行動可能使估計有重大改變。倘可使用年期少於先前估計的年期，管理層將增加折舊及攤銷開支；管理層亦可能將已棄置或出售於技術上屬陳舊的資產或非策略資產予以撇銷或撇減。物業、廠房及設備及無形資產的可使用年期分別於附註2(g)及2(i)中披露。

(ii) **物業、廠房及設備以及使用權資產的減值**

資產的可收回金額為其公平值減出售成本與使用價值兩者間的較高者。於評估使用價值時，估計未來現金流量乃採用反映現時市場對貨幣時間價值的評估及該資產的特定風險的稅前貼現率，貼現至其現值，此舉要求作出與收入水平及經營成本金額相關的重大判斷。於釐定可收回金額的合理約數時，本集團會採用所有可隨時獲得的資料，包括根據合理及有支持的假設及收入及經營成本的預測作出的估計。該等估計的變動可能對資產的賬面值產生重大影響，並可能於未來期間導致額外的減值支出或減值撥回。於二零二零年三月三十一日，物業、廠房及設備以及使用權資產的賬面值分別為83,459,000港元(二零一九年：91,764,000港元)及3,668,000港元(二零一九年：不適用)。



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5. CRITICAL ACCOUNTING ESTIMATES (CONTINUED)

Key sources of estimation uncertainty (Continued)

(iii) Impairment of intangible assets with finite useful lives

The Group tests whether the intangible assets which have finite useful lives have suffered any impairment whenever there is any indication that the intangible assets have been impaired. The Group has made estimations and assumptions in relation to the potential future cash flows of identifiable intangible assets. This assessment involves estimations and assumptions relating to potential future revenues, appropriate discount rates and the useful lives of such assets. The recoverable amounts of these intangible assets have been determined based on the value-in-use calculations, which have been estimated using discounted cash flow method. As at 31 March 2020, the carrying amount of intangible assets with finite useful lives amounted to HK\$11,093,000 (2019: HK\$37,189,000).

(iv) Impairment of financial assets

The loss allowance for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the tables in note 4(b)(i).

(v) Write down of inventories

The management of the Group reviews its inventories at the end of each reporting period and write down the inventories to net realisable value. Management estimates the net realisable value for such items based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review on a product-by-product basis at the end of each reporting period and make allowance for obsolete items. As at 31 March 2020, the carrying amount of inventories amounted to HK\$31,390,000 (2019: HK\$29,065,000).

5. 關鍵會計估計 (續)

估計不明朗因素的主要來源 (續)

(iii) 具有限使用年期之無形資產減值

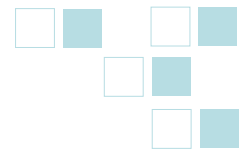
倘有任何跡象顯示無形資產已減值，本集團會測試具有限使用年期之無形資產有否出現減值。本集團就可識別無形資產潛在未來現金流量作出估計及假設。此評估涉及就該等資產之潛在未來收益、適當貼現率及使用年期作出估計及假設。該等無形資產之可收回金額按採用貼現現金流量法估計之使用價值計算釐定。於二零二零年三月三十一日，具有限使用年期之無形資產的賬面值為11,093,000港元(二零一九年：37,189,000港元)。

(iv) 財務資產之減值

財務資產的虧損撥備乃根據有關違約風險及預期損失率的假設作出。基於本集團過往記錄、當前市場情況及於各報告期末的前瞻性估計，本集團運用判斷作出該等假設及選擇減值計算的輸入值。所使用的關鍵假設及輸入數據的詳情在附註4(b)(i)的表中披露。

(v) 存貨撇減

本集團管理層於各報告期末檢討其存貨，並撇減存貨至可變現淨值。管理層主要根據最近期發票價格及現時市況估計有關項目的可變現淨值。本集團於各報告期末按逐個產品基準進行存貨檢討，並就陳舊項目作出撥備。於二零二零年三月三十一日，存貨的賬面值為31,390,000港元(二零一九年：29,065,000港元)。



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5. CRITICAL ACCOUNTING ESTIMATES (CONTINUED)

Key sources of estimation uncertainty (Continued)

(vi) *Current taxation and deferred taxation*

Judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the periods in which such determination are made.

Deferred taxation relating to certain temporary differences and tax losses are recognised as management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred taxation in the periods in which such estimate is changed.

As at 31 March 2020, the carrying amounts of tax recoverable, tax payable and deferred tax liabilities amounted to HK\$3,759,000 (2019: HK\$105,000), HK\$2,418,000 (2019: HK\$6,058,000) and HK\$2,402,000 (2019: HK\$36,316,000) respectively.

(vii) *Impairment of goodwill*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating unit (“CGU”) to which goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and a suitable discount rate in order to calculate the present value of those cash flows. Where the actual future cash flows are less than expected, impairment loss may arise. As at 31 March 2020, the carrying amount of goodwill amounted to HK\$26,570,000 (2019: HK\$199,879,000).

5. 關鍵會計估計(續)

估計不明朗因素的主要來源(續)

(vi) *即期稅項及遞延稅項*

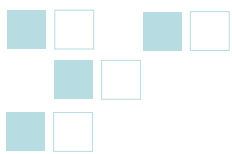
於釐定稅項撥備金額及相關稅項的繳付時間時，須作出判斷。於日常業務過程中存在多項無法確定最終稅款的交易及計算。倘該等事項的最終稅務結果與最初記錄的金額不同，則該等差額將影響作出有關釐定期間的所得稅及遞延稅項撥備。

與若干暫時差額及稅項虧損有關的遞延稅項按管理層認為未來有可能出現應課稅溢利可用作抵銷該等暫時差額或稅項虧損而確認。當預期金額與原定估計有差額時，則有關差額將會於估計出現變動的期間內影響確認遞延稅項。

於二零二零年三月三十一日，可收回稅項、應付稅項及遞延稅項負債的賬面值分別為3,759,000港元(二零一九年：105,000港元)、2,418,000港元(二零一九年：6,058,000港元)及2,402,000港元(二零一九年：36,316,000港元)。

(vii) *商譽減值*

本集團至少每年釐定商譽是否出現減值。此需要估計獲分配商譽之現金產生單位(「現金產生單位」)之使用價值。估計使用價值要求本集團估計現金產生單位之預期未來現金流量，並選擇適當貼現率以計算該等現金流量之現值。倘實際未來現金流量低於預期，則可能產生減值虧損。於二零二零年三月三十一日，商譽的賬面值為26,570,000港元(二零一九年：199,879,000港元)。



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5. CRITICAL ACCOUNTING ESTIMATES (CONTINUED)

Key sources of estimation uncertainty (Continued)

(viii) Estimated valuation of investment property

In determining the fair value, the valuer has based on property valuation techniques which involve, inter alia, certain estimates including comparable sales in the relevant market, appropriate discount rates and expected future market rents. In relying on the valuation report, management has exercised their judgement and is satisfied that the method of valuation is reflective of the current market condition. As at 31 March 2020, the carrying amount of investment property amounted to HK\$3,500,000 (2019: HK\$8,130,000).

(ix) Impairment of interest in an associate

Determining whether interest in an associate is impaired requires an estimation of the recoverable amount of the associate. Recoverable amount is the higher of fair value less costs to sell and value in use. The recoverable amount of the associate is determined based on the estimated value in use of the associate. Management has evaluated the recovery of the investment based on such estimates and is confident that the allowance for impairment, where necessary, is adequate. During the year ended 31 March 2020, impairment losses of HK\$28,071,000 were recognised (2019: no impairment loss) in respect of interests in an associate. As at 31 March 2020, the carrying amount of the interest in an associate amounted to approximately HK\$47,283,000 (2019: HK\$73,400,000).

(x) Fair value of contingent consideration receivable

The fair value of contingent consideration receivable was determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions, including the discount rates and estimation of future performance. Changes in assumption used could materially affect the fair value of the balances and as a result affect the Group's financial condition and results of operation. At 31 March 2020, the carrying amount of contingent consideration receivable amounted to approximately HK\$1,735,000 (2019: Nil).

5. 關鍵會計估計 (續)

估計不明朗因素的主要來源 (續)

(viii) 投資物業估值

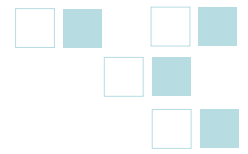
於釐定公平值時，估值師乃基於物業估值方法，當中涉及（其中包括）若干估計，包括於相關市場之可資比較銷售、合適的貼現率及預期未來市場租金。在依賴估值報告時，管理層已運用其判斷並信納有關估值方法能反映現時市況。於二零二零年三月三十一日，投資物業的賬面值為3,500,000港元（二零一九年：8,130,000港元）。

(ix) 於一間聯營公司的權益減值

釐定於一間聯營公司的權益是否減值需估計該聯營公司的可收回金額。可收回金額為公平值減出售成本與使用價值兩者間的較高者。該聯營公司的可收回金額乃根據其估計使用價值釐定。管理層已根據有關估計評估是否可收回投資，並深信減值撥備（如需要）屬充足。於截至二零二零年三月三十一日止年度，就於一間聯營公司的權益確認減值虧損28,071,000港元（二零一九年：並無減值虧損）。於二零二零年三月三十一日，於一間聯營公司的權益之賬面值約為47,283,000港元（二零一九年：73,400,000港元）。

(x) 或然應收代價的公平值

或然應收代價的公平值乃使用估值技術釐定。本集團使用其判斷，選擇多種方法及作出假設，包括貼現率及未來表現估計。所用假設的變動可能嚴重影響結餘的公平值，因而影響本集團的財務狀況及經營業績。於二零二零年三月三十一日，或然應收代價的賬面值約1,735,000港元（二零一九年：零）。



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6. REVENUE

Revenue from continuing operations represents the income from sales of health and beauty supplements and products, provision of online advertising agency business, online payment business and e-commerce promotion business, net of returns, discounts, value-added tax and other sales taxes for the year.

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines and geographical locations of customers from continuing operations are detailed as follows:

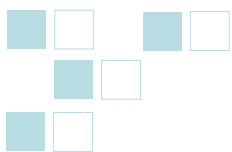
6. 收益

持續經營業務的收益指銷售保健及美容補品及產品、提供線上廣告代理業務、線上支付業務及電子商務推廣業務的收入，扣除年內退回、折扣、增值稅及其他銷售稅。

收益分拆

持續經營業務的按主要產品或服務類別及客戶地理位置劃分的來自與客戶合約之收益分拆詳情如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Revenue from contracts with customers within the scope of HKFRS 15:	於香港財務報告準則第15號範疇內來自與客戶合約的收益：		
Health and beauty supplements and products	保健及美容補品及產品	294,888	312,728
Online advertising agency business	線上廣告代理業務	13,597	11,535
Online payment business	線上支付業務	679	455
E-commerce promotion business	電子商務推廣業務	8,966	7,487
		318,130	332,205
Disaggregated by geographical locations of customers:	按客戶所在地理位置劃分：		
Hong Kong (place of domicile)	香港(註冊地點)	317,002	330,941
The PRC	中國	994	1,190
Taiwan	台灣	62	29
Others	其他	72	45
		318,130	332,205
Timing of revenue recognition:	收益確認時間：		
Point in time	按時間點	315,625	323,067
Over time	隨時間逐步	2,505	9,138
		318,130	332,205



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7. OTHER REVENUE AND OTHER NET INCOME

An analysis of other revenue and other net income from continuing operations is as follows:

7. 其他收益及其他收入淨額

來自持續經營業務的其他收益及其他收入淨額分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Other revenue	其他收益		
Bank interest income	銀行利息收入	8	14
Total interest income on financial assets measured at amortised cost	按攤銷成本計量的財務資產的利息收入總額	8	14
Marketing service income	推廣服務收入	1,884	2,892
Sundry income	雜項收入	1,222	1,175
Waiver of other payables	豁免其他應付款項	15	—
		3,129	4,081
Other net income	其他收入淨額		
Net gain on disposal of subsidiaries	出售附屬公司的收益淨額	—	4,090
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損淨額	(1,313)	(147)
Net exchange gain	匯兌收益淨額	141	89
Loss arising from termination of leases	終止租賃產生的虧損	(18)	—
Gain on early settlement of promissory notes payable (note 34(b))	提早結付應付承兌票據的收益 (附註34(b))	13,419	—
Gain on early settlement of convertible bonds (note 33(c))	提早結付可換股債券的收益 (附註33(c))	3,748	—
		15,977	4,032
		19,106	8,113



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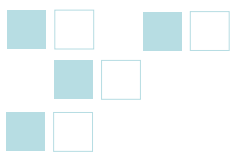
8. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation from continuing operations is arrived at after charging/(crediting) the followings:

8. 除稅前(虧損)/溢利

持續經營業務之除稅前(虧損)/溢利乃經扣除/(計入)以下各項後得出：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
(a) Staff costs:	(a) 員工成本：		
Salaries, allowances, and other benefits (including directors' emoluments)	薪金、津貼及其他福利 (包括董事酬金)	125,240	137,060
Contributions to defined contribution retirement plans	定額供款退休計劃供款	3,880	3,863
Equity-settled share-based payments	以股權結算以股份支付之開支	7,100	37,007
		136,220	177,930
(b) Other items:	(b) 其他項目：		
Auditors' remuneration	核數師酬金	1,685	1,645
Cost of inventories	存貨成本	73,392	71,272
Depreciation charge:	折舊開支：		
— owned property, plant and equipment	— 擁有物業、廠房及設備	7,673	7,968
— right-of-use assets	— 使用權資產	5,577	—
Amortisation of intangible assets	無形資產攤銷	5,032	7,203
Total minimum lease payments for leases previously classified as operating leases under HKAS 17	先前根據香港會計準則第17號 分類為經營租賃之租賃的最 低租賃付款總額	—	6,860
Research and development costs (other than amortisation costs)	研發成本(攤銷成本除外)	3,962	4,543
Rent for special designated counters	特別指定櫃位租金	51,884	52,860
Rental income from an investment property less direct outgoings of HK\$Nil (2019: HK\$8,000)	來自一項投資物業的租金收入 減直接開支零港元 (二零一九年：8,000港元)	—	(72)
Impairment losses/(reversal of impairment losses):	減值虧損/(減值虧損撥回)：		
— property, plant and equipment	— 物業、廠房及設備	677	—
— interest in an associate	— 於一間聯營公司的權益	28,071	—
— intangible assets	— 無形資產	21,064	—
— goodwill	— 商譽	35,375	—
— trade receivables	— 應收賬款	(440)	862
— deposits	— 按金	1,000	—



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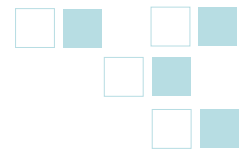
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8. (LOSS)/PROFIT BEFORE TAXATION (CONTINUED)

8. 除稅前(虧損)/溢利(續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
(c) Finance costs:	(c) 融資成本：		
Interest on bank borrowings	銀行借款利息	1,147	846
Interest on other borrowings	其他借款利息	2,472	1,482
Interest on lease liabilities	租賃負債利息	477	—
Interest on liability component of convertible bonds measured at amortised cost	按攤銷成本計量的可換股債券負債部分的利息	16,692	1,667
Interest on promissory notes payable measured at amortised cost	按攤銷成本計量的應付承兌票據的利息	3,345	1,520
Total interest expenses on financial liabilities not at FVTPL	並非按公平值計入損益的財務負債的利息開支總額	24,133	5,515
Interest on convertible bonds designated at FVTPL	指定按公平值計入損益的可換股債券的利息	13,090	15,240
Interest on promissory notes payable designated at FVTPL	指定按公平值計入損益的應付承兌票據的利息	—	213
		37,223	20,968



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9. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

For the year ended 31 March 2020

9. 董事及行政總裁酬金

根據香港公司條例第383(1)條及《公司(披露董事利益資料)規例》第二部分披露的董事酬金如下：

截至二零二零年三月三十一日止年度

		Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Equity-settled share-based payments	Retirement scheme contributions	Total
		袍金	薪金、津貼及實物福利	酌情花紅	以股權結算以股份支付之開支	退休計劃供款	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
					(note vii)		
					(附註vii)		
<i>Acting chairman, acting chief executive officer and executive director</i>	代理主席、代理行政總裁兼執行董事						
Mr. Wang Xihua (Note i)	王西華先生(附註i)	—	1,678	—	424	18	2,120
<i>Executive directors</i>	執行董事						
Mr. Lee Chi Hang, Sidney (Note ii)	李志恒先生(附註ii)	—	1,650	3,000	583	28	5,261
Mr. Lai Wei Lam, William	賴偉林先生	—	1,112	80	424	18	1,634
<i>Independent non-executive directors</i>	獨立非執行董事						
Ms. Szeto Wai Ling, Virginia (Note iii)	司徒惠玲女士(附註iii)	169	—	—	26	—	195
Mr. Leung Winson Kwan Yau	梁鈞濠先生	240	—	—	26	—	266
Mr. Tam Kin Yip	譚健業先生	240	—	—	26	—	266
Mr. Leung Man Loon	梁文龍先生	240	—	—	26	—	266
		889	4,440	3,080	1,535	64	10,008



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

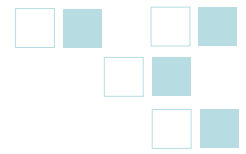
9. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (CONTINUED)

For the year ended 31 March 2019

9. 董事及行政總裁酬金 (續)

截至二零一九年三月三十一日止年度

		Salaries, allowances and benefits in kind	Discretionary bonuses	Equity-settled share-based payments	Retirement scheme contributions	Total	
	Fees	薪金、津貼及 袍金	酌情花紅	以股權結算以股 份支付之開支	退休計劃 供款	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	
				(note vii) (附註vii)			
Chairman, chief executive officer and executive director		主席、行政總裁兼執行董事					
Mr. Chan Yan Tak (Note iv)	陳恩德先生 (附註iv)	—	3,600	5,450	—	18	9,068
Executive directors		執行董事					
Mr. Lee Chi Hang, Sidney	李志恒先生	—	1,380	1,110	2,291	18	4,799
Mr. Wong Ping Yiu (Note v)	黃平耀先生 (附註v)	—	77	—	—	2	79
Mr. Wang Xihua	王西華先生	—	1,308	3,700	1,561	18	6,587
Mr. Lai Wei Lam, William	賴偉林先生	—	965	690	1,561	18	3,234
Mr. Liao Zhe (Note vi)	廖喆先生 (附註vi)	—	1,262	—	5,783	6	7,051
Independent non-executive directors		獨立非執行董事					
Ms. Szeto Wai Ling, Virginia	司徒惠玲女士	240	—	—	603	—	843
Mr. Leung Winson Kwan Yau	梁鈞濠先生	240	—	—	603	—	843
Mr. Tam Kin Yip	譚健業先生	240	—	—	603	—	843
Mr. Leung Man Loon	梁文龍先生	240	—	—	603	—	843
		960	8,592	10,950	13,608	80	34,190



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9. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (CONTINUED)

Notes:

- (i) Mr. Wang Xihua has temporarily undertaken the duties of the chairman of the Board and the chief executive officer of the Group with effect from 1 April 2019.
- (ii) Mr. Lee Chi Hang Sidney resigned as executive director of the Company on 25 February 2020.
- (iii) Ms. Szeto Wai Ling Virginia resigned as independent non-executive director of the Company on 13 December 2019.
- (iv) Mr. Chan Yan Tak resigned as the chairman of the Board, an executive director and the chief executive officer with effect from 1 April 2019.
- (v) Mr. Wong Ping Yiu resigned as executive director of the Company on 4 May 2018.
- (vi) Mr. Liao Zhe was resigned as the executive director of the Company on 4 October 2018.
- (vii) These 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 Group's accounting policies for equity-settled share-based payment transactions as set out in note 2(w)(ii) and, in accordance with the policies, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting. The details of these benefits in kind, including the principal terms and number of options granted, are disclosed under the note 44.

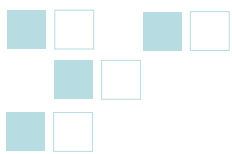
During the years ended 31 March 2019 and 2020, no director of the Company has waived any emoluments and no emoluments were paid or payable by the Group to any of the directors as an inducement to join or upon joining the Group, or as compensation for loss of office.

9. 董事及行政總裁酬金(續)

附註：

- (i) 王西華先生臨時擔任本集團董事會主席及行政總裁之職務，由二零一九年四月一日起生效。
- (ii) 李志恒先生於二零二零年二月二十五日辭任本公司執行董事。
- (iii) 司徒惠玲女士於二零一九年十二月十三日辭任本公司獨立非執行董事。
- (iv) 陳恩德先生辭任董事會主席、執行董事兼行政總裁，自二零一九年四月一日起生效。
- (v) 黃平耀先生於二零一八年五月四日辭任本公司執行董事。
- (vi) 廖喆先生於二零一八年十月四日辭任本公司執行董事。
- (vii) 這是指根據本公司的購股權計劃授予董事的購股權的估算價值。該等購股權的價值是按照附註2(w)(ii)所列本集團有關以股權結算以股份支付交易的會計政策計量，包括反向調整有關於過往年度授出之權益工具於歸屬前失效的應計金額。該等實物福利的詳情，包括主要條款及授出購股權數目，載列於附註44。

截至二零一九年及二零二零年三月三十一日止年度，本公司董事概無放棄任何酬金，而本集團亦無向任何董事支付或應付任何酬金，作為彼等加入本集團或加入本集團時的獎勵或離職補償。



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10. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, none (2019: two) are the directors whose emoluments are disclosed in note 9, one (2019: one) is an ex-director whose emoluments for the time being the director of the Company are disclosed in note 9. The aggregate of the emoluments in respect of an ex-director, Mr. Lee Chi Hang, Sidney, after 25 February 2020 and other four individuals (2019: emoluments in respect of an ex-director, Mr. Liao Zhe, after 4 October 2018 and other two individuals) are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	20,313	5,732
Discretionary bonuses	酌情花紅	6,200	4,560
Equity-settled share-based payments	以股權結算以股份支付之開支	1,996	6,322
Contributions to retirement benefits schemes	退休福利計劃供款	101	43
		28,610	16,657

The emoluments of individuals other than directors (including an ex-director of the Company) with the highest emoluments are within the following bands:

		2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
HK\$3,000,001 up to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	2	—
HK\$4,000,001 up to HK\$4,500,000	4,000,001 港元至 4,500,000 港元	1	—
HK\$5,500,001 up to HK\$6,000,000	5,500,001 港元至 6,000,000 港元	1	—
HK\$6,000,001 up to HK\$6,500,000	6,000,001 港元至 6,500,000 港元	—	1
HK\$8,000,001 up to HK\$8,500,000	8,000,001 港元至 8,500,000 港元	—	1
HK\$9,000,001 up to HK\$9,500,000	9,000,001 港元至 9,500,000 港元	—	1
HK\$12,500,001 up to HK\$13,000,000	12,500,001 港元至 13,000,000 港元	1	—

During the years ended 31 March 2019 and 2020, no emolument was paid to the five highest paid individuals (including directors and other employees) as an inducement to join or upon joining the Group or as compensation of loss of office and no bonus was paid or payable by the Group to the five highest paid individuals based on the performance of the Group.

10. 最高薪人士

於五名最高薪人士中，概無(二零一九年：兩名)為董事，其酬金於附註9披露，一名(二零一九年：一名)為前任董事，其當時擔任本公司董事的酬金於附註9披露。有關前任董事李志恒先生(於二零二零年二月二十五日之後)及另外四名人士的酬金總額(二零一九年：有關前任董事廖喆先生(於二零一八年十月四日之後)及另外兩名人士的酬金)如下：

最高薪人士(不包括董事但包括一名本公司前任董事)的酬金介乎下列組別：

		2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
HK\$3,000,001 up to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	2	—
HK\$4,000,001 up to HK\$4,500,000	4,000,001 港元至 4,500,000 港元	1	—
HK\$5,500,001 up to HK\$6,000,000	5,500,001 港元至 6,000,000 港元	1	—
HK\$6,000,001 up to HK\$6,500,000	6,000,001 港元至 6,500,000 港元	—	1
HK\$8,000,001 up to HK\$8,500,000	8,000,001 港元至 8,500,000 港元	—	1
HK\$9,000,001 up to HK\$9,500,000	9,000,001 港元至 9,500,000 港元	—	1
HK\$12,500,001 up to HK\$13,000,000	12,500,001 港元至 13,000,000 港元	1	—

截至二零一九年及二零二零年三月三十一日止年度，並無向五名最高薪人士(包括董事及其他僱員)支付酬金作為加入本集團的獎勵或吸引加入本集團的獎勵或離職補償，亦無根據本集團的業績而向五名最高薪人士支付或應付任何花紅。



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11. TAXATION

Income tax from continuing operations in the consolidated statement of profit or loss and other comprehensive income represents:

11. 稅項

綜合損益及其他全面收入表內的持續經營業務所得稅指：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Current tax	即期稅項		
Hong Kong Profits Tax	香港利得稅	6,806	9,852
(Overprovision)/underprovision in respect of prior years	過往年度(超額撥備)/撥備不足		
Hong Kong Profits Tax	香港利得稅	(29)	57
PRC EIT	中國企業所得稅	—	289
Deferred tax	遞延稅項		
(Reversal)/origination of temporary differences	暫時差額的(撥回)/產生	(5,268)	25
		1,509	10,223

The Group is subjected to Hong Kong Profits Tax at a rate of 16.5% (2019: 16.5%) for the year ended 31 March 2020.

截至二零二零年三月三十一日止年度，本集團須按16.5%（二零一九年：16.5%）的稅率繳納香港利得稅。

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 (2019: HK\$2,000,000) of assessable profits of qualifying corporations will be taxed at 8.25% (2019: 8.25%), and the assessable profits above HK\$2,000,000 (2019: HK\$2,000,000) will be taxed at 16.5% (2019: 16.5%).

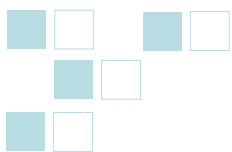
於二零一八年三月二十一日，香港立法會通過《二零一七年稅務（修訂）（第7號）條例草案》（「條例草案」），引入利得稅兩級制。條例草案於二零一八年三月二十八日簽署成為法律，並於次日刊登憲報。根據利得稅兩級制，合資格企業的首2,000,000港元（二零一九年：2,000,000港元）應課稅溢利將按8.25%（二零一九年：8.25%）繳稅，而超過2,000,000港元（二零一九年：2,000,000港元）的應課稅溢利將按16.5%（二零一九年：16.5%）繳稅。

For the years ended 31 March 2019 and 2020, no provision for PRC EIT has been made in the consolidated financial statements as the Group has no assessable profits under EIT.

截至二零一九年及二零二零年三月三十一日止年度，於綜合財務報表並無作出中國企業所得稅撥備，原因為本集團並無企業所得稅應課稅溢利。

No provision for profits tax in the Cayman Islands, the British Virgin Islands, Malaysia, Macau and Taiwan have been made as the Group has no income or profit assessable for tax in these jurisdictions for the years ended 31 March 2019 and 2020.

由於本集團於截至二零一九年及二零二零年三月三十一日止年度內並無在開曼群島、英屬處女群島、馬來西亞、澳門及台灣錄得任何應課稅收入或溢利，故並無就此等司法權區作出利得稅撥備。



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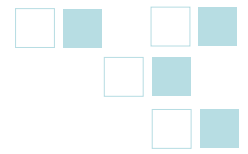
11. TAXATION (CONTINUED)

Reconciliation between tax expenses and accounting losses from continuing operations at the applicable tax rates:

11. 稅項(續)

持續經營業務之稅項開支與按適用稅率計算的會計虧損的對賬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
(Loss)/profit before taxation	除稅前(虧損)/溢利	(55,481)	2,228
Notional tax on loss before taxation, calculated at the rates applicable to profits or losses in the tax jurisdictions concerned	除稅前虧損的理論稅項，按溢利或虧損在被考慮的司法權區的適用稅率計算	(9,715)	(304)
Tax effect on non-taxable income	毋須課稅收入的稅務影響	(5,495)	(703)
Tax effect on non-deductible expenses	不可扣稅開支的稅務影響	15,128	5,473
Tax effect on share of profit of an associate	應佔聯營公司溢利的稅務影響	(322)	(561)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	3,106	6,576
Tax effect of temporary differences recognised	已確認暫時差額的稅務影響	164	194
Special tax deduction	特殊稅務寬減	(217)	(184)
(Overprovision)/underprovision in respect of prior years	過往年度(超額撥備)/撥備不足	(29)	346
Utilisation of tax losses not previously recognised	動用過往未確認稅項虧損	(1,113)	(495)
Others	其他	2	(119)
Actual tax expense	實際稅項支出	1,509	10,223



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12. DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

The breakdown of loss from discontinued operations is presented below:

12. 已終止經營業務及分類為持作銷售的出售組合

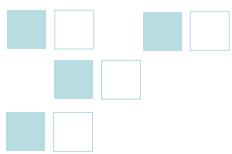
來自已終止經營業務的虧損明細如下所示：

	Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Empire Access Limited and its subsidiaries (the "Empire Access Group")	(a)	(61,281)	(1,909)
Game distribution business (the "Game Distribution Business")	(b)	(33,396)	(807)
		(94,677)	(2,716)
Attributable to:	以下應佔：		
Owners of the Company	本公司擁有人	(89,185)	(1,948)
Non-controlling interests	非控股權益	(5,492)	(768)
		(94,677)	(2,716)

The calculations of loss per share from the discontinued operations are based on:

已終止經營業務的每股虧損根據下文所述計算：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss	虧損		
Loss attributable to owners of the Company from the discontinued operations	本公司擁有人應佔來自已終止 經營業務的虧損	(89,185)	(1,948)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share (note 14)	就每股基本及攤薄虧損的普通股 加權平均數(附註14)	2,364,154,919	2,123,002,150
Loss per share from the discontinued operations (expressed in HK cents per share):	已終止經營業務的每股虧損(以每 股港仙列示)：		
— Basic	— 基本	(3.77)	(0.09)
— Diluted	— 攤薄	(3.77)	(0.09)



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12. DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONTINUED)

(a) Disposal of Empire Access Group

On 27 March 2020 (the “Date of Disposal”), the Group disposed of its entire equity interest in Empire Access Limited (“**Empire Access**”) to an independent third party purchaser (the “**Purchaser**”), Grand Spread Limited, for a total consideration of HK\$229,000,000.

Pursuant to the sales and purchase agreement dated 19 November 2019, first supplemental sales and purchase agreement dated 17 February 2020 and second supplemental sales and purchase agreement dated 27 March 2020 (collectively known as the “**SPA**”), the total consideration would be settled by:

- (i) cash consideration of HK\$68,800,000;
- (ii) the promissory notes issued by the Purchaser to the Company in an amount of approximately HK\$37,894,000;
- (iii) issuance of new promissory notes by the Purchaser to the beneficial owners of Empire Access immediately before the assumption of its ownership by the Company (the “**Original Owners**”) in the principal amount of approximately HK\$62,306,000 in replacement of the promissory notes issued by the Company to the Original Owners on 5 October 2018 and 4 October 2019 in connection with the acquisition of Empire Access by the Company during the year ended 31 March 2018; and
- (iv) releasing all obligations and liabilities in a maximum amount of HK\$60,000,000 that shall be settled by the Purchaser by way of assuming the payment obligations of the Fifth Instalment owing to the Original Owners by the Company in connection with the acquisition of Empire Access by the Company during the year ended 31 March 2018.

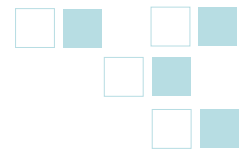
12. 已終止經營業務及分類為持有待售的出售組合 (續)

(a) 出售 Empire Access 集團

於二零二零年三月二十七日(「出售日期」)，本集團出售其於 Empire Access Limited (「**Empire Access**」) 的全部股權予獨立第三方買方(「買方」) 偉展有限公司，總代價為 229,000,000 港元。

根據日期為二零一九年十一月十九日之買賣協議、日期為二零二零年二月十七日之第一份補充買賣協議及日期為二零二零年三月二十七日之第二份補充買賣協議(統稱「買賣協議」)，總代價將以下述方式結付：

- (i) 現金代價 68,800,000 港元；
- (ii) 買方發行予本公司的承兌票據，金額約為 37,894,000 港元；
- (iii) 買方發行予緊接本公司承接 Empire Access 所有權前其前任實益擁有人(「原始擁有人」) 的新承兌票據，本金額約為 62,306,000 港元，以此取代本公司截至二零一八年三月三十一日止年度收購 Empire Access 而在二零一八年十月五日及二零一九年十月四日發行予原始擁有人的承兌票據；及
- (iv) 由買方承接本公司就截至二零一八年三月三十一日止年度收購 Empire Access 而結欠原始擁有人的第五期付款之付款責任，以此免除買方應結付的所有責任及負債，上限為 60,000,000 港元。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

12. DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONTINUED)

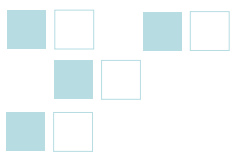
(a) Disposal of Empire Access Group (Continued)

Empire Access Group is principally engaged in the business of provision of WeChat Pay cross-border solutions to Tenpay Payment Technology Company Limited (“Tenpay”), an integrated online payment platform, and the retail merchants in Hong Kong (the “**Disposed Online Payment Business**”). The Disposed Online Payment Business represented a major line of the Group’s business in the online payment segment for segment reporting and was regarded as a discontinued operation. The disposal allows the Group to focus on the health and beauty supplement and products business, streamline the Group’s existing business segments and operations and sharpen the Group’s strategic focus on its core business.

12. 已終止經營業務及分類為持作銷售的出售組合(續)

(a) 出售Empire Access集團(續)

Empire Access集團主要從事向綜合線上支付平台財付通支付科技有限公司(「財付通」)及香港零售商戶提供微信支付跨境解決方案之業務(「已出售線上支付業務」)。就分部報告而言，已出售線上支付業務為本集團線上支付分部業務的主要分支及視為已終止經營業務。出售事項使本集團專注於保健及美容補品及產品業務，並精簡本集團現有的業務分部和營運，並加強本集團對其核心業務的戰略專注力。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

12. DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONTINUED)

(a) Disposal of Empire Access Group (Continued)

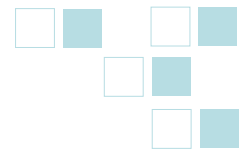
The results of the Disposed Online Payment Business for the year ended 31 March 2019 and the period from 1 April 2019 to the Date of Disposal are presented below:

		Period from 1 April 2019 to the Date of Disposal 二零一九年 四月一日至 出售日期期間 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
Revenue	收益	20,581	14,467
Cost of revenue	收益成本	(6,212)	(7,792)
Gross profit	毛利	14,369	6,675
Other revenue and other net loss	其他收益及其他虧損淨額	(485)	(643)
Administrative expenses	行政開支	(8,579)	(7,955)
Finance costs	融資成本	(53)	—
Profit/(loss) from the discontinued operation	已終止經營業務之溢利／ (虧損)	5,252	(1,923)
Loss on disposal of the discontinued operation	出售已終止經營業務之虧損	(66,344)	—
Loss before tax from the discontinued operation	已終止經營業務之除稅前 虧損	(61,092)	(1,923)
Taxation	稅項	(189)	14
Loss for the year from the discontinued operation	已終止經營業務之年內虧損	(61,281)	(1,909)
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人	(62,809)	(1,402)
Non-controlling interests	非控股權益	1,528	(507)
		(61,281)	(1,909)

12. 已終止經營業務及分類為持作銷售的出售組合(續)

(a) 出售 Empire Access 集團(續)

已出售線上支付業務於截至二零一九年三月三十一日止年度及二零一九年四月一日至出售日期期間的業績呈列如下：



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

12. DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONTINUED)

12. 已終止經營業務及分類為持作銷售的出售組合(續)

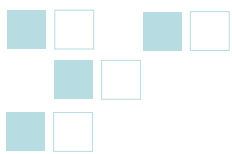
(a) Disposal of Empire Access Group (Continued)

The major classes of assets and liabilities of the Disposed Online Payment Business disposed of as at the Date of Disposal are as follows:

(a) 出售Empire Access集團(續)

於出售日期已出售的線上支付業務主要資產及負債類別如下：

		Note 附註	HK\$'000 千港元
Assets	資產		
Property, plant and equipment	物業、廠房及設備	16	371
Right-of-use assets	使用權資產	18	786
Goodwill	商譽	20	113,373
Intangible assets	無形資產	19	172,313
Trade and other receivables	應收賬款及其他應收款項		7,033
Cash and cash equivalents	現金及現金等價物		648
Assets disposed of	已出售資產		294,524
Liabilities	負債		
Trade and other payables	應付賬款及其他應付款項		(841)
Contract liabilities	合約負債		(503)
Lease liabilities	租賃負債		(803)
Tax payable	應付稅項		(259)
Amounts due to non-controlling interests	應付非控股權益款項		(27)
Deferred tax liabilities	遞延稅項負債	36	(28,590)
Liabilities disposed of	已出售負債		(31,023)
Net assets disposed of	已出售資產淨值		263,501
Non-controlling interests	非控股權益		(43,855)
Expenses incurred on disposal	出售事項產生之開支		173
Loss on disposal of the discontinued operation	出售已終止經營業務虧損		(66,344)
Total fair value of consideration	總代價公平值		153,475
Satisfied by:	以下列方式結付：		
Cash	現金		4,800
Fair value of cash consideration receivable	應收現金代價的公平值		65,831
Fair value of promissory notes receivable	應收承兌票據的公平值	24	35,687
Fair value of contingent consideration payable released	已免除或然應付代價的公平值	32	5,983
Fair value of promissory notes payable released	已免除應付承兌票據的公平值	34(b)	41,174
			153,475



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

12. DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONTINUED)

(a) Disposal of Empire Access Group (Continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of the Disposed Online Payment Business is as follows:

		2020 二零二零年 HK\$'000 千港元
Cash consideration received*	已收現金代價*	4,800
Cash and cash equivalents disposed of	已出售現金及現金等價物	(648)
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	出售附屬公司的現金及現金等價物流入淨額	4,152

* Partial cash consideration of HK\$64,000,000 was settled by the principal of convertible bonds redeemed by certain bondholders who are also the beneficiaries of the Purchaser of an equivalent amount during the year ended 31 March 2020.

The net cash flows incurred by the Disposed Online Payment Business for the year ended 31 March 2019 and the period from 1 April 2019 to the Date of Disposal are as follows:

		Period from 1 April 2019 to Date of Disposal 二零一九年 四月一日至 出售日期期間 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
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額	(1,237)	1,307
Net cash used in investing activities	投資活動所用現金淨額	(791)	(243)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(2,028)	1,064

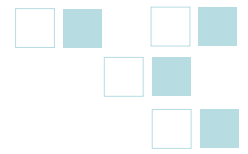
12. 已終止經營業務及分類為持有待售的出售組合(續)

(a) 出售Empire Access集團(續)

出售已出售線上支付業務的現金及現金等價物流入淨額分析如下：

* 於截至二零二零年三月三十一日止年度，部分現金代價64,000,000港元已由若干債券持有人(亦為買方的受益人)贖回等額的可換股債券本金額結付。

已出售線上支付業務於截至二零一九年三月三十一日止年度及二零一九年四月一日至出售日期期間產生的現金流量淨額如下：



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

12. DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONTINUED)

(b) Disposal group classified as held for sale of the Game Distribution Business

In March 2020, the management of the Group intended to dispose the Game Distribution Business as the Group would like to streamline the Group's existing business segments in order to focus on health and beauty supplements and products business and started looking for potential buyers. Further details of the disposal of the Game Distribution Business after the end of the reporting period are set out in note 48(c).

As the Game Distribution Business is considered as a separate major line of the Group's business, the corresponding operations in the Game Distribution Business have been classified as a discontinued operation as a result of the intention of management to dispose the Game Distribution Business.

The assets and liabilities attributable to the operations in the Game Distribution Business, which is expected to be sold within twelve months, have been classified as a disposal group held for sale and are presented separately in the consolidated statement of financial position.

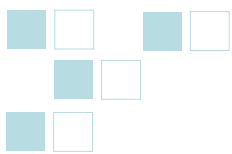
12. 已終止經營業務及分類為持作銷售的出售組合(續)

(b) 遊戲發行業務分類為持作出售的出售組合

於二零二零年三月，本集團管理層擬出售遊戲發行業務，因本集團有意精簡本集團現有業務分部以專注於保健及美容補品及產品業務，並開始尋找潛在買家。於報告期後出售遊戲發行業務的更多詳情載於附註48(c)。

由於遊戲發行業務被視為本集團業務的獨立主要分支，遊戲發行業務的相關營運已因管理層擬出售遊戲發行業務而分類為終止經營業務。

遊戲發行業務營運應佔資產及負債(預期於12個月內出售)已分類為持作出售的出售組合，並於綜合財務狀況表獨立呈列。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

12. DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONTINUED)

(b) Disposal group classified as held for sale of the Game Distribution Business (Continued)

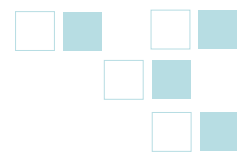
The loss for the years ended 31 March 2019 and 2020 from the discontinued operation arising from the Game Distribution Business are analysed as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	113,410	46,815
Cost of revenue	收益成本	(103,848)	(45,357)
Gross profit	毛利	9,562	1,458
Other revenue and other net (losses)/income	其他收益及其他(虧損)/收入淨額	(171)	14
Administrative expenses	行政開支	(2,595)	(2,270)
		6,796	(798)
Impairment loss on trade receivables	應收賬款減值虧損	(30,002)	—
Impairment loss on goodwill	商譽減值虧損	(10,192)	—
Loss before tax from the discontinued operation	已終止經營業務之除稅前虧損	(33,398)	(798)
Taxation	稅項	2	(9)
Loss for the year from the discontinued operation	已終止經營業務之年內虧損	(33,396)	(807)
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人	(26,376)	(546)
Non-controlling interests	非控股權益	(7,020)	(261)
		(33,396)	(807)

12. 已終止經營業務及分類為持作銷售的出售組合(續)

(b) 遊戲發行業務分類為持作出售的出售組合(續)

截至二零一九及二零二零年三月三十一日止年度來自遊戲發行業務的已終止經營業務虧損分析如下：



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

12. DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONTINUED)

(b) Disposal group classified as held for sale of the Game Distribution Business (Continued)

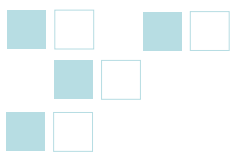
The major classes of assets and liabilities of the disposal group classified as held for sale as at 31 March 2020 are as follows:

12. 已終止經營業務及分類為持作銷售的出售組合(續)

(b) 遊戲發行業務分類為持作出售的出售組合(續)

於二零二零年三月三十一日，分類為持作出售的出售組合的主要資產及負債類別如下：

		Note 附註	HK\$'000 千港元
Assets	資產		
Property, plant and equipment	物業、廠房及設備	16	42
Goodwill (note (i) below)	商譽(下文附註(i))		14,369
Inventories	存貨		542
Trade and other receivables	應收賬款及其他應收款項		45,321
Cash and cash equivalents	現金及現金等價物		672
Assets associated with disposal group classified as held for sale	與分類為持作出售的出售組合有關的資產		60,946
Liabilities	負債		
Trade and other payables	應付賬款及其他應付款項		(61,876)
Deferred tax liabilities	遞延稅項負債	36	(7)
Liabilities associated with disposal group classified as held for sale	與分類為持作出售的出售組合有關的負債		(61,883)
Net liabilities associated with disposal group classified as held for sale	與分類為持作出售的出售組合有關的淨負債		(937)



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12. DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONTINUED)

(b) Disposal group classified as held for sale of the Game Distribution Business (Continued)

Note:

- (i) The movements of goodwill from the Game Distribution Business (previously allocated to CGU D as defined in note 20) during the year ended 31 March 2020 are as follows:

		2020 二零二零年 HK\$'000 千港元
At the beginning of the year	於年初	24,561
Impairment losses recognised	已確認減值虧損	(10,192)
At the end of the year	於年末	14,369

During the year ended 31 March 2020, based on the results of the impairment testing of the goodwill performed by comparing the aforesaid aggregate carrying amount of the cash-generating units (the "CGU") from the Game Distribution Business with the fair value less costs to sell, the Group recognised an impairment loss of HK\$10,192,000 on the goodwill. The fair value less costs to sell was assessed by the management based on a valuation of the fair value of total consideration of the proposed disposal performed by an independent professionally qualified valuer.

The net cash flows incurred by the Game Distribution Business for the years ended 31 March 2019 and 2020 are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net cash used in operating activities	經營活動所用的現金淨額	(1,362)	(8,324)
Net cash used in investing activities	用於投資活動的現金淨額	(1)	(63)
Net cash generated from financing activities	來自融資活動的現金淨額	—	9,000
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 (減少)/增加淨額	(1,363)	613

12. 已終止經營業務及分類為持作銷售的出售組合(續)

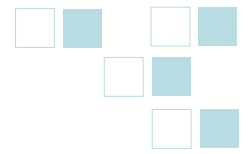
(b) 遊戲發行業務分類為持作出售的出售組合(續)

附註：

- (i) 於截至二零二零年三月三十一日止年度，因遊戲發行業務產生的商譽變動(先前分配至現金產生單位D(定義見附註20))如下：

於截至二零二零年三月三十一日止年度，根據商譽減值測試結果(進行方法為比較上述遊戲發行業務現金產生單位(「現金產生單位」)的總賬面值與公平值減出售成本)，本集團確認商譽減值虧損10,192,000港元。公平值減出售成本由管理層根據獨立專業合資格估值師對建議出售總代價的公平值進行的估值作出評估。

遊戲發行業務於截至二零一九年及二零二零年三月三十一日止年度產生的現金流量淨額如下：



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

13. DIVIDENDS

The Board does not recommend the payment of any dividend for the years ended 31 March 2019 and 2020.

13. 股息

董事會不建議就截至二零一九年及二零二零年三月三十一日止年度派付任何股息。

14. LOSS PER SHARE

(a) Basic loss per share

Basic loss per share is calculated by dividing the loss for the year attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

14. 每股虧損

(a) 每股基本虧損

每股基本虧損乃按本公司擁有人應佔年內虧損除以年內已發行普通股加權平均數計算。

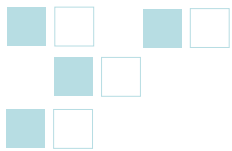
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Loss	虧損		
Loss for the year attributable to owners of the Company	本公司擁有人應佔年內虧損		
— from continuing operations	— 來自持續經營業務	(50,505)	(2,396)
— from discontinued operations	— 來自已終止經營業務	(89,185)	(1,948)
		(139,690)	(4,344)
		2020 二零二零年	2019 二零一九年
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損之普通股加權平均數	2,364,154,919	2,123,002,150

(b) Diluted loss per share

For the years ended 31 March 2019 and 2020, the diluted loss per share is the same as the basic loss per share because the effect of deemed issue of shares of certain outstanding share options and convertible bonds of the Company would result in a decrease in loss per share for the year.

(b) 每股攤薄虧損

截至二零一九年及二零二零年三月三十一日止年度，每股攤薄虧損與每股基本虧損相同，原因是本公司若干尚未行使購股權及可換股債券被視為發行股份的影響將導致年內每股虧損減少。



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15. EMPLOYEE RETIREMENT BENEFITS

Defined contribution retirement plan

The Group operates a Mandatory Provident Fund Scheme (“the MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

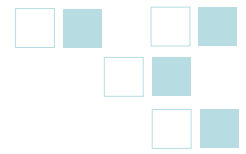
The employees of the Group’s subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

15. 僱員退休福利

定額供款退休計劃

本集團根據香港強制性公積金計劃條例為在香港僱傭條例保障下受聘的僱員設立一項強制性公積金計劃（「強積金計劃」）。強積金計劃為一項由獨立受託人管理的定額供款退休計劃。根據強積金計劃，僱主及其僱員各自須按僱員相關收入的5%向計劃供款，最高每月相關收入為30,000港元。計劃供款即時歸屬。

本公司於中國的附屬公司僱員均參與由中國政府設立的國家管理退休福利計劃。該等附屬公司須按薪金的規定百分比向該退休福利計劃供款以支付福利。本集團對該退休福利計劃的唯一責任為作出規定的供款。



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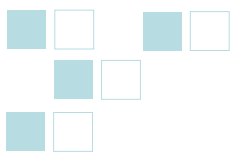
16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Leasehold land and buildings held for own use carried at cost 按成本列賬持作自用的租賃土地及樓宇 HK\$'000 千港元	Leasehold improvements 租賃裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture, fixtures and equipment 傢具、裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本						
At 1 April 2018	於二零一八年四月一日	114,598	12,670	3,164	9,323	3,944	143,699
Additions through acquisition of subsidiaries	透過收購附屬公司的添置	—	187	—	81	—	268
Additions	添置	—	411	385	4,157	1,077	6,030
Disposals	出售	—	(1,552)	—	(484)	—	(2,036)
Disposal of a subsidiary (note 41(b))	出售附屬公司(附註41(b))	(26,834)	—	—	—	—	(26,834)
Exchange adjustments	匯兌調整	—	(44)	—	(7)	—	(51)
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及二零一九年四月一日	87,764	11,672	3,549	13,070	5,021	121,076
Additions	添置	—	1,354	1,184	544	129	3,211
Disposals	出售	—	(1,949)	(38)	(2,337)	—	(4,324)
Disposal of subsidiaries (note 12(a))	出售附屬公司(附註12(a))	—	(9)	—	(1,036)	—	(1,045)
Reclassification as held for sale (note 12(b))	重新分類為持作出售(附註12(b))	—	—	—	(64)	—	(64)
Exchange adjustments	匯兌調整	—	(47)	—	(15)	—	(62)
At 31 March 2020	於二零二零年三月三十一日	87,764	11,021	4,695	10,162	5,150	118,792
Accumulated depreciation and impairment losses	累計折舊及減值虧損						
At 1 April 2018	於二零一八年四月一日	8,237	5,875	1,973	3,849	2,093	22,027
Charge for the year	年內支出	3,088	2,065	654	2,094	884	8,785
Written back on disposals	出售時撥回	—	(543)	—	(141)	—	(684)
Written back on disposal of a subsidiary (note 41(b))	出售一間附屬公司時撥回(附註41(b))	(808)	—	—	—	—	(808)
Exchange adjustments	匯兌調整	—	(6)	—	(2)	—	(8)
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及二零一九年四月一日	10,517	7,391	2,627	5,800	2,977	29,312
Charge for the year	年內支出	2,796	1,643	830	2,271	821	8,361
Written back on disposals	出售時撥回	—	(1,091)	(38)	(1,176)	—	(2,305)
Written back on disposal of subsidiaries (note 12(a))	出售附屬公司時撥回(附註12(a))	—	(7)	—	(667)	—	(674)
Reclassification as held for sale (note 12(b))	重新分類為持作出售(附註12(b))	—	—	—	(22)	—	(22)
Impairment	減值	—	406	—	271	—	677
Exchange adjustments	匯兌調整	—	(13)	—	(3)	—	(16)
At 31 March 2020	於二零二零年三月三十一日	13,313	8,329	3,419	6,474	3,798	35,333
Carrying amount	賬面值						
At 31 March 2020	於二零二零年三月三十一日	74,451	2,692	1,276	3,688	1,352	83,459
At 31 March 2019	於二零一九年三月三十一日	77,247	4,281	922	7,270	2,044	91,764

As at 31 March 2020, the Group has pledged its leasehold land and buildings held for own use with carrying amount of HK\$74,451,000 (2019: HK\$77,247,000) to banks to secure banking facilities and financial institutions to secure other borrowings granted to the Group (note 30).

於二零二零年三月三十一日，本集團已抵押其持作自用的租賃土地及樓宇(賬面值為74,451,000港元(二零一九年：77,247,000港元))予一家銀行，作為本集團獲授銀行融資的抵押品及抵押予金融機構，作為其他借款的抵押品(附註30)。



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16. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Impairment loss on property, plant and equipment

Due to the expected deterioration of the future operating results following the cancellation of the licensing agreement for acting as the exclusive and sole advertising agent subsequent to the end of the reporting period under CGU A (as defined in note 20) of the Group, the Group recorded impairment of HK\$677,000 on the property, plant and equipment during the year ended 31 March 2020. There was no impairment on property, plant and equipment for the year ended 31 March 2019.

Particulars of the impairment testing of the property, plant and equipment under CGU A of the Group are set out in note 20.

16. 物業、廠房及設備(續)

物業、廠房及設備減值虧損

由於終止擔任獨家及唯一廣告代理之許可權協議後，預期本集團現金產生單位A(定義見附註20)在報告期末後的未來經營業績將會惡化，本集團於截至二零二零年三月三十一日止年度錄得物業、廠房及設備減值677,000港元。截至二零一九年三月三十一日止年度概無物業、廠房及設備減值。

本集團現金產生單位A的物業、廠房及設備減值測試詳情載於附註20。

17. INVESTMENT PROPERTY

17. 投資物業

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At fair value	按公平值列賬		
At the beginning of the year	於年初	8,130	—
Additions through acquisition of a subsidiary during the year (note 40)	年內透過收購一間附屬公司的添置(附註40)	—	7,378
Fair value change	公平值變動	(4,630)	752
At the end of the year	於年末	3,500	8,130



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17. INVESTMENT PROPERTY (CONTINUED)

Fair value measurement of investment property

(a) Fair value hierarchy

The following table presents the fair value of the Group's investment property measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair Value Measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations:	Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
Level 2 valuations:	Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
Level 3 valuations:	Fair value measured using significant unobservable inputs.

17. 投資物業(續)

投資物業公平值計量

(a) 公平值層級

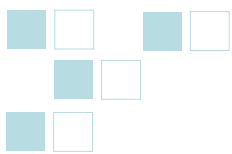
下表呈列本集團投資物業之公平值，該等投資物業於報告期末按經常性基準計量，並分類為香港財務報告準則第13號公平值計量所界定之三級公平值架構。將公平值計量分類之層級乃經參考如下估值方法所用數據之可觀察性及重要性後釐定：

第一級	僅使用第一級輸入數據(即估值：於計量日同等資產或負債於活躍市場之未經調整報價)計量之公平值。
第二級	使用第二級輸入數據(即未估值：能達到第一級之可觀察輸入數據)且並未使用重大不可觀察輸入數據計量之公平值。不可觀察輸入數據為無市場數據之輸入數據。
第三級	使用重大不可觀察輸入數據估值：據計量之公平值。

	Fair value at 31 March 2020 於二零二零年三月三十一日 的公平值 HK\$'000 千港元	Fair value measurements at 31 March 2020 categorised into 於二零二零年三月三十一日 按以下分類的公平值計量			Fair value at 31 March 2019 於二零一九年三月三十一日 的公平值 HK\$'000 千港元	Fair value measurements at 31 March 2019 categorised into 於二零一九年三月三十一日 按以下分類的公平值計量		
		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		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
Recurring fair value measurement Investment property: — Shop premise — Hong Kong		3,500	—	3,500	8,130	—	—	8,130

During the years ended 31 March 2019 and 2020, there were no transfers between Level 1 and Level 2, or transfer into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

於截至二零一九年及二零二零年三月三十一日止年度，第一級與第二級之間並無轉移，亦無第三級轉入或轉出之情況。本集團的政策是於報告期末確認公平值層級之間於期內發生之轉移。



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17. INVESTMENT PROPERTY (CONTINUED)

Fair value measurement of investment property

(Continued)

(a) Fair value hierarchy (Continued)

The investment property of the Group was revalued as at 31 March 2019 and 2020. The valuation was carried out by an independent firm of surveyors who have amongst their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of properties being valued. The management of the Group has discussions with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

(b) Information about Level 3 fair value measurements

17. 投資物業(續)

投資物業公平值計量(續)

(a) 公平值層級(續)

本集團投資物業於二零一九年及二零二零年三月三十一日進行重估。估值乃由獨立測量師行進行，該公司部分員工為香港測量師學會會員，對所估物業的所在地和所屬類別具有近期估值經驗。於各中期及年度報告當日進行估值時，本集團管理層已與測量師討論估值假設及估值結果。

(b) 有關第三級公平值計量之資料

	Valuation technique and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to fair value
	估值方法及主要輸入數據	重大不可觀察輸入數據	不可觀察輸入數據與公平值之關係
Investment property in Hong Kong 於香港之投資物業			
— Shop premise	Direct comparison method assuming sale in its existing state and by making reference of similar nature properties as available in the relevant market.	Price per square foot, using market direct comparables and taking into account location and other individual factors such as location, time, frontage, building age, size, floor levels and layout, etc., which is ranging from HK\$50,000 to HK\$61,000	A significant increase in the market transaction prices used would result in a significant increase in fair value, and vice versa.
— 商舖	The key input is: Price per square foot. 直接比較法，假設以其現況出售並參考相關市場上可獲得之類似性質物業。	(2019: HK\$111,000 to HK\$165,000). 每平方呎價格介乎50,000港元至61,000港元(二零一九年：111,000港元至165,000港元)，採用市場直接可資比較數據，並計及位置及其他個別因素，如位置、時間、臨街地界、樓齡、大小、樓層及佈局等。	市場交易價格大幅增加將導致公平值大幅增加，反之亦然。
	主要輸入數據為：每平方呎價格。		



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17. INVESTMENT PROPERTY (CONTINUED)

Fair value measurement of investment property

(Continued)

(b) Information about Level 3 fair value measurements

(Continued)

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

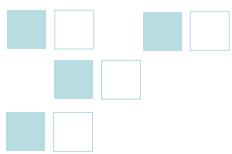
17. 投資物業(續)

投資物業公平值計量(續)

(b) 有關第三級公平值計量之資料(續)

年內第三級公平值計量結餘的變動如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Investment property — shop premise — Hong Kong	投資物業 — 商舖 — 香港		
At the beginning of the year	於年初	8,130	—
Additions through acquisition of a subsidiary during the year (note 40)	年內透過收購一間附屬公司 的添置(附註40)	—	7,378
Fair value change	公平值變動	(4,630)	752
At the end of the year	於年末	3,500	8,130



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18. RIGHT-OF-USE ASSETS

18. 使用權資產

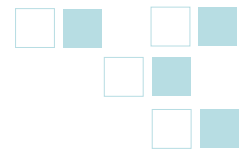
		Land and building	Furniture, fixture and equipment	Total
		土地及樓宇 HK\$'000 千港元	傢私、裝置及 設備 HK\$'000 千港元	總計 HK\$'000 千港元
Cost	成本			
At 31 March 2019	於二零一九年三月三十一日	—	—	—
Impact on initial application of HKFRS 16	首次應用香港財務報告準則第16號的影響	13,194	78	13,272
At 1 April 2019	於二零一九年四月一日	13,194	78	13,272
Additions	添置	4,786	—	4,786
Termination of leases	終止租賃	(5,037)	—	(5,037)
Disposal of subsidiaries (note 12(a))	出售附屬公司(附註12(a))	(1,313)	—	(1,313)
Exchange realignment	匯兌調整	(153)	—	(153)
At 31 March 2020	於二零二零年三月三十一日	11,477	78	11,555
Accumulated depreciation	累計折舊			
At 31 March 2019	於二零一九年三月三十一日	—	—	—
Impact on initial application of HKFRS 16	首次應用香港財務報告準則第16號的影響	5,244	13	5,257
At 1 April 2019	於二零一九年四月一日	5,244	13	5,257
Charge for the year	年內支出	6,260	16	6,276
Written back on disposal of subsidiaries (note 12(a))	出售附屬公司之撥回(附註12(a))	(527)	—	(527)
Termination of leases	終止租賃	(3,055)	—	(3,055)
Exchange realignment	匯兌調整	(64)	—	(64)
At 31 March 2020	於二零二零年三月三十一日	7,858	29	7,887
Carrying amount	賬面值			
At 31 March 2020	於二零二零年三月三十一日	3,619	49	3,668
Expense relating to short-term leases with lease terms end within 12 months of the date of initial application of HKFRS 16 — rented premises	租期於首次應用香港財務報告準則第16號日期起12個月內結束的短期租賃相關開支 — 租賃物業			336
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets	低價值資產租賃相關開支，不包括低價值資產短期租賃			15
Total cash outflow for leases	租賃現金流出總額			6,476

For the years ended 31 March 2019 and 2020, the Group leases various offices, warehouses, office equipment and car parks for its operations. Lease contracts are entered into for fixed term of one to five years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

As at 31 March 2020, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

截至二零一九年及二零二零年三月三十一日止年度，本集團為其營運租賃多個辦事處、倉庫、辦公室設備及停車場。租賃合約所訂立的固定租期為一至五年。租期按個別基準磋商及包含範圍廣泛的不同條款及條件。釐定租期及評估不可撤銷期間長度時，本集團使用合約的定義及釐定可執行合約的期間。

於二零二零年三月三十一日，短期租賃組合與上文所披露的短期租賃開支所涉及的短期租賃組合相類似。



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19. INTANGIBLE ASSETS

19. 無形資產

		Club membership	Product development rights	Licensing agreement for acting as exclusive and sole advertising agent	Licensing agreement for operation of online payment business	Brand name	Sales distribution channel	Customer relationship	Total
		俱樂部會籍	產品開發權	許可權協議 擔任 獨家及 唯一廣告 代理之 許可權協議 (Note i) (附註i)	許可權協議 經營線上支 付業務之 許可權協議 (Note ii) (附註ii)	品牌名稱	銷售分銷渠 道	客戶關係	總計
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元 (Note i) (附註i)	HKS'000 千港元 (Note ii) (附註ii)	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
Cost	成本								
At 1 April 2018	於二零一八年四月一日	2,200	1,000	34,445	172,313	—	—	2,758	212,716
Additions through acquisition of subsidiaries (note 39)	透過收購附屬公司的添置 (附註39)	—	—	—	—	6,560	6,179	—	12,739
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日 及二零一九年四月一日	2,200	1,000	34,445	172,313	6,560	6,179	2,758	225,455
Disposal of subsidiaries (note 12(a))	出售附屬公司(附註12(a))	—	—	—	(172,313)	—	—	—	(172,313)
At 31 March 2020	於二零二零年三月三十一日	2,200	1,000	34,445	—	6,560	6,179	2,758	53,142
Accumulated amortisation and impairment losses	累計攤銷及減值虧損								
At 1 April 2018	於二零一八年四月一日	—	591	5,809	—	—	—	150	6,550
Charge for the year	年內支出	—	143	5,781	—	374	352	553	7,203
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日 及二零一九年四月一日	—	734	11,590	—	374	352	703	13,753
Charge for the year	年內支出	—	143	1,791	—	1,312	1,235	551	5,032
Impairment	減值	—	—	21,064	—	—	—	—	21,064
At 31 March 2020	於二零二零年三月三十一日	—	877	34,445	—	1,686	1,587	1,254	39,849
Carrying amount	賬面值								
At 31 March 2020	於二零二零年三月三十一日	2,200	123	—	—	4,874	4,592	1,504	13,293
At 31 March 2019	於二零一九年三月三十一日	2,200	266	22,855	172,313	6,186	5,827	2,055	211,702

Notes:

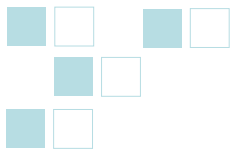
附註：

(i) Licensing agreement for acting as exclusive and sole advertising agent

(i) 擔任獨家及唯一廣告代理之許可權協議

On 11 March 2019, the contracted period of the licensing agreement in respect of the rights to deal with gd.qq.com as the exclusive and sole advertising agency in Hong Kong for the operation of the online advertising agency business was extended from 6 years to 15 years. As a result, the Group changed the estimated useful lives of such licensing agreement from 6 years to 15 years, which could more accurately and appropriately reflect the changes in the Group's expected consumption pattern of economic benefits embodied in this asset.

於二零一九年三月十一日，有關作為香港獨家及唯一廣告代理處理騰訊·大粵網經營線上廣告代理業務之權利之許可權協議的合約期由6年延長至15年。因此本集團將該許可權協議的估計可用年期由6年變更為15年，此舉可更準確及適當地反映本集團於該資產所包含之經濟利益預期消耗模式之變動。



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19. INTANGIBLE ASSETS (CONTINUED)

Notes: (Continued)

(i) (Continued)

The change in accounting estimates are implemented with effect from 11 March 2019. Effect of changes in useful lives is estimated to decrease amortisation expense by HK\$244,000 for the year ended 31 March 2019. The effect of such changes in useful lives represents a temporary difference, therefore it does not have any effect on the total amortisation expenses of the asset during the asset's life.

Subsequent to the end of the reporting period and on 24 June 2020, the Group received a notice of termination in respect of the licensing agreement for acting as exclusive and sole advertising agent. The Group recognised full impairment of HK\$21,064,000 on the carrying amount of the licensing agreement for acting as exclusive and sole advertising agent as at 31 March 2020.

(ii) Licensing agreement for operation of online payment business

The management of the Group have assessed the probability of termination or non-renewal of the licensing agreement due to the occurrence of any non-performance events and considered that the probability of occurrence of such events is remote and the licensing agreement is expected to generate net cash inflows for the Group with no foreseeable limit. As a result, the licensing agreement is considered by the management of the Group as having an indefinite useful life because they are expected to contribute net cash inflows to the Group indefinitely. The licensing agreement has been tested for impairment annually and whenever there is an indication that they may be impaired.

Impairment loss on intangible assets

Due to the expected deterioration of the future operating results following the cancellation of the licensing agreement for acting as the exclusive and sole advertising agent subsequent to the end of the reporting period under CGU A (as defined in note 20) of the Group, the Group recorded impairment of HK\$21,064,000 on the intangible assets during the year ended 31 March 2020. There was no impairment on intangible assets for the year ended 31 March 2019.

Particulars of the impairment testing of the licensing agreement for acting as exclusive and sole advertising agent, the licensing agreement for operation of online payment business, brand name, sales distribution channel and customer relationship for the years ended 31 March 2019 and 2020 are set out in note 20.

19. 無形資產(續)

附註：(續)

(i) (續)

會計估計變動自二零一九年三月十一日開始執行。因可用年期變動，截至二零一九年三月三十一日止年度的攤銷開支評估減少244,000港元。由於可用年期的變動屬時間性差異，因此其不會影響該資產在其可用年期內的攤銷開支總額。

於報告期末後及於二零二零年六月二十四日，本集團接獲終止擔任獨家及唯一廣告代理之許可權協議的通知。於二零二零年三月三十一日，本集團對擔任獨家及唯一廣告代理之許可權協議的賬面值確認全額減值21,064,000港元。

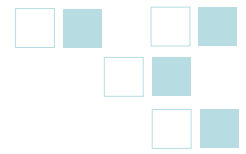
(ii) 經營線上支付業務之許可權協議

本集團管理層已評估因發生任何不履約時間而終止或不重續許可權協議之可能性，並認為發生有關事件之可能性甚微及許可權協議預期為本集團並無可見限度之產生現金流量淨額。因此，本集團管理層認為許可權協議具有無限可使用年期，原因是許可權協議預期無限期為本集團貢獻現金流入淨額。每年及於出現可能減值跡象時對許可權協議進行減值測試。

無形資產減值虧損

由於終止擔任獨家及唯一廣告代理之許可權協議後，預期本集團現金產生單位A(定義見附註20)在報告期末後的未來經營業績將會惡化，本集團於截至二零二零年三月三十一日止年度錄得無形資產減值21,064,000港元。截至二零一九年三月三十一日止年度概無無形資產減值。

截至二零一九年及二零二零年三月三十一日止年度，擔任獨家及唯一廣告代理之許可權協議、經營線上支付業務之許可權協議、品牌名稱、銷售分銷渠道及客戶關係之減值測試詳情載於附註20。



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20. GOODWILL

20. 商譽

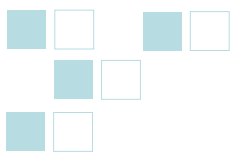
		HK\$'000 千港元
Cost	成本	
At 1 April 2018	於二零一八年四月一日	177,496
Acquisition of H365 Health Products Limited, CJ Pharmaceutical Limited and CV Virtue Limited (collectively known as “H365 Group”) (note 39)	收購健康365保健產品有限公司、恒諾藥業有限公司及真如有限公司(統稱「健康365集團」)(附註39)	22,383
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及二零一九年四月一日	199,879
Disposal of Empire Access Group (note 12(a))	出售Empire Access集團(附註12(a))	(113,373)
Reclassification as held for sale (note 12(b))	重新分類為持作出售(附註12(b))	(24,561)
At 31 March 2020	於二零二零年三月三十一日	61,945
Accumulated impairment losses	累計減值虧損	
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	—
Impairment losses recognised	已確認減值虧損	35,375
At 31 March 2020	於二零二零年三月三十一日	35,375
Carrying amount	賬面值	
At 31 March 2020	於二零二零年三月三十一日	26,570
At 31 March 2019	於二零一九年三月三十一日	199,879

Goodwill has been allocated for impairment testing purposes to the following CGUs:

- Online advertising agency business (“Division A”)
- Online payment business (“Division B”)
- E-commerce promotion business (“Division C”)
- Game Distribution Business (“Division D”)
- Sales of healthcare products under H365 Group (“Division E”)

商譽已獲分配至以下現金產生單位以進行減值測試：

- 線上廣告代理業務(「分部A」)
- 線上支付業務(「分部B」)
- 電子商務推廣業務(「分部C」)
- 遊戲發行業務(「分部D」)
- 銷售健康365集團的保健產品(「分部E」)



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20. GOODWILL (CONTINUED)

The carrying amounts of goodwill (net of accumulated impairment losses) as at 31 March 2019 and 2020 allocated to these units are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Division A	分部A	—	31,214
Division B	分部B	—	113,373
Division C	分部C	4,187	8,348
Division D	分部D	—	24,561
Division E	分部E	22,383	22,383
		26,570	199,879

The basis of the recoverable amounts of the above CGUs and their major underlying assumptions are summarised below.

Division A

For the impairment testing, goodwill arising from acquisition of Star Root Limited (“Star Root”) and licensing agreement for acting as exclusive and sole advertising agent classified as “intangible assets” are allocated to the Group’s CGU A.

The recoverable amount of the CGU of online advertising agency business has been determined by reference to business valuation performed by an independent professionally qualified valuer on a value in use calculation using cash flow projections which are based on financial forecast approved by the senior management covering a period of five years, and at a pre-tax discount rate of 15.3% (2019: 17.8%). Cash flows after the five-year period were extrapolated using 2.5% (2019: 3%) growth rate in considering the economic condition of the market.

20. 商譽(續)

二零一九年及二零二零年三月三十一日的商譽的賬面值(已扣除累計減值虧損)分配予該等單位如下:

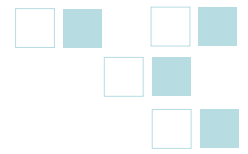
	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Division A	—	31,214
Division B	—	113,373
Division C	4,187	8,348
Division D	—	24,561
Division E	22,383	22,383
	26,570	199,879

上述現金產生單位之可收回金額基準及其主要相關假設概述如下。

分部A

就減值測試而言，收購Star Root Limited (「Star Root」) 所得商譽及分類為「無形資產」之擔任獨家及唯一廣告代理之許可權協議獲分配至本集團之現金產生單位A。

線上廣告代理業務之現金產生單位之可收回金額乃經參照獨立合資格專業估值師進行之業務估值後，使用現金流量預測並按使用價值計算釐定，而現金流量預測乃根據高級管理層批准覆蓋五年期間之財政預算，且按稅前貼現率15.3% (二零一九年：17.8%) 計算。五年期間後之現金流量乃經考慮市場經濟狀況，按2.5% (二零一九年：3%) 增長率推算。



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20. GOODWILL (CONTINUED)

Division A (Continued)

The determination of the recoverable amount of CGU A was particularly sensitive to changes in the following key assumption for the years ended 31 March 2019 and 2020:

- As at 31 March 2020, no sensitivity analysis is disclosed as the increase/decrease in the recoverable amount is not significant to the Group's profit or loss.
- As at 31 March 2019, if the pre-tax discount rate had been increased/decreased by 1% and all other variables were held constant, the recoverable amount of CGU A would decrease by HK\$3,748,000 or increase by HK\$4,300,000. Neither the increase nor decrease in the pre-tax discount rate would cause the carrying amount exceed the recoverable amount of CGU A.

The following describes each key assumption on which the management has based its cash flow projections to undertake impairment testing of goodwill:

(i) **Budgeted revenue**

The budgeted revenue is based on the projected revenue generated from the online advertising agency business.

(ii) **Budgeted gross margin**

The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, having adjusted for expected market development.

(iii) **Discount rate**

The discount rates used are before tax and reflect specific risks relating to the online advertising agency business.

(iv) **Business environment**

There will be no major changes in the existing political, legal and economic conditions in Hong Kong.

During the year ended 31 March 2020, based on the results of the impairment testing performed by comparing the aforesaid aggregate carrying amount with the value in use of the CGU, due to the expected deterioration of the future operating results following the notice received by the Group in respect of the cancellation of the licensing agreement for acting as exclusive and sole advertising agent in Hong Kong for the operation of the online advertising agency business subsequent to the end of the reporting period, the Group recognised an impairment loss of HK\$31,214,000, HK\$21,064,000 and HK\$677,000 on the goodwill, intangible assets and property, plant and equipment respectively arising from CGU A. Further details of the cancellation of the licensing agreement for acting as the exclusive and sole advertising agent are set out in note 48(b).

20. 商譽(續)

分部A(續)

於截至二零一九年及二零二零年三月三十一日止年度，釐定現金產生單位A的可收回金額特別受以下關鍵假設的變動影響：

- 於二零二零年三月三十一日，概無披露敏感度分析，因可收回款項的增加／減少對本集團的損益並不重大。
- 於二零一九年三月三十一日，倘稅前貼現率增加／減少1%及所有其他變數維持穩定，現金產生單位A的可收回金額將減少3,748,000港元或增加4,300,000港元。稅前貼現率增加或減少均不會導致賬面值超過現金產生單位A的可收回金額。

管理層為進行商譽減值測試而預測現金流量所依據之各項主要假設如下：

(i) **預計收益**

預計收益乃基於線上廣告代理業務產生之預計收益計算。

(ii) **預計毛利率**

用以釐定預計毛利率價值之基準為緊接預算年度之前一年所取得的平均毛利率，因預期市場發展而有所調整。

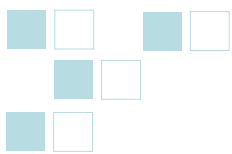
(iii) **貼現率**

所用貼現率為稅前貼現率，並反映有關線上廣告代理業務之特定風險。

(iv) **商業環境**

香港現有政治、法律及經濟狀況將不會有重大變動。

截至二零二零年三月三十一日止年度，根據比較現金產生單位之上述總賬面值與使用價值進行減值測試之結果，由於本集團於報告期末後接獲有關終止就經營線上廣告代理業務擔任香港獨家及唯一廣告代理之許可權協議的通知後，預期未來經營業績將會惡化，故本集團就現金產生單位A產生的商譽、無形資產及物業、廠房及設備分別確認減值虧損31,214,000港元、21,064,000港元及677,000港元。終止擔任獨家及唯一廣告代理之許可權協議的更多詳情載於附註48(b)。



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20. GOODWILL (CONTINUED)

Division A (Continued)

During the year ended 31 March 2019, based on the results of the impairment testing performed by comparing the aforesaid aggregate carrying amount with the value in use of CGU, the management determined that the recoverable amount of the CGU is estimated to be more than the aggregate carrying amounts of net assets directly attributable to the CGU, goodwill and licensing agreement for acting as exclusive and sole advertising agent. No impairment losses in respect of goodwill and intangible assets of CGU A are recognised in profit or loss during the year ended 31 March 2019.

Division B

For the impairment testing for the year ended 31 March 2019, goodwill arising from acquisition of Empire Access and licensing agreement for operation of online payment business classified as “intangible assets” are allocated to the Group’s CGU B.

As at 31 March 2019, the recoverable amount of the CGU of online payment business has been determined by reference to business valuation performed by an independent professionally qualified valuer on a value in use calculation using cash flow projections which are based on financial forecast approved by the senior management covering a period of five years, and at a pre-tax discount rate of 17.5%. Cash flows after the five-year period were extrapolated using 3% growth rate in considering the economic condition of the market.

The determination of the recoverable amount of CGU B was particularly sensitive to changes in the following key assumption for the year ended 31 March 2019:

- As at 31 March 2019, if the pre-tax discount rate had been increased/decreased by 1% and all other variables were held constant, the recoverable amount of CGU B would decrease by HK\$18,774,000 or increase by HK\$21,624,000. Neither the increase nor decrease in the pre-tax discount rate would cause the carrying amount exceed the recoverable amount of CGU B.

20. 商譽(續)

分部A(續)

於截至二零一九年三月三十一日止年度，根據比較現金產生單位之上述總賬面值與使用價值進行減值測試之結果，管理層釐定現金產生單位之可收回金額估計高於直接歸屬於現金產生單位、商譽及擔任獨家及唯一廣告代理之許可權協議的資產淨值之總賬面值。於截至二零一九年三月三十一日止年度概無於損益內確認現金產生單位A之商譽及無形資產之減值虧損。

分部B

截至二零一九年三月三十一日止年度，就減值測試而言，收購Empire Access所得商譽及分類為「無形資產」之經營線上支付業務之許可權協議獲分配至本集團之現金產生單位B。

於二零一九年三月三十一日，線上支付業務之現金產生單位之可收回金額乃經參照獨立合資格專業估值師進行之業務估值後，使用現金流量預測並按使用價值計算釐定，而現金流量預測乃根據高級管理層批准覆蓋五年期間之財政預算，且按稅前貼現率17.5%計算。五年期間後之現金流量乃經考慮市場經濟狀況，按3%增長率推算。

於截至二零一九年三月三十一日止年度，釐定現金產生單位B的可收回金額特別受以下關鍵假設的變動影響：

- 於二零一九年三月三十一日，倘稅前貼現率增加/減少1%及所有其他變數維持穩定，現金產生單位B的可收回金額將減少18,774,000港元或增加21,624,000港元。稅前貼現率增加或減少均不會導致賬面值超過現金產生單位B的可收回金額。



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20. GOODWILL (CONTINUED)

Division B (Continued)

The following describes each key assumption on which the management has based its cash flow projections to undertake impairment testing of goodwill for the year ended 31 March 2019:

(i) **Budgeted revenue**

The budgeted revenue is based on the projected revenue generated from the online payment business.

(ii) **Budgeted gross margin**

The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, having adjusted for expected market development.

(iii) **Discount rate**

The discount rates used are before tax and reflect specific risks relating to the online payment business.

(iv) **Business environment**

There will be no major changes in the existing political, legal and economic conditions in Hong Kong.

Based on the results of the impairment testing performed by comparing the aforesaid aggregate carrying amount with the value in use of the CGU, the management determined that the recoverable amount of the CGU is estimated to be more than the aggregate carrying amounts of net assets directly attributable to the CGU, goodwill and licensing agreement for operation of online payment business. No impairment losses in respect of goodwill and intangible assets of CGU B are recognised in profit or loss during the year ended 31 March 2019.

On 27 March 2020, the Group completed the disposal of its entire equity interest in Empire Access. Further details of the disposal of Empire Access are set out in note 12(a).

20. 商譽(續)

分部B(續)

截至二零一九年三月三十一日止年度，管理層為進行商譽減值測試而預測現金流量所依據之各項主要假設如下：

(i) **預計收益**

預計收益乃基於線上支付業務產生之預計收益計算。

(ii) **預計毛利率**

用以釐定預計毛利率價值之基準為緊接預算年度之前一年所取得的平均毛利率，因預期市場發展而有所調整。

(iii) **貼現率**

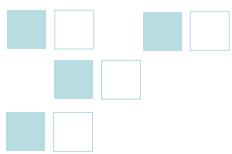
所用貼現率為稅前貼現率，並反映有關線上支付業務之特定風險。

(iv) **商業環境**

香港現有政治、法律及經濟狀況將不會有重大變動。

根據比較現金產生單位之上述總賬面值與使用價值進行減值測試之結果，管理層釐定現金產生單位之可收回金額估計高於直接歸屬於現金產生單位、商譽及許可權協議的資產淨值之總賬面值。於截至二零一九年三月三十一日止年度概無於損益內確認現金產生單位B之商譽及無形資產之減值虧損。

於二零二零年三月二十七日，本集團完成出售其於Empire Access的全部股權。出售Empire Access的更多詳情載於附註12(a)。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

20. GOODWILL (CONTINUED)

Division C

For the impairment testing, goodwill arising from acquisition of Soul Marketing and customer relationship classified as “intangible assets” are allocated to the Group’s CGU C.

The recoverable amount of the CGU of e-commerce promotion business has been determined by reference to business valuation performed by an independent professionally qualified valuer on a value in use calculation using cash flow projections which are based on financial forecast approved by the senior management covering a period of five years, and at a pre-tax discount rate of 18.3% (2019: 18.2%). Cash flows after the five-year period were extrapolated using 2.5% (2019: 3.0%) growth rate in considering the economic condition of the market.

The determination of the recoverable amount of CGU C was particularly sensitive to changes in the following key assumption for the years ended 31 March 2019 and 2020:

- As at 31 March 2020, if the pre-tax discount rate had been increased/decreased by 1% and all other variables were held constant, the recoverable amount of CGU C would decrease by (i.e. additional impairment losses of) HK\$511,000 or increase by (i.e. reduction of impairment loss of) HK\$580,000.
- As at 31 March 2019, if the pre-tax discount rate had been increased/decreased by 1% and all other variables were held constant, the recoverable amount of CGU C would decrease by HK\$1,321,000 or increase by HK\$1,510,000. Neither the increase nor decrease in the pre-tax discount rate would cause the carrying amount exceed the recoverable amount of CGU C.

The following describes each key assumption on which the management has based its cash flow projections to undertake impairment testing of goodwill:

(i) Budgeted revenue

The budgeted revenue is based on the projected revenue generated from the e-commerce promotion business.

20. 商譽(續)

分部C

就減值測試而言，收購凌市場策略所得商譽及分類為「無形資產」之客戶關係獲分配至本集團之現金產生單位C。

電子商務推廣業務之現金產生單位之可收回金額乃經參照獨立合資格專業估值師進行之業務估值後，使用現金流量預測並按使用價值計算釐定，而現金流量預測乃根據高級管理層批准覆蓋五年期間之財政預算，且按稅前貼現率18.3%（二零一九年：18.2%）計算。五年期間後之現金流量乃經考慮市場經濟狀況，按2.5%（二零一九年：3.0%）增長率推算。

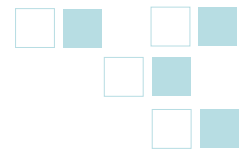
於截至二零一九年及二零二零年三月三十一日止年度，釐定現金產生單位C的可收回金額特別受以下關鍵假設的變動影響：

- 於二零二零年三月三十一日，倘稅前貼現率增加／減少1%及所有其他變數維持穩定，現金產生單位C的可收回金額將減少（即減值虧損增加）511,000港元或增加（即減值虧損減少）580,000港元。
- 於二零一九年三月三十一日，倘稅前貼現率增加／減少1%及所有其他變數維持穩定，現金產生單位C的可收回金額將減少1,321,000港元或增加1,510,000港元。稅前貼現率增加或減少均不會導致賬面值超過現金產生單位C的可收回金額。

管理層為進行商譽減值測試而預測現金流量所依據之各項主要假設如下：

(i) 預計收益

預計收益乃基於電子商務推廣業務產生之預計收益計算。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

20. GOODWILL (CONTINUED)

Division C (Continued)

(ii) Budgeted gross margin

The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, having adjusted for expected market development.

(iii) Discount rate

The discount rates used are before tax and reflect specific risks relating to the e-commerce promotion business.

(iv) Business environment

There will be no major changes in the existing political, legal and economic conditions in Hong Kong.

As at 31 March 2020, based on the results of the impairment testing performed by comparing the aforesaid aggregate carrying amount with the value in use of the CGU, the Group recognised an impairment loss of HK\$4,161,000 on the goodwill arising from CGU C due to the unfavourable changes in the market circumstance ever since the outbreak of novel coronavirus (“COVID-19”), which resulted in a decrease in sales of CGU C for the year as compared to the budget and a corresponding decrease in expected future cash flow of CGU C.

As at 31 March 2019, based on the results of the impairment testing performed by comparing the aforesaid aggregate carrying amount with the value in use of the CGU, the management determined that the recoverable amount of the CGU is estimated to be more than the aggregate carrying amounts of net assets directly attributable to the CGU, goodwill and customer relationship. No impairment losses in respect of goodwill and intangible assets of CGU C are recognised in profit or loss during the year ended 31 March 2019.

20. 商譽(續)

分部C(續)

(ii) 預計毛利率

用以釐定預計毛利率價值之基準為緊接預算年度之前一年所取得的平均毛利率，因預期市場發展而有所調整。

(iii) 貼現率

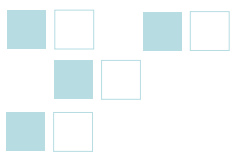
所用貼現率為稅前貼現率，並反映有關電子商務推廣業務之特定風險。

(iv) 商業環境

香港現有政治、法律及經濟狀況將不會有重大變動。

於二零二零年三月三十一日，根據將現金產生單位之賬面總值與使用價值比較作出之減值測試之結果，本集團就現金產生單位C產生的商譽確認減值虧損4,161,000港元，原因為新型冠狀病毒(「2019冠狀病毒病」)爆發，導致本年度現金產生單位C的銷售額較預期減少，以及現金產生單位C的預期未來現金流相應減少。

於二零一九年三月三十一日，根據比較現金產生單位之上述總賬面值與使用價值進行減值測試之結果，管理層釐定現金產生單位之可收回金額估計高於直接歸屬於現金產生單位、商譽及客戶關係的資產淨值之總賬面值。於截至二零一九年三月三十一日止年度概無於損益內確認現金產生單位C之商譽及無形資產之減值虧損。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

20. GOODWILL (CONTINUED)

Division D

For the impairment testing for the year ended 31 March 2019, goodwill arising from acquisition of IAHGames is allocated to the Group's CGU D.

As at 31 March 2019, the recoverable amount of the CGU of Game Distribution Business has been determined by reference to business valuation performed by an independent professionally qualified valuer on a value in use calculation using cash flow projections which are based on financial forecast approved by the senior management covering a period of three years, and at a pre-tax discount rate of 20.4%. Cash flows after the three-year period were extrapolated using 3% growth rate in considering the economic condition of the market.

The determination of the recoverable amount of CGU D was particularly sensitive to changes in the following key assumption for the year ended 31 March 2019:

- As at 31 March 2019, if the pre-tax discount rate had been increased/decreased by 1% and all other variables were held constant, the recoverable amount of CGU D would decrease by HK\$2,171,000 nor increase by HK\$2,437,000. Neither the increase or decrease in the pre-tax discount rate would cause the carrying amount exceed the recoverable amount of CGU D.

The following describes each key assumption on which the management has based its cash flow projections to undertake impairment testing of goodwill for the year ended 31 March 2019:

(i) Budgeted revenue

The budgeted revenue is based on the projected revenue generated from the Game Distribution Business.

20. 商譽(續)

分部D

就截至二零一九年三月三十一日止年度的減值測試而言，收購IAHGames所得商譽獲分配至本集團之現金產生單位D。

於二零一九年三月三十一日，遊戲發行業務之現金產生單位之可收回金額乃經參照獨立合資格專業估值師進行之業務估值後，使用現金流量預測並按使用價值計算釐定，而現金流量預測乃根據高級管理層批准覆蓋三年期間之財政預算，且按稅前貼現率20.4%計算。三年期間後之現金流量乃經考慮市場經濟狀況，按3%增長率推算。

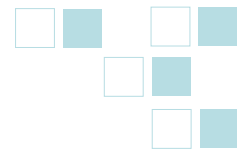
於截至二零一九年三月三十一日止年度，釐定現金產生單位D的可收回金額特別受以下關鍵假設的變動影響：

- 於二零一九年三月三十一日，倘稅前貼現率增加／減少1%及所有其他變數維持穩定，現金產生單位D的可收回金額將減少2,171,000港元或增加2,437,000港元。稅前貼現率增加或減少均不會導致賬面值超過現金產生單位D的可收回金額。

截至二零一九年三月三十一日止年度，管理層為進行商譽減值測試而預測現金流量所依據之各項主要假設如下：

(i) 預計收益

預計收益乃基於遊戲發行業務產生之預計收益計算。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

20. GOODWILL (CONTINUED)

Division D (Continued)

(ii) Budgeted gross margin

The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, having adjusted for expected market development.

(iii) Discount rate

The discount rates used are before tax and reflect specific risks relating to the Game Distribution Business.

(iv) Business environment

There will be no major changes in the existing political, legal and economic conditions in Hong Kong.

Based on the results of the impairment testing performed by comparing the aforesaid aggregate carrying amount with the value in use of the CGU, the management determined that the recoverable amount of the CGU is estimated to be more than the aggregate carrying amounts of net assets directly attributable to the CGU and goodwill. No impairment losses in respect of goodwill of CGU D is recognised in profit or loss during the year ended 31 March 2019.

In March 2020, the management of the Group intended to dispose the Game Distribution Business and started looking for potential buyers. Following the management's intention to dispose the Game Distribution Business, the assets associated with the Game Distribution Business were reclassified as held for sale. Further details of the disposal group classified as held for sale are set out in note 12(b).

20. 商譽(續)

分部D(續)

(ii) 預計毛利率

用以釐定預計毛利率價值之基準為緊接預算年度之前一年所取得的平均毛利率，因預期市場發展而有所調整。

(iii) 貼現率

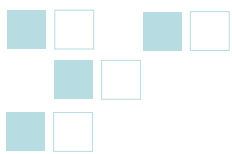
所用貼現率為稅前貼現率，並反映有關遊戲發行業務之特定風險。

(iv) 商業環境

香港現有政治、法律及經濟狀況將不會有重大變動。

根據比較現金產生單位之上述總賬面值與使用價值進行減值測試之結果，管理層釐定現金產生單位之可收回金額估計高於直接歸屬於現金產生單位及商譽的資產淨值之總賬面值。於截至二零一九年三月三十一日止年度概無於損益內確認現金產生單位D之商譽之減值虧損。

於二零二零年三月，本集團管理層擬出售遊戲發行業務，並開始尋找潛在買家。管理層擬出售遊戲發行業務後，與遊戲發行業務有關的資產重新分類為持作出售。分類為持作出售的出售組合的更多詳情載於附註12(b)。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

20. GOODWILL (CONTINUED)

Division E

For the impairment testing, goodwill arising from acquisition of H365 Group and the brand name and the sales distribution channel classified as “intangible assets” are allocated to the Group’s CGU E.

The recoverable amount of the CGU of the sales of healthcare products under H365 Group has been determined by reference to business valuation performed by an independent professionally qualified valuer on a value in use calculation using cash flow projections which are based on financial forecast approved by the senior management covering a period of five years, and at a pre-tax discount rate of 16.5% (2019: 13.0%). Cash flows after the five-year period were extrapolated using 2.5% (2019: 3.0%) growth rate in considering the economic condition of the market.

The determination of the recoverable amount of CGU E was particularly sensitive to changes in the following key assumption for the years ended 31 March 2019 and 2020:

- As at 31 March 2020, if the pre-tax discount rate had been increased/decreased by 1% (2019: 1%) and all other variables were held constant, the recoverable amount of CGU E would decrease by HK\$3,263,000 (2019: HK\$4,249,000) or increase by HK\$3,785,000 (2019: HK\$5,205,000). Neither the increase nor decrease in the pre-tax discount rate would cause the carrying amount exceed the recoverable amount of CGU E.

20. 商譽(續)

分部E

就減值測試而言，收購健康365集團所得商譽以及分類為「無形資產」之品牌名稱及銷售分銷渠道獲分配至本集團之現金產生單位E。

銷售健康365集團的保健產品之現金產生單位之可收回金額乃經參照獨立合資格專業估值師進行之業務估值後，使用現金流量預測並按使用價值計算釐定，而現金流量預測乃根據高級管理層批准覆蓋五年期間之財政預算，且按稅前貼現率16.5% (二零一九年：13.0%) 計算。五年期間後之現金流量乃經考慮市場經濟狀況，按2.5% (二零一九年：3.0%) 增長率推算。

於截至二零一九年及二零二零年三月三十一日止年度，釐定現金產生單位E的可收回金額特別受以下關鍵假設的變動影響：

- 於二零二零年三月三十一日，倘稅前貼現率增加／減少1% (二零一九年：1%) 及所有其他變數維持穩定，現金產生單位E的可收回金額將減少3,263,000港元 (二零一九年：4,249,000港元) 或增加3,785,000港元 (二零一九年：5,205,000港元)。稅前貼現率增加或減少均不會導致賬面值超過現金產生單位E的可收回金額。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

20. GOODWILL (CONTINUED)

Division E (Continued)

The following describes each key assumption on which the management has based its cash flow projections to undertake impairment testing of goodwill:

(i) **Budgeted revenue**

The budgeted revenue is based on the projected revenue generated from the sales of healthcare products under H365 Group.

(ii) **Budgeted gross margin**

The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, having adjusted for expected market development.

(iii) **Discount rate**

The discount rates used are before tax and reflect specific risks relating to the sales of healthcare products under H365 Group.

(iv) **Business environment**

There will be no major changes in the existing political, legal and economic conditions in Hong Kong.

Based on the results of the impairment testing performed by comparing the aforesaid aggregate carrying amount with the value in use of the CGU, the management determined that the recoverable amount of the CGU is estimated to be more than the aggregate carrying amounts of net assets directly attributable to the CGU, goodwill, brand name and sales distribution channel. No impairment losses in respect of goodwill and intangible assets of CGU E are recognised in profit or loss during the year ended 31 March 2020 (2019: no impairment losses).

21. INTEREST IN AN ASSOCIATE

20. 商譽(續)

分部E(續)

管理層為進行商譽減值測試而預測現金流量所依據之各項主要假設如下：

(i) **預計收益**

預計收益乃基於銷售健康365集團的保健產品產生之預計收益計算。

(ii) **預計毛利率**

用以釐定預計毛利率價值之基準為緊接預算年度之前一年所取得的平均毛利率，因預期市場發展而有所調整。

(iii) **貼現率**

所用貼現率為稅前貼現率，並反映有關銷售健康365集團的保健產品之特定風險。

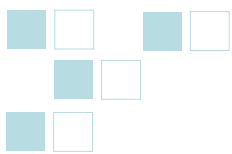
(iv) **商業環境**

香港現有政治、法律及經濟狀況將不會有重大變動。

根據比較現金產生單位之上述總賬面值與使用價值進行減值測試之結果，管理層釐定現金產生單位之可收回金額估計高於直接歸屬於現金產生單位、商譽、品牌名稱及銷售分銷渠道的資產淨值之總賬面值。於截至二零二零年三月三十一日止年度概無於損益內確認現金產生單位E之商譽及無形資產之減值虧損(二零一九年：並無減值虧損)。

21. 於一間聯營公司的權益

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cost of investment in an associate, unlisted	投資於聯營公司的成本，非上市	70,000	70,000
Share of post-acquisition profit	應佔收購後溢利	5,354	3,400
Less: Accumulated impairment losses	減：累計減值虧損	(28,071)	—
		47,283	73,400



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

21. INTEREST IN AN ASSOCIATE (CONTINUED)

On 10 May 2018 (the “Acquisition Date”), Shunten Entertainment (Asia) Limited, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with an independent third party vendor, pursuant to which the Group acquired 45% equity interest in Leader Shine International Limited (“Leader Shine”), a company incorporated in BVI with limited liability, at a cash consideration of HK\$70,000,000 (subject to downward adjustment in respect of the profit guarantee as described in note 25). Leader Shine and its wholly-owned subsidiary incorporated in Hong Kong, Royal Kaiser International Limited (collectively referred to as the “Leader Shine Group”) are principally engaged in the consignment sales of jewellery and precious metal ornaments. The transaction was completed on 23 May 2018.

Details of the Group’s associate at the end of the reporting period are as follows:

Name of entity	Place of incorporation	Principal place of business	Percentage of ownership interest attributable to the Group 本集團應佔所有者權益百分比	Principal activity	Note
實體名稱	註冊成立地點	主要營業地點		主要業務	附註
Leader Shine	BVI 英屬處女群島	Hong Kong 香港	45% 45%	Investment holding 投資控股	(i)

Note:

- (i) During the year ended 31 March 2020, in view of the financial performance of Leader Shine Group, the Group has performed impairment assessment on investments in Leader Shine Group whereby the recoverable amount of HK\$47,283,000 of Leader Shine Group was determined based on value in use calculation, with reference to the estimated cash flows in the coming five years and cash flows beyond five years were extrapolated by assuming 2.5% growth rate using pre-tax discount rate of 16.6%. As at 31 March 2020, in view of the continuous weakening of the retail market in Hong Kong due to the decline in tourist arrivals following the emergence of domestic social unrest ever since June 2019 and the COVID-19 pandemic ever since January 2020, which led to a significant decline in the operating performance of the consignment sales of jewellery and precious metal ornaments, the Group recognised an impairment loss of HK\$28,071,000 on the investment in Leader Shine Group.

No impairment on the investment in Leader Shine Group was made for the year ended 31 March 2019.

21. 於一間聯營公司的權益 (續)

於二零一八年五月十日 (「收購日期」)，本公司之全資附屬公司 Shunten Entertainment (Asia) Limited 與一名獨立第三方賣方訂立買賣協議，根據該協議，本集團收購一間於英屬處女群島註冊成立之有限公司 Leader Shine International Limited (「Leader Shine」) 45% 之權益，現金代價為 70,000,000 港元 (須根據附註 25 所述溢利保證向下調整)。Leader Shine 及其於香港註冊成立之全資附屬公司皇家凱旋國際有限公司 (統稱為「Leader Shine 集團」) 主要從事寄售珠寶及貴金屬首飾。此交易已於二零一八年五月二十三日完成。

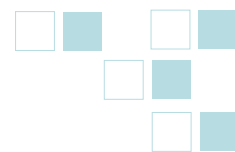
於報告期末，本集團之聯營公司詳情如下：

Name of entity	Place of incorporation	Principal place of business	Percentage of ownership interest attributable to the Group 本集團應佔所有者權益百分比	Principal activity	Note
實體名稱	註冊成立地點	主要營業地點		主要業務	附註
Leader Shine	BVI 英屬處女群島	Hong Kong 香港	45% 45%	Investment holding 投資控股	(i)

附註：

- (i) 截至二零二零年三月三十一日止年度，鑑於 Leader Shine 集團的財務表現，本集團已就 Leader Shine 集團的投資進行減值評估，據此，Leader Shine 集團的 47,283,000 港元可收回金額已根據使用價值計算而釐定，已參考未來五年的估計現金流量，而五年以上的現金流量已透過假設 2.5% 增長率使用稅前貼現率 16.6% 推算。受本地自二零一九年六月起出現社會動盪及 2019 冠狀病毒病疫情影響令遊客人數下跌，香港零售市場自二零二零年一月以來持續疲軟，導致寄售珠寶及貴金屬飾品的業務表現大幅下滑，有見及此，本集團於二零二零年三月三十一日就 Leader Shine 集團的投資確認減值虧損 28,071,000 港元。

截至二零一九年三月三十一日止年度並無就 Leader Shine 集團的投資作出減值。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

21. INTEREST IN AN ASSOCIATE (CONTINUED) 21. 於一間聯營公司的權益(續)

Summarised financial information of the associate

Summarised financial information of the Leader Shine Group, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

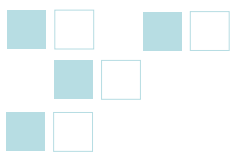
Leader Shine Group

聯營公司之財務資料概要

就會計政策上的任何差異作出調整，並已就綜合財務報表中的賬面值進行調節的 Leader Shine 集團財務資料概要披露如下：

Leader Shine 集團

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Gross amounts of the associate's	聯營公司總額		
Non-current assets	非流動資產	2,702	4,011
Current assets	流動資產	23,250	37,499
Current liabilities	流動負債	(2,762)	(22,662)
Revenue	收益	17,783	35,991
Profit for the year/period from the Acquisition Date to 31 March 2019	年內／自收購日期至二零一九年三月三十一日期間溢利	4,342	7,556
Other comprehensive income for the year/period from the Acquisition Date to 31 March 2019	年內／自收購日期至二零一九年三月三十一日期間其他全面收益	—	—
Total comprehensive income for the year/period from the Acquisition Date to 31 March 2019	年內／自收購日期至二零一九年三月三十一日期間全面收益總額	4,342	7,556
Group's share of profit of an associate for the year/period from the Acquisition Date to 31 March 2019	年內／自收購日期至二零一九年三月三十一日本集團期內應佔聯營公司溢利	1,954	3,400



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

21. INTEREST IN AN ASSOCIATE (CONTINUED)

Summarised financial information of the associate

(Continued)

Leader Shine Group (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in an associate recognised in the consolidated financial statements:

21. 於一間聯營公司的權益(續)

聯營公司之財務資料概要(續)

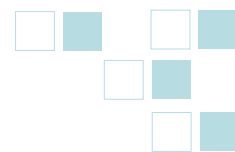
Leader Shine集團(續)

上文概述之財務資料與於綜合財務報表確認的於聯營公司權益之賬面值的對賬：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net assets of Leader Shine Group	Leader Shine集團之資產淨值	23,190	18,848
Proportion of the Group's ownership interest in Leader Shine Group	本集團於Leader Shine集團之所有者權益比例	45%	45%
Goodwill	商譽	10,436 64,918	8,482 64,918
Impairment loss	減值虧損	75,354 (28,071)	73,400 —
Carrying amount of the Group's interest in Leader Shine Group	本集團於Leader Shine集團之權益之賬面值	47,283	73,400

The associate is accounted for using the equity method in the consolidated financial statements.

於綜合財務報表內，聯營公司以權益法列賬。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

22. INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Raw materials	原材料	19,038	22,005
Finished goods	製成品	12,352	7,060
		31,390	29,065

(b) The analysis of the amount of inventories recognised as an expense from continuing operations and included in the consolidated statement of profit or loss and other comprehensive income is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
Carrying amount of inventories sold	已售存貨的賬面值	71,882	71,176
Write-down of inventories	撇減存貨	3,157	1,950
Reversal of write-down of inventories (note i)	撇減存貨撥回(附註i)	(1,647)	(1,854)
		73,392	71,272

Note:

(i) The amount was resulted from the utilisation of obsolete inventories that were written down in prior years.

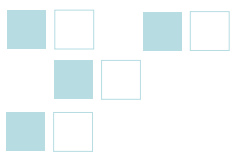
22. 存貨

(a) 綜合財務狀況表內的存貨包括：

(b) 已確認為持續經營業務開支並計入綜合損益及其他全面收益表的存貨金額分析如下：

附註：

(i) 有關金額來自動用已於過往年度撇減的陳舊存貨。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

23. TRADE AND OTHER RECEIVABLES

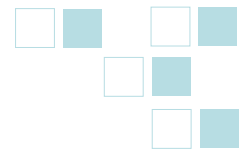
23. 應收賬款及其他應收款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables	應收賬款	48,027	78,075
Less: Allowance for doubtful debts	減：呆賬撥備	(1,357)	(2,879)
		46,670	75,196
Other receivables	其他應收款項	2,515	3,796
Financial assets measured at amortised cost	按攤銷成本計量的財務資產	49,185	78,992
Prepayments	預付款項	9,602	8,334
Utility, trade and other deposits	水電費、貿易及其他按金	12,429	25,345
Right-of-return assets	退貨權資產	194	217
Less: allowance for doubtful debts	減：呆賬撥備	(1,000)	—
		21,225	33,896
		70,410	112,888

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Analysis of trade and other receivables:	應收賬款及其他應收款項分析 如下：		
Non-current portion	非流動部份	2,139	5,369
Current portion	流動部份	68,271	107,519
		70,410	112,888

The amounts of the Group's utility, trade and other deposits and prepayments expected to be recovered or recognised as expense after one year are HK\$1,139,000 (2019: HK\$4,860,000) and HK\$1,000,000 (2019: HK\$509,000) respectively. All of the other trade and other receivables are expected to be recovered or recognised as expense within one year.

本集團的水電費、貿易及其他按金及預付款項預期一年後收回或確認為開支分別為1,139,000港元(二零一九年：4,860,000港元)及1,000,000港元(二零一九年：509,000港元)。預期所有其他應收賬款及其他應收款項將於一年內收回或確認為開支。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

23. TRADE AND OTHER RECEIVABLES (CONTINUED)

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables based on the date of revenue recognition and net of allowance for doubtful debts were as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-30 days	0至30日	34,531	40,697
31-60 days	31至60日	7,070	21,836
61-90 days	61至90日	438	7,892
91-180 days	91至180日	1,189	3,347
181-365 days	181至365日	2,504	1,388
Over 365 days	超過365日	938	36
		46,670	75,196

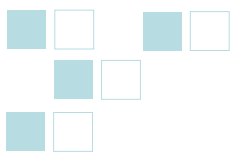
The normal settlement terms of trade receivables arising from online payment business are one day after trade date. Trade receivables arising from businesses other than online payment business are normally due within 0-90 days from the date of billing. Further details of the Group's credit policy and impairment assessment of trade and other receivables are set out in note 4(b)(i).

23. 應收賬款及其他應收款項(續)

賬齡分析

於報告期末，應收賬款基於收益確認日期及扣除呆賬撥備後的賬齡分析如下：

線上支付業務產生的應收賬款的正常結算期為交易日期後一日。產生自線上支付業務以外之業務的應收賬款一般於發票日期起計0至90日內到期。本集團信貸政策以及應收賬款及其他應收款項之減值評估的進一步詳情載於附註4(b)(i)。



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24. PROMISSORY NOTES RECEIVABLE

As at 31 March 2020, the Group had a promissory notes receivable with principal amount of HK\$37,894,000, which is unsecured, carries interests of 10% per annum and will mature on 26 September 2020. The promissory notes receivable formed part of the Group's consideration receivables in relation to the disposal of the entire equity interest in Empire Access during the year ended 31 March 2020 as set out in note 12(a) to these financial statements.

24. 應收承兌票據

於二零二零年三月三十一日，本集團有本金額為37,894,000港元的應收承兌票據，其為無抵押、按年利率10%計息及將於二零二零年九月二十六日到期。應收承兌票據成為本集團就於截至二零二零年三月三十一日止年度出售Empire Access全部股權應收的代價的一部分，如本財務報表附註12(a)所載。

		2020 二零二零年 HK\$'000 千港元
Fair value of promissory notes receivable at initial recognition (note 12(a))	於初步確認時應收承兌票據的公平值 (附註12(a))	35,687
At 31 March 2020	於二零二零年三月三十一日	35,687

At initial recognition, the fair value of the promissory notes receivable in an amount of HK\$35,687,000 was measured based on the present value of their expected future cash flows. In obtaining the present value, a risk-adjusted discount rate of 24.18% per annum was applied to the promissory notes receivable. The risk-adjusted discount rate was estimated based on the valuation carried out by an independent professionally qualified valuer by referring to the interest rates of note issuers with similar credit rating of the purchaser. Subsequently, the promissory notes receivable was measured at amortised cost by using the effective interest method.

於初步確認時，應收承兌票據的公平值金額為35,687,000港元，乃根據其預期未來現金流量的現值計量。於獲取現值時，對應收承兌票據採用年度風險調整貼現率24.18%。風險調整貼現率根據由獨立合資格專業估值師參考具有類似買家信貸評級的票據發行人的利率作出的估值作出估計。其後，應收承兌票據使用實際利率法按攤銷成本計量。



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25. CONTINGENT CONSIDERATION RECEIVABLE

The fair value of the contingent consideration receivable represented the profit guarantee in relation to the adjustments to the consideration from the acquisition of 45% equity interests in Leader Shine (refer to note 21) during the year ended 31 March 2019 as detailed in note (i) below. Contingent consideration receivable is measured at fair value at the end of the reporting period. The movement of the fair value of contingent consideration receivable is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At fair value:	按公平值：		
At the beginning of the year	於年初	—	—
Fair value change	公平值變動	1,735	—
At the end of the year	於年末	1,735	—

Note:

(i) Adjustment to the consideration

According to the sale and purchase agreement dated 10 May 2018, the vendor has provided a profit guarantee (the “**Profit Guarantee**”) that the audited consolidated net profit before taxation of Leader Shine Group for each of the years ending 31 March 2019 and 31 March 2020 (each a “**Guaranteed Period**”) shall not be less than HK\$10,000,000 (each a “**Guaranteed Amount**”).

If the audited consolidated net profit before taxation of Leader Shine Group of each Guaranteed Period is less than the amount of HK\$10,000,000, the vendor is required to pay 45% of the shortfall between the relevant Guaranteed Amount and the actual audited consolidated net profit before taxation of Leader Shine Group of each of the Guaranteed Period to Shunten Entertainment (Asia) Limited.

As at 31 March 2020, the fair value of the contingent consideration receivable are based on the valuation performed by an independent professional valuer not connected with the Group. Details of fair value measurement are set out in note 4(d).

As at 31 March 2019, based on the projection of the financial performance performed by the management of Leader Shine, the directors of the Company assessed that the Profit Guarantee will unlikely to be exercised and the fair value of the Profit Guarantee is considered to be insignificant.

25. 或然應收代價

或然應收代價的公平值代表對截至二零一九年三月三十一日止年度收購Leader Shine的45%股權(參閱附註21)的代價所作的調整涉及的溢利保證,詳情載於下文附註(i)。或然應收代價乃於報告期末按公平值計量。或然應收代價的公平值變動如下:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At fair value:		
At the beginning of the year	—	—
Fair value change	1,735	—
At the end of the year	1,735	—

附註:

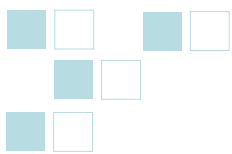
(i) 對代價的調整

根據日期為二零一八年五月十日的買賣協議,賣方已作出溢利保證(「溢利保證」),即Leader Shine集團於截至二零一九年三月三十一日及二零二零年三月三十一日止各年度(各為「保證期間」)的經審核綜合除稅前純利不低於10,000,000港元(各為「保證金額」)。

倘Leader Shine集團於各保證期間的經審核綜合除稅前純利低於10,000,000港元,則賣方須支付各保證期間Leader Shine集團相關保證金額與實際經審核綜合除稅前純利之間差額的45%予Shunten Entertainment (Asia) Limited。

於二零二零年三月三十一日,或然應收代價的公平值乃根據與本集團概無關連的獨立專業估值師作出。公平值計量的詳情載於附註4(d)。

於二零一九年三月三十一日,基於Leader Shine管理層作出的財務表現的預測,經本公司董事評估後,認為行使溢利保證的機會不大,而溢利保證的公平值被視為不重大。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

26. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash at bank and on hand	銀行及手頭現金	57,157	65,497
Cash and cash equivalents in the consolidated statement of financial position	於綜合財務狀況表的現金及現金等價物	57,157	65,497

Cash at bank earns interest at floating rates based on daily bank deposit rates. Deposits with banks are made depending on the immediate cash requirements of the Group and earn interest at the respective deposit rates.

銀行現金基於每日銀行存款利率按浮息賺取利息。本集團考慮其即時現金需求向銀行存款，並按相關存款利率賺取利息。

(b) Reconciliation of the consolidated statement of cash flows

The above figures reconcile to the amount of cash shown in the consolidated statement of cash flows at the end of the reporting period as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Balance as above	上述結餘	57,157	65,497
Bank overdrafts (note 30)	銀行透支 (附註30)	(981)	(39)
Cash and cash equivalents in the consolidated statement of cash flows	於綜合現金流量表的現金及現金等價物	56,176	65,458

26. 現金及現金等價物及其他現金流量資料

(a) 現金及現金等價物包括：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash at bank and on hand	銀行及手頭現金	57,157	65,497
Cash and cash equivalents in the consolidated statement of financial position	於綜合財務狀況表的現金及現金等價物	57,157	65,497

銀行現金基於每日銀行存款利率按浮息賺取利息。本集團考慮其即時現金需求向銀行存款，並按相關存款利率賺取利息。

(b) 綜合現金流量表對賬

上述數字與綜合現金流量表於報告期末所示現金金額的對賬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Balance as above	上述結餘	57,157	65,497
Bank overdrafts (note 30)	銀行透支 (附註30)	(981)	(39)
Cash and cash equivalents in the consolidated statement of cash flows	於綜合現金流量表的現金及現金等價物	56,176	65,458

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26. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(c) Reconciliation of liabilities arising from financing activities

The table below details the changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities 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.

For the year ended 31 March 2020

		Bank borrowings*	Other borrowings	Interest payable on liability component of convertible bonds measured at amortised cost 按攤銷成本計量的可換股債券負債部分	Interest payable on other borrowings	Interest payable on convertible bonds designated at FVTPL 指定按公平值計入損益的應付可換股債券利息	Contingent consideration payables	Promissory notes payable designated at FVTPL 指定按公平值計入損益的應付承兌票據	Promissory notes payable measured at amortised cost 按攤銷成本計量的應付承兌票據	Convertible bonds designated at FVTPL 指定按公平值計入損益的可換股債券	Liability component of convertible bonds measured at amortised cost 按攤銷成本計量的可換股債券負債部分	Total
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
		(note 30)	(note 30)	(note 27)	(note 27)	(note 27)	(note 32)	(note 34(a))	(note 34(b))	(note 33(a))	(note 33(b) and 33(c))	(note 33(b) and 33(c))
		(附註30)	(附註30)	(附註27)	(附註27)	(附註27)	(附註32)	(附註34(a))	(附註34(b))	(附註33(a))	(附註33(b)及33(c))	(附註33(b)及33(c))
At 1 April 2019	於二零一九年四月一日	39,017	26,500	—	1,623	5,114	85,570	9,966	37,543	172,742	89,259	467,334
Changes from financing cash flows	融資現金流量之變動：											
Flows:												
Repayment of bank borrowings	償還銀行借款	(3,410)	—	—	—	—	—	—	—	—	—	(3,410)
Repayment of other borrowings	償還其他借款	—	(40,000)	—	—	—	—	—	—	—	—	(40,000)
Proceeds from other new borrowings	其他新借款所得款項	—	73,000	—	—	—	—	—	—	—	—	73,000
Proceeds from issuance of convertible bonds, net of transactions costs	發行可換股債券所得款項，扣除交易成本	—	—	—	—	—	—	—	—	—	178,055	178,055
Repayment of promissory notes payable	償還應付承兌票據	—	—	—	—	—	—	—	(10,000)	—	—	(10,000)
Interest paid	已付利息	(662)	—	—	(2,936)	(18,204)	—	—	(546)	—	(2,648)	(24,996)
Redemption of convertible bonds	贖回可換股債券	—	—	—	—	—	—	—	—	(165,000)	—	(165,000)
Repurchase of convertible bonds	購回可換股債券	—	—	1,033	—	—	—	—	—	—	(22,033)	(21,000)
Total changes from financing cash flows	融資現金流量之變動總額	(4,072)	33,000	1,033	(2,936)	(18,204)	—	—	(10,546)	(165,000)	153,374	(13,351)
Changes in fair value	公平值變動	—	—	—	(214)	—	(55,336)	(9,966)	—	(7,742)	—	(73,258)
Other changes:	其他變動：											
Transferred from other payable	轉撥自其他應付款項	—	—	—	—	—	—	—	24,251	—	—	24,251
Transferred to other payable	撥入其他應付款項	—	—	—	—	—	(24,251)	—	—	—	—	(24,251)
Interest expenses	利息開支	662	—	—	2,957	13,090	—	—	3,345	—	16,692	36,746
Conversion of convertible bonds	轉換可換股債券	—	—	—	—	—	—	—	—	—	(92,088)	(92,088)
Allocated to convertible bonds equity reserve	分配至可換股債券權益儲備	—	—	—	—	—	—	—	—	—	(8,271)	(8,271)
Allocated to accumulated losses	分配至累計虧損	—	—	—	—	—	—	—	—	—	869	869
Payment obligations released upon disposal of subsidiaries	支付責任於出售附屬公司後解除	—	—	—	—	—	—	(5,983)	—	(41,174)	(61,088)	(108,245)
Gain on early settlement	提早結算之收益	—	—	—	—	—	—	—	(13,419)	—	(3,748)	(17,167)
Increase in trade and other payables	應收賬款及其他應收款項增加	—	—	3,147	—	—	—	—	—	—	—	3,147
Total other changes	其他變動總額	662	—	3,147	2,957	13,090	(30,234)	—	(26,997)	—	(147,634)	(185,009)
At 31 March 2020	於二零二零年三月三十一日	35,607	59,500	4,180	1,430	—	—	—	—	—	94,999	195,716

26. 現金及現金等價物及其他現金流量資料(續)

(c) 融資活動所產生負債之對賬

下表詳述本集團融資活動所產生負債之變動，包括現金及非現金變動。融資活動所產生負債為現金流量已或未來現金流量將於本集團之綜合現金流量表內分類為融資活動之現金流量之負債。

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26. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(c) Reconciliation of liabilities arising from financing activities (Continued)

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26. 現金及現金等價物及其他現金流量資料(續)

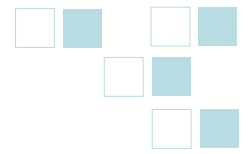
(c) 融資活動所產生負債之對賬(續)

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		Bank borrowings*	Other borrowings	Interest payable on other borrowings	Interest payable on convertible bonds designated at FVTPL	Contingent consideration payables	Promissory notes payable designated at FVTPL	Promissory notes payable measured at amortised cost	Convertible bonds designated at FVTPL	Liability component of convertible bonds measured at amortised cost	Total
		銀行借款*	其他借款	應付其他借款利息	應付可換股指定按公平值計入損益的債券利息	或然應付代價	指定按公平值計入損益的應付承兌票據	按攤銷成本計量的應付承兌票據	指定按公平值計入損益的可換股債券	按攤銷成本計量的可換股債券負債部分	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note 30)	(note 30)	(note 27)	(note 27)	(note 32)	(note 34(a))	(note 34(b))	(note 33(a))	(note 33(b))	(note 33(b))
		(附註30)	(附註30)	(附註27)	(附註27)	(附註32)	(附註34(a))	(附註34(b))	(附註33(a))	(附註33(b))	(附註33(b))
At 1 April 2018	於二零一八年四月一日	28,119	5,500	165	7,126	177,519	10,578	—	310,510	—	539,517
Changes from financing cash flows:	融資現金流量之變動:										
Repayment of bank borrowings	償還銀行借款	(3,102)	—	—	—	—	—	—	—	—	(3,102)
Proceeds from new bank borrowings	新銀行借款所得款項	14,000	—	—	—	—	—	—	—	—	14,000
Proceeds from other new borrowings	其他新借款所得款項	—	21,000	—	—	—	—	—	—	—	21,000
Proceeds from issuance of convertible bonds, net of transaction costs	發行可換股債券所得款項，扣除交易成本	—	—	—	—	—	—	—	—	103,184	103,184
Repayment of promissory notes payable	償還應付承兌票據	—	—	—	—	—	—	(20,000)	—	—	(20,000)
Interest paid	已付利息	(846)	—	(237)	(17,252)	—	—	(482)	—	—	(18,817)
Repurchase of convertible bonds	購回可換股債券	—	—	—	—	—	—	—	(90,000)	—	(90,000)
Total changes from financing cash flows	融資現金流量之變動總額	10,052	21,000	(237)	(17,252)	—	—	(20,482)	(90,000)	103,184	6,265
Changes in fair value	公平值變動	—	—	—	—	(23,049)	(7,007)	—	(47,768)	—	(77,824)
Other changes:	其他變動:										
Transferred to promissory notes payable	撥入應付承兌票據	—	—	—	—	(68,900)	—	—	—	—	(68,900)
Transferred from contingent consideration payables	轉撥自或然應付代價	—	—	—	—	—	12,395	56,505	—	—	68,900
Transfer to other payables	撥入其他應付款項	—	—	—	—	—	(6,000)	—	—	—	(6,000)
Interest expenses	利息開支	846	—	1,695	15,240	—	—	1,520	—	1,667	20,968
Allocated to convertible bonds equity reserve	分配至可換股債券權益儲備	—	—	—	—	—	—	—	—	(15,592)	(15,592)
Total other changes	其他變動總額	846	—	1,695	15,240	(68,900)	6,395	58,025	—	(13,925)	(624)
At 31 March 2019	於二零一九年三月三十一日	39,017	26,500	1,623	5,114	85,570	9,966	37,543	172,742	89,259	467,334

* Changes in the Group's bank overdrafts are excluded as they are not classified as financing activities in the Group's consolidated statement of cash flows.

未計入本集團銀行透支之變動，原因是該等變動並無於本集團綜合現金流量表分類為融資活動。



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27. TRADE AND OTHER PAYABLES

27. 應付賬款及其他應付款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade payables	應付賬款	3,038	16,251
Salary and welfare payables	應付薪金及福利	15,028	23,388
Accrued advertising expenses	應計廣告開支	5,899	5,187
Other payables and accruals	其他應付款項及應計費用	13,014	26,041
Interest payable on bank and other borrowings	應付銀行及其他借款利息	1,430	1,623
Interest payable on convertible bonds designated at FVTPL	指定按公平值計入損益的可換股債券應付利息	—	5,114
Interest payable on liability component of convertible bonds measured at amortised cost	按攤銷成本計量的可換股債券負債部分的應付利息	4,180	—
		42,589	77,604

As of the end of the reporting period, the ageing analysis of trade payables based on invoice dates were as follows:

於報告期末，應付賬款基於發票日期的賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0–30 days	0至30日	1,486	8,304
31–60 days	31至60日	685	2,226
61–90 days	61至90日	248	721
91–180 days	91至180日	8	4,627
181–365 days	181至365日	170	4
Over 365 days	超過365日	441	369
		3,038	16,251

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

預期所有應付賬款及其他應付款項將於一年內結算或確認為收入或應要求償還。



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28. CONTRACT LIABILITIES

28. 合約負債

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<i>Short-term advances received from customers:</i>	<i>向客戶收取短期預付款項：</i>		
Sale of health and beauty supplements and products	銷售保健及美容補品及產品	—	96
Online advertising agency business	線上廣告代理業務	283	880
Online payment business	線上支付業務	21	558
E-commerce promotion business	電子商務推廣業務	313	99
Game distribution business	遊戲發行業務	—	42
		617	1,675

Contract liabilities which include short-term advances received to sale of goods and rendering of services are expected to be settled within the Group's normal operating cycle and classified as current liabilities.

合約負債包括就銷售貨品及提供服務而收取的短期預付款項預期將於本集團的正常經營週期內結付及分類為流動負債。

Revenue recognised in the reporting period that was included in the contract liabilities balance at the beginning of the year was HK\$633,000 (2019: HK\$315,000).

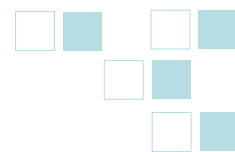
於報告期內確認計入年初合約負債結餘的收益為633,000港元(二零一九年：315,000港元)。

29. AMOUNTS DUE TO NON-CONTROLLING INTERESTS

29. 應付非控股權益款項

The amounts due to non-controlling interests are unsecured, interest-free and have no fixed terms of repayment.

應付非控股權益款項為無抵押、免息及無固定還款期限。



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30. BANK AND OTHER BORROWINGS

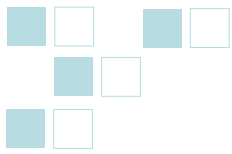
30. 銀行及其他借款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank borrowings:	銀行借款：		
Bank overdrafts (note 26(b))	銀行透支(附註26(b))	981	39
Bank loans, secured (note (a))	銀行貸款，有抵押(附註(a))	35,607	39,017
Other borrowings:	其他借款：	36,588	39,056
Unsecured notes (note (b))	無抵押票據(附註(b))	26,500	26,500
Other borrowings, secured (note (c))	其他借款，有抵押(附註(c))	33,000	—
		59,500	26,500
Total bank and other borrowings	銀行及其他借款總額	96,088	65,556

The bank and other borrowings are repayable as follows:

須予償還之銀行及其他借款如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank borrowings:	銀行借款：		
Within 1 year or on demand	一年內或按要求	36,588	39,056
		36,588	39,056
Other borrowings:	其他借款：		
Within 1 year or on demand	一年內或按要求	59,500	—
After 1 year but within 2 years	一年後但兩年內	—	26,500
		59,500	26,500
Total bank and other borrowings	銀行及其他借款總額	96,088	65,556
Less: Amounts shown under current liabilities	減：流動負債所示金額	(96,088)	(39,056)
Amounts shown under non-current liabilities	非流動負債所示金額	—	26,500



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30. BANK AND OTHER BORROWINGS (CONTINUED)

Notes:

- (a) Certain banking facilities are subject to the fulfillment of covenants. If the Group were in breach of the covenants, the drawn down facilities would become repayable on demand. In addition, all of the Group's banking facility letters contain clauses which give the lender the rights at its sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

The Group regularly monitors its compliance with these covenants and does not consider it probable that the bank will exercise its discretion to demand repayment so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in note 4(b)(ii). As at 31 March 2020, none of the covenants relating to drawn down facilities had been breached (2019: Nil).

All of the bank borrowings, including amounts repayable on demand, are carried at amortised cost.

As at 31 March 2020, the bank borrowings of the Group are secured by the leasehold land and buildings with carrying amount of HK\$74,451,000 (2019: HK\$77,247,000) (note 16).

- (b) As at 31 March 2019 and 2020, the Company had the following outstanding unsecured notes:
- (i) In August 2017, the Company issued unsecured notes of HK\$5,500,000. The unsecured notes carry coupon rate of 5% per annum, payable annually in arrears. The principal amount of unsecured notes is repayable in August 2020.
- (ii) In August 2018, the Company issued unsecured notes of HK\$11,000,000. The unsecured notes carry coupon rate of 10% per annum, payable annually in arrears. The principal amount of the unsecured notes is repayable in August 2020.
- (iii) In September 2018, the Company issued unsecured notes of HK\$10,000,000. The unsecured notes carry coupon rate of 10% per annum, payable annually in arrears. The principal amount of the unsecured notes is repayable in September 2020.

30. 銀行及其他借款(續)

附註：

- (a) 若干銀行融資均須履行契諾。倘若本集團違反契諾，所提取融資須應要求償還。此外，本集團全部銀行授信函附帶條款，賦予貸款人權利隨時全權酌情要求即時還款，而不論本集團有否遵守契諾及是否如期履行還款責任。

本集團定期監察其是否遵守該等契諾，並認為在本集團持續遵守該等規定的情況下銀行不大可能行使酌情權要求還款。本集團管理流動資金風險的進一步詳情載於附註4(b)(ii)。於二零二零年三月三十一日，本集團並無違反有關所提取融資的契諾(二零一九年：無)。

所有銀行借款(包括須按的要求償還的款額)乃按攤銷成本入賬。

於二零二零年三月三十一日，本集團的銀行借款以租賃土地及樓宇作抵押，其賬面值為74,451,000港元(二零一九年：77,247,000港元)(附註16)。

- (b) 於二零一九年及二零二零年三月三十一日，本公司以下無抵押票據發行在外：
- (i) 於二零一七年八月，本公司發行5,500,000港元之無抵押票據。該無抵押票據之票面年息為5%，須每年支付。無抵押票據之本金須於二零二零年八月償還。
- (ii) 於二零一八年八月，本公司發行11,000,000港元之無抵押票據。該無抵押票據之票面年息為10%，須每年支付。無抵押票據之本金須於二零二零年八月償還。
- (iii) 於二零一八年九月，本公司發行10,000,000港元之無抵押票據。該無抵押票據之票面年息為10%，須每年支付。無抵押票據之本金須於二零二零年九月償還。



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30. BANK AND OTHER BORROWINGS (CONTINUED)

Notes: (Continued)

- (c) As at 31 March 2020, the Group had the following outstanding secured other borrowings:
- (i) On 30 March 2020, the Group entered into an agreement as the borrower for a revolving credit facility up to HK\$10,000,000 with a financial institution as the lender. The revolving credit facility is secured by the leasehold land and buildings with carrying amount of HK\$35,521,000 and bear a fixed interest rate at 8% per annum for the first three months and subsequently at 18% per annum for the remaining ten months. Subsequent to the end of the reporting period, the Company had early repaid the revolving credit facility.
- (ii) On 31 March 2020, the Group entered into an agreement as the borrower for a term loan of HK\$10,000,000 with a financial institution as the lender. The term loan is secured by the leasehold land and buildings with carrying amount of HK\$35,521,000 and bear a fixed interest rate at 36% per annum. Subsequent to the end of the reporting period, the Company had early repaid the term loan.
- (iii) On 31 March 2020, the Group entered into an agreement as the borrower for a term loan of HK\$13,000,000 with a financial institution as the lender. The term loan is secured by the leasehold land and buildings with carrying amount of HK\$35,521,000 and bear a fixed interest rate at 18% per annum.
- (d) The Group has un-utilised banking facilities of HK\$1,092,000 as at 31 March 2020 (2019: HK\$4,167,000).

30. 銀行及其他借款(續)

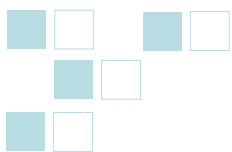
附註：(續)

- (c) 於二零二零年三月三十一日，本集團的尚未償還有抵押其他借款如下：
- (i) 於二零二零年三月三十日，本集團(作為借款人)與一間金融機構(作為貸款人)就最高為10,000,000港元的循環信貸融資訂立協議。循環信貸融資由賬面值為35,521,000港元的租賃土地及樓宇作抵押及於首三個月按固定年利率8%計息及於剩餘十個月按每年18%計息。於報告期間結束後，本公司已提前償還循環信貸融資。
- (ii) 於二零二零年三月三十一日，本集團(作為借款人)與一間金融機構(作為貸款人)就10,000,000港元的定期貸款訂立協議。定期貸款由賬面值為35,521,000港元的租賃土地及樓宇作抵押及按固定年利率36%計息。於報告期間結束後，本公司已提前償還定期貸款。
- (iii) 於二零二零年三月三十一日，本集團(作為借款人)與一間金融機構(作為貸款人)就13,000,000港元的定期貸款訂立協議。定期貸款由賬面值為35,521,000港元的租賃土地及樓宇作抵押及按固定年利率18%計息。
- (d) 於二零二零年三月三十一日，本集團之未動用銀行融資為1,092,000港元(二零一九年：4,167,000港元)。

31. LEASE LIABILITIES

31. 租賃負債

		2020 二零二零年 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債：	
Within one year	一年內	3,513
Within a period of more than one year but not more than two years	為期一年以上，但不超過兩年	199
Within a period of more than two years but not more than five years	為期兩年以上，但不超過五年	18
		3,730
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債所示於十二個月內到期結算之款項	(3,513)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債所示於十二個月後到期結算之款項	217



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32. CONTINGENT CONSIDERATION PAYABLES 32. 或然應付代價

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At fair value:	按公平值：		
At the beginning of the year	於年初	85,570	177,519
Transferred to promissory notes payable (note 34(a) and (b))	撥入應付承兌票據 (附註34(a)及(b))	(24,251)	(68,900)
Fair value of payment obligations released upon disposal of subsidiaries (note 12(a))	出售附屬公司後已免除 支付責任的公平值(附註12(a))	(5,983)	—
Fair value change	公平值變動	(55,336)	(23,049)
At the end of the year	於年末	—	85,570
Less: Amounts shown under current liabilities	減：流動負債所示金額	—	(37,878)
Amounts shown under non-current liabilities	非流動負債所示金額	—	47,692

The contingent consideration payables of the Group represented the following:

- (i) The contingent consideration arrangement arising from the acquisition of Empire Access during the year ended 31 March 2018 to be settled in the form of promissory notes to be issued by the Company depending on the achievement of the target revenue and/or net profit of the subsidiaries of Empire Access, N Dimension Limited (“N Dimension”) and Hoi On Technology Limited (“Hoi On”) (collectively referred to as the “ND Target Group”) for each performance year from 22 September 2017 to 21 September 2021 as defined by the supplemental sale and purchase agreement dated 15 September 2017 in relation to the acquisition of Empire Access by the Company.

During the year ended 31 March 2020, based on the auditor’s certificate issued in respect of the achievement of the Second Target of the ND Target Group, the Fourth Instalment of the consideration for the acquisition of Empire Access as detailed in note (a) below was concluded to be HK\$33,365,000. The respective promissory notes in total principal amount of HK\$33,365,000 was issued on 4 October 2019. The fair value of the contingent consideration payable was HK\$24,251,000 as at 4 October 2019 based on the valuation carried out by an independent professionally qualified valuer and the balance was transferred from “contingent consideration payables” to “promissory notes payable” in the consolidated statement of financial position.

本集團之或然應付代價指下列各項：

- (i) 於截至二零一八年三月三十一日止年度收購Empire Access所產生之以本公司將發行之承兌票據形式予以結付之或然代價安排，該或然代價數額基於Empire Access之附屬公司、千維科技有限公司（「千維科技」）及海安技術有限公司（「海安」）（統稱為「ND目標集團」）自二零一七年九月二十二日至二零二一年九月二十一日各表現年度（定義見有關本公司收購Empire Access日期為二零一七年九月十五日之補充買賣協議）所達致的目標收益及／或純利。

於截至二零二零年三月三十一日止年度，根據核數師就ND目標集團達致第二個目標所發出的證書，收購Empire Access的第四期代價（詳情見下文附註(a)）最終定為33,365,000港元。本金總額為33,365,000港元的相關承兌票據已於二零一九年十月四日發行。於二零一九年十月四日，根據獨立專業合資格估值師進行的估值，或然應付代價的公平值為24,251,000港元，結餘由綜合財務狀況表的「或然應付代價」轉撥至「應付承兌票據」。



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32. CONTINGENT CONSIDERATION PAYABLES (CONTINUED) 32. 或然應付代價(續)

(i) (Continued)

During the year ended 31 March 2019, based on the auditor's certificate issued in respect of the achievement of the First Target of the ND Target Group, the Third Instalment of the consideration for the acquisition of Empire Access during the year ended 31 March 2018 as detailed in note (a) below was concluded to be HK\$56,258,000. The respective promissory notes in total principal amount of HK\$56,258,000 was issued on 5 October 2018. The fair value of the contingent consideration payable was HK\$56,505,000 as at 5 October 2018 based on the valuation carried out by an independent professionally qualified valuer and the balance was transferred from "contingent consideration payables" to "promissory notes payable" in the consolidated statement of financial position.

Following the disposal of the entire equity interest in Empire Access by the Group on 27 March 2020, all obligations and liabilities in respect of the Fifth Instalment of the consideration for the acquisition of Empire Access during the year ended 31 March 2018 (as detailed in note 32(a)(v) below) were released. The payment obligations of the Fifth Instalment were taken up by the Purchaser as partial settlement of the consideration of the disposal of Empire Access. Further details of the disposal of Empire Access are set out in note 12(a).

The formula in respect of the adjustments to the consideration from the acquisition of Empire Access during the year ended 31 March 2018 are detailed in note (a) below.

- (ii) On 4 May 2018, the contingent consideration payables in respect of the acquisition of IAHGames at the fair value of HK\$12,395,000 was transferred to "promissory notes payable" following the issuance of promissory notes as detailed in note 34(a)(ii).

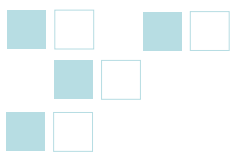
(i) (續)

於截至二零一九年三月三十一日止年度，根據核數師就ND目標集團達致首個目標所發出的證書，於截至二零一八年三月三十一日止年度收購Empire Access的第三期代價(詳情見下文附註(a))最終定為56,258,000港元。本金總額為56,258,000港元的相關承兌票據已於二零一八年十月五日發行。於二零一八年十月五日，根據獨立專業合資格估值師進行的估值，或然應付代價的公平值為56,505,000港元，結餘由綜合財務狀況表的「或然應付代價」轉撥至「應付承兌票據」。

本集團於二零二零年三月二十七日出售Empire Access的全部股權後，有關於截至二零一八年三月三十一日止年度收購Empire Access的第五期代價(詳情見下文附註32(a)(v))的所有義務及責任已獲免除。支付第五期代價的責任已由買方承擔，由此結付出售Empire Access的部分代價。出售Empire Access的更多詳情載於附註12(a)。

有關於截至二零一八年三月三十一日止年度收購Empire Access代價的調整公式詳情載於下文附註(a)。

- (ii) 於二零一八年五月四日，於發行承兌票據後，有關收購IAHGames公平值為12,395,000港元的或然應付代價轉撥至「應付承兌票據」，詳情載於附註34(a)(ii)。



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32. CONTINGENT CONSIDERATION PAYABLES (CONTINUED)

Note:

(a) **Adjustment to the consideration arising from the acquisition of Empire Access**

Pursuant to the supplemental sale and purchase agreement dated 15 September 2017 in relation to the acquisition of Empire Access, the consideration is stated as follows:

- (i) HK\$5,000,000 as refundable cash deposit (“**First Instalment**”);
- (ii) HK\$55,000,000 cash consideration (“**Second Instalment**”);
- (iii) a maximum of HK\$60,000,000 or such adjusted amount (the “**Third Instalment**”) by the issue of the promissory notes provided that the revenue in the ND Target Group for the First Period is more than or equal to HK\$8,000,000 (the “**First Target**”);
- (iv) a maximum of HK\$60,000,000 or such adjusted amount (the “**Fourth Instalment**”) by the issue of the promissory notes provided that the revenue in ND Target Group for the Second Period is more than or equal to HK\$43,000,000 (the “**Second Target**”); and
- (v) a maximum of HK\$60,000,000 or such adjusted amount (the “**Fifth Instalment**”) by the issue of the promissory notes provided that the net profit in ND Target Group for the Third Period is more than or equal to HK\$23,000,000 (the “**Third Target**”).

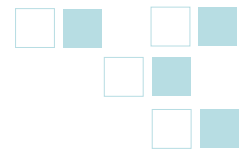
32. 或然應付代價(續)

附註：

(a) 收購 Empire Access 產生之代價之調整

根據就收購 Empire Access 所訂立日期為二零一七年九月十五日之補充買賣協議，代價載列如下：

- (i) 5,000,000 港元為可退回之現金按金(「首期」)；
- (ii) 55,000,000 港元為現金代價(「第二期」)；
- (iii) 最多 60,000,000 港元或經調整數額(「第三期」)透過發行承兌票據支付，條件是 ND 目標集團就首個期間之收益多於或等於 8,000,000 港元(「首個目標」)；
- (iv) 最多 60,000,000 港元或經調整數額(「第四期」)透過發行承兌票據支付，條件是 ND 目標集團就第二個期間之收益多於或等於 43,000,000 港元(「第二個目標」)；及
- (v) 最多 60,000,000 港元或經調整數額(「第五期」)透過發行承兌票據支付，條件是 ND 目標集團就第三個期間之純利多於或等於 23,000,000 港元(「第三個目標」)。



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32. CONTINGENT CONSIDERATION PAYABLES (CONTINUED) 32. 或然應付代價(續)

Note: (Continued)

附註：(續)

(a) **Adjustment to the consideration arising from the acquisition of Empire Access (Continued)**

The third instalment, fourth instalment and fifth instalment of the consideration to be settled in the form of promissory notes based on the performance of the ND Target Group are adjusted in the following manner:

A. Meeting the Targets for the First Three Periods

In the event that the revenue in the ND Target Group for the First Period is less than the First Target and the revenue in the ND Target Group for the Second Period is more than the Second Target:

$$\begin{array}{l}
 \text{Third Instalment} \\
 \text{第三期}
 \end{array}
 = \frac{\text{Revenue in ND Target Group for the First Period}}{\text{ND目標集團首個期間的收益}} \times \text{HK\$60,000,000} \\
 \text{8,000,000港元}$$

$$\begin{array}{l}
 \text{Fourth Instalment} \\
 \text{第四期}
 \end{array}
 = \left(\frac{\text{HK\$43,000,000}}{\text{43,000,000港元}} \times \text{HK\$60,000,000} \right) + \left(\frac{\text{Revenue in the ND Target Group for the Second Period minus HK\$43,000,000}}{\text{ND目標集團第二個期間的收益減43,000,000港元}} \times \text{HK\$60,000,000} \right) \\
 \text{43,000,000港元} \qquad \qquad \qquad \text{8,000,000港元}$$

In the event that revenue in the ND Target Group for the First Period is more than the First Target and the revenue in the ND Target Group for the Second Period is less than the Second Target:

$$\begin{array}{l}
 \text{Third Instalment} \\
 \text{第三期}
 \end{array}
 = \frac{\text{HK\$8,000,000}}{\text{8,000,000港元}} \times \text{HK\$60,000,000} \\
 \text{8,000,000港元}$$

$$\begin{array}{l}
 \text{Fourth Instalment} \\
 \text{第四期}
 \end{array}
 = \left(\frac{\text{Revenue in the ND Target Group for the Second Period}}{\text{ND目標集團第二個期間的收益}} \times \text{HK\$60,000,000} \right) + \left(\frac{\text{Revenue in the ND Target Group for the First Period minus HK\$8,000,000}}{\text{ND目標集團首個期間的收益減8,000,000港元}} \times \text{HK\$60,000,000} \right) \\
 \text{43,000,000港元} \qquad \qquad \qquad \text{43,000,000港元}$$

(a) **收購Empire Access產生之代價之調整(續)**

基於ND目標集團表現以承兌票據結付的第三期、第四期及第五期代價款項按以下方式調整：

A. 達致首三個期間之目標

倘ND目標集團首個期間的收益少於首個目標及ND目標集團第二個期間的收益多於第二個目標：

倘ND目標集團首個期間的收益多於首個目標及ND目標集團第二個期間的收益少於第二個目標：



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32. CONTINGENT CONSIDERATION PAYABLES (CONTINUED) 32. 或然應付代價(續)

Note: (Continued)

附註：(續)

(a) **Adjustment to the consideration arising from the acquisition of Empire Access (Continued)**

(a) **收購 Empire Access 產生之代價之調整 (續)**

A. Meeting the Targets for the First Three Periods (Continued)

A. 達致首三個期間之目標 (續)

In the event that the revenue in ND Target Group for the First Period is less than the First Target and the revenue in the ND Target Group for the Second Period is less than the Second Target:

倘ND目標集團首個期間的收益少於首個目標及ND目標集團第二個期間的收益少於第二個目標：

		<i>Revenue in the ND Target Group for the First Period</i>		
		<i>ND目標集團首個期間的收益</i>		
Third Instalment 第三期	=	_____	x	HK\$60,000,000 60,000,000港元
		<i>HK\$8,000,000</i> <i>8,000,000港元</i>		
		<i>Revenue in the ND Target Group for the Second Period</i>		
		<i>ND目標集團第二個期間的收益</i>		
Fourth Instalment 第四期	=	_____	x	HK\$60,000,000 60,000,000港元
		<i>HK\$43,000,000</i> <i>43,000,000港元</i>		

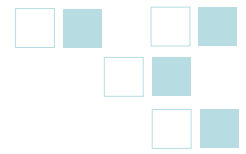
The aggregate sum of the Third Instalment and the Fourth Instalment shall be capped at HK\$120,000,000 in any event.

於任何情況下第三期及第四期款項總額以120,000,000港元為上限。

In the event that the net profit in the ND Target Group for the Third Period is less than HK\$23,000,000:

倘ND目標集團第三個期間的純利少於23,000,000港元：

		<i>Net profit in the ND Target Group for the Third Period</i>		
		<i>ND目標集團第三個期間的純利</i>		
Fifth Instalment 第五期	=	_____	x	HK\$60,000,000 60,000,000港元
		<i>HK\$23,000,000</i> <i>23,000,000港元</i>		



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32. CONTINGENT CONSIDERATION PAYABLES (CONTINUED)

32. 或然應付代價(續)

Note: (Continued)

附註：(續)

(a) Adjustment to the consideration arising from the acquisition of Empire Access (Continued)

(a) 收購 Empire Access 產生之代價之調整 (續)

B. Catching-up in the Fourth Period

B. 於第四個期間追趕

(i) In the event that the sum of the revenue for the Third Period and the Fourth Period is more than HK\$231,000,000, the following portion of the Third Instalment and the Fourth Instalment which have been adjusted downward pursuant to point A above shall become payable in the following order:

(i) 倘第三個期間及第四個期間的收益數額多於231,000,000港元，已按上文A節向下調整的第三期及第四期款項的以下部分須按下列順序支付：

(aa) the following portion of the Fourth Instalment which has been adjusted downward pursuant to point A above shall become payable first:

(aa) 已按上文A節向下調整的以下第四期款項部分須首先予以支付：

<i>Revenue in ND Target Group for the Third and Fourth Period minus HK\$231,000,000</i>	
<i>ND目標集團第三個及第四個期間</i>	
<i>的收益減231,000,000港元</i>	x
<i>HK\$43,000,000</i>	<i>60,000,000</i>
<i>43,000,000港元</i>	<i>60,000,000港元</i>

(bb) if the sum of the revenue for the Third Period and the Fourth Period remains in excess of HK\$231,000,000 after allocating the surplus to meet the Second Target, the following portion of the Third Instalment which has been adjusted downward pursuant to point A above shall become payable:

(bb) 倘第三個期間及第四個期間的收益數額在分配盈餘以滿足第二個目標後仍超過231,000,000港元，則已按上文A節向下調整的第三期款項的以下部分須予以支付：

<i>Revenue in the ND Target Group for the Third and Fourth Period</i>	
<i>minus HK\$231,000,000 minus HK\$43,000,000</i>	
<i>ND目標集團第三個及第四個期間的收益</i>	
<i>減231,000,000港元減43,000,000港元</i>	x
<i>HK\$8,000,000</i>	<i>60,000,000</i>
<i>8,000,000港元</i>	<i>60,000,000港元</i>

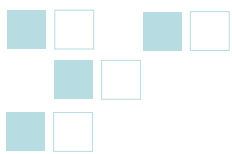
(ii) In the event that the net profit for the Fourth Period is more than HK\$49,000,000, the following portion of the Fifth Instalment which has been adjusted downward pursuant to the point A above shall become payable:

(ii) 倘第四個期間的純利多於49,000,000港元，已按上文A節向下調整的第五期款項的以下部分須予以支付：

<i>Net profit in the ND Target Group for the Fourth Period minus HK\$49,000,000</i>	
<i>ND目標集團第四個期間的純利減49,000,000港元</i>	
<i>HK\$23,000,000</i>	x
<i>23,000,000港元</i>	<i>60,000,000</i>

The aggregate sum of the Third Instalment, the Fourth Instalment and the Fifth Instalment shall be capped at HK\$180,000,000 in any event.

於任何情況下第三期、第四期及第五期款項總額以180,000,000港元為上限。



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32. CONTINGENT CONSIDERATION PAYABLES (CONTINUED)

Note: (Continued)

(a) **Adjustment to the consideration arising from the acquisition of Empire Access (Continued)**

C. Early Achieving the Targets

In the event that the ND Target Group can fulfil the revenue of HK\$51,000,000 and the net profit of HK\$23,000,000 in a financial year subsequent to the acquisition date and before the end of the Third Period, any amount of the Third Instalment, the Fourth Instalment and the Fifth Instalment which has been reduced by adjustment will become payable by the Company to the vendors in proportion to their shareholding in Empire Access.

Where:

“First Period” means the period from 22 September 2017 to 21 September 2018;

“Second Period” means the period from 22 September 2018 to 21 September 2019;

“Third Period” means the period from 22 September 2019 to 21 September 2020;

“Fourth Period” means the period from 22 September 2020 to 21 September 2021;

“Revenue” means the amount of revenue (as defined under and calculated in accordance with the relevant HKFRSs) generated by the ND Target Group for the relevant period; and

“Net Profit” means the amount of net profit (as defined under and calculated in accordance with the relevant HKFRSs) generated by the ND Target Group for the relevant period.

The fair values of contingent consideration payables as at 31 March 2019 and 2020 are based on the valuation performed by an independent professionally qualified valuer not connected with the Group. Details of fair value measurement are set out in note 4(d).

32. 或然應付代價(續)

附註：(續)

(a) 收購 Empire Access 產生之代價之調整 (續)

C. 提早達成目標

倘ND目標集團可於收購日期後及第三個期間期末前之財政年度達成收益51,000,000港元及純利23,000,000港元，則經調整減少之第三期、第四期及第五期之任何款項將由本公司按賣方各自於 Empire Access 之持股比例支付予賣方。

其中：

「首個期間」指二零一七年九月二十二日至二零一八年九月二十一日之期間；

「第二個期間」指二零一八年九月二十二日至二零一九年九月二十一日之期間；

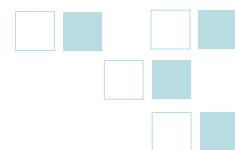
「第三個期間」指二零一九年九月二十二日至二零二零年九月二十一日之期間；

「第四個期間」指二零二零年九月二十二日至二零二一年九月二十一日之期間；

「收益」指ND目標集團於相關期間產生的收益之數額(定義見相關香港財務報告準則並據其計算)；及

「純利」指ND目標集團於相關期間產生的純利之數額(定義見相關香港財務報告準則並據其計算)。

於二零一九年及二零二零年三月三十一日之或然應付代價公平值乃基於與本集團概無關連之獨立專業合資格估值師所進行的估值得出。有關公平值計量之詳情載於附註4(d)。



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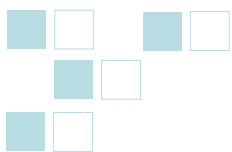
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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

33. CONVERTIBLE BONDS

33. 可換股債券

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Liability component	負債部分		
Convertible bonds issued on 12 October 2017 designated at FVTPL (note (a))	於二零一七年十月十二日發行指定按公平值計入損益的可換股債券(附註(a))	—	172,742
Liability component of convertible bonds issued on 13 February 2019 measured at amortised costs (note (b))	於二零一九年二月十三日發行按攤銷成本計量的可換股債券負債部分(附註(b))	—	89,259
Liability component of convertible bonds issued on 4 October 2019 measured at amortised costs (note (c))	於二零一九年十月四日發行按攤銷成本計量的可換股債券負債部分(附註(c))	94,999	—
Total liability component of convertible bonds	可換股債券負債部分總額	94,999	262,001
Less: Amounts shown under current liabilities	減：流動負債所示金額	—	(262,001)
Amounts shown under non-current liabilities	非流動負債所示金額	94,999	—
Equity component	權益部分		
Equity component of convertible bonds issued on 13 February 2019 (note (b))	於二零一九年二月十三日發行的可換股債券權益部分(附註(b))	—	15,592
Equity component of convertible bonds issued on 4 October 2019 (note (c))	於二零一九年十月四日發行的可換股債券權益部分(附註(c))	4,942	—
Total equity component of convertible bonds	可換股債券權益部分總額	4,942	15,592



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33. CONVERTIBLE BONDS (CONTINUED)

Notes:

(a) **Convertible bonds issued on 12 October 2017 designated at FVTPL (“CB 2017”)**

On 12 October 2017, the Company issued 6% per annum unsecured convertible bonds with a principal amount of HK\$265,000,000 to six independent third parties which will mature on their second anniversary on 12 October 2019 following the issue of CB 2017. The bondholders have the right at any time during the conversion period to convert, the whole or any part of the outstanding principal amount of the CB 2017 into the ordinary shares of the Company at HK\$4.65 per conversion share (adjusted to HK\$1.1625 per conversion share due to share subdivision that took place at 5 December 2017) provided that, if the conversion price in force on the date falling on the first anniversary of the issue date of the CB 2017 is more than HK\$4.00 per conversion share (adjusted to HK\$1.00 per conversion share due to the abovementioned share subdivision), the conversion price of the CB 2017 shall be reset on that date so that it is equal to HK\$4.00 per conversion share (adjusted to HK\$1.00 per conversion share due to the abovementioned Share Subdivision). The conversion period commences from 45 days after the date of issue and ending on the maturity date. The CB 2017 bears interest from the date of issue at the rate of 6% per annum on the principal amount of the CB 2017 payable by the Company semi-annually in arrears on 12 April and 12 October in each year.

Unless previously redeemed or converted or purchased and cancelled as provided herein, the Company shall redeem the CB 2017, which remains outstanding on the maturity date with a one-off lump sum equal to the aggregate of the outstanding principal amount of the CB 2017 to be redeemed plus an amount that would make up an aggregate return on the outstanding principal amount of the CB 2017 of 8.5% per annum (for the avoidance of doubt, the aggregate return shall take into account all interest accrued and paid on the CB 2017 and all cash flow received by the bondholders from the date of issue of the CB 2017 and up to and including the maturity date, but excluding any default interest, other expenses and indemnified amounts received or receivable by the bondholders in respect of the CB 2017), together with payment of any accrued but unpaid interest, if any.

Any bondholder may require the Company to redeem any part of the CB 2017 held by the bondholder in event of the occurrence of any events of default defined in the instrument of the CB 2017 dated 12 October 2017 (the “Instrument”), in which event the CB 2017 so redeemed shall become due and repayable on the date falling 21 business days after the date of such notice. Upon such redemption, the Company shall pay the bondholders 120% of the outstanding principal amount together with any accrued but unpaid interest, if any.

33. 可換股債券(續)

附註：

(a) 於二零一七年十月十二日發行指定按公平價值計入損益的可換股債券(「二零一七年可換股債券」)

於二零一七年十月十二日，本公司向六名獨立第三方發行本金額為265,000,000港元及年息為6%並將於發行二零一七年可換股債券後第二週年(於二零一九年十月十二日)到期的無抵押可換股債券。債券持有人有權於換股期內隨時將二零一七年可換股債券的全部或任何部分尚未償還本金按每股換股股份4.65港元(因於二零一七年十二月五日進行之股份拆細而調整為每股換股股份1.1625港元)轉換為本公司普通股，惟倘於二零一七年可換股債券發行日期的第一週年當日有效的換股價超過每股換股股份4.00港元(因上述股份拆細而調整為每股換股股份1.00港元)，二零一七年可換股債券的換股價將於該日重新設定，以致其等於每股換股股份4.00港元(因上述股份拆細而調整為每股換股股份1.00港元)。換股期由發行日期後45日起至到期日止。二零一七年可換股債券由發行日期起每年按二零一七年可換股債券本金額的6%計息，並須由本公司每年於四月十二日及十月十二日每半年支付一次。

除非先前贖回或轉換或按本報告規定購買及註銷，否則本公司須以一次過總金額(相等於將予贖回之二零一七年可換股債券尚未償還本金額另加構成按每年8.5%計算之二零一七年可換股債券尚未償還本金之總回報之金額的總和(為免生疑，總回報應計及二零一七年可換股債券之所有應計及已付利息以及債券持有人自二零一七年可換股債券發行日期起直至到期日(包括該日)接獲之所有現金流量，惟不包括任何違約利息、其他開支及債券持有人就二零一七年可換股債券已收或應收之彌償金額))連同任何應計但未支付利息(如有)之付款贖回於到期日尚未償還之二零一七年可換股債券。

如發生日期為二零一七年十月十二日的二零一七年可換股債券文據(「文據」)所界定之任何違約事件，則任何債券持有人可要求本公司贖回債券持有人持有之任何部分二零一七年可換股債券，在此情況下，據此贖回之二零一七年可換股債券將於發出有關通知日期後滿21個營業日當日到期及須予償還。於作出有關贖回時，本公司將向債券持有人支付尚未償還本金額之120%，連同任何應計但未支付之利息(如有)。



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33. CONVERTIBLE BONDS (CONTINUED)

Notes: (Continued)

(a) **Convertible bonds issued on 12 October 2017 designated at FVTPL (“CB 2017”)** (Continued)

Also, any bondholder may require the Company to redeem any part of the CB 2017 held by the bondholder in event of the occurrence of any change of control event defined in the Instrument and after such change of control event the closing price of the shares of the Company quoted on the Stock Exchange falls below the conversion price of 5 consecutive trading days of the Stock Exchange (provided always that the exercise of conversion rights by the bondholders individually or collectively into conversion shares that result in 30% or more of the voting rights of the issued share capital of the Company or the reduction of the voting rights of the issued share capital of the Company held by the existing controlling shareholders to below 30% shall not constitute or be taken as a change of control event), in which event the CB 2017 so redeemed shall become due and repayable on the date falling 21 business days after the date of such notice. Upon such redemption, the Company shall pay the bondholders an one-off lump sum equal to the aggregate outstanding principal amount of the CB 2017 to be redeemed plus an amount that would make up an aggregate return on the outstanding principal amount of the CB 2017 of 8.5% per annum (for the avoidance of doubt, the aggregate return shall take into account all interest accrued and paid on the CB 2017 and all cash flow received by the bondholders from the date of issue of the CB 2017 and up to and including the date of redemption, but excluding any default interest, other expenses and indemnified amounts received or receivable by the bondholders in respect of the CB 2017), together with payment of any accrued but unpaid interest, if any.

The Company may redeem all the outstanding CB 2017 at any time on and after the first anniversary of the issue date of the CB 2017 and prior to the maturity date, by the Company serving a 30 days' prior written notice to the bondholders, provided that no such redemption may be made unless the closing price of a share of the Company for any 25 consecutive dealing days on which dealings in the shares of the Company on the Stock Exchange took place, the last day of such 25-dealing day period falling within five dealing days prior to the date upon which notice of such redemption is given, is at least 130% of the then conversion price. Upon such redemption, the Company shall pay the bondholders a lump sum equal to the aggregate outstanding principal amount of the CB 2017 to be redeemed plus an amount that would make up an aggregate return on the outstanding principal amount of the CB 2017 of 8.5% per annum (for the avoidance of doubt, the aggregate return shall take into account all interest accrued and paid on the CB 2017 and all cash flow received by the bondholders from the date of issue of the CB 2017 and up to and including the date of redemption, but excluding any default interest, other expenses and indemnified amounts received or receivable by the bondholders in respect of the CB 2017) together with payment of any accrued but unpaid interest, if any.

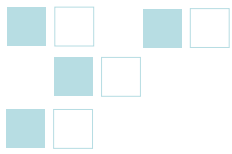
33. 可換股債券(續)

附註：(續)

(a) 於二零一七年十月十二日發行指定按公平價值計入損益的可換股債券(「二零一七年可換股債券」)(續)

此外，如發生文據所界定之任何控制權變動事件且於有關控制權變動事件發生後，本公司股份在聯交所所報之收市價於聯交所連續5個交易日低於換股價(惟任何時候債券持有人個別或集體行使轉換權轉換為換股股份而導致佔本公司已發行股本投票權的30%或以上或現有控股股東所持有之本公司已發行股本投票權減少至30%以下，均不構成或被視為控制權變動事件)，則任何債券持有人可要求本公司贖回債券持有人持有之任何部分二零一七年可換股債券，在此情況下，據此贖回之二零一七年可換股債券將於發出有關通知日期後滿21個營業日當日到期及須予償還。於作出有關贖回時，本公司將向債券持有人支付一次過金額(相等於將予贖回之二零一七年可換股債券尚未償還本金額另加構成按每年8.5%計算之二零一七年可換股債券尚未償還本金之總回報之金額的總和(為免生疑，總回報應計及二零一七年可換股債券之所有應計及已付利息以及債券持有人自二零一七年可換股債券發行日期起直至贖回日期(包括該日)接獲之所有現金流量，惟不包括任何違約利息、其他開支及債券持有人就二零一七年可換股債券已收或應收之彌償金額)，連同任何應計但未支付利息(如有)之付款。

本公司可於二零一七年可換股債券發行日期的第一週年當日及之後及到期日前的任何時間透過向債券持有人發出30日的事先書面通知贖回所有未行使二零一七年可換股債券，惟本公司股份於聯交所買賣本公司股份的任何連續25個交易日(25個交易日期間的最後一日在發出贖回通知前五個交易日之內)之收市價至少為當時換股價之130%，否則不得贖回。於作出有關贖回時，本公司將向債券持有人支付一次過金額(相等於將予贖回之二零一七年可換股債券尚未償還本金額另加構成按每年8.5%計算之二零一七年可換股債券尚未償還本金之總回報之金額的總和(為免生疑，總回報應計及二零一七年可換股債券之所有應計及已付利息以及債券持有人自二零一七年可換股債券發行日期起直至贖回日期(包括該日)接獲之所有現金流量，惟不包括任何違約利息、其他開支及債券持有人就二零一七年可換股債券已收或應收之彌償金額)，連同任何應計但未支付利息(如有)之付款。



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33. CONVERTIBLE BONDS (CONTINUED)

Notes: (Continued)

(a) **Convertible bonds issued on 12 October 2017 designated at FVTPL (“CB 2017”)** (Continued)

Also, the conversion price is subject to adjustments from time to time regarding certain events described in the Instrument. The CB 2017 include a conversion option that will or may not be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's ordinary shares and accordingly the conversion option does not meet the definition of an equity instrument. Further, as described above, the CB 2017 include early redemption options exercisable by the Company or the bondholders.

With these embedded derivatives that are not considered closely related to the host debt component, management of the Company decided to designate the CB 2017 as a whole as at financial liabilities as at fair value through profit or loss on initial recognition.

In subsequent periods, such CB 2017 are measured at fair value with changes in fair value being recognised in profit or loss. Transaction costs relating to the issuance of the convertible bonds are charged to profit or loss.

During the year ended 31 March 2019, the Company repurchased part of CB 2017 with a principal amount of HK\$90,000,000 at a consideration of HK\$90,000,000. The repurchase was completed on 21 February 2019.

On 12 October 2019, CB 2017 became mature and hence the entire outstanding balance of CB 2017 with principal amount of HK\$165,000,000 was redeemed and cancelled in full upon maturity, in accordance with the terms and conditions of the CB 2017.

33. 可換股債券(續)

附註：(續)

(a) 於二零一七年十月十二日發行指定按公平值計入損益的可換股債券(「二零一七年可換股債券」)(續)

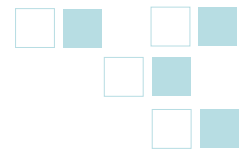
另外，換股價須就文據所述之若干事件不時予以調整。二零一七年可換股債券包括將或可能以固定金額現金或另一項財務資產交換固定數量之本公司普通股之方式結付之換股期權，故有關換股期權不符合股本工具之定義。此外，誠如上述，二零一七年可換股債券包括本公司或債券持有人可行使之提早贖回選擇權。

透過該等被認為與主債務部分並無密切關聯的嵌入式衍生工具，本公司管理層決定於初步確認時將二零一七年可換股債券整體指定為按公平值經損益入賬之財務負債。

於其後期間，有關二零一七年可換股債券乃按公平值變動於損益確認之公平值計量。與發行可換股債券有關的交易成本於損益扣除。

截至二零一九年三月三十一日止年度，本公司購回本金額為90,000,000港元之部分二零一七年可換股債券，代價為90,000,000港元。購回已於二零一九年二月二十一日完成。

於二零一九年十月十二日，二零一七年可換股債券到期，因此，根據二零一七年可換股債券的條款及條件，本金額為165,000,000港元的二零一七年可換股債券全部尚未償還結餘於到期後悉數贖回及註銷。



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33. CONVERTIBLE BONDS (CONTINUED)

Notes: (Continued)

(a) **Convertible bonds issued on 12 October 2017 designated at FVTPL (“CB 2017”)** (Continued)

The movements of the CB 2017 for the years ended 31 March 2019 and 2020 are set out below:

		HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	310,510
Repurchase of the convertible bonds during the year (measured at fair value)	年內購回可換股債券 (按公平值計量)	(90,000)
Fair value change recognised in profit or loss in respect of the convertible bonds repurchased during the year	就年內已購回可換股債券於損益確認之公平值變動	(2,774)
Fair value change recognised in profit or loss in respect of the convertible bonds outstanding as of the end of the year	就截至年末未行使可換股債券於損益確認之公平值變動	(44,994)
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及 二零一九年四月一日	172,742
Fair value change recognised in profit or loss in respect of the convertible bonds upon redemption during the year	就年內贖回的可換股債券於損益確認之 公平值變動	(7,742)
Redemption of the convertible bonds	贖回可換股債券	(165,000)
At 31 March 2020	於二零二零年三月三十一日	—

For the year ended 31 March 2020, the net fair value gain on the convertible bonds recognised in profit or loss comprises the fair value gain of convertible bonds redeemed by the Company on maturity date of HK\$7,742,000.

For the year ended 31 March 2019, the net fair value gain of the convertible bonds recognised in profit or loss amounting to HK\$47,768,000 comprises (i) the fair value gain of the convertible bonds on the repurchase date of HK\$2,774,000 and (ii) the fair value gain in respect of the convertible bonds outstanding as at 31 March 2019 of HK\$44,994,000.

33. 可換股債券 (續)

附註：(續)

(a) 於二零一七年十月十二日發行指定按公平值計入損益的可換股債券 (「二零一七年可換股債券」) (續)
二零一七年可換股債券於截至二零一九年及二零二零年三月三十一日止年度之變動載列如下：

截至二零二零年三月三十一日止年度，於損益確認的可換股債券所得公平值收益淨額包括本公司於到期日贖回的可換股債券公平值收益7,742,000港元。

截至二零一九年三月三十一日止年度，於損益確認的為數47,768,000港元的可換股債券的公平值收益淨額包括(i)可換股債券於贖回日期的公平值收益2,774,000港元及(ii)有關於二零一九年三月三十一日未行使可換股債券的公平值收益44,994,000港元。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

33. CONVERTIBLE BONDS (CONTINUED)

Notes: (Continued)

(a) **Convertible bonds issued on 12 October 2017 designated at FVTPL (“CB 2017”)** (Continued)

CB 2017 are measured at fair value using Monte-Carlo simulation method at the time of repurchase by the Company and at the end of the reporting period based on the valuation undertaken by an independent professionally qualified valuer. The inputs into the model on date of repurchase and as at 31 March 2019 are as follows:

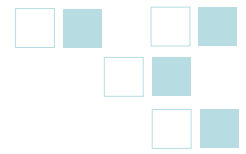
33. 可換股債券(續)

附註：(續)

(a) 於二零一七年十月十二日發行指定按公平價值計入損益的可換股債券(「二零一七年可換股債券」)(續)

二零一七年可換股債券乃按由獨立專業合資格估值師進行的估值釐定之於本公司購回時及報告期末之公平值以蒙地卡羅模擬法計量。於購回日期及二零一九年三月三十一日的模型輸入數據如下：

		At 21 February 2019 (the date of repurchase by the Company) 於二零一九年 二月二十一日 (本公司購回日期)	At 31 March 2019 於二零一九年 三月三十一日
Share price (HK\$)	股價(港元)	0.49	0.49
Conversion price for the first anniversary year (HK\$)	第一週年之換股價(港元)	1.16	1.16
Conversion price for the second anniversary year (HK\$)	第二週年之換股價(港元)	1.00	1.00
Expected volatility (%)	預期波幅(%)	61	61
Remaining life (years)	剩餘年期(年)	0.53	0.64
Risk-free rate (%)	無風險利率(%)	1.41	1.27
Discount rate (%)	貼現率(%)	12.5	13.5



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33. CONVERTIBLE BONDS (CONTINUED)

Notes: (Continued)

(a) **Convertible bonds issued on 12 October 2017 designated at FVTPL (“CB 2017”)** (Continued)

The fair value of the CB 2017 as at 31 March 2019 is categorised as Level 3 under the fair value hierarchy set out in HKFRS 13 “Fair Value Measurement”. The below is a narrative description of the sensitivity of the fair value measurement to changes in unobservable inputs to the fair value measurement:

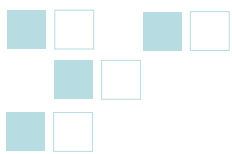
Significant unobservable inputs 重大不可觀察的輸入數據	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值的關係	Sensitivity analysis 敏感度分析	
Discount rate (+/-1%) 貼現率(+/-1%)	The higher the discount rate, the lower the fair value of the CB 2017, and vice versa 貼現率愈高，二零一七年可換股債券之公平值愈低，反之亦然	As at 31 March 2019, if the discount rate increases by 1%, the fair value of the CB 2017 would decrease to HK\$171,890,000. If the discount rate decreases by 1%, the fair value of the CB 2017 would increase to HK\$173,495,000. 於二零一九年三月三十一日，倘貼現率增加1%，二零一七年可換股債券之公平值將減少至171,890,000港元。倘貼現率減少1%，二零一七年可換股債券之公平值將增加至173,495,000港元。	
			2019 二零一九年 HK\$'000 千港元
Cumulative change in fair value attributable to changes in credit risk recognised during the year (note i)	年內確認之信貸風險變動應佔之 累計公平值變動(附註i)		876
Difference between carrying amount and contractual amount at maturity:	賬面值與到期合約金額之間之 差額：		
CB 2017 at fair value	按公平值計量之二零一七年 可換股債券		172,742
Amount payable at maturity	到期應付款項		183,150
			(10,408)

33. 可換股債券(續)

附註：(續)

(a) 於二零一七年十月十二日發行指定按公平值計入損益的可換股債券(「二零一七年可換股債券」)(續)

二零一七年可換股債券於二零一九年三月三十一日之公平值被分類為香港財務報告準則第13號「公平值計量」所載之公平值層級項下之第三級。下列為公平值計量對公平值計量不可觀察輸入數據變動之敏感度概述：



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33. CONVERTIBLE BONDS (CONTINUED)

Notes: (Continued)

(a) **Convertible bonds issued on 12 October 2017 designated at FVTPL (“CB 2017”)** (Continued)

Note:

- (i) The change in fair value attributable to change in credit risk is calculated as the difference between the change in fair value of the CB 2017 and the change in fair value of the CB 2017 due to change in benchmark interest rate curve alone. The change in fair value of the CB 2017 due to the change in benchmark interest rate curve was calculated based on the benchmark interest rate curve as at the end of the reporting period and holding credit spread constant. The fair value of the CB 2017 was estimated by discounting future cash flows using benchmark interest rate curve as at the end of the reporting period and on estimated credit spread with reference to the lender quotes for borrowings of similar maturity.

(b) **Convertible bonds issued on 13 February 2019 containing liability and equity component (“CB 2019”)**

On 13 February 2019, the Company issued CB 2019 with an aggregate principal amount of HK\$106,000,000. CB 2019 bears interest from the date of issue at the rate of 5% per annum on the principal amount and payable by the Company semi-annually in arrears. During the year ended 31 March 2019, the Company incurred transaction costs of HK\$2,816,000 for the issue of CB 2019.

The major terms of CB 2019 are as follows:

- (i) The bondholders of CB 2019 have the right to convert all or any portion of CB 2019 into shares of the Company at the conversion price of HK\$0.29 (subject to anti-dilutive adjustments). The conversion rights can be exercised at any time on or after 90 days from 13 February 2019 up to on the second anniversary of the date of issue.
- (ii) The bondholders of CB 2019 have the option to require the Company to redeem any part of the convertible bonds held by the bondholders in event of the occurrence of any events of default by the bondholders serving written notice to the Company, in which event the bonds so redeemed shall become due and repayable on the date falling 21 business days after the date of such notice. Upon such redemption, the Company shall pay the bondholder 115% of the outstanding principal amount together with any accrued by unpaid interest, if any (“**Holder’s Redemption Option**”).

33. 可換股債券(續)

附註：(續)

(a) 於二零一七年十月十二日發行指定按公平值計入損益的可換股債券(「二零一七年可換股債券」)(續)

附註：

- (i) 信貸風險變動應佔之公平值變動乃按二零一七年可換股債券公平值變動與僅因基準利率曲線變動導致之二零一七年可換股債券公平值變動之間的差額計算。因基準利率曲線變動導致之二零一七年可換股債券公平值變動乃基於報告期末之基準利率曲線計算(假設信貸息差不變)。二零一七年可換股債券之公平值乃透過使用於報告期末之基準利率曲線貼現未來現金流量及經參考具有相若到期日之借款之貸款人報價之估計信貸息差進行估計。

(b) 於二零一九年二月十三日發行包括負債及權益部分的可換股債券(「二零一九年可換股債券」)

於二零一九年二月十三日，本公司發行本金總額為106,000,000港元之二零一九年可換股債券。二零一九年可換股債券由發行日期起每年按本金額的5%計息，並須由本公司每半年支付一次。於截至二零一九年三月三十一日止年度，本公司就發行二零一九年可換股債券產生交易成本2,816,000港元。

二零一九年可換股債券之主要條款如下：

- (i) 二零一九年可換股債券之債券持有人有權按換股價0.29港元(可進行反攤薄調整)將全部或任何部分二零一九年可換股債券轉換為本公司股份。換股權可於二零一九年二月十三日起90日至發行日期的第二週年當日或之後任何時間行使。
- (ii) 如發生任何違約事件，則二零一九年可換股債券之債券持有人可選擇通過債券持有人向本公司發出書面通知，要求本公司贖回債券持有人持有之任何部分可換股債券，在此情況下，據此贖回之可換股債券將於發出有關通知日期後滿21個營業日當日到期及須予償還。於作出有關贖回時，本公司將向債券持有人支付尚未償還本金額之115%，連同任何應計但未支付之利息(如有)(「持有人贖回權」)。



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33. CONVERTIBLE BONDS (CONTINUED)

Notes: (Continued)

(b) **Convertible bonds issued on 13 February 2019 containing liability and equity component (“CB 2019”)** (Continued)

- (iii) The Company may at any time purchase the convertible bonds on the open market or otherwise and at any price. All bonds so purchased shall be cancelled and may not be reissued or resold (“**Issuer’s Redemption Option**”).

The CB 2019 contain two components, the liability and equity components. The initial fair value of the two components was determined based on gross proceeds at issuance. The initial fair value less allocated transaction costs of the liability component was estimated to be HK\$87,592,000 as at 13 February 2019 (date of issue) using the Monte-Carlo simulation method, taking into account the terms and conditions of the CB 2019, based on the valuation undertaken by an independent professionally qualified valuer. The fair value of the Issuer’s Redemption Option and the Holder’s Redemption Option on the date of initial recognition are considered insignificant based on the valuation results. In subsequent periods, the liability component is measured at amortised cost using effective interest rate method. The effective interest rate of the liability component of the CB 2019 is 15.89% per annum. The residual amount less allocated transaction costs representing the value of the equity component of HK\$15,592,000, was presented in equity under the heading “convertible bonds equity reserve”.

As at 31 March 2019, the outstanding principal amount of CB 2019 was HK\$106,000,000.

During the year ended 31 March 2020, the bondholders fully converted the CB 2019 with aggregate principal amount of HK\$106,000,000 at a conversion price of HK\$0.29 per share into 365,517,237 ordinary shares of the Company. Details of which are disclosed in note 37(b)(iii).

33. 可換股債券(續)

附註：(續)

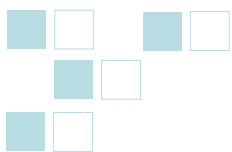
(b) 於二零一九年二月十三日發行包括負債及權益部分的可換股債券(「二零一九年可換股債券」)(續)

- (iii) 本公司可隨時於公開市場或循其他途徑按任何價格購買可換股債券。所有購買的債券將被註銷且不得重新發行或轉售(「發行人贖回權」)。

二零一九年可換股債券包含兩個部分，即負債及權益部分。兩個部分之初始公平值乃根據發行時所得款項總額釐定。於二零一九年二月十三日(發行日期)，按照由獨立專業合資格估值師進行的估值，採用蒙地卡羅模擬法計算並考慮二零一九年可換股債券之條款及條件，負債部分之初始公平值減獲分配之交易成本估計為87,592,000港元。根據估值結果，發行人贖回權及持有人贖回權於初步確認日期的公平值並不重大。於其後期間，負債部分乃採用實際利率法按攤銷成本計量。二零一九年可換股債券負債部分之實際年利率為15.89%。剩餘金額減獲分配之交易成本指權益部分之價值15,592,000港元，乃於權益內「可換股債券權益儲備」下呈列。

於二零一九年三月三十一日，二零一九年可換股債券尚未償還本金額為106,000,000港元。

截至二零二零年三月三十一日止年度，債券持有人按換股價每股0.29港元將本金總額106,000,000港元的二零一九年可換股債券全部轉換為365,517,237股本公司普通股。詳情披露於附註37(b)(iii)。



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33. CONVERTIBLE BONDS (CONTINUED)

Notes: (Continued)

(b) **Convertible bonds issued on 13 February 2019 containing liability and equity component (“CB 2019”) (Continued)**

The movement of liability component and equity component of CB 2019 for the years ended 31 March 2019 and 2020 is set out below:

		Liability Component (At amortised cost)	Equity Component (Residual Amount)
		負債部分 (按攤銷成本)	權益部分 (剩餘金額)
		HK\$'000	HK\$'000
		千港元	千港元
At 13 February 2019 (date of issue)	於二零一九年二月十三日 (發行日期)	87,592	15,592
Interest accrued at effective interest rate	按實際利率計算的應計利息	1,667	—
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及 二零一九年四月一日	89,259	15,592
Interest accrued at effective interest rate	按實際利率計算的應計利息	5,477	—
Interest paid	已付利息	(2,648)	—
Conversion	轉換	(92,088)	(15,592)
At 31 March 2020	於二零二零年三月三十一日	—	—

(c) **Convertible bonds issued on 4 October 2019 containing liability and equity component (“CB 2020”)**

On 4 October 2019, the Company issued CB 2020 with an aggregate principal amount of HK\$180,000,000. CB 2020 bears interest from the date of issue at the rate of 10% per annum on the principal amount and payable by the Company semi-annually in arrears. During the year ended 31 March 2020, the Company incurred transaction costs of HK\$1,945,000 for the issue of CB 2020.

The major terms of CB 2020 are as follows:

- (i) The bondholders of CB 2020 have the right to convert all or any portion of CB 2020 into shares of the Company at the conversion price of HK\$0.432 (subject to anti-dilutive adjustments). The conversion rights can be exercised at any time on or after 12 months from 4 October 2019 up to the second anniversary of the date of issue.

33. 可換股債券(續)

附註：(續)

(b) 於二零一九年二月十三日發行包括負債及權益部分的可換股債券(「二零一九年可換股債券」)(續)

截至二零一九年及二零二零年三月三十一日止年度，二零一九年可換股債券的負債部分及權益部分的變動載列如下：

Liability Component (At amortised cost)	Equity Component (Residual Amount)
負債部分 (按攤銷成本)	權益部分 (剩餘金額)
HK\$'000	HK\$'000
千港元	千港元

(c) 於二零一九年十月四日發行包括負債及權益部分的可換股債券(「二零二零年可換股債券」)

於二零一九年十月四日，本公司發行本金總額為180,000,000港元之二零二零年可換股債券。二零二零年可換股債券由發行日期起每年按本金總額的10%計息，並須由本公司每半年支付一次。於截至二零二零年三月三十一日止年度，本公司就發行二零二零年可換股債券產生交易成本1,945,000港元。

二零二零年可換股債券之主要條款如下：

- (i) 二零二零年可換股債券之債券持有人有權按換股價0.432港元(可進行反攤薄調整)將全部或任何部分二零二零年可換股債券轉換為本公司股份。換股權可於二零一九年十月四日起12個月後至發行日期的第二週年任何時間行使。



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33. CONVERTIBLE BONDS (CONTINUED)

Notes: (Continued)

(c) Convertible bonds issued on 4 October 2019 containing liability and equity component ("CB 2020") (Continued)

- (ii) The Company may at any time from the issue date to the maturity date, having given not less than 14 days' notice to the bondholders, redeem all or some of the convertible bonds on the day fixed for redemption at such amount equivalent to 100% of the principal amount of the outstanding bonds together with all accrued but unpaid interest, if any ("Issuer's Redemption Option").

The CB 2020 contains two components, the liability and equity components. The initial fair value of the two components was determined based on gross proceeds at issuance. The initial fair value less allocated transaction costs of the liability component was estimated to be HK\$168,691,000 as at 4 October 2019 (date of issue) using the Monte-Carlo simulation method, taking into account the terms and conditions of the CB 2020, based on the valuation undertaken by an independent professionally qualified valuer. The fair value of the Issuer's Redemption Option on the date of initial recognition are considered insignificant based on the valuation results. In subsequent periods, the liability component is measured at amortised cost using effective interest rate method. The effective interest rate of the liability component of the CB 2020 is 13.94% per annum. The residual amount less allocated transaction costs representing the value of the equity component of HK\$9,364,000, was presented in equity under the heading "convertible bonds equity reserve".

As at 31 March 2020, the outstanding principal amount of CB 2020 was HK\$95,000,000.

Subsequent to the end of the reporting period, the Company partially redeemed CB 2020 in the aggregate principal amount of HK\$23,000,000 and HK\$8,000,000 on 11 May 2020 and 17 June 2020 respectively.

The movement of liability component and equity component of CB 2020 for the year ended 31 March 2020 is set out below:

		Liability Component (At amortised cost) 負債部份 (按攤銷成本)	Equity Component (Residual Amount) 權益部份 (剩餘金額)
		HK\$'000 千港元	HK\$'000 千港元
At 4 October 2019 (date of issue)	於二零一九年十月四日 (發行日期)	168,691	9,364
Interest accrued	應計利息	11,215	—
Fair value of convertible bonds early redeemed	提早贖回的可換股債券的 公平值	(81,159)	(4,422)
Gain on early settlement (note 7)	提早結付的收益 (附註7)	(3,748)	—
At 31 March 2020	於二零二零年三月三十一日	94,999	4,942

33. 可換股債券(續)

附註：(續)

(c) 於二零一九年十月四日發行包括負債及權益部分的可換股債券(「二零二零年可換股債券」)(續)

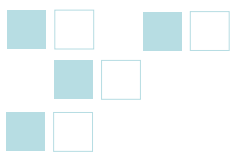
- (ii) 本公司可於發行日期至到期日期間隨時通過向債券持有人發出不少於14日的通知，贖回當日劃定為贖回的全部或部分可換股債券，金額相等於尚未償還債券本金額100%連同所有應計但未支付利息(如有)(「發行人贖回權」)。

二零二零年可換股債券包含兩個部分，即負債及權益部分。兩個部分之初始公平值乃根據發行時所得款項總額釐定。於二零一九年十月四日(發行日期)，按照由獨立專業合資格估值師進行的估值，採用蒙地卡羅模擬法計算並考慮二零二零年可換股債券之條款及條件，負債部分之初始公平值減獲分配之交易成本估計為168,691,000港元。根據估值結果，發行人贖回權於初步確認日期的公平值並不重大。於其後期間，負債部分乃採用實際利率法按攤銷成本計量。二零二零年可換股債券負債部分之實際年利率為13.94%。剩餘金額減獲分配之交易成本指權益部分之價值9,364,000港元，乃於權益內「可換股債券權益儲備」下呈列。

於二零二零年三月三十一日，二零二零年可換股債券的尚未償還本金額為95,000,000港元。

報告期末後，本公司分別於二零二零年五月十一日及二零二零年六月十七日部分贖回本金總額分別為23,000,000港元及8,000,000港元的二零二零年可換股債券。

截至二零二零年三月三十一日止年度的二零二零年可換股債券負債部份及權益部分變動列載如下：



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34. PROMISSORY NOTES PAYABLE

34. 應付承兌票據

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Promissory notes payable designated at FVTPL (note (a))	指定按公平值計入損益的應付承兌票據(附註(a))	—	9,966
Promissory notes payable measured at amortised cost (note (b))	按攤銷成本計量的應付承兌票據(附註(b))	—	37,543
Balance at the end of the year	年末結餘	—	47,509
Less: Amounts shown under current liabilities	減：流動負債所示金額	—	(9,966)
Amounts shown under non-current liabilities	非流動負債所示金額	—	37,543

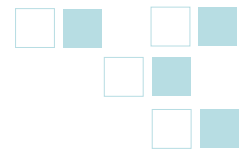
Notes:

附註：

(a) Promissory notes payable designated at FVTPL

(a) 指定按公平值計入損益的應付承兌票據

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At fair value:	按公平值：		
At the beginning of the year	於年初	9,966	10,578
Fair value of initial principal amount of promissory notes on issue date	於發行日承兌票據初始本金金額之公平值	—	12,395
Transferred to other payable	撥入其他應付款項	—	(6,000)
Fair value change	公平值變動	(9,966)	(7,007)
At the end of the year	於年末	—	9,966



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34. PROMISSORY NOTES PAYABLE (CONTINUED)

Notes: (Continued)

(a) **Promissory notes payable designated at FVTPL** (Continued)

The promissory notes payable designated at FVTPL of the Group represented the following:

- (i) On 22 December 2017, the Company issued two promissory notes of total initial principal amount of HK\$4,800,000 (subject to downward adjustments in accordance with the conditions as stipulated in the sale and purchase agreement and supplemental agreements) in respect of the acquisition of Soul Marketing. The promissory notes bear interest of 10% per annum and payable annually in arrears. The promissory notes with initial principal amount of HK\$2,400,000 and HK\$2,400,000 will mature on the first and second anniversary from the date of issue of the respective promissory note.

During the year ended 31 March 2020, the promissory notes were matured. Based on the unaudited management account and confirmation by the management of Soul Marketing, the Company and the noteholder mutually agreed that the performance targets stipulated in the sale and purchase agreement and supplemental agreements in respect of the acquisition of Soul Marketing during the year ended 31 March 2018 were not achieved. The principal amount of the promissory notes was therefore adjusted downward to Nil.

- (ii) On 28 February 2018, the Company issued a promissory note of initial principal amount of HK\$5,520,000 (subject to downward adjustments in accordance with the conditions as stipulated in the sale and purchase agreement and supplemental agreements) in respect of the acquisition of IAHHGames. The promissory note bears interest of 10% per annum and payable annually in arrears. The promissory note will mature on the second anniversary from the date of issue of the promissory note.

On 4 May 2018, the Company issued two promissory notes of total initial principal amount of HK\$11,760,000 (subject to downward adjustments in accordance with the conditions as stipulated in the sale and purchase agreement and supplemental agreements) in respect of the acquisition of IAHHGames. The promissory notes bear interest of 10% per annum and payable annually in arrears. These two promissory notes will mature on 28 February 2020.

34. 應付承兌票據(續)

附註：(續)

- (a) 指定按公平值計入損益的應付承兌票據(續)
本集團之指定按公平值計入損益的應付承兌票據指下列各項：

- (i) 於二零一七年十二月二十二日，本公司就收購凌市場策略發行兩批初步本金總額為4,800,000港元(可根據買賣協議及補充協議所訂明之條件予以下調)之承兌票據。承兌票據按年利率10%計息，並須於每年支付。初步本金額為2,400,000港元及2,400,000港元之承兌票據將於各承兌票據發行日期起計第一及第二週年到期。

截至二零二零年三月三十一日止年度，承兌票據已到期。根據凌市場策略的未經審核管理賬目及其管理層的確認，本公司及票據持有人雙方同意，於截至二零一八年三月三十一日止年度收購凌市場策略的買賣協議及補充協議內訂明的表現目標未能達成。因此，承兌票據的本金額下調至零。

- (ii) 於二零一八年二月二十八日，本公司就收購IAHHGames發行初步本金總額為5,520,000港元(可根據買賣協議及補充協議所訂明之條件予以下調)之承兌票據。承兌票據按年利率10%計息，並須於每年支付。承兌票據將於承兌票據發行日期起計第二週年到期。

於二零一八年五月四日，本公司就收購IAHHGames發行兩批初步本金總額為11,760,000港元(可根據買賣協議及補充協議所訂明之條件予以下調)之承兌票據。承兌票據按年利率10%計息，並須於每年支付。該兩批承兌票據將於二零二零年二月二十八日到期。



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34. PROMISSORY NOTES PAYABLE (CONTINUED)

Notes: (Continued)

(a) Promissory notes payable designated at FVTPL (Continued)

(ii) (Continued)

Pursuant to the supplemental sale and purchase agreement dated 25 January 2019, the maturity dates of the promissory note issued on 28 February 2018 with initial principal amount of HK\$5,520,000 and the portion of promissory note issued on 4 May 2018 with initial principal amount of HK\$6,000,000 was further amended as follows:

- (i) Portion of HK\$1,200,000 of promissory note issued on 4 May 2018 will mature on 25 January 2019 or the 5th banking day after the performance target is proved to be achieved, whichever is earlier;
- (ii) Portion of HK\$4,800,000 of promissory note issued on 4 May 2018 will mature on 30 April 2019 or the 5th banking day after the performance target is proved to be achieved, whichever is earlier; and
- (iii) Promissory note issued on 28 February 2018 with initial principal amount of HK\$5,520,000 will mature on 27 February 2020 or the 5th banking day after the performance target is proved to be achieved, whichever is earlier.

On 25 January 2019, the noteholder requested for early repayment of a promissory note issued on 4 May 2018 with initial principal amount of HK\$6,000,000 due to the early achievement of performance target. Based on the auditor's certificate issued on 22 February 2019 in respect of the achievement of the performance targets stipulated in the sale and purchase agreement and supplemental agreements in respect of the acquisition of IAHHGames, the performance target was concluded as achieved and the promissory notes with principal amount of HK\$6,000,000 was transferred from "promissory notes payable" to "trade and other payables" in the consolidated statement of financial position on the same day.

On 29 May 2019, the Company and the noteholder mutually agreed to waive the interest of 10% per annum for the all promissory notes issued in relation to the acquisition of IAHHGames.

34. 應付承兌票據(續)

附註：(續)

(a) 指定按公平值計入損益的應付承兌票據(續)

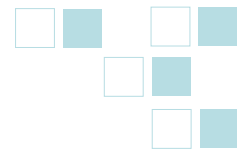
(ii) (續)

根據日期為二零一九年一月二十五日的補充買賣協議，於二零一八年二月二十八日發行初步本金額5,520,000港元的承兌票據及於二零一八年五月四日發行初步本金額6,000,000港元的承兌票據部分的到期日進一步修訂如下：

- (i) 於二零一八年五月四日發行的承兌票據的1,200,000港元部分將於二零一九年一月二十五日或達致表現目標後第5個銀行工作日(以較早者為準)到期；
- (ii) 於二零一八年五月四日發行的承兌票據的4,800,000港元部分將於二零一九年四月三十日或達致表現目標後第5個銀行工作日(以較早者為準)到期；
- (iii) 於二零一八年二月二十八日發行初步本金額5,520,000港元的承兌票據將於二零二零年二月二十七日或達致表現目標後第5個銀行工作日(以較早者為準)到期。

於二零一九年一月二十五日，由於提前達致表現目標，票據持有人要求提前償還於二零一八年五月四日發行初步本金額6,000,000港元的承兌票據。根據核數師於二零一九年二月二十二日就收購IAHHGames所簽發有關達致買賣協議及補充協議所訂明的表現目標的證書，表現目標已獲達致及本金額6,000,000港元的承兌票據已於同日在綜合財務狀況表由「應付承兌票據」轉撥至「應付賬款及其他應付款項」。

於二零一九年五月二十九日，本公司及票據持有人共同同意豁免有關收購IAHHGames的所有已發行承兌票據按年利率10%計算的利息。



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34. PROMISSORY NOTES PAYABLE (CONTINUED)

Notes: (Continued)

(a) **Promissory notes payable designated at FVTPL** (Continued)
(ii) (Continued)

During the year ended 31 March 2020, the promissory notes issued on 28 February 2018 and 4 May 2018 with initial principal amount of HK\$5,520,000 and HK\$5,760,000 respectively were matured. Based on the auditor's certificates issued on 11 June 2020 and 15 June 2020, the performance targets stipulated in the sale and purchase agreement and supplemental agreements in respect of the acquisition of IAHGAMES during the year ended 31 March 2018 were not achieved and the principal amount of the promissory notes was adjusted downward to Nil.

Since the promissory notes payable is relatively immaterial to the Group's financial position as at 31 March 2019 and 2020 and the Group's results for the years ended 31 March 2019 and 2020, details of the achievement targets of Soul Marketing and IAHGAMES which may lead to downward adjustments of the promissory notes payable are not disclosed in these financial statements.

The fair values of promissory notes payable as at 31 March 2019 are based on the valuations performed by an independent professionally qualified valuer not connected with the Group. Details of fair value measurement are set out in note 4(d).

34. 應付承兌票據 (續)

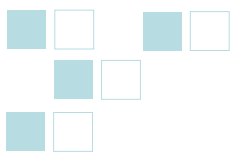
附註：(續)

(a) 指定按公平值計入損益的應付承兌票據 (續)
(ii) (續)

截至二零二零年三月三十一日止年度，於二零一八年二月二十八日及二零一八年五月四日發行初步本金額分別為5,520,000港元及5,760,000港元的承兌票據已到期。根據於二零二零年六月十一日及二零二零年六月十五日發出的核數師憑證，就於截至二零一八年三月三十一日止年度收購IAHGAMES於買賣協議及補充協議內訂明的表現目標未能達成，而承兌票據的本金額下調至零。

由於應付承兌票據相對本集團於二零一九年及二零二零年三月三十一日之財務狀況及本集團截至二零一九年及二零二零年三月三十一日止年度之業績而言並不重大，故並未於本財務報表披露可能導致應付承兌票據下調之市場策略及IAHGAMES之績效目標詳情。

於二零一九年三月三十一日，應付承兌票據之公平值乃基於與本集團概無關連之獨立專業合資格估值師進行之估值。有關公平值計量詳情載於附註4(d)。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

34. PROMISSORY NOTES PAYABLE (CONTINUED)

Notes: (Continued)

(b) **Promissory notes payable measured at amortised cost**

The movements of the promissory notes for the years ended 31 March 2019 and 2020 are set out below:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At the beginning of the year	於年初	37,543	—
Fair value of promissory notes on issue date	發行日期的承兌票據公平值	24,251	56,505
Interest accrued at effective interest rate	按實際利率的應計利息	3,345	1,520
Interest paid	已付利息	(546)	(482)
Repayment	還款	(10,000)	(20,000)
Fair value of payment obligations released upon disposal of subsidiaries (note 12(a))	出售附屬公司時已免除支付責任的公平值 (附註12(a))	(41,174)	—
Gain on early settlement (note 7)	提早結付的收益(附註7)	(13,419)	—
At the end of the year	於年末	—	37,543

The promissory notes payable measured at amortised cost of the Group represented the following:

- (i) On 5 October 2018, the Company issued promissory notes with an aggregate principal amount of HK\$56,258,000 for settlement of the Third Instalment of the consideration for the acquisition of Empire Access during the year ended 31 March 2018. The promissory notes are unsecured and denominated in HK\$. The promissory note is bearing interest at fixed rate of 8% per annum and is payable in five years from the date of issue. The Company may at its option early repay the promissory notes at 100% of its face value together with outstanding interest accrued on the principal amount of the promissory notes by giving the noteholders not less than three days' prior written notice.

On initial recognition, the fair value of the promissory notes is determined based on the present value of the contractual stream of future cash flows discounted at 7.89% per annum based on the valuation carried out by an independent professionally qualified valuer not connected with the Group.

34. 應付承兌票據(續)

附註：(續)

(b) **按攤銷成本計量的應付承兌票據**

截至二零一九年及二零二零年三月三十一日止年度之承兌票據的變動載列如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At the beginning of the year	於年初	37,543	—
Fair value of promissory notes on issue date	發行日期的承兌票據公平值	24,251	56,505
Interest accrued at effective interest rate	按實際利率的應計利息	3,345	1,520
Interest paid	已付利息	(546)	(482)
Repayment	還款	(10,000)	(20,000)
Fair value of payment obligations released upon disposal of subsidiaries (note 12(a))	出售附屬公司時已免除支付責任的公平值 (附註12(a))	(41,174)	—
Gain on early settlement (note 7)	提早結付的收益(附註7)	(13,419)	—
At the end of the year	於年末	—	37,543

本集團按攤銷成本計量的應付承兌票據指下列各項：

- (i) 於二零一八年十月五日，本公司發行本金總額56,258,000港元的承兌票據，以結付截至二零一八年三月三十一日止年度收購Empire Access的第三期代價。承兌票據為無抵押，並以港元計值。承兌票據按固定年利率8%計息並須自發行日期起五年內償還。本公司可選擇透過向票據持有人發出不少於三天的事先書面通知，提前按承兌票據的100%面值連同其本金額的未償還應計利息予以償還。

於初步確認時，承兌票據的公平值按未來現金流量的合約流現值釐定，並根據與本集團並無關連的獨立專業合資格估值師進行的估值以年利率7.89%貼現。



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34. PROMISSORY NOTES PAYABLE (CONTINUED)

Notes: (Continued)

(b) Promissory notes payable measured at amortised cost (Continued)

(i) (Continued)

The promissory notes recognised in the consolidated statement of financial position at initial recognition are as follows:

	As at 5 October 2018 於二零一八年 十月五日 HK\$'000 千港元
Fair value of promissory notes at 5 October 2018	56,505
承兌票據於二零一八年十月五日的公平值	56,505

The fair value of promissory notes was transferred from “contingent consideration payables” to “promissory notes payables” following the issuance of promissory notes on 5 October 2018.

During the year ended 31 March 2020, the Company early repaid part of the promissory notes with principal amount of HK\$10,000,000 (2019: HK\$20,000,000). As at 31 March 2020, the outstanding principal amount of the promissory notes measured at amortised cost in respect of the Third Instalment was Nil (2019: HK\$36,258,000).

- (ii) On 4 October 2019, the Company issued promissory notes with an aggregate principal amount of HK\$33,365,000 for settlement of the Fourth Instalment of the consideration for the acquisition of Empire Access during the year 31 March 2018. The promissory notes are unsecured and denominated in HK\$. The promissory note is bearing interest at fixed rate of 8% per annum and is payable in five years from the date of issue. The Company may at its option early repay the promissory notes at 100% of its face value together with outstanding interest accrued on the principal amount of the promissory notes by giving the noteholders not less than three days' prior written notice.

On initial recognition, the fair value of the promissory notes is determined based on the present value of the contractual stream of future cash flows discounted at 14.00% per annum based on the valuation carried out by an independent professionally qualified valuer not connected with the Group.

34. 應付承兌票據(續)

附註：(續)

(b) 按攤銷成本計量的應付承兌票據(續)

(i) (續)

於初步確認時，於綜合財務狀況表確認的承兌票據如下：

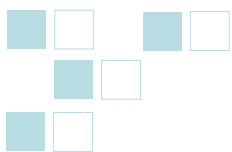
	As at 5 October 2018 於二零一八年 十月五日 HK\$'000 千港元
Fair value of promissory notes at 5 October 2018	56,505
承兌票據於二零一八年十月五日的公平值	56,505

於二零一八年十月五日發行承兌票據後，承兌票據的公平值由「或然應付代價」轉撥至「應付承兌票據」。

截至二零二零年三月三十一日止年度，本公司提前償還本金額為10,000,000港元(二零一九年：20,000,000港元)的部分承兌票據。於二零二零年三月三十一日，就第三期款項而言，按攤銷成本計量的承兌票據尚未償還本金額為零(二零一九年：36,258,000港元)。

- (ii) 於二零一九年十月四日，本公司發行本金總額33,365,000港元的承兌票據，以結付於截至二零一八年三月三十一日止年度收購Empire Access的第四期代價。承兌票據為無抵押，並以港元計值。承兌票據按固定年利率8%計息並須自發行日期起五年內償還。本公司可選擇透過向票據持有人發出不少於三天的事先書面通知，提前按承兌票據的100%面值連同其本金的未付應計利息予以償還。

於初步確認時，承兌票據的公平值按未來現金流量的合約現值釐定，並根據與本集團並無關連的獨立專業合資格估值師進行的估值以年利率14.00%貼現。



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34 PROMISSORY NOTES PAYABLE (CONTINUED)

Notes: (Continued)

(b) Promissory notes payable measured at amortised cost (Continued)

(ii) (Continued)

The promissory notes recognised in the consolidated statement of financial position at initial recognition are as follows:

	As at 4 October 2019 於二零一九年 十月四日 HK\$'000 千港元
Fair value of promissory notes at 4 October 2019 承兌票據於二零一九年十月四日的公平值	24,251

The fair value of promissory notes was transferred from “contingent consideration payables” to “promissory notes payables” following the issuance of promissory notes on 4 October 2019.

As at 31 March 2020, the outstanding principal amount of the promissory notes measured at amortised cost in respect of the Fourth Instalment was Nil.

Following the disposal of the entire equity interest in Empire Access by the Group on 27 March 2020, the obligations and liabilities in respect of the Third and Fourth Instalment of the consideration for the acquisition of Empire Access during the year ended 31 March 2018 in an aggregate principal amount of approximately HK\$59,623,000 was assigned to the Purchaser of Empire Access. Further details of the disposal of Empire Access Group are set out in note 12(a).

35. REFUND LIABILITIES

Refund liabilities
Arising from right of return

退款負債
因退款權產生

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
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1,258	1,394
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As at 31 March 2019 and 2020, refund liabilities represented the present value of the director's best estimate of future outflow of economic benefits that will be required under the Group's obligations under the goods return policy. The estimate has been made by reference to historical goods return rate.

The Group cannot reliably estimate the amounts that may eventually be settled after more than 12 months from the end of the reporting period. Thus, the whole amount was classified as current.

34. 應付承兌票據 (續)

附註：(續)

(b) 按攤銷成本計量的應付承兌票據 (續)

(ii) (續)

於初步確認時，於綜合財務狀況表確認的承兌票據如下：

As at 4 October 2019 於二零一九年 十月四日 HK\$'000 千港元
24,251

於二零一九年十月四日發行承兌票據後，承兌票據的公平值由「或然應付代價」轉撥至「應付承兌票據」。

於二零二零年三月三十一日，有關第四期代價且按攤銷成本計量的承兌票據尚未償還本金額為零。

本集團於二零二零年三月二十七日出售 Empire Access 的全部股權後，有關於截至二零一八年三月三十一日止年度收購 Empire Access 的第三期及第四期代價 (本金總額約 59,623,000 港元) 的義務及責任已轉讓予 Empire Access 的買方。出售 Empire Access 集團的更多詳情載於附註 12(a)。

35. 退款負債

於二零一九年及二零二零年三月三十一日，退款負債指董事對根據本集團於退貨政策下的責任將需要的未來經濟利益流出作出最佳估計的現值。有關估計乃參考過往的退貨率作出。

本集團未能確實估計最終將於報告期末起計十二個月後方結清的金額。因此，全數金額列為即期類別。



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36. DEFERRED TAX LIABILITIES

- (a) The movements in deferred tax liabilities during the years ended 31 March 2019 and 2020 are as follows:

		Accelerated tax depreciation	Fair value adjustment on intangible assets upon acquisition of subsidiaries	Total
		加速稅項折舊	收購附屬公司 後無形資產 之公平值調整	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	311	33,904	34,215
Acquisition of subsidiaries (note 39)	收購附屬公司(附註39)	—	2,102	2,102
Credited to profit or loss	計入損益	1,481	(1,482)	(1)
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日 及二零一九年四月一日	1,792	34,524	36,316
Disposal of subsidiaries (note 12(a))	出售附屬公司(附註12(a))	(158)	(28,432)	(28,590)
Reclassification as held for sale (note 12(b))	重新分類為持作出售 (附註12(b))	(7)	—	(7)
Credited to profit or loss	計入損益	(1,034)	(4,283)	(5,317)
At 31 March 2020	於二零二零年三月三十一日	593	1,809	2,402

- (b) Deferred tax assets in respect of the unused tax losses carried forward are to be recognised to the extent that it is probable that future taxable profits will be available against which the unused tax losses can be utilised.

At 31 March 2020, the Group has not recognised deferred tax assets in respect of accumulated tax losses of HK\$53,536,000 (2019: HK\$72,778,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses do not expire under current tax legislation except for the balances of HK\$4,601,000 (2019: HK\$1,558,000) which can only be carried forward for five years under the laws of the relevant jurisdiction.

36. 遞延稅項負債

- (a) 遞延稅項負債於截至二零一九年及二零二零年三月三十一日止年度的變動如下：

		Accelerated tax depreciation	Fair value adjustment on intangible assets upon acquisition of subsidiaries	Total
		加速稅項折舊	收購附屬公司 後無形資產 之公平值調整	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	311	33,904	34,215
Acquisition of subsidiaries (note 39)	收購附屬公司(附註39)	—	2,102	2,102
Credited to profit or loss	計入損益	1,481	(1,482)	(1)
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日 及二零一九年四月一日	1,792	34,524	36,316
Disposal of subsidiaries (note 12(a))	出售附屬公司(附註12(a))	(158)	(28,432)	(28,590)
Reclassification as held for sale (note 12(b))	重新分類為持作出售 (附註12(b))	(7)	—	(7)
Credited to profit or loss	計入損益	(1,034)	(4,283)	(5,317)
At 31 March 2020	於二零二零年三月三十一日	593	1,809	2,402

- (b) 有關結轉未動用稅務虧損的遞延稅項資產將於日後有足夠應課稅溢利用作抵銷未動用稅務虧損時確認。

由於未來應課稅溢利不大可能用作抵銷其於相關稅務司法權區及實體內的虧損，故本集團並無於二零二零年三月三十一日就累計稅項虧損53,536,000港元(二零一九年：72,778,000港元)確認遞延稅項資產。根據現行稅法，稅項虧損並未到期，惟根據相關司法權區法律僅可供結轉五年之結餘4,601,000港元(二零一九年：1,558,000港元)除外。

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36. DEFERRED TAX LIABILITIES (CONTINUED)

(c) Deferred tax liabilities not recognised

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards.

At 31 March 2020, temporary differences relating to the undistributed profits of subsidiaries amounted to HK\$89,000 (2019: HK\$254,000). Deferred tax liabilities of HK\$9,000 (2019: HK\$25,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

37. SHARE CAPITAL AND RESERVES

(a) Reserves

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

The Company

		Share premium	Contributed surplus	Share option reserve	Convertible bonds equity reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元 (note 37(c)(i)) (附註37(c)(i))	繳入盈餘 HK\$'000 千港元 (note 37(c)(ii)) (附註37(c)(ii))	購股權儲備 HK\$'000 千港元 (note 37(c)(vi)) (附註37(c)(vi))	可換股債券 權益儲備 HK\$'000 千港元 (note 37(c)(vii)) (附註37(c)(vii))	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	161,116	38,541	29,290	—	(127,529)	101,418
Change in equity for 2019:	二零一九年權益變動:						
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	—	—	—	—	(14,296)	(14,296)
Equity-settled share-based payments	以股權結算以股份支付之開支	—	—	37,007	—	—	37,007
Share options lapsed	已失效購股權	—	—	(21,920)	—	21,920	—
Recognition of equity component of convertible bonds, net of related transaction costs	確認可換股債券權益部分，扣除相關交易成本	—	—	—	15,592	—	15,592
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及二零一九年四月一日	161,116	38,541	44,377	15,592	(119,905)	139,721
Changes in equity for 2020:	二零二零年權益變動:						
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	—	—	—	—	(236,019)	(236,019)
Equity-settled share-based payments	以股權結算以股份支付之開支	—	—	7,100	—	—	7,100
Share options lapsed	已失效購股權	—	—	(31,261)	—	31,261	—
Shares issued upon exercise of share options under the share options scheme (note 37(b)(ii))	根據購股權計劃行使購股權後已發行股份(附註37(b)(ii))	15,420	—	(3,917)	—	—	11,503
Recognition of equity component of convertible bonds, net of related transaction costs (note 33(c))	確認可換股債券權益部分，扣除相關交易成本(附註33(c))	—	—	—	9,364	—	9,364
Shares issued upon conversion of convertible bonds (note 37(b)(iii))	轉換可換股債券後已發行股份(附註37(b)(iii))	106,766	—	—	(15,592)	—	91,174
Redemption of convertible bonds (note 33(c))	贖回可換股債券(附註33(c))	—	—	—	(4,422)	(5,431)	(9,853)
Shares issued upon completion of placing (note 37(b)(i))	配售完成後已發行股份(附註37(b)(i))	9,942	—	—	—	—	9,942
Transaction costs attributable to issue of new ordinary shares from placing (note 37(b)(i))	從配售發行新普通股應佔的交易成本(附註37(b)(i))	(222)	—	—	—	—	(222)
At 31 March 2020	於二零二零年三月三十一日	293,022	38,541	16,299	4,942	(330,094)	22,710

36. 遞延稅項負債(續)

(c) 未確認遞延稅項負債

根據中國企業所得稅法，中國附屬公司由二零零八年一月一日起須就賺取溢利而宣派的股息繳納預扣稅。

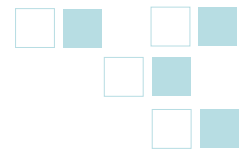
於二零二零年三月三十一日，有關附屬公司未分派溢利所產生的暫時差額為89,000港元(二零一九年：254,000港元)。遞延稅項負債9,000港元(二零一九年：25,000港元)尚未就分派該等保留溢利時將應付的稅項予以確認，因為本公司能夠控制有關附屬公司的派息政策，且已確定該等溢利不大可能於可見將來分派。

37. 股本及儲備

(a) 儲備

本集團綜合權益各個部分的年初及年末結餘對賬載於綜合權益變動表。本公司權益的各個部分於年初及年末的變動詳情載列如下：

本公司



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37. SHARE CAPITAL AND RESERVES (CONTINUED)

(b) Share capital

37. 股本及儲備(續)

(b) 股本

		Nominal value per share 每股面值 HK\$ 港元	Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Authorised:	法定：			
At 1 April 2018, 31 March 2019, 1 April 2019 and 31 March 2020	於二零一八年四月一日、 二零一九年三月三十一日、 二零一九年四月一日及 二零二零年三月三十一日	0.0025	4,000,000,000	10,000
Issued and fully paid:	已發行及繳足：			
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	0.0025	2,123,002,150	5,308
Shares issued upon completion of placing (note i)	於完成配售後發行股份(附註i)	0.0025	23,391,813	58
Shares issued upon exercise of share options under the share options scheme (note ii)	根據購股權計劃行使購股權後發 行股份(附註ii)	0.0025	43,000,000	108
Shares issued upon conversion of convertible bonds (note iii)	於轉換可換股債券後發行股份 (附註iii)	0.0025	365,517,237	914
At 31 March 2020	於二零二零年三月三十一日	0.0025	2,554,911,200	6,388

The owners of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股擁有人有權不時收取所宣派之股息及有權於本公司大會上以一股一票進行表決。所有普通股就本公司之餘下資產而言均享有同等權利。

Notes:

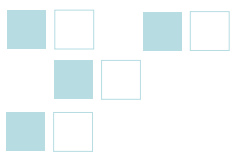
附註：

- (i) On 25 April 2019, the Company entered into a placing agreement (the "Placing Agreement") with Kilmorey Securities Limited, the placing agent, to procure not less than six placees who are independent third parties to the Group to subscribe up to 58,000,000 placing shares at the placing price of HK\$0.4275 per placing share (the "Placing").

- (i) 於二零一九年四月二十五日，本公司與配售代理金力證券有限公司訂立配售協議(「配售協議」)，以促使不少於六名承配人(均為本集團獨立第三方)按配售價每股配售股份0.4275港元認購最多58,000,000股配售股份(「配售事項」)。

Pursuant to the Company's announcement dated 20 May 2019, all conditions of the Placing Agreement fulfilled. The Placing was completed on 20 May 2019 and 23,391,813 placing shares were successfully placed by the placing agent to not less than six placees at the placing price of HK\$0.4275 per placing share. The gross proceeds from the said placement amounted to approximately HK\$10,000,000 and the related directly attributable expenses were approximately HK\$222,000.

根據本公司日期為二零一九年五月二十日之公佈，配售協議之所有條件均已達成。配售事項於二零一九年五月二十日完成及配售代理按配售價每股配售股份0.4275港元向不少於六名承配人成功配售23,391,813股配售股份。上述配售事項所得款項總額約為10,000,000港元，而相關直接應佔開支約為222,000港元。



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37. SHARE CAPITAL AND RESERVES (CONTINUED)

(b) Share capital (Continued)

Notes: (Continued)

- (ii) During the year ended 31 March 2020, share options were exercised to subscribe for 43,000,000 ordinary shares of the Company at a consideration of HK\$11,611,000, of which HK\$108,000 was credited to share capital and the balance of HK\$15,420,000 was credited to the share premium account. HK\$3,917,000 has been transferred from the share option reserve to the share premium account.
- (iii) During the year ended 31 March 2020, the CB 2019 with aggregate principal amount of HK\$106,000,000 were converted into 365,517,237 ordinary shares at conversion price of HK\$0.29 per share, of which HK\$914,000 was credited to share capital and an aggregate amount of HK\$91,174,000, representing the difference between the carrying amount of the liability component of convertible bonds being converted on the date of conversion and the nominal value of the shares issued, was credited to the share premium account. HK\$15,592,000 has been transferred from the convertible bonds equity reserve to the share premium account.

(c) Nature and purpose of reserves

- (i) The share premium represents the difference between the nominal value of the shares of the Company and proceeds received from the issuance of shares of the Company. Under the Companies Law of the Cayman Islands, the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of business.
- (ii) Contributed surplus represents the difference between the nominal value of the ordinary shares issued by the Company and the net asset value of subsidiaries acquired through an exchange of shares pursuant to the group reorganisation prior to the listing of the Company's shares on the GEM of the Stock Exchange.

37. 股本及儲備(續)

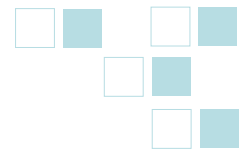
(b) 股本(續)

附註：(續)

- (ii) 截至二零二零年三月三十一日止年度，已行使購股權以認購本公司43,000,000股普通股，代價為11,611,000港元，其中108,000港元計入股本及結餘15,420,000港元計入股份溢價賬。3,917,000港元從購股權儲備轉撥至股份溢價賬。
- (iii) 截至二零二零年三月三十一日止年度，本金總額為106,000,000港元的二零一九年可換股債券按兌換價每股0.29港元兌換為365,517,237股普通股，其中914,000港元計入股本及總額91,174,000港元(即於轉換日期轉換可換股債券的負債部份的賬面值與已發行股份的面值之間的差額)計入股份溢價賬。15,592,000港元從可換股債券權益儲備轉撥至股份溢價賬。

(c) 儲備之性質及用途

- (i) 股份溢價指本公司股份面值與發行本公司股份收取的所得款項之間的差額。根據開曼群島公司法，本公司股份溢價賬可分派予本公司股東，惟於緊隨建議分派股息日期後，本公司須仍能夠償清日常業務過程中的到期債務。
- (ii) 繳入盈餘指本公司已發行普通股之面值與透過根據本公司股份於聯交所GEM上市前之集團重組交換股份收購附屬公司之資產淨值之差額。



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37. SHARE CAPITAL AND RESERVES (CONTINUED)

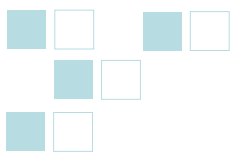
(c) Nature and purpose of reserves (Continued)

- (iii) Merger reserve represents the difference between the nominal values of the ordinary shares issued by the Company and the share capital of subsidiaries acquired through an exchange of shares pursuant to the group reorganisation prior to the listing of the Company's shares on the GEM of the Stock Exchange.
- (iv) Pursuant to the Articles of Association of the Group's PRC subsidiaries and relevant statutory regulations, appropriations to the statutory reserve fund were made at a 10% of profit after taxation determined in accordance with the accounting rules and regulations of the PRC. When the balance of statutory reserve fund reaches 50% of registered capital of each relevant PRC subsidiary, any further appropriation is at the discretion of the shareholders of this subsidiary. This reserve fund can be utilised in setting off accumulated losses or increasing capital of the subsidiaries provided that the balance after such conversion is not less than 25% of their registered capital, and is non-distributable other than in liquidation.
- (v) Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2(aa).
- (vi) The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to directors of the Company, employees of a subsidiary and all other eligible participants recognised in accordance with the accounting policy adopted for equity-settled share-based payments set out in note 2(w)(ii).

37. 股本及儲備(續)

(c) 儲備之性質及用途(續)

- (iii) 合併儲備指本公司已發行普通股之面值與透過根據本公司股份於聯交所GEM上市前之集團重組交換股份收購附屬公司之股本之差額。
- (iv) 根據本集團中國附屬公司的組織章程細則及相關法定規例，向法定儲備金撥款乃根據中國會計規則及規例釐定的除稅後溢利的10%作出。當法定儲備金結餘達到各相關中國附屬公司的50%註冊資本，將由該附屬公司之股東決定是否作任何進一步撥款。該儲備金可用於抵銷附屬公司的累計虧損或增加資本，惟相關轉換後的結餘不得低於其註冊資本的25%，且除清盤外，不可用於分派。
- (v) 換算儲備包括所有換算海外經營之財務報表而產生之匯兌差額。該儲備乃根據附註2(aa)所載之會計政策處理。
- (vi) 購股權儲備乃指根據附註2(w)(ii)所載就以股權結算以股份支付之開支採納之會計政策，確認授予本公司董事、附屬公司僱員及所有其他合資格參與者的實際或估計數目之尚未行使購股權之公平值。



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37. SHARE CAPITAL AND RESERVES (CONTINUED)

(c) Nature and purpose of reserves (Continued)

- (vii) The convertible bonds equity reserve represents the equity component (conversion rights) of convertible bonds issued by the Company on 13 February 2019 and 4 October 2019. If the convertible bonds are not converted by the convertible bondholder or redeemed by the Company at the maturity date, the convertible bonds equity reserve will be reclassified to accumulated losses.

38. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by business lines (products and services). In a manner consistent with the way in which information is reported internally to the board of directors of the Company, being the Group's chief operating decision maker ("CODM") for the purposes of resources allocation and performance assessment, the Group has presented the following reportable segments.

- Development, manufacturing and sales of health and beauty supplements and products
- Online advertising agency business
- Online payment business
- E-commerce promotion business

37. 股本及儲備(續)

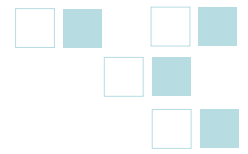
(c) 儲備之性質及用途(續)

- (vii) 可換股債券權益儲備指本公司於二零一九年二月十三日及二零一九年十月四日發行之可換股債券之權益部分(換股權)。倘可換股債券於到期日尚未由可換股債券持有人轉換或由本公司贖回,可換股債券權益儲備則會重新分類至累計虧損。

38. 分部報告

本集團按分部管理其業務,而分部則以業務線(產品及服務)分類。呈報方式與向本公司董事會,即本集團主要營運決策者(「主要營運決策者」)作內部呈報資料之方式一致,用以分配資源及評估表現,本集團已按下列須予呈報分類。

- 開發、製造及銷售保健及美容補品及產品
- 線上廣告代理業務
- 線上支付業務
- 電子商務推廣業務



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

38. SEGMENT REPORTING (CONTINUED)

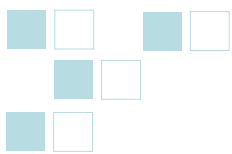
During the year ended 31 March 2020, the Group disposed of its business of provision of WeChat Pay cross-border solutions in Hong Kong which was included in the online payment business segment during the year ended 31 March 2019. Since the Disposed Online Payment Business represented a major line of the online payment business segment, the Disposed Online Payment Business was regarded as a discontinued operation in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Accordingly, the related financial information of the Disposed Online Payment Business was not included in the segment information from the continuing operations and the comparative information was also reclassified to conform with the current year's presentation.

In March 2020, the management of the Group intended to dispose the Game Distribution Business as the Group would like to streamline the Group's existing business segments in order to focus on health and beauty supplement and products business and started looking for potential buyers. The Game Distribution Business which is expected to be sold within twelve months was regarded as a discontinued operation in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Accordingly, the related financial information of the Game Distribution Business was not included in the segment information from the continuing operations and the comparative information was reclassified to conform with the current year's presentation.

38. 分部報告(續)

截至二零二零年三月三十一日止年度，本集團在香港出售其提供微信支付跨境解決方案業務，其計入截至二零一九年三月三十一日止年度線上支付業務分部。由於已出售線上支付業務為本集團線上支付業務分部的主要分支，根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」，已出售線上支付業務被視為已終止經營業務。因此，已出售線上支付業務的相關財務資料並無計入持續經營業務的分部資料，且比較資料亦已重新分類以符合本年度的呈列。

於二零二零年三月，本集團管理層擬出售遊戲發行業務，因本集團有意精簡本集團現有業務分部以專注於保健及美容補品及產品業務，並開始尋找潛在買家。根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」，預期將於十二個月內出售的遊戲發行業務被視為一項已終止經營業務。因此，遊戲發行業務的相關財務資料並未計入持續經營業務的分部資料，比較資料已重新分類，以符合當前年度的呈列。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

38. SEGMENT REPORTING (CONTINUED)

(a) Segment revenue, results, assets and liabilities

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on operating segment profit/(loss). The segment profit/(loss) before tax is measured consistently with the Group's loss before taxation from continuing operations except for unallocated other revenue and other net income, share of profit of an associate, impairment loss on interest in an associate, fair value change of contingent consideration receivable, fair value change of contingent consideration payables, fair value change of promissory notes payable, fair value change of convertible bonds, fair value change of an investment property, equity-settled share-based payments, unallocated finance costs and unallocated corporate expenses.

Segment assets exclude tax recoverable, investment property, interest in an associate, promissory notes receivable, contingent consideration receivable, unallocated intangible assets, unallocated cash and cash equivalents, other unallocated corporate assets as these assets are managed on a group basis, assets associated with disposal group classified as held for sale and assets related to discontinued operations.

Segment liabilities exclude deferred tax liabilities, tax payable, unallocated bank and other borrowings, contingent consideration payables, promissory notes payable, convertible bonds, amounts due to non-controlling interests, other unallocated corporate liabilities as these liabilities are managed on a group basis, liabilities associated with disposal group classified as held for sale and liabilities related to discontinued operations.

38. 分部報告(續)

(a) 分部收益、業績、資產及負債

管理層單獨監控本集團各經營分部之業績，以就分配資源及評估表現作出決策。分部表現乃根據經營分部溢利／(虧損)作評估。分部除稅前溢利／(虧損)之計量方式與本集團之除持續經營業務稅項前虧損之計量方式一致(除未分配其他收益及其他收入淨額、應佔一間聯營公司溢利、於一間聯營公司的權益之減值虧損、或然應收代價之公平值變動、或然應付代價公平值變動、應付承兌票據公平值變動、可換股債券公平值變動、投資物業公平值變動、以股權結算以股份支付之開支、未分配融資成本及未分配企業開支外)。

由於可收回稅項、投資物業、於一間聯營公司的權益、應收承兌票據、或然應收代價、未分配無形資產、未分配現金及現金等價物、其他未分配企業資產是以集團基準管理，故分部資產不包括該等資產，而出售組合的相關資產則分類為持作出售及有關已終止經營業務的資產。

由於遞延稅項負債、應付稅項、未分配銀行及其他借款、或然應付代價、應付承兌票據、可換股債券、應付非控股權益款項、其他未分配企業負債是以集團基準管理，故分部負債不包括該等負債，而出售組合的相關負債則分類為持作出售及有關已終止經營業務的負債。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

38. SEGMENT REPORTING (CONTINUED)

(a) Segment revenue, results, assets and liabilities (Continued)

Information regarding the Group's reportable segments as provided to the Group's CODM for the purposes of resources allocation and assessment of segment performance for the years ended 31 March 2019 and 2020 are set out below:

(i) Segment revenue and results

		For the year ended 31 March 2020 截至二零二零年三月三十一日止年度					
		Development, manufacturing and sales of health and beauty supplements and products 開發、製造及銷售保 健及美容補品及產品	Online advertising agency business 線上廣告 代理業務	Online payment business 線上 支付業務	E-commerce promotion business 電子商務 推廣業務	Elimination 撤減	Total from continuing operations 持續經營 業務總計
		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	HK\$'000 千港元
Segment revenue:	分部收益：						
Revenue from external customers	來自外部客戶的收益	294,888	13,597	679	8,966	—	318,130
Inter-segment revenue	分部間收益	—	—	—	—	—	—
		294,888	13,597	679	8,966	—	318,130
Segment results	分部業績	42,072	(47,477)	(2,684)	(4,584)	—	(12,673)
Unallocated other revenue and other net income	未分配其他收益及其他淨收入						16,550
Share of profit of an associate	應佔聯營公司溢利						1,954
Impairment loss on interest in an associate	於一間聯營公司的權益之減值虧損						(28,071)
Fair value change of contingent consideration receivable	或然應收代價之公平值變動						1,735
Fair value change of contingent consideration payables	或然應付代價之公平值變動						55,336
Fair value change of promissory notes payable	應付承兌票據之公平值變動						9,966
Fair value change of convertible bonds	可換股債券之公平值變動						7,742
Fair value change of an investment property	投資物業之公平值變動						(4,630)
Equity-settled share-based payments	以股權結算以股份支付之開支						(7,100)
Unallocated finance costs	未分配融資成本						(37,135)
Unallocated corporate expenses	未分配企業開支						(59,155)
Loss before taxation	除稅前虧損						(55,481)

38. 分部報告(續)

(a) 分部收益、業績、資產及負債 (續)

截至二零一九年及二零二零年三月三十一日止年度，就分配資源及評估分部表現而提供予本集團主要營運決策者之本集團可呈報分部之資料載列如下：

(i) 分部收益及業績

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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

38. SEGMENT REPORTING (CONTINUED)

(a) Segment revenue, results, assets and liabilities

(Continued)

(i) Segment revenue and results (Continued)

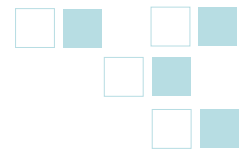
38. 分部報告(續)

(a) 分部收益、業績、資產及負債

(續)

(i) 分部收益及業績(續)

		For the year ended 31 March 2019 截至二零一九年三月三十一日止年度					
		Development, manufacturing and sales of health and beauty supplements and products 開發、製造及銷售保 健及美容補品及產品	Online advertising agency business 線上廣告 代理業務	Online payment business 線上 支付業務	E-commerce promotion business 電子商務 推廣業務	Elimination 撇減	Total from continuing operations 持續經營 業務總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (restated) (經重列)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (restated) (經重列)
Segment revenue:	分部收益：						
Revenue from external customers	來自外部客戶的收益	312,728	11,535	455	7,487	—	332,205
Inter-segment revenue	分部間收益	—	—	—	—	—	—
		312,728	11,535	455	7,487	—	332,205
Segment results	分部業績	57,134	(6,841)	(2,394)	(3,732)	—	44,167
Unallocated other revenue and other net income	未分配其他收益及其他淨收入						4,580
Share of profit of an associate	應佔聯營公司溢利						3,400
Fair value change of contingent consideration payables	或然應付代價之公平值變動						23,049
Fair value change of promissory notes payable	應付承兌票據之公平值變動						7,007
Fair value change of convertible bonds	可換股債券之公平值變動						47,768
Fair value change of an investment property	投資物業之公平值變動						752
Equity-settled share-based payments	以股權結算以股份支付之開支						(37,007)
Unallocated finance costs	未分配融資成本						(20,968)
Unallocated corporate expenses	未分配企業開支						(70,520)
Profit before taxation	除稅前溢利						2,228



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

38. SEGMENT REPORTING (CONTINUED)

(a) Segment revenue, results, assets and liabilities

(Continued)

(ii) Segment assets and liabilities

38. 分部報告(續)

(a) 分部收益、業績、資產及負債 (續)

(ii) 分部資產及負債

As at 31 March 2020
於二零二零年三月三十一日

		Development, manufacturing and sales of health and beauty supplements and products 開發、製造 及銷售保健 及美容補品 及產品 HK\$'000 千港元	Online advertising agency business 線上廣告 代理業務 HK\$'000 千港元	Online payment business 線上 支付業務 HK\$'000 千港元	E-commerce promotion business 電子商務 推廣業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets	資產					
Segment assets	分部資產	141,550	4,678	2,467	12,071	160,766
Tax recoverable	可收回稅項					3,759
Investment property	投資物業					3,500
Interest in an associate	於一間聯營公司的權益					47,283
Promissory notes receivable	應收承兌票據					35,687
Contingent consideration receivable	或然應收代價					1,735
Unallocated intangible assets	未分配無形資產					2,200
Unallocated cash and cash equivalents	未分配現金及現金等 價物					56,141
Unallocated corporate assets	未分配企業資產					66,840
Assets associated with disposal group classified as held for sale	分類為持作出售的出售 組合的相關資產					60,946
Total consolidated assets	總綜合資產					438,857
Liabilities	負債					
Segment liabilities	分部負債	21,310	1,004	94	2,948	25,356
Deferred tax liabilities	遞延稅項負債					2,402
Tax payable	應付稅項					2,418
Unallocated bank and other borrowings	未分配銀行及其他借款					95,107
Convertible bonds	可換股債券					94,999
Unallocated corporate liabilities	未分配企業負債					23,879
Liabilities associated with disposal group classified as held for sale	分類為持作出售的出售 組合的相關負債					61,883
Total consolidated liabilities	總綜合負債					306,044

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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

38. SEGMENT REPORTING (CONTINUED)

(a) Segment revenue, results, assets and liabilities

(Continued)

(ii) Segment assets and liabilities (Continued)

38. 分部報告(續)

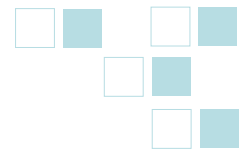
(a) 分部收益、業績、資產及負債

(續)

(ii) 分部資產及負債(續)

As at 31 March 2019
於二零一九年三月三十一日

	Development, manufacturing and sales of health and beauty supplements and products 開發、製造 及銷售保健 及美容補品 及產品 HK\$'000 千港元	Online advertising agency business 線上廣告 代理業務 HK\$'000 千港元	Online payment business 線上 支付業務 HK\$'000 千港元 (restated) (經重列)	E-commerce promotion business 電子商務 推廣業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元 (restated) (經重列)	
Assets	資產					
Segment assets	分部資產	160,287	60,557	3,207	14,116	238,167
Tax recoverable	可收回稅項					105
Investment property	投資物業					8,130
Interest in an associate	於一間聯營公司的權益					73,400
Unallocated intangible assets	未分配無形資產					2,200
Unallocated cash and cash equivalents	未分配現金及現金等 價物					59,036
Unallocated corporate assets	未分配企業資產					73,589
Assets related to discontinued operations	有關已終止經營業務的 資產					337,803
Total consolidated assets	總綜合資產					792,430
Liabilities	負債					
Segment liabilities	分部負債	24,177	1,063	598	1,223	27,061
Deferred tax liabilities	遞延稅項負債					36,316
Tax payable	應付稅項					6,058
Unallocated bank and other borrowings	未分配銀行及其他借款 或然應付代價					65,556
Contingent consideration payables	或然應付代價					85,570
Promissory notes payable	應付承兌票據					47,509
Convertible bonds	可換股債券					262,001
Amounts due to non-controlling interests	應付非控股權益款項					1,227
Unallocated corporate liabilities	未分配企業負債					42,587
Liabilities related to discontinued operations	有關已終止經營業務的 負債					11,025
Total consolidated liabilities	總綜合負債					584,910



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

38. SEGMENT REPORTING (CONTINUED)

(a) Segment revenue, results, assets and liabilities (Continued)

(iii) Other segment information

38. 分部報告(續)

(a) 分部收益、業績、資產及負債 (續)

(iii) 其他分部資料

For the year ended 31 March 2020
截至二零二零年三月三十一日止年度

		Development, manufacturing and sales of health and beauty supplements and products 開發、製造 及銷售保健 及美容補品 及產品 HK\$'000 千港元	Online advertising agency business 線上廣告 代理業務 HK\$'000 千港元	Online payment business 線上 支付業務 HK\$'000 千港元	E-commerce promotion business 電子商務 推廣業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Other information	其他資料					
Additions of property, plant and equipment	添置物業、廠房及設備	2,959	7	—	78	3,044
Additions of unallocated property, plant and equipment	添置未分配物業、廠房及設備					167
Total additions of property, plant and equipment	添置物業、廠房及設備總額					3,211
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,448	263	700	28	5,439
Unallocated depreciation of property, plant and equipment	未分配物業、廠房及設備折舊					2,234
Total depreciation of property, plant and equipment	物業、廠房及設備折舊總額					7,673
Impairment of property, plant and equipment	物業、廠房及設備減值	—	677	—	—	677
Depreciation of right-of-use assets	使用權資產折舊	2,461	393	143	517	3,514
Unallocated depreciation of right-of-use assets	未分配使用權資產折舊					2,063
Total depreciation of right-of-use assets	使用權資產折舊總額					5,577
Amortisation of intangible assets	無形資產攤銷	2,690	1,791	—	551	5,032
Impairment loss on intangible assets	無形資產減值虧損	—	21,064	—	—	21,064
Impairment loss on goodwill	商譽減值虧損	—	31,214	—	4,161	35,375
Impairment loss/(reversal of impairment loss) on trade receivables	應收賬款減值虧損/(撥回減值虧損)	4	(646)	—	202	(440)

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38. SEGMENT REPORTING (CONTINUED)

(a) Segment revenue, results, assets and liabilities

(Continued)

(iii) Other segment information (Continued)

		For the year ended 31 March 2019 截至二零一九年三月三十一日止年度				
		Development, manufacturing and sales of health and beauty supplements and products 開發、製造 及銷售保健 及美容補品 及產品 HK\$'000 千港元	Online advertising agency business 線上廣告 代理業務 HK\$'000 千港元	Online payment business 線上 支付業務 HK\$'000 千港元 (restated) (經重列)	E-commerce promotion business 電子商務 推廣業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元 (restated) (經重列)
Other information	其他資料					
Additions of property, plant and equipment other than through acquisition of subsidiaries	除透過收購附屬公司以外的方式添置物業、廠房及設備	939	46	3,849	90	4,924
Additions of unallocated property, plant and equipment other than through acquisition of subsidiaries	除透過收購附屬公司以外的方式添置未分配物業、廠房及設備					791
Addition of property, plant and equipment related to discontinued operations	添置有關已終止經營業務的物業、廠房及設備					315
Total additions of property, plant and equipment other than through acquisition of subsidiaries	除透過收購附屬公司以外的方式添置物業、廠房及設備總額					6,030
Additions of property, plant and equipment through acquisition of subsidiaries	透過收購附屬公司添置物業、廠房及設備	147	—	—	—	147
Additions of unallocated property, plant and equipment through acquisition of subsidiaries	透過收購附屬公司添置未分配物業、廠房及設備					121
Total additions of property, plant and equipment through acquisition of subsidiaries*	透過收購附屬公司添置物業、廠房及設備總額*					268
Additions of intangible assets through acquisition of subsidiaries	透過收購附屬公司添置無形資產	12,739	—	—	—	12,739
Additions of goodwill through acquisition of subsidiaries	透過收購附屬公司添置商譽	22,383	—	—	—	22,383
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,249	266	565	42	4,122
Unallocated depreciation of property, plant and equipment	未分配物業、廠房及設備折舊					3,846
Depreciation of property, plant and equipment related to discontinued operations	有關已終止經營業務的物業、廠房及設備折舊					817
Total depreciation of property, plant and equipment	物業、廠房及設備折舊總額					8,785
Amortisation of intangible assets	無形資產攤銷	869	5,781	—	553	7,203
Impairment loss on trade receivables	應收賬款減值虧損	—	862	—	—	862
Impairment loss on trade receivables related to discontinued operations	有關已終止經營業務應收賬款減值虧損					1,013
Total impairment loss on trade receivables	應收賬款減值虧損總額					1,875

* Including the business combinations and acquisition of assets and liabilities through acquisition of subsidiaries as detailed in notes 39 and 40 of these financial statements respectively.

* 誠如該等財務報表附註39及40各自所披露，包括業務合併及透過收購附屬公司收購資產及負債。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

38. SEGMENT REPORTING (CONTINUED)

(b) Geographical information

The Company is domiciled in Hong Kong. The Group's operations are mainly located in Hong Kong, the PRC and Taiwan.

The revenue information below is based on the location of the operations.

38. 分部報告(續)

(b) 地區資料

本公司位於香港。本集團之業務主要位於香港、中國及台灣。

以下收益資料乃以經營所在地為基準。

		2020 二零二零年		2019 二零一九年	
		Revenue from continuing operations 持續經營 業務收益 HK\$'000 千港元	Non-current assets 非流動資產 HK\$'000 千港元	Revenue from continuing operations 持續經營 業務收益 HK\$'000 千港元 (restated) (經重列)	Non-current assets 非流動資產 HK\$'000 千港元
Hong Kong (place of domicile)	香港(註冊地點)	318,068	179,876	332,173	589,580
The PRC	中國	—	36	19	664
Taiwan	台灣	62	—	13	—
		318,130	179,912	332,205	590,244

(c) Information about major customer

Revenues from external customer contributing 10% or more of the total revenue of the Group is as follows:

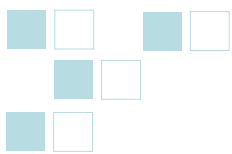
(c) 主要客戶的資料

佔本集團總營業額10%或以上的來自外部客戶收益如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Customer A*	客戶甲*	152,437	150,137

* The revenues were derived from the development, manufacturing and sales of health and beauty supplements and products.

* 有關收益乃源自開發、製造及銷售保健及美容補品及產品。



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39. BUSINESS COMBINATIONS

The fair values of the identifiable assets and liabilities of the subsidiaries acquired during the year ended 31 March 2019 as at the date of acquisition are set out below:

39. 業務合併

於截至二零一九年三月三十一日止年度所收購附屬公司的可識別資產及負債於收購日期的公平值載列如下：

		2019 二零一九年	
		H365 Group 健康365集團	
		Note 附註	HK\$'000 千港元 (note (a)) (附註(a))
Non-current assets	非流動資產		
Plant and equipment	廠房及設備		147
Intangible assets	無形資產	19	12,739
Current assets	流動資產		
Trade and other receivables	應收賬款及其他應收款項		1,793
Cash and cash equivalents	現金及現金等價物		931
Inventories	存貨		3,593
Tax recoverable	可收回稅項		—
Current liabilities	流動負債		
Trade and other payables	應付賬款及其他應付款項		(363)
Shareholder's loans	股東貸款		(3,912)
Tax payable	應付稅項		(121)
Non-current liabilities	非流動負債		
Deferred tax liabilities	遞延稅項負債	36(a)	(2,102)
Total identifiable net assets at fair value	按公平值計值的可識別資產淨值總額		12,705
Goodwill arising on acquisitions	自收購產生的商譽	20	22,383
Non-controlling interests	非控股權益		—
Assignment of shareholder's loans to the Group	將股東貸款轉讓予本集團		3,912
Total consideration	代價總額		39,000
Consideration satisfied by:	代價以下列方式支付：		
Cash consideration paid	已付現金代價		39,000
			39,000
Net cash outflow arising from the acquisitions:	收購所產生的現金淨流出：		
Cash consideration paid	已付現金代價		(39,000)
Cash and cash equivalents acquired	所收購的現金及現金等價物		931
			(38,069)



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

39. BUSINESS COMBINATIONS (CONTINUED)

Note:

(a) Acquisition of H365 Group

On 28 November 2018, Golden Challenge Limited, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with an independent third party vendor to acquire the entire equity interest of H365 Group, companies incorporated in Hong Kong, together with the shareholder's loans of H365 Group, at a cash consideration of HK\$39,000,000. H365 Group are principally engaged in the sales and distribution of healthcare products. The management considers that such acquisition will provide an excellent opportunity for the Group to expand and grow its main business in health and beauty supplements and products. The acquisition was completed on 17 December 2018.

The transaction costs of HK\$517,000 have been excluded from the consideration transferred and included in "administrative expenses" in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2019.

The goodwill arising from the acquisition of H365 Group is attributable to the future growth and profitability in relation to the sales of healthcare products under H365 Group. None of the goodwill recognised is expected to be deductible for income tax purpose.

39. 業務合併(續)

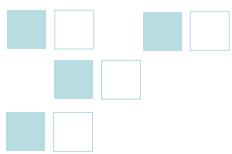
附註：

(a) 收購健康365集團

於二零一八年十一月二十八日，本公司之全資附屬公司Golden Challenge Limited與獨立第三方賣方訂立買賣協議，收購於香港註冊成立之公司健康365集團的全部股本權益連同健康365集團的股東貸款，現金代價為39,000,000港元。健康365集團主要從事保健產品的銷售及分銷。管理層認為該收購事項將為本集團提供於保健及美容補品及產品擴充及增長其主要業務之良機。該收購事項已於二零一八年十二月十七日完成。

所轉讓代價不包括計入截至二零一九年三月三十一日止年度的綜合損益及其他全面收益表中「行政開支」的交易成本517,000港元。

收購健康365集團所產生的商譽歸因於與銷售健康365集團的保健產品有關之未來增長及盈利能力。概無已確認之商譽預期可用作扣除所得稅。



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40. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF A SUBSIDIARY

The fair values of the assets and liabilities acquired through acquisition of a subsidiary during the year ended 31 March 2019 as at the date of acquisition are set out below:

40. 透過收購一間附屬公司收購資產及負債

於截至二零一九年三月三十一日止年度透過收購一間附屬公司所收購的資產及負債於收購日期的公平值載列如下：

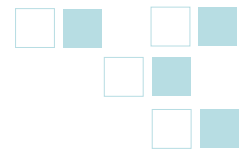
		Note 附註	Able One Limited ("Able One") 首能有限公司 (「首能」) HK\$'000 千港元 (note (a)) (附註(a))
Non-current assets	非流動資產		
Investment property	投資物業	17	7,378
Property, plant and equipment	物業、廠房及設備		121
Current assets	流動資產		
Deposits and prepayments	按金及預付款項		6
Cash and cash equivalents	現金及現金等價物		36
Current liabilities	流動負債		
Shareholder's loan	股東貸款		(461)
Deposits received	已收按金		(40)
Bank overdrafts	銀行透支		(1)
Total identifiable net assets at fair value	按公平值計值的可識別資產淨值總額		7,039
Assignment of shareholder's loan to the Group	將股東貸款轉讓予本集團		461
Total consideration	代價總額		7,500
Consideration satisfied by:	代價以下列方式支付：		
Cash consideration paid	已付現金代價		7,500
			7,500
Net cash outflow arising from the acquisitions:	收購所產生的現金淨流出：		
Cash consideration paid	已付現金代價		(7,500)
Cash and cash equivalents acquired	所收購的現金及現金等價物		36
Bank overdrafts	銀行透支		(1)
			(7,465)

Note:

- (a) On 4 May 2018, the Group entered into a sale and purchase agreement with an independent third party vendor to acquire the entire equity interest in and the shareholder's loan of Able One for a total cash consideration of HK\$7,500,000. Able One is principally engaged in property investment. The transaction was completed on 10 May 2018. This acquisition has been accounted for as an acquisition of assets and liabilities through acquisition of a subsidiary.

附註：

- (a) 於二零一八年五月四日，本集團與一名獨立第三方賣方訂立買賣協議，收購首能的全部權益及股東貸款，總現金代價為7,500,000港元。首能主要從事物業投資。此交易已於二零一八年五月十日完成。該收購已入賬列為透過收購附屬公司收購資產及負債。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

41. DISPOSAL OF SUBSIDIARIES

(a) Disposal of entire equity interest of Empire Access

On 27 March 2020, the Group disposed of its entire equity interest in Empire Access. Further details of the disposal of Empire Access are set out in note 12(a).

(b) Disposal of the entire equity interest and the shareholders' loan in Super Value

On 25 July 2018 and 18 December 2018, the Group entered into a provisional sale and purchase agreement and sale and purchase agreement respectively with an independent third party whereby the Group agreed to dispose of its entire equity interest and the shareholder's loan in Super Value for a consideration of HK\$31,000,000. Super Value is principally engaged in property investment. The transaction was completed on 18 December 2018.

41. 出售附屬公司

(a) 出售於Empire Access的全部股權

於二零二零年三月二十七日，本集團出售其於Empire Access的全部股權。出售Empire Access的更多詳情載於附註12(a)。

(b) 出售Super Value之全部股本權益及股東貸款

於二零一八年七月二十五日及二零一八年十二月十八日，本集團與一名獨立第三方分別訂立臨時買賣協議及買賣協議，據此本集團同意按以31,000,000港元之代價出售其於Super Value的全部股本權益及股東貸款。Super Value主要從事物業投資。該交易於二零一八年十二月十八日完成。

		HK\$'000 千港元
Net assets disposed of:	出售資產淨值：	
Property, plant and equipment	物業、廠房及設備	26,026
Accruals	應計費用	(27)
Shareholder's loans	股東貸款	(25,635)
Net assets disposed of attributable to owners of the Company		364
Gain on disposal of a subsidiary:	出售一間附屬公司收益：	
Consideration received in cash	以現金收取之代價	31,000
Expenses incurred on disposal	出售產生之開支	(921)
Net assets disposed of attributable to owners of the Company	本公司擁有人應佔出售資產淨值	(364)
Sale of shareholder's loans	出售股東貸款	(25,635)
		4,080
Net cash inflow on disposal of a subsidiary:	出售一間附屬公司之現金流入淨額：	
Cash consideration received	已收現金代價	31,000



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41. DISPOSAL OF SUBSIDIARIES (CONTINUED)

(c) Disposal of 65% equity interest in Max Excel Corporation Limited (“Max Excel”)

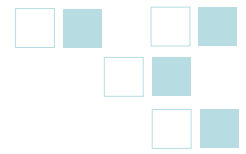
On 22 November 2018, the Group disposed of 65% equity interest in Max Excel to its non-controlling shareholder for a consideration of HK\$6,500. The transaction was completed on 22 November 2018.

41. 出售附屬公司(續)

(c) 出售卓豐興業有限公司(「卓豐」)之65%股本權益

於二零一八年十一月二十二日，本集團以代價6,500港元向其非控股股東出售於卓豐之65%股本權益。該交易於二零一八年十一月二十二日完成。

		HK\$'000 千港元
Net assets/(liabilities) disposed of:	出售資產/(負債)淨值：	
Amount due from a non-controlling interest	應收非控股權益款項	4
Accruals	應計費用	(2)
		2
Net assets disposed of attributable to non-controlling interests	非控股權益應佔出售資產淨值	(5)
Net liabilities disposed of attributable to owners of the Company	本公司擁有人應佔出售負債淨額	(3)
Gain on disposal of a subsidiary:	出售一間附屬公司收益：	
Consideration received in cash	以現金收取之代價	7
Net liabilities disposed of attributable to owners of the Company	本公司擁有人應佔出售負債淨額	3
		10
Net cash inflow on disposal of a subsidiary:	出售一間附屬公司之現金流入淨額：	
Cash consideration received	已收現金代價	7



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42. COMMITMENTS

(a) Capital commitments

As at 31 March 2019 and 2020, the Group had capital commitments contracted but not provided for in the financial statements as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contracted for	已訂約		
— Property, plant and equipment	— 物業、廠房及設備	157	188

(b) Operating lease commitments

As lessee

At 31 March 2019, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2019 二零一九年 HK\$'000 千港元
Within one year	一年內	8,546
After one year but within five years	一年後但五年內	4,843
		13,389

The Group is the lessee in respect of a number of warehouses, office premises and carparks held under leases which were previously classified as operating leases under HKAS 17. The Group has initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 April 2019 to recognise lease liabilities relating to these leases (see note 3(b)). From 1 April 2019 onwards, future lease payments are recognised as lease liabilities in the consolidated statement of financial position in accordance with the policies set out in note 2(k).

42. 承擔

(a) 資本承擔

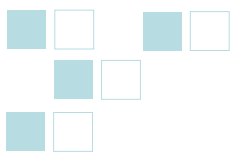
於二零一九年及二零二零年三月三十一日，本集團有以下已訂約但未於財務報表計提撥備的資本承擔：

(b) 經營租賃承擔

作為承租人

於二零一九年三月三十一日，本集團於不可撤銷經營租約項下有於以下期間屆滿之未來最低租賃付款總額：

本集團為根據香港會計準則第17號先前分類為經營租賃的租賃持有的多個倉庫、辦公室物業及停車場的承租人。本集團已使用經修訂追溯法初步應用香港財務報告準則第16號。根據此方法，本集團調整於二零一九年四月一日的期初結餘，以確認有關該等租賃的租賃負債（見附註3(b)）。自二零一九年四月一日起，未來租賃付款根據附註2(k)所載之政策於綜合財務狀況表確認為租賃負債。



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43. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following transactions and balances with its related parties during the year:

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 9, highest paid employees as disclosed in note 10 and other senior management of the Group are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	20,579	43,027
Post-employment benefits	離職後福利	154	185
Equity-settled share-based payments	以股權結算以股份支付之開支	2,808	22,896
		23,541	66,108

Total remuneration is included in "Staff costs" (see note 8(a)).

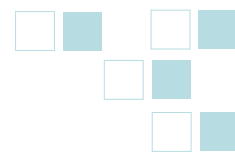
43. 重大關連方交易

除於本財務報表其他部分披露的交易及結餘外，本集團與關連方於年內的交易及結餘如下：

(a) 主要管理人員薪酬

本集團主要管理人員薪酬包括附註9所披露已付本公司董事的款項及附註10所披露已付本集團最高薪僱員及其他高級管理層的款項，載列如下：

總薪酬已包括在「員工成本」內（見附註8(a)）。



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43. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

43. 重大關連方交易(續)

(b) Transactions with related parties

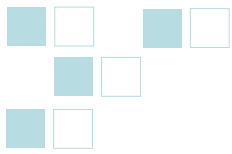
(b) 與關連方交易

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Rental expenses paid to Sunex Limited (note i)	租金支出付予昌輝有限公司 (附註i)	—	208
Acquire right-of-use asset from Sunex Limited (note ii)	向昌輝有限公司收購使用權資產 (附註ii)	407	—
Finance cost paid to Sunex Limited (note ii)	向昌輝有限公司支付融資成本 (附註ii)	12	—
Legal and professional fee paid to Sidney Lee & Co. (note iii)	法律及專業費支付予李志恒律師事務所 (附註iii)	300	307
Rental expenses paid to Power Trendy Limited (note iv)	租金支出付予豐宏有限公司 (附註iv)	—	9
Rental expenses paid to Mega Linker Limited (note v)	租金支出付予豪倡有限公司 (附註v)	—	9
Rental expenses paid to City Scene Limited (note vi)	租金支出付予焯城有限公司 (附註vi)	—	9
Rental expenses paid to Sunny Viewer Limited (note vii)	租金支出付予豐璋有限公司 (附註vii)	—	9

As at 31 March 2019, the Group had total future minimum lease payables to related parties under non-cancellable operating lease under HKAS 17 falling due as follows:

於二零一九年三月三十一日，根據香港會計準則第17號，本集團於不可撤銷經營租約項下有於以下期間屆滿之未來應付關聯方之最低租金總額：

		As at 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Within one year	一年內	197
After one year but within five years	一年後但五年內	125
		322



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

43. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Transactions with related parties (Continued)

Notes:

- (i) The rental expenses were paid to Sunex Limited, a company wholly-owned by Ms. Wong Chui Lan, senior management of the Group.
- (ii) During the year ended 31 March 2020, the Group acquired a right-of-use asset from and paid finance cost to Sunex Limited, a company wholly-owned by Ms. Wong Chui Lan, senior management of the Group.
- (iii) The legal and professional fees represents legal service fees charged by a barrister via Sidney Lee & Co., a registered solicitors' firm in Hong Kong controlled by Mr. Lee Chi Hang, Sidney. Mr. Lee Chi Hang, Sidney resigned as the executive director of the Company on 25 February 2020 and ceased to be a related party of the Group following his resignation as director of the subsidiaries of the Company on 31 March 2020. Sidney Lee & Co. provided such service to the Company on a complimentary basis.
- (iv) The rental expenses were paid to Power Trendy Limited, a company wholly-owned by Mr. Chan Yan Tak. Mr. Chan Yan Tak resigned as an executive director of the Company on 1 April 2019 and ceased to be a related party following his resignation of all of the position of the subsidiaries of the Company on 31 March 2020.
- (v) The rental expenses were paid to Mega Linker Limited, a company wholly-owned by Mr. Chan Yan Tak. Mr. Chan Yan Tak resigned as an executive director of the Company on 1 April 2019 and ceased to be a related party following his resignation of all of the position of the subsidiaries of the Company on 31 March 2020.

43. 重大關連方交易(續)

(b) 與關連方交易(續)

附註：

- (i) 租金支出付予昌輝有限公司，其為一間由本集團高級管理層王翠蘭女士全資擁有的公司。
- (ii) 於截至二零二零年三月三十一日止年度，本集團向昌輝有限公司收購使用權資產及支付融資成本，其為一間由本集團高級管理層王翠蘭女士全資擁有的公司。
- (iii) 法律及專業費用指一名大律師透過李志恒先生控制的香港註冊律師事務所李志恒律師事務所收取的法律服務費用。李志恒先生於二零二零年二月二十五日辭任本公司執行董事，而於二零二零年三月三十一日辭任本公司附屬公司董事後，已不再為本集團之關連方。李志恒律師事務所免費向本公司提供該服務。
- (iv) 租金支出付予豐宏有限公司，其為一間由陳恩德先生全資擁有的公司。陳恩德先生於二零一九年四月一日辭任本公司執行董事，而於二零二零年三月三十一日辭任本公司附屬公司所有職務後，已不再為本集團之關連方。
- (v) 租金支出付予豪倡有限公司，其為一間由陳恩德先生全資擁有的公司。陳恩德先生於二零一九年四月一日辭任本公司執行董事，而於二零二零年三月三十一日，辭任本公司附屬公司所有職務後，已不再為本集團之關連方。



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43. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Transactions with related parties (Continued)

Notes: (Continued)

- (vi) The rental expenses were paid to City Scene Limited, a company wholly-owned by Mr. Chan Yan Tak. Mr. Chan Yan Tak resigned as an executive director of the Company on 1 April 2019 and ceased to be a related party of the Group following his resignation of all of the position of the subsidiaries of the Company on 31 March 2020.
- (vii) The rental expenses were paid to Sunny Viewer Limited, a company wholly-owned by Mr. Chan Yan Tak. Mr. Chan Yan Tak resigned as an executive director of the Company on 1 April 2019 and ceased to be a related party of the Group following his resignation of all of the position of the subsidiaries of the Company on 31 March 2020.

(c) Balances with related parties

The Group leases office premises from related parties under operating lease arrangements with lease terms of one to three years. The terms of the leases require the Group to pay rental deposits to the lessors. The balances of the rental deposits as at 31 March 2019 and 31 March 2020 are detailed as follows:

43. 重大關連方交易(續)

(b) 與關連方交易(續)

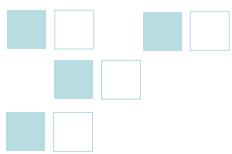
附註：(續)

- (vi) 租金支出付予焯城有限公司，其為一間由陳恩德先生全資擁有的公司。陳恩德先生於二零一九年四月一日辭任本公司執行董事，而於二零二零年三月三十一日辭任本公司附屬公司所有職務後，已不再為本集團之關連方。
- (vii) 租金支出付予豐璋有限公司，其為一間由陳恩德先生全資擁有的公司。陳恩德先生於二零一九年四月一日辭任本公司執行董事，而於二零二零年三月三十一日辭任本公司附屬公司所有職務後，已不再為本集團之關連方。

(c) 關連方結餘

本集團根據與關連方的經營租約安排租賃之辦公室租期為一至三年。租約條款要求本集團繳付租賃按金予出租人。於二零一九年三月三十一日及二零二零年三月三十一日的租賃按金結餘詳情載列如下：

	As at 31 March 2020 於二零二零年 三月三十一日 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
Sunex Limited	36	36



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44. EQUITY-SETTLED SHARE-BASED PAYMENTS

Pursuant to a written resolution of the Company passed on 24 September 2013, the Company has conditionally adopted a share option scheme, which has been taken effect on 11 October 2013 (the “**Share Option Scheme**”). The Share Option Scheme remains effective following the Transfer of Listing subject to certain immaterial amendments to the share option scheme and implemented in full compliance with the requirements of Chapter 17 of the Listing Rules.

A summary of the Share Option Scheme of the Company is as follows:

Purpose

The purpose of the Share Option Scheme is to motivate the eligible participants to optimise their performance and efficiency for the benefit of the Group and attract and retain ongoing business relationship with the eligible participants whose contributions are or will be beneficial to the Group.

Eligible Participants

Eligible participants of the Share Option Scheme include:

- (a) any director, employee or officer of any company in the Group (whether full time or part time) (“**Employee**”), consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (“**Affiliate**”); or
- (b) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any director, Employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or
- (c) a company beneficially owned by any director, Employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.

44. 以股權結算以股份支付之開支

根據本公司於二零一三年九月二十四日通過的書面決議案，本公司有條件採納自二零一三年十月十一日起生效的購股權計劃（「購股權計劃」）。購股權計劃於轉板上市後繼續有效（惟須對購股權計劃作出若干非重大修訂），並完全遵照上市規則第17章的規定實施。

本公司購股權計劃概要如下：

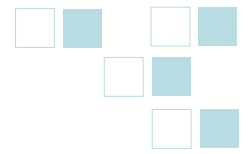
目的

購股權計劃之目標在於鼓勵合資格參與者為本集團的利益提升其表現及效率；及吸引及留聘正為、將為或預期將為本集團的利益作出貢獻的合資格參與者，或與彼等建立持續業務關係。

合資格參與者

購股權計劃之合資格參與者包括：

- (a) 本集團旗下任何公司的任何董事、僱員或高級職員（不論屬全職或兼職）（「僱員」），或為本集團或本集團於其中持有權益的公司或該等公司的附屬公司（「聯屬公司」）的諮詢人、專業人士、客戶、供應商、代理人、合夥人、顧問或承包商；或
- (b) 任何信託或任何全權信託的受託人，而有關信託的受益人或有關全權信託的全權信託人包括本集團或聯屬公司的任何董事、僱員、諮詢人、專業人士、客戶、供應商、代理人、合夥人、顧問或承包商；或
- (c) 本集團或聯屬公司的任何董事、僱員、諮詢人、專業人士、客戶、供應商、代理人、合夥人、顧問或承包商實益擁有的公司。



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44. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

Total number of ordinary shares available for issue under the Share Option Scheme and the percentage of the issued share capital that it represented as at 31 March 2020

232,580,775 ordinary shares, being 10% of shares in issue on 19 August 2019 (i.e. the date of approving the refreshment of the share option scheme mandate limit).

Maximum entitlement of each participant under the Share Option Scheme

The maximum entitlement of each participant under the Share Option Scheme shall not exceed 1% of the shares in issue of the Company in any 12-month period.

Any grant of further share options above this limit shall be subject to the approval of the Company's shareholders at general meeting.

Period within which the shares must be taken up under a share option

A period to be determined by the Board and notified to the grantee, which shall not exceed 10 years from the date of grant of such share option.

Minimum period for which a share option must be held before it can be exercised

Unless otherwise determined by the Board and notified to the grantee, there is no minimum period for which a share option must be held before it can be exercised.

Amount payable on acceptance

HK\$1.00 for each lot of share options granted.

Period within which payments/calls/loans must be made/repaid

Not applicable.

44. 以股權結算以股份支付之開支(續)

根據購股權計劃可供發行的普通股總數及其佔於二零二零年三月三十一日的已發行股本百分比

232,580,775股普通股，即二零一九年八月十九日(批准更新購股權計劃授權上限的日期)已發行股份的10%。

購股權計劃各參與者的最高配額

購股權計劃各參與者的最高配額不得超過本公司於任何十二個月期間已發行股份的1%。

進一步授出超過該限額的購股權須待於股東大會獲本公司股東批准。

根據購股權須承購股份的期限

期限由董事會決定並通知承授人，由購股權授出日期起不得超過十年。

購股權可行使前須持有的最短期限

除由董事會另行決定並通知承授人外，購股權可行使前不須持有最短期限。

接納時須繳付的款項

每批已授出購股權1.00港元。

付款／催繳股款／作出／償還貸款的期限

不適用。



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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

44. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

Basis of determining the exercise price

The exercise price for any share under the Share Option Scheme shall be determined by the Board and notified to the grantee and shall not be less than the highest of:

- (a) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the share option, which must be a trading day;
- (b) the average closing price of a share as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant of the share option; and
- (c) the nominal value of a share on the date of grant of the share option.

The remaining life of the scheme

The Share Option Scheme will be valid and effective until 23 September 2023, after which no further share options will be granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects. Options complying with the provisions of the Listing Rules which are granted during the duration of the scheme and remain unexercised immediately prior to 23 September 2023 shall continue to be exercisable in accordance with their terms of grant within the option period for which such share options are granted, notwithstanding the expiry of the scheme.

44. 以股權結算以股份支付之開支 (續)

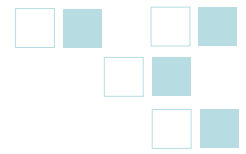
釐定行使價的基準

購股權計劃項下任何股份的行使價由董事會釐定及通知承授人，惟不得低於下列各項的最高者：

- (a) 於購股權授出日期股份在聯交所每日報價表的收市價，而該日必須為營業日；
- (b) 緊接授出購股權日期前五個營業日股份在聯交所每日報價表的平均收市價；及
- (c) 授出購股權日期股份的面值。

計劃的剩餘有效期

購股權計劃直至二零二三年九月二十三日有效及生效，其後不會進一步授出任何購股權，惟購股權計劃條文在所有其他方面將仍然具有十足效力及作用。即使計劃屆滿，但於計劃有效期間內授出而於緊接二零二三年九月二十三日前仍未行使且符合上市規則規定的購股權，將可於該等購股權獲授的購股權期間內依據其授出條款繼續行使。



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44. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

Movements of share options

Movements of the share options during the years ended 31 March 2019 and 2020 are listed below in accordance with Chapter 17 of the Listing Rules:

For the year ended 31 March 2020

44. 以股權結算以股份支付之開支 (續)

購股權變動

截至二零一九年及二零二零年三月三十一日止年度，根據上市規則第17章購股權計劃項下所授出購股權的變動如下：

截至二零二零年三月三十一日止年度

Category	類別	Number of share options 購股權數目				Outstanding as at 31 March 2020 於二零二零年 三月三十一日 未行使
		Outstanding as at 1 April 2019 於二零一九年 四月一日 未行使	Reclassification of categories of grantee 重新分類 承授人類別 (Note viii) (附註viii)	Exercised during the year 年內行使 (Note ix) (附註ix)	Lapsed during the year 年內失效	
Directors	董事					
Mr. Lee Chi Hang, Sidney	李志恒先生	17,000,000	(8,000,000)	(3,000,000)	(6,000,000)	—
Mr. Wang Xihua	王西華先生	12,000,000	—	—	(4,000,000)	8,000,000
Mr. Lai Wei Lam, William	賴偉林先生	12,000,000	—	—	(4,000,000)	8,000,000
Ms. Szeto Wai Ling, Virginia	司徒惠玲女士	2,500,000	—	—	(2,500,000)	—
Mr. Leung Winson Kwan Yau	梁鈞濬先生	2,500,000	—	—	(2,000,000)	500,000
Mr. Tam Kin Yip	譚健業先生	2,500,000	—	(500,000)	(2,000,000)	—
Mr. Leung Man Loon	梁文龍先生	2,500,000	—	(500,000)	(2,000,000)	—
Subtotal	小計	51,000,000	(8,000,000)	(4,000,000)	(22,500,000)	16,500,000
Continuous Contract Employees	持續合約僱員	193,500,000	8,000,000	(39,000,000)	(48,500,000)	114,000,000
Total	總計	244,500,000	—	(43,000,000)	(71,000,000)	130,500,000

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44. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

The remaining life of the scheme (Continued)

For the year ended 31 March 2019

44. 以股權結算以股份支付之開支 (續)

計劃的剩餘有效期 (續)

截至二零一九年三月三十一日止年度

Category	as at 1 April 2018 於二零一八年 四月一日 未行使	Reclassification of categories of grantee of grantee 重新分類 承授人類別 (Notes i, ii and v) (附註i、ii及v)	Number of share options 購股權數目				Lapsed during the year 年內失效	Outstanding as at 31 March 2019 於二零一九年 三月三十一日 未行使
			Granted on 20 April 2018 於二零一八年 四月二十日 授出 (Note iii) (附註iii)	Granted on 26 April 2018 於二零一八年 四月二十六日 授出 (Note iv) (附註iv)	Granted on 3 December 2018 於二零一八年 十二月三日 授出 (Note vi) (附註vi)			
Directors		董事						
Mr. Lee Chi Hang, Sidney	6,000,000	李志恒先生	—	—	11,000,000	—	17,000,000	
Mr. Wong Ping Yiu	4,000,000	黃平耀先生	(4,000,000)	—	—	—	—	
Mr. Wang Xihua	4,000,000	王西華先生	—	—	8,000,000	—	12,000,000	
Mr. Lai Wei Lam, William	4,000,000	賴偉林先生	—	—	8,000,000	—	12,000,000	
Mr. So Kevin Hoi Chak	4,000,000	蘇凱澤先生	(4,000,000)	—	—	—	—	
Mr. Liao Zhe	20,000,000	廖喆先生	(20,000,000)	—	—	—	—	
Ms. Szeto Wai Ling, Virginia	2,000,000	司徒惠玲女士	—	—	500,000	—	2,500,000	
Mr. Leung Winson Kwan Yau	2,000,000	梁鈞濠先生	—	—	500,000	—	2,500,000	
Mr. Tam Kin Yip	2,000,000	譚健業先生	—	—	500,000	—	2,500,000	
Mr. Leung Man Loon	2,000,000	梁文龍先生	—	—	500,000	—	2,500,000	
Subtotal		小計						
	50,000,000	(28,000,000)	—	—	29,000,000	—	51,000,000	
Continuous Contract Employees		持續合約僱員						
	97,300,000	28,000,000	13,000,000	37,000,000	134,000,000	(115,800,000)	193,500,000	
Total		總計						
	147,300,000	—	13,000,000	37,000,000	163,000,000	(115,800,000)	244,500,000	

Notes:

- (i) 4,000,000 share options held by Mr. Wong Ping Yiu has been reclassified under the category of “continuous contract employees” following his resignation as an executive director of the Company with effect from 4 May 2018.
- (ii) 4,000,000 share options held by Mr. So Kevin Hoi Chak, former director of the Company, has been reclassified to the category of “continuous contract employees” following his resignation on 13 February 2018.
- (iii) The validity period of the share options is from 20 April 2018 to 19 April 2020 (both days inclusive). All of the share options will be vested on 20 April 2019. The exercise price of the share options and the closing price of the shares of the Company immediately before the date on which these share options were granted was HK\$1.15 and HK\$1.15 respectively.

附註：

- (i) 黃平耀先生所持有之4,000,000份購股權由其於二零一八年五月四日辭任本公司執行董事後重新分類至「持續合約僱員」類別。
- (ii) 本公司前任董事蘇凱澤先生所持有之4,000,000份購股權由其於二零一八年二月十三日辭任後重新分類至「持續合約僱員」類別。
- (iii) 購股權之有效期由二零一八年四月二十日至二零二零年四月十九日(包括首尾兩天)。所有購股權將於二零一九年四月二十日歸屬。購股權之行使價及緊接授出該等購股權當日前本公司股份之收市價分別為1.15港元及1.15港元。



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44. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

The remaining life of the scheme (Continued)

For the year ended 31 March 2019 (Continued)

Notes: (Continued)

- (iv) The validity period of the share options is from 26 April 2018 to 25 April 2023 (both days inclusive). All of the share options were immediately vested. The exercise price of the share options and the closing price of the shares of the Company immediately before the date on which these share options were granted was HK\$1.15 and HK\$1.12 respectively.
- (v) 20,000,000 share options held by Mr. Liao Zhe, has been reclassified under category of “continuous contract employees” following his resignation on 4 October 2018.
- (vi) The validity period of the share options is from 3 December 2018 to 2 December 2020 (both days inclusive), in which 81,500,000 share options and 81,500,000 share options will be vested on 3 June 2019 and 3 December 2019 respectively. The exercise price of the share options and the closing price of the shares of the Company immediately before the date on which these share options were granted was HK\$0.27 and HK\$0.265 respectively.
- (vii) 115,800,000 share options were lapsed following the resignation of certain directors and employees during the year ended 31 March 2019.
- (viii) 8,000,000 share options held by Mr. Lee Chi Hang, Sidney has been reclassified under the category of “continuous contract employees” following his resignation as an executive director of the Company with effect from 25 February 2020.
- (ix) 43,000,000 share options granted to continuous contract employees were exercised during the year ended 31 March 2020. The weighted average share price at the date of exercise was HK\$0.50.
- (x) The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company’s share capital.

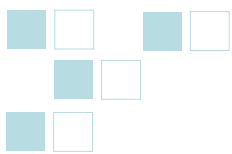
44. 以股權結算以股份支付之開支 (續)

計劃的剩餘有效期 (續)

截至二零一九年三月三十一日止年度 (續)

附註：(續)

- (iv) 購股權之有效期由二零一八年四月二十六日至二零二三年四月二十五日 (包括首尾兩天)。所有購股權乃立即歸屬。購股權之行使價及緊接授出該等購股權當日前本公司股份之收市價分別為1.15港元及1.12港元。
- (v) 廖喆先生所持有之20,000,000份購股權由其於二零一八年十月四日辭任後重新分類至「持續合約僱員」類別。
- (vi) 購股權之有效期由二零一八年十二月三日至二零二零年十二月二日 (包括首尾兩天)，其中81,500,000份購股權及81,500,000份購股權將分別於二零一九年六月三日及二零一九年十二月三日歸屬。購股權之行使價及緊接授出該等購股權當日前本公司股份之收市價分別為0.27港元及0.265港元。
- (vii) 於若干董事及僱員於截至二零一九年三月三十一日止年度辭任後，115,800,000份購股權失效。
- (viii) 李志恒先生持有之8,000,000份購股權由其於二零二零年二月二十五日辭任本公司執行董事後重新分類至「持續合約僱員」類別。
- (ix) 43,000,000份授予持續合約僱員之購股權於截至二零二零年三月三十一日止年度獲行使。於行使日期之加權平均股價為0.50港元。
- (x) 購股權行使價須就有關供股或發行紅股或本公司股本出現的其他類似變動而作出調整。



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44. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

Movements in the number of share options outstanding and their weighted average exercise prices for the years ended 31 March 2019 and 2020 are as follows:

		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of shares issuable under options granted 根據所授出 購股權可發行 之股份數目
At 1 April 2018	於二零一八年四月一日	1.69	147,300,000
Granted on 20 April 2018	於二零一八年四月二十日授出	1.15	13,000,000
Granted on 26 April 2018	於二零一八年四月二十六日授出	1.15	37,000,000
Granted on 3 December 2018	於二零一八年十二月三日授出	0.27	163,000,000
Lapsed during the year	年內失效	1.54	(115,800,000)
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及 二零一九年四月一日	0.71	244,500,000
Exercised during the year	年內行使	0.27	(43,000,000)
Lapsed during the year	年內失效	1.74	(71,000,000)
At 31 March 2020	於二零二零年三月三十一日	0.29	130,500,000

As at 31 March 2020, there were 130,500,000 share options that were outstanding and exercisable (2019: no share options outstanding were exercisable).

The options outstanding as at 31 March 2020 had an exercise price of HK\$1.15 or HK\$0.27 (2019: HK\$1.70, HK\$1.16, HK\$1.15 or HK\$0.27) and a weighted average remaining contractual life of 0.88 years as at 31 March 2020 (2019: 1.61 years).

44. 以股權結算以股份支付之開支 (續)

於截至二零一九年及二零二零年三月三十一日止年度，未行使購股權數目及其加權平均行使價之變動如下：

		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of shares issuable under options granted 根據所授出 購股權可發行 之股份數目
At 1 April 2018	於二零一八年四月一日	1.69	147,300,000
Granted on 20 April 2018	於二零一八年四月二十日授出	1.15	13,000,000
Granted on 26 April 2018	於二零一八年四月二十六日授出	1.15	37,000,000
Granted on 3 December 2018	於二零一八年十二月三日授出	0.27	163,000,000
Lapsed during the year	年內失效	1.54	(115,800,000)
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及 二零一九年四月一日	0.71	244,500,000
Exercised during the year	年內行使	0.27	(43,000,000)
Lapsed during the year	年內失效	1.74	(71,000,000)
At 31 March 2020	於二零二零年三月三十一日	0.29	130,500,000

於二零二零年三月三十一日，未行使及可行使之購股權為130,500,000份（二零一九年：並無可行使之未行使購股權）。

於二零二零年三月三十一日尚未行使的購股權的行使價為1.15港元或0.27港元（二零一九年：1.70港元、1.16港元、1.15港元或0.27港元）及於二零二零年三月三十一日的加權平均剩餘合約期限為0.88年（二零一九年：1.61年）。



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44. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

Fair value of share options and assumptions

The fair value of the share options granted during the year ended 31 March 2019 were estimated by an independent firm of professionally qualified valuers using the binomial lattice model taking into account the terms and conditions upon which the options were granted. The following tables listed the inputs to the model used:

Grant date	授出日期	3 December	26 April	20 April
		2018	2018	2018
		二零一八年	二零一八年	二零一八年
		十二月三日	四月二十六日	四月二十日
Share price on date of grant (HK\$)	於授出日期之股價(港元)	0.265	1.12	1.15
Exercise price (HK\$)	行使價(港元)	0.270	1.15	1.15
Expected life of share options (years)	預期購股權期限(年)	2	5	2
Expected volatility	預期波幅	73.52%	55.24%	50.27%
Dividend yield	派息率	N/A 不適用	N/A 不適用	N/A 不適用
Risk-free interest rate	無風險利率	2.10%	2.06%	1.67%
Fair value per share options granted to (HK\$)	授予下列人士每份購股權之公平值(港元)			
— directors	— 董事	0.102 or 0.104 [^]	N/A 不適用	N/A 不適用
— employees	— 僱員	0.085 or 0.096 [#]	0.36	0.32

[^] The fair value of HK\$0.102 per share option granted and HK\$0.104 per share option granted will be vested on 3 June 2019 and 3 December 2019 respectively.

[#] The fair value of HK\$0.085 per share option granted and HK\$0.096 per share option granted will be vested on 3 June 2019 and 3 December 2019 respectively.

The expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Changes in the subjective input assumptions could materially affect the fair value estimate.

44. 以股權結算以股份支付之開支 (續)

購股權之公平值及假設

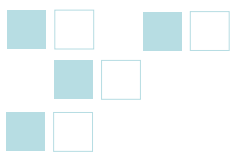
於截至二零一九年三月三十一日止年度，已授出購股權公平值乃由獨立專業合資格估值師行經考慮授出購股權所依據之條款及條件後採用二項式點陣模型估計。下表列明所使用模型的輸入數據：

Grant date	授出日期	3 December	26 April	20 April
		2018	2018	2018
		二零一八年	二零一八年	二零一八年
		十二月三日	四月二十六日	四月二十日
Share price on date of grant (HK\$)	於授出日期之股價(港元)	0.265	1.12	1.15
Exercise price (HK\$)	行使價(港元)	0.270	1.15	1.15
Expected life of share options (years)	預期購股權期限(年)	2	5	2
Expected volatility	預期波幅	73.52%	55.24%	50.27%
Dividend yield	派息率	N/A 不適用	N/A 不適用	N/A 不適用
Risk-free interest rate	無風險利率	2.10%	2.06%	1.67%
Fair value per share options granted to (HK\$)	授予下列人士每份購股權之公平值(港元)			
— directors	— 董事	0.102 or 0.104 [^]	N/A 不適用	N/A 不適用
— employees	— 僱員	0.085 or 0.096 [#]	0.36	0.32

[^] 每份已授出購股權公平值0.102港元及每份已授出購股權公平值0.104港元將分別於二零一九年六月三日及二零一九年十二月三日歸屬。

[#] 每份已授出購股權公平值0.085港元及每份已授出購股權公平值0.096港元將分別於二零一九年六月三日及二零一九年十二月三日歸屬。

預期波幅乃基於歷史波幅(按購股權之加權平均剩餘年期計算)，按公開可得資料就未來波幅之任何預期變動作出調整。主觀輸入數據假設之變化可能對公平值估計構成重大影響。



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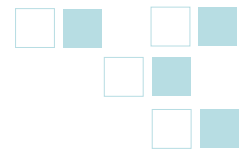
45. PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries as at 31 March 2020 are as follows:

45. 主要附屬公司

於二零二零年三月三十一日，主要附屬公司之詳情如下：

Name 名稱	Place of incorporation/ and operation 註冊成立/ 創立及營運地點	Class of shares held 持有股份類別	Particulars of issued and paid-up capital 已發行及繳足 股本詳情	Percentage of equity attributable to the Company		Principal activities 主要業務
				Direct	Indirect	
				直接 %	間接 %	
Able One Limited 首能有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Property holding 物業持有
Best Billion Limited 億顯有限公司	Hong Kong 香港	Ordinary 普通	10,000 ordinary shares 10,000股普通股	—	100	Provision of general administrative services 提供一般行政服務
CJ Pharmaceutical Limited 恆諾藥業有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Sales and distribution of healthcare products 銷售及分銷保健產品
CV Virtue Limited 真如有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Provision of administrative support to the H365 Group 為健康365集團提供行政支持
Creation Chance Limited 天凱有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Sale of health and beauty supplements and products and provision of general administrative services 銷售保健及美容補品及產品及提供一般行政服務
CULegend Company Limited 仍志中大中藥傳承有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Trading of products under the proprietary brand of “LEGEND” 買賣「中大中藥傳承」專有品牌產品
Eastern Bright (Asia) Limited 東耀(亞洲)有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Provision of management services to other Group companies 向其他集團成員公司提供管理服務
Giant Bloom Holdings Limited 鉅成集團有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Property holding 物業持有
Golden Challenge Limited	BVI 英屬處女群島	Ordinary 普通	US\$1 1美元	—	100	Investment holding 投資控股
Good Wealth Trading Limited 益財貿易有限公司	Hong Kong 香港	Ordinary 普通	10,000 ordinary shares 10,000股普通股	—	100	Trading of health supplements 買賣保健補品
H365 Health Products Limited 健康365保健產品有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Sales and distribution of healthcare products 銷售及分銷保健產品



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45. PRINCIPAL SUBSIDIARIES (CONTINUED) 45. 主要附屬公司(續)

Name 名稱	Place of incorporation/ establishment and operation 註冊成立/ 創立及營運地點	Class of shares held 持有股份類別	Particulars of issued and paid-up capital 已發行及繳足 股本詳情	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Health Proof International Company Limited 康寶庫國際有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	License holding 持有牌照
Hong Kong Ever Spring Medicine Factory Limited 香港四時春製藥廠有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Manufacturing and sale of health and beauty supplements and products 生產及銷售保健及美容補品及產品
IAHGames Hong Kong Limited	Hong Kong 香港	Ordinary 普通	2,536,357 ordinary shares 2,536,357股 普通股	—	69.75	Game distribution 遊戲發行
Junten Technology Limited 俊騰科技有限公司	Hong Kong 香港	Ordinary 普通	6 ordinary shares 6股普通股	—	100	Online payment business 線上支付業務
Kiwi Lab International Company Limited 奇異立寶國際有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	License holding 持有牌照
Medalist Limited	BVI 英屬處女群島	Ordinary 普通	US\$1 1美元	—	100	Trademark holding 持有商標
Power Regal International Limited 力宏國際有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Property investment 物業投資
Rich Sunny Investment Limited 富樺投資有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Property investment and investment holding 物業投資及投資控股
RM Group Holdings Limited 御藥堂集團控股有限公司	BVI 英屬處女群島	Ordinary 普通	US\$11 11美元	100	—	Investment holding 投資控股
Royal Medic Chinese Medicine Clinic Limited 御藥堂中醫中藥坊有限公司	Hong Kong 香港	Ordinary 普通	3 ordinary shares 3股普通股	—	100	Provision of Chinese medical consultation services and trading of health products 提供中醫診症服務及保健產品貿易
Royal Medic (Holdings) Limited 御藥堂(控股)有限公司	Hong Kong 香港	Ordinary 普通	100 ordinary shares 100股普通股	—	100	License holding 持有牌照
Royal Richly (Hong Kong) Limited 御財(香港)有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Property investment 物業投資



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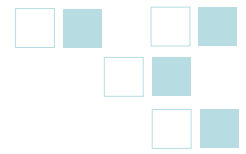
45. PRINCIPAL SUBSIDIARIES (CONTINUED)

45. 主要附屬公司(續)

Name 名稱	Place of incorporation/ establishment and operation 註冊成立/ 創立及營運地點	Class of shares held 持有股份類別	Particulars of issued and paid-up capital 已發行及繳足 股本詳情	Percentage of equity attributable to the Company		Principal activities 主要業務
				Direct	Indirect	
				直接 %	間接 %	
Star Root Limited	BVI 英屬處女群島	Ordinary 普通	US\$1 1美元	100	—	Investment holding 投資控股
Soul Marketing Group Limited 凌市場策略集團有限公司	Hong Kong 香港	Ordinary 普通	15,708 ordinary shares 15,708股普通股	—	80	e-commerce promotion 電子商務推廣
Super Pioneer Holdings Limited 創鋒集團有限公司	Hong Kong 香港	Ordinary 普通	1 ordinary share 1股普通股	—	100	Provision of management services to other Group companies 向其他集團成員公司提供管理服務
Tenfok Asia Limited 騰福亞洲有限公司	Hong Kong 香港	Ordinary 普通	10,000 ordinary shares 10,000股普通股	—	65	Online advertising agency 線上廣告代理
Wisdom Come Medical Group Limited 仍志醫藥集團有限公司	Hong Kong 香港	Ordinary 普通	101 ordinary shares 101股普通股	—	100	Investment holding 投資控股
Wisdom Health Products Company Limited 盈智健康產品有限公司	Hong Kong 香港	Ordinary 普通	2 ordinary shares 2股普通股	—	100	Trading of health and beauty supplements and products, provision of health food processing services and investment holding 保健及美容補品及產品貿易、提供保健食品加工 服務及投資控股
御藥堂保健品(上海)有限 公司*	The PRC 中國	Registered 已註冊	HK\$6,000,000 6,000,000港元	—	60	Sales of health and beauty supplements and products 銷售保健及美容補品及產品
珠海御藥堂保健品有限公司*	The PRC 中國	Registered 已註冊	HK\$8,000,000 8,000,000港元	—	60	Sales of health and beauty supplements and products 銷售保健及美容補品及產品

* Registered under the laws of the PRC as a wholly foreign-owned enterprise.

* 根據中國法律註冊為全外資擁有企業。



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46. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2020

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 March 2020 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

HKFRS 17	Insurance Contracts ³
Amendments to HKFRS 16	COVID-19-Related Rent Concessions ⁵
Amendments to HKFRS 3	Definition of a Business ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKAS 1 and HKAS 8	Definition of Material ²
Amendments to HKAS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ²

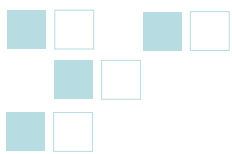
- ¹ Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020
- ² Effective for annual periods beginning on or after 1 January 2020
- ³ Effective for annual periods beginning on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

46. 截至二零二零年三月三十一日止年度已頒佈但尚未生效之修訂、新準則及詮釋之可能性影響

截至本財務報表刊發日期，香港會計師公會已頒佈於截至二零二零年三月三十一日止年度尚未生效且並無於本財務報表中採納之若干修訂、新準則及詮釋。其中包括以下可能與本集團有關者。

香港財務報告準則第17號	保險合約 ³
香港財務報告準則第16號 修訂本	2019冠狀病毒病相關的 租金寬減 ⁵
香港財務報告準則第3號 修訂本	業務的定義 ¹
香港財務報告準則第10號 及香港會計準則第28號 修訂本	投資者與其聯營公司或合 營企業之間的資產出售 或投入 ⁴
香港會計準則第1號及香港 會計準則第8號修訂本	重大性的定義 ²
香港會計準則第9號、香港 會計準則第39號及香港 財務報告準則第7號 修訂本	利率基準改革 ²

- ¹ 就收購日期為二零二零年一月一日或之後開始的首個年度期間開始時或之後的業務合併及資產收購生效
- ² 於二零二零年一月一日或之後開始的年度期間生效
- ³ 於二零二一年一月一日或之後開始的年度期間生效
- ⁴ 於待釐定日期或之後開始的年度期間生效
- ⁵ 由二零二零年六月一日或之後開始的年度期間生效



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

46. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2020 (CONTINUED)

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in HKFRS Standards, will be effective for annual periods beginning on or after 1 January 2020.

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to HKAS 1 and HKAS 8 Definition of Material

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 April 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

46. 截至二零二零年三月三十一日止年度已頒佈但尚未生效之修訂、新準則及詮釋之可能性影響(續)

除上述新訂香港財務報告準則及準則修訂本外，經修訂財務報告概念框架已於二零一八年刊發。其相關修訂，提述香港財務報告準則概念框架的修訂將於二零二零年一月一日或之後開始的年度期間生效。

除下文所述之新訂香港財務報告準則及其修訂外，本公司董事預期應用所有其他新訂香港財務報告準則及其修訂於可見將來將不會對綜合財務報表造成重大影響。

香港會計準則第1號及香港會計準則第8號修訂本「重大性的定義」

該等修訂透過載入作出重大判斷時的額外指引及解釋，對重要的定義進行修訂。尤其是有關修訂：

- 包含「掩蓋」重要資料的概念，其與遺漏或誤報資料有類似效果；
- 就影響使用者的重要性範圍以「可合理預期影響」取代「可影響」；及
- 包含使用詞組「主要使用者」，而非僅指「使用者」，於決定於財務報表披露何等資料時，該用語被視為過於廣義。

該等修訂與所有香港財務報告準則的定義一致，並將在於本集團於二零二零年四月一日開始的年度期間強制生效。預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響，惟可能影響於綜合財務報表中的呈列及披露。



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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

46. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2020 (CONTINUED)

Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for the Group’s annual periods beginning on or after 1 April 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

46. 截至二零二零年三月三十一日止年度已頒佈但尚未生效之修訂、新準則及詮釋之可能性影響(續)

二零一八年財務報告概念框架(「新框架」)及提述香港財務報告準則概念框架的修訂

新框架：

- 重新引入管理及審慎此等用語；
- 引入著重權利的新資產定義以及範圍可能比所取代定義更廣的新負債定義，惟不會改變負債與權益工具之間的區別；
- 討論歷史成本及現值計量，並就如何為某一資產或負債選擇計量基準提供額外指引；
- 指出財務表現主要衡量標準為損益，且於特殊情況下方會使用其他全面收益，且僅用於由資產或負債現值變動產生的收入或開支；及
- 討論不確定因素、終止確認、會計單位、報告實體及合併財務報表。

相應修訂已作出，致使若干香港財務報告準則中的提述已更新至符合新框架，惟部分香港財務報告準則仍參考該框架的先前版本。該等修訂於二零二零年四月一日或之後開始的本集團年度期間生效，並可提早應用。除仍參考該框架先前版本的特定準則外，本集團將於新框架的生效日期依照其釐定會計政策，尤其是會計準則未有處理的交易、事件或條件。

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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

47. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

47. 公司層面的財務狀況表

	Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets			
Investments in subsidiaries		38,571	304,751
		38,571	304,751
Current assets			
Prepayments, deposits and other receivables		438	830
Amounts due from subsidiaries		155,656	292,257
Cash and cash equivalents		32,257	8,194
Promissory notes receivable		35,687	—
		224,038	301,281
Current liabilities			
Accruals and other payables		11,565	21,948
Bank and other borrowings		60,500	14,000
Contingent consideration payables		—	37,878
Convertible bonds		—	262,001
Promissory notes payable		—	9,966
Amounts due to subsidiaries		66,447	3,475
		138,512	349,268
Net current assets/(liabilities)		85,526	(47,987)
Total assets less current liabilities		124,097	256,764
Non-current liabilities			
Contingent consideration payables		—	47,692
Promissory notes payable		—	37,543
Other borrowings		—	26,500
Convertible bonds		94,999	—
		94,999	111,735
Net assets		29,098	145,029
EQUITY			
Equity attributable to owners of the Company			
Share capital	37(b)	6,388	5,308
Reserves	37(a)	22,710	139,721
TOTAL EQUITY		29,098	145,029

Approved and authorised for issue by the board of directors on 29 June 2020.

經董事會於二零二零年六月二十九日批准及授權發佈。

Wang Xihua
王西華
Director
董事

Lai Wei Lam, William
賴偉林
Director
董事



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綜合財務報表附註

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48. EVENTS AFTER THE REPORTING PERIOD

- (a) After the outbreak of COVID-19 since early 2020, a series of precautionary and control measures have been and continued to be implemented across the globe, causing disruption to business and economic activities. Given the dynamic nature of the COVID-19 pandemic and unpredictability of future development, the directors do not consider it is practicable to provide a quantitative estimate of the potential impact of this outbreak on the Group up to the date of these financial statements. The Group is paying close attention to the development of the COVID-19 pandemic and will continue to monitor the situation closely and actively respond to the impacts on the Group's financial position and operating results.
- (b) On 24 June 2020, Tenfok Asia Limited (“**Tenfok Asia**”), an indirect non-wholly owned subsidiary of the Company that is principally engaged in the online advertising agency business of the Group, received a notice of termination from Guangdong Huacheng Information Technology Co., Ltd. (“**Huacheng**”) in relation to the termination of the exclusive rights to use and sole advertising agency in Hong Kong with effect from 1 July 2020.
- (c) On 26 June 2020, the Company's wholly-owned subsidiary, Ultra Land Group Limited (“**Ultra Land**”) as vendor, and Pearl (Hong Kong) Properties Limited (“**Pearl HK**”), an independent third party purchaser, entered into a sale and purchase agreement pursuant to which Ultra Land agreed to dispose to Pearl HK of its 69.75% equity interests in IAHGames at a total consideration of approximately HK\$18,235,000. The disposal has not yet completed as at the date of these financial statements.

49. COMPARATIVE FIGURES

The comparative consolidated statement of profit or loss and other comprehensive income has been represented as if the operations discontinued during the current year had been discontinued at the beginning of the comparative period (note 12).

The Group has initially applied HKFRS 16 at 1 April 2019. Under the transition methods chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 3(b).

48. 報告期後之事項

- (a) 2019冠狀病毒病於二零二零年初爆發後，全球均推行及持續推行一連串的預防及控制措施，導致商業及經濟活動中斷。由於2019冠狀病毒病疫情多變，且未來發展難以預計，直至本財務報表日期為止，董事認為就本次疫情對本集團的潛在影響作出量化估計，並不切實可行。本集團正密切監察2019冠狀病毒病疫情的發展，並將繼續密切監察情況，積極回應對本集團財務狀況及經營業績的影響。
- (b) 於二零二零年六月二十四日，本公司一間間接非全資附屬公司騰福亞洲有限公司（「騰福亞洲」），該公司主要從事本集團線上廣告代理業務）從廣東華城信息科技有限公司（「華城」）接獲終止通知，內容有關終止香港獨家使用權及獨家廣告代理，自二零二零年七月一日起生效。
- (c) 於二零二零年六月二十六日，本公司全資附屬公司Ultra Land Group Limited（「Ultra Land」）（為賣方）與一名獨立第三方買方明珠（香港）置業有限公司（「明珠香港」）訂立買賣協議，據此，Ultra Land同意出售明珠香港於IAHGames的69.75%股權，總代價為約18,235,000港元。出售事項截至本財務報表日期仍未完成。

49. 比較數據

比較綜合損益及其他全面收益表已重新呈列，猶如本年度已終止業務已於比較期初終止（附註12）。

本集團已於二零一九年四月一日初步應用香港財務報告準則第16號。根據所選擇的過渡方法，並無重列比較資料。有關會計政策變動之進一步詳情披露於附註3(b)。

FINANCIAL SUMMARY

財務概要

RESULTS

業績

		2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)	2020 二零二零年 HK\$'000 千港元
CONTINUING OPERATIONS:	持續經營業務：					
Revenue	收益	189,958	220,853	264,451	332,205	318,130
Profit/(loss) before taxation	除稅前溢利／(虧損)	14,735	15,640	(142,056)	2,228	(55,481)
Taxation	稅項	(4,314)	(3,817)	(2,692)	(10,223)	(1,509)
Profit/(loss) for the year from continuing operations	持續經營業務之年內溢利／(虧損)	10,421	11,823	(144,748)	(7,995)	(56,990)
DISCONTINUED OPERATIONS:	已終止經營業務：					
Loss for the year from discontinued operations	已終止經營業務之年內虧損	—	—	—	(2,716)	(94,677)
Profit/(loss) for the year	年內溢利／(虧損)	10,421	11,823	(144,748)	(10,711)	(151,667)
Profit/(loss) for the year attributable to owners of the Company	本公司擁有人應佔年內溢利／(虧損)					
— from continuing operations	— 來自持續經營業務	10,421	12,746	(139,217)	(2,396)	(50,505)
— from discontinued operations	— 來自已終止經營業務	—	—	—	(1,948)	(89,185)
		10,421	12,746	(139,217)	(4,344)	(139,690)

ASSETS AND LIABILITIES

資產及負債

		2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Total assets	總資產	234,460	266,084	769,778	792,430	438,857
Total liabilities	總負債	(55,080)	(52,460)	(603,043)	(584,910)	(306,044)
Total equity	權益總額	179,380	213,624	166,735	207,520	132,813
Equity attributable to owners of the Company	本公司擁有人應佔權益	179,380	212,044	114,791	161,968	142,713



順騰國際(控股)有限公司
Shunten International (Holdings) Limited