



2020

Annual Report
年報

Pine Care Group Limited 松齡護老集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：1989



敬老 如親

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敬老
如親

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive directors

Mr. Tang Yiu Sing (*Chairman*)
Mr. Yim Billy Pui Kei (*Chief Executive Officer*)
Mr. Chan Yip Keung (*Chief Financial Officer*)
Mr. Yeung Ka Wing
Mr. Cheng Wai Ching

Non-executive directors

Dr. Tang Yiu Pong
Mr. Wong Kin Chun Gilbert

Independent non-executive directors

Mr. Yuen Tak Tim Anthony
Mr. Liu Kwong Sang
Dr. Wong Ping San John
Dr. Liu Yuk Shing

AUDIT COMMITTEE

Mr. Yuen Tak Tim Anthony (*Chairman*)
Mr. Wong Kin Chun Gilbert
Mr. Liu Kwong Sang

NOMINATION COMMITTEE

Mr. Tang Yiu Sing (*Chairman*)
Mr. Yuen Tak Tim Anthony
Mr. Liu Kwong Sang

REMUNERATION COMMITTEE

Mr. Yuen Tak Tim Anthony (*Chairman*)
Mr. Tang Yiu Sing
Mr. Liu Kwong Sang

AUTHORISED REPRESENTATIVES

Mr. Yim Billy Pui Kei
Mr. Chan Yip Keung

COMPANY SECRETARY

Mr. Chan Yip Keung

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

G/F, 1 Koon Wah Lane,
68-72 Yuk Wah Street,
Tsz Wan Shan,
Kowloon,
Hong Kong

董事會

執行董事

鄧耀昇先生(主席)
嚴沛基先生(行政總裁)
陳業強先生(財務總監)
楊家榮先生
鄭維政先生

非執行董事

鄧耀邦博士
黃健俊先生

獨立非執行董事

阮德添先生
廖廣生先生
黃平山醫生
廖育成博士

審核委員會

阮德添先生(主席)
黃健俊先生
廖廣生先生

提名委員會

鄧耀昇先生(主席)
阮德添先生
廖廣生先生

薪酬委員會

阮德添先生(主席)
鄧耀昇先生
廖廣生先生

授權代表

嚴沛基先生
陳業強先生

公司秘書

陳業強先生

香港主要營業地點

香港
九龍
慈雲山
毓華街68-72號
貫華里1號地下

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

HONG KONG BRANCH SHARE REGISTRAR

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

AUDITOR

Ernst & Young
22nd Floor, CITIC Tower,
1 Tim Mei Avenue,
Central, Hong Kong

LEGAL ADVISER

Deacons (As to Hong Kong Law)
5th Floor, Alexandra House,
18 Chater Road, Central, Hong Kong

PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited
28/F, CCB Tower,
3 Connaught Road Central,
Central, Hong Kong

Hang Seng Bank Limited
83 Des Voeux Road Central,
Hong Kong

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central,
Hong Kong

STOCK CODE

1989

COMPANY WEBSITE

www.pinecaregroup.com

註冊辦事處

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

開曼群島股份過戶登記總處

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港皇后大道東183號
合和中心54樓

核數師

安永會計師事務所
香港中環
添美道1號
中信大廈22樓

法律顧問

的近律師行(有關香港法律)
香港中環遮打道18號
歷山大廈5樓

主要往來銀行

中國建設銀行(亞洲)股份有限公司
香港中環
干諾道中3號
中國建設銀行大廈28樓

恒生銀行有限公司
香港
德輔道中83號

香港上海滙豐銀行有限公司
香港
皇后大道中1號

股份代號

1989

公司網站

www.pinecaregroup.com

MILESTONES

里程碑

THE EARLY YEARS

In the early years, we established our core values, from which our corporate culture would grow.

COMPETENT PEOPLE

Attracting the best people possible and having the best system in place to help them reach their full potentials

RESPECT

Respecting the elderly residents the way we would to our families

ELDERLY FIRST

Putting the best interests of the elderly residents above all else

Our first projects include previous **Pine Care Centre**, previous **Tsz Wan Shan Pine Care Elderly Home**, previous **New Pine Care Centre**, and **Pinecrest Elderly Centre**. During this period, we also became one of the first RCHEs to participate in the Hong Kong Government's EBPS program.



SETTING THE FOUNDATION

The focus of our second decade was setting our foundation for quality. This includes the establishment of our Quality Assurance Monitoring Committee, obtaining the internationally recognised ISO 9001 accreditation, the in-house development of Encompass, our nursing and operations software system, the optimisation and standardisation of our operating procedures, and the grooming of generation of management personnel. Additionally, we had also established **Pine Care (Manning) Elderly Centre** in Tsz Wan Shan and **Pine Care Hong Fai Elderly Centre** in Sai Wan Ho during these years.

■ 1989 - 1999 ■

■ 2000 - 2009 ■



開業初期

於開業早期，我們已建立了集團的核心價值，由此培養出我們一路以來的企業文化。

人才

吸納優秀人才，並提供完善的系統，助其全面發揮潛力

尊重

如家人般尊重長者院友，做到「敬老如親」

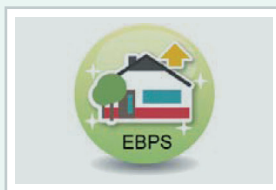
長者優先

將長者院友的最佳利益置於首位

我們於首階段成立的項目包括前松齡護理安老院、前慈雲山松齡護理安老院、前新松齡護理安老中心及松暉護理安老中心。在此期間，我們亦成為參與香港政府改善買位計劃的首批安老院舍之一。

奠定基礎

我們於第二個十年奠定了優質安老服務的基礎，包括成立優質服務監察委員會，並取得國際認可的ISO 9001認證；內部開發智能護理及管理系統Encompass，亦將營運流程優化及標準化，並積極培養管理人才。此外，我們亦於該等年度分別於慈雲山及西灣河成立松齡(萬年)護理安老中心及松齡康輝護理安老中心。



MILESTONES

里程碑

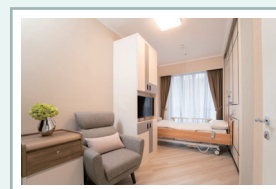
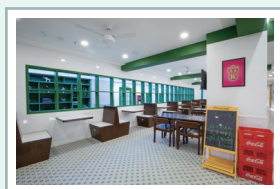
THE COMING OF AGE

Having put a solid operating model and the right people in place, the pace of our growth in our third decade has been much quicker than the previous two decades. Our milestones include:

- The acquisition of two RCHEs, namely **Pine Care (Po Tak) Elderly Centre** and previous **Pine Care (Po Tak Branch) Elderly Centre** in Kwai Fong
- Obtaining the RACAS accreditation from the Hong Kong Association of Gerontology
- The relocation of previous **New Pine Care Centre** to its current location in Shun Lee Estate
- The establishment of **Pine Care (Lee Foo) Elderly Centre** in Shun Lee Estate
- The relocation of previous **Tsz Wan Shan Pine Care Elderly Home** to **Pine Care (Tak Fung) Elderly Centre** in Prince Edward
- Becoming the first elderly care home operator to be listed on the Main Board of the Stock Exchange
- The relocation from previous **Pine Care (Po Tak Branch) Elderly Centre** to **Pine Care Chun King Elderly Centre** in Tsuen Wan
- The establishment of **Pine Care Place**, the upscale RCHE, in Yuen Long
- The establishment of **Patina Wellness**, the first integrated senior wellness hub, in Kowloon City
- The establishment of **Pine Care Yada (Wuzhen) Elderly Centre** and **Pine Care Yada (Wuzhen) Day Care Centre** in Zhejiang Province of Mainland China
- The establishment of **Patina Bistro**, the health-focused restaurant, in Kowloon City
- The establishment of **Patina Care** and **Patina Health Centre** in Kowloon City
- The establishment of **Pine Care Point**, the specialist RCHE for elderly with dementia, in Shek Kip Mei
- Commencement of daycare services in Pine Care Place
- Introduction of new investors



■ 2010 - 2020 ■



近年發展

建立了穩固的營運模式及具備合適的人才後，我們近年的發展速度遠較過去二十年更為快速。里程碑包括：

- 收購兩間安老院舍，即位於葵芳的**松齡(保德)護老中心**及前**松齡(保德)護老中心**分院
- 自香港老年學會獲得香港安老院舍評審計劃認證
- 前**松齡護老中心**搬遷至現時順利邨的位置
- 在順利邨成立**松齡(利富)護老中心**
- 前**慈雲山松齡護理安老院**搬遷至太子的**松齡(德豐)護老中心**
- 成為首間在聯交所主板上市的安老院舍集團
- 前**松齡(保德)護老中心**分院搬遷至荃灣的**松齡俊景護老中心**
- 在元朗成立全新概念高端安老院舍**松齡雅苑**
- 在九龍城成立香港首個私營綜合銀齡養生社區概念項目**蔚盈軒**
- 在中國內地浙江省成立**松齡雅達(烏鎮)醫養中心**及**松齡雅達(烏鎮)日間中心**
- 在九龍城成立健營餐廳**樂活煮意**
- 在九龍城成立**蔚盈苑**及**蔚盈健康中心**
- 在石硤尾成立以認知障礙為主題的**松齡樂軒**
- 於**松齡雅苑**開展日間護理服務
- 引入新的投資者

KEY FOCUS

重點業務

CORE BUSINESS

核心業務



SPECIALIST RCHE

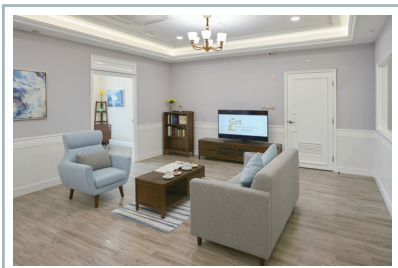
認知障礙主題安老院

Pine Care Point 松齡樂軒



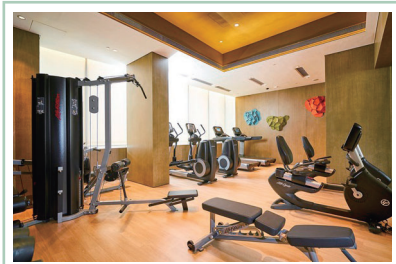
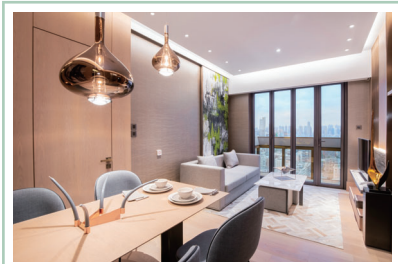
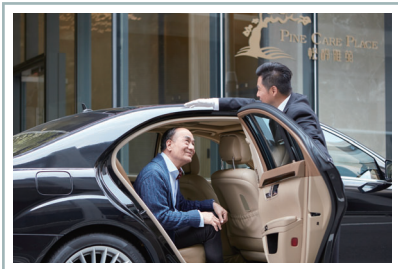
KEY FOCUS

重點業務



UPSCALE RCHE
 高端安老院

Pine Care Place 松齡雅苑



INTEGRATED
 SENIOR
 WELLNESS HUB
 綜合銀齡養生社區

Patina Wellness 蔚盈軒

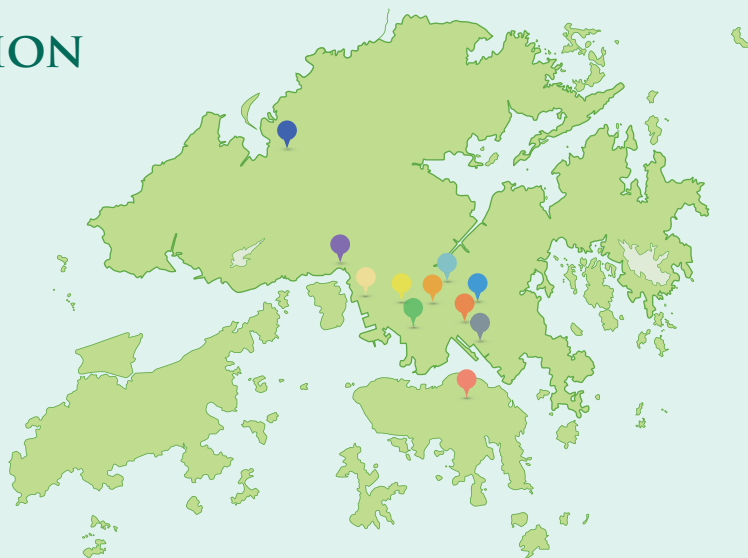


BUSINESS INFORMATION


業務資料

Our Business Footprint in Hong Kong

我們於香港的業務足跡



Hong Kong Island


 **Pine Care Hong Fai Elderly Centre**
Sai Wan Ho

港島區

松齡康輝護老中心
西灣河



Kowloon

 **Pine Care (Tak Fung) Elderly Centre**
Prince Edward

九龍區

松齡(德豐)護老中心
太子



 **New Pine Care Centre**
Kwun Tong

新松齡護老中心
觀塘



 **Pine Care (Lee Foo) Elderly Centre**
Kwun Tong


松齡(利富)護老中心
觀塘



 **Pinecrest Elderly Centre**
Kwun Tong


松暉護老中心
觀塘



 **Pine Care (Manning) Elderly Centre**
Tsz Wan Shan


松齡萬年護老中心
慈雲山



 **Pine Care Point**
Shek Kip Mei

松齡樂軒
石硤尾




 **Patina Wellness**
Kowloon City

蔚盈軒
九龍城



New Territories

 **Pine Care (Po Tak) Elderly Centre**
Kwai Fong

新界區


松齡(保德)護老中心
葵芳



 **Pine Care Chun King Elderly Centre**
Tsuen Wan

松齡俊景護老中心
荃灣



 **Pine Care Place**
Yuen Long

松齡雅苑
元朗



 Core Business
核心業務

 Luxury Segment
高端業務

 Daycare Services
日間護理服務

 Integrated Senior Wellness Hub
綜合銀齡養生社區

 Enhanced Bought Place Scheme (EBPS) — Category EA1
護理安老宿位買位計劃 — 甲一級

 Residential Care Service Voucher (RCSV)
院舍券計劃

Our Business Information in Hong Kong 我們於香港的業務資料

Core Business

Eight EA1 Care and Attention Homes
1,036 Residential Care Places
Net floor area: Approximately 120,000 square feet

核心業務

八間甲一級護理安老院
1,036個安老院舍宿位
淨樓面面積：約120,000平方呎

Daycare Services

Serving 20 elderly customers daily on average

日間護理服務

平均每天為20位長者客戶提供服務

Luxury Segment

Upscale RCHE: Pine Care Place
68 Residential Care Places
Floor area: Approximately 33,400 square feet

高端業務

高端護理安老院：松齡雅苑
68個安老院舍宿位
樓面面積：約33,400平方呎

RCHE Specializing in Dementia Care: Pine Care Point
102 Residential Care Places
Floor area: Approximately 43,400 square feet

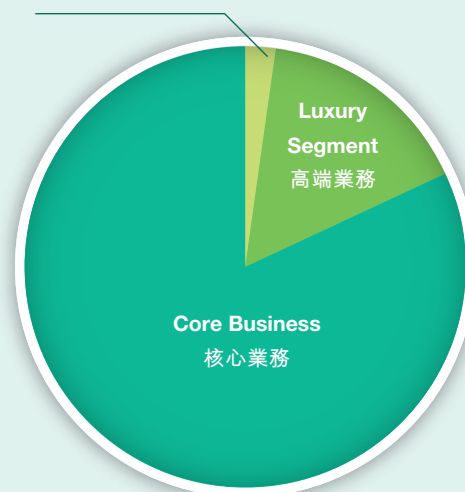
認知障礙主題院舍：松齡樂軒
102個安老院舍宿位
樓面面積：約43,400平方呎

Integrated Senior Wellness Hub: Patina Wellness
79 Serviced Apartment with Nursing Care Services
32 Residential Care Places
Health Centre
Health Focused Restaurant
Floor area: Approximately 84,000 square feet

綜合銀齡養生社區：蔚盈軒
79個服務式住宅，可提供護理服務
32個安老院舍宿位
健康中心
健營餐廳
樓面面積：約84,000平方呎

Daycare Services

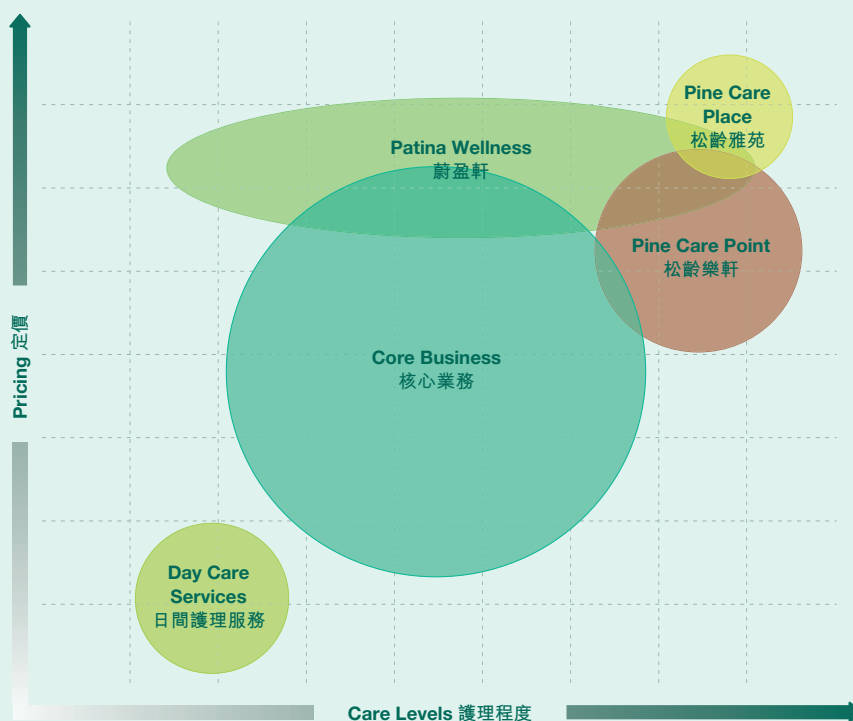
日間護理服務



Our Service Offerings 我們的服務涵蓋

Today, our service offerings cover a wide range, needs and price points, and serves as a differentiation factor from other operators.

現時，我們所提供的服務涵蓋廣泛範圍、需求及價格，並為本集團與其他營運商得以區分的因素。



CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board of directors (the "Board") of Pine Care Group Limited (the "Company"), I am pleased to present this annual report and the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 March 2020 ("FY2020").

The past year was one of innovation and transformation for Pine Care Group, with the introduction of new services and specialised projects, as well as the addition of new board members and investors. I am extremely honored to be appointed as the Chairman of the Group and I look forward to working with the Board and management to build a future based on innovation, leveraging on our resources to create long term shared value to our shareholders and promoting the development of the industry. Our aim is not only to achieve a higher level of service quality for the elderly, but also to alleviate the shortage of elderly care places as a result of the aging population of Hong Kong.

I believe that the Tang family's and my extensive experience in Hong Kong's property market and our ability to source suitable locations for expansion will accelerate the Group's growth trajectory. My past professional experience also includes hotels, catering, and clubhouse businesses. Together with the Group's expertise in elderly care and its track record of technological innovation, I am confident of the synergistic effect and our ability to create a strong business ecosystem under the main core values of the Group, namely (i) respecting the elderly residents the way we would to our families; (ii) putting the best interests of the elderly residents above all else; (iii) and caring for our talents. Going forward, the Group will focus more on exploring the mid-end to high-end elderly care market to diversify our business and strive for greater competitiveness in the elderly care market in Hong Kong, the Greater Bay Area, and the rest of Mainland China.

各位股東：

本人謹代表松齡護老集團有限公司(「本公司」)之董事會(「董事會」)欣然提呈本年報及本公司及其附屬公司(「本集團」)於截至2020年3月31日止年度(「2020財政年度」)的經審核綜合財務報表。

過去一年，是松齡護老集團啟動變革創新的年份。我們一方面在服務上推陳出新，推出專題項目，另一方面又引入了新的董事會成員與投資者。本人非常榮幸能獲委任成為本集團主席，期望未來可與一眾董事及管理層以創新思維共建未來，利用我們的資源為股東帶來長遠共享價值，推動行業發展。我們不單為長者提供更高水平的服務質素，亦致力紓緩香港人口老化所帶來的安老宿位短缺問題。

本人相信鄧氏家族及本人於香港物業市場的豐富經驗，以及物色合適擴展地點的能力將有助本集團增長。本人過去的專業經驗亦包括酒店、餐飲及會所業務。憑藉本集團於護老行業的專業知識，結合科技創新經驗，本人對其協同效應，以及在秉持松齡(i) 敬老如親；(ii) 長者優先；及(iii) 關顧人才的主要核心價值下創建強大商業生態圈的能力充滿信心。展望未來，本集團將更著力開拓中高端安老服務市場，以令業務更趨多元化，增強我們在香港、大灣區以至全國安老服務市場的競爭力。

CHAIRMAN'S STATEMENT

主席報告

BUSINESS REVIEW AND OUTLOOK

Our business has performed well and has delivered a year-on-year growth in core EBITDA of approximately 19.6% to HK\$38.4 million for FY2020 from HK\$32.1 million for FY2019, primarily driven by the average fee increase and improved occupancy rate of Pine Care Place.

FY2020 was a very difficult year, with social unrests and the outbreak of COVID-19 presenting extraordinary social and economic challenges to much of Hong Kong. Fortunately, the core business of our eight EA1 care and attention homes have been largely unaffected by these events. Occupancy rate remains strong, averaging at 93.6%, compared to 94.2% for the same period last year. We are deeply moved by our staff's professionalism and dedication to the elderly during this challenging time, and we would like to take this opportunity to thank them for their tireless efforts, in particular, for their perseverance in taking care of our elderly residents in the pandemic.

Note:

"Enhanced Bought Place Scheme" or "EBPS": the scheme under which the Social Welfare Department (the "SWD") of the Government of the Hong Kong Special Administrative Region (the "Government") has purchased residential care places (beds) from private homes for the elderly since 1998, with a view to upgrading the service standard of these homes through enhanced service requirements in terms of staffing and space standards. This also helps to increase the supply of subsidised places so as to reduce elderly's waiting time for subsidised care and attention home places. Elderly homes under the EBPS are split into two categories, namely EA1 and EA2, with different space standards and staffing requirements.

"EA1": one of the two categories under the EBPS. EA1 homes have higher requirements in terms of staffing and per capita net floor area as compared to EA2 homes. As required under the EBPS, the staffing requirement for an EA1 home with 40 places is 21.5, calculated on the basis of eight working hours per staff per day, including relief staff, and its per capita net floor area are 9.5 square metres.

Since the Group's IPO three years ago, we have made remarkable progress in broadening our reach and executing new business models. Today, our service offerings cover a wide range and needs and price points, and serves as a differentiating factor from other operators.

業務回顧及展望

本集團的業務表現持續良好，核心 EBITDA 由 2019 財政年度的 32.1 百萬港元按年增長約 19.6% 至 2020 財政年度的 38.4 百萬港元，主要由平均費用增加及松齡雅苑的入住率改善所推動。

2020 財政年度是非常艱鉅的一年，社會動盪及新型冠狀病毒爆發為香港帶來特殊的社會及經濟挑戰。幸而我們旗下八間甲一級護理安老院的核心業務大致上並無受該等事件所影響。入住率保持高企，平均為 93.6%，而去年同期則為 94.2%。在此充滿挑戰的時期，我們的員工仍保持專業，為長者熱心服務，我們深受感動，並謹藉此機會感謝員工孜孜不倦的付出，特別是在疫情期間仍盡心盡力照顧我們的長者院友。

附註：

「改善買位計劃」：香港特別行政區政府（「政府」）社會福利署（「社會福利署」）自 1998 年起根據此計劃向私營安老院購買安老院舍宿位，透過改善員工比例和空間標準的服務要求，提高安老院的服務水平。此亦有助提供更多資助宿位以縮短長者輪候入住資助護理安老院舍宿位的時間。改善買位計劃下的安老院可細分為兩級別，即甲一級和甲二級，有不同的空間標準及員工比例要求。

「甲一級」：改善買位計劃下兩級別之一。甲一級安老院在員工比例和人均樓面淨面積的要求方面較甲二級安老院高。根據改善買位計劃的要求，一間 40 個宿位的甲一級安老院的員工要求為 21.5 人，乃按每名員工（包括替假員工）每日工作八小時的基準計算，而其人均樓面淨面積為 9.5 平方米。

自本集團於三年前首次公開發售以來，我們已在拓展業務範圍及執行新業務模式方面取得重大進展。時至今日，我們所提供的服務涵蓋廣泛範圍、需求及價格，並成為本集團與其他營運商得以區分的因素。

CHAIRMAN'S STATEMENT

主席報告

While our core business has remained stable amid the recent social and economic challenges, our projects in the luxury segment are facing some headwinds. Looking ahead, we foresee that the softening of the economy will continue to dampen the willingness of our customers to spend in the luxury segment. Having said that, we are pleased to report that in spite of the difficult business environment, we are still gaining ground in all of our luxury projects. We are also delighted to report that daycare services have already begun at Pine Care Place, our luxury care and attention home located at Yoho Mall I (Extension) in Yuen Long. Not only does daycare services bring in a new revenue stream, but it also fits into our strategic goal of broadening our reach, enabling us to serve the elderly with a wider range of needs. In Mainland China, the picture is less rosy, at least in the short run. While we are very proud of the level of service that we have brought to the Mainland China, we are still finding the right way to market our services. We will redouble our marketing efforts and hopefully bring this project to fruition in the near future.

Operationally, we have had some measurable success in increasing our efficiencies through introducing incentive programs for home managers. The focus in the coming year will be to build upon this foundation and continue to search for efficiency gains without sacrificing service quality. At the same time, we will continue to search for new expansion opportunities, including replicating our proven business models, launching new lines of business, and finding synergistic collaboration opportunities.

APPRECIATION

On behalf of the Board, I would like to thank our shareholders, customers, bankers and business partners for their continued trust and support. Once again, I would like to express my sincere gratitude to our staff members for their professional dedication, diligence and contribution to the Group, all of which lay the foundation for the Group's future success. We are pleased with our execution of the expansion strategy, and we are excited by the opportunities that lie ahead.

Tang Yiu Sing

Chairman and Executive Director

26 June 2020

我們的核心業務在近期的社會及經濟挑戰下仍保持穩定，惟我們於高端市場的項目遇到若干阻力。展望未來，我們預期經濟疲軟將繼續降低客戶於高端市場的消費意欲。儘管如此，我們欣然報告，雖然經營環境艱鉅，但我們所有的高端項目仍在增長。我們亦欣然報告，位於元朗形點一期(擴展部分)的高端安老院松齡雅苑已經展開日間護理服務。日間護理服務不僅帶來新的收益來源，亦符合我們拓展業務範圍的策略目標，使我們能夠服務需求範圍更廣泛的長者。在中國內地，至少在短期內，經營環境較不明朗。儘管我們為本集團為中國內地帶來的服務水平感到非常自豪，惟我們仍在尋找適當方法推銷我們的服務。我們將加大營銷力度，期望在不久的將來實現該項目的成果。

在營運上，我們透過引入主管獎勵計劃，在提高效率方面取得若干可見成果。來年的重點將為在此基礎上發展，並在保持服務質素的情況下繼續尋求增強效益。同時，我們將繼續尋求新的擴展機會，包括複製我們經驗證的業務模式、推出新的業務線以及尋求協同合作機會。

鳴謝

本人謹代表董事會在此衷心感謝我們的股東、客戶、銀行家及商業夥伴一直以來的信任及支持。再一次，本人向我們員工的敬業精神、勤奮和對本集團的貢獻致以衷心感謝，以上所有均為本集團再創高峰的基石。我們對於執行擴展策略的進程感到高興，並對迎面的機遇感到振奮。

主席兼執行董事

鄧耀昇

2020年6月26日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW

Please refer to the section headed “BUSINESS REVIEW AND OUTLOOK” for (i) a discussion of the core business of the Group for the financial year ended 31 March 2020; and (ii) prospects of the core business and new projects of the Group.

An analysis of the revenue and operating segment information for the financial year ended 31 March 2020 is set out in notes 6 and 5 to the financial statements, respectively.

FINANCIAL REVIEW

Revenue

The Group’s revenue was generated from (i) rendering elderly home care services including the provision of residence, professional nursing and care taking services, nutritional management, medical services, psychological and social care, and individual care plans; and (ii) sale of elderly home related goods and provision of health care services, in Hong Kong.

Total revenue delivered a year-on-year increase of approximately 16.4% to HK\$217.4 million in FY2020 from HK\$186.8 million in FY2019. The increase was mainly due to the combined effects of (i) the increase in average monthly residential fee of our eight EA1 care and attention homes; and (ii) improved occupancy rate of Pine Care Place.

Amortisation

Amortisation represents amortisation charges for our intangible assets which were recognised upon completion of acquisition of a subsidiary in April 2017. Amortisation charge remained stable at HK\$3.1 million in both FY2020 and FY2019.

Depreciation

Depreciation represents depreciation charges for the Group’s property, plant and equipment which comprise right-of-use assets, leasehold improvements, furniture, fixtures and other equipment; and motor vehicles. Depreciation increased by approximately 181.6% to HK\$33.7 million in FY2020 from HK\$12.0 million in FY2019. The increase in depreciation was primarily attributable to the combined effects of (i) an increase in depreciation charge of HK\$25.2 million on right-of-use assets upon adoption of HKFRS 16; and (ii) full year effect of depreciation charges of Pine Care Place.

業務回顧

關於 (i) 本集團截至 2020 年 3 月 31 日止財政年度的核心業務的討論；及 (ii) 本集團核心業務及新項目的前景，請參閱「業務回顧及展望」一節。

截至 2020 年 3 月 31 日止財政年度收益分析及經營分部資料分別載於財務報表附註 6 及 5。

財務回顧

收益

本集團的收益乃產生自於香港 (i) 提供安老院舍服務，包括提供住宿、專業護理及照料服務、營養管理、醫療服務、心理及社會關懷以及個人護理計劃；及 (ii) 銷售安老院相關貨品及提供醫療保健服務。

收益總額由 2019 財政年度的 186.8 百萬港元按年增加約 16.4% 至 2020 財政年度的 217.4 百萬港元。該增加主要由於以下各項的綜合影響：(i) 旗下八間甲一級護理安老院的平均每月住宿費增加；及 (ii) 松齡雅苑的入住率改善。

攤銷

攤銷指因於 2017 年 4 月完成收購一間附屬公司而確認的無形資產攤銷支出。攤銷支出維持穩定，於 2020 財政年度及 2019 財政年度為 3.1 百萬港元。

折舊

折舊指就本集團的物業、廠房及設備（包括使用權資產、租賃物業裝修、傢俬、固定裝置及其他設備以及汽車）的折舊開支。折舊由 2019 財政年度 12.0 百萬港元增加約 181.6% 至 2020 財政年度 33.7 百萬港元。折舊增加主要由於以下各項的綜合影響：(i) 採納香港財務報告準則第 16 號後使用權資產折舊開支增加 25.2 百萬港元；及 (ii) 松齡雅苑的折舊開支的全年影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Staff costs

Staff costs remained as the largest component of our operating expenses. Our staff costs include wages, salaries, bonuses, retirement benefit costs, and other allowances and benefits payable to all employees of the Group. Our gross staff costs, before netting off with government grants of HK\$11.2 million in FY2020 and HK\$9.6 million in FY2019, respectively for hiring specialised professionals for our elderly residents with dementia or infirmity, increased by approximately 11.4% to HK\$110.7 million in FY2020 from HK\$99.4 million in FY2019, which represents approximately 51.0% of FY2020 revenue and 53.2% of FY2019 revenue respectively. The increase was primarily contributed by a general salary increment during the year.

Property rental and related expenses

Our property rental and related expenses primarily represent government rent and rates and building management fees in respect of our leased properties. Property rental and related expenses decreased by approximately 67.4% to HK\$6.6 million in FY2020 from HK\$20.3 million in FY2019. The decrease was primarily contributed by the combined effects of adjustment on property rental expenses of HK\$19.8 million upon adoption of HKFRS 16, which was partially offset by the increase of building management fees and government rent and rates.

Food and beverage costs

Our food and beverage costs represent costs of all food ingredients and beverages used for the provision of meals to our residents. The costs remained stable at HK\$8.5 million in both FY2020 and FY2019.

Utility expenses

Our utility expenses represent costs of water and electricity for our care and attention homes and office. The costs remained stable at HK\$7.1 million in FY2020 compared with HK\$6.9 million in FY2019.

Supplies and consumables

Our supplies and consumables represent costs of medical consumable materials used for our operation. The costs increased by approximately 17.8% to HK\$6.7 million in FY2020 from HK\$5.7 million in FY2019. The increase in supplies and consumables was mainly contributed by more procurement of medical consumable materials and sanitation products to safeguard our care and attention homes against the novel coronavirus.

員工成本

員工成本仍為我們經營開支的最大組成部分。我們的員工成本包括應付本集團所有僱員的工資、薪金、花紅、退休福利成本及其他津貼以及福利。我們在扣除於2020財政年度及2019財政年度分別為11.2百萬港元及9.6百萬港元的政府補助(用以聘用專業人員照顧患有腦退化症或需要療養的長者院友)前的員工成本總額從2019財政年度的99.4百萬港元增加約11.4%至2020財政年度的110.7百萬港元，分別約相當於2020財政年度收益約51.0%及2019財政年度收益的53.2%。增加乃主要由於年內整體薪金增加。

物業租金及相關開支

我們的物業租金及相關開支主要指政府地租及差餉以及我們租賃物業的樓宇管理費。物業租金及相關開支從2019財政年度的20.3百萬港元減少約67.4%至2020財政年度的6.6百萬港元。該減少乃主要由於採納香港財務報告準則第16號後物業租金開支作出的調整19.8百萬港元，但該款項部分由樓宇管理費以及政府地租及差餉增加所抵銷的綜合影響所致。

食品及飲品成本

我們的食品及飲品成本指為院友提供膳食所用的所有食材及飲品的成本。2020財政年度及2019財政年度該成本均維持穩定於8.5百萬港元。

公用事業開支

我們的公用事業開支指我們護理安老院及辦公室的水電成本。該成本於2020財政年度維持穩定，為7.1百萬港元，而2019財政年度為6.9百萬港元。

供應及消耗品

我們的供應及消耗品指經營所用的醫療消耗品的成本。該成本從2019財政年度的5.7百萬港元增加約17.8%至2020財政年度的6.7百萬港元。供應及消耗品增加乃主要由於採購醫療消耗品及衛生用品增加，以保障旗下護理安老院免受新型冠狀病毒侵害。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Repair and maintenance

Our repair and maintenance expenses are incurred for initiatives for improving facilities and daily repair and maintenance works in our care and attention homes to ensure the quality and safety of the premises and facilities. The expenses increased by approximately 47.5% to HK\$2.7 million in FY2020 from HK\$1.9 million in FY2019. The increase in expenses was primarily driven by certain initiatives for improving facilities of our care and attention homes in the current year.

Other operating expenses

Our other operating expenses in FY2020 mainly consist of (i) medical and professional fees incurred for engaging external visiting medical officers, dietitians and pharmacists, and additional manpower of physiotherapists, care workers and health workers through employment agencies, with an aggregate amount of HK\$12.2 million (FY2019: HK\$9.0 million); (ii) advertising expenses for digital marketing and promotions of our care and attention homes and new projects, with an aggregate amount of HK\$1.6 million (FY2019: HK\$1.2 million); (iii) cleaning expenses for our care and attention homes, with an aggregate amount of HK\$1.2 million (FY2019: HK\$1.0 million); (iv) insurance policies for all of our care and attention homes, with an aggregate amount of HK\$1.0 million (FY2019: HK\$1.5 million); (v) legal and professional fees, with an aggregate amount of HK\$7.1 million (FY2019: HK\$4.7 million); (vi) corporate expenses and various operating expenses, with an aggregate amount of HK\$4.6 million (FY2019: HK\$4.1 million).

The expenses increased by approximately 28.6% to HK\$27.7 million in FY2020 from HK\$21.5 million in FY2019. The increase in other operating expenses was primarily driven by (i) the increase in medical and professional fees of HK\$3.2 million for engaging more physiotherapists and additional workforce to combat short-term labour shortage of the Group through employment agencies; (ii) the increase of legal and professional fees of HK\$2.4 million for the preparation of the composite offer and response document jointly issued by the Company and Mr. Tang Yiu Sing dated 28 February 2020 in relation to, among other things, the unconditional mandatory general cash offer; and (iii) the increase of advertising expenses of HK\$0.4 million for our digital marketing initiatives for Patina Care, Pine Care Point and Pine Care Place.

Share of loss of a joint venture

The amount represented the share of loss of Patina Wellness Limited which is indirectly held as to 51% by the Group.

維修及保養

我們的維修及保養開支乃就我們的護理安老院的改善設施活動及日常維修及保養工程以確保場地及設施的質量及安全而產生。該開支由2019財政年度的1.9百萬港元增加約47.5%至2020財政年度的2.7百萬港元。開支增加主要受我們護理安老院於本年度改善設施的若干舉措推動。

其他經營開支

於2020財政年度，我們的其他經營開支主要包括(i) 聘用外部到診醫生、營養師及藥劑師以及通過僱傭中介公司聘用物理治療師、護理員及保健員的額外人手所產生的醫療及專業費用，總額為12.2百萬港元(2019財政年度：9.0百萬港元)；(ii) 護理安老院及新項目的數碼營銷及推廣的廣告開支，總額為1.6百萬港元(2019財政年度：1.2百萬港元)；(iii) 旗下護理安老院的清潔開支，總額為1.2百萬港元(2019財政年度：1.0百萬港元)；(iv) 就旗下所有護理安老院投購的保險，總額為1.0百萬港元(2019財政年度：1.5百萬港元)；(v) 法律及專業費用，總額為7.1百萬港元(2019財政年度：4.7百萬港元)；(vi) 企業開支及各項經營開支，總額為4.6百萬港元(2019財政年度：4.1百萬港元)。

有關開支由2019財政年度的21.5百萬港元增加約28.6%至2020財政年度的27.7百萬港元。其他經營開支增加乃主要由於(i) 為應對本集團的短期人手短缺，通過僱傭中介公司聘用更多物理治療師及額外人手的醫療及專業費用增加3.2百萬港元；(ii) 法律及專業費用增加2.4百萬港元，以編製由本公司及鄧耀昇先生聯合刊發日期為2020年2月28日的綜合要約及回應文件，內容有關(其中包括)無條件強制全面現金要約；及(iii) 蔚盈苑、松齡樂軒及松齡雅苑的數碼營銷計劃的廣告開支增加0.4百萬港元。

分佔一間合營企業虧損

有關金額為分佔銅瓊養生有限公司(本集團間接持有51%權益)的虧損。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Finance costs

Our finance costs mainly represent interest expenses on bank loans. The finance costs increased by approximately 98.7% to HK\$4.8 million in FY2020 from HK\$2.4 million in FY2019. The increase in finance costs was primarily due to the combined effects of (i) the adjustment on interest expenses on lease liabilities of HK\$1.9 million upon adoption of HKFRS 16; and (ii) increase in interest rates during FY2020.

Income tax expense

Our income tax expense represents Hong Kong profits tax of 16.5% on estimated assessable profits arising in Hong Kong. The income tax expense increased by approximately 109.8% to HK\$3.5 million in FY2020 from HK\$1.7 million in FY2019. The increase in income tax expense was primarily attributable to the increase in current tax due to increased assessable profits.

Profit for the year attributable to equity holders of the Company

As a result of the foregoing, profit for the year attributable to equity holders of the Company increased by approximately 1.1% to HK\$13.6 million in FY2020 from HK\$13.4 million in FY2019.

KEY FINANCIAL POSITION ITEMS

Property, plant and equipment

Our property, plant and equipment consist of land and buildings, right-of-use assets, leasehold improvements, furniture, fixtures and other equipment, motor vehicles and construction in progress. As at 31 March 2020 and 31 March 2019, the Group's property, plant and equipment amounted to HK\$819.3 million and HK\$331.4 million respectively. The increase of HK\$487.9 million in FY2020 was primarily due to the combined effects of (i) reclassification of prepaid land lease payment of HK\$376.7 million upon adoption of HKFRS 16, (ii) the completion of renovation works of Pine Care Point which led to an increase in capital expenditure of HK\$36.6 million, (iii) recognition of right-of-use assets of HK\$105.1 million upon adoption of HKFRS 16; and (iv) depreciation charges of HK\$33.7 million for the current year.

Prepaid land lease payments

As at 31 March 2019, our prepaid land lease payments represented the unamortised land portion of the property of Shop G1B, G/F, whole 1/F to 3/F, Main Town Plaza, 223-239 Nam Cheong Street, Kowloon where Pine Care Point is situated and a warehouse. Upon adoption of HKFRS 16 during FY2020, this balance sheet line item was accounted for as right-of-use assets in property, plant and equipment.

財務成本

我們的財務成本主要指銀行貸款利息開支。財務成本從2019財政年度的2.4百萬港元增加約98.7%至2020財政年度的4.8百萬港元。財務成本增加乃主要由於以下各項的綜合影響：(i)採納香港財務報告準則第16號後租賃負債的利息開支調整1.9百萬港元；及(ii)於2020財政年度利率上升。

所得稅開支

我們的所得稅開支指按香港產生之估計應課稅溢利之16.5%繳納香港利得稅。所得稅開支從2019財政年度的1.7百萬港元增加約109.8%至2020財政年度的3.5百萬港元。所得稅開支增加乃主要由於應課稅溢利增加致使即期稅項增加。

本公司權益擁有人應佔年度溢利

由於上文所述，本公司權益擁有人應佔年度溢利從2019財政年度的13.4百萬港元增加約1.1%至2020財政年度的13.6百萬港元。

主要財務狀況項目

物業、廠房及設備

我們的物業、廠房及設備包括土地及樓宇、使用權資產、租賃物業裝修、傢俬、固定裝置及其他設備、汽車及在建工程。於2020年3月31日及2019年3月31日，本集團的物業、廠房及設備分別為819.3百萬港元及331.4百萬港元。於2020財政年度的487.9百萬港元的增幅乃主要由於以下項目的綜合影響：(i)於採納香港財務報告準則第16號後將預付土地租賃付款376.7百萬港元重新分類；(ii)松齡樂軒完成翻新工程以致資本開支增加36.6百萬港元；(iii)採納香港財務報告準則第16號後確認使用權資產105.1百萬港元；及(iv)本年度的折舊開支33.7百萬港元。

預付土地租賃付款

於2019年3月31日，我們的預付土地租賃付款指位於九龍南昌街223-239號名都廣場地下G1B舖、1樓至3樓全層的松齡樂軒的物業及一間倉庫的未攤銷土地部分。於2020財政年度採納香港財務報告準則第16號後，此項資產負債表項目於物業、廠房及設備入賬為使用權資產。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Goodwill

Goodwill primarily represents the excess of the aggregate of the consideration over the fair value of the identifiable net assets acquired and liabilities assumed. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

As at 31 March 2020 and 31 March 2019, the Group carried goodwill of HK\$33.8 million in the consolidated statement of financial position, which arose from the acquisition of controlling interests in companies principally engaged in the provision of elderly home care services. No impairment was noted based on the goodwill impairment assessment performed by our management.

Interest-bearing bank borrowings

As at 31 March 2020 and 31 March 2019, our interest-bearing bank borrowings mainly represented bank loans which consisted of mortgage loans for financing mortgage payments for our care and attention home premises and working capital loans for our working capital.

The effective interest rates pertaining to our bank loans ranged from 2.00% to 4.05% as at 31 March 2020 and from 2.13% to 3.66% as at 31 March 2019; with the maturity up to year 2035 as at 31 March 2020 and 31 March 2019. Despite an increasing trend of interest rates is expected in the foreseeable future, we are confident in managing our finance costs through repayments of the bank loans via our steady cash inflows generated from operations.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Our net assets amounted to HK\$206.7 million and HK\$207.1 million as at 31 March 2020 and 31 March 2019 respectively. The slight decrease in net assets was primarily due to the combined effects of profitable operation for FY2020 and payment of dividends in FY2020.

For illustrative purposes, by including the revaluation surplus of the land and buildings of the Group of HK\$773.9 million, being the premium of the HK\$1,443.8 million total valuation, as appraised by an independent valuer engaged by the Company in respect of the valuation of the land and buildings of the Group as at 31 March 2020, over the carrying amount of the land and buildings of the Group of HK\$669.9 million as at 31 March 2020, the adjusted consolidated net assets of the Group would have been HK\$980.6 million as at 31 March 2020.

商譽

商譽主要包括代價總額超出所收購可識別資產淨值及所承擔負債公允值的差額。初始確認後，商譽按成本減任何累計減值虧損計量。

於2020年3月31日及2019年3月31日，本集團綜合財務狀況表中的商譽賬面值為33.8百萬港元，乃產生自收購主要從事提供安老院舍服務的公司的控股權益。基於我們管理層進行的商譽減值評估，並無發現任何減值。

計息銀行借款

於2020年3月31日及2019年3月31日，我們的計息銀行借款主要指銀行貸款，包括就撥付我們護理安老院場地的按揭付款的按揭貸款以及我們營運資金的營運資金貸款。

於2020年3月31日，我們銀行貸款的實際利率介乎2.00%至4.05%，而於2019年3月31日則介乎2.13%至3.66%；於2020年3月31日及2019年3月31日的到期情況均直至2035年。儘管預計於可見未來利率將呈上升趨勢，但我們有信心通過我們來自經營活動的穩定現金流入償還銀行貸款從而管理我們的財務成本。

流動資金、財務及資本資源

我們於2020年3月31日及2019年3月31日的淨資產分別為206.7百萬港元及207.1百萬港元。淨資產輕微減少主要受2020財政年度取得盈利及2020財政年度派付股息的綜合影響。

為作說明，根據本公司所委聘的獨立估值師對本集團的土地及樓宇於2020年3月31日的估值作出的評估，將本集團的土地及樓宇的重估盈餘773.9百萬港元（即估值總額1,443.8百萬港元的溢價）計入本集團的土地及樓宇於2020年3月31日的賬面值669.9百萬港元後，於2020年3月31日本集團的經調整綜合資產淨值將為980.6百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

As at 31 March 2020, our cash and bank balances amounted to HK\$27.8 million (as at 31 March 2019: HK\$50.9 million) and were mainly denominated in Hong Kong dollars; and our net current liabilities were HK\$409.5 million (net current liabilities as at 31 March 2019: HK\$19.2 million). The current ratio, being current assets over current liabilities, was approximately 0.10 time as at 31 March 2020 (as at 31 March 2019: 0.75 time). As mentioned in note 2.1 of financial statements, the Group did not comply with a covenant of a term loan as at 31 March 2020; and the carrying amount of this term loan, amounting to HK\$346.5 million, was classified as current liabilities as at 31 March 2020. In June 2020, the relevant covenant of this term loan was removed in a revised banking facility letter and the non-current portion of this term loan according to the original repayment schedule, amounting to HK\$332.5 million, was classified as non-current liabilities.

Excluding (i) the non-current portion of the aforesaid term loan of HK\$332.5 million; (ii) deferral of principal payments of HK\$33.8 million covered under the Hong Kong Monetary Authority's Pre-approved Principal Payment Holiday Scheme for Corporate Customers; and (iii) the current portion of lease liabilities of HK\$20.9 million upon adoption of HKFRS 16, our net current liabilities would have been HK\$22.3 million (as at 31 March 2019: HK\$19.2 million); and our current ratio, being current assets over current liabilities before the non-current portion of the aforesaid term loan, the aforesaid deferral of principal payments covered under the Hong Kong Monetary Authority's Pre-approved Principal Payment Holiday Scheme for Corporate Customers and current portion of lease liabilities, would have been 0.68 time as at 31 March 2020 (as at 31 March 2019: 0.75 time).

As at 31 March 2020, our interest-bearing bank borrowings amounted to HK\$599.3 million (as at 31 March 2019: HK\$593.5 million), among which, assuming the aforesaid term loan would be repayable according to the repayment schedule and taking into account of the aforesaid deferral of principal payments covered under the Hong Kong Monetary Authority's Pre-approved Principal Payment Holiday Scheme for Corporate Customers, HK\$42.3 million, HK\$51.0 million, HK\$452.6 million, and HK\$53.4 million were repayable within one year or on demand, in the second year, in the third to fifth years (both years inclusive), and beyond five years respectively (as at 31 March 2019: HK\$56.4 million, HK\$41.7 million, HK\$134.2 million, and HK\$361.2 million respectively). As at 31 March 2020 and 31 March 2019, all of our interest-bearing bank borrowings were denominated in Hong Kong dollars and the majority of our interest-bearing bank borrowings were secured by the land and buildings and prepaid land lease payments of the Group.

於2020年3月31日，我們的現金及銀行結餘為27.8百萬港元（於2019年3月31日：50.9百萬港元），主要以港元計值；而我們的流動負債淨額為409.5百萬港元（於2019年3月31日：流動負債淨額19.2百萬港元）。於2020年3月31日，流動比率（即流動資產除以流動負債）約為0.10倍（於2019年3月31日：0.75倍）。誠如財務報表附註2.1所述，於2020年3月31日，本集團並未遵守定期貸款的相關契諾；而於2020年3月31日，該定期貸款的賬面值346.5百萬港元分類為流動負債。於2020年6月，該定期貸款的相關契諾於經修訂銀行融通函件上撤銷，且根據原還款時間表，該定期貸款的非流動部分332.5百萬港元分類為非流動負債。

除(i)上述定期貸款的非流動部分332.5百萬港元；(ii)香港金融管理局向企業客戶提供的「預先批核還息不還本」計劃所涵蓋的本金付款33.8百萬港元延期；及(iii)於採納香港財務報告準則第16號後租賃負債流動部分20.9百萬港元外，於2020年3月31日，流動負債淨額將為22.3百萬港元（於2019年3月31日：19.2百萬港元）；而流動比率（即流動資產除以流動負債（未扣除上述定期貸款的非流動部分、上述香港金融管理局向企業客戶提供的「預先批核還息不還本」計劃所涵蓋的本金付款延期，及租賃負債流動部分））將為0.68倍（於2019年3月31日：0.75倍）。

於2020年3月31日，我們的計息銀行借款為599.3百萬港元（於2019年3月31日：593.5百萬港元），假設上述定期貸款將根據還款時間表償還，並計及上述香港金融管理局向企業客戶提供的「預先批核還息不還本」計劃所涵蓋的本金付款延期，42.3百萬港元、51.0百萬港元、452.6百萬港元及53.4百萬港元乃分別須於一年內或按要求、第二年、第三年至第五年（包括首尾兩年）及五年後償還（於2019年3月31日：分別為56.4百萬港元、41.7百萬港元、134.2百萬港元及361.2百萬港元）。於2020年3月31日及2019年3月31日，我們所有計息銀行借款均以港元計值，而大部分計息銀行借款以本集團的土地及樓宇以及預付土地租賃付款作抵押。

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Gearing ratio is measured by the net debt (representing interest-bearing bank borrowings net of cash and cash equivalents) over total assets (representing current assets and non-current assets). As at 31 March 2020, our gearing ratio was 60.6% as compared with the gearing ratio of 64.2% as at 31 March 2019.

CAPITAL STRUCTURE

There has been no change in the capital structure of the Company during FY2020. The capital of the Company comprises ordinary shares and other reserves.

CAPITAL EXPENDITURE

The capital expenditure during the year was primarily related to the renovation works of Pine Care Point. In FY2020, the Group incurred capital expenditure in an aggregate amount of HK\$40.1 million (FY2019: HK\$77.9 million).

RISK MANAGEMENT

Interest rate risk

The Group's exposure to interest rate risk principally relates to the Group's bank loans which are based on the Hong Kong Interbank Offered Rate or the best lending rate. The Group mitigates the risk by monitoring closely the movements in interest rates and reviewing its banking facilities regularly. The Group has not used any interest rate swap to hedge its exposure to interest rate risk.

As at 31 March 2020, if the interest rates on borrowings had been 25 basis points higher/lower, which was considered reasonably possible by the management, with all other variables held constant, the profit after tax for the year would decrease/increase by HK\$0.5 million (FY2019: HK\$0.5 million) as a result of higher/lower interest expenses on bank borrowings.

Liquidity risk

The Group's objective is to maintain a balance between continuity and flexibility of funding through the use of bank loans. In addition, banking facilities have been put in place for contingency purposes.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis.

資產負債比率乃按淨債務（指計息銀行借款扣除現金及現金等價物）除以總資產（指流動資產及非流動資產）計量。於2020年3月31日，我們的資產負債比率為60.6%，而於2019年3月31日，資產負債比率為64.2%。

資本結構

2020財政年度本公司的資本結構並無變動。本公司的股本包括普通股及其他儲備。

資本開支

年內資本開支主要關於松齡樂軒的裝修工程。於2020財政年度，本集團產生資本開支共計40.1百萬港元（2019財政年度：77.9百萬港元）。

風險管理

利率風險

本集團所承擔之利率風險主要與本集團按香港銀行同業拆息或最優借貸利率計息的銀行貸款有關。本集團透過定期密切關注利率的變動及審閱其銀行融資以降低風險。本集團並無使用任何利率掉期以對沖利率風險。

於2020年3月31日，倘借款利率按管理層認為可能合理地增加／減少25個基點，而所有其他變數維持不變，則年內除稅後溢利因銀行借款利息開支增加／減少而減少／增加0.5百萬港元（2019財政年度：0.5百萬港元）。

流動資金風險

本集團的目標為透過運用銀行貸款使資金在持續性與靈活性之間取得平衡。此外，本集團已進行銀行融資以備應急之用。

信貸風險

本集團僅與獲認可及信譽卓越的第三方交易。本集團的政策為所有擬按信貸條款進行交易的客戶均須接受信貸審核程序。此外，應收款項結餘均受到持續監控。

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The credit risk of the Group's other financial assets comprising cash and bank balances arises from default of the counterparty, with a maximum exposure that equals to the carrying amounts of these instruments. There is no significant concentration of credit risk in relation to the Group's financial assets.

Foreign currency risk

The Group has no significant exposure to foreign currency risk, and hence the Group does not have a foreign currency hedging policy.

CONTINGENT LIABILITIES

As at 31 March 2020, the Group did not have any material off-balance sheet arrangements.

MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES

There was no material acquisition or disposal of subsidiaries, associates and joint ventures undertaken by the Group during the year.

SIGNIFICANT INVESTMENTS

As at 31 March 2020, the Group did not have any significant investments held.

CAPITAL COMMITMENT

As at 31 March 2020, the Group did not have capital commitments (as at 31 March 2019: HK\$4.6 million for the investment in a joint venture).

PLEDGE OF ASSETS

As at 31 March 2020, land and buildings and construction in progress with an aggregate carrying amount of HK\$657.1 million (as at 31 March 2019: HK\$208.3 million), prepaid land lease payments of HK\$376.7 million as at 31 March 2019; and financial assets at fair value through profit or loss with carrying amount of HK\$3.1 million (as at 31 March 2019: HK\$3.1 million) were pledged to secure general banking facilities granted to the Group. Save for the above, the Group had no other pledges of assets as at 31 March 2020.

本集團之現金及銀行結餘等其他金融資產的信貸風險乃因交易對手違約而產生，而該等工具之最高風險與其賬面值相等。本集團的金融資產並無重大集中信貸風險。

外匯風險

本集團並無面臨重大外匯風險，因此本集團並無外匯對沖政策。

或然負債

於2020年3月31日，本集團並無任何重大資產負債表外之安排。

重大收購或出售附屬公司

年內本集團並無重大收購或出售附屬公司、聯營公司及合營企業。

重大投資

於2020年3月31日，本集團並無持有任何重大投資。

資本承擔

於2020年3月31日，本集團並無資本承擔（於2019年3月31日：於一間合營企業投資4.6百萬港元）。

資產抵押

於2020年3月31日，賬面總值為657.1百萬港元（於2019年3月31日：208.3百萬港元）的土地及樓宇及在建工程、於2019年3月31日為數376.7百萬港元的預付土地租賃付款以及賬面值為3.1百萬港元（於2019年3月31日：3.1百萬港元）的按公允值計入損益的金融資產已被抵押以為本集團獲授的一般銀行融資作擔保。除以上所述者外，本集團於2020年3月31日並無其他資產抵押。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

EMPLOYEE AND REMUNERATION POLICY

As at 31 March 2020, the Group had a total of 457 full-time and part-time employees (as at 31 March 2019: 425 employees). Our staff costs (excluding government grants) were HK\$110.7 million in FY2020 (FY2019: HK\$99.4 million).

The Group ensures that the pay levels of its employees are competitive, and employees are rewarded on a performance-related basis, together with reference to the profitability of the Group, prevailing remuneration benchmarks in the industry, and market conditions, within the general framework of the Group's remuneration system.

In addition, the Group also adopted a share option scheme (the "Share Option Scheme") for the purpose of motivating eligible participants to optimise their performance efficiency for the benefit of the Group and to attract and retain or otherwise maintain an on-going business relationship with such eligible participants whose contributions are or will be beneficial to the long-term growth of the Group. Eligible participants of the Share Option Scheme include, but are not limited to, the directors, including independent non-executive directors, of the Group, full-time or part-time employees of the Group, and advisers, consultants, suppliers, customers, and such other persons who in the sole opinion of the directors will contribute or have contributed to the Group. The Share Option Scheme was conditionally adopted on 23 January 2017. No share option has been granted or agreed to be granted under the Share Option Scheme since its adoption.

The remuneration of the directors is reviewed by the Remuneration Committee and approved by the Board, according to the relevant directors' experience, responsibility, workload, the time devoted to the Group, the Group's operating results and comparable market statistics.

僱員及薪酬政策

於2020年3月31日，本集團有合共457名全職及兼職僱員（於2019年3月31日：425名僱員）。我們於2020財政年度的員工成本（不包括政府補助）為110.7百萬港元（2019財政年度：99.4百萬港元）。

本集團確保僱員的薪酬水平具競爭力，僱員的回報在本集團的薪酬系統整體框架內與表現掛鈎，並參考本集團的盈利能力、業內現行薪酬基準以及市場狀況。

此外，本集團亦已採納一項購股權計劃（「購股權計劃」），旨在鼓勵合資格參與者為本集團利益提升個人表現及效率，藉以吸引及留聘現時或將會為本集團長遠增長作出貢獻的該等合資格參與者或以其他方式與彼等維持持續的業務關係。購股權計劃的合資格參與者包括但不限於本集團董事（包括獨立非執行董事）、本集團全職或兼職僱員及顧問、諮詢人、供應商、客戶及董事全權酌情認為將會或曾對本集團作出貢獻的有關其他人士。購股權計劃於2017年1月23日獲有條件採納。自購股權計劃獲採納以來，概無根據購股權計劃已授出或同意授出之購股權。

董事薪酬方案由薪酬委員會審閱並由董事會批准，乃根據相關董事的經驗、職責、工作量、於本集團投放的時間、本集團的經營業績及可資比較市場數據。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Tang Yiu Sing

Mr. Tang Yiu Sing, aged 34, was appointed as an executive director of the Company with effect from 23 March 2020. He is also the chairman of the Board, the chairman of Nomination Committee and a member of the Remuneration Committee of the Company. Mr. Tang graduated from University of Western Ontario with an Executive Master of Business Administration degree and The Hong Kong Polytechnic University with an Executive Master in Innovation Leadership degree. He also received an Honorary Fellowship from The Professional Validation Centre of Hong Kong Business Sector in 2019. Mr. Tang has over 15 years of solid experience in property investment, asset management and business operations. He is the founder and Chairman of Stan Group and the Chief Executive Officer of Tang's Living Group, a member of Stan Group. He is also currently an Executive Director and the Chief Executive Officer of ETS Group Limited (stock code: 8031) of which the shares are listed on the GEM of the Stock Exchange ("ETS Group"). Mr. Tang is currently a director of the China Overseas Friendship Association, a standing committee member of The Chinese People's Political Consultative Conference — Dongguan, chief advisor to the Honorary Consul for Fiji in Hong Kong, an award council member for the Hong Kong Award for Young People, a co-opted member of Task Force of The Social Innovation and Entrepreneurship Development Fund, an executive member of Y.Elite Association and Chairperson of committee on Industries & Commerce of Y.Elite Association and a director of the board of The Community Chest of Hong Kong. In 2019, he also founded the Dongguan-Hong Kong Bay Area Association and served as the president. Mr. Tang is a director of Starcorp Limited and Smartbase Investments Limited (substantial shareholders of the Company), and a younger brother of Dr. Tang Yiu Pong (non-executive director of the Company).

執行董事

鄧耀昇先生

鄧耀昇先生，34歲，於2020年3月23日獲委任為本公司執行董事。彼亦為本公司董事會主席、提名委員會主席及薪酬委員會成員。鄧先生畢業於西安大略大學，取得工商管理碩士學位，並於香港理工大學畢業，取得高級管理人員創新領袖碩士學位。彼於2019年獲香港商業專業評審中心頒授榮譽院士。鄧先生於物業投資、資產管理及業務營運方面擁有逾15年豐富經驗。彼為陞域集團之創始人及主席，以及為陞域集團旗下成員Tang's Living Group的行政總裁。彼亦為易通訊集團有限公司（「易通訊集團」）（股份代號：8031）的執行董事兼行政總裁，該公司股份於聯交所GEM上市。鄧先生現任中華海外聯誼會理事、中國人民政治協商會議東莞市委常委、斐濟駐港名譽領事首席顧問、香港青年獎勵計劃理事會委員、「社會創新及創業發展基金」專責小組增補委員、香港菁英會執行成員及香港菁英會工商發展研究會主席及香港公益金董事。於2019年，彼創立飛躍莞港灣區薈並擔任會長。鄧先生為本公司主要股東 Starcorp Limited 及 Smartbase Investments Limited 的董事，和本公司非執行董事鄧耀邦博士的胞弟。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

Mr. Yim Billy Pui Kei

Mr. Yim Billy Pui Kei, aged 42, the chief executive officer of the Group, was appointed as a director of the Company on 18 August 2015 and was designated as an executive director of the Company on 7 September 2016. He joined the Group in May 2009 as a director. Mr. Billy Yim is a director of the Hong Kong subsidiaries of the Company. He is responsible for formulating business strategies, managing the business operations of the Group and overseeing the general performance of the Group.

Mr. Billy Yim obtained a degree of Bachelor of Science in Engineering in Industrial and Operations Engineering from The University of Michigan in the U.S. in April 2000, a degree of Master of Science in Electronic Commerce from Carnegie Mellon University in the U.S. in May 2003, and a degree of Master of Business Administration from INSEAD (Fontainebleau (France) & Singapore) in December 2007. He was a member of the executive committee of The Elderly Services Association of Hong Kong from 2009 to 2013, and has currently been serving as the Vice-Chairman of the Association of Bought Place Elderly Services since February 2018.

Prior to joining the Group, Mr. Billy Yim worked for United Airlines Inc. in Chicago, the U.S., from August 2000 to February 2002, with his last position being business analyst, Research and Development. He also worked at Best e-Solutions Limited in Hong Kong from November 2003 to July 2005, with his last position being assistant vice president, business development, and HSBC Private Bank (Suisse) SA in Hong Kong from March 2008 to February 2009, with his last position being assistant vice president. Mr. Billy Yim is a director of Silverage Pine Care Limited (a substantial shareholder of the Company), a son of Mr. Yim Ting Kwok (a substantial shareholder of the Company) and Ms. Cho Wing Yin (a substantial shareholder of the Company), and a brother of Mr. Yim Edwin Pui Hin (head of operations of the Group and a substantial shareholder of the Company).

嚴沛基先生

嚴沛基先生，42歲，為本集團的行政總裁，於2015年8月18日獲委任為本公司董事，並於2016年9月7日獲任命為本公司執行董事。彼於2009年5月加入本集團擔任董事。嚴沛基先生為本公司香港附屬公司的董事。彼負責制定業務策略，管理本集團的業務經營，並監督本集團的整體表現。

嚴沛基先生於2000年4月獲得美國密西根大學工業及操作工程的工程學學士學位，於2003年5月獲得美國卡內基美隆大學的電子商務理學碩士學位，並於2007年12月獲得INSEAD (Fontainebleau (France) & Singapore) 的工商管理碩士學位。彼於2009年至2013年為香港安老服務協會的執行委員會成員，並自2018年2月起為香港買位安老服務議會的副主席。

在加入本集團之前，嚴沛基先生於2000年8月至2002年2月在美國芝加哥任職於聯合航空公司，而彼離職前的職位為研發部商業分析師。彼亦於2003年11月至2005年7月任職於博思軟件科技有限公司，而彼離職前的職位為業務發展部助理副總裁，並於2008年3月至2009年2月任職於滙豐私人銀行(瑞士)有限公司，而彼離職前的職位為助理副總裁。嚴沛基先生為Silverage Pine Care Limited(本公司主要股東)的董事、嚴定國先生(本公司主要股東)和曹詠妍女士(本公司主要股東)的兒子，以及嚴沛軒先生(本集團營運主管及主要股東)的胞兄。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

Mr. Yeung Ka Wing

Mr. Yeung Ka Wing, aged 48, was appointed as an executive director of the Company with effect from 23 March 2020. He is an executive director and the chief financial officer of Stan Group. He has over 20 years of experience in accounting, auditing, and corporate restructuring. Mr. Yeung has been appointed as an executive director and a director of the relevant members of ETS Group Limited (stock code: 8031), a company listed on the GEM of the Stock Exchange, with effect from 29 July 2015 and is the Compliance Officer, an authorised representative and a member of the nomination committee and the risk management and internal control committee of ETS Group Limited.

Mr. Yeung graduated from Simon Fraser University with a bachelor's degree in Business Administration majoring in Accounting in 1994 and obtained a master's degree in Business Administration from the University of Western Ontario in 2014. He is a member of the American Institute of Certified Public Accountants and a Chartered Global Management Accountant.

Prior to joining Stan Group, Mr. Yeung was the managing director of FTI Consulting, a consulting company specialised in, among other things, corporate restructuring, receivership and forensic accounting. Mr. Yeung was an Executive Director of Creative Energy Solutions Holdings Limited (now known as "Kirin Group Holdings Limited", stock code: 8109) ("Creative Energy"), a company listed on GEM of the Stock Exchange, for the period from 30 January 2010 to 29 July 2010. During the term of Mr. Yeung's office as its Executive Director, the group of Creative Energy was principally engaged in the provision of energy saving services and sales of energy saving products. Following the completion of the restructuring of Creative Energy, he resigned as an Executive Director of Creative Energy with effect from 29 July 2010.

楊家榮先生

楊家榮先生，48歲，於2020年3月23日獲委任為本公司執行董事，彼現為陞域集團之執行董事及首席財務長，於會計、審計及企業重組方面擁有逾20年經驗。楊先生於2015年7月29日獲委任為易通訊集團有限公司(股份代號：8031)執行董事兼相關成員公司的董事，以及易通訊集團有限公司合規主任、授權代表及提名委員會、風險管理及內部監控委員會之成員。

楊家榮先生於1994年畢業於西門菲莎大學，取得工商管理學士學位(主修會計)，並於2014年於西安大略大學取得工商管理碩士學位。彼為美國會計師協會成員及全球特許管理會計師。

在加入陞域集團前，楊先生為FTI Consulting(一間專門從事(其中包括)企業重組、破產接管及法務會計的諮詢公司)之董事總經理，楊先生於2010年1月30日至2010年7月29日期間曾為科瑞控股有限公司(現稱為「麒麟集團控股有限公司」，股份代號：8109)(「科瑞」)(一間於GEM上市的公司)之執行董事，於楊先生任職其執行董事之期內，科瑞主要從事提供節能服務及節能產品銷售之業務。在科瑞重組完成後，彼辭去科瑞執行董事之職位，自2010年7月29日起生效。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

Mr. Chan Yip Keung

Mr. Chan Yip Keung, aged 37, has been appointed as the chief financial officer of the Group since April 2015. He was appointed as a director of the Company on 30 April 2016 and was designated as an executive director of the Company on 7 September 2016. Mr. Chan is responsible for corporate governance, accounting and finance matters, business and operation analysis, and cost control measures of the Group.

Mr. Chan obtained a degree of Bachelor of Business Administration (Professional Accountancy) from The Chinese University of Hong Kong in December 2005 and a degree of Master of Corporate Governance from The Hong Kong Polytechnic University in September 2017. He has been a member and a fellow of the Hong Kong Institute of Certified Public Accountants since January 2009 and March 2018 respectively; and a member of the Hong Kong Institute of Chartered Secretaries since December 2017.

He worked for PricewaterhouseCoopers from September 2005 to November 2011 with his last position being manager, assurance, institutional group. Prior to joining the Group, from November 2011 to April 2015, Mr. Chan was the finance manager of Mapletree Hong Kong Management Limited under Temasek of Singapore, specialised in real estate investment trusts sector.

Mr. Cheng Wai Ching

Mr. Cheng Wai Ching, aged 56, was appointed as an executive director of the Company with effect from 23 March 2020. Mr. Cheng has over 30 years of experience in hospitality management and hotel operations. Mr. Cheng was previously the General Manager of Dorsett Tsuen Wan Hotel and Silka Far East Hotel since 2013, and he joined the Dorsett Group as the General Manager of Silka Far East Hotel in 2007. Mr. Cheng previously worked for the Majestic Hotel in 2000 as Front Office Manager and was promoted to Director of Sales in 2005. He is a member of the Executive Committee of The Federation of Hong Kong Hotel Owners. Mr. Cheng is currently the Managing Director of Tang's Living Group.

陳業強先生

陳業強先生，37歲，於2015年4月加入本集團擔任財務總監，於2016年4月30日獲委任為本公司董事，並於2016年9月7日獲任命為本公司執行董事。陳先生負責本集團的企業管治、會計及財務事宜、業務及營運分析以及成本控制措施。

陳先生於2005年12月獲得香港中文大學工商管理(專業會計學)學士學位，並於2017年9月獲得香港理工大學公司管治碩士學位。陳先生於2009年1月起為香港會計師公會會員，於2018年3月起為香港會計師公會資深會員，以及於2017年12月起為香港特許秘書公會會員。

陳先生於2005年9月加入羅兵咸永道會計師事務所，於2011年11月離職時為該會計師事務所之審計經理。於加入本集團前，陳先生於2011年11月至2015年4月期間為新加坡淡馬錫旗下豐樹香港管理有限公司擔任財務經理，專責房地產投資信託基金事務。

鄭維政先生

鄭維政先生，56歲，於2020年3月23日獲委任為本公司執行董事。鄭先生在接待管理及酒店營運方面積逾30年經驗。鄭先生曾自2013年起擔任荃灣帝盛酒店及香港遠東絲麗酒店的總經理。彼於2007年加入帝盛酒店集團擔任香港遠東絲麗酒店的總經理。鄭先生曾於2000年在Majestic Hotel擔任前台經理，並於2005年晉升為銷售總監。彼為香港酒店業主聯會執行委員會的成員。鄭先生現為Tang's Living Group的董事總經理。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

NON-EXECUTIVE DIRECTORS

Dr. Tang Yiu Pong

Dr. Tang Yiu Pong, aged 37, was appointed as a non-executive director of the Company with effect from 23 March 2020. Dr. Tang graduated from Guangzhou University of Chinese Medicine. He holds a Bachelor's Degree of Chinese Medicine, a Master Degree of Acupuncture and Massage, a Research Student Degree in Acupuncture and Massage (Master) and a PH. Degree of Acupuncture and Massage. He is also a qualified Clinical Hypnotherapist certified by the American Council of Hypnotist Examiners. Dr. Tang has over 15 years of experience in retail and Chinese medicine practice. He is currently the founder and Managing Director of J. Champion Holdings Ltd. He is also the elder brother of Mr. Tang Yiu Sing (the Chairman of the Board and executive director of the Company).

Mr. Wong Kin Chun Gilbert

Mr. Wong Kin Chun Gilbert, aged 58, was appointed as a non-executive director of the Company with effect from 23 March 2020. He is also a member of the Audit Committee of the Company. Mr. Gilbert Wong held a Master Degree of Business Administration. He has over 30 years of extensive experience in the financial sectors mainly in the fields of securities, asset management and wealth management. He is currently the Executive Director of Gear Financial Group. Prior to joining Gear Financial Group, Mr. Gilbert Wong held senior management positions of several financial groups listed in Hong Kong, including Huarong International Securities Limited and CASH Financial Service Group.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yuen Tak Tim Anthony *MH, JP*

Mr. Yuen Tak Tim Anthony *MH, JP*, aged 66, was appointed as an independent non-executive director of the Company with effect from 23 March 2020. He is also the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company. He is a marketing professional in the financial and insurance fields in which he held senior executive positions in a number of major international and local companies, in both private and public sectors. Mr. Anthony Yuen is currently the Managing Director and Responsible Officer of Yue Tung Global Asset Management Ltd., an Elected Member, Standing Committee of the Convocation of the Chinese University of Hong Kong, a Council Member of the Chinese University of Hong Kong and Director of the CUHK Medical Centre Ltd. He is also an independent non-executive director of Sun Hung Kai Properties Insurance Ltd. Prior to that, he was an independent non-executive director of Target Insurance (Holdings) Limited (stock code: 6161), a company listed on the Main Board of Stock Exchange, for the period from 14 April 2015 to 7 January 2020.

非執行董事

鄧耀邦博士

鄧耀邦博士，37歲，於2020年3月23日獲委任為本公司非執行董事。鄧博士於廣州中醫藥大學畢業。彼持有中藥學學士學位、針灸推拿學碩士學位、針灸推拿學(碩士)研究生學位以及針灸推拿學博士學位。彼亦為美國催眠治療師專業評審委員會(American Council of Hypnotist Examiners)認證的合資格臨床催眠治療師。鄧博士在零售及中藥行業積逾15年經驗。彼現為良道有限公司的創辦人兼董事總經理。彼為鄧耀昇先生(本公司董事會主席及執行董事)的兄長。

黃健俊先生

黃健俊先生，58歲，於2020年3月23日獲委任為本公司非執行董事。彼亦為本公司審核委員會成員。黃健俊先生持有工商管理碩士學位。彼於金融界(主要在證券、資產管理及財富管理領域)積逾30年豐富經驗。彼現為基業金融集團的執行董事。加入基業金融集團前，黃健俊先生曾於多個在香港上市的金融集團(包括華融國際證券有限公司及時富金融服務集團)擔任高級管理職位。

獨立非執行董事

阮德添先生 *MH, 太平紳士*

阮德添先生 *MH, 太平紳士*，66歲，於2020年3月23日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會主席、薪酬委員會主席兼提名委員會成員。彼為金融及保險業領域的市場推廣專才，曾於多間公私營大型國際及本地公司擔任高級行政職務。阮德添先生現為裕通環球資產管理有限公司董事總經理及持牌負責人、香港中文大學校友評議會常務委員會選任委員、香港中文大學校董及香港中文大學醫院董事。彼現時亦出任新鴻基地產保險有限公司獨立非執行董事，在此之前曾於2015年4月14日至2020年1月7日期間擔任聯交所主板上市公司泰加保險(控股)有限公司(股份代號：6161)的獨立非執行董事。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

Mr. Liu Kwong Sang

Mr. Liu Kwong Sang, aged 58, was appointed as an independent non-executive director of the Company on 23 January 2017. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.

Mr. Liu has been practising as a certified public accountant in Hong Kong with more than 31 years of experience. Mr. Liu graduated from The Hong Kong Polytechnic University with a degree of Bachelor of Arts in Accountancy in November 1997, and obtained a degree of Master of Business Administration from University of Lincoln in the United Kingdom in November 2002. He is a fellow member of the Institute of Chartered Accountants in England and Wales, a fellow member of the Association of Chartered Certified Accountants, a fellow member of the Institute of Financial Accountants, the United Kingdom and a fellow member of the Institute of Public Accountants, Melbourne, Australia. Mr. Liu is also a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Taxation Institute of Hong Kong, a Registered Financial Planner and a fellow member of the Society of Registered Financial Planners.

Mr. Liu currently acts as an independent non-executive director of China National Culture Group Limited (stock code: 745) and Polytec Asset Holdings Limited (stock code: 208), the securities of both companies are listed on the Main Board of the Stock Exchange. He also acts as an independent non-executive director of abc Multiactive Limited (stock code: 8131), the securities of which are listed on GEM of the Stock Exchange. In April 2019, Mr. Liu has been appointed as an independent non-executive director of ATIF Holdings Limited, the securities of which are listed on the Nasdaq Stock Market of the United States. Mr. Liu was an independent non-executive director of Evershine Group Holdings Limited (stock code: 8022) from May 2014 to December 2016, the securities of which are listed on GEM of the Stock Exchange. On 15 June 2020, Mr. Liu was also appointed as an independent non-executive director of Earthasia International Holdings Limited (stock code: 6128), the securities of which are listed on the Main Board of the Stock Exchange.

Dr. Wong Ping San John

Dr. Wong Ping San John, aged 74, was appointed as an independent non-executive director of the Company on 23 January 2017.

Dr. Wong graduated from The University of Hong Kong with a degree of Bachelor of Medicine and a degree of Bachelor of Surgery (MB BS (HK)) in October 1971, and obtained a degree of Master of Philosophy from The Chinese University of Hong Kong in December 1994. Dr. Wong is a medical practitioner with full registration with the Medical Council of Hong Kong.

廖廣生先生

廖廣生先生，58歲，於2017年1月23日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會、薪酬委員會及提名委員會各自的成員。

廖先生一直在香港擔任執業會計師，擁有逾31年經驗。廖先生於1997年11月畢業於香港理工大學，獲會計學文學學士學位，並於2002年11月獲得英國林肯大學的工商管理碩士學位。彼為英格蘭及威爾斯特許會計師公會資深會員、英國特許會計師公會資深會員、英國註冊財務會計師公會資深會員及澳洲墨爾本公共會計師協會資深會員。廖先生亦為香港會計師公會資深會員、香港稅務學會資深會員、註冊稅務師及註冊財務策劃師協會資深會員。

廖先生現任中國國家文化產業集團有限公司(股份代號：745)及保利達資產控股有限公司(股份代號：208)的獨立非執行董事，兩間公司的證券均於聯交所主板上市。彼亦擔任辰罡科技有限公司(股份代號：8131)的獨立非執行董事，其證券於聯交所GEM上市。於2019年4月，廖先生獲委任為亞洲時代控股有限公司的獨立非執行董事，其證券於美國納斯達克證券市場上市。廖先生曾於2014年5月至2016年12月擔任永耀集團控股有限公司(股份代號：8022)的獨立非執行董事，其證券於聯交所GEM上市。於2020年6月15日，廖先生亦已獲委任為泛亞環境國際控股有限公司(股份代號：6128)的獨立非執行董事，其證券於聯交所主板上市。

黃平山醫生

黃平山醫生，74歲，於2017年1月23日獲委任為本公司獨立非執行董事。

黃醫生於1971年10月畢業於香港大學，獲內外全科醫學士學位，並於1994年12月獲得香港中文大學的哲學碩士學位。黃醫生為香港醫務委員會正式註冊的執業醫生。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

Dr. Liu Yuk Shing

Dr. Liu Yuk Shing, aged 51, was appointed as an independent non-executive director of the Company on 23 January 2017.

Dr. Liu obtained a Higher Diploma in Structural Engineering and a degree of Bachelor of Engineering in Civil Engineering from The Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1990 and November 1994, respectively. He also obtained a degree of Master of Science in Engineering from The University of Hong Kong in December 1998, and a degree of Doctor of Business Administration from Tarlac State University in the Philippines in December 2013 through distance learning.

Dr. Liu is a professional engineer and has over 28 years of experience in civil, structural and geotechnical consultancy, as well as project management for civil and building projects. He is currently a Registered Structural Engineer and a Registered Inspector, and has the capacity to carry out statutory duties in Hong Kong under the Buildings Ordinance (Chapter 123 of the Laws of Hong Kong). Dr. Liu holds various professional qualifications and memberships in various professional organisations: Fellow of The Geological Society of London, Chartered Association of Building Engineers, The Hong Kong Institution of Engineers, Hong Kong Institute of Steel Construction, Hong Kong Concrete Institute, and The Society of Operations Engineers; and Member of The Institution of Structural Engineers, London, The Welding Institute, England, The Chartered Institute of Arbitrators, and The Institution of Civil Engineers; and a senior member of The Chinese Mechanical Engineering Society. He is also a Chartered Engineer of Engineering Council, and a Chartered Environmentalist of Society for the Environment.

Dr. Liu has been working in the construction industry and delivered various residential, industrial and commercial developments in public and private sectors under his supervision. Dr. Liu also serves as a committee member and the chairman of various government and institutional bodies.

廖育成博士

廖育成博士，51歲，於2017年1月23日獲委任為本公司獨立非執行董事。

廖博士於1990年11月及1994年11月分別獲得香港理工學院（現稱香港理工大學）的結構工程高級文憑及土木工程的工程學學士學位。彼亦於1998年12月獲得香港大學的工程學理學碩士學位，並於2013年12月通過遙距課程獲得菲律賓太歷國立大學的工商管理博士學位。

廖博士為一名專業工程師，在土木、結構及岩土工程諮詢以及管理相關項目擁有逾28年經驗。彼現為註冊結構工程師及註冊檢驗人員，並有權開展香港法例第123章《建築物條例》項下的法定職務。廖博士持有多个專業機構的不同專業資格及會籍，包括倫敦地質學會、英國特許建造工程師學會、香港工程師學會、香港鋼結構學會、香港混凝土學會、營運工程師學會、英國結構工程師學會、英國焊接學會、英國特許仲裁員學會、英國土木工程師學會的會員；及中國機械工程學會的高級會員。彼亦為英國特許工程師，及英國環境協會的特許環境師。

廖博士一直從事建築業，並在彼之監督下完成公共及私營部門的多個住宅、工業及商業發展項目。廖博士亦擔任多個政府及機構團體的委員會成員和主席。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

SENIOR MANAGEMENT

Ms. Chu Lai King, aged 67, is the head of human resources of the Group. She joined the Group in July 1989 as home manager. Ms. Chu is responsible for recruitment and human resources matters of the Group.

Ms. Chu obtained a Diploma in Gerontology from School of Professional and Continuing Education of The University of Hong Kong in August 2005.

Ms. Yam Hau Kam, aged 53, is one of the nursing directors of the Group. She joined the Group in February 1990 as an enrolled nurse. Ms. Yam is responsible for the quality control of the elderly care services provided by the Group.

Ms. Yam has been a registered nurse since June 2006. Prior to joining the Group, she worked for United Christian Hospital from February 1989 to October 1989. She obtained a Higher Diploma in Nursing from The Open University of Hong Kong in June 2006 and completed the Assessors Training Course (2015) 1st Class organised by the Hong Kong Association of Gerontology in November 2015 under the Residential Aged Care Accreditation Scheme.

Ms. Pun Shuk Kan Pisa, aged 55, is one of the nursing directors of the Group. She joined the Group in January 1998 as an enrolled nurse. Ms. Pun is responsible for the quality control of the elderly care services provided by the Group. Since September 2017, Ms. Pun has been responsible for the development and management of Mainland China business of the Group.

Ms. Pun has been a registered nurse since June 2006. Prior to joining the Group, she worked for Sik Sik Yuen Elderly Service from June 1993 to August 1997. She obtained a Higher Diploma in Nursing from The Open University of Hong Kong in June 2006 and completed the Assessors Training Course (2015) 1st Class organised by the Hong Kong Association of Gerontology in November 2015 under the Residential Aged Care Accreditation Scheme.

高級管理層

朱麗琼女士，67歲，為本集團的人力資源主管。彼於1989年7月加入本集團擔任主管。朱女士負責本集團的招聘及人力資源事宜。

朱女士於2005年8月獲得香港大學專業進修學院的老年學文憑。

任巧琴女士，53歲，為本集團的護理總監之一。彼於1990年2月加入本集團擔任登記護士。任女士負責本集團所提供的安老服務的質量控制。

任女士自2006年6月起成為註冊護士。於加入本集團之前，彼於1989年2月至1989年10月任職於基督教聯合醫院。彼於2006年6月自香港公開大學獲得護理學高級文憑，並於2015年11月完成香港安老院舍評審計劃下由香港老年學會舉辦的第一期評審員培訓課程(2015年)。

潘淑勤女士，55歲，為本集團的護理總監之一。彼於1998年1月加入本集團擔任登記護士。潘女士負責本集團所提供的安老服務的質量控制，並於2017年9月起，負責集團於中國大陸業務的發展與管理。

潘女士自2006年6月起一直為註冊護士。於加入本集團之前，彼由1993年6月至1997年8月任職於薈色園長者服務。彼於2006年6月獲得香港公開大學的護理學高級文憑，並於2015年11月修畢香港安老院舍評審計劃下由香港老年學會舉辦的第一期評審員培訓課程(2015年)。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

Mr. Yim Edwin Pui Hin, aged 32, the head of operations of the Group. He joined the Group in June 2011 as an operation manager. Mr. Edwin Yim is a director of the Hong Kong subsidiaries of the Company. He is responsible for overseeing the daily operations of the Group's care and attention homes.

Mr. Edwin Yim has over seven years of experience in the residential care home for the elderly industry in Hong Kong. Apart from being responsible for the day-to-day management of the Group's care and attention homes, he is responsible for overseeing the development, deployment and maintenance of the Group's in-house operational software, accreditation of the Group's care and attention homes, management and standardisation of documents and operating procedures, internal audits on the operations of the Group's care and attention homes, and compliance with regulatory requirements. Mr. Edwin Yim graduated from The University of Manchester in the United Kingdom with a degree of Bachelor of Science in Computer Science with Business and Management in July 2011. Mr. Edwin Yim is a younger brother of Mr. Yim Billy Pui Kei (the chief executive officer of the Group, an executive director of the Company).

嚴沛軒先生，32歲，為本集團的營運主管。彼於2011年6月加入本集團擔任營運經理。嚴沛軒先生為本公司香港附屬公司的董事。彼負責監督本集團護理安老院的日常運作。

嚴沛軒先生在香港安老院行業擁有逾七年經驗。除了負責本集團護理安老院的日常管理外，彼亦負責監督本集團內部營運軟件的開發、部署及保養、本集團護理安老院的認證、文件及營運程序的管理及規範、本集團護理安老院的內部營運審計，以及遵守監管規定。嚴沛軒先生於2011年7月畢業於英國曼徹斯特大學，獲計算機科學及工商管理理學士學位。嚴沛軒先生為嚴沛基先生（本集團行政總裁、本公司執行董事）的胞弟。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of good corporate governance in maintaining its corporate transparency and accountability. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business.

The Company has applied the principles as set out in the Corporate Governance Code (the "CG 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").

The Board considers that during the year ended 31 March 2020, except for the code provision A.4.1, the Company has complied with all the code provisions set out in the CG Code. Key corporate governance principles and practices of the Company as well as the details of the foregoing deviation are summarised below.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding the directors' dealings in the Company's securities. Specific enquiries have been made to all the directors and all directors have confirmed that they have complied with the Model Code throughout the year ended 31 March 2020.

The Company has also established written guidelines on no less exacting terms than the Model Code (the "Employees Written Guidelines"), governing securities transactions by employees who are likely to possess inside information of the Company and/or its securities. No incident of non-compliance of the Employees Written Guidelines by relevant employees was noted by the Company.

In case the Company is aware of any restricted period for dealings in the Company's securities, the Company will notify its directors and relevant employees in advance.

企業管治常規

本公司認可以良好企業管治維持其業務之透明度及問責性之重要性。董事會制定適當政策，並實施適用於營運本集團業務及促進業務增長之企業管治常規。

本公司一直應用香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載企業管治守則(「企業管治守則」)所載原則。

董事會認為，於截至2020年3月31日止年度，除守則條文第A.4.1條外，本公司已遵守企業管治守則所載之所有守則條文。本公司之主要企業管治原則及常規以及有關上述偏離的詳情概述如下。

證券交易標準守則

本公司已採納上市規則附錄10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」)作為其董事進行本公司證券交易的行為守則。本公司已向所有董事作出具體查詢，且全體董事確認於截至2020年3月31日止整個年度已遵守標準守則。

本公司亦已就可能擁有本公司內幕消息及／或其證券的僱員進行證券交易制定書面指引，其嚴謹程度不遜於標準守則(「僱員書面指引」)。本公司並無發現任何相關僱員未遵守僱員書面指引的事宜。

倘本公司知悉任何有關買賣本公司證券的限制期，本公司將會事先通知其董事及相關僱員。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD

Responsibilities and Delegation

The Board is responsible for the leadership, control and management of the Company and oversees the Group's business, strategic decision and performances in the attainment of the objectives of ensuring effective functioning and growth of the Group and enhancing value to investors. All the directors carry out their duties in good faith, take decisions objectively and act in the interests of the Company and its shareholders at all times.

The Board as a whole is also responsible for performing the corporate governance functions set out in code provision D.3.1 of the CG Code. The Board has reviewed and monitored the Company's corporate governance policies and practices, the training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Employees Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

The Board has power to make its decision on all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

All directors have timely access to all relevant information as well as the advice and services of the Company Secretary and senior management, with a view to ensuring compliance with Board procedures and all applicable laws and regulations. Any director may request for independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request made to the Board.

The senior management is delegated the authority and responsibilities by the Board for the day-to-day management and operation of the Group. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the above-mentioned officers. The Board has the full support of the senior management to discharge its responsibilities.

董事會

責任及授權

董事會負責領導、控制及管理本公司及監察本集團的業務、決策及表現，以達致確保本集團有效運作及增長以及為投資者提升價值的目標。全體董事皆真誠履行其職責，時刻以本公司及其股東的利益為依歸作出客觀決定及行事。

董事會整體上亦負責執行企業管治守則的守則條文第D.3.1條所載企業管治職能。董事會已審閱及監控本公司的企業管治政策及常規、董事及高級管理層培訓及持續專業發展、本公司遵守法律及監管規定的政策及常規、遵守標準守則及僱員書面指引，以及本公司遵守企業管治守則及本企業管治報告的披露資料。

董事會具有本公司所有重大事宜的決策權，包括批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易（尤其是可能牽涉利益衝突的交易）、財務資料、董事的委任以及其他重大財務及營運事宜。

全體董事均可適時取得所有相關資料，並且獲得公司秘書及高級管理層的意見及服務，藉以確保董事會程序及所有適用法例和規例得到遵守。在向董事會提出合理要求後，任何董事皆可於適當情況下徵詢獨立專業意見，而費用由本公司承擔。

董事會已就本集團的日常管理及營運，向高級管理層委以權力及職責。已委派執行的職務及工作會定期接受檢討。上述高級職員於訂立任何重大交易前，必須事先獲董事會批准。高級管理層全力支持董事會履行其職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Composition

As at 31 March 2020, the composition of the Board is as follows:

董事會的組成

於2020年3月31日，董事會的組成如下：

Executive directors 執行董事	Non-executive directors 非執行董事	Independent non-executive directors 獨立非執行董事
Mr. Tang Yiu Sing (<i>Chairman</i>) Mr. Yim Billy Pui Kei (<i>Chief Executive Officer</i>) Mr. Chan Yip Keung Mr. Yeung Ka Wing Mr. Cheng Wai Ching 鄧耀昇先生 (主席) 嚴沛基先生 (行政總裁) 陳業強先生 楊家榮先生 鄭維政先生	Dr. Tang Yiu Pong Mr. Wong Kin Chun Gilbert 鄧耀邦博士 黃健俊先生	Mr. Yuen Tak Tim Anthony Mr. Liu Kwong Sang Dr. Wong Ping San John Dr. Liu Yuk Shing 阮德添先生 廖廣生先生 黃平山醫生 廖育成博士

The Board includes a balanced composition of executive and non-executive directors (including independent non-executive directors). Throughout the year ended 31 March 2020, the Board has met the requirements of the Listing Rules 3.10 and 3.10A of having a minimum of three independent non-executive directors (representing at least one-third of the Board) with at least one of them possessing appropriate professional qualifications and accounting and related financial management expertise.

The members of the Board have skills and experience appropriate for the business requirements and objectives of the Group. Each executive director is responsible for different business and functional division of the Group in accordance with his expertise. The non-executive directors (including independent non-executive directors) bring different business and financial expertise, experiences and independent judgement to the Board and they are invited to serve on the Board committees of the Company. Through participation in Board meetings, and taking the lead in managing issues involving potential conflicts of interests, the independent non-executive directors have made contributions to the effective direction of the Company and provided adequate checks and balances to safeguard the interests of both the Group and the shareholders.

The biographical details of the existing directors of the Company and the relationships between Board members, if any, are set out under the section headed "Directors and Senior Management Profiles" in this annual report.

董事會的組成均衡，包括執行董事及非執行董事(包括獨立非執行董事)。於截至2020年3月31日止整個年度，董事會已符合上市規則第3.10條及3.10A條的規定，擁有最少三名獨立非執行董事(佔董事會最少三分之一)，而其中最少一名具備合適專業資格以及會計及相關財務管理專業知識。

董事會成員擁有對本集團業務需求及目標適用的技巧與經驗。各執行董事根據其專業知識負責本集團不同的業務及職能部門。非執行董事(包括獨立非執行董事)為董事會提供不同的業務及財務專業知識、經驗及獨立判斷，而彼等亦獲邀為董事會轄下各本公司委員會提供服務。透過參與董事會會議及在管理涉及潛在利益衝突事宜上擔當領導工作，獨立非執行董事對本公司訂立有效方針作出貢獻，並給予充份的制衡作用，以保障本集團及股東的利益。

本公司現有董事的履歷詳情及各董事會成員之間的關係(如有)載於本年報「董事及高級管理層履歷」一節內。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company has received written annual confirmation from each independent non-executive director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive directors to be independent in light of the independence guidelines set out in Rule 3.13 of the Listing Rules.

Chairman and Chief Executive

The Company supports the division of responsibility between the Chairman of the Board and the Chief Executive Officer in order to ensure a balance of power and authority and preserve a balanced judgement of views.

The Chairman provides leadership for and management of the Board. He takes the primary responsibility to ensure that the Board works effectively, performs its responsibilities and discusses all key and appropriate issues in a timely manner. The Chairman is also responsible for facilitating the effective contribution of non-executive directors and ensuring constructive relations between executive and non-executive directors. During the year under review, the Chairman has met with the non-executive directors (including independent non-executive directors) without the executive directors present.

The Chief Executive Officer is responsible for leading the day-to-day management of the Group's business in accordance with the strategy, policies and programs approved by the Board, and realization of the objectives set by the Board into statements of vision, goals and the corresponding strategies, plans and budgets as well as their effective implementation. He is also responsible for providing reports and advice to the Board on the performance of the Group's business. The Chief Executive Officer would be well supported by the management, who provides relevant information and recommendations to facilitate informed decision making.

With effect from 23 March 2020, Mr. Yim Ting Kwok resigned and Mr. Tang Yiu Sing was appointed as the Chairman; whereas Mr. Yim Billy Pui Kei acts as the Chief Executive Officer throughout the year ended 31 March 2020.

本公司已收到各獨立非執行董事根據上市規則的規定就其獨立性所發出的年度確認書。本公司認為，按照上市規則第3.13條有關獨立性的指引，全體獨立非執行董事均為獨立人士。

主席及行政總裁

本公司支持董事會主席與行政總裁責任分工，以確保權責平衡，並保持平衡之判斷觀點。

主席為董事會提供領導及管理職能。彼首要負責確保董事會有效地運作、履行其職責並及時討論所有關鍵及適當事項。主席亦負責促進非執行董事作出有效貢獻，並確保執行董事與非執行董事之間保持建設性關係。於回顧年度，主席曾於執行董事不在場情況下與非執行董事(包括獨立非執行董事)會面。

行政總裁負責根據董事會批准的策略、政策及方案，領導本集團業務的日常管理，以及將董事會制訂的目標轉化成對願景、目標及相應策略、計劃及預算的陳述，並加以有效落實。彼亦負責就本集團的業務表現向董事會匯報及提出建議。行政總裁會得到管理層全力支援，而管理層提供相關資料及建議，以便彼等作出知情決定。

自2020年3月23日起，嚴定國先生已辭任及鄧耀昇先生已獲委任為主席；嚴沛基先生於截至2020年3月31日止整個年度擔任行政總裁。

CORPORATE GOVERNANCE REPORT

企業管治報告

Appointment and Re-election of Directors

The procedures and process of appointment and removal of directors are laid down in the Company's Articles of Association (the "Articles"). According to the Articles, one-third of the directors for the time being (if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting (the "AGM") provided that every director shall be subject to retirement by rotation at least once every three years. The retiring directors shall be eligible for re-election at the relevant AGM. In addition, any new director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of shareholders after his/her appointment, and any director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM. The director appointed by the Board as aforesaid shall be eligible for re-election at the relevant general meeting.

Code provision A.4.1 of the CG Code stipulates that non-executive directors shall be appointed for a specific term, subject to re-election. Dr. Tang Yiu Pong and Mr. Wong Kin Chun Gilbert, the newly appointed non-executive directors of the Company, and Mr. Yuen Tak Tim Anthony, the newly appointed independent non-executive director of the Company, are not appointed for a specific term, but they are subject to retirement and re-election by shareholders at annual general meeting pursuant to the Articles. Accordingly, the Board considers that such requirement is sufficient to meet the underlying objective of the said code provision A.4.1.

Training and Continuing Development for Directors

Each newly appointed director shall receive formal induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

The existing directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. Continuing briefings and professional development for directors are arranged whenever necessary. In addition, reading materials on new or changes to salient laws and regulations applicable to the Group are provided to directors from time to time for their studying and reference.

委任及重選董事

董事委任及罷免之程序及過程載於本公司組織章程細則(「細則」)。根據細則，當時在任的三分之一董事(倘人數並非三的倍數，則以最接近但不少於三分之一的人數為準)須於各屆股東週年大會(「股東週年大會」)上輪值退任，惟每名董事須至少每三年輪值退任一次。退任董事符合資格於有關股東週年大會重選連任。此外，任何由董事會委任以填補董事會臨時空缺的新董事任期僅至獲委任後的首屆股東大會為止，而任何由董事會委任加入現有董事會的新董事任期僅至下屆股東週年大會為止。上述董事會委任的董事符合資格於相應股東大會上重選連任。

企業管治守則的守則條文第A.4.1條規定，非執行董事的委任須有指定任期，並須接受重選。本公司新任非執行董事鄧耀邦博士及黃健俊先生，以及本公司新任獨立非執行董事阮德添先生的委任並無指定任期，惟須根據細則於股東週年大會上退任及接受股東重選。因此，董事會認為有關規定足以達致上述守則條文第A.4.1條的相關目標。

董事的培訓及持續發展

每名新委任的董事將於首度獲委任時接受正式入職培訓，以確保彼對本集團的業務及經營狀況有適當的了解，以及彼對於上市規則及相關監管規定下的責任及義務有充足認識。

現任董事亦不斷掌握法律及監管規定的最新發展，以及了解業務及市場變化，以便履行彼等的職責。本公司會持續於有需要時為董事安排簡報及專業發展。此外，董事不時獲提供有關適用於本集團的新頒佈主要法律及法規或主要法律及法規的變動的閱讀資料，以供彼等學習及參閱。

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The directors of the Company are required to submit to the Company details of the training they received in each financial year for the Company's maintenance of proper training records of the directors. According to the training records currently maintained by the Company, during the year ended 31 March 2020, the directors of the Company have complied with the code provision A.6.5 of the CG Code on participation in continuous professional training as follows:

本公司董事須於各財政年度向本公司提交其已接受的培訓詳情，以令本公司維持董事的適當培訓記錄。根據本公司目前維持的培訓記錄，本公司董事於截至2020年3月31日止年度已遵守企業管治守則守則條文第A.6.5條，參加的持續專業培訓如下：

		Type of training 培訓類型	
		Attending seminars/ conferences and/ or forums 出席研討會/ 會議及/或論壇	Reading materials provided by the Company or external parties 閱讀由本公司或 外部機構提供的材料
<i>Executive Directors:</i>		<i>執行董事：</i>	
Mr. Tang Yiu Sing ^(Note 1)	鄧耀昇先生 ^(附註1)	✓	✓
Mr. Yim Billy Pui Kei	嚴沛基先生	✓	✓
Mr. Chan Yip Keung	陳業強先生	✓	✓
Mr. Yeung Ka Wing ^(Note 1)	楊家榮先生 ^(附註1)	✓	✓
Mr. Cheng Wai Ching ^(Note 1)	鄭維政先生 ^(附註1)	✓	✓
Mr. Yim Ting Kwok ^(Note 2)	嚴定國先生 ^(附註2)	✓	✓
Mr. Yim Edwin Pui Hin ^(Note 2)	嚴沛軒先生 ^(附註2)	✓	✓
<i>Non-executive Directors:</i>		<i>非執行董事：</i>	
Dr. Tang Yiu Pong ^(Note 1)	鄧耀邦博士 ^(附註1)	✓	✓
Mr. Wong Kin Chun Gilbert ^(Note 1)	黃健俊先生 ^(附註1)	✓	✓
Mr. Ng Kwok Fu Alex ^(Note 2)	吳國富先生 ^(附註2)	✓	✓
Mr. Lam Yat Hon ^(Note 2)	林逸漢先生 ^(附註2)	✓	✓
<i>Independent Non-executive Directors:</i>		<i>獨立非執行董事：</i>	
Mr. Yuen Tak Tim Anthony ^(Note 1)	阮德添先生 ^(附註1)	✓	✓
Mr. Liu Kwong Sang	廖廣生先生	✓	✓
Dr. Wong Ping San John	黃平山醫生	✓	✓
Dr. Liu Yuk Shing	廖育成博士	✓	✓

Notes:

- Appointed as directors of the Company with effect from 23 March 2020.
- Resigned as directors of the Company with effect from 23 March 2020.
- These seminars/conferences/materials are related to regulatory development/updates, directors' duties, corporate governance or other relevant topics.

附註：

- 自2020年3月23日起獲委任為本公司董事。
- 自2020年3月23日起辭任本公司董事。
- 該等研討會/會議/材料乃關於監管發展/更新、董事職責、企業管治或其他相關主題。

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Meetings

The Board schedules regular Board meetings in advance to give directors the opportunity to participate actively, either in person or through electronic means of communication which enable them to communicate with each other simultaneously and instantaneously. Directors are consulted for their views regarding inclusion of specific matters in the agenda for regular Board meetings and the draft agenda is circulated to directors for their comments. Special Board meetings are convened as and when needed. All directors are properly briefed on issues to be discussed at Board meetings. These Board meetings, together with the Audit, Nomination and Remuneration Committees meetings, provide effective means for the Board and Board Committees to perform their work and discharge their duties.

During the year ended 31 March 2020, 4 Board meetings, 2 Audit Committee meetings, 2 Remuneration Committee meetings, 2 Nomination Committee meetings and the 2019 AGM were held. Details of individual directors' attendance at these meetings are set out in the following table:

會議

董事會事先安排定期董事會會議以給予董事機會親身或透過可藉以同時及即時溝通的電子通訊方式積極參與。於將特定事項納入定期董事會會議議程時會諮詢董事的意見，議程草案亦會分發予董事供其發表意見。於有需要時，將會召開特別董事會會議。有關將於董事會會議上討論的事項的簡介將會向全體董事適當作出。該等董事會會議，連同審核、提名及薪酬委員會會議，為董事會及董事會委員會開展工作及履行責任提供有效方法。

截至2020年3月31日止年度，本公司舉行4次董事會會議、2次審核委員會會議、2次薪酬委員會會議、2次提名委員會會議，以及2019年股東週年大會。該等會議的個別董事出席詳情載於下表：

Name of Directors	Board Meetings	Audit	Remuneration	Nomination	2019
		Committee Meetings	Committee Meetings	Committee Meetings	Annual General Meeting
董事	董事會會議	審核委員會會議	薪酬委員會會議	提名委員會會議	2019年股東週年大會
<i>Executive Directors:</i>					
Mr. Tang Yiu Sing (Notes 1, 3)	鄧耀昇先生 (附註1-3)	-	N/A 不適用	-	-
Mr. Yim Billy Pui Kei (Note 4)	嚴沛基先生 (附註4)	4/4	N/A 不適用	2/2	N/A 不適用
Mr. Chan Yip Keung	陳業強先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Yeung Ka Wing (Note 1)	楊家榮先生 (附註1)	-	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Cheng Wai Ching (Note 1)	鄭維政先生 (附註1)	-	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Yim Ting Kwok (Notes 2, 5)	嚴定國先生 (附註2-5)	4/4	N/A 不適用	N/A 不適用	2/2
Mr. Yim Edwin Pui Hin (Note 2)	嚴沛軒先生 (附註2)	4/4	N/A 不適用	N/A 不適用	N/A 不適用
<i>Non-executive Directors:</i>					
Dr. Tang Yiu Pong (Note 1)	鄧耀邦博士 (附註1)	-	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Wong Kin Chun Gilbert (Notes 1, 6)	黃健俊先生 (附註1-6)	-	-	N/A 不適用	N/A 不適用
Mr. Ng Kwok Fu Alex (Note 2)	吳國富先生 (附註2)	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Lam Yat Hon (Note 2)	林逸漢先生 (附註2)	3/4	N/A 不適用	N/A 不適用	N/A 不適用
<i>Independent Non-executive Directors:</i>					
Mr. Yuen Tak Tim Anthony (Notes 1, 7)	阮德添先生 (附註1-7)	-	-	-	-
Mr. Liu Kwong Sang (Notes 8, 9)	廖廣生先生 (附註8-9)	4/4	2/2	-	-
Dr. Wong Ping San John (Note 10)	黃平山醫生 (附註10)	4/4	1/2	1/2	1/2
Dr. Liu Yuk Shing (Note 11)	廖育成博士 (附註11)	3/4	2/2	2/2	2/2

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Notes:

- (1) Appointed as directors of the Company with effect from 23 March 2020. Subsequent to their appointment, no Board meeting was held during the year under review.
- (2) Resigned as directors of the Company with effect from 23 March 2020. Prior to their resignation, 4 Board meetings and the 2019 AGM were held during the year under review.
- (3) Mr. Tang Yiu Sing was appointed as the Nomination Committee chairman and a Remuneration Committee member with effect from 23 March 2020. Subsequent to his appointment, no Nomination and Remuneration Committee meeting was held during the year under review.
- (4) Mr. Yim Billy Pui Kei resigned as a Remuneration Committee member with effect from 23 March 2020. Prior to his resignation, 2 Remuneration Committee meetings were held during the year under review.
- (5) Mr. Yim Ting Kwok resigned as the Nomination Committee chairman with effect from 23 March 2020. Prior to his resignation, 2 Nomination Committee meetings were held during the year under review.
- (6) Mr. Wong Kin Chun Gilbert was appointed as an Audit Committee member with effect from 23 March 2020. Subsequent to his appointment, no Audit Committee meeting was held during the year under review.
- (7) Mr. Yuen Tak Tim Anthony was appointed as the Audit Committee chairman, the Remuneration Committee chairman and a Nomination Committee member with effect from 23 March 2020. Subsequent to his appointment, no Audit, Remuneration and Nomination Committee meeting was held during the year under review.
- (8) Mr. Liu Kwong Sang ceased to be the Audit Committee chairman, but remained as an Audit Committee member with effect from 23 March 2020.
- (9) Mr. Liu Kwong Sang were appointed as a Remuneration Committee member and a Nomination Committee member with effect from 23 March 2020. Subsequent to his appointment, no Remuneration and Nomination Committee meeting was held during the year under review.
- (10) Dr. Wong Ping San John resigned as the Remuneration Committee chairman, a Nomination Committee member and an Audit Committee member with effect from 23 March 2020. Prior to his resignation, 2 Remuneration Committee meetings, 2 Nomination Committee meetings and 2 Audit Committee meetings were held during the year under review.
- (11) Mr. Liu Yuk Shing resigned as a Remuneration Committee member, a Nomination Committee member and an Audit Committee member with effect from 23 March 2020. Prior to his resignation, 2 Remuneration Committee meetings, 2 Nomination Committee meetings and 2 Audit Committee meetings were held during the year under review.

附註：

- (1) 自2020年3月23日起獲委任為本公司董事。於彼等獲委任後，回顧年度內並無舉行董事會會議。
- (2) 自2020年3月23日起辭任本公司董事。於彼等辭任前，回顧年度內曾舉行4次董事會會議及2019年股東週年大會。
- (3) 鄧耀昇先生已自2020年3月23日起獲委任為提名委員會主席及薪酬委員會成員。於彼獲委任後，回顧年度內並無舉行提名及薪酬委員會會議。
- (4) 嚴沛基先生已自2020年3月23日起辭任薪酬委員會成員。於彼辭任前，回顧年度內曾舉行2次薪酬委員會會議。
- (5) 嚴定國先生已自2020年3月23日起辭任提名委員會主席。於彼辭任前，回顧年度內曾舉行2次提名委員會會議。
- (6) 黃健俊先生已自2020年3月23日起獲委任為審核委員會成員。於彼獲委任後，回顧年度內並無舉行審核委員會會議。
- (7) 阮德添先生已自2020年3月23日起獲委任為審核委員會主席、薪酬委員會主席及提名委員會成員。於彼獲委任後，回顧年度內並無舉行審核、薪酬及提名委員會會議。
- (8) 廖廣生先生已自2020年3月23日起不再擔任審核委員會主席，但留任審核委員會成員。
- (9) 廖廣生先生已自2020年3月23日起獲委任為薪酬委員會成員及提名委員會成員。於彼獲委任後，回顧年度內並無舉行薪酬及提名委員會會議。
- (10) 黃平山醫生已自2020年3月23日起辭任薪酬委員會主席、提名委員會成員及審核委員會成員。於彼辭任前，回顧年度內曾舉行2次薪酬委員會會議、2次提名委員會會議及2次審核委員會會議。
- (11) 廖育成博士已自2020年3月23日起辭任薪酬委員會成員、提名委員會成員及審核委員會成員。於彼辭任前，回顧年度內曾舉行2次薪酬委員會會議、2次提名委員會會議及2次審核委員會會議。

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BOARD COMMITTEES

The Board has established 3 Board committees, namely, the Remuneration Committee, the Nomination Committee and the Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference which are available on the Stock Exchange's website and the Company's website. All the Board committees should report to the Board on their decisions or recommendations made.

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

Remuneration Committee

The Remuneration Committee currently comprises a total of 3 members, being one executive director, namely Mr. Tang Yiu Sing, and two independent non-executive directors, namely Mr. Yuen Tak Tim Anthony (chairman of the Committee) and Mr. Liu Kwong Sang.

Throughout the year ended 31 March 2020, the Company has met the Listing Rules requirements of having the majority of the Remuneration Committee members being independent non-executive directors, as well as having the Committee chaired by an independent non-executive director.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's remuneration policy and structure, and the remuneration packages of directors and members of senior management (i.e. the model described in the code provision B.1.2(c)(ii) of the CG Code is adopted). The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his associates will participate in deciding his own remuneration, which remuneration will be determined by the Board with reference to the performance of the individual and the Company as well as market practice and conditions.

董事會委員會

董事會已成立三個董事會委員會，分別為薪酬委員會、提名委員會及審核委員會，藉以監督本公司事務的特定範疇。所有已設立的董事會委員會均已制定明確界定的書面職權範圍，詳情可於聯交所網站及本公司網站閱覽。所有董事會委員會均須向董事會報告彼等所作出的決策或建議。

所有董事會委員會均獲提供充分資源以履行彼等的職責，並可在合理要求下於適當情況尋求獨立專業意見，費用由本公司承擔。

薪酬委員會

薪酬委員會目前由合共三名成員組成，其中一名為執行董事，即鄧耀昇先生，及兩名為獨立非執行董事，即阮德添先生（委員會主席）及廖廣生先生。

於截至2020年3月31日止整個年度，本公司已符合上市規則規定，即薪酬委員會大部分成員為獨立非執行董事，以及由獨立非執行董事擔任委員會主席。

薪酬委員會的主要職責包括向董事會就本公司薪酬政策及架構，以及董事及高級管理層成員的薪酬待遇作出推薦建議（即採納企業管治守則守則條文第B.1.2(c)(ii)條所述的模式）。薪酬委員會亦負責就制定有關薪酬政策及架構訂立具透明度的程序，以確保概無董事或其任何聯繫人將參與決定其本身的薪酬，而薪酬將由董事會參考個別人士及本公司的表現以及市場慣例及狀況而釐定。

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During the year ended 31 March 2020, the Remuneration Committee has held 2 meetings (the attendance records of each Committee member are set out in the above paragraph “Meetings”), in which the existing remuneration policy and structure of the Company and the remuneration packages of directors and senior management of the Company were reviewed and relevant recommendations were made to the Board.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the members of the senior management by band for the year ended 31 March 2020 is set out below:

Remuneration band (HK\$)		Number of individual(s)
薪酬範圍 (港元)		人數
40,000–200,000	40,000至200,000	1
200,001–500,000	200,001至500,000	0
500,001–800,000	500,001至800,000	1
800,001–1,100,000	800,001至1,100,000	2

Details of the remuneration of each director of the Company for the year ended 31 March 2020 are set out in note 9 to the financial statements contained in this annual report.

Nomination Committee

The Nomination Committee comprises a total of 3 members, being the Chairman of the Board, namely Mr. Tang Yiu Sing (chairman of the Committee), and two independent non-executive directors, namely Mr. Yuen Tak Tim Anthony and Mr. Liu Kwong Sang.

Throughout the year ended 31 March 2020, the Company has met the code provision A.5.1 of the CG Code of having a majority of the Committee members being independent non-executive directors, and having the Committee chaired by the Chairman of the Board.

The principal responsibilities of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge, experience and diversity perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy; identify qualified and suitable individuals to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships; assess the independence of independent non-executive directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive of the Company.

截至2020年3月31日止年度，薪酬委員會已舉行2次會議（各委員會成員的出席記錄載於上段「會議」內），會上審閱了本公司的現有薪酬政策及架構以及本公司董事及高級管理層的薪酬方案，並向董事會作出相關推薦建議。

根據企業管治守則守則條文第B.1.5條，截至2020年3月31日止年度高級管理層成員按範圍劃分的年度薪酬載列如下：

截至2020年3月31日止年度本公司各董事的薪酬詳情載於本年報所載財務報表附註9。

提名委員會

提名委員會由合共三名成員組成，包括董事會主席鄧耀昇先生（委員會主席），及兩名獨立非執行董事，即阮德添先生及廖廣生先生。

於截至2020年3月31日止整個年度，本公司已符合企業管治守則守則條文第A.5.1條，即委員會大部分成員為獨立非執行董事，以及由董事會主席擔任委員會主席。

提名委員會的主要職責包括最少每年檢討董事會的架構、人數及組成（包括技能、知識、經驗及多元化方面），並就任何建議變動向董事會提出建議，以配合本公司的企業策略；物色具備合適資格可擔任董事會成員的人士，並提名有關人士出任董事或就此向董事會提供建議；評核獨立非執行董事的獨立性；及就董事委任或重新委任以及董事（尤其是本公司主席及行政總裁）繼任計劃有關事宜向董事會提供建議。

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The Company has adopted the Director Nomination Policy. Such policy, devising the criteria and process of selection and performance evaluation, provides guidance to the Board on nomination and appointment of directors. The Board believes that the defined selection process is good for corporate governance in ensuring the Board continuity and appropriate leadership at Board level, and enhancing better Board effectiveness and diversity as well as in compliance with the applicable rules and regulations.

The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents. In selecting candidates for directorship of the Company, the Nomination Committee may make reference to certain criteria such as the Company's needs, the diversity on the Board, the integrity, experience, skills and professional knowledge of the candidate and the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities.

Each candidate shall be ranked by order of preference based on the needs of the Company and his/her reference check. The Nomination Committee shall report its findings and make recommendation to the Board on the appointment of appropriate candidate for directorship for decision.

The Company also recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage. The Company believes that greater diversity of Directors is good for corporate governance and is committed to attract and retain candidate(s) for Board with a combination of competencies from the widest possible pool of available talents; and to assess regularly the diversity profile of the Board and, where applicable, the senior management prepared for Board positions under the succession planning of the Company and the progress on achieving diversity objectives, if any. A Board diversity policy was adopted by the Company, pursuant to which the Board and the Nomination Committee are responsible for reviewing and assessing the Board composition under diversified perspectives (including but not limited to gender, age, cultural and educational background, or professional experience) and for ensuring that changes to the Board's composition can be managed without undue disruption. The Nomination Committee shall report its findings and make recommendation to the Board, if any. Such policy and objectives, if any, will be reviewed from time to time to ensure their appropriateness in determining the optimum composition of the Board. The Nomination Committee considered that an appropriate balance of diversity perspectives of the Board is maintained during the year ended 31 March 2020.

本公司已採納董事提名政策。該政策旨在制定選拔及績效評估的標準及流程，為董事的提名及委任向董事會提供指引。董事會認為，明確的選拔流程有利於公司管治，在董事會層面確保董事會的持續及適當領導，提高董事會的效率及多元化，並符合適用的規則及法規。

提名委員會及／或董事會可從各種不同渠道挑選候選人擔任董事，包括但不限於內部提升、調任、其他管理層成員及外部招聘代理推薦。於挑選本公司董事候選人時，提名委員會參考若干條件，例如本公司的需要、董事會多元化、候選人的誠信、經驗、技能及專業知識及該候選人對履行其職務及責任將付出的時間及努力。

每位候選人應根據本公司的需要及其參考核查按優先順序排列。提名委員會應就委任董事適當候選人向董事會報告其調查結果並向董事會提出建議。

本公司亦明白並深信董事會多元化裨益良多，並認為提升董事會多元化程度是維持本公司競爭優勢的必要元素。本公司認為，董事會成員多元化有利於公司管治，並致力於吸引及挽留董事會候選人，並盡可能結合廣泛的人才儲備能力；並定期評估董事會的多元化狀況，及(如適用)本公司繼任計劃下為董事會職務預備的高級管理層及實現多元化目標的進度(如有)。本公司已採納董事會多元化政策，據此，董事會及提名委員會負責從多元化角度(包括但不限於性別、年齡、文化及教育背景或專業經驗)檢討及評估董事會組成，並確保可在不受到不當干擾的情況下變更董事會組成。提名委員會應向董事會報告其調查結果並提出建議(如有)。有關政策及目標(如有)將不時進行檢討，以確保其在釐定符合本公司戰略及目標的董事會最佳組成時的適當性。截至2020年3月31日止年度，提名委員會認為董事會保持多元化角度的適當平衡。

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During the year ended 31 March 2020, the Nomination Committee has held 2 meetings (the attendance records of each Committee member are set out in the above paragraph "Meetings"), in which the Committee members has (i) reviewed the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group; (ii) assessed the independence of all the independent non-executive directors; and (iii) reviewed the overall contribution and service of the retiring directors to the Company, and recommended the re-election of the retiring directors at the 2019 AGM. The Nomination Committee, based on the criteria and procedures mentioned above, had also considered and recommended to the Board on the appointment of new directors and the change in composition of Board Committees during the year.

Audit Committee

The Company has met the Listing Rules requirements regarding the composition of the Audit Committee throughout the year ended 31 March 2020.

The Audit Committee currently comprises a total of 3 members, being one non-executive director, namely Mr. Wong Kin Chun Gilbert, and two independent non-executive directors, namely Mr. Yuen Tak Tim Anthony (chairman of the Committee) and Mr. Liu Kwong Sang. Mr. Liu Kwong Sang possesses the appropriate professional qualification, and accounting and financial management expertise as required under Rule 3.10(2) of the Listing Rules.

None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The main duties of the Audit Committee are reviewing the financial information and reports of the Group, and considering any significant or unusual items raised by the financial officers of the Group or external auditor before submission to the Board; reviewing the relationship with and the terms of appointment of the external auditor and making relevant recommendation to the Board; and reviewing the Company's financial reporting system, internal control system and risk management system.

截至2020年3月31日止年度，提名委員會舉行了2次會議（各委員會成員的出席記錄載於上段「會議」內），會上委員會成員(i)檢討董事會的架構、人數及組成，以確保其在專業知識、技能及經驗方面達致平衡並滿足本集團的業務需要；(ii)評核全體獨立非執行董事的獨立性；及(iii)審閱退任董事對本公司的整體貢獻及服務，並建議於2019年股東週年大會上重選退任董事。年內，根據上文提及的條件及程序提名委員會亦已考慮及向董事會建議新董事的委任以及董事會委員會組成的變動。

審核委員會

本公司於截至2020年3月31日止整個年度已符合上市規則有關審核委員會組成的規定。

審核委員會目前由合共三名成員組成，即一名非執行董事黃健俊先生，以及兩名獨立非執行董事阮德添先生（委員會主席）及廖廣生先生。廖廣生先生擁有上市規則第3.10(2)條所規定的適當專業資格以及會計及財務管理專長。

概無審核委員會成員為本公司現任外聘核數師的前合夥人。

審核委員會的主要職責為審閱本集團的財務資料及報告，並於向董事會提呈之前，考慮本集團財務負責人或外聘核數師所提出的任何重大或不尋常事項；檢討與外聘核數師的關係及外聘核數師的委任條款並向董事會提出相關推薦建議；及檢討本公司財務報告系統、內部監控系統以及風險管理系統。

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During the year ended 31 March 2020, the Audit Committee has held 2 meetings (the attendance records of each Committee member are set out in the above paragraph “Meetings”) and performed the following major works: (i) reviewed and approved the audit plan of the Company’s external auditor, including the nature and scope of audit, audit methodology, remuneration and terms of engagement in respect of the audit on the financial statements for the year ended 31 March 2019; (ii) considered major audit findings from the auditor; (iii) reviewed and considered the audited consolidated financial statements for the year ended 31 March 2019 and related annual results announcement and annual report; (iv) reviewed the financial reporting system, risk management and internal control systems and internal audit function of the Group; (v) reviewed the compliance of the Deed of Non-Competition by the Company’s then controlling shareholders; (vi) considered the re-appointment of auditor; (vii) reviewed the interim financial statements of the Group and related results announcement and report of the Company for the six months ended 30 September 2019; and (viii) made relevant recommendations to the Board.

The external auditor has attended the above meetings and discussed with the Audit Committee members on the above audit planning and financial reporting matters. Besides, there is no disagreement between the Board and the Audit Committee regarding the appointment of external auditor.

DIRECTORS’ RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The directors have acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 31 March 2020. The management has provided such explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group put forward to the Board for approval.

As set out in Note 2.1 to the financial statements (“Note 2.1”), the Group, as at 31 March 2020, had net current liabilities of HK\$409,450,000 in consequence of the classification of a term loan with a carrying amount of HK\$346,500,000 as a current liability since the Group has failed to comply with the covenant and undertaking in respect of the said term loan which has become repayable on demand. This event, along with other matters as detailed in Note 2.1, indicated the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern.

於截至2020年3月31日止年度，審核委員會舉行了2次會議（各委員會成員的出席記錄載於上段「會議」內），並已履行以下主要工作：(i) 審閱及批准本公司外聘核數師的核數方案，包括就審核截至2019年3月31日止年度財務報表的核數性質及範圍、核數方法、薪酬及聘用條款；(ii) 考慮核數師的重大核數發現；(iii) 審閱及考慮截至2019年3月31日止年度的經審核綜合財務報表及相關年度業績公告及年度報告；(iv) 檢討本集團財務報告系統、風險管理及內部監控系統以及內部審核職能；(v) 審閱本公司當時控股股東遵守不競爭契據的情況；(vi) 考慮重新委任核數師；(vii) 審閱本集團截至2019年9月30日止六個月的中期財務報表及相關業績公告及報告；及(viii) 向董事會提出相關建議。

外聘核數師已出席上述會議並與審核委員會成員就上述核數方案及財務報告事宜進行討論。此外，董事會與審核委員會就委任外聘核數師方面並無意見不合。

董事就財務報表的財務報告責任

董事已確認彼等就編製本公司截至2020年3月31日止年度財務報表的責任。管理層已向董事會提供必要解說及資料，以便董事會可就供其審批的本集團財務資料及狀況作出知情評估。

誠如財務報表附註2.1所載（「附註2.1」），於2020年3月31日，由於本集團未能遵守賬面值為346,500,000港元的定期貸款的契諾（已成為按要求償還），本集團將上述定期貸款重新分類為流動負債，故錄得流動負債淨額409,450,000港元。此事項連同附註2.1詳述的其他事宜顯示存在重大不確定性，可能對本集團持續經營的能力構成重大懷疑。

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Subsequent to the end of the reporting period and up to the date of this report, certain covenants and undertakings as referred to in Note 2.1, was: (i) removed and replaced by a new covenant and undertaking pursuant to a revised banking facility letter issued by the lending bank, and (ii) waived by the lending bank for a period up to 30 August 2020. The financial statements do not include any adjustments that would result from a failure to resume trading in the shares of the Company on the Stock Exchange, to have additional waiver granted by the lending bank and to obtain alternative credit facilities for financing the working capital and financial commitments of the Group for the foreseeable future.

Notwithstanding the conditions described above and in the Independent Auditor's Report, the financial statements have been prepared on a going concern basis on the assumption that the Group will be able to operate as a going concern which in the opinion of the directors that the Group will have sufficient working capital to finance its operations in the next twelve months from 31 March 2020, after taking into consideration several measures and arrangements as detailed in Note 2.1. Accordingly, the directors are of the view that it is appropriate to prepare these financial statements on a going concern basis.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Group's risk management and internal control systems have been designed to protect assets from misappropriation and unauthorised transactions and to manage operational risks.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems to safeguard the interests of the Company's shareholders and the Group's assets. The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

於報告期後及直至本報告日期，附註2.1所指的若干契諾及承諾已(i)根據貸款銀行發出的經修訂銀行融通函件撤銷以及被新契諾及承諾所取代；及(ii)獲貸款銀行豁免，豁免期直至2020年8月30日。財務報表並不包括可能因本公司股份無法恢復於聯交所買賣，未能獲取貸款銀行授予的額外豁免及取得額外融資額度以為本集團於可見將來的營運資金及財務承擔撥付資金而作出的任何調整。

儘管設有上文及獨立核數師報告所載的條件，財務報表乃按本集團將能夠持續經營的持續經營假設編製，即董事認為於考慮附註2.1詳述的若干措施及安排後，本集團將有足夠的營運資金撥付由2020年3月31日起計未來12個月的營運。因此，董事認為按持續經營基準編製該等財務報表屬合適。

風險管理及內部監控

本集團的風險管理及內部監控系統設計旨在保障資產免受挪用及進行未經授權交易以及管理營運風險。

董事會全面負責評估及釐定本公司達成策略目標時所願意接納的風險性質及程度，並設立和維持合適而有效的風險管理及內部監控系統，以保障本公司股東權益及本集團資產。董事會承認其對風險管理及內部監控系統及檢討其有效性的責任。設計此系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

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The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems, and makes relevant recommendations.

The management, in coordination with department heads and operation teams, regularly assessed the likelihood of risk occurrence, ranked these risks according to the likelihood and the severity of the impact on the Group, provided treatment plans, and monitored the risk management progress, and reported to the Audit Committee and the Board on any findings and measures to address the variances and identified risks. Such internal audit function aims to examine key issues in relation to the accounting practices and all material controls, identify deficiencies and ineffectiveness in the design and implementation of internal controls, and propose recommendations for improvement.

The Company has procedures and internal controls measures for the Company's directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

The Company also established procedures to facilitate employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

審核委員會協助董事會領導管理層並監督管理層對風險管理及內部監控系統的設計、實施及監察，並提出相關建議。

管理層與各部門領導和營運團隊相互配合，定期評估發生風險事件的可能性、根據可能性及對本集團影響的嚴重性對該等風險排序、提供應對計劃及監控風險管理程序，並就任何差異及已識別風險的發現及應對措施向審核委員會及董事會作出報告。該內部審核職能旨在檢驗與會計常規及所有重大監控相關的主要事宜、識別內部監控設計及實施的缺陷及無效性，以及提出改善建議。

本公司對本公司董事、高級職員、高級管理層及有關僱員設有處理機密資料、監控資料披露及對詢問作出回應的程序及內部監控措施。監控程序已實施以確保嚴格禁止發生未授權存取及使用內部資料的情況。

本公司亦設立程序以便本公司僱員可保密提出有關本公司財務申報、內部監控或其他事宜中出現可能不正當情況的關注。

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An independent risk assessment and internal control review of the adequacy and effectiveness of the risk management and internal control systems has been performed by an external consulting firm during the year. Such risk assessment and internal control review aims to examine key issues in relation to the accounting practices and all material controls, identify deficiencies and ineffective parts in the design and implementation of internal controls, and propose recommendations for improvement.

During the year ended 31 March 2020, the Board, in conjunction with the Audit Committee, conducted an annual review of the effectiveness of the risk management and internal control systems of the Company and its subsidiaries, including the adequacy of resources on internal audit, operational and compliance controls; and financial reporting function; as well as staff qualifications, experience, training programmes and related resources. The Board considered that the Group's risk management and internal control systems for the year ended 31 March 2020 was effective and adequate and no significant areas of concern has been identified.

COMPANY SECRETARY

The Company Secretary of the Company is Mr. Chan Yip Keung (also an executive director of the Company), who fulfils the qualification requirements laid down in the Listing Rules. Biographical details of Mr. Chan are set out in the section headed "Directors and Senior Management Profiles" of this annual report. During the year ended 31 March 2020, Mr. Chan has taken not less than 15 hours of relevant professional training.

年內，外聘諮詢機構已對風險管理及內部監控系統的充足性及有效性進行獨立風險評估及內部監控檢討。該風險評估及內部監控檢討旨在檢驗會計慣例及所有重大監控的相關關鍵事項，識別設計及實施內部監控中的缺失及不足之處，並提出改進的推薦建議。

截至2020年3月31日止年度，董事會連同審核委員會對本公司及其附屬公司風險管理及內部監控系統的有效性（包括內部審核、營運及合規控制相關資源的充足性；及財務報告職能；以及員工資格、經驗、培訓項目及相關資源）進行了年度檢討。董事會認為截至2020年3月31日止年度本集團的風險管理及內部監控系統屬有效及充分，並未發現重大關注之處。

公司秘書

本公司的公司秘書為陳業強先生（亦為本公司執行董事），彼符合上市規則所載之資歷規定。陳先生的履歷詳情載於本年報「董事及高級管理層履歷」一節。於截至2020年3月31日止年度，陳先生已接受不少於15小時的相關專業培訓。

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EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

The statement of the external auditor of the Company about their reporting responsibilities on the Company's financial statements for the year ended 31 March 2020 is set out in the section headed "Independent Auditor's Report" in this annual report.

The fees paid/payable to Ernst & Young, the Company's auditor, in respect of audit services and non-audit services for the year ended 31 March 2020 are analyzed below:

外聘核數師及核數師酬金

本公司外聘核數師對彼等就本公司截至2020年3月31日止年度財務報表的申報責任聲明載於本年報「獨立核數師報告」一節。

就截至2020年3月31日止年度的核數服務及非核數服務而已付／應付本公司核數師安永會計師事務所的費用分析如下：

Type of services provided by the external auditor 外聘核數師提供的服務類型		Fee paid/ payable 已付／應付費用 (HK\$) (港元)
Audit service — audit fee for the year ended 31 March 2020	核數服務 — 截至2020年3月31日止年度 之核數費用	1,350,000
Non-audit services — services provided in connection with certain agreed-upon procedures	非核數服務 — 就某些商定程序提供的服務	370,000
Total:	總計：	1,720,000

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognises the importance of transparency and timely disclosure of corporate information, which enables shareholders and investors to make the best investment decision.

與股東及投資者溝通

本公司相信，與股東的有效溝通對促進投資者關係及加深投資者對本集團業務表現及策略的了解至關重要。本集團亦明白保持公司資料的透明度及適時披露的重要性，因其有利股東及投資者作出最佳投資決策。

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The Company maintains a website at www.pinecaregroup.com as a communication platform with shareholders and investors, where information and updates on the Company's business developments and operations and other information are available for public access. Shareholders and investors may send written enquiries or requests to the Company as follows:

Address: G/F, 1 Koon Wah Lane, 68–72 Yuk Wah Street,
Tsz Wan Shan, Kowloon, Hong Kong

Email: investorrelations@pinecaregroup.com

Tel: (852) 2813 8102

Fax: (852) 3020 8779

Enquiries and requests will be dealt with by the Company in an informative and timely manner.

Besides, shareholders' meetings provide an opportunity for communication between the Board and the shareholders. Board members and senior staff will be available to answer questions raised by the shareholders at general meetings of the Company. In addition, the Company will invite representatives of the auditor to attend its annual general meeting to answer shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including but not limited to the election of individual directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange after each shareholders' meeting.

本公司設立網站 www.pinecaregroup.com 作為與其股東及投資者的溝通平台，網站載有本公司業務發展及營運的資料及最新資訊以及其他資料以供公眾查閱。本公司股東及投資者可透過以下方式將書面查詢或要求發送至本公司：

地址：香港九龍慈雲山毓華街 68–72 號
貫華里 1 號地下

電郵： investorrelations@pinecaregroup.com

電話： (852) 2813 8102

傳真： (852) 3020 8779

本公司將盡快處理及詳細解答查詢及要求。

此外，股東大會提供董事會與股東溝通的機會。董事會成員及高級職員會於本公司股東大會上回答股東提出的問題。此外，本公司將邀請核數師代表參與其股東週年大會，解答股東有關審計工作、編製核數師報告及其內容、會計政策及核數師的獨立性等問題。

股東權利

為保障股東利益及權利，在股東大會上會就每項重大議題（包括但不限於選舉個別董事）提呈獨立之決議案供股東考慮及表決。所有在股東大會上提呈之決議案均將根據上市規則以投票方式進行表決，投票表決之結果將於各股東大會結束後刊載於本公司及聯交所的網站。

CORPORATE GOVERNANCE REPORT

企業管治報告

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

There is no provision allowing shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

For the avoidance of doubt, shareholder(s) must provide their full names, contact details and identification, in the originally signed written requisition, notice or statement (as the case may be), in order to give effect thereto. Information of shareholder(s) may be disclosed as required by law.

With respect to the shareholders' right in proposing persons for election as directors of the Company, please refer to the procedures available on the website of the Company.

CONSTITUTIONAL DOCUMENTS

Pursuant to a special resolution of the shareholders passed on 23 January 2017, the amended and restated memorandum and articles of association of the Company was adopted with effect from 15 February 2017. During the year ended 31 March 2020, there was no change in the memorandum and articles of association of the Company.

The amended and restated memorandum and articles of association of the Company is available on the websites of the Stock Exchange and the Company.

根據細則，於遞呈要求當日持有有權在本公司股東大會投票之本公司繳足股本不少於十分之一的任何一名或多名股東，有權隨時向董事會或本公司之秘書發出書面要求，要求董事會召開股東特別大會以處理有關要求內指定之任何事務；而有關會議須於有關要求發出後兩個月內舉行。倘於有關遞呈後21日內，董事會未有召開有關會議，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生之合理開支。

開曼群島公司法或細則並無條文准許股東可在股東大會上提呈任何新決議案。有意提呈決議案之股東可按上段所載程序要求本公司召開股東大會。

為免生疑問，股東須呈交正式簽署的書面要求、通告或聲明(視情況而定)的原件，並在其上提供彼等的全名、聯絡詳情及身份證明，方為有效。股東資料可能根據法律規定而予以披露。

關於股東提名參選本公司董事之人士之權利，請參閱本公司網站所載之程序。

章程文件

根據股東於2017年1月23日通過的一項特別決議案，本公司經修訂及重訂組織章程大綱及細則已獲採納並自2017年2月15日起生效。於截至2020年3月31日止年度，本公司之組織章程大綱及細則並無變動。

本公司經修訂及重訂組織章程大綱及細則可於聯交所及本公司網站查閱。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OVERVIEW

This report is the fourth Environment, Social, Governance (“ESG”) Report (“ESG Report”) published by the Company, which describes our relationship with key stakeholders, and our approach in complying with applicable regulations and guidelines regarding the provision of quality elderly home care services, professional and business ethics and environmental protection. The reporting year of this ESG Report is aligned with our financial year.

REPORTING STANDARD

This ESG Report was compiled in accordance with the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. It is reported in compliance with the “comply or explain” provisions and with reference to the “recommended disclosures” of the ESG Reporting Guide.

REPORTING SCOPE

The reporting scope covers our eleven care and attention homes in Hong Kong.

SOURCES OF DATA AND ASSURANCE TO RELIABILITY

The data reported in this ESG Report was prepared based on our internal statistical reports, internal policies and other internal documents. The Board hereby confirms that no false or misleading statements were made in this ESG Report.

BOARD APPROVAL

Upon review of the management team, this ESG Report was approved by the Board on 26 June 2020.

ESG AND PINE CARE GROUP

Pine Care Group is a leading operator of care and attention homes, having served the elderly in Hong Kong since 1989. The Group established its first care and attention home in Hong Kong in 1989, and now operates a network of eleven care and attention homes with 1,238 residential care places, across nine districts in Hong Kong. Our two new upscale care and attention homes, Pine Care Point and Patina Care have commenced their operations in FY2020.

概覽

本報告為本公司刊發的第四份環境、社會、管治（「ESG」）報告（「ESG報告」），其說明我們與關鍵權益人的關係，以及我們就提供優質安老院舍服務、專業及商業道德及環境保護遵守適用規例及指引時採取的措施。本ESG報告的報告年度與我們的財政年度一致。

報告準則

本ESG報告根據香港聯合交易所有限公司證券上市規則附錄二十七所載《環境、社會及管治報告指引》編製。其乃根據「不遵守就解釋」條文及參考ESG報告指引內的「建議披露」作出報告。

報告範圍

報告範圍涵蓋香港十一間安老院舍。

數據來源及可靠性保證

本ESG報告所呈報的數據乃基於我們內部統計報告、內部政策及其他內部文件。董事會確認，本ESG報告並無作出虛假或具有誤導性的陳述。

董事會批准

經管理團隊審閱後，本ESG報告於2020年6月26日獲董事會批准。

ESG及松齡護老集團

松齡護老集團是領先的安老院舍營運商，自1989年起於香港為長者提供服務。本集團於1989年於香港成立首間護理安老院，現時於香港經營一個由十一間護理安老院組成的網絡，供應1,238個安老院舍宿位，遍佈香港九個地區。我們兩個新的高端護理安老院，即松齡樂軒及蔚盈苑，已於2020財政年度開業。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Since 1989, we have always emphasised on the quality and innovation of our services, and have always operated based on our guiding principles, which include: (i) competent people: attracting the best staff members possible and having the right system in place to help them reach their full potentials; (ii) respect: respecting the elderly residents the way we would to our families; and (iii) elderly first: putting the best interests of the elderly residents above all else. In the past 31 years, through good and bad times, we have always held firmly to these principles, and these are the principles that have guided us to where we are today.

As the Group continues to define the standards of excellence in our elderly care home services, we ensure that we act with integrity and comply with applicable laws and regulations. Our employees uphold high standards of ethical and best practice in the RCHE industry. The Group highly values its employees and retains talents that stand as the backbone of our operations to deliver consistent high quality of services to our customers.

We treasure our relationship with the other key stakeholders including bankers, suppliers and the wider community, as well as minimise adverse environmental impacts. We are able to maintain our sound relationship and obtain continuous support from the key stakeholders. With the contribution from our employees, we aim for continuous value creation within the community.

COMPLIANCE WITH ESG-RELATED REGULATIONS

The Group's business is subject to extensive laws and regulations relating to, among others, the licensing of care and attention homes, treatment of pharmaceutical wastes, labour practices as well as protection of confidentiality and personal data privacy.

Compliance with the law is the cornerstone of the sustainability of our business. The Group has internal policies and systems in place designed with a view to ensuring compliance with applicable laws and regulations.

MANAGEMENT OF ESG ASPECTS

The Group considers managing ESG risks as an important driver to the sustainable growth of our business. The Board is responsible for evaluating and determining our ESG-related risks, and ensuring that appropriate and effective ESG risk management and internal control systems are in place. The implementation of ESG strategies and programs is delegated to our home managers and deputy home managers.

自1989年起，我們一直注重我們服務的質量及創新，並一直按照我們的指導原則經營，包括(i)人才：吸納優秀人才，並提供完善的系統，助其全面發揮潛力；(ii)尊重：如家人般尊重長者院友，做到「敬老如親」；及(iii)將長者院友的最佳利益置於首位。於過去31年，無論順境或逆境，我們一直堅守該等原則，而該等原則亦引領我們取得如今的成績。

在本集團繼續樹立安老院舍服務的卓越標準的同時，我們確保誠實行事並遵守適用法例及規例。我們的僱員秉持安老院行業的高道德標準及最佳慣例。本集團高度珍惜僱員並挽留作為業務骨幹的人才以為客戶提供一貫優質的服務。

我們重視與銀行家、供應商及周邊社區等其他關鍵權益人的關係，並盡力減小不利環境影響。我們得以維持與關鍵權益人的關係並持續獲得彼等的支持。憑藉僱員的付出，我們致力為所在社區持續創造價值。

遵守 ESG 相關規例

本集團的業務須遵守諸多法例及規例，涉及(其中包括)安老院舍牌照、醫藥廢棄物處理、勞工慣例以及保密及個人資料隱私。

遵守法例是我們的業務可持續發展的基石。本集團設有內部政策及制度，旨在確保遵守適用法例及規例。

ESG 層面管理

本集團將管理 ESG 風險視為業務可持續增長的重要驅動力。董事會負責評估及釐定 ESG 相關風險，確保適當及有效的 ESG 風險管理及內部控制系統落實到位。安老院主管及副主管獲授權 ESG 策略及項目的執行工作。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Stakeholder engagement

We strive to align our business practices with various stakeholders' needs and expectations in order to achieve sustainable development of the Group. Key stakeholders have been identified and their areas of attention are discussed in this ESG Report.

持份者參與

我們致力令業務常規能滿足不同持份者的需要及期望，以令本集團達致可持續發展。本集團已識別主要持份者，彼等的關注於ESG報告中討論。

Stakeholders 持份者	Material issues 重大事項	Engagement 參與
Customers 客戶	<ul style="list-style-type: none"> Service quality and customer safety 服務質素及客戶安全 Complaint handling 投訴處理 Customer privacy protection 客戶私隱保障 Customer right 客戶權利 	<ul style="list-style-type: none"> Customer hotline 客戶熱線 Grievance mechanisms 申訴機制 Feedback surveys 意見調查
Employees 僱員	<ul style="list-style-type: none"> Health and safety 健康及安全 Career development and promotion opportunities 事業發展及晉升機會 Remuneration and benefits protection 薪酬及福利保障 	<ul style="list-style-type: none"> Training and employee-caring activities 培訓及關懷僱員活動 Grievance mechanisms 申訴機制
Government and regulatory authorities 政府及監管機關	<ul style="list-style-type: none"> Legal compliance 遵守法律 Elderly care industry development 安老行業發展 	<ul style="list-style-type: none"> Compliance with government policies 遵守政府政策 Response to inquiries from government departments 回應政府部門查詢 Fulfilment of social responsibility 履行社會責任
Investors 投資者	<ul style="list-style-type: none"> Performance growth and return on investment 業績增長及投資回報 Information disclosure 資訊披露 Business operation risks 業務營運風險 	<ul style="list-style-type: none"> Convene of regular shareholder meetings 定期召開股東大會 Publish of financial and ESG reports 刊發財務及ESG報告
Suppliers and contractors 供應商及承包商	<ul style="list-style-type: none"> Responsible purchasing 負責任採購 Integrity 正直 	<ul style="list-style-type: none"> Supplier comparison matrix 供應商比較矩陣 Regular communication 定期溝通
Community 社區	<ul style="list-style-type: none"> Support community engagement 支持社區參與 	<ul style="list-style-type: none"> Cooperation with social enterprise 與社會企業合作 Promote public health 推動公眾健康

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Materiality assessment

We conducted materiality analysis to identify stakeholders' areas of attention with regards to our business and sustainable development. The following issues were identified to be material for both our stakeholders and business. These issues will be discussed in more detail when addressing the four sustainability aspects in the corresponding sections of this report.

重要性評估

我們進行重要性分析以識別持份者對我們的業務和可持續發展的關注方面。以下事項被識別為對我們的持份者及業務而言均屬重要。本報告對應章節將於論述四個可持續發展方面時對該等事項作更詳細討論。

Sustainability aspects 可持續發展方面	High materiality issues 高重要性事項	Medium materiality issues 中重要性事項	Low materiality issues 低重要性事項
Operating practices 營運常規	<ul style="list-style-type: none"> (i) Legal compliance 遵守法律 (ii) Service quality and customer safety 服務質素及客戶安全 (iii) Customers' rights and privacy protection 客戶權利及私隱保障 	<ul style="list-style-type: none"> (i) Supply chain management 供應鏈管理 (ii) Anti-corruption 反貪污 (iii) Data security 數據安全 	Intellectual property 知識產權
Human capital 人力資本	Talent recruitment and retention 人材招聘與挽留	<ul style="list-style-type: none"> (i) Occupational health and safety 職業健康及安全 (ii) Employee training and development 僱員培訓及發展 	Labour standards 勞工準則
Environmental 環境	Waste management 廢棄物處理	Greenhouse gas emissions and mitigation 溫室氣體排放及減輕	Use of energy and water 能源及水使用
Community 社區			Contribution to community 社區貢獻

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OUR SERVICES

The Group is committed to quality excellence and recognises that continual improvements are vital to enhancing competitiveness as well as customer satisfaction. We aim to ensure the delivery of quality services.

The Group has implemented standardised management and operational procedures across our network of care and attention homes to ensure consistency of service quality and to enhance resident experience. These management and operational procedures cover areas that are required under the RCHE Code of Practice, Residential Care Home (Elderly Persons) Ordinance (RCH(EP)O) and its subsidiary legislation, the Service Quality Standards issued by the SWD, ISO 9001 quality management system and the ISQua standards accredited by the Hong Kong Association of Gerontology.

Quality Assurance Monitoring Committee

The Group has established a Quality Assurance Monitoring Committee ("QAMC") to oversee the quality of the elderly care services provided to our residents. The composition of the QAMC includes the management team, employees, residents, families of residents and parties independent of the Company.

The QAMC is responsible for conducting surprise audits on our care and attention homes and subsequent to such audits, providing objective feedbacks to improve our operational processes. The audit system includes review of the bedrooms, facilities, meal provision service, medicine dispensation, nursing service, provision of social activities and attitude of employees. On-site inspections are also conducted from time to time by QAMC members.

Residential Aged Care Accreditation Scheme

The Group is accredited under the Residential Aged Care Accreditation Scheme of the Hong Kong Association of Gerontology. Such accreditation programme promotes best practices in the RCHE industry, and is currently the only scheme in Hong Kong recognised internationally, by The International Society for Quality in Health Care. Accreditation under this scheme ensures that our care and attention homes have, among others, established effective governance; provided a safe, hygienic and comfortable environment, facilities and services for our residents; established a set of planning, supervision and service improvement processes to meet the needs of residents; and established an effective information management system.

我們的服務

本集團致力達至優質，亦認為持續改進對於增加競爭力及客戶滿意度極為重要。我們旨在輸出優質服務。

本集團於護理院網絡內實施標準化管理及營運程序，確保服務質素統一及提升院友體驗。該等管理及營運程序覆蓋範圍乃按照安老院實務守則、《安老院條例》及其附屬法例、社會福利署發出的服務質素標準、ISO 9001 質量管理體系及香港老年學會認可的國際醫療品質協會標準。

優質服務監察委員會

本集團設立優質服務監察委員會（「優質服務監察委員會」）以監督給予院友的安老服務質素。優質服務監察委員會由管理團隊、僱員、院友、院友家屬及獨立於本公司的多方所組成。

優質服務監察委員會負責突擊審查護理院，其後提出客觀反饋以改進營運程序。審查系統包括檢查睡房、設備、供餐服務、藥物分配、護理服務、提供社交活動及僱員態度。優質服務監察委員會成員亦不時進行實地考察。

香港安老院舍評審計劃

本集團已通過香港老年學會的香港安老院舍評審計劃評審。該評審計劃推廣安老院舍照顧服務業的最佳實務，且為現時香港唯一國際認可（由國際醫療品質協會）的計劃。此計劃的評審確保護理院（當中包括）建立有效管治；提供安全、衛生及舒適的環境、設備及服務予院友；建立一系列的計劃、監察及服務改進程序以符合院友所需；及建立一套有效的資料管理系統。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Individual Care Plan

The Group understands that the specific needs of every elderly resident are different. As a result, every one of our elderly residents has an individual care plan that is designed specific to his/her own needs, which is periodically reviewed and fine-tuned according to progress.

When a new resident is admitted, a three-pronged evaluation of his/her conditions is conducted by a nurse, a social worker, and a physiotherapist. Based on the results of the evaluation, an individual care plan is designed to meet the specific needs of the resident. The plan is then carried out for a period of 6 months, at which point the plan is re-evaluated and new objectives for the next 6 months are set. This ensures that the elderly resident always receives the best and most appropriate care possible.

Periodic Surveys and Service Quality Team

We conduct periodic surveys with residents and their families. We then conduct management review meetings to review the survey results and identify key improvement areas and opportunities, and design and implement measures to improve on identified deficiencies.

We have also participated in the “Residential Care Homes for the Elderly Service Quality Team” plan of the SWD since 2013, pursuant to which members of the service quality team will visit our care and attention homes on a regular basis. After such visits, the service quality team will make recommendations to the Group and the SWD will follow up on these with us.

Safeguarding Customers' Rights

We respect every customer without regard to individual differences. The Group does not tolerate any discrimination and ensures that every customer is treated equally while using our elderly home care services.

Customers are welcomed to provide feedback or file complaints directly to our frontline staff or through complaint handling hotline which allows complainants to submit their complaints on an anonymous basis to an operator, independent of our care and attention homes. A customer service team takes immediate action on receipt of any complaint, resolving or following up the complaint until resolution. We treat complaints seriously and view them as a means to consistently improve our service level and quality.

個人護理計劃

本集團明白每位入住長者的具體需要各不相同。因此，每一位入住長者均會根據其個人需要制定個人護理計劃，該計劃會作週期性檢查及根據情況微調。

每當有新院友入住，將由護士、社工及物理治療師為其狀況進行三方面評估。基於評估結果制定個人護理計劃以符合院友的具體需要。該計劃為期6個月，期滿後計劃會進行重新評估並設立接下來6個月的新目標。盡力確保入住長者一直接受最佳最適當的護理。

定期調查及服務質素團隊

我們對院友及其家屬進行週期調查。其後進行管理層回顧會議，回顧調查結果及識別關鍵改進空間及機會，以及設計和實施措施以改進已識別的缺點。

我們自2013年起亦參與社會福利署的「安老院服務質素小組」計劃，因而服務質素小組成員將定期探訪護理院。探訪後，服務質素小組將向本集團提出建議及社會福利署將與我們跟進該等事宜。

保障客戶權利

我們尊重並一致對待每一名客戶。本集團絕不容忍任何形式的歧視行為並確保每名客戶在使用我們的安老院舍服務時得到平等對待。

我們鼓勵客戶提供反饋或直接向我們的一線員工提出投訴，或透過投訴熱線提出投訴，這讓投訴者得以向獨立於安老院舍的接線員進行匿名投訴。客戶服務團隊在接到投訴後立即採取行動，處理或跟進投訴直至得到圓滿解決。我們高度重視投訴並將其視為持續改善服務水平及質素的手段。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Protection of Customer Information

The Group considers that privacy and security of information are critical operating principles. The Group has implemented comprehensive information privacy and information security programmes to protect personal privacy. We are committed to the compliance of relevant laws and regulations. We recognise the importance of keeping personal information of our residents in strict confidence.

The right of a resident to privacy is essential in the RCHE industry, and our residents expect us to keep their information strictly confidential. We are subject to the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) which restricts the use of personal data of residents collected by us for specific purposes, such as the provision of information on home events and activities. We obtain consent from residents before we collect and use such personal information.

The Group is committed to complying with relevant laws and regulations on customer data protection and privacy. Any unauthorised copying, dissemination or disclosure of confidential information, including identities and transaction records of customers, are strictly prohibited.

During the reporting period, the Group did not discover any serious violation of relevant laws and regulations which would have material effects on the Group.

Supply Chain Management

We proactively communicate with our suppliers including traders of groceries, intermediaries referring professional and qualified staff, and medical care product companies to ensure that they are committed to delivering high-quality food and beverages, medical products, consumables and professional services. We effectively implement assessment processes on suppliers through conducting regular evaluation on the performance of contracts and other measures, to ensure the performance of our suppliers. The procurement of equipment, products and services is undertaken through open and fair competition.

OUR EMPLOYEES

As at 31 March 2020, the Group had a total of 457 employees which comprises operation staff and corporate staff. The Group highly values its employees, as the workforce is not only the most valuable asset of the Group but is also the solid foundation for sustainable development. The Group strictly complies with relevant laws and regulations regarding employment in Hong Kong and ensures employees are reasonably remunerated.

保護客戶資料

本集團認為資料私隱及安全為關鍵的營運原則。本集團實施全面資料私隱及資料安全程序以保護個人私隱。我們致力遵守所有相關法例及規例。我們明白將院友的個人資料嚴格保密的重要性。

於安老院舍照顧服務行業，院友的私隱權是必要的，院友預期我們將其資料嚴格保密。我們根據個人資料(私隱)條例(香港法例第486章)限制我們因特定目的而收集院友個人數據的使用，例如於院舍事項及活動所提供的資料。於收集及使用該等個人資料前會先獲得院友同意。

本集團於客戶數據保護及私隱上致力遵守相關法例及規例。嚴禁任何未經授權而複製、發放或披露機密資料，包括客戶的身份及交易記錄。

於報告期間，就相關法例及規例，本集團概無發現任何會對本集團有重大影響的嚴重違反。

供應鏈管理

我們積極與供應商(包括雜貨貿易商、專業及合資格員工的中介及醫療護理產品公司)溝通，以確保彼等能提供優質的食品及飲品、醫療產品、消耗品以及專業服務。我們通過對合約履行情況的定期評估及其他措施，有效實施供應商評估流程，以確保供應商的表現。設備、產品及服務的採購透過公開及公平競爭的方式進行。

我們的僱員

於2020年3月31日，本集團合共有457名僱員，包括營運職員及公司職員。本集團高度重視其僱員，因勞動力不單是本集團最寶貴的資產，亦是可持續發展的穩固基礎。本集團嚴格遵守就僱傭相關的香港法例及規例及確保僱員擁有合理薪酬。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OUR WORKFORCE AS AT 31 MARCH 2020

Total workforce

Composition by gender

Female
Male

Composition by employee category

Operation staff
Corporate staff

Composition by age group

> 50
31–50
30 or below

我們於2020年3月31日的員工

員工總數 457

按性別劃分

女性 386
男性 71

按員工類別劃分

營運員工 426
企業員工 31

按年齡組別劃分

50歲以上 227
31–50歲 161
30歲或以下 69

WORKFORCE TURNOVER RATE FOR FY2020

Overall turnover rate

Turnover rate by gender

Female
Male

Turnover rate by employee category

Operation staff
Corporate staff

Turnover rate by age group

> 50
31–50
30 or below

2020財政年度的員工流失率

整體流失率 28%

按性別劃分的流失率

女性 23%
男性 5%

按員工類別劃分的流失率

營運員工 27%
企業員工 1%

按年齡組別劃分的流失率

50歲以上 8%
31–50歲 13%
30歲或以下 7%

The overall employee turnover rate of the Group during the FY2020 was 28%. The turnover rate of operation staff was higher than corporate staff, with the ratio being 27% and 1% respectively. In terms of the age profile, the employees aged between 31 to 50 had the highest turnover rate of 13% while the group aged 30 or below had the lowest turnover rate of 7%.

於2020財政年度，本集團的整體僱員流失率為28%。營運員工的流失率高於企業員工，分別為27%及1%。按年齡組別計，31歲至50歲的僱員流失率最高，為13%；而30歲或以下的組別流失率則最低，為7%。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Employment

A Staff Handbook provides the necessary information and guidelines on codes of conduct, equal opportunity, termination of service, rewards and penalties, leave entitlement, and other relevant matters. Employees are recruited, remunerated and promoted on the basis of merit, including qualifications, competence, matching expertise to requirements of the post, and contribution to the Group. No limits are imposed on age or gender, and there is no discrimination in favour or against any group of employees.

In addition, the Group employs imported workers through the Supplementary Labour Scheme (“SLS”) of the Labour Department. We confirm that, all imported workers employed by the Group have valid visa/entry permit to work in Hong Kong and there is no breach of any of the conditions imposed under the SLS.

Employees enjoy rights as provided for by laws and the systems of the Group. Employees of different backgrounds and qualifications enjoy equal promotion opportunity, salary adjustment, training and development provision. The Group respects and protects these rights, and will not tolerate any discriminatory acts in the Group.

During the reporting period, there was no non-compliance or breach of legislation related to applicable employment laws and regulations.

Health and Safety

The Group is committed to providing and maintaining a safe and healthy working environment for all employees. We endeavour to comply with all relevant laws and regulations on health and safety by routine evaluation of the hazards and safety of our care and attention homes. We have instituted internal safety policies and systems to ensure strict compliance with such requirements.

Due to the nature of our business, incidents at our care and attention homes could have detrimental effects on the health and safety of our employees and residents. Accordingly, we have established standardised workplace health and safety procedures and all employees are required to comply with such in the operation of our care and attention homes. These procedures are part of our customised safety management system, with our Head of Operations, Mr. Yim Edwin Pui Hin, in charge. Mr. Yim Edwin Pui Hin oversees compliance with all workplace health and safety measures.

僱傭

員工手冊就行為、平機、終止服務、獎金與罰款、有薪假期及其他相關事宜的準則提供必要的資料及指引。僱員按優點(包括資格、能力、符合崗位要求的專業及對本集團的貢獻)而受僱、獲酬及得到晉升。並不限制年齡及性別，以及沒有對任何類別的僱員抱有偏好或歧視。

此外，本集團透過勞工處的補充勞工計劃(「補充勞工計劃」)僱用輸入勞工。我們確認，所有受僱於本集團的輸入勞工均持有有效簽證／進入許可於香港工作，以及概無違反任何補充勞工計劃所設條件。

僱員享有法律及本集團系統提供的權利。不同背景及資格的僱員享有同等晉升機會、薪金調整、訓練及發展提供。本集團尊重且保護該等權利，不會容忍本集團發生任何歧視行為。

於報告期間，概無不遵守或違反適用的法例及規例。

健康及安全

本集團盡力提供及維持安全及健康的工作環境予所有僱員。我們致力於遵守所有健康及安全的相關法例及規例，為此於護理院中進行例行的危害及安全評估。我們制定內部安全政策及系統以確保嚴格遵守該等要求。

由於我們的業務性質，護理院的事故可能會對我們的僱員及院友造成負面影響。故此，我們建立標準化的工作場所健康及安全程序及所有僱員須遵守該等程序營運護理院。該等程序由我們的營運主管嚴沛軒先生負責，為訂制的安全管理系統之一部份。嚴沛軒先生監督所有工作場所之健康及安全措施之遵守情況。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group has set up an Occupational Health and Safety Committee, to conduct regular reviews of staff health and safety issues, assess latent crisis possibility, identify risks and suggest solutions to ensure a safe working environment and minimising the probability of accidents. We have developed an effective mechanism to improve the procedures for reporting industrial injury accidents so that injured employees could obtain support and follow-up labour compensation. Contingency procedures and review mechanisms have been set up to provide appropriate measures to prevent similar accidents.

The Group complies with the Buildings Ordinance (Chapter 123 of the Laws of Hong Kong) ("BO") and subsidiary legislation relating to the planning, design and construction of buildings and associated works and regular inspection of buildings and associated repairs to prevent buildings from becoming unsafe.

The Group complies with requirements and specifications for fire service installations and equipment to be provided for Residential Care Homes for the Elderly (RCHE), based on Codes of Practice for Minimum Fire Service Installations and Equipment and Inspection, Testing and Maintenance of Installations and Equipment issued by the Fire Services Department from time to time.

All fire service installations and equipment installed in the Group's care and attention homes are maintained in efficient working order at all times and inspected by a registered fire service installation contractor at least once every 12 months, in accordance with the Fire Service (Installations and Equipment) Regulation (Chapter 95B of the Laws of Hong Kong).

In the reporting period, the Group has complied with relevant laws and regulations on health and safety and there were no recorded work-related injuries or fatalities.

Development and Training

The Group places great importance on continuing development of professional knowledge and skills for employees.

The Group has established policies on staff development and training. The Group provides both internal and external training opportunities for various levels of employees, including management, operations and back office supporting staff. The home managers and management team of each care and attention home are expected to encourage and facilitate continuous development of staff through internal or external training.

本集團設立職業健康及安全委員會，就員工健康及安全問題、評估潛在危機可能性、識別風險及建議方案進行定期回顧，以確保安全工作環境及將意外發生的可能性減至最低。我們建立了一套有效機制以改進報告工傷意外的程序，使受傷僱員能獲得支持及後續勞工補償。已設立應急程序及檢討機制以提供適當措施防止同類意外。

關於建築物的計劃、設計及建造及其定期檢查以及關聯維修，本集團遵守建築物條例(香港法例第123章)(「建築物條例」)及附屬法例，以防止建築物變得不安全。

本集團遵守安老院舍照顧服務就消防裝置及設備的要求及規格，按照由消防處不時發行的最低限度之消防裝置及設備與裝置及設備之檢查、測試及保養守則。

根據消防(裝置及設備)規例(香港法例第95B章)，所有安裝於本集團的護理院的消防裝置及設備經常維持於有效運作的狀態，以及至少每12個月由消防裝置承辦商檢查一次。

於報告期間，本集團遵守健康及安全的相關法例及規例，概無錄得與工作相關的受傷或死亡。

發展及培訓

本集團高度重視僱員持續發展其專業知識及技能。

本集團建立員工發展及培訓的政策。本集團提供外部及內部的培訓機會予不同級別的僱員，包括管理層、營運及後勤員工。各個護理院的經營者及主管亦會透過內部或外部培訓鼓勵及促進員工的持續發展。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Selected training sessions on occupational safety, stress management, infection control, drug management, nursing care, mid-career study and job-related seminars are conducted by professional training organisations or consulting companies. These enable our staff to keep abreast of the latest development in care for the elderly and safety and health at work. Skills covered include proper manual handling technique, enhancing awareness of drug safety management and effective infection control measures.

The Group aims to retain a skilled workforce through systematic training and professional development and training, which is a recognised attribute of our dedicated management and workforce.

We believe that our commitment to employee excellence will lead to the continued growth of our business and enhancement of the quality of services provided to our residents. Accordingly, we will continue to increase efforts in human resources management and retention. We are confident that such efforts will enhance our reputation and appeal as an employer of choice in the RCHE industry.

The Group will continue to implement an internal rotation system for management personnel to provide them with greater exposure to our operations; to develop a career advancement programme with a clearly identifiable long-term career path to motivate our employees; and to devise rewards programmes which would encourage our staff to attend training courses offered by external institutions.

Labour Standards

The Group attaches great importance to and strictly abides by all applicable labour laws and regulations on employment such as Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong), Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong) and their respective subsidiary legislations in Hong Kong.

The Group considers child and forced labour unacceptable and must be strictly prohibited. The Group has instituted a comprehensive screening and recruiting process to prohibit the use of child labour.

Employee work schedules are set up fairly to keep within standard working hours. All employees are provided with appropriate leave entitlements, including annual leave, sick leave, maternity leave, paternity leave and compassionate leave.

專業培訓機構或顧問公司就職業安全、壓力管理、感染控制、藥物管理、護理、中期職業學習及工作相關研討會將挑選及進行培訓環節。致使我們的員工能夠於安老和工作安全及健康方面緊貼最新發展。涵蓋技能包括正確體力處理操作技巧、提升藥物安全管理意識及有效的控制感染措施。

本集團旨在透過系統性培訓和專業發展及培訓打造一支熟練的員工團隊，此為我們盡責的管理層及員工公認的特性。

我們相信投入使僱員優秀將令業務持續成長，以及提升給予我們院友的服務質素。因此，我們將繼續增加對人力資源管理及保留的付出。我們有信心該等付出將於安老院舍照顧服務行業提升我們的聲譽及作為僱主選擇的吸引力。

本集團將繼續實施管理人員的內部輪班制，以對營運有更長時間接觸；建立事業晉升計劃提供清晰可見的長期事業發展途徑推動僱員；以及設計獎勵計劃鼓勵員工出席外部機構提供的培訓課程。

勞工標準

本集團高度重視及嚴格遵從所有適用的香港勞工法例及僱傭規例，例如《僱傭條例》(香港法例第57章)、《職業安全及健康條例》(香港法例第509章)、《強制性公積金計劃條例》(香港法例第485章)、《最低工資條例》(香港法例第608章)及其附屬法例。

本集團認為兒童及強制勞動不可接受及必須嚴厲禁止。本集團實行全面篩選及招聘程序以禁止使用兒童勞動。

僱員工作時間表公平訂立且保持於標準工時內。所有僱員均獲適當的有薪假期，包括年假、病假、產假、侍產假及恩恤假。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Anti-corruption and Business Ethics

The Group is well aware of the importance of honesty, integrity and fairness, and has included anti-corruption policy such as giving and taking interests and declaration of conflicts of interests in our staff manual. Through the establishment of these policies, we encourage all employees to discharge their duties with integrity and to comply with relevant laws and regulations.

The Group is committed to adhering to the highest ethical standards and maintaining a corporate culture of integrity and justice for preventing, detecting and reporting all types of fraud, including corruption. Employees at all levels are expected to conduct themselves with integrity, impartiality and honesty. We have established effective anti-corruption procedures, including declaration of interests, whistleblowing, among others.

Our whistleblowing policy facilitates staff to discreetly report any misconduct or dishonest activities, such as suspected corruption, fraud and other forms of criminality by email to the Company's Audit Committee or the Company secretary.

The whistleblowing policy documents set out the whistleblowing handling system for the establishment and maintenance of the highest possible standards of openness, probity and accountability for employees to raise their concerns in confidence without fear of harassment, reprisal, victimisation, discrimination or disadvantage.

The Group has set up a working committee, comprising the Director, Chief Financial Officer and Head of Human Resources, to take responsibility for evaluating every report received and decide if a full investigation is necessary. The working committee is responsible for reporting to the Audit Committee the issue, the result of investigation and the corrective action taken to ensure the Audit Committee is informed and the issue would hopefully not occur again in the future.

During the reporting period, there was no legal case regarding corrupt practices nor any case of corruption found or reported by the Group and the Group was not aware of any non-compliance with the relevant laws and regulations that had significant impact on the Group relating to bribery, extortion, fraud and money laundering.

反貪污及商業道德

本集團非常清楚誠實、正直及公平的重要性，並已將反貪污政策（如提供及收受利益以及申報利益衝突等）加入我們的員工手冊中。透過建立該等政策，我們鼓勵所有僱員解除職務時保持正直及遵守相關法例及規例。

本集團致力於謹守最高道德標準及維持正直公正的企業文化，防止、查明及報告所有類型的詐騙，包括貪污。各階層僱員預期品行正直、公平及誠實。我們建議有效的反貪污程序，其中包括申報利益、舉報。

我們的舉報政策促使員工謹慎地電郵至本公司的審核委員會或公司秘書，以報告任何不當行為或不誠實活動，例如疑似貪污、詐騙及其他形式的犯罪。

舉報政策文件設立舉報處理系統，建立及維持公開、廉潔及問責的最高可行標準，使僱員提升其保密意識而不畏騷擾、報復、傷害、歧視或不利。

本集團設立工作委員會，由董事、財務總監及人力資源總監所組成，負責評估所有所得報告及決定是否需要展開全面調查。工作委員會負責向審核委員會報告問題、調查結果及已採取的矯正舉動，確保審核委員會知悉並預期問題將不會再度發生。

於報告期間，本集團概無發現或舉報任何有關貪污行為的法律案件或任何貪污個案，本集團亦不知悉對本集團產生重大影響之任何有關賄賂、敲詐、舞弊及洗錢之相關法律及法規之不合規情況。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OUR ENVIRONMENT

As the Group operates care and attention homes for the elderly in Hong Kong offering a comprehensive range of residential care services, emissions such as air pollutants arising from the fuel usage of company cars, are insignificant as compared to companies in certain industries such as manufacturing.

The Group endeavours to comply with applicable environmental laws and regulations and has adopted effective measures to reduce wastage, such as using more energy-efficient equipment and adopting environment-friendly disposal procedures. Our employees are fully aware that it is important to minimise the impact on the environment and natural resources when conducting Group operations.

Treatment of Waste

A total of approximately 781 kilograms of chemical and clinical wastes was generated during the year. The Group handles the pharmaceutical products at our care and attention homes on a day-to-day basis and disposes chemical and clinical wastes with care. We deal with the disposal of pharmaceutical products in accordance with the Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong), Waste Disposal (Chemical Waste) (General) Regulation (Chapter 354C of the Laws of Hong Kong) and Waste Disposal (Clinical Waste) (General) Regulation (Chapter 345O of the Laws of Hong Kong).

We have implemented a set of internal policies and guidelines to ensure that the disposal of chemical and clinical wastes and pharmaceutical substances are carried out in a safe manner. We have engaged chemical and clinical waste collection service providers to dispose of our chemical and clinical wastes. In relation to hazardous waste such as expired and unwanted pharmaceutical products, we have engaged qualified waste disposal and recycling companies licensed by the Environmental Protection Department to handle the disposals.

Non-hazardous waste disposed totalled approximately 7,161 kilograms during the year. To maintain hygiene at our elderly care homes and protect our residents from infection, we consider using disposable items necessary and room for reducing non-hazardous waste is limited. It is our policy to educate our staff to recycle resources and to avoid unnecessary consumption and disposal of materials. During FY2020, a total of approximately 0.6 tonne of waste paper was recycled.

In addition, to improve the air quality, the Group has installed high-performance air purifier equipment such as germicidal air deodorisers for smell control and purification.

我們的環境

由於本集團於香港營運護理安老院，提供全面的住宿護理服務，對比若干行業（如製造業）的公司，諸如公司車輛使用燃料產生的空氣污染物等的排放實為微不足道。

本集團致力於遵守適用之環境法例及規例，採用有效的措施以減少消耗量，例如使用更高效能的設備及採取環境友善的處理程序。我們的僱員充分意識到於本集團營運時將對環境及自然資源的影響最少化的重要性。

處理廢棄物

年內產生共計約781公斤的化學及醫療廢棄物。本集團每日處理護理院的藥物及小心棄置化學及醫療廢物。我們根據廢物處置條例（香港法例第354章）、廢物處置（化學廢物）（一般）規例（香港法例第354C章）及廢物處置（醫療廢物）（一般）規例（香港法例第345O章）進行藥物棄置。

我們實施一套內部政策及指引，確保化學及醫療廢物及藥物以安全方式棄置。我們僱用化學及醫療廢物收集服務供應商以棄置我們的化學及醫療廢物。有關有害廢物如過期及多餘藥品，我們則僱用合資格並獲環境保護署批予牌照的廢物棄置及回收公司處理該等棄置。

我們處置的無害廢物總量約為7,161公斤。為保持我們的安老院舍衛生及保護長者院友免受感染，我們認為有必要使用一次性物品，而減少無害廢物的空間亦有限。我們的政策旨於教導員工回收資源及減少不必要的物料消耗及報廢。於2020財政年度，共計約0.6噸的廢紙被回收。

此外，為提升空氣質素，本集團已安裝如空氣殺菌除臭機等高性能的空氣淨化設備以控制及淨化臭味。

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Resources Consumption

Resources used in the operation are mainly electricity, water, fuel gas for car and printing paper.

Emissions generated by the Group were mainly indirect greenhouse gases (“GHGs”) emissions generated from the use of electricity and gas. During the year, there were a total of Scope 2 – energy indirect emissions of approximately 4,214 in tonnes, carbon dioxide (“CO2”) equivalent.

A total amount of electricity of approximately 5,084,074 kilowatt hours and a total amount of water of approximately 42,746 tonnes were consumed during the year.

The Group has implemented energy and water saving practices, resulting in low consumption levels. To reduce energy consumption, the Group has installed the CarbonCare LED, which combines LED lighting with un-validated carbon offset programmes to offer a climate-friendly solution to the usage of lighting. The workplace temperature has been maintained at a comfortable level of 25°C to encourage energy conservation and to reduce emissions. Staff are encouraged to minimise paper, water and electricity consumption.

OUR COMMUNITY

With the commitment to being a socially responsible corporation, the Group has been named by The Hong Kong Council of Social Service as a “Caring Company” since our establishment. The Group encourages our staff and our residents to contribute their time and efforts in participating in local community activities and events. Examples are as follows:

資源消耗

營運中使用的資源主要為電、水、汽車燃油及列印紙。

本集團產生的排放物主要為使用電及汽油時產生的間接溫室氣體（「溫室氣體」）排放物。年內，有共計約4,214噸二氧化碳當量（「CO2」）的第二類 – 能源間接排放物。

年內共計用電約5,084,074度及共計用水約42,746噸。

本集團實施能源及水的節約措施，因而達至低消耗水平。為減少能源消耗，本集團已安裝低碳關懷LED，結合LED燈光及未經證實的碳抵銷計劃，為燈光使用提供一個氣候友善的方案。工作場所溫度維持在舒適水平25°C，以鼓勵節能減排。我們鼓勵員工盡量節約用紙、用電及用水。

我們的社區

本集團致力成為具社會責任的企業，自成立以來獲香港社會服務聯會頒發「商界展關懷」。本集團鼓勵員工及院友貢獻時間，用心參與本地社區活動及事項。例子如下：

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Community Health Day

In January 2020, same as in the previous years, New Pine Care Centre organised a free health check for elderly in the Shun Lei Estate community, approximately 500 people had benefited from these free health checks.

Love Print – Life Review Volunteer Program

In 2019, New Pine Care Centre has cooperated with the Department of Psychology of the Chinese University of Hong Kong to organise the “Love Print – Life Review Volunteer Program” by which volunteers and our social workers helped to customise personal autobiographical life stories for 10 participating residents that are shared with them and their family members. Each life story records the childhood, juvenile, development, and motto of the fellows, which are enjoyable and inspiring for the sharing.

Co-organised Volunteer Event

In July 2019, Pine Care (Lee Foo) Elderly Centre has cooperated with the Hong Kong Institute of Animal Assisted Intervention to organise a volunteer event by which we aimed to let our participating residents to realise the kindness of the animals and encourage them to explore new things and stay active.

“Your Story • My Enlightenment” Community Story Series Project

From June 2019 to January 2020, Pine Care (Manning) Elderly Centre participated in a cross-generational inclusive project planned by “Under Production” and funded by Community Investment and Inclusion Fund. Through interactions and communication between young people and our participating residents within the six month periods, records of “dialogue” and “listen” were established to promote neighborhood relations, and thereby enhance the image and value of elders in the district.

Through project, we aimed to bring the youths and elders closer, arise young people’s attention to community issues, gather young people’s strength to build a community of communion; and promote the message of loving and caring for the elderly. After the event, books based on photos would be published to promote the integration of the youths and the elders with different angles and elements, and at the same time the books also would become a souvenir for our participating residents.

Donations

During the reporting period, the Company made an aggregate donations of HK\$97,300 to The Community Chest as well as other charitable organisations.

社區健康日

一如往年，新松齡護老中心於2020年1月在順利邨為長者舉辦免費身體檢查活動，受惠長者約有500人。

Love Print – 生命回顧義工計劃

新松齡護老中心於2019年與香港中文大學心理學系合作舉辦「Love Print – 生命回顧義工計劃」，義工與我們的社工協助10名參與院友記錄他們與家人共享的個人自傳生命故事。每個生命故事記錄了主人公的童年、少年時代、發展以及座右銘，是既溫馨又激勵人心的分享。

合辦義工活動

松齡(利富)護老中心於2019年7月與香港動物輔助治療協會合作籌辦義工活動，旨在讓參與院友了解動物的友善，並鼓勵他們接觸新事物，保持活躍。

「你的故事 • 我的啟示」社區故事系列計劃

松齡(萬年)護老中心於2019年6月至2020年1月參與由陸續出版(Under Production)策劃，並由社區投資共享基金資助之跨代共融項目。青少年與院友在半年內透過多次接觸及交談，記錄「對話」及「聆聽」建立鄰里關係，更藉此提升長者在區內的形象和價值。

透過項目，我們旨在將長青拉近，喚起青年關注社區問題，匯聚青年力量，聯手共建同融社區，同時宣揚愛老護老的訊息。活動後將出版以相片為主的書籍，使成品能以不同角度及元素推廣長幼共融，同時成為參與院友的紀念品。

捐款

報告期內，本公司向香港公益金以及其他慈善組織捐款共計97,300港元。

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Aspect A1: Emissions 層面 A1：排放物 General Disclosure 一般披露	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.</p> <p>有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	Our Environment 我們的環境	<p>Our major operation is to operate elderly care homes, providing elderly home care services. Our activities do not emit air pollutants and discharge into water in significant quantities.</p> <p>我們的主要業務為經營安老院舍，提供安老院舍服務。我們的業務活動並無大量排放空氣污染物及向水的排污。</p> <p>We are in compliance with the relevant laws and regulations on generation of chemical wastes, clinical wastes and the disposal of pharmaceutical products.</p> <p>我們遵守有關產生化學廢物、醫療廢物及藥物棄置的相關法例及規例。</p>

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KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Not material 並不重大	Our activities do not emit air pollutants and effluents in significant quantities. 我們的業務活動並無大量排放空氣污染物及污水。
KPI A1.2 關鍵績效指標A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g., per unit of production volume, per facility). 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Our Environment 我們的環境	
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g., per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Our Environment 我們的環境	
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g., per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Our Environment 我們的環境	
KPI A1.5 關鍵績效指標A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Our Environment 我們的環境	
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous waste is handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Our Environment 我們的環境	

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Aspect A2: Use of Resources 層面 A2：資源使用			
General Disclosure 一般披露	<p>Policies on the efficient use of resources, including energy, water and other raw materials.</p> <p>有效使用資源(包括能源、水及其他原材料)的政策。</p>	Our Environment 我們的環境	<p>We consume municipal water mainly for elderly home care services but not in significant quantities. Our policy therefore does not cover consumption of water.</p> <p>我們耗用的都市水主要用於安老院舍服務，但用量不大。因此，我們的政策並不涵蓋用水。</p>
KPI A2.1 關鍵績效指標 A2.1	<p>Direct and/or indirect energy consumption by type (e.g., electricity, gas or oil) in total (kWh in '000s) and intensity (e.g., per unit of production volume, per facility).</p> <p>按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。</p>	Our Environment 我們的環境	
KPI A2.2 關鍵績效指標 A2.2	<p>Water consumption in total and intensity (e.g., per unit of production volume, per facility).</p> <p>總耗水量及密度(如以每產量單位、每項設施計算)。</p>	Our Environment 我們的環境	
KPI A2.3 關鍵績效指標 A2.3	<p>Description of energy use efficiency initiatives and results achieved.</p> <p>描述能源使用效益計劃及所得成果。</p>	Our Environment 我們的環境	
KPI A2.4 關鍵績效指標 A2.4	<p>Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.</p> <p>描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。</p>	Not material 並不重大	<p>Our operation has no issue in sourcing water that is fit for purpose.</p> <p>我們的營運於求取適用水源上沒有問題。</p>
KPI A2.5 關鍵績效指標 A2.5	<p>Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.</p> <p>製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。</p>	Not material 並不重大	<p>Our activities do not create packaging material in significant quantities.</p> <p>我們的活動並無產生大量包裝物料。</p>

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Aspect A3: The Environment and Natural Resources 層面 A3：環境及天然資源			
General Disclosure 一般披露	<p>Policies on minimising the issuer's significant impact on the environment and natural resources.</p> <p>減低發行人對環境及天然資源造成重大影響的政策。</p>	Not material 並不重大	<p>Our operation does not have a significant impact on the natural environment and the availability of natural resources.</p> <p>我們的營運不會對自然環境及天然資源的可用程度構成重大影響。</p>
KPI A3.1 關鍵績效指標 A3.1	<p>Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.</p> <p>描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。</p>	Not material 並不重大	<p>Our operation does not have a significant impact on the natural environment and the availability of natural resources.</p> <p>我們的營運不會對自然環境及天然資源的可用程度構成重大影響。</p>

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Aspect B1: Employment 層面 B1：僱傭 General Disclosure 一般披露	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.</p> <p>有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	Our Employees 我們的僱員	<p>We are in compliance with the laws and regulations related to employment and labour practices, including those related to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity diversity, and anti-discrimination.</p> <p>我們遵守有關僱傭及勞工常規的法例及規例，包括有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化及反歧視的法例及規例。</p>

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Aspect B2: Health and Safety 層面 B2：健康與安全	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例 的資料。	Our Employees 我們的僱員	We are in compliance with the laws and regulations related to working environment and occupational health and safety. 我們遵守有關工作環境以及職業健康及安全的法例及規例。

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Aspect B3: Development and Training 層面 B3：發展及培訓			
General Disclosure 一般披露	<p>Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.</p> <p>有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。</p>	Our Employees 我們的僱員	<p>We have established policies on staff development and training.</p> <p>我們已制定了員工發展及培訓的政策。</p>
Aspect B4: Labour Standards 層面 B4：勞工準則			
General Disclosure 一般披露	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to preventing child and forced labour.</p> <p>有關防止童工或強制勞工的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	Our Employees 我們的僱員	<p>Our employment practices are in compliance with the relevant labour laws and regulations, and we do not employ any child or forced labour.</p> <p>我們的僱傭慣例遵從相關的勞工相關規例，且我們不會委聘任何童工或強制勞工。</p>

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Aspect B5: Supply Chain Management 層面 B5：供應鏈管理			
General Disclosure 一般披露	<p>Policies on managing environmental and social risks of the supply chain.</p> <p>管理供應鏈的環境及社會風險政策。</p>	Our Services 我們的服務	<p>We conduct regular evaluation to assess the quality of our supply chain. The procurement is undertaken through open and fair competition.</p> <p>我們定期進行評估以評核供應鏈質素。採購透過公開及公平的競爭進行。</p>
Aspect B6: Product Responsibility 層面 B6：產品責任			
General Disclosure 一般披露	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.</p> <p>有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	<p>ESG and Pine Care Group</p> <p>Compliance with ESG – related regulations</p> <p>Our Services</p> <p>ESG 及松齡護老集團</p> <p>遵守 ESG 相關規例</p> <p>我們的服務</p>	<p>We are in compliance with the laws and regulations related to RCHE Code of Practice Residential Care Home (Elderly Persons) Ordinance (RCH(EP)O) and its subsidiary legislation.</p> <p>我們遵守有關安老院實務守則及其附屬法例的法例及規例。</p>

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Descriptions 描述	Related chapters in this report 本報告內相關章節	Remarks 備註
Aspect B7: Anticorruption 層面 B7：反貪污			
General Disclosure 一般披露	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to bribery, extortion, fraud and money laundering.</p> <p>有關防止賄賂、勒索、欺詐及洗黑錢的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	Our Employees 我們的僱員	<p>We have established and complied with policies regarding anti-corruption</p> <p>我們已製定及遵守有關反貪污的政策</p>
Aspect B8: Community Investment 層面 B8：社區投資			
General Disclosure 一般披露	<p>Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.</p> <p>有關以社區參與來了解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策。</p>	Our Community 我們的社區	<p>We encourage our staff and our residents to participate in community activities and events</p> <p>我們鼓勵員工及院友參與社區活動及事務</p>

REPORT OF THE DIRECTORS

董事會報告

The directors of Pine Care Group Limited present their report together with the audited consolidated financial statements for the year ended 31 March 2020 (the “Consolidated Financial Statements”).

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding, whilst its major operating subsidiaries are engaged in the provision of elderly home care services.

The business review required under Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing by the Group, an analysis of the Group’s performance during the year under review using financial key performance indicators and an indication of likely future developments in the Group’s business, is set out in the sections headed “Chairman’s Statement” (pages 10 to 12) and “Management Discussion and Analysis” (pages 13 to 21) of this annual report, and a description of the environmental policies and performance is set out in the “Environmental, Social and Governance Report” on pages 50 to 73 of this annual report. These discussions form part of this “Report of the Directors”.

An analysis of the revenue and operating segment information during the financial year is set out in note 6 and note 5 to the Consolidated Financial Statements respectively.

PRINCIPAL SUBSIDIARIES

A list of principal subsidiaries, together with their places of incorporation and particulars of their issued ordinary share capital and principal activities, is set out in note 1 to the Consolidated Financial Statements.

FINANCIAL RESULTS

The profit of the Group for FY2020, and the consolidated statement of financial position of the Group as at 31 March 2020 are set out in the Consolidated Financial Statements on pages 106 to 109 of this annual report.

松齡護老集團有限公司董事提呈其報告連同截至2020年3月31日止年度之經審核綜合財務報表（「綜合財務報表」）。

主要活動及業務回顧

本公司的主要活動為投資控股，而其主要營運附屬公司則從事提供安老院舍服務。

根據香港公司條例附表5要求的業務回顧，包括對本集團面對的主要風險及不明朗因素的描述、運用財務關鍵表現指標分析本集團於回顧年內的表現及本集團業務可能的未來發展的揭示，載於本年報的「主席報告」（第10至12頁）及「管理層討論與分析」（第13至21頁），環保政策及表現的描述載於本年報第50至73頁的「環境、社會及管治報告」。該等討論均為本「董事會報告」之一部分。

於財政年度的收益及經營分部資料的分析分別載於綜合財務報表附註6及附註5。

主要附屬公司

主要附屬公司的列表，連同其註冊成立地點及已發行普通股本及主要業務的詳情，載於綜合財務報表附註1。

財務業績

本集團於2020財政年度的溢利及本集團於2020年3月31日的綜合財務狀況表，載於本年報第106至109頁的綜合財務報表。

REPORT OF THE DIRECTORS

董事會報告

DIVIDEND POLICY

The Company attaches great importance to returns to investors and maintain the continuity and stability of its profit distribution policy. According to the dividend policy adopted by the Company, the Board would consider the profitability and capital requirements of the Company, as well as other factors the Board may consider relevant, before declaring or recommending dividends.

DIVIDENDS

On 21 November 2019, the Board resolved to declare an interim dividend of HK0.78 cent per ordinary share to the Company's shareholders, representing a total of approximately HK\$7,042,000 for FY2020.

The Board proposed the payment of a final dividend of HK0.68 cent per ordinary share for FY2020 (FY2019: HK0.78 cent). The proposed final dividend is subject to the approval of shareholders of the Company at the 2020 AGM to be held on Friday, 28 August 2020 and is payable to shareholders of the Company whose names appear on the register of members of the Company at the close of business on Friday, 11 September 2020. It is expected that the final dividend, if approved, will be paid on Tuesday, 6 October 2020.

Together with the interim dividend of HK0.78 cent per ordinary share declared for FY2020, the total distribution of dividend by the Company for FY2020 will be HK1.46 cents per ordinary share.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2020 AGM, the register of members of the Company will be closed from Wednesday, 26 August 2020 to Friday, 28 August 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2020 AGM, unregistered holders of shares of the Company should ensure that all share transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 25 August 2020.

For determining the entitlement to the said proposed final dividend, the register of members of the Company will be closed from Wednesday, 9 September 2020 to Friday, 11 September 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be qualified for the said proposed final dividend, unregistered holders of shares of the Company should ensure that all share transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at the above address for registration no later than 4:30 p.m. on Tuesday, 8 September 2020.

股息政策

本公司非常重視投資者回報，並保持利潤分配政策的連續性及穩定性。根據本公司採納的股息政策，董事會於宣派或擬派股息前將考慮本公司的溢利狀況及資金需求，以及董事會可能認為相關的其他因素。

股息

於2019年11月21日，董事會議決向本公司股東派發2020財政年度中期股息每股普通股0.78港仙，共計約7,042,000港元。

董事會建議派發2020財政年度末期股息每股普通股0.68港仙(2019財政年度：0.78港仙)。建議末期股息須待本公司股東於將在2020年8月28日(星期五)舉行的2020年股東週年大會上批准，並將派付予於2020年9月11日(星期五)營業時間結束時名列本公司股東名冊的本公司股東。預計末期股息(如獲批准)將於2020年10月6日(星期二)派付。

連同已宣派的2020財政年度中期股息每股普通股0.78港仙，本公司2020財政年度股息分派總額將為每股普通股1.46港仙。

暫停辦理股份過戶登記手續

為釐定出席2020年股東週年大會並於會上投票的資格，本公司將於2020年8月26日(星期三)至2020年8月28日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續，期間不會進行任何股份過戶登記。為符合資格出席2020年股東週年大會並於會上投票，本公司之未登記股份持有人應確保於2020年8月25日(星期二)下午四時三十分或之前將所有股份轉讓文件連同相關股票送交至本公司香港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，以辦理登記手續。

為釐定獲分派上述建議末期股息的資格，本公司將於2020年9月9日(星期三)至2020年9月11日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續，期間不會進行任何股份過戶登記。為符合獲分派上述建議末期股息的資格，本公司之未登記股份持有人應確保於2020年9月8日(星期二)下午四時三十分或之前將所有股份轉讓文件連同相關股票送交至本公司香港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，以辦理登記手續。

REPORT OF THE DIRECTORS

董事會報告

FINANCIAL SUMMARY

A summary of the consolidated results and the consolidated financial position of the Group for the last five financial years ended 31 March 2020 is set out on page 200 of this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year under review, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

RELATIONSHIP WITH KEY STAKEHOLDERS

We treasure our relationship with the key stakeholders which comprise customers, employees, bankers and suppliers, and we are able to maintain our sound relationship and obtain continuous support from the key stakeholders so as to ensure the Group's sustainable development.

MAJOR SUPPLIERS AND CUSTOMERS

For FY2020, the aggregate sales attributable to the Group's five largest customers were approximately 47.5%, while the sales attributable to the Group's largest customer during the year under review were approximately 46.1%.

The aggregate purchases attributable to the Group's five largest suppliers during the year under review were approximately 67.8%, while the purchases attributable to the Group's largest supplier during the year under review were approximately 17.6%.

Save for Mr. Yim Ting Kwok, the former controlling shareholder, the Chairman of the Board and executive director of the Company, who was beneficially interested in 6.8% of the issued shares in the Group's second largest supplier, none of the directors, their close associates or any shareholder (which to the knowledge of the directors own more than 5% of the Company's issued shares) had an interest in the Group's major suppliers or customers for FY2020.

RESERVES AND DISTRIBUTABLE RESERVES

Movements in the reserves of the Company during the year under review are set out in note 40 to the Consolidated Financial Statements. Movements in the reserves of the Group are reflected in the Consolidated Statement of Changes in Equity.

The Company's reserves available for distribution to shareholders as at 31 March 2020 amounted to approximately HK\$155.9 million (2019: HK\$148.8 million).

財務概要

本集團截至2020年3月31日止最近五個財政年度的綜合業績及綜合財務狀況之概要載於本年報第200頁。

遵守相關法例及規例

於回顧年內，本集團概無重大違反或不遵守適用之法例及規例的情況。

與主要持份者之關係

本公司珍惜與客戶、僱員、銀行家及供應商等主要持份者之關係，而我們能與之保持良好關係，並獲得主要持份者的持續支持，從而確保本集團可持續發展。

主要供應商及客戶

於2020財政年度，本集團五大客戶佔銷售總額約47.5%，而本集團最大客戶於回顧年內佔銷售約46.1%。

本集團五大供應商於回顧年內佔採購總額約67.8%，而本集團最大供應商於回顧年內佔採購約17.6%。

於2020財政年度，除本公司前控股股東、董事會主席及執行董事嚴定國先生於本集團之第二大供應商的已發行股份中擁有6.8%的實益權益外，概無董事、其緊密聯繫人或任何股東（據董事所知擁有多於5%的本公司已發行股份）於本集團的主要供應商或客戶中擁有權益。

儲備及可分派儲備

本公司於回顧年內的儲備變動載於綜合財務報表附註40。本集團的儲備變動反映於綜合權益變動表。

本公司於2020年3月31日可供分派股東的儲備約155.9百萬港元（2019年：148.8百萬港元）。

REPORT OF THE DIRECTORS

董事會報告

PRE-EMPTIVE RIGHTS

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

DONATIONS

Donations made by the Group during the year under review amounted to HK\$97,300.

BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 March 2020 are set out in note 25 to the Consolidated Financial Statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year under review are set out in note 14 to the Consolidated Financial Statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the year under review are set out in note 28 to the Consolidated Financial Statements.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as disclosed below, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year under review or subsisted at the end of the year.

SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 23 January 2017. The purpose of the Share Option Scheme is to enable the Group to grant options to the eligible participants to recruit and retain high-caliber employees and attract human resources that are valuable to the Group.

Eligible participants of the Share Option Scheme include, but are not limited to, (i) any employee or director of any member of the Group or of any company in which the Company holds, directly or indirectly, an equity interest (the "Invested Entity") (including any full-time or part-time employee, executive director, non-executive director and independent non-executive director); (ii) any supplier of goods or services to any member of the Group or any Invested Entity; (iii) any customer of the Group or any Invested Entity; and (iv) any person or entity that provides research, development or other technological support to the Group or any Invested Entity.

優先購買權

細則或開曼群島(本公司註冊成立地點)法律中並無優先購買權的條文規定本公司須按比例向其現有股東提呈發售新股份。

捐款

本集團於回顧年內作出之捐款為97,300港元。

銀行借款

本集團於2020年3月31日的銀行借款詳情載於綜合財務報表附註25。

物業、廠房及設備

本集團於回顧年內的物業、廠房及設備之變動詳情載於綜合財務報表附註14。

股本

本集團於回顧年內的股本變動詳情載於綜合財務報表附註28。

股權掛鈎協議

除以下所披露之購股權計劃外，於回顧年內或於年度結束時，本公司並無訂立股權掛鈎協議而將會或可能會導致本公司發行股份，或要求本公司訂立任何協議而將會或可能會導致本公司發行股份。

購股權計劃

本公司於2017年1月23日採納購股權計劃。購股權計劃目的為讓本集團向合資格參與者授出購股權以招聘及留聘高質素僱員，以及吸引本集團的重要人力資源。

購股權計劃的合資格參與者包括(但不限於)(i)本集團任何成員公司或任何本公司直接或間接持有股權之任何公司(「投資實體」)的任何僱員或董事(包括任何全職或兼職僱員、執行董事、非執行董事及獨立非執行董事)；(ii)本集團任何成員公司或投資實體的任何貨物或服務供應商；(iii)本集團或任何投資實體的任何客戶；及(iv)為本集團或任何投資實體提供研發或其他技術支援的任何人士或實體。

REPORT OF THE DIRECTORS

董事會報告

The Board may, at its absolute discretion, grant an option to eligible participant(s) to subscribe for the shares of the Company at an exercise price and subject to the other terms of the Share Option Scheme. The offer of a grant of share options may be accepted within 21 days from the date of offer upon payment of a nominal consideration of HK\$1 in total by the grantee to the Company. Unless otherwise determined by the directors and stated in the offer to a grantee, a grantee is not required to hold an option for any minimum period nor achieve any performance targets before the exercise of an option granted to him/her.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the directors of the Company to the grantee thereof, and in the absence of such determination, from the date of acceptance of the offer of such option to the earlier of (i) the date on which such option lapses under the relevant provisions of the Share Option Scheme; and (ii) the date falling 10 years from the offer date of that option.

The maximum number of shares issuable under share options granted to each eligible participant in accordance with the Share Option Scheme within any 12-month period is limited to 1% of the issued share capital of the Company in issue at any time. Any further grant is subject to the shareholders' approval in general meeting with the participant and the close associates of such participant (or his/her/its associates if the participant is a connected person) abstaining from voting.

Each grant of options to a director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the grantee of the options). Where any grant of options to a substantial shareholder or an independent non-executive director, or any of their respective associates, would result in the Company's shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in excess of 0.1% of the issued shares of the Company in aggregate and with an aggregate value (based on the closing price of the Company's shares at the date of offer) in excess of HK\$5 million, within any 12-month period, is subject to shareholders' approval in advance in general meeting.

The exercise price of share options is determined by the Board, but shall be at least the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the shares of the Company on the date of offer of the option; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer of the option; and (iii) the nominal value of a Company's share.

董事會可全權酌情向合資格參與者授出購股權，使其按行使價及購股權計劃其他條款認購本公司股份。承授人可於支付總名義代價1港元後並在要約日期起21日內接受授出購股權的要約。除非董事另行釐定及於向承授人的要約中指出，承授人毋須於任何最短期限持有購股權，亦毋須於授予彼的購股權行使前達至任何表現目標。

購股權可於本公司董事予以釐定及向有關承授人通知的期間內隨時根據購股權計劃的條款行使。倘若董事並無作出有關釐定，則由接納有關購股權的要約日期起至以下的較早者：(i) 根據購股權計劃相關條文，該購股權失效的日期；及(ii) 由該購股權的要約日期起計滿10年當日。

於任何12個月期間因根據購股權計劃而向每名合資格參與者授出的購股權，其可發行的股份最高數量均受限於本公司不時之已發行股本的1%。任何進一步的授出須經股東於股東大會上批准，而該參與者及其緊密聯繫人（或倘該參與者為關連人士，則其聯繫人）須放棄投票。

凡向本公司的董事、主要行政人員或主要股東，或任何彼等各自的聯繫人授出購股權，必須由本公司獨立非執行董事批准（任何獨立非執行董事為購股權承授人除外）。倘向主要股東或獨立非執行董事，或任何彼等各自的聯繫人授出的任何購股權，會導致於任何12個月期間，向該人士已授出及將授出的所有購股權（包括已行使、已註銷及尚未行使購股權）獲行使時，發行及將發行的股份合共超過本公司已發行股份0.1%及（根據本公司股份於要約日期的收市價計算）總值超過5百萬港元，則須經股東在股東大會上事先批准。

購股權的行使價由董事會決定，惟其不得少於以下最高者(i) 於購股權要約日期，就買賣每手買賣單位一手或以上的本公司股份而言，聯交所的每日報價表載列的本公司股份收市價；(ii) 緊接購股權要約日期前五個營業日，聯交所每日報價表所列的本公司股份平均收市價；及(iii) 本公司股份面值。

REPORT OF THE DIRECTORS

董事會報告

The Share Option Scheme will remain in force for 10 years commencing on the date on which the Share Option Scheme is adopted. The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the Share Option Scheme is 86,400,000 shares, representing 10% of the Company's shares in issue on the date of listing of the Company's shares on the Stock Exchange and approximately 9.57% of the Company's shares in issue as at the date of this report. No option has been granted by the Company under the Share Option Scheme since its adoption.

Further details of the Share Option Scheme are set out in note 29 to the Consolidated Financial Statements.

DIRECTORS

The directors who held office during the year under review and up to the date of this report were:

Executive directors

Mr. Tang Yiu Sing (*Chairman*) (*appointed on 23 March 2020*)

Mr. Yim Billy Pui Kei (*Chief executive officer*)

Mr. Chan Yip Keung (*Chief financial officer*)

Mr. Yeung Ka Wing (*appointed on 23 March 2020*)

Mr. Cheng Wai Ching (*appointed on 23 March 2020*)

Mr. Yim Ting Kwok (*resigned on 23 March 2020*)

Mr. Yim Edwin Pui Hin (*resigned on 23 March 2020*)

Non-executive directors

Dr. Tang Yiu Pong (*appointed on 23 March 2020*)

Mr. Wong Kin Chun Gilbert (*appointed on 23 March 2020*)

Mr. Ng Kwok Fu Alex (*resigned on 23 March 2020*)

Mr. Lam Yat Hon (*resigned on 23 March 2020*)

Independent non-executive directors

Mr. Liu Kwong Sang

Dr. Wong Ping San John

Dr. Liu Yuk Shing

Mr. Yuen Tak Tim Anthony (*appointed on 23 March 2020*)

Pursuant to Article 84 of the Articles, Mr. Chan Yip Keung and Dr. Liu Yuk Shing shall retire by rotation at the 2020 AGM, whereas pursuant to Article 83 of the Articles, Mr. Tang Yiu Sing, Mr. Yeung Ka Wing, Mr. Cheng Wai Ching, Dr. Tang Yiu Pong, Mr. Wong Kin Chun Gilbert and Mr. Yuen Tak Tim Anthony shall hold office only until the 2020 AGM. All of the above retiring directors are eligible for re-election at the 2020 AGM.

購股權計劃將自購股權計劃採納日期起維持有效10年。於根據購股權計劃授出及將授出的所有購股權獲行使後，發行的股份最高數目為86,400,000股股份，相當於本公司股份於聯交所上市日期本公司已發行股份10%及本公司於本報告日期已發行的股份約9.57%。自採納購股權計劃以來，本公司概無據此授出購股權。

購股權計劃的進一步詳情載於綜合財務報表附註29。

董事

於回顧年內及直至本報告日期，任職董事為：

執行董事

鄧耀昇先生 (*主席*) (*於2020年3月23日獲委任*)

嚴沛基先生 (*行政總裁*)

陳業強先生 (*財務總監*)

楊家榮先生 (*於2020年3月23日獲委任*)

鄭維政先生 (*於2020年3月23日獲委任*)

嚴定國先生 (*於2020年3月23日辭任*)

嚴沛軒先生 (*於2020年3月23日辭任*)

非執行董事

鄧耀邦博士 (*於2020年3月23日獲委任*)

黃健俊先生 (*於2020年3月23日獲委任*)

吳國富先生 (*於2020年3月23日辭任*)

林逸漢先生 (*於2020年3月23日辭任*)

獨立非執行董事

廖廣生先生

黃平山醫生

廖育成博士

阮德添先生 (*於2020年3月23日獲委任*)

根據細則第84條，陳業強先生及廖育成博士須於2020年股東週年大會輪值告退，而根據章程細則第83條，鄧耀昇先生、楊家榮先生、鄭維政先生、鄧耀邦博士、黃健俊先生及阮德添先生的任期僅至2020年股東週年大會為止。以上所有退任董事均合資格於2020年股東週年大會上重選連任。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS AND SENIOR MANAGEMENT PROFILES

Brief biographical details of directors and senior management of the Company are set out on pages 22 to 30 of this annual report.

DIRECTORS' SERVICE CONTRACTS

None of the directors who are proposed for re-election at the 2020 AGM has a service contract with the Company that is not determinable within one year without payment of compensation (other than statutory compensation).

DIRECTORS' REMUNERATION

The Remuneration Committee considers and recommends to the Board the remuneration and other benefits paid by the Company to the directors. The remuneration of all directors is subject to regular monitoring by the Remuneration Committee to ensure that the levels of their remuneration and compensation are appropriate. Details of directors' remuneration are set out in note 9 to the Consolidated Financial Statements.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the sections headed "Continuing Connected Transactions" and "Related Party Transactions" and note 36 to the Consolidated Financial Statements, no transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which any director or his connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

Apart from the Share Option Scheme operated by the Company as disclosed in the section headed "Share Option Scheme" above, neither at the end of nor at any time during the year there subsisted any arrangement to which the Company or any of its subsidiaries was a party and the objects of or one of the objects of such arrangement are/is to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

CONTRACT OF SIGNIFICANCE

No contract of significance (including those for provision of services to the Company or any of its subsidiaries by the controlling shareholders) has been entered into between the Company or any of its subsidiaries and the controlling shareholders or any of its subsidiaries during the year under review.

董事及高級管理層履歷

董事及高級管理層的簡單履歷詳情載於本年報第22至30頁。

董事服務合約

擬於2020年股東週年大會膺選連任之董事概無與本公司訂立不可於一年內終止而毋須補償(法定補償除外)之服務合約。

董事薪酬

薪酬委員會考慮及向董事會提議本公司支付予董事的薪酬及其他福利。所有董事的薪酬由薪酬委員會作定期監控，以確保彼等薪酬及補償維持於適當水平。董事薪酬的詳情載於綜合財務報表附註9。

董事於交易、安排或合約之權益

除「持續關連交易」及「關聯方交易」一節及綜合財務報表附註36所披露者外，於年度結束或年內任何時間，任何董事或其關連實體概無於本公司或其任何附屬公司所訂立對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。

購入股份或債券之安排

除上述「購股權計劃」一節所披露的本公司運作的購股權計劃外，於年度結束或年內任何時間，本公司或其任何附屬公司概無訂立任何以讓本公司董事藉購入本公司或任何其他法人團體股份或債券而獲益為目標(或目標之一)的安排。

重要合約

於回顧年內，本公司或任何其附屬公司和控股股東或任何其附屬公司之間概無訂立重要合約(包括控股股東向本公司或任何其附屬公司提供服務的合約)。

REPORT OF THE DIRECTORS

董事會報告

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 March 2020, the Group had the following continuing connected transactions (the “CCT”), details of which are set out below in compliance with the requirements set out in Chapter 14A of the Listing Rules:

(A) Zhejiang Tenancy Agreement

A tenancy agreement (the “Zhejiang Tenancy Agreement”) was entered into between Zhejiang Pine Care Yada Elderly Services Limited (“Zhejiang Pine Care Yada”, a subsidiary of the Company) as lessee and Zhejiang Yada International Rehabilitation Hospital Co., Limited (“Zhejiang Yada International”) as lessor.

Date: 29 November 2017

The term of the tenancy: 1 December 2017 to 31 December 2027

Upon expiration of the term of the tenancy, Zhejiang Pine Care Yada has the first right to renew the lease.

Premises being leased: Pursuant to the Zhejiang Tenancy Agreement, Zhejiang Yada International agreed to lease to Zhejiang Pine Care Yada the whole of Third Floors in Buildings C1 & C2 of Zhejiang Yada International Rehabilitation Hospital, Wuzhen Town, Tongxiang City, Zhejiang Province, The People’s Republic of China (the “PRC”), with a total floor area of approximately 7,190 square metres (equivalent to approximately 77,400 square feet) (the “Zhejiang Premises”) for setting up residential care home for elderly. The Zhejiang Premises is of great convenience to the elderly residents to obtain medical support, which is ideal for establishment of a quality elderly residential care home and enables the Group to strengthen its branding in the Mainland China.

Basis of pricing: The rentals under the Zhejiang Tenancy Agreement are determined with reference to and taking into account (i) the prevailing market rental of similar properties with similar business nature in nearby locations in Zhejiang, the PRC; (ii) the location of the Zhejiang Premises; and (iii) the expected inflation rate in future.

持續關連交易

截至2020年3月31日止年度，本集團進行下列持續關連交易（「持續關連交易」），詳情根據上市規則第14A章所載規定載列如下：

(A) 浙江租賃協議

浙江松齡雅達養老服務有限公司（「浙江松齡雅達」，本公司一間附屬公司）（作為承租人）與浙江雅達國際康復醫院有限公司（「浙江雅達國際」）（作為出租人）訂立的租賃協議（「浙江租賃協議」）。

日期：2017年11月29日

租賃期限：2017年12月1日至2027年12月31日

租期屆滿後，浙江松齡雅達有優先續租權。

出租物業：根據浙江租賃協議，浙江雅達國際同意向浙江松齡雅達出租位於中華人民共和國（「中國」）浙江省桐鄉市烏鎮的浙江雅達國際康復醫院C1及C2大樓三樓全層（總樓面面積約7,190平方米，相當於約77,400平方呎）（「浙江物業」）予浙江松齡雅達以設立安老院舍。浙江物業為長者院友獲得醫療支持帶來極大便利，是設立優質安老院舍的理想場所，利於本集團增強其於中國內地的品牌。

定價基準：浙江租賃協議項下租金經參考並計及(i)位置臨近中國浙江省業務性質相若的類似物業當前市場租金；(ii)浙江物業位置；及(iii)預期未來通脹率後釐定。

REPORT OF THE DIRECTORS

董事會報告

Rental: The rental for the Zhejiang Premises on an annual basis from years 2018 to 2021 is RMB3,019,800 (the “Annual Rental”). In order to support the development of the business of Zhejiang Pine Care Yada, Zhejiang Yada International and Zhejiang Pine Care Yada agree that:

- (i) For the period from 1 December 2017 to 31 December 2017: rent-free period, but property management fees and utilities fees shall be borne by Zhejiang Pine Care Yada;
- (ii) For the period from 1 January 2018 to 31 December 2018: 20% of the Annual Rental;
- (iii) For the period from 1 January 2019 to 31 December 2019: 50% of the Annual Rental;
- (iv) For the period from 1 January 2020 to 31 December 2020: 80% of the Annual Rental;
- (v) For the period from 1 January 2021 to 31 December 2021: Annual Rental; and
- (vi) For the period from 1 January 2022 to 31 December 2027: the rental (on annual basis) shall increase from the Annual Rental by 8% every 2 years.

The above rental does not include property management fees and utilities fees (including water, electricity, heating, gas, telephone, data, cable television charges, etc.).

租金：浙江物業於2018年至2021年的年租金為人民幣3,019,800元（「年租金」）。為支持浙江松齡雅達的業務發展，浙江雅達國際與浙江松齡雅達協定：

- (i) 2017年12月1日至2017年12月31日期間：免租期，但物業管理費及公用事業費由浙江松齡雅達承擔；
- (ii) 2018年1月1日至2018年12月31日期間：年租金的20%；
- (iii) 2019年1月1日至2019年12月31日期間：年租金的50%；
- (iv) 2020年1月1日至2020年12月31日期間：年租金的80%；
- (v) 2021年1月1日至2021年12月31日期間：年租金；及
- (vi) 2022年1月1日至2027年12月31日期間：租金（按年）將由年租金每2年增加8%。

上述租金不包括物業管理費及公用事業費（包括水、電、供暖、燃氣、電話、數據、有線電視費等）。

REPORT OF THE DIRECTORS

董事會報告

Annual Caps: The annual caps for the transactions contemplated under the Zhejiang Tenancy Agreement, which are determined based on the rental to be received by Zhejiang Yada International in respect of the tenancy, are as follows:

For the year ended/ending 31 March

截至3月31日止年度

		RMB'000 人民幣千元
2018 (from 1 December 2017)	2018年(自2017年12月1日起)	160
2019	2019年	880
2020	2020年	1,830
2021	2021年	2,700
2022	2022年	3,240
2023	2023年	3,430
2024	2024年	3,500
2025	2025年	3,700
2026	2026年	3,780
2027	2027年	4,000
2028 (up to 31 December 2027)	2028年(直至2027年12月31日)	3,000

The total amount of rental payable for the year ended 31 March 2020 amounted to approximately RMB1,736,000.

Yada International (HK) Limited ("Yada HK") is a substantial shareholder of Pine Care Yada Elderly Services Limited, which is a subsidiary of the Company. Yada HK and Yada Healthcare Industry Development Co., Limited ("Yada Health") are fellow subsidiaries of Yada International Holdings Limited and Zhejiang Yada International is a subsidiary of Yada Health. Accordingly, Zhejiang Yada International is an associate of Yada HK and therefore a connected person of the Company at subsidiary level. The entering into of the Zhejiang Tenancy Agreement constitutes continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

Details of the transaction are set out in the announcement of the Company dated 29 November 2017.

年度上限：浙江租賃協議項下擬進行的交易年度上限乃根據浙江雅達國際就租賃將收取的租金釐定，並載列如下：

截至2020年3月31日止年度的應付租金總額約為人民幣1,736,000元。

雅達國際集團(香港)有限公司(「雅達香港」)為本公司附屬公司松齡雅達養老服務有限公司的主要股東。雅達香港及雅達健康產業發展有限公司(「雅達健康」)為雅達國際集團有限公司的同系附屬公司，而浙江雅達國際為雅達健康的附屬公司。因此，浙江雅達國際為雅達香港的聯營公司，故而為本公司於附屬公司層面的關連人士。訂立浙江租賃協議構成本公司於上市規則第14A章下的持續關連交易。

交易詳情載於本公司日期為2017年11月29日的公告。

REPORT OF THE DIRECTORS

董事會報告

(B) Patina Wellness Tenancy Agreement

A tenancy agreement (the “Patina Wellness Tenancy Agreement”) was entered into between Patina Wellness Limited (“Patina Wellness”, a subsidiary of the Company) as lessee and Everhost Limited (“Everhost”) as lessor.

Date: 13 April 2018

The term of the tenancy: 1 April 2018 to 31 March 2028

Premises being leased: Pursuant to the Patina Wellness Tenancy Agreement, Everhost agreed to lease to Patina Wellness the building named “Patina” and situated at 18 Junction Road, Kowloon City, Hong Kong, excluding 30th Floor and the flat roof together with 2 carparks, with a total floor area of approximately 84,000 square feet (the “Patina Premises”) for setting up and operating residential care home for the elderly, clinic, service apartments, clubhouse and restaurant.

The Patina Premises will enable the Group to expand its business in Hong Kong for the operation of an upscale community for the elderly with the concept of an “Integrated Senior Wellness Hub” to expand its business coverage to active seniors who require a lower level of care compared to traditional RCHE residents, while at the same time, widen the breadth of its service offerings for this emerging market segment.

Basis of pricing: The rentals payable under the Patina Wellness Tenancy Agreement are determined with reference to and taking into account (i) prevailing market rents for comparable premises in the area where the Patina Premises are situated; (ii) the location of the Patina Premises; and (iii) the expected inflation rate in the future.

(B) 銅瓊養生租賃協議

銅瓊養生有限公司(「銅瓊養生」, 本公司一間附屬公司)(作為承租人)與永豪有限公司(「永豪」)(作為出租人)訂立的租賃協議(「銅瓊養生租賃協議」)。

日期: 2018年4月13日

租賃期限: 2018年4月1日至2028年3月31日

出租物業: 根據銅瓊養生租賃協議, 永豪同意出租位於香港九龍城聯合道18號名為「銅瓊」的樓宇(不包括30樓及平台以及兩個車位)予銅瓊養生, 總樓面面積約為84,000平方呎(「銅瓊物業」), 用作設立及營運護理安老院舍、診所、服務式住宅、會所及餐廳。

銅瓊物業將使本集團得以擴展其於香港的業務, 營運一個具有「綜合銀齡養生社區」理念的高端長者社區, 令本集團得以將其業務覆蓋範圍拓展至所需護理水平低於傳統安老院住客的活躍長者, 同時, 拓寬其對該新興市場分部的服務供應範圍。

定價基準: 銅瓊養生租賃協議項下之應付租金乃經參考並計及(i)銅瓊物業所在地區的可資比較物業當前市場租金; (ii)銅瓊物業位置; 及(iii)預期未來通脹率後釐定。

REPORT OF THE DIRECTORS

董事會報告

Rental: Details of monthly rental for the Patina Premises (exclusive of rates and management fees and all other outgoings) are set out as follows:

- (i) From 1 April 2018 to 31 March 2022, the monthly rental shall be HK\$2,000,000 or 38% of the gross revenue of Patina Wellness for each month, whichever is higher;
- (ii) From 1 April 2022 to 31 March 2025, the monthly rental shall be HK\$2,320,000 or 38% of the gross revenue of Patina Wellness for each month, whichever is higher; and
- (iii) From 1 April 2025 to 31 March 2028, the monthly rental shall be HK\$2,691,200 or 38% of the gross revenue of Patina Wellness for each month, whichever is higher.

Rent-free period: Everhost shall grant to Patina Wellness a rent-free period of not more than 3 calendar months commencing from 1 April 2018 for carrying out renovation and decoration works within the Patina Premises, provided that such rent-free period in respect of the 79 service apartments on 7/F to 29/F of the Patina Premises shall cease on the date on which Patina Wellness commences business at that portion of the Patina Premises.

租金：銅瓊物業的每月租金詳情(不包括差餉及管理費以及所有其他支出)載列如下：

- (i) 2018年4月1日至2022年3月31日期間，每月租金應為2,000,000港元或銅瓊養生每月毛收入的38%(以較高者為準)；
- (ii) 2022年4月1日至2025年3月31日期間，每月租金應為2,320,000港元或銅瓊養生每月毛收入的38%(以較高者為準)；及
- (iii) 2025年4月1日至2028年3月31日期間，每月租金應為2,691,200港元或銅瓊養生每月毛收入的38%(以較高者為準)。

免租期：永豪應授予銅瓊養生自2018年4月1日起計不超過3個歷月的免租期，供其於銅瓊物業內進行翻新及裝修工作，惟銅瓊物業7樓至29樓的79間服務式住宅的免租期應於銅瓊養生開始於銅瓊物業的該部分經營業務當日終止。

REPORT OF THE DIRECTORS

董事會報告

Annual Caps: The annual caps for the transactions contemplated under the Patina Wellness Tenancy Agreement, which are determined based on the rental to be received by Everhost in respect of the tenancy, are as follows:

For the year ended/ending 31 March
截至3月31日止年度

		HK\$ 港元
2019	2019年	23,208,600
2020	2020年	24,000,000
2021	2021年	24,000,000
2022	2022年	24,000,000
2023	2023年	27,840,000
2024	2024年	27,840,000
2025	2025年	27,840,000
2026	2026年	32,294,400
2027	2027年	32,294,400
2028	2028年	32,294,400

The total amount of rental payable for the year ended 31 March 2020 amounted to approximately HK\$24,000,000.

At the time when the Patina Wellness Tenancy Agreement was entered into, Mr. Tang Yiu Sing was a substantial shareholder of Patina Wellness. Mr. Tang Shing Bor, the father of Mr. Tang Yiu Sing, was beneficially interested in the entire issued share capital of Everhost. Accordingly, Everhost was an associate of Mr. Tang Yiu Sing and therefore a connected person of the Company at subsidiary level. The entering into of the Patina Wellness Tenancy Agreement constitutes continuing connected transaction for the Company under Chapter 14A of the Listing Rules. Details of the transaction are set out in the announcement of the Company dated 13 April 2018.

Mr. Tang Yiu Sing has become a substantial shareholder and an executive director of the Company. Based on the relations mentioned in the above paragraph, Everhost remains an associate of Mr. Tang Yiu Sing, but becomes a connected person of the Company at issuer level.

年度上限：銅瑛養生租賃協議項下擬進行的交易年度上限乃根據永豪就租賃將收取的租金釐定，並載列如下：

截至2020年3月31日止年度的應付租金總額約為24,000,000港元。

於銅瑛養生租賃協議訂立時，鄧耀昇先生為銅瑛養生的主要股東。鄧成波先生（鄧耀昇先生的父親）於永豪全部已發行股本中擁有實益權益。因此，永豪為鄧耀昇先生的聯繫人，故為本公司於附屬公司層面的關連人士。訂立銅瑛養生租賃協議構成上市規則第14A章項下本公司持續關連交易。交易詳情載於本公司日期為2018年4月13日的公告。

鄧耀昇先生已成為本公司的主要股東及執行董事。基於上一段所述的關係，永豪繼續為鄧耀昇先生的聯繫人，惟成為本公司於發行人層面的關連人士。

REPORT OF THE DIRECTORS

董事會報告

The independent non-executive directors of the Company reviewed and confirmed that the CCT had been entered into by the Group:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) according to the agreements governing such transactions on terms that are fair and reasonable and in the interests of the shareholders and the Company as a whole.

The auditor of the Company were engaged to report on the continuing connected transactions of the Group in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The auditor of the Company has issued their unqualified letter containing their findings and conclusions in respect of the CCT disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor’s letter has been provided by the Company to the Stock Exchange.

本公司獨立非執行董事已審閱並確認持續關連交易乃本集團於下列情況下訂立：

- (i) 於本集團的日常業務過程中；
- (ii) 按一般商業條款；及
- (iii) 根據有關交易的協議進行，條款公平合理，並符合股東及本公司整體利益。

本公司核數師獲委聘以根據香港核證委聘準則第3000號(經修訂)「歷史財務資料審核或審閱以外之核證委聘」並參考香港會計師公會頒佈的實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的持續關連交易作出報告。本公司核數師已出具無保留意見函件，當中載有根據上市規則第14A.56條其就本集團於上文披露之持續關連交易之結果及結論。本公司已向聯交所提供核數師函件之副本。

REPORT OF THE DIRECTORS

董事會報告

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

As at 31 March 2020, the interests and short positions of the directors of the Company in the shares, underlying shares and debentures of the Company or associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required, pursuant to Section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

Interest in ordinary shares of the Company:

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於2020年3月31日，本公司董事於本公司或相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）所擁有須記入根據證券及期貨條例第352條規定存置之登記冊或根據標準守則須知會本公司及聯交所之股份、相關股份及債券的權益及淡倉如下：

於本公司普通股的權益：

Name of director	Capacity/nature of interest	Number of shares	Approximate percentage* of shareholding in the Company
董事姓名	身份／權益性質	股份數目	佔本公司股權的概約百分比*
Mr. Tang Yiu Sing 鄧耀昇先生	Interest held by controlled corporations	272,496,000 (L)	30.18%
	受控法團持有的權益	(Note 2) (附註2)	
	Beneficial owner	263,576,000 (L)	29.19%
	實益擁有人		
		536,072,000 (L)	59.37%
Mr. Yim Billy Pui Kei 嚴沛基先生	Interest held by controlled corporations	135,304,000 (L)	14.99%
	受控法團持有的權益	(Note 3) (附註3)	
	Beneficial owner	320,000 (L)	0.03%
	實益擁有人		
		135,624,000 (L)	15.02%
Mr. Chan Yip Keung 陳業強先生	Beneficial owner	1,888,000 (L)	0.21%
	實益擁有人		

REPORT OF THE DIRECTORS

董事會報告

Interest in the physical settled equity derivatives of the Company:

於本公司實物結算股本衍生工具的權益：

Name of director	Capacity/nature of interest	Number of equity derivatives	Approximate percentage* of shareholding in the Company 佔本公司股權的概約百分比*
董事姓名	身份／權益性質	股本衍生工具數目	
Mr. Tang Yiu Sing 鄧耀昇先生	Beneficial owner 實益擁有人	63,216,000 (L) (Note 4) (附註4)	7.00%
Mr. Yim Billy Pui Kei 嚴沛基先生	Interest held by controlled corporations 受控法團持有的權益	63,216,000 (S) (Note 4) (附註4)	7.00%

Notes:

附註：

- The letter "L" represents the director's long position in the shares/equity derivatives of the Company, whereas letter "S" represents the director's short position in the equity derivatives of the Company.
 - These shares were held by Starcorp Limited (for 224,176,000 shares) and Smartbase Investments Limited (for 48,320,000 shares), corporations wholly owned and controlled by Mr. Tang Yiu Sing.
 - These shares are held by Pine Active Care Limited ("Pine Active Care"), which is owned as to 90% by Silverage Pine Care Limited ("Silverage Pine Care") and 10% by Silverage Pillar Limited ("Silverage Pillar"). Silverage Pine Care is in turn owned as to an aggregate of 74.25% by Mr. Yim Ting Kwok, Ms. Cho Wing Yin (spouse of Mr. Yim Ting Kwok), Mr. Ng Kwok Fu Alex, Ms. Suen Mi Lai Betty (spouse of Mr. Ng Kwok Fu Alex), Mr. Yim Billy Pui Kei, Mr. Yim Edwin Pui Hin (senior management of the Company) and Ms. Chu Lai King (senior management of the Company); whereas Silverage Pillar is in turn owned as to an aggregate of 93.58% by Mr. Yim Ting Kwok and Mr. Ng Kwok Fu Alex. Therefore, Mr. Yim Billy Pui Kei together with Silverage Pine Care, Silverage Pillar, Mr. Yim Ting Kwok, Ms. Cho Wing Yin, Mr. Ng Kwok Fu Alex, Ms. Suen Mi Lai Betty, Mr. Yim Edwin Pui Hin and Ms. Chu Lai King are deemed to be interested in the shares of the Company held by Pine Active Care pursuant to Part XV of the SFO.
 - Mr. Tang Yiu Sing and Pine Active Care entered into a call option deed, pursuant to which the call options was granted and given to Mr. Tang (or his nominee(s)) the right to require Pine Active Care to transfer to him up to 63,216,000 shares. Based on the relations set out in note 3 above, Mr. Yim Billy Pui Kei was deemed to have the short position which Pine Active Care has pursuant to Part XV of the SFO.
- * The percentage represents the number of ordinary shares/equity derivatives involved divided by the number of the Company's issued shares as at 31 March 2020.
- 字母「L」代表董事於本公司股份／股本衍生工具的好倉，而字母「S」代表董事於本公司股本衍生工具的淡倉。
 - 該等股份由鄧耀昇先生全資擁有及控制的公司 Starcorp Limited 及 Smartbase Investments Limited 分別持有 224,176,000 股股份及 48,320,000 股股份。
 - 該等股份由 Pine Active Care Limited (「Pine Active Care」) 持有，而 Pine Active Care 由 Silverage Pine Care Limited (「Silverage Pine Care」) 及 Silverage Pillar Limited (「Silverage Pillar」) 分別持有 90% 及 10% 股權。Silverage Pine Care 由嚴定國先生、曹詠妍女士 (嚴定國先生的配偶)、吳國富先生、孫美麗女士 (吳國富先生的配偶)、嚴沛基先生、嚴沛軒先生 (本公司高級管理層) 及朱麗琼女士 (本公司高級管理層) 合共擁有 74.25% 股權；而 Silverage Pillar 由嚴定國先生及吳國富先生合共擁有 93.58% 股權。因此，根據證券及期貨條例第 XV 部，嚴沛基先生以及 Silverage Pine Care、Silverage Pillar、嚴定國先生、曹詠妍女士、吳國富先生、孫美麗女士、嚴沛軒先生及朱麗琼女士被視為於 Pine Active Care 持有的該等本公司股份中擁有權益。
 - 鄧耀昇先生與 Pine Active Care 已訂立認購期權契據，據此，鄧先生 (或代名人) 獲授認購期權，並獲賦予權利要求 Pine Active Care 向彼轉讓最多 63,216,000 股股份。基於上文附註 3 所載的關係，根據證券及期貨條例第 XV 部，嚴沛基先生被視為擁有 Pine Active Care 所擁有的淡倉。
- * 有關百分比指所涉及普通股／股本衍生工具數目除以本公司於 2020 年 3 月 31 日的已發行股份數目。

REPORT OF THE DIRECTORS

董事會報告

Save as disclosed above, as at 31 March 2020, none of the directors or chief executive of the Company had registered an interest or a short position in the shares or underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required, pursuant to Section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

CHANGE OF CONTROLLING SHAREHOLDER AND SUFFICIENCY OF PUBLIC FLOAT

On 5 February 2020, Pine Active Care as a vendor and Mr. Tang Yiu Sing and Mr. Tang Shing-bor as the purchasers (the "Purchasers") entered into the sale and purchase agreement (the "SPA"), pursuant to which the vendor has conditionally agreed to sell and the Purchasers (through companies held as to 100% by them) have conditionally agreed to purchase, in aggregate, 469,496,000 sale shares (the "Sale Shares"), representing approximately 52.00% of the existing issued share capital of the Company, at an aggregate consideration of HK\$773,259,912 (equivalent to HK\$1.647 per Sale Share). Completion of the SPA (the "Completion") took place on 11 February 2020.

Mr. Tang Yiu Sing (and parties acting in concert with him) has become the controlling shareholder of the Company upon the Completion. Subsequent to the Completion, an unconditional mandatory cash offer was made to acquire all the issued shares of the Company (other than those already owned or agreed to be acquired by Mr. Tang Yiu Sing and parties acting in concert with him) at a price of HK\$1.647 per share (the "Offer"), and the Offer was closed on 20 March 2020. Upon the close of the Offer, Mr. Tang Yiu Sing, Mr. Tang Shing-bor and parties acting in concert with them were interested in, held, controlled or directed an aggregate of 738,056,000 shares of the Company, representing approximately 81.74 % of the then entire issued share capital of the Company.

At the time when the SPA was entered into and upon completion of the Offer, the prescribed minimum percentage of 25% of the Company's issued shares in public hands, as required by the Listing Rules, could not be maintained by the Company. After Mr. Tang Yiu Sing became the controlling shareholder, he has been in active discussions for the possible placement of new shares and/or existing shares to independent third parties so as to restore the minimum required public float of not less than 25% as soon as possible. However, given the recent market uncertainties and volatility in capital markets caused by the outbreak of COVID-19 since the first quarter of 2020, no definitive agreements have been entered into with any of the potential placees yet as at the date of this report. Further announcement(s) will be made by the Company regarding restoration of the public float in the shares and resumption of trading in the shares as and when appropriate in accordance with the Listing Rules.

除上文披露者外，於2020年3月31日，概無本公司董事或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)之股份、相關股份或債券中，登記擁有須根據證券及期貨條例第352條規定記錄或根據標準守則須知會本公司及聯交所之權益或淡倉。

控股股東變動及足夠之公眾持股量

於2020年2月5日，Pine Active Care(作為賣方)與鄧耀昇先生及鄧成波先生(作為買方)訂立買賣協議(「買賣協議」)，據此，賣方有條件同意出售而買方透過彼等持有100%權益的公司有條件同意購買合共469,496,000股銷售股份(「銷售股份」)，佔本公司現有已發行股本約52.00%，總現金代價為773,259,912港元，相當於每股銷售股份1.647港元。買賣協議的完成(「完成」)於2020年2月11日落實。

於完成後，鄧耀昇先生(及其一致行動人士)已成為本公司的控股股東。於完成後，已提出無條件強制現金要約以每股股份1.647港元的價格收購本公司所有已發行股份(鄧耀昇先生及其一致行動人士已擁有或同意收購者除外)(「要約」)，而要約已於2020年3月20日截止。於要約截止後，鄧耀昇先生、鄧成波先生及其一致行動人士於合共738,056,000股本公司股份中擁有權益、持有、控制或管理該等股份，該等股份佔本公司全部已發行股本約81.74%。

於訂立買賣協議時及直至要約完成後，本公司均未能維持上市規則所規定之本公司已發行股份的公眾持股量之規定最低百分比率25%。於鄧耀昇先生成為控股股東後，彼一直就新股份及/或現有股份可能配售予獨立第三方進行積極討論，以盡快恢復至不少於25%的最低規定公眾持股量。然而，由於自2020年第一季度以來爆發新型冠狀病毒導致近期市況不明朗及資本市場波動，故截至本報告日期尚未與任何潛在承配人訂立最終協議。本公司將按照上市規則於適當時候就股份恢復公眾持股量及恢復股份買賣另行作出公告。

REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2020, the following parties (other than the directors or chief executive of the Company) have interests or short positions in the shares or underlying shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

主要股東於股份及相關股份之權益及淡倉

於2020年3月31日，以下各方（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有須記錄於根據證券及期貨條例第336條之規定存置之權益登記冊內的權益或淡倉：

Name of shareholder	Number of shares (L)				Equity derivatives (S) (Note 8)	Total interest	Approximate percentage* of shareholding in the Company
	Beneficial owner	Corporate interest	Family interest	Concert party			
股東姓名／名稱	實益擁有人	公司權益	家族權益	一致行動人士	股本 衍生工具(S) (附註8)	權益總額	佔本公司股權的 概約百分比*
Smartbase Investments Limited	48,320,000 (Note 2) (附註2)	-	-	-	-	48,320,000 (L)	5.35%
Starcorp Limited	224,176,000 (Note 2) (附註2)	-	-	-	-	224,176,000 (L)	24.83%
Century Fortress Limited	130,800,000 (Note 3) (附註3)	-	-	-	-	130,800,000 (L)	14.49%
Great Canton Investments Limited	71,184,000 (Note 3) (附註3)	-	-	-	-	71,184,000 (L)	7.88%
Tang Shing-bor 鄧成波	-	201,984,000 (Note 3) (附註3)	-	-	-	201,984,000 (L)	22.37%
Pine Active Care Limited	135,304,000 (Note 4) (附註4)	-	-	-	63,216,000	135,304,000 (L) 63,216,000 (S)	14.99% 7.00%
Silverage Pillar Limited	-	135,304,000 (Note 4) (附註4)	-	-	63,216,000	135,304,000 (L) 63,216,000 (S)	14.99% 7.00%
Silverage Pine Care Limited	-	135,304,000 (Note 4) (附註4)	-	-	63,216,000	135,304,000 (L) 63,216,000 (S)	14.99% 7.00%

REPORT OF THE DIRECTORS

董事會報告

Name of shareholder	Number of shares (L)				Equity derivatives (S) (Note 8)	Total interest	Approximate percentage* of shareholding in the Company
	Beneficial owner	Corporate interest	Family interest	Concert party			
股東姓名/名稱	實益擁有人	公司權益	家族權益	一致行動人士	股本 衍生工具(S) (附註8)	權益總額	佔本公司股權的 概約百分比*
Yim Ting Kwok 嚴定國	4,568,000 (Note 5) (附註5)	135,304,000 (Note 4) (附註4)	-	-	63,216,000	139,872,000 (L) 63,216,000 (S)	15.49% 7.00%
Cho Wing Yin 曹詠妍	-	135,304,000 (Note 4) (附註4)	-	4,568,000 (Note 5) (附註5)	63,216,000	139,872,000 (L) 63,216,000 (S)	15.49% 7.00%
Ng Kwok Fu Alex 吳國富	-	135,304,000 (Note 4) (附註4)	-	4,568,000 (Note 5) (附註5)	63,216,000	139,872,000 (L) 63,216,000 (S)	15.49% 7.00%
Suen Mi Lai Betty 孫美麗	-	135,304,000 (Note 4) (附註4)	-	-	63,216,000	135,304,000 (L) 63,216,000 (S)	14.99% 7.00%
Yim Edwin Pui Hin 嚴沛軒	-	135,304,000 (Note 4) (附註4)	-	-	63,216,000	135,304,000 (L) 63,216,000 (S)	14.99% 7.00%
Lock Hiu Yan Crystal 駱曉茵	-	-	135,304,000 (Note 6) (附註6)	-	63,216,000 (Note 6) (附註6)	135,304,000 (L) 63,216,000 (S)	14.99% 7.00%
Cheung Sui Wa Scarlett 張瑞華	-	-	135,624,000 (Note 7) (附註7)	-	63,216,000 (Note 7) (附註7)	135,624,000 (L) 63,216,000 (S)	15.02% 7.00%
Chu Lai King 朱麗琼	-	135,304,000 (Note 4) (附註4)	-	-	63,216,000	135,304,000 (L) 63,216,000 (S)	14.99% 7.00%
Yada International (HK) Limited 雅達國際集團(香港)有限公司	85,536,000	-	-	-	-	85,536,000 (L)	9.47%

REPORT OF THE DIRECTORS

董事會報告

Notes:

1. The letter "L" represents the substantial shareholder's long position in the shares of the Company, whereas letter "S" represents the substantial shareholder's short position in the equity derivatives of the Company.
2. The above interests of Smartbase Investments Limited and Starcorp Limited were also disclosed as the interests of Mr. Tang Yiu Sing in the above section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures".
3. Century Fortress Limited and Great Canton Investments Limited are corporations wholly-owned and controlled by Mr. Tang Shing-bor. Accordingly, Mr. Tang Shing-bor was deemed to be interested in these shares held by Century Fortress Limited and Great Canton Investments Limited.
4. These shares are held by Pine Active Care, which is owned as to 90% by Silverage Pine Care and 10% by Silverage Pillar. Silverage Pine Care is in turn owned as to an aggregate of 74.25% by Mr. Yim Ting Kwok, Ms. Cho Wing Yin (spouse of Mr. Yim Ting Kwok), Mr. Ng Kwok Fu Alex, Ms. Suen Mi Lai Betty (spouse of Mr. Ng Kwok Fu Alex), Mr. Yim Billy Pui Kei, Mr. Yim Edwin Pui Hin (senior management of the Company) and Ms. Chu Lai King (senior management of the Company); whereas Silverage Pillar is in turn owned as to an aggregate of 93.58% by Mr. Yim Ting Kwok and Mr. Ng Kwok Fu Alex. Therefore, Silverage Pine Care, Silverage Pillar, Mr. Yim Ting Kwok, Ms. Cho Wing Yin, Mr. Ng Kwok Fu Alex, Ms. Suen Mi Lai Betty, Mr. Yim Edwin Pui Hin and Ms. Chu Lai King are deemed to be interested in the shares of the Company held by Pine Active Care pursuant to Part XV of the SFO.
5. Mr. Yim Ting Kwok, Mr. Ng Kwok Fu Alex and Ms. Cho Wing Yin entered into the Acting In Concert Confirmation And Undertaking on 7 September 2016, pursuant to which they would vote as a group (by themselves and/or through companies controlled by them) at the shareholder and/or board levels. Accordingly, Mr. Ng Kwok Fu Alex and Ms. Cho Wing Yin are deemed to be interested in these shares held by Mr. Yim Ting Kwok, based on the said acting-in-concert relationship pursuant to Part XV of the SFO.
6. Ms. Lock Hiu Yan Crystal is deemed to be interested in these shares/equity derivatives of the Company through the interest of her spouse, Mr. Yim Edwin Pui Hin.
7. Ms. Cheung Sui Wa Scarlett is deemed to be interested in these shares/equity derivatives of the Company through the interest of her spouse, Mr. Yim Billy Pui Kei. The relevant interest of Mr. Yim Billy Pui Kei was also disclosed in the above section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures".
8. Pine Active Care and Mr. Tang Yiu Sing entered into a call option deed, pursuant to which Pine Active Care has granted to Mr. Tang Yiu Sing the call options right to require Pine Active Care to transfer to him up to 63,216,000 shares. Based on the relations set out in note 4 above, these substantial shareholders were deemed to have the short position which Pine Active Care has pursuant to Part XV of the SFO.
- * The percentage represents the number of ordinary shares/equity derivatives involved divided by the number of the Company's issued shares as at 31 March 2020.

附註：

1. 字母「L」代表主要股東於本公司股份的好倉，而字母「S」代表主要股東於本公司股本衍生工具的淡倉。
2. Smartbase Investments Limited 及 Starcorp Limited 的上述權益亦於「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節中披露為鄧耀昇先生的權益。
3. Century Fortress Limited 及 Great Canton Investments Limited 乃由鄧成波先生全資擁有及控制的公司。因此，鄧成波先生被視為於 Century Fortress Limited 及 Great Canton Investments Limited 所持有的該等股份中擁有權益。
4. 該等股份由 Pine Active Care 持有，而 Pine Active Care 由 Silverage Pine Care 及 Silverage Pillar 分別持有 90% 及 10% 股權。Silverage Pine Care 由嚴定國先生、曹詠妍女士（嚴定國先生的配偶）、吳國富先生、孫美麗女士（吳國富先生的配偶）、嚴沛基先生、嚴沛軒先生（本公司高級管理層）及朱麗琮女士（本公司高級管理層）合共擁有 74.25% 股權；而 Silverage Pillar 由嚴定國先生及吳國富先生合共擁有 93.58% 股權。因此，根據證券及期貨條例第 XV 部，Silverage Pine Care、Silverage Pillar、嚴定國先生、曹詠妍女士、吳國富先生、孫美麗女士、嚴沛軒先生及朱麗琮女士被視為於 Pine Active Care 持有的該等本公司股份中擁有權益。
5. 嚴定國先生、吳國富先生及曹詠妍女士於 2016 年 9 月 7 日訂立一致行動確認及承諾，據此，彼等將在股東及／或董事會層面上作為一組人士投票（由彼等本身及／或透過受彼等控制的公司）。因此，根據證券及期貨條例第 XV 部，基於上述一致行動關係，吳國富先生及曹詠妍女士被視為於嚴定國先生所持有該等股份中擁有權益。
6. 駱曉茵女士被視為透過其配偶嚴沛軒先生的權益於該等本公司股份／股本衍生工具中擁有權益。
7. 張瑞華女士被視為透過其配偶嚴沛基先生的權益於該等本公司股份／股本衍生工具中擁有權益。有關嚴沛基先生的權益亦披露於上文「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節。
8. Pine Active Care 與鄧耀昇先生已訂立認購期權契據，據此，Pine Active Care 已向鄧耀昇先生授出認購期權，賦予其權利要求 Pine Active Care 向其轉讓最多 63,216,000 股股份。基於上文附註 4 所載的關係，根據證券及期貨條例第 XV 部，該等主要股東被視為擁有 Pine Active Care 所擁有之淡倉。
- * 有關百分比指所涉及普通股／股本衍生工具數目除以本公司於 2020 年 3 月 31 日的已發行股份數目。

REPORT OF THE DIRECTORS

董事會報告

Save as disclosed above, as at 31 March 2020, no person, other than the directors whose interests are set out in the section headed “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures” above, had registered an interest or a short position in the shares or underlying shares of the Company as recorded in the register of interests required to be kept pursuant to Section 336 of the SFO.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the usual course of business are set out in note 36 to the Consolidated Financial Statements. These related party transactions constitute *de minimis* continuing connected transactions of the Company that are exempt from the reporting, annual review, announcement and independent shareholders’ approval requirements pursuant to Rule 14A.76(1) of the Listing Rules.

DIRECTORS’ INTERESTS IN COMPETING BUSINESS

World Pine Elderly Care Services Limited (“World Pine”), a limited liability company established in the PRC, is owned as to 50% by each of Pine Care China Limited (a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of Pine Active Care Limited, one of the substantial shareholders of the Company) and an independent third party (the “JV Partner”).

The board of directors of World Pine comprises four directors. Each of Pine Care China Limited and the JV Partner has the right to nominate two directors. The chairman of the board of directors of World Pine shall be jointly nominated by Pine Care China Limited and the JV Partner. Currently, the directors of World Pine include Mr. Yim Billy Pui Kei and Mr. Chan Yip Keung (being directors of the Company).

The scope of business of World Pine as allowed under its business licence covers investment consulting service, elderly care consulting service, organisation of cultural programmes and activities for the elderly, health consulting service (excluding medical practice), leasing, wholesaling, import and export of household appliances, computers, electrical appliances, household sundries and related business (excluding financial leasing, commodities subject to quota and licensing regulated by the relevant national regulations), and computer software development. World Pine was established for the purposes of exploration of opportunities in the elderly care business in Shenzhen, Guangzhou and Shanghai in the PRC.

除上文披露者外，於2020年3月31日，除董事（其權益載於上文「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節）外，概無任何人士於本公司之股份或相關股份中擁有須根據證券及期貨條例第336條規定記錄之權益或淡倉。

關聯方交易

於一般業務過程中訂立之重大關聯方交易，詳情載於綜合財務報表附註36。該等關聯方交易構成符合最低豁免水平的本公司持續關連交易，根據上市規則第14A.76(1)條，獲豁免遵守申報、年度審閱、公告及獨立股東批准規定。

董事於競爭業務之權益

深圳世松安老服務有限公司（以下簡稱「深圳世松」）為於中國成立的有限責任公司，由松齡中國護老有限公司（於香港註冊成立的公司及本公司主要股東之一Pine Active Care Limited的間接全資擁有附屬公司）及一名獨立第三方（「合營夥伴」）各自擁有50%股權。

深圳世松的董事會由四名董事組成。松齡中國護老有限公司及合營夥伴均有權提名各兩名董事。深圳世松的董事會主席須由松齡中國護老有限公司及合營夥伴共同提名。現時，深圳世松的董事包括嚴沛基先生及陳業強先生（均為本公司的董事）。

深圳世松在經營許可證下可進行的業務範圍涵蓋投資諮詢服務、老人護理諮詢服務、組織文化活動及長者活動、健康諮詢服務（不包括醫療實務）、租賃、批發、進出口家電、電腦、電器、家庭用品及相關業務（不包括金融租賃、受配額限制的商品及有關國家規定的許可證）及電腦軟件開發。深圳世松是為了於中國深圳、廣州及上海探索安老業務的機會而成立的。

REPORT OF THE DIRECTORS

董事會報告

Since the date of establishment of World Pine and up to the date of this report, World Pine had not commenced any business operations. As disclosed in the 2018 annual report of the Company, to streamline the Group's development of elderly care home business in the PRC, Pine Active Care Limited, the Company's controlling shareholder, has resolved the deregistration of World Pine in the PRC. As at 31 March 2020, the deregistration process of World Pine has been completed.

Save as disclosed above, during the year under review, no director was interested in any business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business which is required to be disclosed pursuant to the Listing Rules.

NON-COMPETITION UNDERTAKINGS

Pursuant to the deed of non-competition undertakings (the "Non-competition Undertakings") dated 26 January 2017 (the "Deed"), each of the Company's former controlling shareholders (i.e. Pine Active Care Limited, Silverage Pine Care Limited, Silverage Pillar Limited, Mr. Yim Ting Kwok, Mr. Ng Kwok Fu Alex, Ms. Cho Wing Yin, Ms. Suen Mi Lai Betty, Mr. Yim Billy Pui Kei, Mr. Yim Edwin Pui Hin and Ms. Chu Lai King) and their respective associates have undertaken to and covenanted with the Company that, each of them would not, and would procure none of their associates to engage in any business that is or is likely to be in competition with that of the Group. For details of the Deed, please refer to the section headed "Relationship with Controlling Shareholders" in the Prospectus. If the controlling shareholders become aware of any business opportunities, they will notify the Company of such opportunities and will procure that such business opportunities are first offered to the Group upon terms which are fair and reasonable.

Each of the above-mentioned controlling shareholders, and their respective associates have confirmed to the Company of their compliance with the Non-competition Undertakings provided to the Company.

During the FY2020, the former controlling shareholders did not take up and did not offer or make available to the Company any opportunity to invest, participate, be engaged in and/or operate with a third party any Restricted Business (as defined in the Deed) and declared that they had complied with the requirements on the Non-competition Undertakings as set out in the Deed. The Non-Competition Undertaking lapsed when the former controlling shareholders ceased to exercise or control of 30% of the voting power at general meeting of the Company since 11 February 2020.

自深圳世松成立日期起及直至本報告日期，深圳世松並未開展任何業務營運。誠如本公司2018年報所披露，為理順本集團於中國的安老院舍業務發展，本公司控股股東Pine Active Care Limited已議決在中國註銷登記深圳世松。截至2020年3月31日，深圳世松的註銷登記手續已完成。

除上文所披露者外，於回顧年內，除本集團業務外，概無董事於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務中，擁有須根據上市規則作出披露的權益。

不競爭承諾

根據於2017年1月26日的不競爭承諾（「不競爭承諾」）契據（「契據」），各本公司前控股股東（即Pine Active Care Limited、Silverage Pine Care Limited、Silverage Pillar Limited、嚴定國先生、吳國富先生、曹詠妍女士、孫美麗女士、嚴沛基先生、嚴沛軒先生及朱麗琮女士）及彼等各自聯繫人承諾及與本公司立約，其本身不會亦將促其聯繫人不會從事任何對本集團構成競爭或可能構成競爭的業務。契據詳情請參照招股章程中「與控股股東的關係」一節。倘控股股東發現任何商機，彼等將知會本公司該等機會及促使該等商機以公平及合理的條款率先提供予本集團。

各上述控股股東及彼等各自聯繫人向本公司確認，其確實遵守與本公司作出的不競爭承諾。

於2020財政年度，前控股股東並無自本公司接受亦無向本公司提供任何與第三方投資、參加、從事及／或營運任何受限制業務（定義見該契據）的機會，以及聲明彼等遵守載於該契據的不競爭承諾之要求。自2020年2月11日起，前控股股東不再於本公司股東大會行使或控制30%投票權，不競爭承諾已告失效。

REPORT OF THE DIRECTORS

董事會報告

At a meeting of the Audit Committee held on 26 June 2020, all the independent non-executive directors reviewed the confirmations from the former controlling shareholders in respect of the Non-competition Undertakings which were submitted to the Company on 26 June 2020 and confirmed compliance with the Non-competition Undertakings by the controlling shareholders.

SPECIFIC PERFORMANCE BY THE CONTROLLING SHAREHOLDER

On 28 October 2019, Pine Care Elderly Home Development Limited ("Pine Care EHD", an indirect wholly owned subsidiary of the Company) and certain subsidiaries of the Company as borrowers entered into a facilities agreement (the "Facilities Agreement") with Hang Seng Bank Limited as lender, pursuant to which certain loan facilities, comprising a term loan in an aggregate amount of HK\$350,000,000 have been granted to Pine Care EHD (in which approximately 97.2% and 2.8% of the loan amount will be matured on 28 January and 28 February 2025, respectively).

Pursuant to the Facilities Agreement, among other things, a specific performance covenant is imposed on Mr. Yim Ting Kwok to maintain as the largest single shareholder of the Group as well as maintain control over the management and business of the Group. Failure to comply with the aforesaid covenant by Mr. Yim Ting Kwok will constitute an event of default under this Facilities Agreement, and the lender shall have the right to declare the term loan has become immediately due and payable, and any undrawn balance of the term loan shall automatically be cancelled and no longer be available to Pine Care EHD to be cancelled and/or all or part of outstanding amounts under this term loan, together with accrued interest and all other sums payable to be immediately due and payable.

As set out in the above paragraph "Change of Controlling Shareholder and Sufficiency of Public Float" and in Note 2.1 to the Consolidated Financial Statements, Mr. Yim Ting Kwok ceased to be the controlling shareholder of the Company with effect from 11 February 2020, and resigned as the Chairman of the Board and an executive director of the Company with effect from 23 March 2020. This resulted in an event of default of the aforesaid performance covenant under the Facilities Agreement, and the term loan has become repayable on demand and has been classified as a current liability as at 31 March 2020. Accordingly, the Group, as at 31 March 2020, had net current liabilities of HK\$409,450,000 which indicated the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

As such, the Group has been in discussions with the lender for waiver of the said covenant.

於2020年6月26日舉行的審核委員會會議，所有獨立非執行董事檢視前控股股東就不競爭承諾於2020年6月26日提交予本公司的確認，確認控股股東作出之不競爭承諾之遵守。

控股股東的特定履約

於2019年10月28日，松齡護老院發展有限公司（「松齡護老院」，本公司的間接全資附屬公司）及本公司若干附屬公司（作為借款人）與恒生銀行有限公司（作為貸款人）訂立融資協議（「融資協議」），據此，若干貸款融資，其中包括總金額為350,000,000港元的定期貸款已授予松齡護老院（當中分別約97.2%及2.8%的貸款金額將分別於2025年1月28日及2月28日到期）。

根據融資協議，（其中包括）嚴定國先生須履行特定履約契諾，維持彼作為本集團最大單一股東的身份，以及控制本集團的管理及業務。倘嚴定國先生未能遵守上述契諾將構成融資協議項下的違約事件，而貸款人有權宣佈定期貸款即時到期並成為應付款項，任何未提取的定期貸款餘額將自動取消，不再供松齡護老院使用及／或此定期貸款下的全部或部分未償還款項，連同累計利息及所有其他應付金額將即時到期並成為應付款項。

誠如上文「控股股東變動及足夠之公眾持股量」一段及綜合財務報表附註2.1所載，嚴定國先生不再為本公司控股股東，自2020年2月11日起生效；並已辭任董事會主席及本公司執行董事，自2020年3月23日起生效。此舉導致融資協議項下上述履約契諾的違約事件，而定期貸款已於2020年3月31日成為應要求償還及已分類為流動負債。因此，於2020年3月31日，本集團錄得流動負債淨額409,450,000港元，顯示存在重大不確定性，可能對本集團持續經營的能力構成重大懷疑。

因此，本集團已經與貸款人討論豁免上述契諾。

REPORT OF THE DIRECTORS

董事會報告

Subsequent to the year end, in June 2020, such covenant was removed and replaced by a new covenant that Mr. Tang Yiu Sing, the existing controlling shareholder, shall maintain as the largest single shareholder of the Group and control over the Group's management and business pursuant to a revised banking facility letter issued by the lender.

Notwithstanding the aforesaid, the financial statements were prepared on the assumption that the Group will be able to operate as a going concern and the directors are of the view that the Group will have sufficient working capital to finance its operations in the next twelve months from 31 March 2020, after taking into consideration several measures and arrangements as detailed in Note 2.1 to the Consolidated Financial Statements.

MANAGEMENT CONTRACTS

No contract for the management and administration of the whole or any substantial part of the business of the Company was entered into or in existence during the year under review.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2020.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in the Hong Kong Companies Ordinance) for the benefit of the directors of the Company and its associated companies is currently in force and was in force throughout the year under review.

AUDIT COMMITTEE

The audit committee (consisting of the two independent non-executive directors and a non-executive director) has reviewed with management the principal accounting policies adopted by the Group and discussed risk management, internal controls and financial reporting matters including a review of the annual financial statements for the year ended 31 March 2020.

AUDITOR

Ernst & Young, the auditor of the Company, will retire and, being eligible, offer themselves for re-appointment at the 2020 AGM. A resolution will be submitted to the 2020 AGM to seek shareholders' approval on the re-appointment of Ernst & Young as the Company's auditor until the conclusion of the next annual general meeting.

On behalf of the Board

Pine Care Group Limited

Tang Yiu Sing

Chairman and Executive Director

Hong Kong, 26 June 2020

於年末後，於2020年6月，該契諾已根據貸款人發出的經修訂銀行融通函件撤銷並由一項新契諾取代，即為現有控股股東鄧耀昇先生將繼續為本集團的最大單一股東，且對本集團的管理及業務擁有控制權。

儘管上文所述情況，財務報表乃按本集團將能夠持續經營的假設編製，而董事於考慮綜合財務報表附註2.1詳述的若干措施及安排後，認為本集團將有足夠的營運資金撥付由2020年3月31日起計未來12個月的營運。

管理層合約

於回顧年內，概無與本公司全部或任何主要業務部分的管理層及行政人員訂立或存在合約。

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於截至2020年3月31日止年度內概無購買、出售或贖回本公司的任何上市證券。

獲准彌償條文

為本公司及其聯繫公司的董事利益制定之獲准彌償條文(定義見香港公司條例)當前具有效力且於全回顧年內均具有效力。

審核委員會

審核委員會(由兩名獨立非執行董事及一名非執行董事組成)與管理層審閱本集團所採納的主要會計政策及討論風險管理、內部監控及財務申報事宜，包括審閱於截至2020年3月31日止年度的年度財務報表。

核數師

安永會計師事務所將於本公司2020年股東週年大會上告退及符合資格給予其接受續聘的機會。一項有關續聘安永會計師事務所為本公司核數師直至下屆股東週年大會之決議案將於2020年股東週年大會上提呈，以尋求股東批准。

代表董事會

松齡護老集團有限公司

鄧耀昇

主席及執行董事

香港，2020年6月26日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the shareholders of Pine Care Group Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Pine Care Group Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 106 to 199, which comprise the consolidated statement of financial position as at 31 March 2020, and the consolidated statement of profit or loss, the consolidated statement of 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.

致松齡護老集團有限公司股東
(於開曼群島註冊成立的有限公司)

意見

本核數師已審核載列於第106至199頁松齡護老集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，其包括於2020年3月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表的附註(包括重大會計政策概要)。

本核數師認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2020年3月31日的綜合財務表現以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

本核數師已根據香港會計師公會頒佈的香港核數準則(「香港核數準則」)進行審核。本核數師在該等準則下的責任已於本報告核數師就審核綜合財務報表承擔的責任一節中進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(以下簡稱「守則」)，本核數師獨立於 貴集團，並已履行守則中的其他專業道德責任。本核數師相信，本核數師所獲得的審核憑證能充足及適當地為本核數師的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2.1 to the financial statements which indicates that as at 31 March 2020, the Group had net current liabilities of HK\$409,450,000. This condition, along with other matters as set forth in note 2.1, indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional 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. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

有關持續經營的重大不確定因素

務請垂注財務報表附註2.1，當中顯示於2020年3月31日，貴集團的流動負債淨額為409,450,000港元。該情況以及附註2.1所載的其他事項顯示存在重大不確定因素，可能對貴集團持續經營的能力構成重大疑問。本核數師的意見並未就此事項作出修訂。

關鍵審核事項

關鍵審核事項為根據本核數師的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。該等事項於本核數師審核整體綜合財務報表及出具意見時處理，而本核數師不會對此事項提供獨立的意見。除有關持續經營的重大不確定因素一節所述的事項外，本核數師亦已釐定下文所述的事項為將於本報告內溝通的關鍵審核事項。

本核數師已履行本報告核數師就審核綜合財務報表承擔的責任一節所述的責任，包括與該等事宜相關的責任。因此，本核數師的審核工作包括執行為應對評估綜合財務報表重大錯誤陳述風險而設計的審核程序。審核程序的結果包括處理以下事宜所執行的程序，為隨附綜合財務報表的審核意見提供基礎。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter

關鍵審核事項

How our audit addressed the key audit matter

本核數師的審核如何處理關鍵審核事項

Goodwill impairment testing

商譽減值測試

As at 31 March 2020, the Group carried goodwill of HK\$33,833,000 in the consolidated statement of financial position, which arose from the acquisition of controlling interests in companies principally engaged in the provision of elderly home care services.

於2020年3月31日，貴集團於綜合財務狀況表內列賬商譽33,833,000港元，這是由於收購主要從事提供安老院舍服務的公司的控股權益而產生。

Management is required to perform a goodwill impairment test at least on an annual basis. The impairment test involves complex and subjective management judgements, a high degree of management estimation and the use of assumptions to determine the value in use of the cash-generating units to which the goodwill is allocated, including estimates about the future cash flows. Management is also required to determine suitable discount rates in order to calculate the present value of the cash flows.

管理層必須至少每年進行商譽減值測試一次。減值測試涉及複雜和主觀的管理層判斷、高度的管理層估計和使用假設來確定獲分配商譽的現金產生單位的價值，包括對未來現金流量的估計。為了計算現金流量的現值，管理層還需要確定合適的貼現率。

Related disclosures are included in notes 4 and 20 to the consolidated financial statements.

相關披露列入綜合財務報表附註4及20。

Our audit procedures included evaluating the key assumptions used to forecast future cash flows and the discount rates applied. We evaluated the sensitivity of a reasonably possible change in the growth rates and the discount rates to the recoverable amount of the cash-generating units. We involved our internal specialists in the evaluation of the methodology and key assumptions adopted. We also assessed the disclosures on the impairment test, specifically the key assumptions that had the most significant effect on the determination of the recoverable amount of the goodwill, such as the discount rates and the growth rates.

本核數師進行的審核程序，包括評估用於預測未來現金流量和貼現率的假設。本核數師評估了現金產生單位的可收回金額對增長率和貼現率的合理可能變化的敏感性。本核數師安排我們的內部專業人士評估所採用的方法及關鍵假設。本核數師還對減值測試披露情況進行評估，特別是對確定商譽可收回金額影響最大的主要假設，如貼現率和增長率。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter

關鍵審核事項

How our audit addressed the key audit matter

本核數師的審核如何處理關鍵審核事項

Impairment assessment on property, plant and equipment

物業、廠房及設備減值評估

Included in the property, plant and equipment of the Group as at 31 March 2020 are certain right-of-use assets and owned assets with an aggregate carrying amount of HK\$58,705,000 relating to an elderly home care service cash-generating unit which has been operating at a loss. As there is an indication that these assets may be impaired, management is required to perform an impairment assessment on these assets. The impairment assessment involves complex and subjective management judgements, a high degree of management estimation and the use of assumptions to determine the value in use of the cash-generating unit, including estimates about the future cash flows. Management is also required to determine a suitable discount rate in order to calculate the present value of the cash flows.

於2020年3月31日，貴集團的物業、廠房及設備包括若干賬面總值為58,705,000港元的使用權資產及自置資產，該等資產與安老院舍服務現金產生單位(已錄得經營虧損)有關。由於該等資產有可能減值，管理層須對該等資產進行減值評估。減值評估涉及複雜和主觀的管理層判斷、高度的管理層估計和使用假設來確定現金產生單位的使用價值，包括對未來現金流量的估計。為了計算現金流量的現值，管理層還需要確定合適的貼現率。

Related disclosures are included in notes 4 and 14 to the consolidated financial statements.

相關披露列入綜合財務報表附註4及14。

Our audit procedures included evaluating the Group's policies and procedures in identifying impairment indicators and the key assumptions used to forecast future cash flows and the discount rate applied. We evaluated the sensitivity of a reasonably possible change in the growth rate and the discount rate to the recoverable amount of the cash-generating unit. We also assessed the disclosures on the impairment assessment, specifically the key assumptions that had the most significant effect on the determination of the recoverable amount of the cash-generating unit, such as the discount rate and the growth rate.

本核數師進行的審核程序，包括評估貴集團確定減值指標的政策及程序，以及用於預測未來現金流量和貼現率的假設。本核數師評估了現金產生單位的可收回金額對增長率和貼現率的合理可能變化的敏感性。本核數師還對減值測試披露情況進行評估，特別是對確定現金產生單位可收回金額影響最大的主要假設，如貼現率和增長率。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises 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 of the Company 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

載入年報之其他資料

貴公司董事須對其他資料負責。其他資料包括年報內所載的資料，但不包括綜合財務報表及本核數師載於其中的核數師報告。

本核數師對綜合財務報表的意見並不涵蓋其他資料，本核數師亦不對該等其他資料發表任何形式的核證結論。

就本核數師對綜合財務報表的審核，本核數師的責任乃細閱其他資料，在此過程中，考慮其他資料與綜合財務報表或本核數師在審核過程中所知悉的情況是否存在重大不符或似乎存在重大錯誤陳述。基於本核數師已執行的工作，倘本核數師認為其他資料存在重大錯誤陳述，本核數師需要報告該事實。本核數師就此並無任何事項須報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，並對董事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，貴公司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，除非貴公司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。

審核委員會協助貴公司董事履行監督貴集團財務報告過程的責任。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

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. Our 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 skepticism throughout the audit. We also:

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

核數師就審核綜合財務報表須承擔的責任

本核數師的目標乃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，並出具包括本核數師意見的核數師報告。本報告僅向閣下(作為整體)報告，除此之外本報告別無其他目的。本核數師不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證為高水平的保證，但不能保證按照香港核數準則進行的審核在總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據香港核數準則進行的審核之其中部分，本核數師運用專業判斷，保持專業懷疑態度。本核數師亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，作為本核數師意見的基礎。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出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 瞭解與審核相關的內部控制，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

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.

核數師就審核綜合財務報表須承擔的責任(續)

- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘本核數師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，則修訂本核數師的意見。本核數師的結論乃基於直至核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。
- 評估綜合財務報表的整體列報方式、結構及內容(包括披露事項)，以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足適當的審核憑證，以便對綜合財務報表發表意見。本核數師負責貴集團審核的方向、監督及執行。本核數師為審核意見承擔全部責任。

本核數師與審核委員會溝通(其中包括)審核的計劃範圍及時間以及重大審核發現等，包括本核數師在審核中識別出內部控制的任何重大不足之處。

本核數師亦向審核委員會提交聲明，表明本核數師已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理被認為會影響本核數師獨立性的所有關係及其他事項以及在適用的情況下相關的防範措施。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

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

(Continued)

From the matters communicated with the Audit Committee, we determine that matters that were of most significance in the audit of the consolidated financial statements of the current period and is 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 partner on the audit resulting in this independent auditor's report is Chow Chi Chung.

核數師就審核綜合財務報表須承擔的責任(續)

從與審核委員會溝通的事項中，本核數師確定該等對本期綜合財務報表的審核為最重要的事項，因而構成關鍵審核事項。本核數師在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於本核數師之報告中註明某事項造成的負面後果超過產生的公眾利益，則本核數師決定不應在報告中註明該事項。

出具獨立核數師報告的審核項目合夥人為鄒志聰。

Ernst & Young

Certified Public Accountants

22/F, CITIC Tower

1 Tim Mei Avenue

Central, Hong Kong

26 June 2020

安永會計師事務所

執業會計師

香港中環

添美道1號

中信大廈22樓

2020年6月26日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

Year ended 31 March 2020 截至2020年3月31日止年度

		Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
REVENUE	收益	6	217,363	186,782
Other income and gains	其他收入及收益	6	476	489
Amortisation	攤銷		(3,093)	(3,093)
Depreciation	折舊		(33,689)	(11,964)
Staff costs	員工成本		(99,524)	(89,783)
Property rental and related expenses	物業租金及相關開支		(6,620)	(20,321)
Food and beverage costs	食品及飲品成本		(8,471)	(8,530)
Utility expenses	公用事業開支		(7,095)	(6,945)
Supplies and consumables	供應及消耗品		(6,724)	(5,709)
Repair and maintenance	維修及保養		(2,732)	(1,852)
Other operating expenses	其他經營開支		(27,682)	(21,527)
Finance costs	財務成本	8	(4,764)	(2,397)
Share of loss of a joint venture	分佔一間合營企業虧損		(323)	–
PROFIT BEFORE TAX	除稅前溢利	7	17,122	15,150
Income tax expenses	所得稅開支	11	(3,546)	(1,690)
PROFIT FOR THE YEAR	年度溢利		13,576	13,460
Attributable to:	以下各方應佔：			
Owners of the parent	母公司擁有人		13,584	13,435
Non-controlling interests	非控股權益		(8)	25
			13,576	13,460
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔每股盈利	13		
Basic and diluted	基本及攤薄		HK1.5 cents 港仙	HK1.5 cents 港仙

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year ended 31 March 2020 截至2020年3月31日止年度

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
PROFIT FOR THE YEAR	年度溢利	13,576	13,460
OTHER COMPREHENSIVE INCOME/(LOSS)	其他全面收入/(虧損)		
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:	將不會於其後期間重新分類至損益的其他全面收入/(虧損)：		
Actuarial gains/(losses) on retirement benefit obligation	退休福利責任之精算收益/(虧損)	841	(604)
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	將於其後期間重新分類至損益的其他全面虧損：		
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額	(763)	(686)
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	年度其他全面收入/(虧損)	78	(1,290)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年度全面收入總額	13,654	12,170
Attributable to:	以下各方應佔：		
Owners of the parent	母公司擁有人	14,129	12,145
Non-controlling interests	非控股權益	(475)	25
		13,654	12,170

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 March 2020 2020年3月31日

		Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	819,278	331,420
Prepaid land lease payments	預付土地租賃付款	15	–	376,747
Intangible assets	無形資產	16	6,185	9,278
Investment in a joint venture	於一間合營企業的投資	17	21,403	21,726
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產	19	6,808	6,554
Goodwill	商譽	20	33,833	33,833
Financial asset at fair value through profit or loss	按公允值計入損益的 金融資產	21	3,143	3,083
Deferred tax assets	遞延稅項資產	27	6,200	5,265
Total non-current assets	非流動資產總額		896,850	787,906
CURRENT ASSETS	流動資產			
Due from a joint venture	應收一間合營企業款項	17	8,921	103
Trade receivables	貿易應收款項	18	5,521	2,251
Tax recoverable	可收回稅項		1,389	–
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產	19	2,930	3,607
Cash and cash equivalents	現金及現金等價物	22	27,767	50,879
Total current assets	流動資產總額		46,528	56,840
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付款項	23	2,029	1,992
Other payables and accruals	其他應付款項及應計費用	24	18,977	13,892
Interest-bearing bank borrowings	計息銀行借款	25	408,574	56,396
Lease liabilities	租賃負債	15	20,877	–
Tax payable	應付稅項		5,521	3,781
Total current liabilities	流動負債總額		455,978	76,061
NET CURRENT LIABILITIES	流動負債淨額		(409,450)	(19,221)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		487,400	768,685

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

綜合財務狀況表(續)

31 March 2020 2020年3月31日

		Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債			
Other payables and accruals	其他應付款項及應計費用	24	–	5,059
Interest-bearing bank borrowings	計息銀行借款	25	190,677	537,120
Lease liabilities	租賃負債	15	70,817	–
Provision for long service payments	長期服務付款撥備	26	5,044	4,441
Deferred tax liabilities	遞延稅項負債	27	14,211	14,984
Total non-current liabilities	非流動負債總額		280,749	561,604
Net assets	資產淨額		206,651	207,081
EQUITY	權益			
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益			
Issued capital	已發行股本	28	9,029	9,029
Reserves	儲備	30	191,224	191,179
			200,253	200,208
Non-controlling interests	非控股權益		6,398	6,873
Total equity	權益總額		206,651	207,081

Tang Yiu Sing
鄧耀昇
Director
董事

Chan Yip Keung
陳業強
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 March 2020 截至2020年3月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔									
		Issued capital	Share premium account	Merger reserve	Share-based payment reserve 以股份為基礎付款的儲備	Other reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	合併儲備	為基礎付款的儲備	其他儲備	匯率波動儲備	保留溢利	總計	非控股權益	權益總額
Note		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		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 28)		(Note 30)							
		(附註28)		(附註30)							
At 1 April 2018	於2018年4月1日	9,029	148,770	33,798	1,691	504	496	8,943	203,231	4,888	208,119
Profit for the year	年度溢利	-	-	-	-	-	-	13,435	13,435	25	13,460
Other comprehensive loss for the year:	年度其他全面虧損：										
Actuarial losses on retirement benefit obligation	退休福利責任之精算虧損	-	-	-	-	(604)	-	-	(604)	-	(604)
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	-	(686)	-	(686)	-	(686)
Total comprehensive income/(loss) for the year	年度全面收入／(虧損)總額	-	-	-	-	(604)	(686)	13,435	12,145	25	12,170
Interim dividend	中期股息	12	-	-	-	-	-	(7,584)	(7,584)	-	(7,584)
Final dividend	末期股息	12	-	-	-	-	-	(7,584)	(7,584)	-	(7,584)
Capital injection from a non-controlling shareholder	一名非控股股東注資	-	-	-	-	-	-	-	-	1,960	1,960
At 31 March 2019	於2019年3月31日	9,029	148,770*	33,798*	1,691*	(100)*	(190)*	7,210*	200,208	6,873	207,081

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

綜合權益變動表(續)

Year ended 31 March 2020 截至2020年3月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔									
		Share Issued capital	Share premium account	Merger reserve	Share- based payment reserve 以股份 為基礎付款 的儲備	Other reserve 其他儲備	Exchange fluctuation reserve 匯率波動 儲備	Retained profits	Total	Non- controlling interests	Total equity
		已發行 股本	股份 溢價賬	合併儲備				保留溢利	總計	非控股 權益	權益總額
Note 附註		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	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
		(Note 28) (附註28)		(Note 30) (附註30)							
At 1 April 2019	於2019年4月1日	9,029	148,770	33,798	1,691	(100)	(190)	7,210	200,208	6,873	207,081
Profit/(loss) for the year	年度溢利/(虧損)	-	-	-	-	-	-	13,584	13,584	(8)	13,576
Other comprehensive income/ (loss) for the year:	年度其他全面收入/ (虧損):										
Actuarial gains on retirement benefit obligation	退休福利責任之 精算收益	-	-	-	-	841	-	-	841	-	841
Exchange differences on translation of foreign operations	換算海外業務產生 的匯兌差額	-	-	-	-	-	(296)	-	(296)	(467)	(763)
Total comprehensive income/ (loss) for the year	年度全面收入/ (虧損)總額	-	-	-	-	841	(296)	13,584	14,129	(475)	13,654
Interim dividend	中期股息	12	-	-	-	-	-	(7,042)	(7,042)	-	(7,042)
Final dividend	末期股息	12	-	-	-	-	-	(7,042)	(7,042)	-	(7,042)
At 31 March 2020	於2020年3月31日	9,029	148,770*	33,798*	1,691*	741*	(486)*	6,710*	200,253	6,398	206,651

* These reserve accounts comprise the consolidated reserves of HK\$191,224,000 (2019: HK\$191,179,000) in the consolidated statement of financial position as at 31 March 2020.

* 該等儲備賬包括於2020年3月31日在綜合財務狀況表中191,224,000港元(2019年: 191,179,000港元)之綜合儲備。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2020 截至2020年3月31日止年度

		Notes	2020	2019
		附註	HK\$'000	HK\$'000
			千港元	千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量			
Profit before tax	除稅前溢利		17,122	15,150
Adjustments for:	就下列各項作出調整：			
Finance costs	財務成本	8	4,764	2,397
Interest income	利息收入	7	(1)	(9)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7	8,449	11,964
Depreciation of right-of-use assets	使用權資產折舊	7	25,240	–
Amortisation	攤銷	7	3,093	3,093
Fair value gain on financial asset at fair value through profit or loss	按公允值計入損益的金融資產的公允值收益	7	(60)	(100)
Provision for long service payments, net	長期服務付款撥備淨額	26	1,444	216
Share of loss of a joint venture	分佔一間合營企業虧損		323	–
			60,374	32,711
Increase in trade receivables	貿易應收款項增加		(3,270)	(1,384)
Decrease in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產減少		423	2,041
Increase in trade payables	貿易應付款項增加		37	447
Increase in other payables and accruals	其他應付款項及應計費用增加		5,221	419
Cash generated from operations	經營所得現金		62,785	34,234
Hong Kong profits tax paid	已付香港利得稅		(4,903)	(1,520)
Interest received	已收利息		1	9
Interest paid	已付利息		(19,322)	(14,178)
Net cash flows from operating activities	經營活動所得現金流量淨額		38,561	18,545
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量			
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目		(22,932)	(53,317)
Acquisition of a subsidiary	收購一間附屬公司	31	–	(13,305)
(Increase)/decrease in an amount due from a joint venture	應收一間合營企業款項(增加)/減少		(8,818)	332
Investment in a joint venture	於一間合營企業的投資		–	(21,726)
Net cash flows used in investing activities	投資活動所用現金流量淨額		(31,750)	(88,016)

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

綜合現金流量表(續)

Year ended 31 March 2020 截至2020年3月31日止年度

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
New bank loans	新銀行貸款	64,000	80,620
Repayment of bank loans	償還銀行貸款	(58,265)	(18,708)
Dividends paid	已付股息	(14,084)	(15,168)
Capital injection from a non-controlling shareholder of a subsidiary	一間附屬公司的一名非控股股東注資	-	1,960
Principal portion of lease payments	租賃付款本金部分	(21,674)	-
Net cash flows (used in)/from financing activities	融資活動(所用)/所得現金流量淨額	(30,023)	48,704
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(23,212)	(20,767)
Cash and cash equivalents at beginning of year	年初現金及現金等價物	50,879	71,778
Effect of foreign exchange rate changes	匯率變動的影響	100	(132)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	27,767	50,879
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	27,767	50,879

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2020 2020年3月31日

1. CORPORATE AND GROUP INFORMATION

Pine Care Group Limited (the "Company") is a limited liability company incorporated in the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is G/F, 1 Koon Wah Lane, 68-72 Yuk Wah Street, Tsz Wan Shan, Kowloon, Hong Kong.

The Company is an investment holding company. During the year, the Company and its subsidiaries (collectively the "Group") are principally engaged in the provision of elderly home care services.

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 15 February 2017.

In the opinion of the directors of the Company (the "Directors"), Mr. Tang Yiu Sing is considered as the controlling shareholder of the Company.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Company name 公司名稱	Place of incorporation/ business 註冊成立/ 營業地點	Issued ordinary share capital 已發行普通股本	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	
Pine Care Health Initiative Limited*	British Virgin Islands (the "BVI") 英屬處女群島 (「英屬處女群島」)	US\$1 1美元	100	-	Investment holding 投資控股
Prime Health Holdings Limited 康保控股有限公司	Hong Kong 香港	HK\$98,418,468 98,418,468港元	-	100	Investment holding 投資控股
Pine Care Elderly Home Development Limited 松齡護老院發展有限公司	Hong Kong 香港	HK\$40,000,000 40,000,000港元	-	100	Investment holding and provision of management services 投資控股及提供管理服務
Pacific First Limited 太平洋有限公司	Hong Kong 香港	HK\$1,070 1,070港元	-	100	Provision of elderly home care services 提供安老院舍服務

1. 公司及集團資料

松齡護老集團有限公司(「本公司」)為一間於開曼群島註冊成立的有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的主要營業地點為香港九龍慈雲山毓華街68-72號貫華里1號地下。

本公司為投資控股公司。年內，本公司及其附屬公司(統稱「本集團」)主要從事提供安老院舍服務。

本公司股份於2017年2月15日在香港聯合交易所有限公司(「聯交所」)主板上市。

本公司董事(「董事」)認為，鄧耀昇先生被視為本公司的控股股東。

有關附屬公司的資料

本公司主要附屬公司的詳情如下：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:

(Continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place of incorporation/ business 註冊成立/ 營業地點	Issued ordinary share capital 已發行普通股本	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	
Besting Holdings Limited 百興集團有限公司	Hong Kong 香港	HK\$120,000 120,000港元	–	100	Provision of elderly home care services 提供安老院舍服務
Hinta Enterprises Limited ("Hinta Enterprises") 鴻大企業有限公司(「鴻大企業」)	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Provision of elderly home care services 提供安老院舍服務
Fitbest Corporation Limited 適雅有限公司	Hong Kong 香港	HK\$500,000 500,000港元	–	100	Provision of elderly home care services 提供安老院舍服務
Masswell Development Limited 萬事佳發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Provision of elderly home care services 提供安老院舍服務
Gericare Centre Limited ("Gericare Centre") 保德護老中心有限公司 (「保德護老中心」)	Hong Kong 香港	HK\$100 100港元	–	100	Provision of elderly home care services 提供安老院舍服務
Fitgarden Limited 威家達有限公司	Hong Kong 香港	HK\$2,500,000 2,500,000港元	–	100	Property investment 物業投資
Mainfield Limited 懋輝有限公司	Hong Kong 香港	HK\$2 2港元	–	100	Property investment 物業投資
Chun Fai Development Limited 俊暉發展有限公司	Hong Kong 香港	HK\$100,000 100,000港元	–	100	Property investment 物業投資
Grant Smart Development Limited 建日發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Property investment 物業投資
Wellfield Properties Development Limited 田康地產發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Property investment 物業投資

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:

(Continued)

Company name 公司名稱	Place of incorporation/ business 註冊成立/ 營業地點	Issued ordinary share capital 已發行普通股本	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	
Ruby International Investment Limited ("Ruby International") 紅寶石國際投資有限公司 (「紅寶石國際」)	Hong Kong 香港	HK\$5 5港元	–	100	Property investment 物業投資
Manchester Rehabilitation Services Limited 曼徹斯特復康服務有限公司	Hong Kong 香港	HK\$1 1港元	–	100	Provision of rehabilitation and physiotherapy services 提供復康及物理治療服務
Witmart Design & Construction Co. Limited 威馬設計裝修工程有限公司	Hong Kong 香港	HK\$2 2港元	–	100	Provision of repair and maintenance services 提供維修及保養服務
Fully Trend Limited 滿來有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Property investment 物業投資
Pine Care Elite Limited 松齡俊匯有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Provision of elderly home care services 提供安老院舍服務
Pine Care Elegance Limited 松齡雅匯有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Investment holding 投資控股
Grand Prosper Holdings (BVI) Limited*	BVI 英屬處女群島	US\$3 3美元	–	100	Investment holding 投資控股
One Affinity Limited*	BVI 英屬處女群島	US\$1 1美元	–	100	Investment holding 投資控股
Lorient Holdings Ltd.*	BVI 英屬處女群島	US\$1 1美元	–	100	Property investment 物業投資

1. 公司及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下:(續)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:

(Continued)

Company name 公司名稱	Place of incorporation/ business 註冊成立/ 營業地點	Issued ordinary share capital 已發行普通股本	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	
Tsuen Wan Elderly Care Services Limited* 荃灣護老服務有限公司*	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Provision of elderly home care services 提供安老院舍服務
Pine Care Point Limited 松齡雅軒有限公司	Hong Kong 香港	HK\$100 100港元	–	100	Provision of elderly home care services 提供安老院舍服務
Pine Care Yada Elderly Services Limited 松齡雅達護老服務有限公司	Hong Kong 香港	HK\$14,000,000 14,000,000港元	–	51	Investment holding 投資控股
Zhejiang Pine Care Yada Elderly Services Limited* 浙江松齡雅達養老服務有限公司*	the People's Republic of China (the "PRC")/ Mainland China 中華人民共和國 (「中國」)/ 中國大陸	HK\$12,000,000 12,000,000港元	–	51	Provision of elderly home care services 提供安老院舍服務
Giant Success International Holdings Limited ("Giant Success")* 宏倡國際集團有限公司(「宏倡」)*	Hong Kong 香港	HK\$1,000 1,000港元	–	100	Property investment 物業投資

* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

1. 公司及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下:(續)

Principal activities 主要業務	Percentage of equity attributable to the Company 本公司 應佔權益百分比	
	Direct 直接	Indirect 間接
Provision of elderly home care services 提供安老院舍服務	–	100
Provision of elderly home care services 提供安老院舍服務	–	100
Investment holding 投資控股	–	51
Provision of elderly home care services 提供安老院舍服務	–	51
Property investment 物業投資	–	100

* 未經香港安永會計師事務所或安永國際網絡其他成員公司審核

上表列示董事認為對年內業績產生重大影響或構成本集團資產淨值重要組成部分的附屬公司。董事認為，若詳述其他附屬公司將導致提供的資料過於冗長。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

2.1 BASIS OF PRESENTATION

As at 31 March 2020, the Group's current liabilities exceeded its current assets by HK\$409,450,000.

As further detailed in the Company's joint announcement dated 11 February 2020, the controlling shareholder of the Company has been changed to Mr. Tang Yiu Sing since 11 February 2020. Also, as further detailed in the Company's announcement dated 23 March 2020, Mr. Yim Ting Kwok resigned as an executive director and the chairman of the board of directors of the Company, and Mr. Tang Yiu Sing was appointed as an executive director and the chairman of the board of directors of the Company with effect from 23 March 2020. As a result of the foregoing, as at 31 March 2020, the Group failed to comply with the covenant and undertaking concerning the controlling shareholder of the Company and the control over the management and business of the Group ("First Covenant") in respect of a term loan with a carrying amount of HK\$346,500,000 (secured by a property of the Group). As such, the aforesaid term loan has become repayable on demand and has been classified as a current liability as at 31 March 2020. The lending bank has not demanded early repayment of the term loan up to the date of approval of these financial statements.

After the close of the mandatory general offer made by Mr. Tang Yiu Sing, the Company has applied to the Stock Exchange for the suspension of trading in the shares of the Company with effect from 23 March 2020 and trading in the shares in the Company remained suspended up to the date of these financial statements due to insufficient public float. Subsequent to the end of the reporting period, in April 2020, the Group failed to comply with another covenant and undertaking for the aforesaid term loan concerning the suspension of trading in the shares of the Company for no more than 14 consecutive trading days ("Second Covenant").

The Group has been in discussions with the lending bank of the aforesaid term loan for the waiver of the First Covenant and the Second Covenant. Subsequent to the end of the reporting period, in June 2020, the First Covenant was removed and replaced by a new covenant that Mr. Tang Yiu Sing shall maintain as the largest single shareholder of the Group and control over the Group's management and business pursuant to a revised banking facility letter issued by the lending bank and the Second Covenant was waived by the lending bank for a period up to 30 August 2020.

2.1 呈列基準

於2020年3月31日，本集團的流動負債超過其流動資產409,450,000港元。

誠如本公司日期為2020年2月11日的聯合公告進一步詳述，本公司的控股股東已自2020年2月11日起變更為鄧耀昇先生。此外，誠如本公司日期為2020年3月23日的公告進一步詳述，嚴定國先生已辭任本公司執行董事及董事會主席，而鄧耀昇先生已獲委任為本公司執行董事及董事會主席，自2020年3月23日起生效。基於上述原因，於2020年3月31日，本集團未能遵守有關本公司控股股東及本集團之管理及業務的控制就賬面值為346,500,000港元的定期貸款(以本集團一物業作抵押)的契諾及承諾(「第一契諾」)。因此，於2020年3月31日，上述定期貸款已成為按要求償還，並已分類為流動負債。截至批准該等財務報表當日，貸款銀行並無要求提早償還該定期貸款。

於鄧耀昇先生提出的強制全面要約截止後，本公司已向聯交所申請本公司股份自2020年3月23日起暫停買賣，直至該等財務報表日期，由於公眾持股量不足，故本公司股份仍然暫停買賣。於報告期末後，於2020年4月，本集團未能就本公司股份暫停買賣不超過連續14個交易日遵守上述定期貸款的另一項契諾及承諾(「第二契諾」)。

本集團已與上述定期貸款的貸款銀行就豁免第一契諾及第二契諾進行討論。於報告期末後，於2020年6月，第一契諾根據貸款銀行發出的經修訂銀行融通函件撤銷並由一項新契諾取代，現有控股股東鄧耀昇先生必須繼續為本集團的最大單一股東，且對本集團的管理及業務擁有控制權，而第二契諾由貸款銀行豁免直至2020年8月30日。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

2.1 BASIS OF PRESENTATION (Continued)

As further detailed in the Company's announcement dated 2 June 2020, the board of directors of the Company was informed by Mr. Tang Yiu Sing that he has been in ongoing discussions with his proposed placing agent and various potential placees in relation to possible placement or disposal of his shareholding in the Company for the purpose of restoring the minimum public float of the Company. However, given the volatility in capital markets caused by the outbreak of COVID-19 since the first quarter of 2020 and the black out period of the Company during which the Company's directors are prohibited from dealing in any securities of the Company (the "Black Out Restriction") and which commenced on 27 April 2020 up to and until the date of publication of the annual results announcement of the Company being 26 June 2020, no definitive agreements have been entered into by Mr. Tang Yiu Sing as at the date of approval of these financial statements.

The board of directors of the Company was further informed by Mr. Tang Yiu Sing that he will continue to take appropriate steps for the possible placement of new shares and/or existing shares to independent third parties not connected with the Company or any of its core connected persons and parties not acting in concert with him in order to restore the minimum required public float as soon as possible after the end of the Black Out Restriction.

The financial statements were prepared based on the assumption that the Group can be operated as a going concern and the Directors are of the view that the Group will have sufficient working capital to finance its operations in the next twelve months from 31 March 2020, after taking into consideration the following:

- (i) the available unutilised credit facilities of the Group;
- (ii) the shares in the Company could resume trading on the Stock Exchange after restoring the minimum required public float within the waiver period granted and after which the aforesaid term loan of HK\$346,500,000 would become repayable within twelve months as to HK\$10,500,000 and beyond twelve months as to the remaining outstanding balance; and
- (iii) the estimated cash flows of the Group for the next twelve months from the end of the reporting period.

2.1 呈列基準(續)

誠如本公司日期為2020年6月2日的公告進一步詳述，本公司董事會接獲鄧耀昇先生通知，彼持續與其建議配售代理及多名潛在承配人就可能配售或出售其於本公司的股權以恢復至本公司最低公眾持股量進行討論。然而，由於自2020年第一季度以來爆發新型冠狀病毒導致資本市場波動，以及本公司的禁止買賣期(本公司董事於該期間禁止買賣本公司任何證券(「禁止買賣限制」))，有關期間自2020年4月27日開始，直至本公司刊發年度業績公告當日(即2020年6月26日)為止，故截至該等財務報表批准日期，鄧耀昇先生並無訂立最終協議。

本公司董事會亦獲鄧耀昇先生通知，彼將就可能向與本公司或其任何核心關連人士概無關連的獨立第三方及並非與彼一致行動之人士配售新股份及/或現有股份繼續採取適當措施，以於禁止買賣限制結束後盡快恢復至最低規定公眾持股量。

於考慮下列各項後，財務報表乃按本集團可持續經營之假設而編製，且董事認為本集團將有足夠營運資金為自2020年3月31日起計未來12個月之經營提供資金：

- (i) 本集團的備用未動用信貸融資額度；
- (ii) 於獲授的豁免期內恢復至最低規定公眾持股量後，本公司股份可恢復在聯交所買賣，而其後上述定期貸款346,500,000港元將須於12個月內償還10,500,000港元及於12個月後償還餘下未償還結餘；及
- (iii) 本集團自報告期末起計未來12個月的估計現金流量。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

2.1 BASIS OF PRESENTATION (Continued)

Should the trading in the shares in the Company not be resumed as planned and an additional waiver not be granted by the lending bank and alternative credit facilities be unavailable to the Group, the Group may be unable to continue as a going concern, in which case adjustments would have to be made to adjust the values of assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively. The effects of these adjustments have not been reflected in the financial statements.

2.2 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all 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. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2020. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2.1 呈列基準(續)

倘本公司股份未能如計劃恢復買賣，且貸款銀行並無授出額外豁免及本集團未能獲得其他信貸融資，則本集團可能無法持續經營，在此情況下將作出調整，以調整資產價值至其可收回金額，為可能產生的任何進一步負債計提撥備，並將非流動資產及負債分別重新分類為流動資產及負債。該等調整的影響並未於財務報表中反映。

2.2 編製基準

此等財務報表乃根據香港會計師公會(「香港會計師公會」)所頒佈之香港財務報告準則(「香港財務報告準則」)(當中包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露規定而編製。此等財務報表乃根據歷史成本法編製，惟按公允值計量之按公允值計入損益的金融資產除外。除另有註明外，此等財務報表乃以港元(「港元」)呈列，而所有金額均調整至最接近之千元。

綜合基準

綜合財務報表納入本公司及其附屬公司於截至2020年3月31日止年度的財務報表。附屬公司指本公司直接或間接控制的實體(包括結構性實體)。當本集團通過參與被投資方相關活動而承擔可變回報的風險或有權享有可變回報，並且有能力運用對被投資方的權力(即使是使本集團目前有能力主導被投資方的相關活動的現時權利)影響該等回報時，即取得控制權。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

2.2 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 編製基準(續)

綜合基準(續)

當本公司直接或間接擁有少於被投資方大多數的表決或類似權利，在評估其是否擁有對被投資方的權力時，本集團會考慮所有相關事實和情況，包括：

- (a) 與被投資方其他表決權持有者的合約安排；
- (b) 其他合約安排產生的權利；及
- (c) 本集團的表決權及潛在表決權。

附屬公司之財務報表乃就與本公司相同的報告期間採用一致的會計政策編製。附屬公司之業績乃自本集團取得控制權之日起綜合入賬且會於有關控制權終止日期前繼續綜合入賬。

損益及其他全面收入的各組成部分會歸屬於本集團母公司擁有人及非控股權益，即使此舉引致非控股權益出現虧絀結餘。本集團各成員公司之間交易有關的所有集團內公司間資產及負債、權益、收入、開支及現金流量於綜合入賬時全數抵銷。

倘事實及情況顯示上述控制之三項元素中一項或多項有變，則本集團會重新評估其是否仍然控制被投資方。附屬公司中不導致喪失控制權的所有者權益變動作為權益交易核算。

倘本集團失去對附屬公司的控制權，將終止確認：(i)附屬公司資產(包括商譽)和負債；(ii)任何非控股權益的賬面金額；及(iii)計入權益的累計換算差異；並確認：(i)收到代價的公允值；(ii)所保留任何投資的公允值；以及(iii)於損益處理的由此產生的盈餘或虧絀。先前於其他全面收入內確認的本集團應佔部份按倘本集團直接出售相關資產或負債時規定的相同基準重新分類至損益或保留溢利(如適用)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements:

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

Except for the amendments to HKFRS 9 and HKAS 19, and *Annual Improvements to HKFRSs 2015-2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

- (a) HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17.

2.3 會計政策之變動及披露

本集團已於本年度的財務報表首次採納下列新訂及經修訂香港財務報告準則：

香港財務報告準則第9號(修訂本)	具有負補償之提前還款特性
香港財務報告準則第16號	租賃
香港會計準則第19號(修訂本)	計劃修訂、縮減或結清
香港會計準則第28號(修訂本)	於聯營公司及合營企業之長期權益
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
2015年至2017年週期之年度改進	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號的修訂本

除香港財務報告準則第9號及香港會計準則第19號修訂本以及2015年至2017年週期香港財務報告準則之年度改進與本集團財務報表的編製無關外，該等新訂及經修訂香港財務報告準則之性質及影響如下所述：

- (a) 香港財務報告準則第16號替代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會) – 詮釋第4號釐定安排是否包含租賃、香港(準則詮釋委員會) – 詮釋第15號經營租賃 – 獎勵及香港(準則詮釋委員會) – 詮釋第27號評估涉及租賃法定形式交易實質。準則載列租賃確認、計量、呈列及披露原則，要求承租人採用單一資產負債表內模型對所有租賃進行會計處理，以確認及計量使用權資產及租賃負債(若干確認豁免除外)。香港財務報告準則第16號的出租人會計處理與香港會計準則第17號大致相同。出租人繼續採用香港會計準則第17號之相似原則將租賃分類為經營租賃或融資租賃。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) (Continued)

The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 April 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of retained profits at 1 April 2019, and the comparative information for 2019 was not restated and continued to be reported under HKAS 17 and related interpretations.

New definition of a lease

Under HKFRS 16, a contract is, or contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 April 2019.

2.3 會計政策之變動及披露(續)

(a) (續)

本集團已透過採用經修訂追溯法採納香港財務報告準則第16號，並於2019年4月1日首次應用。根據此方法，該準則獲追溯應用，首次採納之累計影響確認為對2019年4月1日保留溢利期初結餘之調整，而2019年之比較資料並未重列，並繼續根據香港會計準則第17號及相關詮釋予以呈報。

租賃之新定義

根據香港財務報告準則第16號，倘合約為換取代價而授予在一段時間內控制已識別資產使用之權利，則該合約為租賃或包含租賃。倘客戶有權從使用已識別資產中獲取絕大部分經濟利益及有權主導已識別資產之使用，則表示擁有控制權。本集團選擇使用過渡可行權宜方法，僅在首次應用日期對先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號識別為租賃的合約應用該準則。並無根據香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號識別為租賃之合約並未予以重新評估。因此，香港財務報告準則第16號之租賃定義僅應用於在2019年4月1日或之後訂立或變更之合約。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) (Continued)

As a lessee — Leases previously classified as operating leases

Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for properties. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for an elective exemption for leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 April 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

Impact on transition

Lease liabilities at 1 April 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 April 2019.

The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 April 2019. All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to include the right-of-use assets in property, plant and equipment.

2.3 會計政策之變動及披露(續)

(a) (續)

作為承租人 — 先前分類為經營租賃之租賃

採納香港財務報告準則第16號之影響之性質

本集團擁有物業之租賃合約。作為承租人，本集團先前根據租賃是否將其資產所有權之絕大部分回報及風險轉予本集團的評估，將租賃分類為融資租賃或經營租賃。根據香港財務報告準則第16號，本集團就所有租賃應用單一之方法確認及計量使用權資產及租賃負債，惟就租賃期為12個月或以下的租賃（「短期租賃」）（按相關資產類別選擇）選擇豁免。自2019年4月1日開始的租賃期內，本集團並無按直線法確認經營租賃項下之租賃開支，而是確認使用權資產折舊（及減值，如有）及未償還租賃負債之應計利息（為融資成本）。

過渡影響

於2019年4月1日之租賃負債按剩餘租賃付款之現值確認，並使用2019年4月1日之增量借款利率進行貼現。

使用權資產按租賃負債金額計量，並根據緊接2019年4月1日前於財務狀況表內確認的租賃相關之任何預付或應計租賃付款作出調整。於該日根據香港會計準則第36號對所有該等資產進行減值評估。本集團選擇將使用權資產計入物業、廠房及設備。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) (Continued)

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 April 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease

The impacts arising from the adoption of HKFRS 16 as at 1 April 2019 are as follows:

Assets

Increase in property, plant and equipment
Decrease in prepaid land lease payments

Increase in total assets

Liabilities

Decrease in other payables and accruals
Increase in lease liabilities

Increase in total liabilities

The adoption of HKFRS 16 did not have an impact on retained profits as at 1 April 2019.

2.3 會計政策之變動及披露(續)

(a) (續)

本集團於2019年4月1日應用香港財務報告準則第16號時已採用以下選擇性可行權宜方法：

- 對租賃期自首次應用日期起計12個月內屆滿之租賃應用短期租賃豁免
- 倘合約包含延長／終止租賃的選項，則事後釐定租賃期

於2019年4月1日，採納香港財務報告準則第16號產生的影響如下：

		Increase/ (decrease) 增加／(減少) HK\$'000 千港元
		<hr/>
	資產	
	物業、廠房及設備增加	481,864
	預付土地租賃付款減少	<u>(376,747)</u>
	資產總值增加	<hr/> 105,117
	負債	
	其他應付款項及應計費用減少	(5,195)
	租賃負債增加	<u>110,312</u>
	負債總額增加	<hr/> 105,117

於2019年4月1日，採納香港財務報告準則第16號對保留溢利並無影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) (Continued)

The lease liabilities as at 1 April 2019 reconciled to the operating lease commitments as at 31 March 2019 are as follows:

		HK\$'000 千港元
Operating lease commitments as at 31 March 2019	於2019年3月31日的經營租賃承擔	89,898
Weighted average incremental borrowing rate as at 1 April 2019	於2019年4月1日的加權平均增量借款利率	2.89%
Discounted operating lease commitments as at 1 April 2019	於2019年4月1日的貼現經營租賃承擔	82,710
Less: Short-term leases	減：短期租賃	(282)
Add: Adjustment as a result of different treatment of a termination option	加：因終止選擇權的不同處理方式導致的調整	27,884
Lease liabilities as at 1 April 2019	於2019年4月1日的租賃負債	110,312

(b) Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group assessed its business model for its long-term interests in associates and joint ventures upon adoption of the amendments on 1 April 2019 and concluded that the long-term interests in associates and joint ventures continued to be measured at amortised cost in accordance with HKFRS 9. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

2.3 會計政策之變動及披露(續)

(a) (續)

於2019年4月1日的租賃負債與於2019年3月31日的經營租賃承擔之對賬如下：

	HK\$'000 千港元
於2019年3月31日的經營租賃承擔	89,898
於2019年4月1日的加權平均增量借款利率	2.89%
於2019年4月1日的貼現經營租賃承擔	82,710
減：短期租賃	(282)
加：因終止選擇權的不同處理方式導致的調整	27,884
於2019年4月1日的租賃負債	110,312

(b) 香港會計準則第28號之修訂澄清，香港財務報告準則第9號的範圍豁免僅包括聯營公司或合營企業的權益(應用權益法)，並不包括實質上構成於聯營公司或合營企業淨投資一部分的長期權益(並未應用權益法)。因此，實體將該等長期權益入賬時採用香港財務報告準則第9號而非香港會計準則第28號，包括香港財務報告準則第9號的減值規定。香港會計準則第28號應用於淨投資，包括長期權益，惟僅在確認聯營公司或合營企業虧損及於聯營公司或合營企業的淨投資減值的情況下方可應用。於2019年4月1日採納修訂本後，本集團已評估其於聯營公司及合營企業之長期權益的業務模式，並得出結論，繼續根據香港財務報告準則第9號按攤銷成本計量於聯營公司及合營企業的長期權益。因此，該等修訂對本集團的財務狀況表或表現並無重大影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(c) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions. The interpretation did not have any impact on the financial position or performance of the Group.

2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	<i>Definition of a Business</i> ¹
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i> ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 17	<i>Insurance Contracts</i> ²
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> ¹
Amendment to HKFRS 16	<i>Covid-19-Related Rent Concessions</i> ³

¹ Effective for annual periods beginning on or after 1 January 2020
² Effective for annual periods beginning on or after 1 January 2021
³ Effective for annual periods beginning on or after 1 June 2020
⁴ No mandatory effective date yet determined but available for early adoption

2.3 會計政策之變動及披露(續)

(c) 香港(國際財務報告詮釋委員會)一詮釋第23號於稅項處理涉及影響香港會計準則第12號應用的不確定性(通常稱為「不確定稅項狀況」)時,處理該情況下的所得稅(即期及遞延)的會計處理。該詮釋不適用於香港會計準則第12號範圍以外的稅項或徵稅,尤其亦不包括不確定稅項處理相關的權益及處罰相關規定。該詮釋具體處理以下事項:(i)實體是否考慮單獨處理不確定稅項;(ii)實體對稅務機關的稅項處理檢查所作的假設;(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅收抵免及稅率;以及(iv)實體如何考慮事實及情況變動。於採納該詮釋後,本集團考慮其稅務狀況是否不確定。該詮釋對本集團的財務狀況或表現並無任何影響。

2.4 已頒佈但尚未生效之香港財務報告準則

本集團於該等財務報表中尚未應用以下已頒佈但未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第3號(修訂本)	<i>業務的定義</i> ¹
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	<i>利率基準改革</i> ¹
香港財務報告準則第10號及香港會計準則第28號(2011年)(修訂本)	<i>投資者與其聯營或合營企業之間的資產出售或注資</i> ⁴
香港財務報告準則第17號	<i>保險合約</i> ²
香港會計準則第1號及香港會計準則第8號(修訂本)	<i>重大的定義</i> ¹
香港財務報告準則第16號(修訂本)	<i>新型冠狀病毒相關租金寬減</i> ³

¹ 自2020年1月1日或之後開始的年度期間生效
² 自2021年1月1日或之後開始的年度期間生效
³ 自2020年6月1日或之後開始的年度期間生效
⁴ 尚未釐定強制生效日期惟可供提早採納

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below:

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 April 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments are effective for annual periods beginning on or after 1 January 2020. Early application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.4 已頒佈但尚未生效之香港財務報告準則(續)

預期將適用於本集團的該等香港財務報告準則的其他資料載述如下：

香港財務報告準則第3號的修訂本澄清業務的定義，並提供額外指引。該修訂本澄清可視為業務的一組整合活動和資產，必須至少包括一項投入和一項重要過程，而兩者必須對形成收益的能力有重大貢獻。業務毋須包括形成收益所需的所有投入或過程。該修訂本取消了評估市場參與者是否有能力收購業務並能持續獲得收益的規定，轉為重點關注所取得的投入和重要過程共同對形成收益的能力有否重大貢獻。該修訂本亦已收窄收益的定義範圍，重點關注為客戶提供的貨品或服務、投資收入或日常活動產生的其他收入。此外，該修訂本亦提供有關評估所取得過程是否重大的指引，並新增公允價值集中度測試選項，允許對所取得的一組活動和資產是否不屬於業務進行簡化評估。本集團預期自2020年4月1日起採用該修訂本。由於該等修訂前瞻性應用於首次應用日期或之後發生之交易或其他事件，故本集團於過渡日期將不受該等修訂影響。

香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂旨在解決銀行同業拆息改革對財務申報之影響。該等修訂提供可在替換現有利率基準前之不確定期限內繼續進行對沖會計處理之暫時性補救措施。此外，該等修訂規定公司須向投資者提供有關直接受該等不確定因素影響之對沖關係之額外資料。該等修訂於2020年1月1日或之後開始之年度期間生效。已批准提前申請。預期該等修訂將不會對本集團之財務報表造成任何重大影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statement. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by primary users. The Group expects to adopt the amendments prospectively from 1 April 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

The amendment to HKFRS 16 provides relief to lessees by applying HKFRS 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. Many lessors have provided rent concessions to lessees as a result of the Covid-19 pandemic. The objective of the amendment is to provide lessees that have been granted Covid-19 related rent concessions with practical relief, while still providing useful information about leases to users of the financial statements. The amendment is effective for annual periods beginning on or after 1 June 2020. Early application is permitted. The amendment is not expected to have any significant impact on the Group's financial statements.

2.4 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第10號及香港會計準則第28號(2011年)的修訂本針對香港財務報告準則第10號與香港會計準則第28號(2011年)對處理投資者與其聯營企業或合營企業間資產出售或贈送兩者規定之不一致的情況。該修訂本要求當投資者與其聯營企業或合營企業間進行資產銷售或者贈送構成一項業務時，應全額確認收益或損失。當涉及資產的交易不構成一項業務時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營或合營公司之權益為限。該修訂本採用未來適用法。於2016年1月，香港會計師公會取消了之前香港財務報告準則第10號和香港會計準則第28號(2011年)的修訂本的強制生效日期，並將在完成對合營企業和聯營企業投資的會計準則的覆核後決定新的生效日期。然而，目前該修訂本可供提前採用。

香港會計準則第1號及香港會計準則第8號的修訂本重新界定重大性。根據新定義，倘可合理預期漏報、錯報或掩蓋個別信息將可影響通用財務報表的主要使用者基於相關財務報表作出的決定，則該信息為重大。該修本訂澄清，重大性取決於信息的性質或牽涉範圍。倘可合理預期信息錯報會影響主要使用者的決定，則有關錯誤為重大。本集團預期自2020年4月1日起以前瞻性基準採納該修訂本。預期該修訂本不會對本集團的財務報表產生任何重大影響。

香港財務報告準則第16號的修訂應用有關新型冠状病毒直接導致租金減免會計處理的租賃修訂的香港財務報告準則第16號指引，向承租人提供減免。鑑於新型冠状病毒疫情，眾多出租人已向承租人提供租金減免。該修訂的目的為向獲授新型冠状病毒相關租金減免的承租人提供實際減免，同時向財務報表的使用者提供有關租賃的有用資料。有關修訂於2020年6月1日或之後開始的年度期間生效。已批准提前申請。預期該等修訂將不會對本集團之財務報表造成任何重大影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in joint ventures

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its joint ventures are eliminated to the extent of the Group's investments in the joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of joint ventures is included as part of the Group's investments in joint ventures.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed 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. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

3. 主要會計政策概要

於合營企業投資

合營企業為一項合營安排，據此，擁有該安排之共同控制權的各方均有權享有該項安排的資產淨值。共同控制權指訂約協定共享安排控制權，僅在相關活動決策須經共享控制權之各方一致同意之情況下存在。

本集團於合營企業的投資根據權益會計法按本集團應佔資產淨額減任何減值虧損呈列於綜合財務狀況表。

若存有任何不相近的會計政策，本公司將作相應調整。

本集團應佔的合營企業收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益表。此外，當發生直接於合營企業權益確認的變動時，本集團在適用的情況下於綜合權益變動表確認其應佔的任何變動。本集團與其合營企業之間的交易產生的未變現收益及虧損以本集團與合營企業的投資為限予以對銷，惟未變現虧損提供所轉讓資產的減值證據除外。收購合營企業產生的商譽作為本集團於合營企業投資的一部分入賬。

業務合併及商譽

業務合併乃採用收購法入賬。轉讓代價乃以收購日期的公允值計量，該公允值為本集團轉讓的資產於收購日期的公允值、本集團向被收購方前擁有人承擔的負債及本集團發行以換取被收購方控制權的股本權益的總和。就各業務合併而言，本集團選擇是否以公允值或於被收購方可識別資產淨值的應佔比例，計量於被收購方屬現時擁有人權益的非控股權益，並賦予擁有人權利，在清盤時按比例分佔資產淨值。非控股權益的所有其他組成部分均按公允值計量。收購相關成本於產生時列為開支。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

3. 主要會計政策概要(續)

業務合併及商譽(續)

當本集團收購業務時，其根據合約條款、收購日期的經濟環境及相關條件對所承擔金融資產及負債進行評估，以適當分類及確認，包括將嵌入式衍生工具與被收購方主合約分開。

倘業務合併分階段進行，先前持有的股本權益按其於收購日期的公允值重新計量，所產生的任何收益或虧損於損益中確認。

收購方將予轉讓的任何或然代價按收購日期的公允值確認。被分類為一項資產或負債的或然代價按公允值計量，公允值的變動於損益確認。分類為權益的或然代價則毋須重新計量，後續結算於權益中入賬。

商譽按成本進行初步計量，即已轉讓代價、非控股權益的確認金額及本集團先前所持被收購方的股本權益公允值總額超出所收購可識別資產淨值及所承擔負債的差額。倘此代價及其他項目的總和低於所收購資產淨值的公允值，則於重新評估後的差額會於損益確認為議價收購的收益。

初始確認後，商譽按成本減任何累計減值虧損計量。商譽每年就減值進行測試，倘有事件或情況變化顯示賬面值可能出現減值跡象，則進行更為頻密的測試。本集團會對3月31日的商譽進行年度減值測試。就減值測試而言，業務合併中購入的商譽由收購日期起，被分配到預期將從合併的協同效應中受益的本集團各現金產生單位(或現金產生單位組別)，不論本集團的其他資產或負債是否被分配至該等單位或單位組別。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its financial assets at fair value through profit or loss at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

3. 主要會計政策概要(續)

業務合併及商譽(續)

減值按對與商譽有關的現金產生單位(現金產生單位組別)可收回金額進行的評估釐定。倘現金產生單位(現金產生單位組別)的可收回金額少於其賬面值，則確認減值虧損。就商譽確認的減值虧損不會於隨後期間撥回。

當商譽被分配到現金產生單位(或現金產生單位組別)且該單位的某部分業務被出售，則於釐定出售業務的收益或虧損時，與出售業務相關的商譽將包括在該業務的賬面值內。在此情況下出售的商譽將以出售業務和保留的現金產生單位部分相對價值為基礎作計量。

公允值計量

本集團於各報告期末按公允值計量其按公允值計入損益的金融資產。公允值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公允值計量乃按假定出售資產或轉讓負債的交易乃在有關資產或負債的主要市場或(在並無主要市場下)在就有關資產或負債最為有利的市場進行。該主要或最有利市場必須可由本集團接洽。資產或負債的公允值使用市場參與者就資產或負債定價時所用的假設計量，當中假設市場參與者以其最佳經濟利益行事。

非金融資產的公允值計量計入市場參與者以資產的最高及最佳用途予以使用或藉出售予將以其最高及最佳用途加以使用的另一名市場參與者，產生經濟利益的能力。

本集團使用在該等情況下屬合適並具有充裕數據可計量公允值的估值技巧，盡量運用相關可觀察輸入數據及盡量減少運用不可觀察輸入數據。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

3. 主要會計政策概要(續)

公允值計量(續)

所有於財務報表計量或披露公允值的資產及負債乃基於對公允值計量整體而言屬重大的最低級別輸入數據按以下公允值等級分類：

- 第一級 — 基於同類資產或負債於活躍市場中的報價(未經調整)
- 第二級 — 基於對公允值計量而言屬重大的可觀察(直接或間接)最低級別輸入數據的估值方法
- 第三級 — 基於對公允值計量而言屬重大的不可觀察最低級別輸入數據的估值方法

就按經常性基準於財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公允值計量整體而言屬重大的最低級別輸入數據)確定是否發生不同等級轉移。

非金融資產減值

倘存在減值跡象，或當資產須進行年度減值測試時(遞延稅項資產及金融資產除外)，會估計資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值與其公允值減出售成本兩者中的較高者計算，並就個別資產釐定，除非資產產生的現金流入在很大程度上並不獨立於其他資產或資產組合所產生者，在此情況下，可收回金額就資產所屬的現金產生單位釐定。

減值虧損僅於資產賬面值超過其可收回金額時確認。評估使用價值時，估計未來現金流量乃以反映貨幣時間價值及資產特定風險的當前市場評估的除稅前貼現率貼現至其現值。減值虧損於其產生期間自損益扣除，並計入與減值資產功能一致的相關費用類別內。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- or
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Company are joint ventures of the same third party;

3. 主要會計政策概要(續)

非金融資產減值(續)

於各報告期末會評估是否有跡象顯示先前確認的減值虧損可能已不存在或有所減少。如有該等跡象則會估計可收回金額。只有在釐定資產的可收回金額所用的估計發生變化時，才會撥回先前確認的資產減值虧損(商譽除外)。然而，撥回金額不得高於倘資產於過往年度未確認減值虧損的情況下原應釐定的賬面值(扣除任何折舊/攤銷)。該等減值虧損的撥回在其產生期間計入損益。

關聯方

符合下列條件的一方被視為本集團的關聯方：

- (a) 該方為該名人士家族成員或其直系親屬，且該名人士
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響；或
 - (iii) 為本集團或本集團母公司主要管理人員；
- 或
- (b) 該方為符合下列任何條件的實體：
 - (i) 該實體及本集團屬於同一集團成員；
 - (ii) 其中一個實體為另一實體(或另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合資公司；
 - (iii) 該實體及本公司為同一第三方的合資公司；

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

(b) (Continued)

- (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;
- (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); and
- (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 parent of the Group.

Property, plant and equipment and depreciation

Items of property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

3. 主要會計政策概要(續)

關聯方(續)

(b) (續)

- (iv) 一實體為一名第三方實體的合資公司，而另一實體為該第三方實體的聯營公司；
- (v) 該實體乃為本集團或其關連實體的僱員利益設立的離職後福利計劃；
- (vi) 該實體受(a)所確認的人士控制或共同控制；
- (vii) (a)(i)所確認的人士對該實體擁有重大影響或為該實體(或該實體的母公司)的主要管理人員；及
- (viii) 該實體，或其所屬集團之任何成員，向本集團或本集團之母公司提供主要管理人員服務。

物業、廠房及設備以及折舊

物業、廠房及設備項目(在建工程除外)乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及使該資產達致其擬定用途狀況及地點的直接應佔成本。物業、廠房及設備項目投入運作後產生的開支，如維修保養費用，一般會於產生期間自損益表扣除。符合確認條件的重大檢查支出將撥充資本計入資產賬面值作為重置處理。倘物業、廠房及設備的重要部分需按階段重置，本公司將各部分確認為擁有特定可使用年期的個別資產，並據此將其折舊。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

(Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Land and buildings	Over the lease term
Leasehold improvements	Over the shorter of the lease term and 10%–20%
Furniture, fixtures and other equipment	14%–30%
Motor vehicles	20%–33%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents buildings and renovation under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

3. 主要會計政策概要(續)

物業、廠房及設備以及折舊(續)

折舊乃採用直線法按各物業、廠房及設備項目的估計可使用年期撇銷其成本至其剩餘價值計算。就此而使用之主要年化率如下：

土地及樓宇	按租賃期
租賃物業裝修	按租賃期及10%至20%兩者中較短者
傢俱、裝置及其他設備	14%至30%
汽車	20%至33%

倘物業、廠房及設備項目各部分的可使用年期有所不同，該項目的成本將於各部分間作合理分配，而各部分會分開折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度結束時進行檢討及調整(倘適合)。

物業、廠房及設備項目(包括最初確認的任何重要部分)於出售時或預期無法通過其使用或出售產生未來經濟收益時終止確認。於終止確認資產的年度於損益表確認的任何出售或報廢損益，乃有關資產的出售所得款項淨額與其賬面值的差額。

在建工程指興建中之樓宇及裝修，按成本減任何減值虧損入賬且不計算折舊。成本包括直接興建成本及於興建期內所支付有關借貸基金之資本化借款成本。在建工程於竣工及備用時乃重新分類為適當類別之物業、廠房及設備。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Licences

Purchased licences are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of five years.

Leases (applicable from 1 April 2019)

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease terms of the assets as follows:

Land	Over the lease terms
Buildings	Over the lease terms

3. 主要會計政策概要(續)

無形資產(商譽除外)

單獨收購的無形資產按成本計量。業務合併中收購的無形資產為收購日期的公允值。無形資產的可使用年期被評估有限或無限。年期有限之無形資產其後於可使用經濟年期攤銷，並於有跡象顯示其可能出現減值時進行減值評估。可使用年期有限之無形資產之攤銷期及攤銷方法會至少於每個財政年度末檢討一次。

牌照

購入牌照乃按成本值扣除任何減值虧損列賬，並以直線法按其五年估計可使用年期攤銷。

租賃(自2019年4月1日起適用)

本集團於合約開始時評估合約是否為租賃或包含租賃。倘合約為換取代價而授予在一段時間內控制已識別資產使用之權利，則該合約為租賃或包含租賃。

本集團作為承租人

本集團就所有租賃應用單一確認及計量方法，惟就短期租賃及低價值資產租賃除外。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產之權利。

(a) 使用權資產

使用權資產乃於租賃開始日期(即相關資產可供使用當日)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何租賃負債的重新計量作出調整。使用權資產之成本包括已確認租賃負債金額、已產生初始直接成本，以及在開始日期或之前作出的租賃付款減已收取的任何租賃優惠。使用權資產於租賃期內按直線法計提折舊如下：

土地	按租賃期
樓宇	按租賃期

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (applicable from 1 April 2019) (Continued)

Group as a lessee (Continued)

(a) Right-of-use assets (Continued)

The Group's right-of-use assets are included in property, plant and equipment. If ownership of the leased asset is transferred to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of land and buildings (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

3. 主要會計政策概要(續)

租賃(自2019年4月1日起適用)(續)

本集團作為承租人(續)

(a) 使用權資產(續)

本集團的使用權資產已計入物業、廠房及設備。倘租賃期結束時租賃資產之所有權轉移至本集團或成本反映購買選擇權之行使，則使用資產之估計可使用年期計算折舊。

(b) 租賃負債

租賃負債於租賃開始日期按租賃期內作出之租賃付款之現值計予以確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於指數或比率之可變租賃付款，以及預期於剩餘價值擔保下支付之金額。租賃付款亦包括合理確定將由本集團行使之購買選擇權之行使價及終止租賃的罰款付款(倘租賃期反映本集團行使終止權)。並非取決於指數或比率之可變租賃付款於觸發付款之事件或條件發生之期間確認為開支。

於計算租賃付款之現值時，由於租賃中所隱含之利率不易確定，故本集團在租賃開始日期使用其增量借款利率。於開始日期後，租賃負債之金額增加以反映利息之增加及就已作出之租賃付款作出扣減。此外，如有修改、租賃期發生變化、租賃付款發生變化(例如因指數或比率變動而導致日後租賃付款出現變動)或購買相關資產選擇權之評估發生變化，則租賃負債之賬面值將重新計量。

(c) 短期租賃及低價值資產租賃

本集團對其土地及樓宇之短期租賃(即該等租賃期自開始日期起計12個月或以下且不包含購買選擇權之租賃)應用短期租賃確認豁免。短期租賃之租賃款項於租賃期內以直線法確認為開支。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (applicable from 1 April 2019) (Continued)

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

Leases (applicable before 1 April 2019)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

3. 主要會計政策概要(續)

租賃(自2019年4月1日起適用)(續)

本集團作為出租人

倘本集團作為出租人，其於租賃開始(或當租賃作出修訂)時將各租賃分類為經營租賃或融資租賃。

本集團並無轉讓資產所有權附帶之絕大部分風險及回報之租賃分類為經營租賃。倘合約包含租賃及非租賃組成部分，則本集團根據相對獨立之售價基準將合約代價分配至各組成部分。由於其經營性質使然，租金收入於租賃期內按直線法入賬並於損益表計入收益。磋商及安排經營租賃時所產生之初始直接成本已加入租賃資產之賬面值內，並按與租金收入相同之基準於租賃期內確認。或然租金於其賺取期間確認為收益。

向承租人轉讓相關資產所有權附帶之絕大部份風險及回報之租賃入賬為融資租賃。

租賃(於2019年4月1日前適用)

凡資產所有權之絕大部份利益與風險仍歸於出租人之租賃，均視作經營租賃。倘本集團為出租方，則本集團按經營租賃出租的資產計入在非流動資產中，經營租賃下應收租金於租賃期以直線法計入損益表。倘本集團為承租方，則經營租賃下應付租金(扣除已收出租方任何獎勵金)於租賃期以直線法於損益表中扣除。

經營租賃預付土地租賃付款初步按成本列賬，隨後以直線法於租期內確認。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial assets at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

3. 主要會計政策概要(續)

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本，以及按公允值計入損益計量。

於初始確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法(即不調整重大融資成分的影響)的應收貿易款項外，本集團初步按公允值(倘金融資產並非按公允值計入損益)另加交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的應收貿易款項根據下文「收益確認」所載的政策按香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本進行分類及計量，需產生純粹為支付本金及未償還本金利息(「純粹為支付本金及利息」)的現金流量。非SPPI的金融資產連同現金流量按公允值計入損益分類及計量(不論其業務模式如何)。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收取合約現金流量、出售金融資產，或兩者兼有。按攤銷成本分類及計量之金融資產於持有金融資產以收取合約現金流量為目的之業務模式內持有，而按公允值計入其他全面收益進行分類及計量之金融資產則於為收取合約現金流量及出售為目的之業務模式內持有。並無於上述業務模式內持有之金融資產按公允值計入損益進行分類及計量。

所有一般買賣的金融資產於交易日(即本集團承諾購買或出售資產的日期)予以確認。一般買賣指按照市場規例或慣例須於一般指定的時限內交付資產的金融資產買賣。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

- (a) *Financial assets at amortised cost (debt instruments)*
Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.
- (b) *Financial assets at fair value through profit or loss*
Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

3. 主要會計政策概要(續)

投資及其他金融資產(續)

後續計量

金融資產隨後視乎其分類而按以下方式計量：

- (a) *按攤銷成本計量的金融資產(債務工具)*
按攤銷成本計量的金融資產其後使用實際利率法計量，並可能出現減值。當資產被終止確認、修訂或減值時，收益及虧損於損益中確認。
- (b) *按公允值計入損益的金融資產*
按公允值計入損益的金融資產按公允值於財務狀況表列賬，而公允值變動淨額於損益中確認。

該類別包括本集團並無不可撤銷地選擇按公允值計入其他全面收益進行分類的衍生工具及股本投資。股本投資的股息在支付權確立時亦於損益中確認為其他收入。與股息相關的經濟利益很可能會流入本集團，而股息金額則可以可靠地計量。

終止確認金融資產

金融資產(或(如適用)金融資產的一部分或一組類似金融資產的一部分)於下列情況下將終止確認(即於本集團的綜合財務狀況表中移除)：

- 取自該項資產所得現金流量的權利已屆滿；或
- 本集團已轉讓其收取自該項資產所得現金流量的權利，或根據「轉手」安排在沒有嚴重延誤的情況下承擔向第三方悉數支付已收取現金流量的責任，及(a)本集團已轉讓該項資產的絕大部分風險及回報；或(b)本集團並無轉讓或保留該項資產的絕大部分風險及回報，但已轉讓該項資產的控制權。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

3. 主要會計政策概要(續)

終止確認金融資產(續)

倘本集團已轉讓其收取自該項資產所得現金流量的權利或訂立轉手安排，其會評估其是否已保留資產所有權的風險及回報以及保留至何種程度。倘本集團並無轉讓亦無保留該項資產的絕大部分風險及回報，亦無轉讓該項資產的控制權，則該項已轉讓資產將按本集團持續涉及該項資產的程度繼續確認入賬。在此情況下，本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團已保留的權利及責任的基準計量。

本集團就已轉讓資產作出一項擔保而導致持續涉及時，已轉讓資產乃以該項資產的原賬面值及本集團或須償還的對價數額上限中的較低者計算。

金融資產減值

本集團確認對並非按公允值計入損益的所有債務工具預期信貸虧損(「預期信貸虧損」)的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸虧損分兩個階段進行確認。就自初始確認起並未顯著增加的信貸風險而言，就由未來12個月內可能發生違約事件而導致的信貸虧損(12個月預期信貸虧損)計提預期信貸虧損。就自初始確認起經已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提損失撥備(全期預期信貸虧損)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

3. 主要會計政策概要(續)

金融資產減值(續)

一般方法(續)

於各報告日期，本集團評估自初始確認後金融工具的信貸風險是否顯著增加。進行評估時，本集團將金融工具於報告日期發生的違約風險的金融工具與初始確認日期發生違約風險的金融工具進行比較，並會考慮在無需付出過多費用及努力下即可獲得的合理可靠資料，包括過往及前瞻性資料。

倘內部或外部資料反映，在並未計及本集團任何現有信貸提升措施前，本集團不大可能悉數收到未償還合約款項，則本集團認為金融資產屬於違約。倘並無合理預期收回合約現金流量時，金融資產則會被撇銷。

按攤銷成本計量的金融資產須根據一般方法進行減值，除採用簡化方法的貿易應收款項除外，以下階段用於計量預期信貸虧損，詳述如下。

- 第1階段 — 自初始確認以來信貸風險並未顯著增加的金融工具，其虧損撥備的計算金額相當於12個月的預期信貸虧損
- 第2階段 — 自初始確認以來信貸風險已顯著增加的金融工具，但非信用減值金融資產且其虧損撥備的計算金額相當於全期預期信貸虧損
- 第3階段 — 於報告日期出現信用減值的金融資產(惟並未購入或原已出現信用減值)且其虧損撥備的計算金額相當於全期預期信貸虧損

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include interest-bearing bank borrowings, trade payables, other payables and accruals and other monetary liabilities.

3. 主要會計政策概要(續)

金融資產減值(續)

簡化方法

對於不包含重大融資成分的貿易應收款項或本集團採用不調整重大融資成分影響的實際權宜之計，本集團採用簡化方法計算預期信貸虧損。根據簡化方法，本集團不會追蹤信貸風險的變化，而是根據每個報告日的全期預期信貸虧損確認虧損撥備。本集團已根據其過往信貸虧損經驗建立撥備矩陣，並根據債務人及經濟環境的前瞻性因素作出調整。

金融負債

初步確認及計量

金融負債於初步確認時分類為按公允值計入損益的金融負債、貸款及借款、應付款項或於有效對沖中指定為對沖工具的衍生工具(視情況而定)。

所有金融負債初步按公允值確認，如屬貸款及借貸及應付款項，則扣除直接應佔交易成本。

本集團的金融負債包括計息銀行借款、貿易應付款項、其他應付款項及應計費用以及其他貨幣負債。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

(a) *Financial liabilities at amortised cost (loans and borrowings)*

After initial recognition, interest-bearing bank borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

(b) *Financial guarantee contracts*

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

3. 主要會計政策概要(續)

金融負債(續)

期後計量

金融負債的期後計量乃取決於其下分類而定：

(a) *按攤銷成本計量的金融負債(貸款及借款)*

初始確認後，計息銀行借款其後以實際利率法計量攤銷成本，如貼現影響並不重大，則按成本列賬。收益及虧損於終止確認負債時於損益確認，亦採用實際利率通過攤銷確認。

計算攤銷成本時已計及任何收購折讓或溢價，和實際利率所包含的費用或成本。實際利率攤銷則計入損益的融資成本。

(b) *財務擔保合約*

本集團發出的財務擔保合約為要求付款以彌償持有人因指定債務人未能按照債務工具條款於到期時付款而招致的損失的合約。財務擔保合約初始按公允值確認為負債，並就直接歸屬於發出該擔保的交易成本作出調整。初始確認後，本集團按以下兩者中的較高者計量財務擔保合約：(i)根據「金融資產減值」所載的政策釐定的預期信貸虧損撥備；及(ii)初始確認的金額減(若適用)累計確認收入金額。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

3. 主要會計政策概要(續)

終止確認金融負債

當負債下的義務被解除、取消或期滿時終止確認該金融負債。

倘若一項現有金融負債被來自同一貸款方且大部份條款均有差別的一項金融負債所取代，或現有負債的條款被大幅修改，此種置換或修改作終止確認原有負債並確認新負債處理，而兩者賬面值之間的差額於損益確認。

金融工具的抵銷

倘於現時有可依法執行的權利抵銷已確認金額，及有意作淨額結算或同時變現資產及清償負債時，金融資產及金融負債方可互相抵銷，並按淨值呈報於財務狀況表內。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金、活期存款以及可隨時轉換為已知金額現金、價值變動風險不大且購買時一般具有不超過三個月短暫有效期的短期高流通投資，減須於要求時償還並構成本集團現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括使用時不受限制的手頭現金與銀行現金(包括定期存款及性質與現金類似的資產)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and joint ventures when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

3. 主要會計政策概要(續)

所得稅

所得稅包括即期及遞延稅項。與於損益以外確認的項目相關的所得稅不於損益確認而於其他全面收入或直接於權益確認。

即期稅項資產及負債，乃按預期自稅務機關退回或付予稅務機關的金額根據截至各報告期末已頒佈或實質上已頒佈的稅率(及稅法)計算，並考慮本集團經營所在國家的現行詮釋及慣例。

遞延稅項採用負債法就各報告期間末資產及負債的稅基與財務報告所列的賬面值兩者間的所有暫時差額計提撥備。

遞延稅項負債乃就所有應課稅暫時差額而確認，惟下列情況除外：

- 當遞延稅項負債乃因業務合併以外交易初步確認商譽或資產或負債產生，且交易時不影響會計溢利及應課稅損益；及
- 就與附屬公司及合營企業投資有關之應課稅暫時差額而言，暫時差額之撥回時間可予控制，而該等暫時差額於可見將來可能不會撥回。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3. 主要會計政策概要(續)

所得稅(續)

遞延稅項資產乃就所有可扣稅暫時差額以及未動用稅項抵免及任何未動用稅務虧損之結轉予以確認。遞延稅項資產乃於有應課稅溢利可動用以抵銷可扣稅暫時差額以及未動用稅項抵免及未動用稅項虧損之結轉之情況下予以確認，惟下列情況除外：

- 當與可扣稅暫時差額有關的遞延稅項資產乃因於業務合併以外交易中初步確認資產或負債而產生，且於交易時並不影響會計溢利或應課稅損益；及
- 就與附屬公司及合營企業投資有關之可扣稅暫時差額而言，遞延稅項資產僅於暫時差額於可見將來有可能撥回及有應課稅溢利可動用以抵銷暫時差額的情況下，方予確認。

遞延稅項資產之賬面值會於各報告期末檢討，並在不再可能有足夠應課稅溢利以動用全部或部分遞延稅項資產時，相應扣減該賬面值。未確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅溢利以收回全部或部分遞延稅項資產的情況下予以確認。

遞延稅項資產及負債按照於各報告期末已頒佈或實質上頒佈的稅率（及稅法），以預計於變現資產或償還負債的期間內適用之稅率計量。

當且僅當本集團有合法可執行權利抵銷當前稅項資產及當前稅項負債，且遞延稅項資產及遞延稅項負債涉及同一稅務機關對同一納稅實體（或於遞延稅項負債或資產預期結清或收回的各個未來期間擬按淨額基準結算當期稅項負債及資產或同時變現資產及結清負債的不同實體）徵收的所得稅時，遞延稅項資產及遞延稅項負債予以抵銷。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods in which the costs, for which it is intended to compensate, are expensed.

Revenue recognition

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 with 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 with 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.

3. 主要會計政策概要(續)

政府補助

政府補助於有理由確定將收取補助以及符合所有附帶條件後，按公允值確認。倘補助與開支項目有關，則於支銷擬用於補償的成本期間按系統基準確認為收入。

收益確認

客戶合約收益

客戶合約收益於貨物或服務的控制權轉移至客戶時確認，金額反映本集團預期就交換該等貨物或服務而有權獲得的代價。

倘合約代價包含可變金額，則其根據本集團於就交換向客戶轉讓貨物或服務時將享有的代價金額進行估計。可變代價於合約開始時估計並受到限制，直至與可變金額相關的不確定性於其後解除時，有關累計已確認收益金額的重大收益撥回極可能不會產生時方可解除。

倘合約包含融資部分，就為轉讓貨品或服務予客戶融資向客戶提供重大利益超過一年，則收益按應收款項金額按本集團與客戶在合約訂立時於個別融資交易內反映的貼現率貼現的現值計量。倘合約載有為本集團提供超過一年重大融資利益的融資部分，則收益根據有關合約確認，包括根據實際利息法合約負債附有的利息開支。就付款與轉讓承諾貨品或服務之間的期間為一年或以下的合約而言，本集團使用香港財務報告準則第15號的實際權宜之策，即交易價格不會就重大融資部分的影響作出調整。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

(a) *Sale of elderly home related goods*

Revenue from the sale of elderly home related goods is recognised at the point in time when the control of the goods was transferred to the customers.

(b) *Rendering of elderly home care services and provision of health care services*

Revenue from the rendering of elderly home care services and provision of health care services is recognised when the services are rendered over the scheduled period on a straight-line basis because the customers simultaneously receive and consume the benefits provided by the Group.

Revenue from another source

Rental income is recognised on a time proportion basis over the lease terms.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e. transfers control of the related goods or services to the customer).

3. 主要會計政策概要(續)

收益確認(續)

客戶合約收益(續)

(a) *銷售安老院相關貨品*

銷售安老院相關貨品的收益於貨品轉讓予客戶的時間點確認。

(b) *提供安老院舍服務及提供醫療保健服務*

提供安老院舍服務及提供醫療保健服務的收益於服務在預定期間提供時按直線基準確認，因客戶同時收取及使用本集團提供的利益。

源自其他來源的收益

租金收入按租賃期按時間比例確認。

其他收入

利息收入為採用實際利率法計算，乃按累計基準採用足以將金融工具於其預計年期的估計未來現金收入準確貼現至金融資產賬面淨值的利率。

股息收入於股東收取款項的權利被確立時確認。與股息相關的經濟利益很可能會流入本集團，而股息金額將可靠計量。

合約負債

合約負債於客戶在本集團將相關貨物或服務轉讓前收取付款或付款到期時(以較早者為準)確認。合約負債於本集團履行合約(即將相關貨物或服務的控制權轉讓至客戶)時確認為收益。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

Provision for long service payments

The Group's net obligation in respect of amounts payable on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of the future benefit that employees have earned in return for their service in the current and prior periods. Long service payments are assessed using the projected unit credit method. Long service payments are discounted to determine the present value of obligation and reduced by entitlement accrued under the Group's defined contribution plans that are attributable to contributions made by the Group. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. Past service costs are recognised immediately in profit or loss.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

3. 主要會計政策概要(續)

僱員福利

退休金計劃

本集團根據強制性公積金計劃條例規定，為合資格參與強制性公積金退休福利計劃(「強積金計劃」)的僱員設立定額供款強積金計劃。根據強積金計劃規定，供款須基於僱員的基本薪金比率，並當其成為應付款項時自損益表中扣除。強積金計劃的資產與本集團的資產分開，由獨立管理的基金持有。本集團的僱主供款在投入強積金計劃後完全歸屬於僱員。

長期服務付款撥備

本集團根據香港僱傭條例在若干情況下就終止僱用應付金額之責任淨額，為僱員於目前及過去期間提供服務賺取之回報之未來利益金額。長期服務付款採用預計單位貸記法計算。長期服務付款會予以貼現以確定責任的現值，並扣減本集團於界定供款計劃就本集團所作供款所佔應得部分。根據經驗而調整及精算假設變動而產生的精算收益及虧損，在產生期間內於其他全面收入的權益中扣除或計入。過往服務成本即時於損益確認。

借款成本

收購、建造或生產合資格資產(即需要大量時間預備方可作擬定用途或出售的資產)直接應佔的借款成本作為該等資產成本的一部分予以資本化。當該等資產已基本預備妥當可做擬定用途或出售時，借款成本資本化將停止。所有其他借款成本於產生的期間列支。借款成本包含利息及實體就借貸資金產生的其他成本。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Dividends

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

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 units to which the 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 units and also to choose suitable growth rates and discount rates in order to calculate the present value of those cash flows. The carrying amount of goodwill as at 31 March 2020 was HK\$33,833,000 (2019: HK\$33,833,000). Further details are given in note 20 to the financial statements.

3. 主要會計政策概要(續)

股息

中期股息同時建議及宣派，因為本公司組織章程大綱及細則已授予董事宣派中期股息的權利。因此，中期股息於建議及宣派時即時確認為負債。

末期股息於股東大會上獲股東批准時確認為負債。

4. 重大會計判斷及估計

編製本集團財務報表時，管理層須作出會影響收益、開支、資產及負債的報告金額及其相關披露及或然負債披露之判斷、估計及假設。該等假設及估計的不確定因素，可能會導致未來須對受影響之資產或負債賬面值作出重大調整。

估計不確定因素

於各報告期末有重大風險導致下個財政年度資產及負債賬面值須作重大調整而與未來有關之主要假設及估計不確定因素之其他主要來源如下。

商譽減值

本集團至少每年釐定商譽是否出現減值。此須對獲分派商譽的現金產生單位的使用價值作出估計。估計使用價值時，本集團須估計來自現金產生單位的預期未來現金流量，並選擇適當的貼現率以計算該等現金流量的現值。於2020年3月31日，商譽的賬面值為33,833,000港元(2019年：33,833,000港元)。進一步詳情載於財務報表附註20。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses at the end of each reporting period whether there is an indication that an asset (including the right-of-use assets) may be impaired. If such an indication exists, the Group makes an estimate of the asset's recoverable amount. The recoverable amount of an asset is the higher of its fair value less costs of disposal and its value in use. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Included in the property, plant and equipment of the Group as at 31 March 2020 are certain right-of-use assets and owned assets with an aggregate carrying amount of HK\$58,705,000 (2019: HK\$41,891,000) relating to an elderly home care service cash-generating unit which has been operating at a loss. As there is an indication that these assets may be impaired, the Group has performed an impairment assessment and further details are given in note 14 to the financial statements.

Deferred tax assets

Deferred tax assets are recognised for accelerated depreciation of property, plant and equipment, and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying amount of deferred tax assets at 31 March 2020 was HK\$6,200,000 (2019: HK\$5,265,000).

Provision for long service payments

The Group's net obligation in respect of amounts payable on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is discounted to determine the present value of obligation using a projected credit method. Significant management judgement is required to determine the expected rate of future salary increases and discount rate adopted in the projected credit method. The carrying amount of provision for long service payments as at 31 March 2020 was HK\$5,044,000 (2019: HK\$4,441,000). Further details are given in note 26 to the financial statements.

4. 重大會計判斷及估計(續)

估計不確定因素(續)

非金融資產減值(商譽除外)

本集團於各報告期末評估是否存在顯示資產(包括使用權資產)可能出現減值的跡象。倘存在任何有關跡象,本集團則會對資產的可收回金額作出估計。資產的可收回數額是以其公允價值減出售成本及其使用價值兩者中的較高數額為準。估計使用價值時,本集團須估計來自現金產生單位的預期未來現金流量,並選擇適當的貼現率以計算該等現金流量的現值。於2020年3月31日,本集團的物業、廠房及設備項目包括若干賬面總值為58,705,000港元(2019年:41,891,000港元)的使用權資產及自置資產,該等資產與安老院舍服務現金產生單位(已錄得經營虧損)有關。由於有跡象顯示該等資產有可能減值,本集團已進行減值評估;進一步詳情載於財務報表附註14。

遞延稅項資產

遞延稅項資產乃就物業、廠房及設備的加速折舊,以及可能有應課稅溢利用以抵銷此等虧損的未動用稅務虧損而確認。在釐定可予確認之遞延稅項資產金額時,管理層須根據可能出現未來應課稅溢利之時間及金額連同未來稅務計劃策略作出重大判斷。於2020年3月31日,遞延稅項資產的賬面值為6,200,000港元(2019年:5,265,000港元)。

長期服務付款撥備

本集團根據香港僱傭條例在若干情況下就終止僱用應付金額之責任淨額採用預計貸記法進行貼現以釐定責任的現值。釐定預計貸記法採用的未來薪金預期增長率及貼現率時需要管理層作出重大判斷。於2020年3月31日的長期服務付款撥備的賬面值為5,044,000港元(2019年:4,441,000港元)。進一步詳情載於財務報表附註26。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

5. OPERATING SEGMENT INFORMATION

For management purposes, the Group has only one reportable operating segment, which is the provision of elderly home care services. Since this is the only operating segment of the Group, no further operating segment analysis thereof is presented.

The Group's revenue was derived solely from its operations in Hong Kong during the year and the non-current assets of the Group were mainly located in Hong Kong as at 31 March 2020 and 2019.

Information about a major customer

Revenue of HK\$100,152,000 (2019: HK\$85,770,000) was derived from the Hong Kong Government under the Enhanced Bought Place Scheme, which amounted to more than 10% of the Group's revenue.

6. REVENUE, OTHER INCOME AND GAINS

An analysis of the Group's revenue is as follows:

Revenue from contracts with customers	客戶合約收益
Rendering of elderly home care services	提供安老院舍服務
Sale of elderly home related goods	銷售安老院相關貨品
Provision of health care services	提供醫療保健服務

Revenue from contracts with customers

(i) Disaggregated revenue information

Timing of revenue recognition:	收益確認的時間：
Goods transferred at a point in time	貨品於某一時間轉移
Services transferred over time	服務隨時間轉移
Total revenue from contracts with customers	客戶合約總收益

5. 經營分部資料

就管理而言，本集團僅有一個可呈報經營分部，即提供安老院舍服務。由於此為本集團唯一經營分部，概無呈列進一步經營分部分析。

年內，本集團的收益僅來自其於香港的經營，而於2020年及2019年3月31日本集團的非流動資產主要位於香港。

有關一名主要客戶的資料

100,152,000港元(2019年：85,770,000港元)的收益乃根據改善買位計劃產生自香港政府，佔本集團收益逾10%。

6. 收益、其他收入及收益

本集團收益分析如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
182,962	154,574
21,878	20,145
12,523	12,063
217,363	186,782

客戶合約收益

(i) 分拆收益資料

2020 HK\$'000 千港元	2019 HK\$'000 千港元
21,878	20,145
195,485	166,637
217,363	186,782

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

6. REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Rendering of elderly home care services

The performance obligation is satisfied over time as services are rendered in which the customers simultaneously receive and consume the benefits provided by the Group.

Sale of elderly home related goods

The performance obligation is satisfied when the Group delivers the goods to the customers and the control of the goods is transferred to the customers.

Provision of health care services

The performance obligation is satisfied over time as services are rendered in which the customers simultaneously receive and consume the benefits provided by the Group.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March are as follows:

Amounts expected to be recognised as revenue:	預期將確認為收益的金額：
Within one year	一年內
After one year	一年後

6. 收益、其他收入及收益(續)

客戶合約收益(續)

(ii) 履約責任

有關本集團履約責任的資料概述如下：

提供安老院舍服務

履約責任於提供服務時隨時間履行，其時客戶同時收取及使用本集團提供的利益。

銷售安老院相關貨品

履約責任在本集團向客戶交付貨品時及當貨物控制權轉移予客戶時履行。

提供醫療保健服務

履約責任於提供服務時隨時間履行，其時客戶同時收取及使用本集團提供的利益。

於3月31日，分配至剩餘履約責任(未履約或部份未履約)的交易價格金額如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
105,417	100,152
210,835	-
316,252	100,152

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

6. REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations (Continued)

Provision of health care services (Continued)

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year related to elderly home care services, of which the performance obligations are to be satisfied within three years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

Other income and gains

Other income

Interest income

Rental income

其他收入

利息收入

租金收入

Gains

Fair value gain on financial assets at fair value through profit or loss

Others

收益

按公允價值計入損益的金融資產的公允價值收益

其他

6. 收益、其他收入及收益(續)

客戶合約收益(續)

(ii) 履約責任(續)

提供醫療保健服務(續)

預期將於一年後確認為收益之分配至剩餘履約責任的交易價格金額與安老院舍服務有關，其履約責任將於三年內履行。分配至剩餘履約責任的所有其他交易價格金額預期將於一年內確認為收益。上文所披露之金額不包括受限制可變代價。

其他收入及收益

2020 HK\$'000 千港元	2019 HK\$'000 千港元
1	9
389	380
390	389
60	100
26	-
86	100
476	489

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

7. 除稅前溢利

本集團除稅前溢利乃經扣除/(計入)以下各項後達致：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Cost of inventories sold	已售存貨成本	15,195	14,239
Depreciation and amortisation	折舊及攤銷	51,915	27,902
Less: Amount capitalised	減：已資本化金額	(15,133)	(12,845)
		36,782	15,057
Auditor's remuneration	核數師薪酬	1,390	1,450
Staff costs (excluding directors' and chief executive's remuneration):	員工成本(不包括董事及主要行政人員薪酬)：		
Wages and salaries	工資及薪金	104,049	93,628
Pension scheme contributions	退休金計劃供款	3,667	3,724
Provision for long service payments	長期服務付款撥備	1,444	216
		109,160	97,568
Lease payments not included in the measurement of lease liabilities	不計入租賃負債計量的租賃付款	241	-
Minimum lease payments under operating leases of land and buildings	土地及樓宇經營租賃最低租賃付款	-	16,184
Fair value gain on financial asset at fair value through profit or loss*	按公允價值計入損益的金融資產的公允價值收益*	(60)	(100)
Bank interest income*	銀行利息收入*	(1)	(9)
Government grants**#	政府補助**#	(11,224)	(9,634)

* Included in "Other income and gains" on the face of the consolidated statement of profit or loss

** Included in "Staff costs" on the face of the consolidated statement of profit or loss

Various government grants have been received for the welfare of the elderly in the Group's elderly home care centres. There are no unfulfilled conditions or contingencies relating to these grants.

* 納入綜合損益表「其他收入及收益」

** 納入綜合損益表「員工成本」

已就本集團安老院舍長者福利收取多項政府補助。概無有關該等補助的未滿足條件或有事項。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

8. FINANCE COSTS

An analysis of finance costs is as follows:

Interest on interest-bearing bank borrowings	計息銀行借款利息
Interest on bank overdrafts	銀行透支利息
Interest on lease liabilities	租賃負債利息
Total interest expense	利息開支總額
Less: Interest capitalised	減：已資本化利息

8. 財務成本

財務成本分析如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
19,322	14,151
-	27
2,650	-
21,972	14,178
(17,208)	(11,781)
4,764	2,397

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

9. 董事及主要行政人員薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露之年內董事及主要行政人員薪酬如下：

Fees	袍金
Other emoluments:	其他酬金：
Salaries, allowances and benefits in kind	薪金、津貼及實物福利
Pension scheme contributions	退休金計劃供款

2020 HK\$'000 千港元	2019 HK\$'000 千港元
481	607
1,074	1,218
33	24
1,107	1,242
1,588	1,849

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(a) Independent non-executive directors

The fees and pension scheme contributions paid to independent non-executive directors during the year were as follows:

Mr. Liu Kwong Sang	廖廣生先生
Dr. Wong Ping San John	黃平山醫生
Dr. Liu Yuk Shing	廖育成博士
Mr. Liu Walter Joseph [#]	劉偉德先生 [#]
Mr. Yuen Tak Tim Anthony ^{\$}	阮德添先生 ^{\$}

There were no other emoluments payable to the independent non-executive directors during the year (2019: Nil).

9. 董事及主要行政人員薪酬(續)

(a) 獨立非執行董事

年內支付予獨立非執行董事的袍金及退休金計劃供款如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
84	80
80	80
84	80
-	55
2	-
250	295

年內概無應付予獨立非執行董事的其他薪酬(2019年：零)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors, non-executive directors and the chief executive

9. 董事及主要行政人員薪酬(續)

(b) 執行董事、非執行董事及主要行政人員

		Salaries, allowances and benefits	Pension scheme contributions	Total
	Fees 袍金	in kind 薪金、津貼及 實物福利	退休金 計劃供款	總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2020				
Executive directors:				
Mr. Yim Ting Kwok [®]	嚴定國先生 [®]	48	-	48
Mr. Yim Billy Pui Kei*	嚴沛基先生*	48	162	212
Mr. Yim Edwin Pui Hin [®]	嚴沛軒先生 [®]	48	-	50
Mr. Chan Yip Keung	陳業強先生	-	720	738
Mr. Tang Yiu Sing [§]	鄧耀昇先生 [§]	-	-	-
Mr. Yeung Ka Wing [§]	楊家榮先生 [§]	-	-	-
Mr. Cheng Wai Ching [§]	鄭維政先生 [§]	-	-	-
		144	882	1,048
Non-executive directors:				
Mr. Ng Kwok Fu Alex [®]	吳國富先生 [®]	48	192	240
Mr. Lam Yat Hon [®]	林逸漢先生 [®]	48	-	50
Mr. Tang Yiu Pong [§]	鄧耀邦先生 [§]	-	-	-
Mr. Wong Kin Chun Gilbert [§]	黃健俊先生 [§]	-	-	-
		96	192	290
		240	1,074	1,338

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors, non-executive directors and the chief executive (Continued)

2019	2019年	Fees	Salaries,	Pension	Total
			allowances and benefits in kind	scheme contributions	
		袍金	薪金、津貼及實物福利	退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive directors:	執行董事：				
Mr. Yim Ting Kwok	嚴定國先生	48	–	–	48
Ms. Cho Wing Yin [#]	曹詠妍女士 [#]	36	–	–	36
Mr. Yim Billy Pui Kei [*]	嚴沛基先生 [*]	48	162	2	212
Mr. Yim Edwin Pui Hin	嚴沛軒先生	48	–	2	50
Mr. Chan Yip Keung	陳業強先生	–	720	18	738
		180	882	22	1,084
Non-executive directors:	非執行董事：				
Mr. Ng Kwok Fu Alex	吳國富先生	48	192	–	240
Mr. Lam Yat Hon	林逸漢先生	48	–	2	50
Mr. Ma Wing Wah [#]	馬永華先生 [#]	36	144	–	180
		132	336	2	470
		312	1,218	24	1,554

* Mr. Yim Billy Pui Kei is also the chief executive officer of the Company.

[®] Mr. Yim Ting Kwok, Mr. Yim Edwin Pui Hin, Mr. Ng Kwok Fu Alex and Mr. Lam Yat Hon resigned as directors of the Company with effect from 23 March 2020.

[§] Mr. Yuen Tak Tim Anthony, Mr. Tang Yiu Sing, Mr. Yeung Ka Wing, Mr. Cheng Wai Ching, Mr. Tang Yiu Pong and Mr. Wong Kin Chun Gilbert were appointed as directors of the Company with effect from 23 March 2020.

[#] Mr. Liu Walter Joseph, Ms. Cho Wing Yin and Mr. Ma Wing Wah resigned as directors of the Company with effect from 7 December 2018.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

9. 董事及主要行政人員薪酬(續)

(b) 執行董事、非執行董事及主要行政人員(續)

2019	2019年	Fees	Salaries,	Pension	Total
			allowances and benefits in kind	scheme contributions	
		袍金	薪金、津貼及實物福利	退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive directors:	執行董事：				
Mr. Yim Ting Kwok	嚴定國先生	48	–	–	48
Ms. Cho Wing Yin [#]	曹詠妍女士 [#]	36	–	–	36
Mr. Yim Billy Pui Kei [*]	嚴沛基先生 [*]	48	162	2	212
Mr. Yim Edwin Pui Hin	嚴沛軒先生	48	–	2	50
Mr. Chan Yip Keung	陳業強先生	–	720	18	738
		180	882	22	1,084
Non-executive directors:	非執行董事：				
Mr. Ng Kwok Fu Alex	吳國富先生	48	192	–	240
Mr. Lam Yat Hon	林逸漢先生	48	–	2	50
Mr. Ma Wing Wah [#]	馬永華先生 [#]	36	144	–	180
		132	336	2	470
		312	1,218	24	1,554

* 嚴沛基先生亦為本公司行政總裁。

[®] 嚴定國先生、嚴沛軒先生、吳國富先生及林逸漢先生自2020年3月23日起辭任本公司董事。

[§] 阮德添先生、鄧耀昇先生、楊家榮先生、鄭維政先生、鄧耀邦先生及黃健俊先生自2020年3月23日起獲委任為本公司董事。

[#] 劉偉德先生、曹詠妍女士及馬永華先生辭任本公司董事，自2018年12月7日起生效。

年內，並無董事或主要行政人員放棄或同意放棄任何薪酬的安排。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year include one director (2019: one director), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the non-director, highest paid employees are as follows:

Salaries, allowances and benefits in kind	薪金、津貼及實物福利
Pension scheme contributions	退休金計劃供款

The number of the non-director, highest paid employees whose remuneration fell within the following bands is as follows:

Nil to HK\$1,000,000	零至1,000,000港元
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元

During the year, no emoluments were paid by the Group to the directors or any of the non-director, highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office nor has any director waived or agreed to waive any emoluments.

10. 五名最高薪酬僱員

年內五名最高薪酬僱員包括一名董事(2019年：一名董事)，其薪酬詳情載於上文附註9。年內，非董事的最高薪酬僱員的薪酬詳情如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
3,279	2,942
72	54
3,351	2,996

薪酬屬於下列範圍之非董事最高薪僱員人數如下：

2020	2019
3	4
1	–
4	4

年內，本集團概無向董事或任何非董事最高薪酬僱員支付酬金作為吸引加入本集團或於加入後的獎勵或作為離職補償，亦無任何董事放棄或同意放棄任何酬金。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

11. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2018/2019. The first HK\$2,000,000 (2019: HK\$2,000,000) of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

11. 所得稅

香港利得稅已按年內於香港產生之估計應課稅溢利以16.5%(2019年:16.5%)的稅率計提撥備,惟本集團一間附屬公司除外,該公司為合資格應用於2018/2019課稅年度生效的利得稅兩級制的實體。該附屬公司首2,000,000港元(2019年:2,000,000港元)的應課稅溢利按8.25%的稅率繳稅,餘下應課稅溢利則按16.5%的稅率繳稅。

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Current — Hong Kong	即期 — 香港		
Charge for the year	年內開支	5,214	3,430
Underprovision/(overprovision) in prior years	過往年度撥備不足/(超額撥備)	40	(90)
Deferred (note 27)	遞延(附註27)	(1,708)	(1,650)
Total tax charge for the year	年內稅項開支總額	3,546	1,690

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

11. INCOME TAX (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rate (i.e. the statutory tax rate) to the effective tax rates, are as follows:

11. 所得稅(續)

按本公司及其大部分附屬公司位處的司法管轄權區的法定稅率計算適用於除稅前溢利的稅項開支，與按實際稅率計算的稅項開支的對賬，及適用稅率(即法定稅率)與實際稅率的對賬載列如下：

		2020		2019	
		HK\$'000	%	HK\$'000	%
		千港元		千港元	
Profit before tax	除稅前溢利	17,122		15,150	
Tax at the statutory tax rate	按法定稅率計算的稅項	2,825	16.5	2,500	16.5
Income not subject to tax	毋須課稅收入	(10)	(0.1)	(19)	(0.1)
Expenses not deductible for tax	不可扣稅開支	1,949	11.4	871	5.7
Tax loss utilised from previous periods	應用過往期間之稅務虧損	(295)	(1.7)	(209)	(1.4)
Adjustments in respect of current tax of previous periods	就過往期間之即期稅項作調整	40	0.2	(90)	(0.6)
Adjustments in respect of deferred tax of previous periods	就過往期間之遞延稅項作調整	(458)	(2.7)	(869)	(5.7)
Tax effect of two-tiered profits tax regime	利得稅兩級制之稅務影響	(165)	(1.0)	(165)	(1.1)
Tax reduction	減稅	(340)	(1.9)	(320)	(2.1)
Others	其他	-	-	(9)	-
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項開支	3,546	20.7	1,690	11.2

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

12. DIVIDENDS

Interim dividends — HK0.78 cent (2019: HK0.84 cent) per ordinary share	中期股息 — 每股普通股0.78港仙 (2019年：0.84港仙)
Proposed final dividend — HK0.68 cent (2019: HK0.78 cent) per ordinary share	建議末期股息 — 每股普通股0.68港仙 (2019年：0.78港仙)

The proposed final dividend of HK0.68 cent per ordinary share for the year ended 31 March 2020 is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to the ordinary equity holders of the Company of HK\$13,584,000 (2019: HK\$13,435,000), and the weighted average number of ordinary shares of 902,880,000 (2019: 902,880,000) in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 March 2020 and 2019 as the Group had no potentially dilutive ordinary shares in issue during these years.

12. 股息

2020 HK\$'000 千港元	2019 HK\$'000 千港元
7,042	7,584
6,140	7,042

建議的截至2020年3月31日止年度末期股息每股普通股0.68港仙須待本公司股東於應屆股東週年大會上批准。

13. 本公司普通權益持有人應佔每股盈利

本年度每股基本盈利金額乃按本公司普通權益持有人應佔年度溢利13,584,000港元(2019年：13,435,000港元)及已發行普通股加權平均數902,880,000股(2019年：902,880,000股)計算。

由於本集團於截至2020年及2019年3月31日止年度並無已發行潛在攤薄普通股，故並無對所呈列的每股基本盈利金額作出調整。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

	Right-of-use assets 使用權資產			Owned assets 自置資產						Total 總計
	Land 土地	Buildings 樓宇	Sub-total 小計	Buildings 樓宇	Leasehold improvements 租賃裝修	Furniture, fixtures and other equipment 傢俬、裝置及 其他設備	Motor vehicles 汽車	Construction in progress 在建工程	Sub-total 小計	
	HK\$'000 千港元 (note 15) (附註15)	HK\$'000 千港元 (note 15) (附註15)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 March 2020	2020年3月31日									
At 1 April 2019:	於2019年4月1日:									
Cost	-	-	-	251,112	85,743	47,844	667	86,672	472,038	472,038
Accumulated depreciation	-	-	-	(58,142)	(45,826)	(36,462)	(188)	-	(140,618)	(140,618)
Net carrying amount	-	-	-	192,970	39,917	11,382	479	86,672	331,420	331,420
At 31 March 2019, net of accumulated depreciation	-	-	-	192,970	39,917	11,382	479	86,672	331,420	331,420
Effect of adoption of HKFRS 16	540,924	105,117	646,041	(164,177)	-	-	-	-	(164,177)	481,864
At 1 April 2019 (restated)	540,924	105,117	646,041	28,793	39,917	11,382	479	86,672	167,243	813,284
Additions	-	2,209	2,209	-	1,406	177	-	53,690	55,273	57,482
Depreciation provided during the year	(18,644)	(21,729)	(40,373)	(1,152)	(5,298)	(1,866)	(133)	-	(8,449)	(48,822)
Transfer	-	-	-	119,957	-	-	-	(119,957)	-	-
Exchange realignment	-	(1,592)	(1,592)	-	-	-	-	(1,074)	(1,074)	(2,666)
At 31 March 2020, net of accumulated depreciation	522,280	84,005	606,285	147,598	36,025	9,693	346	19,331	212,993	819,278
At 31 March 2020:	於2020年3月31日:									
Cost	598,810	105,734	704,544	148,968	87,149	48,021	667	19,331	304,136	1,008,680
Accumulated depreciation	(76,530)	(21,729)	(98,259)	(1,370)	(51,124)	(38,328)	(321)	-	(91,143)	(189,402)
Net carrying amount	522,280	84,005	606,285	147,598	36,025	9,693	346	19,331	212,993	819,278

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

14. 物業、廠房及設備(續)

		Land and buildings	Leasehold improvements	Furniture, fixtures and other equipment 傢俬、裝置及 其他設備	Motor vehicles	Construction in progress	Total
		土地及樓宇 HK\$'000 千港元	租賃裝修 HK\$'000 千港元	其他設備 HK\$'000 千港元	汽車 HK\$'000 千港元	在建工程 HK\$'000 千港元	總計 HK\$'000 千港元
31 March 2019	2019年3月31日						
At 1 April 2018:	於2018年4月1日:						
Cost	成本	229,967	49,330	36,730	667	64,610	381,304
Accumulated depreciation	累計折舊	(52,669)	(41,067)	(34,863)	(55)	-	(128,654)
Net carrying amount	賬面淨值	177,298	8,263	1,867	612	64,610	252,650
At 1 April 2018, net of accumulated depreciation	於2018年4月1日 扣除累計折舊	177,298	8,263	1,867	612	64,610	252,650
Additions	添置	7,806	976	-	-	69,161	77,943
Acquisition of subsidiaries (note 31)	收購一間附屬公司 (附註31)	13,339	-	6	-	-	13,345
Depreciation provided during the year	年內折舊撥備	(5,473)	(4,759)	(1,599)	(133)	-	(11,964)
Transfer	轉撥	-	35,437	11,108	-	(46,545)	-
Exchange realignment	匯兌調整	-	-	-	-	(554)	(554)
At 31 March 2019, net of accumulated depreciation	於2019年3月31日 扣除累計折舊	192,970	39,917	11,382	479	86,672	331,420
At 31 March 2019:	於2019年3月31日:						
Cost	成本	251,112	85,743	47,844	667	86,672	472,038
Accumulated depreciation	累計折舊	(58,142)	(45,826)	(36,462)	(188)	-	(140,618)
Net carrying amount	賬面淨值	192,970	39,917	11,382	479	86,672	331,420

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

At 31 March 2020, the Group's land and buildings with a total carrying amount of HK\$657,133,000 (2019: HK\$179,748,000) was pledged to secure general banking facilities granted to the Group (note 25(b)).

At 31 March 2019, the Group's construction in progress with a total carrying amount of HK\$28,595,000 was pledged to secure general banking facilities granted to the Group (note 25(c)).

Included in the property, plant and equipment of the Group as at 31 March 2020 are certain right-of-use assets and owned assets with an aggregate carrying amount of HK\$58,705,000 (2019: HK\$41,891,000) relating to an elderly home care service cash-generating unit which has been operating at a loss. As there is an indication that these assets may be impaired, management is required to perform an impairment assessment on these assets by considering the recoverable amount of the relevant cash-generating unit. The recoverable amount of the elderly home care service cash-generating unit is determined based on a value in use calculation using cash flow projections covering a period of the remaining lease term approved by senior management. The pre-tax discount rate applied to the cash flow projection was 15.2% (2019: 16.7%). The recoverable amount of the cash-generating unit estimated from the cash flow forecast exceeded its carrying amount and no impairment loss was recognised.

14. 物業、廠房及設備(續)

於2020年3月31日，本集團賬面總值為657,133,000港元(2019年：179,748,000港元)之土地及樓宇已予抵押，以獲取授予本集團的一般銀行信貸(附註25(b))。

於2019年3月31日，本集團賬面總值為28,595,000港元之在建工程已予抵押，以獲取授予本集團的一般銀行信貸(附註25(c))。

本集團於2020年3月31日之物業、廠房及設備包括若干賬面總值為58,705,000港元(2019年：41,891,000港元)的使用權資產及自置資產，該等資產與安老院舍服務現金產生單位(已錄得經營虧損)有關。因有指標顯示該等資產可能減值，管理層須考慮相對現金產生單位之可收回金額，就該等資產進行減值評估。安老院舍服務現金產生單位之可收回金額乃按照使用以高級管理層批核的餘下租賃期限現金流量預測計算的使用價值的計算釐定。現金流量預測使用稅前貼現率為15.2%(2019年：16.7%)。由現金流量預測估計的現金產生單位的可收回金額超過其賬面值，且並無確認減值虧損。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

15. LEASES

The Group as a lessee

The Group has lease contracts for various items of land and buildings used in its operations. Leases of land and buildings generally have lease terms between two and ten years, except for some have lease terms of 12 months or less and/or are individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed in note 2.3 to the financial statements.

(a) Prepaid land lease payments (before 1 April 2019)

Carrying amount at 1 April 2018
Recognised in profit or loss during the year

於2018年4月1日的賬面值
年內於損益確認

HK\$'000
千港元

389,592
(12,845)

Carrying amount at 31 March 2019

於2019年3月31日的賬面值

376,747

At 31 March 2019, the Group's prepaid land lease payments with a total carrying amount of HK\$376,747,000 was pledged to secure general banking facilities granted to the Group (note 25(d)).

於2019年3月31日，本集團賬面總值376,747,000港元的預付土地租賃付款已質押以獲得授予本集團的一般銀行信貸(附註25(d))。

(b) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are disclosed in note 14 to the financial statements.

(b) 使用權資產

本集團使用權資產的賬面值及年內變動於財務報表附註14披露。

15. 租賃

本集團作為承租人

本集團就其業務營運所用之多個土地及樓宇項目擁有租賃合約。土地及樓宇的租賃期一般介乎二至十年，惟租賃期為12個月或以下及／或單獨低價值之若干租賃除外。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。包括延長及終止選擇權以及可變租賃付款的若干租賃合約於財務報表附註2.3詳述。

(a) 預付土地租賃付款(於2019年4月1日前)

HK\$'000
千港元

389,592
(12,845)

376,747

於2019年3月31日，本集團賬面總值376,747,000港元的預付土地租賃付款已質押以獲得授予本集團的一般銀行信貸(附註25(d))。

(b) 使用權資產

本集團使用權資產的賬面值及年內變動於財務報表附註14披露。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

15. LEASES (Continued)

The Group as a lessee (Continued)

(c) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		HK\$'000 千港元
Carrying amount at 1 April 2019	於2019年4月1日的賬面值	110,312
New leases	新租賃	2,209
Accretion of interest recognised during the year	年內確認的利息增加	2,650
Payments	付款	(21,674)
Exchange realignment	匯兌調整	(1,803)
		<hr/>
Carrying amount at 31 March 2020	於2020年3月31日的賬面值	91,694
		<hr/>
Analysed into:	分析為：	
Current portion	即期部分	20,877
Non-current portion	非即期部分	70,817
		<hr/>

The maturity analysis of lease liabilities is disclosed in note 39 to the financial statements.

租賃負債的到期分析於財務報表附註39披露。

(d) The amounts recognised in profit or loss in relation to leases are as follows:

(d) 於損益內確認有關租賃的金額如下：

		2020 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	2,650
Depreciation charge on right-of-use assets	使用權資產折舊支出	40,373
Less: Amount capitalised	減：資本化金額	(15,873)
Expense relating to short-term leases with remaining lease terms ended on or before 31 March 2020	餘下租賃期於2020年3月31日或之前屆滿的短期租賃相關開支	241
		<hr/>
Total amount recognised in profit or loss	於損益內確認的總額	27,391

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

16. INTANGIBLE ASSETS

16. 無形資產

		Licences 牌照 HK\$'000 千港元
31 March 2020	2020年3月31日	
At 31 March 2019 and 1 April 2019:	於2019年3月31日及2019年4月1日：	
Cost	成本	15,464
Accumulated amortisation	累計攤銷	(6,186)
Net carrying amount	賬面淨值	9,278
Cost at 1 April 2019, net of accumulated amortisation	於2019年4月1日的成本，扣除累計攤銷	9,278
Amortisation provided during the year	年內攤銷撥備	(3,093)
Cost at 31 March 2020, net of accumulated amortisation	於2020年3月31日的成本，扣除累計攤銷	6,185
At 31 March 2020:	於2020年3月31日：	
Cost	成本	15,464
Accumulated amortisation	累計攤銷	(9,279)
Net carrying amount	賬面淨值	6,185

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

16. INTANGIBLE ASSETS (Continued)

16. 無形資產(續)

		Licences 牌照 HK\$'000 千港元
		<u> </u>
31 March 2019	2019年3月31日	
At 1 April 2018:	於2018年4月1日：	
Cost	成本	15,464
Accumulated amortisation	累計攤銷	<u>(3,093)</u>
Net carrying amount	賬面淨值	<u>12,371</u>
Cost at 1 April 2018, net of accumulated amortisation	於2018年4月1日的成本，扣除累計攤銷	12,371
Amortisation provided during the year	年內攤銷撥備	<u>(3,093)</u>
Cost at 31 March 2019, net of accumulated amortisation	於2019年3月31日的成本，扣除累計攤銷	<u>9,278</u>
At 31 March 2019:	於2019年3月31日：	
Cost	成本	15,464
Accumulated amortisation	累計攤銷	<u>(6,186)</u>
Net carrying amount	賬面淨值	<u>9,278</u>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

17. INVESTMENT IN A JOINT VENTURE

Share of net assets 分佔資產淨額

Particulars of the Group's joint venture are as follows:

Company name 公司名稱	Particulars of issued shares held 持有已發行股份詳情	Place of registration and business 註冊及營業地點	Ownership interest 擁有權益	Percentage of Voting power 投票權百分比	Profit sharing 分佔溢利	Principal activities 主要業務
Patina Wellness Limited 銅瓊養生有限公司	HK\$42,600,000 42,600,000港元	Hong Kong 香港	51%	50%	51%	Investment holding 投資控股

The above investment in a joint venture is indirectly held by the Company.

The amount due from a joint venture included in the Group's current assets is unsecured, interest-free and repayable on demand. The financial impact of expected credit losses on the amount due from a joint venture under HKFRS 9 is insignificant for the years ended 31 March 2020 and 2019.

18. TRADE RECEIVABLES

Trade receivables

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one month. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing. They are stated net of provision.

17. 於一間合營企業投資

2020 HK\$'000 千港元	2019 HK\$'000 千港元
21,403	21,726

本集團合營企業詳情如下：

上述於一間合營企業投資由本公司間接持有。

計入本集團流動資產的應收一間合營企業款項為無抵押、免息及須按要求償還。截至2020年及2019年3月31日止年度，根據香港財務報告準則第9號，應收一間合營公司款項的預期信貸虧損的財務影響並不重大。

18. 貿易應收款項

2020 HK\$'000 千港元	2019 HK\$'000 千港元
5,521	2,251

本集團與其客戶之貿易條款主要為記賬，惟新客戶一般須預先付款。信貸期一般為一個月。每名客戶設有信貸上限。本集團對其未收回之應收款項維持嚴格監控。逾期結餘由高級管理層定期檢討。鑑於上述者及本集團貿易應收款項涉及大量不同客戶，故信貸風險並非重大集中。貿易應收款項皆為不計息，並於扣除撥備後列賬。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

18. TRADE RECEIVABLES (Continued)

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

Within one month	一個月內
One to two months	一至兩個月
Two to three months	兩至三個月
Over three months	超過三個月

The financial impact of expected credit losses on trade receivables under HKFRS 9 is insignificant for the years ended 31 March 2020 and 2019.

19. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

Prepayments	預付款項
Deposits	按金
Other receivables	其他應收款項
Current portion included in prepayments, other receivables and other assets	即期部分(計入預付款項、其他應收款項及其他資產)
Non-current portion	非即期部分

The financial impact of expected credit losses on financial assets included in the above balances is insignificant for the years ended 31 March 2020 and 2019.

Financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 March 2020 and 2019, the loss allowance was assessed to be minimal.

18. 貿易應收款項(續)

於報告期末，貿易應收款項按發票日期及扣除虧損撥備的賬齡分析如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
2,792	1,325
2,337	888
290	35
102	3
5,521	2,251

截至2020年及2019年3月31日止年度，香港財務報告準則第9號對貿易應收款項的預期信貸虧損的財務影響並不重大。

19. 預付款項、其他應收款項及其他資產

2020 HK\$'000 千港元	2019 HK\$'000 千港元
1,232	1,462
8,052	7,967
454	732
9,738	10,161
(2,930)	(3,607)
6,808	6,554

截至2020年及2019年3月31日止年度，計入上述結餘的金融資產的預期信貸虧損的財務影響並不重大。

上述結餘所載金融資產與並無近期違約記錄的應收款項及逾期款項有關。於2020年及2019年3月31日，虧損撥備經評估為極低。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

20. GOODWILL

20. 商譽

		HK\$'000 千港元
		<hr/>
At 1 April 2018, 31 March 2019, 1 April 2019 and 31 March 2020:	於2018年4月1日、2019年3月31日、 2019年4月1日及2020年3月31日：	
Cost	成本	33,833
Accumulated impairment	累計減值	<hr/> -
Net carrying amount	賬面淨值	<hr/> 33,833

Impairment testing of goodwill

For the purpose of impairment testing, goodwill acquired through business combinations is allocated to the cash-generating unit of elderly home care services operated by Gericare Centre and Ruby International with a carrying amount of goodwill of HK\$31,300,000 and to the cash-generating unit of elderly home care services operated by Hinta Enterprises with a carrying amount of goodwill of HK\$2,533,000 as at 31 March 2020 and 31 March 2019.

The recoverable amount of each of the elderly home care service cash-generating units has been determined based on a value-in-use calculation using cash flow projections covering a five-year period approved by senior management. The pre-tax discount rates applied to the cash flow projections of the two cash-generating units are 12.8% (2019: 12.0%) and 12.6% (2019: 13.2%) for Gericare Centre and Ruby International, and Hinta Enterprises, respectively.

The cash flows of the cash-generating units of Gericare Centre and Ruby International, and Hinta Enterprises are projected using an annual growth rate of earnings before interest, tax, depreciation and amortisation of 9.0% (2019: 9.0%) and 3.0% (2019: 3.0%), respectively, during the five-year period. The cash flows of the two cash-generating units beyond the five-year period are extrapolated using a growth rate of 1.8% (2019: 3.0%), which was below the long-term average growth rate of the industry. The recoverable amount of each of the cash-generating units estimated from the cash flow forecast exceeded their respective carrying amounts.

商譽減值測試

就減值測試而言，於2020年3月31日及2019年3月31日，透過業務合併所獲得之商譽分配至保德護老中心及紅寶石國際所經營安老院舍服務商譽賬面值為31,300,000港元的現金產生單位，以及鴻大企業所經營安老院舍服務商譽賬面值為2,533,000港元的現金產生單位，以進行減值測試。

各安老院舍服務現金產生單位的可收回金額乃基於使用價值，採用高級管理層所批准五年期的現金流量預測計算釐定。保德護老中心及紅寶石國際以及鴻大企業兩個現金產生單位的現金流量預測使用的稅前貼現率分別為12.8% (2019年：12.0%) 及12.6% (2019年：13.2%)。

保德護老中心及紅寶石國際以及鴻大企業的現金產生單位於五年期內之現金流量分別按扣除利息、稅項、折舊及攤銷前收益年增長率9.0% (2019年：9.0%) 及3.0% (2019年：3.0%) 進行預測。五年期後的兩個現金產生單位的現金流量以1.8% (2019年：3.0%) 的增長率推斷，低於行業的長期平均增長率。由現金流量預測估計之各現金產生單位可收回金額超出各自賬面值。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

20. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Assumptions were used in the value-in-use calculation of the cash-generating units for 31 March 2020 and 2019. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins — The basis used to determine the value assigned to the budgeted gross margins is the gross margin achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

Discount rate — The discount rate used is before tax and reflects specific risks relating to the relevant units.

If the annual growth rate of earnings before interest, tax, depreciation and amortisation of the cash-generating unit of Gericare Centre and Ruby International during the five-year period had decreased to 6.5% (2019: 6.7%) with all other variables held constant, the recoverable amount of the cash-generating unit would have been approximately equal to the carrying amount. If the annual growth rate of earnings before interest, tax, depreciation and amortisation of the cash-generating unit of Gericare Centre and Ruby International during the five-year period had decreased to 6.0% (2019: 6.0%) with all other variables held constant, the carrying amount of the cash-generating unit would have exceeded the recoverable amount by approximately HK\$2,255,000 (2019: HK\$3,537,000).

If the pre-tax discount rate applied to the cash flow projections of the cash-generating unit of Gericare Centre and Ruby International had increased to 14.0% (2019: 12.9%), with all other variables held constant, the recoverable amount of the cash-generating unit would have been approximately equal to the carrying amount. If the pre-tax discount rate applied to the cash flow projections of the cash-generating unit of Gericare Centre and Ruby International had increased to 15.0% (2019: 13.5%), with all other variables held constant, the carrying amount of the cash-generating unit would have exceeded the recoverable amount by approximately HK\$8,099,000 (2019: HK\$6,067,000).

20. 商譽(續)

商譽減值測試(續)

在計算2020年及2019年3月31日現金產生單位使用價值時採用假設。以下為管理層根據其現金流量預測對商譽進行減值測試的各項主要假設：

預算毛利率 — 用於釐定預算毛利率價值的基準為於緊接預算年度前一年所達致的毛利率，因預計效率提升及預計市場開發而提升。

貼現率 — 所採用的貼現率為稅前貼現率，反映了有關單位的特定風險。

倘保德護老中心及紅寶石國際的現金產生單位於五年期內之扣除利息、稅項、折舊及攤銷前收益年增長率減少至6.5% (2019年：6.7%)，而所有其他變數維持不變，則現金產生單位的可收回金額將約等於賬面值。倘保德護老中心及紅寶石國際的現金產生單位於五年期內之扣除利息、稅項、折舊及攤銷前收益年增長率減少至6.0% (2019年：6.0%)，而所有其他變數維持不變，則現金產生單位的賬面值將超過可收回金額約2,255,000港元 (2019年：3,537,000港元)。

倘保德護老中心及紅寶石國際的現金產生單位的現金流量預測所用的稅前貼現率增加至14.0% (2019年：12.9%)，而所有其他變數維持不變，則現金產生單位的可收回金額將約等於賬面值。倘保德護老中心及紅寶石國際的現金產生單位的現金流量預測所用的稅前貼現率增加至15.0% (2019年：13.5%)，而所有其他變數維持不變，則現金產生單位的賬面值將超過可收回金額約8,099,000港元 (2019年：6,067,000港元)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

21. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

Insurance asset (note (a)) 保險資產(附註(a))

Notes:

- (a) The Group entered into a life insurance policy with an insurance company to insure an executive director. Under the policy, the Group is the beneficiary and the policy holder. The above insurance asset was, upon initial recognition, designated by the Group as a financial asset at fair value through profit or loss. The fair value of the insurance asset is determined based on the cash surrender value less the surrender charge at the end of each reporting period.
- (b) The Group's financial asset at fair value through profit or loss with a carrying amount of HK\$3,143,000 (2019: HK\$3,083,000) was pledged as security for the Group's bank loans as at 31 March 2020, as further detailed in note 25(e) to the financial statements.

22. CASH AND CASH EQUIVALENTS

Cash and bank balances

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

21. 按公允值計入損益的金融資產

2020 HK\$'000 千港元	2019 HK\$'000 千港元
3,143	3,083

附註：

- (a) 本集團與一間保險公司訂立壽險保單，以保障一名執行董事。根據該保單，本集團為受益人兼保單持有人。上述保險資產於初步確認時被本集團認為按公允值計入損益的金融資產。保險資產之公允值乃按各報告期末解約金減退保費用釐定。
- (b) 本集團賬面值為3,143,000港元(2019年：3,083,000港元)之按公允值計入損益的金融資產已於2020年3月31日作為本集團銀行貸款之抵押，更多詳情載於財務報表附註25(e)。

22. 現金及現金等價物

2020 HK\$'000 千港元	2019 HK\$'000 千港元
27,767	50,879

存放於銀行的現金按每日銀行存款利率的浮動利率賺取利息。銀行結餘存放於信譽良好且近期無違約記錄的銀行。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

23. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

Within one month 一個月內

The trade payables are non-interest-bearing and generally have payment terms of 30 days.

24. OTHER PAYABLES AND ACCRUALS

Other payables	其他應付款項
Accruals	應計費用
Contract liabilities	合約負債
Portion classified as current liabilities	分類為流動負債的部分
Non-current portion	非流動部分

Other payables are non-interest-bearing and have average payment terms of one to three months.

23. 貿易應付款項

於報告期末，貿易應付款項按發票日期計算的賬齡分析如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
2,029	1,992

貿易應付款項不計利息，且付款期一般為30日。

24. 其他應付款項及應計費用

31 March 2020 2020年 3月31日 HK\$'000 千港元	1 April 2020 2020年 4月1日 HK\$'000 千港元	31 March 2019 2019年 3月31日 HK\$'000 千港元
8,329	5,045	10,240
10,011	8,711	8,711
637	-	-
18,977	13,756	18,951
(18,977)	(13,756)	(13,892)
-	-	5,059

其他應付款項不計利息，平均付款期為一至三個月。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

25. INTEREST-BEARING BANK BORROWINGS

25. 計息銀行借款

	2020			2019		
	Effective interest rate (%) 實際利率(%)	Maturity 到期	HK\$'000 千港元	Effective interest rate (%) 實際利率(%)	Maturity 到期	HK\$'000 千港元
Current 流動						
Bank borrowings – secured 銀行借款 – 有抵押		On demand/ 按要求/				
	2.00–4.05	2020	408,574	2.13–3.66	2019	56,396
Non-current 非流動						
Bank borrowings – secured 銀行借款 – 有抵押	2.00–3.80	2021–2035	190,677	2.13–3.66	2020–2035	537,120
			599,251			593,516

Notes:

- (a) The Group's bank borrowings are denominated in Hong Kong dollars.
- (b) The Group's bank borrowings are secured by a mortgage over certain of the Group's land and buildings, which had an aggregate carrying amount as at 31 March 2020 of approximately HK\$657,133,000 (2019: HK\$179,748,000) (note 14).
- (c) The Group's bank borrowings are secured by a mortgage over certain of the Group's construction in progress, which had an aggregate carrying amount as at 31 March 2019 of approximately HK\$28,595,000 (note 14).
- (d) The Group's bank borrowings are secured by a mortgage over the Group's prepaid land lease payments, which had an aggregate carrying amount as at 31 March 2019 of approximately HK\$376,747,000 (note 15).
- (e) Certain of the Group's bank borrowings are secured by a pledge over the Group's financial assets at fair value through profit or loss with a carrying amount as at 31 March 2020 of HK\$3,143,000 (2019: HK\$3,083,000) (note 21).
- (f) Certain of the Group's bank borrowings are jointly guaranteed by certain subsidiaries of the Company.
- (g) As detailed in note 2.1 to the financial statements, as at 31 March 2020, the Group failed to comply with a covenant in respect of a term loan with a carrying amount of HK\$346,500,000, which has become repayable on demand and has been classified as a current liability as at 31 March 2020.

附註：

- (a) 本集團的銀行借款以港元計值。
- (b) 本集團的銀行借款以賬面總值於2020年3月31日約為657,133,000港元(2019年：179,748,000港元)之本集團若干土地及樓宇作抵押(附註14)。
- (c) 本集團的銀行借款以賬面總值於2019年3月31日約為28,595,000港元之本集團若干在建工程作抵押(附註14)。
- (d) 本集團的銀行借款以賬面總值於2019年3月31日約為376,747,000港元之本集團預付土地租賃付款作抵押(附註15)。
- (e) 本集團的若干銀行借款以賬面值於2020年3月31日為3,143,000港元(2019年：3,083,000港元)之本集團按公允值計入損益的金融資產作抵押(附註21)。
- (f) 本集團的若干銀行借款由本公司的若干附屬公司共同擔保。
- (g) 誠如財務報表附註2.1所詳述，於2020年3月31日，本集團未能遵守有關賬面值為346,500,000港元的定期貸款的契諾，有關借款於2020年3月31日已成為按要求償還，並已分類為流動負債。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

25. INTEREST-BEARING BANK BORROWINGS

(Continued)

Notes: (continued)

(h) The amounts payable of the bank borrowings are analysed as follows:

Bank borrowings:	銀行借款：
Within one year or on demand	一年內或按要求償還
In the second year	第二年
In the third to fifth years, inclusive	第三至五年(包括首尾兩年)
Beyond five years	超過五年

25. 計息銀行借款(續)

附註：(續)

(h) 銀行借款的應付款項分析如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
408,574	56,396
138,244	41,661
48,373	134,213
4,060	361,246
599,251	593,516

26. PROVISION FOR LONG SERVICE PAYMENTS

The Group provides for future long service payments expected to be made to employees under the Hong Kong Employment Ordinance. The movements of provision for long service payments during the year are as follows:

At beginning of year	於年初	4,441	3,621
Retirement benefit costs charged to profit or loss (current service cost)	於損益扣除的退休福利成本(現時服務成本)	1,444	216
Retirement benefit costs (credited)/charged to other comprehensive income	於其他全面收入(計入)/扣除的退休福利成本	(1,386)	206
— actuarial (gain)/loss — financial assumptions	— 精算(收益)/虧損 — 財務假設	545	398
— actuarial loss — demographic assumptions	— 精算虧損 — 人口統計假設		
At end of year	於年末	5,044	4,441

The principal actuarial assumptions used are as follows:

Discount rate	貼現率	0.7	1.5
Expected rate of future salary increases	未來薪酬之預期增長率	4.3	4.3

26. 長期服務付款撥備

本集團根據香港僱傭條例就預期日後須向僱員支付的長期服務金作出撥備。年內長期服務付款撥備變動如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
4,441	3,621
1,444	216
(1,386)	206
545	398
5,044	4,441

所用之主要精算假設如下：

2020 %	2019 %
0.7	1.5
4.3	4.3

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

26. PROVISION FOR LONG SERVICE PAYMENTS

(Continued)

The sensitivity of the long service payments to changes in the weighted principal assumptions is as follows:

Assumption 假設		Change to adopted rate 採納比率變動	Effect on defined benefit plan obligation 對定額福利計劃 承擔之影響
2020 Discount rate	2020年 貼現率	+0.1%	-1.5%
		-0.1%	+1.5%
Expected rate of future salary increases	未來薪酬之預期增長率	+0.1%	+0.5%
		-0.1%	-0.5%
2019 Discount rate	2019年 貼現率	+0.1%	-1.6%
		-0.1%	+1.6%
Expected rate of future salary increases	未來薪酬之預期增長率	+0.1%	+0.8%
		-0.1%	-0.8%

26. 長期服務付款撥備(續)

長期服務付款對主要假設加權變動的敏感度如下：

27. DEFERRED TAX

27. 遞延稅項

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項資產	6,200	5,265
Deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項負債	(14,211)	(14,984)
		(8,011)	(9,719)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

27. DEFERRED TAX (Continued)

The movements in deferred tax assets and liabilities during the year are as follows:

27. 遞延稅項(續)

於年內，遞延稅項資產及負債的變動如下：

		Tax losses	Depreciation allowance in excess of related depreciation	Total
		稅務虧損	超出相關折舊的折舊撥備	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 April 2018	於2018年4月1日	376	(11,745)	(11,369)
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year	年內在綜合損益表計入/(扣除)的遞延稅項	2,393	(743)	1,650
At 31 March 2019 and 1 April 2019	於2019年3月31日及2019年4月1日	2,769	(12,488)	(9,719)
Deferred tax credited to the consolidated statement of profit or loss during the year	年內在綜合損益表計入的遞延稅項	1,103	605	1,708
At 31 March 2020	於2020年3月31日	3,872	(11,883)	(8,011)

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

本公司向其股東派付股息並無附帶任何所得稅影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

28. SHARE CAPITAL

Authorised:	法定：
5,000,000,000 ordinary shares of HK\$0.01 each	5,000,000,000 股 每股面值0.01港元的普通股
Issued and fully paid:	已發行及繳足：
902,880,000 ordinary shares of HK\$0.01 each	902,880,000 股 每股面值0.01港元的普通股

There were no movements in the Company's share capital during the current and prior years.

29. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of motivating eligible participants to optimise their performance efficiency for the benefit of the Group and to attract and retain or otherwise maintain an on-going business relationship with such eligible participants whose contributions are or will be beneficial to the long-term growth of the Group. Eligible participants of the Scheme include the directors, including independent non-executive directors, executives or officers of the Group, full-time or part-time employees of the Group, and advisers, consultants, suppliers, customers, distributors and such other persons who, in the sole opinion of the directors, will contribute or have contributed to the Group. The Scheme became effective on 23 January 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares in respect of which options may be granted under the Scheme must not in aggregate exceed 10% of the total number of shares in issue of the Company immediately following completion of the Company's initial public offering, i.e. 86,400,000 shares. The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme shall not exceed 30% of the Company's issued shares from time to time. The maximum number of shares issuable under the share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue as at the date of grant. Any further grant of options in excess of this 1% limit is subject to shareholders' approval in a general meeting.

28. 股本

2020 HK\$'000 千港元	2019 HK\$'000 千港元
50,000	50,000
9,029	9,029

本公司股本於本年度及過往年度並無變動。

29. 購股權計劃

本公司設有購股權計劃(「計劃」)，旨在鼓勵合資格參與者為本集團利益提升個人表現及效率，藉以吸引及留聘現時或將會為本集團長遠增長作出貢獻的該等合資格參與者或以其他方式與彼等維持持續的業務關係。計劃的合資格參與者包括董事(包括獨立非執行董事)、本集團行政人員或高級職員、本集團全職或兼職僱員及顧問、諮詢人、供應商、客戶、分銷商及董事全權認為將會或曾對本集團作出貢獻的有關其他人士。計劃自2017年1月23日起生效，除非另行註銷或修訂，否則自當日起維持有效十年。

根據計劃可能授出的購股權所涉及的股份數目上限合共不得超過緊隨本公司首次公開發售完成後的本公司已發行股份總數的10%，即86,400,000股股份。因行使根據計劃授出但尚未行使之所有未行使購股權而可能予以發行的股份數目上限不應超過本公司不時已發行股份的30%。於任何十二個月期內，根據計劃內購股權可向每位合資格參與者發行的股份數目上限為於授出當日本公司已發行股份的1%。任何超出此1%上限的購股權的進一步授出，須於股東大會經股東批准。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

29. SHARE OPTION SCHEME (Continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options.

The exercise price of share options is determinable by the Directors, but must be at least the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

As at the date of approval of these financial statements, no options have been granted since the adoption of the Scheme.

30. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

(b) Merger reserve

The merger reserve represents the reserve arising from the reorganisation of the Group in the prior years.

29. 購股權計劃(續)

向董事、本公司主要行政人員或主要股東或其任何聯繫人授出購股權，須預先經獨立非執行董事批准。此外，若任何向本公司主要股東或獨立非執行董事或其任何聯繫人授出的購股權，於任何十二個月內超過本公司不時已發行股份的0.1%或其總值(按授出當日本公司股份價格計算)高於5百萬港元，須於股東大會事先經股東批准。

於承授人支付合共1港元之象徵式代價後，授出購股權的要約可於自提呈當日起計21日內接納。授出的購股權行使期由董事釐定，並於若干歸屬期後開始，且最遲於授出購股權日期起計十年之日屆滿。

董事可釐定購股權行使價，惟其不得低於下列較高者(i)本公司股份於提呈購股權日期之聯交所收市價；(ii)本公司股份於緊接提呈日期之前五個交易日之聯交所平均收市價；及(iii)本公司股份的面值。

購股權並無授予持有人可獲取股息或於股東大會上投票的權利。

於該等財務報表獲批日期，概無自採納計劃以來授出任何購股權。

30. 儲備

(a) 本集團

本集團於目前及過往年度的儲備金額及其變動於財務報表的綜合權益變動表中呈列。

(b) 合併儲備

合併儲備指本集團於過往年度重組時產生之儲備。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

31. ACQUISITION OF A SUBSIDIARY

On 4 January 2019, the Group entered into a sale and purchase agreement with Pine Active Care, pursuant to which the Group agreed to acquire, and Pine Active Care agreed to dispose of the entire equity interest of Giant Success, a company incorporated in Hong Kong, which holds two properties situated in Tsz Wan Shan and Ngau Tau Kok, respectively, in Hong Kong, for the purpose of being used as staff dormitory of the Group. The purchase consideration of HK\$13,305,000 for the acquisition was in the form of cash. The transaction was completed on 9 January 2019. As at the date of completion of the acquisition, the sole asset of Giant Success is its interest in the two properties without any business operation and the acquisition was therefore accounted for as an acquisition of assets. The majority of the consideration was paid for the acquisition of the two properties.

The cost of the identifiable assets and liabilities as at the date of acquisition was as follows:

31. 收購附屬公司

於2019年1月4日，本集團與Pine Active Care訂立一項買賣協議，據此，本集團同意收購及Pine Active Care同意出售宏倡（一間於香港註冊成立的公司，持有兩項分別位於香港慈雲山及牛頭角的物業）全部股權，以作本集團的員工宿舍之用。收購代價13,305,000港元乃以現金形式作出。該交易已於2019年1月9日完成。於收購完成日期，宏倡的唯一資產為其兩項並無任何業務營運的物業的權益，因此該收購作為收購資產入賬。大部分代價用於支付兩項物業的收購。

於收購日期的可識別資產及負債成本如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	13,345
Other payables	其他應付款項	(40)
		<hr/>
Total identifiable net assets	可識別資產淨值總額	13,305
		<hr/>
Satisfied by:	以下列方式支付：	
Cash	現金	13,305
		<hr/>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$2,209,000 and HK\$2,209,000, respectively, in respect of lease arrangements for land and buildings (2019: Nil).

(b) Changes in liabilities arising from financing activities

32. 綜合現金流量表附註

(a) 主要非現金交易

年內，本集團就土地及樓宇的租賃安排之使用權資產及租賃負債的非現金增加分別為2,209,000港元及2,209,000港元(2019年：零)。

(b) 融資活動產生負債變動

		Lease liabilities 租賃負債 HK\$'000 千港元	Bank borrowings 銀行借款 HK\$'000 千港元	Dividend payable 應付股息 HK\$'000 千港元
At 1 April 2018	於2018年4月1日	-	531,604	-
Changes from financing cash flows	融資現金流量變動	-	61,912	(15,168)
Final dividend	末期股息	-	-	7,584
Interim dividend	中期股息	-	-	7,584
At 31 March 2019	於2019年3月31日	-	593,516	-
Effect of adoption of HKFRS 16	開始採納香港財務報告準則第16號	110,312	-	-
At 1 April 2019 (restated)	於2019年4月1日(經重列)	110,312	593,516	-
Changes from financing cash flows	融資現金流量變動	(21,674)	5,735	(14,084)
New leases	新租賃	2,209	-	-
Interest expense	利息開支	2,650	-	-
Exchange realignment	匯兌調整	(1,803)	-	-
Final dividend	末期股息	-	-	7,042
Interim dividend	中期股息	-	-	7,042
At 31 March 2020	於2020年3月31日	91,694	599,251	-

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

(c) 租賃現金流出總額

計入現金流量表內的租賃現金流出總額如下：

Within operating activities 於經營活動內
Within financing activities 於融資活動內

2020 HK\$'000 千港元
241
21,674
21,915

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

33. CONTINGENT LIABILITIES

The Group had no significant contingent liabilities at the end of the reporting period.

34. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's interest-bearing bank borrowings are included in notes 14, 15, 21 and 25 to the financial statements.

35. COMMITMENTS

(a) The Group had the following capital and other commitments as at the end of the reporting period:

Contracted, but not provided for:

Investment in a joint venture

已訂約但尚未撥備：

於一間合營企業投資

(b) Operating lease commitments as at 31 March 2019

The Group leased certain of its land and buildings under operating lease arrangements. Leases for these land and buildings were negotiated for terms ranging from two to ten years. At 31 March 2019, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year

In the second to fifth years, inclusive

After five years

一年內

第二至五年(包括首尾兩年)

五年後

33. 或然負債

本集團於報告期末並無重大或然負債。

34. 資產抵押

已抵押以獲取本集團的計息銀行借款之本集團資產的詳情載於財務報表附註14、15、21及25。

35. 承擔

(a) 於報告期末，本集團擁有下列資本及其他承擔：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
-	4,590

(b) 於2019年3月31日的經營租賃承擔

本集團根據經營租賃安排租賃其若干土地及樓宇。該等土地及樓宇的租賃之協定期限介乎二至十年。於2019年3月31日，本集團根據不可撤銷經營租賃而於下列期間到期之未來最低租賃款項總額如下：

	2019 HK\$'000 千港元
Within one year	20,408
In the second to fifth years, inclusive	66,031
After five years	3,459
	89,898

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

36. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties:

Rental expenses paid to a company controlled by former controlling shareholders	向前控股股東所控制之公司 支付之租金開支
Rental income from a company controlled by former controlling shareholders	來自前控股股東所控制 之公司之租金收入
Visiting medical service fees paid to a director of certain subsidiaries of the Company	支付予本公司若干附屬公司 一名董事之到診醫療服務費
Purchases of medicines from a company controlled by former controlling shareholders	從前控股股東所控制之公司 購買藥物

Notes:

- (i) The rentals were determined at rates mutually agreed by the relevant parties.
- (ii) The service fees were determined at rates in accordance with the terms and conditions set out in the contracts entered into between the relevant parties.
- (iii) The purchases were conducted at prices mutually agreed between the relevant parties.
- (b) **Other transaction with a related party**
During the year ended 31 March 2019, the Group acquired the entire interests in Giant Success from Pine Care Active for a consideration of HK\$13,305,000. Further details of this acquisition are included in note 31 to the financial statements.
- (c) The compensation of key management personnel of the Group for the year represented the directors' emoluments as disclosed in note 9 to the financial statements.

36. 關聯方交易

- (a) 除財務報表其他部分所詳述的交易外，本集團與關聯方進行以下交易：

Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
(i)	-	252
(i)	324	320
(ii)	-	441
(iii)	-	120

附註：

- (i) 租金按相關方互相協定的比率釐定。
- (ii) 服務費按根據相關方訂立之合約所載條款及條件訂明之比率釐定。
- (iii) 購買按相關方互相協定的價格進行。
- (b) **與關聯方的其他交易**
截至2019年3月31日止年度，本集團向Pine Care Active收購宏倡的全部權益，代價為13,305,000港元。有關此項收購事項之進一步詳情載於財務報表附註31。
- (c) 本集團主要管理人員於年內的薪酬指財務報表附註9所披露之董事酬金。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

37. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

31 March 2020

Financial assets

Trade receivables	貿易應收款項
Financial asset at fair value through profit or loss	按公允價值計入損益的金融資產
Financial assets included in other receivables and other assets	計入其他應收款項及其他資產的金融資產
Due from a joint venture	應收一間合營企業款項
Cash and cash equivalents	現金及現金等價物

Financial liabilities

Trade payables	貿易應付款項
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債
Interest-bearing bank borrowings	計息銀行借款

37. 按分類劃分的金融工具

於報告期末，各金融工具分類的賬面值如下：

2020年3月31日

金融資產

Financial asset at fair value through profit or loss 按公允價值計入損益的金融資產 HK\$'000 千港元	Financial assets at amortised cost 按攤銷成本計量的金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
-	5,521	5,521
3,143	-	3,143
-	8,506	8,506
-	8,921	8,921
-	27,767	27,767
3,143	50,715	53,858

金融負債

Financial liabilities at amortised cost 按攤銷成本計量的金融負債 HK\$'000 千港元
2,029
18,340
599,251
619,620

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

37. FINANCIAL INSTRUMENTS BY CATEGORY

(Continued)

31 March 2019

Financial assets

Trade receivables	貿易應收款項
Financial asset at fair value through profit or loss	按公允值計入損益的金融資產
Financial assets included in other receivables and other assets	計入其他應收款項及其他資產的金融資產
Due from a joint venture	應收一間合營企業款項
Cash and cash equivalents	現金及現金等價物

Financial liabilities

Trade payables	貿易應付款項
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債
Interest-bearing bank borrowings	計息銀行借款

37. 按分類劃分的金融工具(續)

2019年3月31日

金融資產

Financial asset at fair value through profit or loss	Financial assets at amortised cost	Total
按公允值計入損益的金融資產	按攤銷成本計量的金融資產	總計
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
–	2,251	2,251
3,083	–	3,083
–	8,699	8,699
–	103	103
–	50,879	50,879
3,083	61,932	65,015

金融負債

Financial liabilities at amortised cost
按攤銷成本計量的金融負債
HK\$'000
千港元

1,992	1,992
18,951	18,951
593,516	593,516
614,459	614,459

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts of the Group's financial instruments, other than financial assets at fair value through profit or loss, are reasonably approximate to their fair values.

Management has assessed that the fair values of cash and cash equivalents, trade receivables, financial assets included in other receivables and other assets, an amount due from a joint venture, financial liabilities included in other payables and accruals and the current portion of interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer. The finance department analyses the measurements in the values of financial instruments and determines the major inputs applied in the valuation, which is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair values of the non-current portion of interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank borrowings as at 31 March 2020 and 2019 were assessed to be insignificant. The fair values of the non-current portion of interest-bearing bank borrowings approximated to their carrying amounts as at 31 March 2020 and 2019.

The fair value of the insurance asset measured at fair value through profit or loss is based on the cash surrender value less the surrender charge calculated and provided by the insurance company at the end of each reporting period. The Group paid an upfront premium for the policy and may surrender the policy at any time by making a request in written form to the insurance company and receive cash based on the then surrender value less the surrender charge of the policy. In the opinion of the Directors, the surrender value less the surrender charge of the policy provided by the insurance company is the best approximation of the fair value, which is categorised as level 3.

38. 金融工具的公允值及公允值等級

本集團的金融工具之賬面值，與其公允值合理相若，惟按公允值計入損益的金融資產除外。

管理層已評估現金及現金等價物、貿易應收款項、計入其他應收款項及其他資產的金融資產、應收一間合營企業款項、計入其他應付款項及應計費用的金融負債以及計息銀行借款的即期部分之公允值與其賬面值相若，主要由於該等工具於短期內到期。

本集團由財務經理主管的財務部負責確定金融工具公允值計量的政策及程序。財務經理直接向財務總監報告。財務部分析金融工具的價值計量並確定估值中所應用的主要輸入值，該估值由財務總監審核及批准。

金融資產及負債的公允值以該工具於自願交易方（而非強迫或清盤銷售）當前交易下的可交易金額入賬。

計息銀行借款非即期部分的公允值已使用條款、信貸風險及餘下年期相若的工具現時可得利率按貼現估計未來現金流量計算。經評估，於2020年及2019年3月31日，本集團因自身的計息銀行借款之違約風險而導致公允值出現的變動並不重大。於2020年及2019年3月31日，計息銀行借款非即期部分的公允值與其賬面值相若。

按公允值計入損益的保險資產之公允值按各報告期末解約金減保險公司計算及提供的退保費用計算。本集團已為該保單繳交首筆保費，可於任何時候向保險公司提出書面要求解除保單，並按當時的解約金減退保費用收取現金。董事認為，解約金減保險公司提供的退保費用為公允值的最佳近似值，被分類為第三級。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Asset measured at fair value:

As at 31 March 2020:

Financial asset at fair value through profit or loss

按公允值計入損益的金融資產

As at 31 March 2019:

Financial asset at fair value through profit or loss

按公允值計入損益的金融資產

The Group did not have any financial liabilities measured at fair values as at 31 March 2020 and 2019.

During the year, there was no transfer of fair value measurements between level 1 and level 2 and no transfer into or out of level 3 for both financial assets and financial liabilities (2019: Nil).

38. 金融工具的公允值及公允值等級(續)

下表列示本集團金融工具的公允值計量等級：

按公允值計量的資產：

於2020年3月31日：

於2019年3月31日：

Fair value measurement using 用於公允值計量之參數			
Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
活躍市場報價 (第一級)	重大可觀察 輸入數據 (第二級)	重大不可觀察 輸入數據 (第三級)	總計
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
-	-	3,143	3,143

Fair value measurement using 用於公允值計量之參數			
Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
活躍市場報價 (第一級)	重大可觀察 輸入數據 (第二級)	重大不可觀察 輸入數據 (第三級)	總計
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
-	-	3,083	3,083

於2020年及2019年3月31日，本集團並無任何按公允值計量之金融負債。

於本年度內，就金融資產及金融負債而言，第一級與第二級之公允值計量並無轉移，亦未有轉入第三級或自第三級轉出。(2019年：無)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise trade and other receivables and other assets, cash and bank balances, an amount due from a joint venture, trade and other payables and interest-bearing bank borrowings. The main purpose of these financial instruments is to raise finance for the Group's operations.

Management meets periodically to analyse and formulate measures to manage the Group's exposure to financial risks, including principally credit risk, interest rate risk and liquidity risk. The Group has no significant exposure to foreign currency risk. Generally, the Group employs a conservative strategy regarding its risk management.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

Maximum exposure and year-end staging

The tables below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March. The amounts presented are gross carrying amounts for financial assets.

39. 財務風險管理目標及政策

本集團的主要金融工具包括貿易及其他應收款項及其他資產、現金及銀行結餘、應收一間合營企業款項、貿易及其他應付款項以及計息銀行借款。該等金融工具主要用於向本集團的經營籌集資金。

管理層會定期分析及制定措施管理本集團所承擔之財務風險，主要包括信貸風險、利率風險及流動資金風險。本集團並無重大外匯風險。整體上，本集團在風險管理方面採取保守策略。

信貸風險

本集團僅與獲認可及信譽卓著的第三方交易。本集團的政策為所有擬按信貸條款進行交易的客戶均須接受信貸審核程序。此外，應收款項結餘均受到持續監控。

最高風險及年結階段

下表顯示基於本集團的信貸政策的信貸質素及最高信貸風險，主要基於逾期資料(除非其他資料可在毋須付出不必要成本或努力的情況下獲得)，及於3月31日的年結階段分類。所呈列金額指金融資產賬面總值。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 March 2020

Trade receivables	貿易應收款項
Financial assets included in other receivables and other assets	計入其他應收款項及其他資產的金融資產
Due from a joint venture	應收一間合營公司款項
Cash and cash equivalents	現金及現金等價物

As at 31 March 2019

Trade receivables	貿易應收款項
Financial assets included in other receivables and other assets	計入其他應收款項及其他資產的金融資產
Due from a joint venture	應收一間合營公司款項
Cash and cash equivalents	現金及現金等價物

39. 財務風險管理目標及政策(續)

信貸風險(續)

最高風險及年結階段(續)

於2020年3月31日

12-month ECLs 12個月預期 信貸虧損	Lifetime ECLs 全期預期信貸虧損				Total 總計 HK\$'000 千港元
	Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Simplified approach 簡化方法 HK\$'000 千港元	
	-	-	-	5,521	5,521
	8,506	-	-	-	8,506
	8,921	-	-	-	8,921
	27,767	-	-	-	27,767
	45,194	-	-	5,521	50,715

於2019年3月31日

12-month ECLs 12個月預期 信貸虧損	Lifetime ECLs 全期預期信貸虧損				Total 總計 HK\$'000 千港元
	Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Simplified approach 簡化方法 HK\$'000 千港元	
	-	-	-	2,251	2,251
	8,699	-	-	-	8,699
	103	-	-	-	103
	50,879	-	-	-	50,879
	59,681	-	-	2,251	61,932

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Interest rate risk

The Group's exposure to interest rate risk principally relates to the Group's bank loans which are based on the Hong Kong Interbank Offered Rate or the best lending rate. The Group mitigates the risk by monitoring closely the movements in interest rates and reviewing its banking facilities regularly. The Group has not used any interest rate swap to hedge its exposure to interest rate risk.

As at 31 March 2020, if the interest rates on borrowings had been 25 basis points higher/lower, which was considered reasonably possible by management, with all other variables held constant, the profit after tax for the year then ended would have been decreased/increased by approximately HK\$528,000 (2019: HK\$508,000) as a result of higher/lower interest expenses on bank borrowings.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of lease liabilities and bank loans. In addition, banking facilities have been put in place for contingency purposes.

39. 財務風險管理目標及政策(續)

利率風險

本集團所承擔之利率風險主要與本集團按香港銀行同業拆息或最優貸款利率計息的銀行貸款有關。本集團透過定期密切關注利率的變動及審閱其銀行融資降低風險。本集團並無使用任何利率掉期以對沖利率風險。

於2020年3月31日，倘借款利率按管理層認為可能合理增加／減少25個基點，而所有其他變數維持不變，則截至該日止年度除稅後溢利因銀行借款利息開支增加／減少而減少／增加約528,000港元(2019年：508,000港元)。

流動資金風險

本集團的目標為透過運用租賃負債及銀行貸款使資金在持續性與靈活性之間取得平衡。此外，本集團已進行銀行融資以備應急之用。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

As at 31 March 2020:

	On demand or within 1 year 按要求償還 或一年內 HK\$'000 千港元	In the second year 第二年 HK\$'000 千港元	3 to 5 years 三至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade payables 貿易應付款項	2,029	-	-	-	2,029
Lease liabilities 租賃負債	23,238	24,014	36,779	14,674	98,705
Other payables and accruals 其他應付款項及 應計費用	18,340	-	-	-	18,340
Interest-bearing bank borrowings 計息銀行借款	416,947	141,060	53,682	5,621	617,310
	460,554	165,074	90,461	20,295	736,384

As at 31 March 2019:

	On demand or within 1 year 按要求償還 或一年內 HK\$'000 千港元	In the second year 第二年 HK\$'000 千港元	3 to 5 years 三至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade payables 貿易應付款項	1,992	-	-	-	1,992
Other payables and accruals 其他應付款項及 應計費用	13,892	435	1,330	3,294	18,951
Interest-bearing bank borrowings 計息銀行借款	71,880	195,144	84,034	340,904	691,962
	87,764	195,579	85,364	344,198	712,905

39. 財務風險管理目標及政策(續)

流動資金風險(續)

於報告期末，本集團根據訂約未貼現付款的金融負債到期日概要如下：

於2020年3月31日：

於2019年3月31日：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group mainly relies on bank borrowings for financing its operations. The Group manages a gearing ratio being the total amount of interest-bearing bank borrowings less cash and cash equivalents divided by total assets. The gearing ratios as at the end of the reporting periods were as follows:

Interest-bearing bank borrowings (note 25)	計息銀行借款(附註25)
Less: Cash and cash equivalents	減：現金及現金等價物
Net debt	淨負債
Total assets	資產總額
Gearing ratio	資產負債比率

39. 財務風險管理目標及政策(續)

資本管理

本集團資本管理的主要目標為保障本集團持續經營的能力及維持健康的資本比率，以支持其業務及盡量提升股東價值。

本集團因應經濟情況變動管理並調整其資本結構。為了維持或調整資本結構，本集團可調整派付予股東的股息、向股東退還資本或發行新股。本集團主要依賴銀行借款為營運撥充資金。本集團的資產負債比率以計息銀行借款減現金及現金等價物除以資產總額計算。於報告期末的資產負債比率如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
599,251	593,516
(27,767)	(50,879)
571,484	542,637
943,378	844,746
60.6%	64.2%

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

40. 本公司財務狀況表

本公司於報告期末的財務狀況表資料如下：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
NON-CURRENT ASSET	非流動資產		
Investment in a subsidiary	於一間附屬公司的投資	—*	—*
Total non-current asset	非流動資產總額	—*	—*
CURRENT ASSETS	流動資產		
Cash and cash equivalents	現金及現金等價物	12	15
Due from a subsidiary	應收一間附屬公司款項	164,903	157,784
Total current assets	流動資產總額	164,915	157,799
Net assets	資產淨額	164,915	157,799
EQUITY	權益		
Issued capital	已發行股本	9,029	9,029
Reserves (note)	儲備(附註)	155,886	148,770
Total equity		164,915	157,799

* Less than HK\$1,000

* 少於1,000港元

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2020 2020年3月31日

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

40. 本公司財務狀況表(續)

附註：

本公司的儲備概要如下：

		Share premium account	Retained profits	Total
		股份溢價賬	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 April 2018	於2018年4月1日	148,770	-	148,770
Profit and total comprehensive income for the year	年度溢利及全面收入總額	-	15,168	15,168
Interim dividend	中期股息	-	(7,584)	(7,584)
Final dividend	末期股息	-	(7,584)	(7,584)
At 31 March 2019 and 1 April 2019	於2019年3月31日及 2019年4月1日	148,770	-	148,770
Profit and total comprehensive income for the year	年度溢利及全面收入總額	-	21,200	21,200
Interim dividend	中期股息	-	(7,042)	(7,042)
Final dividend	末期股息	-	(7,042)	(7,042)
At 31 March 2020	於2020年3月31日	148,770	7,116	155,886

41. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 June 2020.

41. 通過財務報表

本財務報表於2020年6月26日獲董事會通過及授權刊發。

FINANCIAL SUMMARY

財務概要

CONSOLIDATED RESULTS

綜合業績

		截至3月31日止年度 Year ended 31 March				
		2020	2019	2018	2017	2016
		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
Revenue	收益	217,363	186,782	170,688	177,286	172,749
Profit before tax from continuing operations	來自持續經營業務的除稅前溢利	17,122	15,150	18,915	17,387	31,105
Income tax expense	所得稅開支	(3,546)	(1,690)	(2,509)	(4,956)	(5,285)
Profit for the year from continuing operations	來自持續經營業務的年度溢利	13,576	13,460	16,406	12,431	25,820
Profit for the year	年度溢利	13,576	13,460	16,406	12,409	27,255
Attributable to:	應佔：					
Equity holders of the Company	本公司權益持有人	13,584	13,435	16,418	12,409	27,255
Non-controlling interests	非控股權益	(8)	25	(12)	-	-

CONSOLIDATED FINANCIAL POSITION

綜合財務狀況

		於3月31日 As at 31 March				
		2020	2019	2018	2017	2016
		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
Non-current assets	非流動資產	896,850	787,906	697,554	240,988	237,715
Current assets	流動資產	46,528	56,840	82,241	184,308	76,412
Current liabilities	流動負債	455,978	76,061	38,011	52,128	71,789
Total assets less current liabilities	總資產減流動負債	487,400	768,685	741,784	373,168	242,338
Non-current liabilities	非流動負債	280,749	561,604	533,665	164,959	178,419
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	200,253	200,208	203,231	208,209	63,919
Non-controlling interests	非控股權益	6,398	6,873	4,888	-	-
Total equity	權益總額	206,651	207,081	208,119	208,209	63,919
Net debt	淨債務	571,484	542,637	459,826	2,585	181,328
Gearing ratio	資產負債比率	61%	64%	59%	1%	58%

Note: Gearing ratio is measured by the net debt (representing interest-bearing bank borrowings net of cash and cash equivalents) over total assets (representing current assets and non-current assets).

附註：資產負債比率乃按淨債務（指計息銀行借款扣除現金及現金等價物）除以總資產（指流動資產及非流動資產）計量。



Pine Care Group Limited
松齡護老集團有限公司

