



**Alpha Professional Holdings Limited**

**阿爾法企業控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

*(於百慕達註冊成立的有限公司)*

**(Stock Code 股份代號: 948)**

*Annual Report*  
**2020** 年報

*\*For identification purpose only 僅供識別*

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# Board of Directors and Committees

## 董事會及委員會

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Xiong Jianrui (*Chairman*)  
Mr. Yi Peijian (*Chief Executive Officer*)  
Mr. Chen Zeyu (*appointed on 18 October 2019*)

#### Independent Non-executive Directors

Mr. Li Chak Hung (*appointed on 18 October 2019*)  
Mr. Choi Kin Man (*appointed on 1 March 2020*)  
Mr. Cui Songhe (*resigned on 3 May 2020*)  
Mr. Khoo Wun Fat William (*resigned on 1 March 2020*)  
Mr. Lin Tao (*resigned on 23 December 2019*)

### COMMITTEES

#### Audit Committee

Mr. Li Chak Hung (*Chairman*) (*appointed on 18 October 2019*)  
Mr. Choi Kin Man (*appointed on 1 March 2020*)  
Mr. Cui Songhe (*resigned on 3 May 2020*)  
Mr. Khoo Wun Fat William (*resigned on 1 March 2020*)  
Mr. Lin Tao (*resigned on 23 December 2019*)

#### Remuneration Committee

Mr. Xiong Jianrui  
Mr. Yi Peijian  
Mr. Chen Zeyu (*appointed on 18 October 2019*)  
Mr. Li Chak Hung (*appointed on 18 October 2019*)  
Mr. Choi Kin Man (*appointed on 1 March 2020*)  
Mr. Cui Songhe (*resigned on 3 May 2020*)  
Mr. Khoo Wun Fat William (*resigned on 1 March 2020*)  
Mr. Lin Tao (*resigned on 23 December 2019*)

#### Nomination Committee

Mr. Xiong Jianrui (*Chairman*)  
Mr. Yi Peijian  
Mr. Chen Zeyu (*appointed on 18 October 2019*)  
Mr. Li Chak Hung (*appointed on 18 October 2019*)  
Mr. Choi Kin Man (*appointed on 1 March 2020*)  
Mr. Cui Songhe (*resigned on 3 May 2020*)  
Mr. Khoo Wun Fat William (*resigned on 1 March 2020*)  
Mr. Lin Tao (*resigned on 23 December 2019*)

### 董事會

#### 執行董事

熊劍瑞先生 (*主席*)  
易培劍先生 (*行政總裁*)  
陳澤宇先生 (*於二零一九年十月十八日獲委任*)

#### 獨立非執行董事

李澤雄先生 (*於二零一九年十月十八日獲委任*)  
蔡健民先生 (*於二零二零年三月一日獲委任*)  
崔松鶴先生 (*於二零二零年五月三日辭任*)  
丘煥法先生 (*於二零二零年三月一日辭任*)  
林濤先生 (*於二零一九年十二月二十三日辭任*)

### 委員會

#### 審核委員會

李澤雄先生 (*主席*) (*於二零一九年十月十八日獲委任*)  
蔡健民先生 (*於二零二零年三月一日獲委任*)  
崔松鶴先生 (*於二零二零年五月三日辭任*)  
丘煥法先生 (*於二零二零年三月一日辭任*)  
林濤先生 (*於二零一九年十二月二十三日辭任*)

#### 薪酬委員會

熊劍瑞先生  
易培劍先生  
陳澤宇先生 (*於二零一九年十月十八日獲委任*)  
李澤雄先生 (*於二零一九年十月十八日獲委任*)  
蔡健民先生 (*於二零二零年三月一日獲委任*)  
崔松鶴先生 (*於二零二零年五月三日辭任*)  
丘煥法先生 (*於二零二零年三月一日辭任*)  
林濤先生 (*於二零一九年十二月二十三日辭任*)

#### 提名委員會

熊劍瑞先生 (*主席*)  
易培劍先生  
陳澤宇先生 (*於二零一九年十月十八日獲委任*)  
李澤雄先生 (*於二零一九年十月十八日獲委任*)  
蔡健民先生 (*於二零二零年三月一日獲委任*)  
崔松鶴先生 (*於二零二零年五月三日辭任*)  
丘煥法先生 (*於二零二零年三月一日辭任*)  
林濤先生 (*於二零一九年十二月二十三日辭任*)

# Corporate Information and Information for Shareholders

## 公司資料及股東資訊

### CORPORATE INFORMATION

#### Company Secretary

Mr. Chan Chun Hong (*appointed on 7 January 2020*)  
Mr. Kung Wai Chiu Marco (*resigned on 7 January 2020*)

#### Authorized Representatives

Mr. Xiong Jianrui  
Mr. Chan Chun Hong (*appointed on 7 January 2020*)  
Mr. Kung Wai Chiu Marco (*resigned on 7 January 2020*)

#### Auditor

Crowe (HK) CPA Limited  
9th Floor, Leighton Centre, 77 Leighton Road  
Causeway Bay, Hong Kong

#### Registered Office

Continental Building, 25 Church Street  
Hamilton, HM 12, Bermuda

#### Share Registrar

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

#### Legal Adviser

P. C. Woo & Co.  
Room 1225, 12th Floor, Prince's Building  
10 Chater Road, Central, Hong Kong

#### Principal Banker

Bank of China (Hong Kong) Limited  
Dah Sing Bank, Limited

### INFORMATION FOR SHAREHOLDERS

#### Stock Code

948

#### Principal Office

Room 1902, 19th Floor, Allied Kajima Building  
138 Gloucester Road, Wanchai, Hong Kong

#### Website

[www.hk-alpha.com](http://www.hk-alpha.com)

### 公司資料

#### 公司秘書

陳振康先生 (於二零二零年一月七日獲委任)  
孔維釗先生 (於二零二零年一月七日辭任)

#### 法定代表

熊劍瑞先生  
陳振康先生 (於二零二零年一月七日獲委任)  
孔維釗先生 (於二零二零年一月七日辭任)

#### 核數師

國富浩華 (香港)會計師事務所有限公司  
香港銅鑼灣  
禮頓道77號禮頓中心9樓

#### 註冊辦事處

Continental Building, 25 Church Street  
Hamilton, HM 12, Bermuda

#### 股份過戶登記處

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

#### 法律顧問

胡百全律師事務所  
香港中環  
遮打道10號太子大廈12樓1225室

#### 主要往來銀行

中國銀行 (香港)有限公司  
大新銀行有限公司

### 股東資訊

#### 股份代號

948

#### 主要辦事處

香港灣仔  
告士打道138號聯合鹿島大廈19樓1902室

#### 網址

[www.hk-alpha.com](http://www.hk-alpha.com)



# Chairman's Statement

## 主席報告

On behalf of the board of directors (the "Board") of Alpha Professional Holdings Limited (the "Company"), I present to you this annual report containing the annual results of the Company and its subsidiaries (the "Group") for the year ended 31 March 2020.

### FINANCIAL RESULTS

The revenue of the Group for the year ended 31 March 2020 from continuing operations was approximately HK\$147.9 million (2019: approximately HK\$351.4 million), representing a decrease of 57.9% compared to the previous year. The loss attributable to the owners of the Company (including continuing and discontinued operations) was approximately HK\$88.1 million (2019: profit attributable to the owners of the Company was approximately HK\$28.8 million). The basic loss per share (including continuing and discontinued operations) amounted to HK29.6 cents (2019: basic earnings per share HK10.9 cents).

### DIVIDEND

The Board has resolved not to recommend any final dividend for the year ended 31 March 2020 (2019: Nil).

The Company has not made any arrangement under which a shareholder of the Company (the "Shareholder(s)") has waived or agreed to waive any dividends.

### ANNUAL GENERAL MEETING

The annual general meeting of the Company (the "AGM") is scheduled to be held on Tuesday, 8 September 2020 and the notice of AGM will be published and issued to the Shareholders as required by the Listing Rules in due course.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 3 September 2020 to Tuesday, 8 September 2020, both days inclusive, during which period no transfer of shares of the Company (the "Shares") will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of the Shares should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited of level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 September 2020.

### OUTLOOK

In early 2020, the Coronavirus disease has swept over the world and many countries were on lockdown to prevent a widespread outbreak. The world economy is facing a retrogression. Under the economic recession, consumers have less disposable income and would inevitably reduce their expenditure on non-essential goods.

本人謹代表Alpha Professional Holdings Limited 阿爾法企業控股有限公司\*（「本公司」）董事會（「董事會」），向各位呈報本年報，內含本公司及其附屬公司（「本集團」）截至二零二零年三月三十一日止年度之全年業績。

### 財務業績

本集團截至二零二零年三月三十一日止年度來自持續經營業務之收入約為147.9百萬港元（二零一九年：約為351.4百萬港元），較去年減少57.9%。本公司股東應佔虧損（包括持續及已終止經營業務）約為88.1百萬港元（二零一九年：本公司股東應佔溢利約為28.8百萬港元）。每股基本虧損（包括持續及已終止經營業務）為29.6港仙（二零一九年：每股基本盈利10.9港仙）。

### 股息

董事會已議決，不建議就截至二零二零年三月三十一日止年度派發末期股息（二零一九年：無）。

本公司股東（「股東」）並無向本公司作出任何安排以放棄或同意放棄任何本公司之股息。

### 股東週年大會

本公司股東週年大會（「股東週年大會」）定於二零二零年九月八日（星期二）舉行，而股東週年大會通告將按上市規則之規定於適當時候公告並寄發予股東。

### 暫停辦理股份過戶登記

為釐定股東出席股東週年大會並於會上投票之資格，本公司將由二零二零年九月三日（星期四）至二零二零年九月八日（星期二）（包括首尾兩天）暫停辦理本公司股份（「股份」）過戶登記手續，在此期間股份過戶登記手續將不予辦理。為符合資格出席股東週年大會並於會上投票，未登記之股份持有人必須於二零二零年九月二日（星期三）下午四時三十分前將所有過戶文件連同有關股票送交本公司之股份過戶登記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）辦理過戶登記手續。

### 展望

二零二零年初，新型冠狀病毒疫情肆虐全球，許多國家封鎖國門，以防止疫情大範圍爆發。全球經濟正面臨衰退。在經濟衰退的背景下，消費者的可支配收入減少，並會不可避免地削減非必需品的支出。

Due to the advancement in 5G wireless communications network, wireless applications has become increasingly relevant to the development of mobile handset products, and various applications have been gradually integrated to mobile handsets. Major mobile handset operators around the world have been continuously making changes to the components and specifications of the mobile handsets. All these will pose significant challenges to manufacturers and processors of mobile handsets. In addition, over the past few years, mobile handsets manufacturers of a larger scale in mainland China have been speeding up its overseas expansion, which in turn affected the production costs of other small and medium scale mobile handset manufacturers. The centralisation of larger mobile handset brands in mainland China have directly impacted the sales in overseas market. After such centralisation, mobile handset brands have initiated price wars, and the manufacturers and processors of mobile handsets have gradually lost their competitive edge in the market. The development of the OEM and ODM products could only shift the focus towards the mid to low-end mobile handset markets, resulting in a decrease in profit margin in the industry. Moreover, the mobile handset brands have gradually achieved self-procurement of key materials, including chips, memories and screens, which reduced opportunities for manufacturers and processors of mobile handsets to secure profits through supply chain.

The mobile business of the Group is facing certain pressure from the adverse environment of existing market competition and expected economic downturn. In the future, the Group will embrace difficulties and continue to explore new projects and new resources while maintaining and exploring the current market, aiming to actively and continuously expand its foothold in the target markets including Southeast Asia, Africa, South America and Europe. Our subsidiaries which engage in the mobile business will also further strengthen its internal management, shorten the turnover time of the supply chain, increase income and reduce expenditure so as to overcome the external challenges.

Compared to the service industry or luxury products market, the Group's milk products business would face less pressure. Dairy products and milk powder products are typical consumption goods. In the past, the market performance of such products has remained stable and satisfactory, and so their future performance is to be anticipated for. The Group will seek to expand its milk products business in Asia markets, specifically the People's Republic of China market. The rising disposable income of Chinese residents has resulted in continuous improvement of people's living standards, Chinese consumers now pay more attention to product quality and safety. With the implementation of the "Universal Two-Child Policy", China's infant formula milk market, especially the demand for imported products, is expected to grow. The Group expects that in 2020, the Group's milk products business will achieve sustained growth in both existing and new markets by insisting on high product quality.

而隨著5G移動通信網絡發展，無線應用和手機產品開發的相關度大幅提高，各種應用軟體逐漸集成到手機上。全球各大手機運營商也不斷對手機的配置和要求做出改變。對於手機生產加工廠商來說將是一個很大的挑戰。加上近年來，中國國內規模較大的手機產品廠商加速向海外擴展建廠，從而對其他中小型的手機產品廠商的成本產生影響。內地大型手機品牌商的集中化直接影響了海外的銷量。手機品牌商在逐步集中後開打價格戰，手機生產加工廠商逐漸失去話語權。OEM、ODM的產品只能轉移針對中低端手機市場發展，引致行業利潤率下滑。此外，手機品牌商亦逐漸實行包括晶片、記憶體、螢幕等關鍵物料的自行採購，也降低了手機生產加工廠商通過供應鏈環節獲取利潤的機會。

在當前市場競爭及預期經濟下行的環境中，本集團的手機業務所面臨的壓力不小。未來，本集團將迎難而上，在維護和開拓現有市場的前提下，繼續尋求新項目及新資源，一如既往地積極擴大足跡至東南亞、非洲、南美洲、歐洲等目標市場。本集團從事手機業務的附屬公司亦會進一步加強內部管理，縮短供應鏈周轉時間及開源節流，應對外部挑戰。

與服務業或奢侈品市場相比，本集團奶類產品業務面臨的壓力較小。乳製品及奶粉產品乃標誌性消費品。過去，此類產品的市場表現一直保持穩定且令人滿意，因此此類產品的未來表現值得預期。本集團將尋求擴大其於亞洲市場的奶類產品業務，特別是中華人民共和國市場。中國居民可支配收入的日益增長已促進人民生活水平的不斷提高，故而中國消費者現在更加關注產品的質量及安全性。隨著「全面二孩政策」的實施，預期中國的嬰兒配方奶粉市場，特別是對進口產品的需求將增長。本集團預測，於二零二零年，本集團的奶類產品業務將藉由堅持產品高質量而於現有及新市場上實現可持續增長。

# Chairman's Statement

## 主席報告

### ACKNOWLEDGEMENT

On behalf of the Board, I would like to express my gratitude to the Company's management team and all staff for their continuous effort and contributions to the Group. Their excellence and commitment are of vital importance in enhancing the Company's sustainability. I also take this opportunity to extend my thanks to the Shareholders for their support and confidence in us.



**Xiong Jianrui**  
*Chairman and Executive Director*  
Hong Kong, 29 June 2020

### 致謝

本人謹此代表董事會，對本公司的管理團隊及全體員工對本集團的不懈努力和貢獻致以感謝。彼等的卓越表現及奉獻對提高本公司的可持續性至關重要。本人亦藉此機會感謝股東對我們的支持和信心。



**熊劍瑞**  
*主席兼執行董事*  
香港，二零二零年六月二十九日

\* 僅供識別



### FINANCIAL RESULTS

The revenue of Alpha Professional Holdings Limited (the “Company”) and its subsidiaries (the “Group”) for the year ended 31 March 2020 from continuing operations was approximately HK\$147.9 million (2019: approximately HK\$351.4 million), representing a decrease of 57.9% compared to the previous year. The loss attributable to the owners of the Company (including continuing and discontinued operations) was approximately HK\$88.1 million (2019: profit attributable to the owners of the Company was approximately HK\$28.8 million). The basic loss per share (including continuing and discontinued operations) amounted to HK29.6 cents (2019: basic earnings per share HK10.9 cents).

The Group recorded a significant loss for the year ended 31 March 2020 as compared to the net profit for the year ended 31 March 2019. Such loss was primarily attributable to: (i) a non-recurring loss of approximately HK\$54.2 million recognised for the disposal of Great Empire International Group Limited (“GE International”); (ii) a decline in the sales volume and average selling prices of the Group’s mobile handset products as compared to the previous year; and (iii) an impairment loss of approximately HK\$9.5 million recognised for trade receivables.

For the year ended 31 March 2020, the administrative expenses of the Group for continuing operations amounted to approximately HK\$30.8 million (2019: approximately HK\$23.2 million), representing an increase of 32.8% as compared to the previous year. This was mainly due to the increase of an impairment loss of trade receivables recognised in administrative expenses.

### BUSINESS REVIEW

The Group is engaged principally in the provision of mobile handset solution (the “Mobile Business”) and provision of biotechnology and biological gene technology technical services (the “Biological Business”) which was discontinued during the year ended 31 March 2020 after the completion of the unwinding of the acquisition of GE International. Since February 2020, the Group has also started to engage in the trading of milk powder and baby foods (the “Milk Products Business”) to diversify its revenue stream and bring additional revenue to the Group.

#### Mobile Business-Continuing operations

For the year ended 31 March 2020, India, Dubai, Vietnam, Bangladesh and South Africa continued to remain as the major markets of the Mobile Business. In recent years, the market competition in the mobile handset industry has become increasingly intense which has weakened the lebensraum of the small and medium-sized manufacturers and processors of mobile handsets. The fluctuations in the market environment, the changes in the international economic and political situation, and the outbreak of Coronavirus disease (“COVID-19”) worldwide in early 2020 have all impacted the operation and business of the Group’s Mobile Business in the year. Under this severe situation, the Mobile Business only secured a small number of smartphone orders in the first half of the year ended 31 March 2020 and few smartphone orders in the second half of the year ended 31 March 2020. The orders for the year ended 31 March 2020 were mainly concentrated on medium and low-end mobile phones with a low profit margin. The revenue of the Group’s Mobile Business for the year ended 31 March 2020 was approximately HK\$117.3 million (2019: approximately HK\$351.4 million), representing a drastic decrease of 66.6% as compared to the previous year. Regionally, the revenue of Mobile Business attributed from Hong Kong, Dubai and India have fallen by about 80% or more, respectively, as compared to the previous year.

### 財務業績

Alpha Professional Holdings Limited 阿爾法企業控股有限公司\*（「本公司」）及其附屬公司（「本集團」）截至二零二零年三月三十一日止年度來自持續經營業務之收入約為147.9百萬港元（二零一九年：約為351.4百萬港元），較去年減少57.9%。本公司股東應佔虧損（包括持續及已終止經營業務）約為88.1百萬港元（二零一九年：本公司股東應佔溢利約為28.8百萬港元）。每股基本虧損（包括持續及已終止經營業務）為29.6港仙（二零一九年：每股基本盈利10.9港仙）。

相對截至二零一九年三月三十一日止年度錄得淨利潤，本集團截至二零二零年三月三十一日止年度錄得重大虧損。該虧損主要由於：(i) 已確認出售大君國際集團有限公司（「大君國際」）之非經常性虧損約54.2百萬港元；(ii) 相較於去年，本集團手機產品的銷量及平均售價下降；及(iii) 就貿易應收款項確認減值虧損約9.5百萬港元。

截至二零二零年三月三十一日止年度，本集團持續經營業務的行政費用約為30.8百萬港元（二零一九年：約為23.2百萬港元），較去年增加32.8%。此乃主要由於在行政費用中確認的貿易應收款項減值虧損增加所致。

### 業務回顧

本集團主要從事提供手機解決方案（「手機業務」）以及提供生物科技及生物基因技術服務（「生物業務」），該業務在完成解除大君國際的收購後於截至二零二零年三月三十一日止年度終止。自二零二零年二月起，本集團亦開始從事奶粉及嬰兒食品貿易（「奶類產品業務」）以分散其收入來源並為本集團帶來額外收入。

#### 手機業務－持續經營業務

截至二零二零年三月三十一日止年度，印度、杜拜、越南、孟加拉和南非依舊是手機業務的主要市場。近年來，手機行業的市場競爭漸趨激烈，削弱了中小型手機生產加工廠廠商的生存空間。而市場環境波動、國際經濟及政治局勢變化以及二零二零年年初在全球爆發的新型冠狀病毒疫情（「COVID-19」）都對本集團手機業務年度內的經營及業務形成衝擊。正是在這種惡劣狀況下，手機業務截至二零二零年三月三十一日止年度的上半年只有少量的智能手機訂單，截至二零二零年三月三十一日止年度的下半年幾乎沒有智能手機訂單，截至二零二零年三月三十一日止年度訂單主要還是以利潤率較低之中低端功能手機為主。本集團手機業務截至二零二零年三月三十一日止年度之收入約為117.3百萬港元（二零一九年：約為351.4百萬港元），較去年大幅下跌66.6%。從地區看，來自香港、杜拜以及印度的手機業務收入與去年相比更各自下跌了約八成或以上。



# Management Discussion and Analysis

## 管理層討論與分析

### Milk Products Business – Continuing operations

As the Group expected that the Milk Products Business would become an opportunity, the Group acquired subsidiaries principally engaged in the trading of milk powder and baby foods in February 2020, with the initial business focus in cross-border milk powder trading in Australia, Hong Kong and the People's Republic of China (the "PRC"). During the period from the completion of the acquisition on 6 February 2020 to 31 March 2020, the Group's revenue and gross profit in its Milk Products Business were approximately HK\$30.6 million and approximately HK\$1.8 million, respectively and the reportable segment profit was approximately HK\$1.1 million. Looking forward, the management of the Group would continue to develop the Milk Products Business to bring more returns to the Group and shareholders of the Company (the "Shareholders").

### Biological Business – Discontinued operation

Subsequent to the completion of the acquisition of the 10,000 shares of GE International (the "Acquisition"), representing the entire issued share capital of GE International by the Company pursuant to the sale and purchase agreement dated 24 December 2018 (the "Sale and Purchase Agreement") and entered into among the Company (as purchaser), Starways Global Holding Inc. ("Starways Global") (as vendor) and Mr. Wang Bin ("Mr. Wang") (as guarantor) in respect of the Acquisition and in around June 2019, it came to the attention of the board (the "Board") of directors (the "Directors") of the Company that GE International failed to provide sufficient accounting records and incidental documents, which resulted in potential breaches by Starways Global and Mr. Wang of certain warranties and undertakings under the Sale and Purchase Agreement. As a result, a disclaimer of opinion has been issued by the auditor of the Company (the "Auditor") in the 2019 annual report of the Company in relation to the Acquisition for the year ended 31 March 2019 as the Auditor was unable to obtain reasonable assurance on the occurrence and existence, accuracy, valuations, rights and obligations, completeness, classification, disclosure and presentation of the transactions and the assets and liabilities related to GE International and its subsidiaries (the "GE Group") for the year ended 31 March 2019.

In order to safeguard the interest of the Company and its Shareholders as a whole, the Board considered that the best way was to unwind the Acquisition (the "Unwinding") by entering into the settlement agreement dated 17 September 2019 (the "Settlement Agreement"). Pursuant to the Settlement Agreement, (i) the Sale and Purchase Agreement shall be rescinded and void from its inception; (ii) all the 40,716,000 ordinary shares of the Company (the "Shares") shall be transferred by Starways Global to the Company for cancellation (the "Settlement Shares"); (iii) Starways Global shall pay to the Company the settlement cash in the amount of approximately HK\$18.8 million (the "Settlement Cash"); (iv) the Company shall transfer the 10,000 shares in GE International to Starways Global; and (v) each of the parties shall be discharged from all liability and/or further liability, demands, claims and proceedings arising out of or in connection with the Sale and Purchase Agreement. The completion of the Unwinding (the "Unwinding Completion") took place on 23 January 2020 after all the conditions precedent under the Settlement Agreement have been fulfilled. Details of the Unwinding were set out in the announcements of the Company dated 18 September 2019, 3 January 2020 and 24 January 2020, respectively and the circular of the Company dated 12 December 2019.

### 奶類產品業務 – 持續經營業務

本集團預期奶類產品業務將帶來機遇，故本集團於二零二零年二月收購主要從事奶粉及嬰兒食品貿易之附屬公司，並將集中其業務於澳洲、香港及中華人民共和國（「中國」）進行跨境奶粉業務。於二零二零年二月六日收購完成起至二零二零年三月三十一日之期間，本集團奶類產品業務的收入及毛利分別約為30.6百萬港元和約為1.8百萬港元及須予報告分部溢利約為1.1百萬港元。展望未來，本集團管理層將持續發展奶類產品業務，以為本集團及本公司股東（「股東」）帶來更多回報。

### 生物業務 – 已終止經營業務

於本公司根據日期為二零一八年十二月二十四日及由本公司為買方、星威國際控股有限公司（「星威國際」）為賣方及王斌先生（「王先生」）為擔保人就收購大君國際10,000股股份（即大君國際之全部已發行股本）（「收購事項」）訂立之買賣協議（「買賣協議」）完成收購事項後及於二零一九年六月前後，本公司董事（「董事」）會（「董事會」）注意到大君國際未能提供充分會計記錄及附帶文件，導致星威國際及王先生可能違反於買賣協議中若干保證及承諾。因此，本公司核數師（「核數師」）已於本公司截至二零一九年三月三十一日止年度之二零一九年度報告就有關收購事項出具了不發表意見，乃由於核數師無法就截至二零一九年三月三十一日止年度有關大君國際及其附屬公司（「大君集團」）的交易及資產及負債的發生及存在性、準確性、估值情況、權利及義務、完整性、分類、披露及呈列作出合理保證。

為保障本公司及其股東的整體利益，董事會認為訂立日期為二零一九年九月十七日之和解協議（「和解協議」）以解除收購事項（「解除事項」）為最佳方式。根據和解協議，(i)買賣協議自其訂立起已屬無效並應予撤銷；(ii)所有40,716,000股本公司普通股股份（「股份」）將由星威國際轉讓予本公司以作註銷（「和解股份」）；(iii)星威國際將向本公司支付和解現金約18.8百萬港元（「和解現金」）；(iv)本公司將向星威國際轉讓大君國際10,000股股份；及(v)各訂約方將解除由買賣協議引起或有關買賣協議之所有責任及／或進一步責任、要求、索償及訴訟。於達成和解協議之所有先決條件後，解除事項於二零二零年一月二十三日完成（「解除事項完成」）。解除事項之詳情分別載於本公司日期為二零一九年九月十八日、二零二零年一月三日及二零二零年一月二十四日之公告以及本公司日期為二零一九年十二月十二日之通函中。

The loss on disposal of GE International resulting from the Unwinding amounted to approximately HK\$54.2 million, which is calculated by the net of the book value of the GE Group as at the date of the Unwinding Completion and the fair value of the consideration received from the Settlement Cash together with the Settlement Shares valued at HK\$1.39 per Share, the closing price of the Shares on the date of Unwinding Completion.

For the year ended 31 March 2020, the loss attributable to owners of the Company from the discontinued operation of Biological Business amounted to approximately HK\$56.5 million which represented the results of the operation included in the profit and loss from 1 April 2019 to the date of the Unwinding Completion and the abovementioned loss on disposal of GE International.

### FINANCIAL REVIEW

#### Financial Resources, Liquidity and Capital Structure

The Group's capital expenditure, daily operations and investments during the year ended 31 March 2020 are mainly funded by cash generated from its operations and loan from a financial institution. The liquidity and financing requirements of the Group are reviewed on a regular basis. During the year ended 31 March 2020, the Group was granted a loan amounting to HK\$10.0 million from a financial institution.

As at 31 March 2020, the Group had current assets of approximately HK\$160.5 million (2019: approximately HK\$190.4 million) and current liabilities of approximately HK\$53.2 million (2019: approximately HK\$76.5 million). The liquidity of the Group as evidenced by the current ratio (current assets over current liabilities) was 3.02 times (2019: 2.49 times).

As at 31 March 2020, the Group maintained cash and bank balances of approximately HK\$27.9 million (2019: approximately HK\$34.4 million), of which 79.5% (2019: 53.6%) were denominated in Hong Kong dollars ("HK\$") or United States dollars ("US\$").

As at 31 March 2020, the Group had outstanding borrowing of HK\$10.0 million repayable within one year (2019: Nil). There was no outstanding borrowing repayable after one year (2019: Nil). The Group's outstanding borrowing was denominated in HK\$ and was charged with interest at the fixed rate.

解除事項導致出售大君國際之虧損約為54.2百萬港元，乃按大君集團於解除事項完成日期的賬面值減去以和解現金連同按每股1.39港元（即股份於解除事項完成日期的收市價）計值的和解股份所組成的所收取代價公平價值之淨額計算得出。

截至二零二零年三月三十一日止年度，已終止經營生物業務導致本公司股東應佔虧損約為56.5百萬港元，相當於自二零一九年四月一日起至解除事項完成日期止計入損益的經營業績及上述出售大君國際之虧損。

### 財務回顧

#### 財務資源、流動資金及資本架構

截至二零二零年三月三十一日止年度，本集團之資本開支、日常經營及投資主要來自其經營產生之現金及金融機構之貸款提供資金。本集團定期檢討其流動資金及財務需求。於截至二零二零年三月三十一日止年度，本集團已向一間金融機構借入貸款10.0百萬港元。

於二零二零年三月三十一日，本集團之流動資產約為160.5百萬港元（二零一九年：約為190.4百萬港元）及流動負債約為53.2百萬港元（二零一九年：約為76.5百萬港元）。本集團流動資金之流動比率（流動資產除以流動負債）為3.02倍（二零一九年：2.49倍）。

於二零二零年三月三十一日，本集團維持現金及銀行結餘約27.9百萬港元（二零一九年：約為34.4百萬港元），其中79.5%（二零一九年：53.6%）以港元（「港元」）或美元（「美元」）計值。

於二零二零年三月三十一日，本集團須於一年內償還之未償還借貸為10.0百萬港元（二零一九年：無）。概無未償還借貸須於一年後償還（二零一九年：無）。本集團之未償還借貸以港元計值，並以固定利率計息。

# Management Discussion and Analysis

## 管理層討論與分析

The Group's strategy was to maintain the gearing ratio at the lowest as possible. The gearing ratio (calculated by net debt over total equity) of the Group as at 31 March 2020 was as follows:

Total debt	負債總額
Less: cash and bank balances	減：現金及銀行結餘
Net debt	負債淨額
Total equity	權益總額
Gearing ratio	資產負債比率

本集團之策略為盡可能維持最低的資產負債比率。本集團於二零二零年三月三十一日之資產負債比率（通過負債淨額除以權益總額計算）如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
54,856	76,486
(27,908)	(34,421)
26,948	42,065
111,423	256,576
24.2%	16.4%

### Treasury Policy and Financial Management

The Group's treasury policy aims to ensure that (i) the funding requirements for capital commitments, investments and operations of the Group can be fulfilled; and (ii) liquidity can be managed to ensure that fund inflows are matched against all maturing repayment obligations to enhance cash flow management.

The Group aims to minimise its financial risk exposure. The Group's policy is not to engage in speculative derivative financial transactions and not to invest its existing capital resources in financial products with significant risks.

### Risk of Foreign Exchange Fluctuation

As the Group's cash and bank balances and transactions are mainly denominated in HK\$, Renminbi ("RMB"), Australian dollars and US\$, the Directors considered the Group was exposed to exchange risk. During the year ended 31 March 2020, the Group did not use any financial instruments for hedging purpose and the Group did not have any hedging instruments outstanding as at 31 March 2020.

The Group will monitor closely the exchange rate risk arising from the Group's existing operations and potential new investments in the future, and will implement necessary hedging arrangement to mitigate any significant foreign exchange risks when and if appropriate.

### Charge on Group Assets

As at 31 March 2020, the Group did not have any charges on its assets (2019: Nil).

### 財資政策及財務管理

本集團的財資政策旨在確保能夠(i)滿足本集團資本承擔、投資及運營的資金需求；及(ii)能夠管理流動資金，以確保調配資金流入以支付所有到期還款之責任，加強現金流量管理。

本集團旨在最大限度地減低其財務風險。本集團政策為不從事投機性衍生金融交易，亦不將現有資本資源投資於具有重大風險之金融產品。

### 外匯波動風險

由於本集團之現金及銀行結餘以及交易主要以港元、人民幣（「人民幣」）、澳元及美元計值，董事認為本集團面臨外匯風險。於截至二零二零年三月三十一日止年度，本集團並無使用任何金融工具作對沖用途，而於二零二零年三月三十一日並無任何未償還之對沖工具。

本集團將密切監察本集團現有業務及未來潛在新投資產生的匯率風險，並將於適當時實施必要的對沖安排以減輕任何重大外匯風險。

### 本集團資產抵押

於二零二零年三月三十一日，本集團並無就其資產作任何抵押（二零一九年：無）。



### Contingent Liabilities

The Group had no contingent liability as at 31 March 2020 (2019: Nil).

### Material Capital Commitments

The Group had no material capital commitments as at 31 March 2020 (2019: Nil).

### Material Acquisitions and Disposals

The Company entered into the Settlement Agreement on 17 September 2019 to unwind the Acquisition of GE International. The Unwinding Completion took place on 23 January 2020 and the Company disposed of the entire equity interests in GE International. Details of the disposal were set out in the section headed “Biological Business – Discontinued operation”.

On 6 February 2020, the Group completed the acquisition of the entire issued share capital of Golden Ant Investment Limited, the subsidiaries of which are engaged in the Milk Products Business, for a consideration of HK\$3.5 million.

Save as disclosed above, the Group had no other material acquisitions and disposal of subsidiaries, associates or joint ventures for the year ended 31 March 2020.

### Event after the End of the Reporting Period

Details regarding the event after the end of the reporting period are set out in note 37 to the consolidated financial statements.

### LITIGATION UPDATE

On 7 May 2019, the Company received an enforcement notice ((2018)粵03執2033號) dated 29 April 2019 (the “2019 Enforcement Notice”) and an enforcement judgment ((2018)粵03執2033號之二) dated 28 April 2019 (the “2019 Enforcement Judgment”) issued by the Shenzhen Intermediate People’s Court of Guangdong Province (the “Court”) of the PRC in relation to, among other things, the following ruling:

- (a) the application made by 深圳市楚潤實業有限公司 (the “Applicant”) to compulsorily enforce a judgment ((2014)深中法涉外初字第190號) (the “2014 Judgment”) issued by the Court against 深圳市杰特電信控股有限公司 (Zeus Telecommunication Technology Holdings Limited) (“Zeus”) and 統慶通信設備(深圳)有限公司 (“Tong Qing”), each a former indirect wholly-owned subsidiary of the Company and the Company (collectively, the “Relevant Parties”) was allowed; and
- (b) assets with the equivalent value of the sum of approximately RMB41.1 million and the interest accrued thereon, costs of the said application, enforcement costs, etc. of the Relevant Parties were to be seized and frozen or transferred to the Applicant.

### 或然負債

本集團於二零二零年三月三十一日並無或然負債(二零一九年:無)。

### 重大資本承擔

本集團於二零二零年三月三十一日並無重大資本承擔(二零一九年:無)。

### 重大收購及出售

本公司於二零一九年九月十七日訂立和解協議以解除大君國際的收購事項。解除事項完成已於二零二零年一月二十三日作實及本公司已出售大君國際的全部股權。有關是項出售之詳情載於「生物業務—已終止經營業務」一節。

於二零二零年二月六日,本集團完成收購金蟻投資有限公司(其附屬公司從事奶類產品業務)全部已發行股本,代價為3.5百萬港元。

除上文所披露者外,本集團於截至二零二零年三月三十一日止年度並無任何其他重大收購及出售附屬公司、聯營公司或合營企業。

### 報告期結束後事項

有關報告期結束後事項之詳情載於綜合財務報表附註37。

### 訴訟的最新情況

於二零一九年五月七日,本公司收到中國廣東省深圳市中級人民法院(「法院」)發出的日期為二零一九年四月二十九日的執行通知書((2018)粵03執2033號)(「二零一九年執行通知書」)及日期為二零一九年四月二十八日的執行判決((2018)粵03執2033號之二)(「二零一九年執行判決」),內容有關(其中包括)如下裁決:

- (a) 允許深圳市楚潤實業有限公司(「申請人」)提出的強制執行法院針對深圳市杰特電信控股有限公司(「杰特」)及統慶通信設備(深圳)有限公司(「統慶」)(各自均為本公司前間接附屬公司)以及本公司(統稱「相關方」)發出的判決((2014)深中法涉外初字第190號)(「二零一四年判決」)之申請;及
- (b) 相關方的等值總額約人民幣41.1百萬元的資產及就此應計利息、所述申請費用、執行費用等將遭扣押及凍結或轉讓予申請人。



# Management Discussion and Analysis

## 管理層討論與分析

On 4 May 2020, the Company received an enforcement notice ((2020)粵03執恢150號) dated 29 April 2020 (the “2020 Enforcement Notice”) and two enforcement judgments ((2020)粵03執恢150號 and (2020)粵03執恢150號之一) dated 28 April 2020 and 29 April 2020, respectively (the “2020 Enforcement Judgments”), in relation to, among other things, the following:

- (a) an application (the “Application”) has been made by 熊艷麗 (Ms. Xiong Yanli\*, “Ms. Xiong”) to the Court to:
  - (i) replace the Applicant with Ms. Xiong as the new applicant in the 2019 Enforcement Notice and the 2019 Enforcement Judgment; and
  - (ii) resume the relevant enforcement procedures under the 2019 Enforcement Notice and the 2019 Enforcement Judgment;
- (b) the Application was made as a result of an assignment by the Applicant of all its rights under the 2019 Enforcement Notice, the 2019 Enforcement Judgment and the 2014 Judgment to Ms. Xiong; and
- (c) the Application has been approved by the Court on 28 April 2020 and 29 April 2020.

As advised by the PRC legal advisers to the Company, the Application and in turn the issue of the 2020 Enforcement Notice and the 2020 Enforcement Judgments, which resulted from the assignment of the rights under the 2019 Enforcement Notice, the 2019 Enforcement Judgment and the 2014 Judgment, would not incur any additional liability to be borne by the Company under the 2019 Enforcement Notice and the 2019 Enforcement Judgment (if any).

The 2014 Judgment happened prior to the resumption of trading of the Shares on the Stock Exchange on 30 November 2017 (the “Resumption”) and Zeus and Tong Qing ceased to be subsidiaries of the Company prior to the Resumption. As at 31 March 2020, the Company has made an appeal against the 2019 Enforcement Notice and the 2019 Enforcement Judgment, and none of the assets of the Company has been seized or frozen. Details of the receipt of these enforcement notices were set out in the announcements of the Company dated 10 May 2019 and 11 May 2020, respectively.

As advised by the Hong Kong legal adviser to the Company, in the event that Ms. Xiong applies to enforce these PRC judgements in Hong Kong after such judgements had become final, the Company may attempt to raise objection and seek to oppose or set aside the registration of such PRC judgements. Given that successful registration will allow Ms. Xiong to circumvent the terms of the scheme of arrangement for the Company (which has previously been sanctioned by the Hong Kong court), the Hong Kong legal adviser is optimistic that it is more likely than not that in light of an objection on this basis, the Hong Kong court will refuse or set aside the registration of the PRC judgements.

於二零二零年五月四日，本公司收到日期為二零二零年四月二十九日的一份執行通知書((2020)粵03執恢150號)（「二零二零年執行通知書」）及日期分別為二零二零年四月二十八日及二零二零年四月二十九日的兩份執行判決((2020)粵03執恢150號及(2020)粵03執恢150號之一)（「二零二零年執行判決」），內容有關（其中包括）以下各項：

- (a) 熊艷麗女士（「熊女士」）已向法院申請（「申請事項」）：
  - (i) 將申請人替換為熊女士以作為二零一九年執行通知書及二零一九年執行判決的新申請人；及
  - (ii) 恢復二零一九年執行通知書及二零一九年執行判決的相關執行程序；
- (b) 作出申請事項的原因為申請人已將其於二零一九年執行通知書、二零一九年執行判決及二零一四年判決項下的全部權利轉讓予熊女士；以及
- (c) 法院已於二零二零年四月二十八日及二零二零年四月二十九日批准申請事項。

誠如中國法律顧問告知本公司，申請事項及因而發出之二零二零年執行通知書及二零二零年執行判決乃由於轉讓二零一九年執行通知書、二零一九年執行判決及二零一四年判決項下的權利所引起，將不會引致須由本公司根據二零一九年執行通知書及二零一九年執行判決承擔的任何額外責任（如有）。

二零一四年判決乃於股份於二零一七年十一月三十日在聯交所恢復買賣（「復牌」）前發生，而杰特及統慶於復牌前已不再為本公司附屬公司。截至二零二零年三月三十一日，本公司已就二零一九年執行通知書及二零一九年執行判決提起上訴，且本公司資產概無遭到扣押或凍結。有關收到該等執行通知書的詳情分別載於本公司日期為二零一九年五月十日及二零二零年五月十一日的公告。

誠如香港法律顧問告知本公司，倘熊女士於有關判決成為最終判決後在香港申請執行該等中國判決，本公司可試圖提出異議並尋求反對或撤銷有關中國判決的登記。鑒於有關成功登記將使得熊女士能規避本公司安排計劃（過往已獲香港法院批准）的條款，以此基礎上提出反對意見，香港法律顧問對於香港法院很有可能拒絕或擱置有關中國判決的登記持樂觀態度。

### EMPLOYEES

As at 31 March 2020, the Group had 34 (2019: 178) employees. The net decrease in the number of employees is mainly due to the disposal of the GE Group. Total staff cost from continuing operations, including Directors' emoluments, amounted to approximately HK\$10.0 million (2019: approximately HK\$11.9 million) was incurred during the year ended 31 March 2020. The Group maintains a policy of paying competitive remuneration. Remuneration of employees which included salary and discretionary performance bonus are decided with reference to the results of the Group, the market level as well as individual performance and contributions. Remuneration packages (including performance bonus) are reviewed on a regular basis.

Details of the Directors' emoluments and the individuals with highest emoluments are set out in notes 10 and 11 to the consolidated financial statements.

The Company has adopted a share option scheme, details of which are set out in note 31 to the consolidated financial statements. Such scheme has expired on 10 February 2020.

### CORPORATE STRATEGIES

The Group is dedicated to maximising Shareholders' values through persistent improvement in its business performance and commitment to its core values, which emphasises on fulfilling social responsibilities, satisfying customers' needs, and promoting employees' development.

The Group aims to sustain the development of its Mobile Business by continuing to explore business opportunities in the communication technology industry and to strengthen its competitive edge in telecommunication products and solutions. Meanwhile, the Group will devote more effort in developing the Milk Products Business as its new growth point.

### THE DISCLAIMER OF OPINION ISSUED BY AUDITOR

#### Reason for Issuing of the Disclaimer of Opinion and the Impact on the Financial Position

After the acquisition of the GE Group whose principal activity was engaged in the Biological Business, the Auditor issued a disclaimer of opinion (the "2019 Disclaimer Opinion") in the consolidated financial statements of the Group for the year ended 31 March 2019 because:

- (a) the Auditor was unable to perform practicable audit procedures to verify the inconsistencies in the documents and information available, and to carry out satisfactory audit procedures to obtain reasonable assurance regarding the occurrence, completeness and accuracy of the revenue of the Biological Business, and the corresponding trade receivables balances of HK\$14.8 million as at 31 March 2019;

### 僱員

於二零二零年三月三十一日，本集團有34名（二零一九年：178名）僱員。僱員人數淨減少之主要原因為出售大君集團。於截至二零二零年三月三十一日止年度，來自持續經營業務的僱員成本總額（包括董事酬金）約為10.0百萬港元（二零一九年：約11.9百萬港元）。本集團維持具競爭力之薪酬政策。僱員薪酬包括薪金及酌情表現花紅，乃經參考本集團之業績、市場水平以及僱員個別表現和貢獻而釐定。本集團定期檢討包括表現花紅在內之薪酬待遇。

董事酬金及最高酬金之個別人士詳情載於綜合財務報表附註10及11。

本公司已採納購股權計劃，詳情載於綜合財務報表附註31。該計劃已於二零二零年二月十日屆滿。

### 企業策略

本集團透過持續提升業務表現及恪守其重視履行社會責任、滿足客戶需求及促進僱員發展的核心價值觀，致力於為股東創造最大價值。

本集團旨在藉助持續開拓通訊技術行業之商機及強化其於通訊產品及解決方案之競爭優勢以維持其手機業務之發展。同時，本集團將加大力度發展奶類產品業務，以此作為新的增長點。

### 由核數師所出具之不發表意見

#### 出具不發表意見之原因及財務狀況之影響

於收購主要業務為從事生物業務的大君集團後，核數師於本集團截至二零一九年三月三十一日止年度之綜合財務報表內出具不發表意見（「二零一九年不發表意見」），原因為：

- (a) 核數師未能進行切實可行的審核程序，以驗證其所獲得的文件及資料的一致性，及未能進行令人信納的審核程序，以取得生物業務收入及相應於二零一九年三月三十一日貿易應收款項結餘14.8百萬港元的發生、完整性及準確性的合理核證；

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- (b) in relation to the intangible assets and goodwill arising from the Acquisition of the GE Group, which amounted to approximately HK\$110.9 million and approximately HK\$48.4 million, respectively, the Auditor was unable to assess whether the fair values as at the acquisition date and the recoverable amount of these assets as at 31 March 2019 are reliably measured. There are no alternative audit procedures that the Auditor could perform to satisfy itself as to whether the carrying amounts of the intangible assets and goodwill, the associated amortisation expenses attributed to the intangible assets and tax relating to the Biological Business were free from material misstatement; and
- (c) due to the inconsistencies in the documents and information provided as described above, there were no alternative audit procedures the Auditor could perform to satisfy itself as to the occurrence and existence, accuracy, valuations, rights and obligations, completeness, classification, disclosure and presentation of the transactions for the year ended 31 March 2019 and the assets and liabilities related to the Biological Business as at 31 March 2019, and accordingly, the Auditor was not able to obtain sufficient appropriate audit evidence to determine whether any adjustments to the consolidated financial statements as at and for the year ended 31 March 2019 were necessary.
- (b) 有關收購大君集團所產生的無形資產及商譽分別約110.9百萬港元及約48.4百萬港元，核數師未能評估於收購日期之公平價值及於二零一九年三月三十一日該等資產之可收回金額是否經可靠計量。概無核數師可進行之替代審核程序以讓其信納無形資產及商譽之賬面值、無形資產應佔相關攤銷開支及與生物業務相關的稅項並無重大失實陳述；及
- (c) 由於上文所述獲提供文件及資料的不一致性，概無核數師可進行之替代審核程序以讓其信納截至二零一九年三月三十一日止年度的交易以及與二零一九年三月三十一日之生物業務有關的資產及負債的發生和存在性、準確性、估值情況、權利及義務、完整性、分類、披露及呈列。因此，核數師無法取得足夠合適的審核證據，以釐定於二零一九年三月三十一日及截至該日止年度綜合財務報表的任何調整是否屬必要。

In performing the audit of the consolidated financial statements of the Group for the year ended 31 March 2020, with the carrying effect of the 2019 Disclaimer Opinion, the Auditor was unable to obtain sufficient appropriate audit evidence to satisfy itself as to whether the opening balances of assets, liabilities and reserves of the Group as at 1 April 2019 and the corresponding figures were fairly stated which were carried forward.

During the year ended 31 March 2020, the Board decided to unwind the Acquisition by disposing of GE International, and as a result, the Group recognised a loss on disposal of subsidiaries of approximately HK\$54.2 million for the year ended 31 March 2020. Together with the loss of approximately HK\$2.4 million for the year ended 31 March 2020 reported by the Biological Business, the loss from discontinued operation of Biological Business amounted to HK\$56.5 million.

Although GE International has been disposed of in the year ended 31 March 2020, due to the inconsistencies in the documents and information provided as described above, there were no alternative audit procedures the Auditor could perform to satisfy itself as to the occurrence and existence, accuracy, valuations, rights and obligations, completeness, classification, disclosure and presentation of the transactions for the year ended 31 March 2020 and the assets and liabilities related to the Biological Business as at the date of disposal. As a result, the Auditor was unable to carry out satisfactory audit procedures to obtain reasonable assurance regarding the completeness, accuracy and valuation in respect of the loss from discontinued operation for the year ended 31 March 2020, and the Auditor has issued the disclaimer of opinion on the Group's consolidated financial statements for the year ended 31 March 2020 (the "2020 Disclaimer Opinion").

於審核本集團截至二零二零年三月三十一日止年度的綜合財務報表時，受二零一九年不發表意見之延伸影響，核數師未能取得充足合適的審核證據以使其信納被轉結本集團於二零一九年四月一日的資產、負債及儲備之期初結餘及相應數字是否已公允地列報。

於截至二零二零年三月三十一日止年度，董事會決定通過出售大君國際解除收購事項，因此本集團確認截至二零二零年三月三十一日止年度出售附屬公司虧損約54.2百萬港元。連同生物業務呈報截至二零二零年三月三十一日止年度之虧損約2.4百萬港元，來自已終止經營生物業務之虧損為56.5百萬港元。

儘管大君國際已於截至二零二零年三月三十一日止年度被出售，由於上文所述獲提供文件及資料的不一致性，概無核數師可進行之替代審核程序，以讓其信納截至二零二零年三月三十一日止年度的交易及於出售日期有關生物業務之資產及負債的發生和存在性、準確性、估值情況、權利和義務、完整性、分類、披露及呈列。因此，核數師未能進行滿意的審核程序，以就於截至二零二零年三月三十一日止年度已終止經營業務之虧損之完整性、準確性及估值情況取得合理核證，及核數師已就本集團截至二零二零年三月三十一日止年度之綜合財務報表出具不發表意見（「二零二零年不發表意見」）。



### Position of the Management and the Audit Committee

As the GE Group ceased to be subsidiaries of the Group upon completion of the disposal of GE International in the year ended 31 March 2020, the Group will not continue to carry out the Biological Business for the year ending 31 March 2021. Therefore the management of the Company is of the view that the 2020 Disclaimer Opinion would not be carried forward to the year ending 31 March 2021. Instead, as advised by the Auditor, and concurred by the management of the Company, for the year ending 31 March 2021, an “except for” qualified opinion for the corresponding figures and comparative financial statements for the year ended 31 March 2020 under the Hong Kong Standard on Auditing 710 “Comparative Information – Corresponding Figures and Comparative Financial Statements” (the “2021 Except For Qualified Opinion”) would be issued, which was related to the loss on discontinued operations of the Biological Business of HK\$54.2 million recognised in the year ended 31 March 2020 and merely shown as corresponding figures and comparative financial statements in the consolidated financial statements of the Group for the year ending 31 March 2021. It is expected that the 2021 Except For Qualified Opinion would not be carried forward to the consolidated financial statements of the Group for the year ending 31 March 2022. The audit committee of the Company has reviewed and agreed with the management’s position.

### Plans to Address the Issue

Back in September 2019, the Board decided to unwind the Acquisition by disposing of GE International in order to safeguard the interest of the Company and its Shareholders as a whole and to address the 2019 Disclaimer Opinion. Although the Auditor issued the 2020 Disclaimer Opinion, it is expected that only the 2021 Except For Qualified Opinion would be issued in the consolidated financial statements of the Group for the year ending 31 March 2021, which arises from the loss on discontinued operations of the Biological Business recognised for the year ended 31 March 2020 and merely shown as corresponding figures and comparative financial statements in the consolidated financial statements of the Group for the year ending 31 March 2021. It is considered that unwinding the Acquisition by disposing of GE International (which has been completed during the year ended 31 March 2020) is the final step for the Company to address the issues from the Biological Business, and save for the disposal, the Company has no further plans to address the 2020 Disclaimer Opinion.

### 管理層及審核委員會的立場

由於在截至二零二零年三月三十一日止年度出售大君國際完成後，大君集團不再為本集團的附屬公司，故本集團截至二零二一年三月三十一日止年度將不會繼續開展生物業務。因此，本公司管理層認為二零二零年不發表意見將不會轉結至截至二零二一年三月三十一日止年度。取而代之，核數師建議並獲本公司管理層認同，於截至二零二一年三月三十一日止年度，將根據香港審計準則第710號「比較資料－相應數據及比較財務報表」就截至二零二零年三月三十一日止年度的相應數字及比較財務報表發出備有「除外」意見之保留意見（「二零二一年除外保留意見」），該意見與於截至二零二零年三月三十一日止年度確認已終止經營生物業務之虧損54.2百萬港元有關，並僅將於本集團截至二零二一年三月三十一日止年度的綜合財務報表內呈列為相應數字及比較財務報表。預計二零二一年除外保留意見將不會轉結至本集團截至二零二二年三月三十一日止年度的綜合財務報表。本公司審核委員會已審閱並同意管理層的立場。

### 解決問題的計劃

於二零一九年九月，董事會決定透過出售大君國際解除收購事項，以保障本公司及其股東的整體利益並解決二零一九年不發表意見。儘管核數師出具了二零二零年不發表意見，預計於本集團截至二零二一年三月三十一日止年度的綜合財務報表內僅會刊發二零二一年除外保留意見，該意見乃因於截至二零二零年三月三十一日止年度確認已終止經營生物業務之虧損而產生，並僅將於本集團截至二零二一年三月三十一日止年度的綜合財務報表內呈列為相應數字及比較財務報表。本公司認為，透過出售大君國際（已於截至二零二零年三月三十一日止年度完成）解除收購事項乃本公司解決生物業務所產生的問題的最後階段，除出售事項外，本公司並無解決二零二零年不發表意見的進一步計劃。



# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS DEVELOPMENT

The year ended 31 March 2020 was full of challenges for the Group.

Internally, in around June 2019, it came to the attention of the Group that GE International failed to provide sufficient accounting records and incidental documents, and on 17 September 2019, in order to safeguard the interest of the Company and its Shareholders as a whole, the Settlement Agreement was entered into to unwind the Acquisition of GE International. The Unwinding was completed on 23 January 2020. The Group is required to recognise loss on the disposal of subsidiaries of approximately HK\$54.2 million in the consolidated profit or loss during the year ended 31 March 2020 due to the Unwinding. The loss is primarily attributable to the fact that, according to the current accounting standards, the Company is required to account for the values of the Shares issued for the Acquisition (being HK\$2.30 per Share, the closing price of the Shares on 29 January 2019) and the values of the Shares repurchased for the Unwinding based on the market prices of the Shares on their respective trading days (being HK\$1.39 per Share on 23 January 2020).

Externally, the Sino-US trade dispute, the social unrest in Hong Kong, and the rapid spread of COVID-19 around the globe in the beginning of 2020, have adversely affected the economy of Hong Kong, mainland China and the world. During the year ended 31 March 2020, the operations of the Group were inevitably affected by these events. The Mobile Business of the Group had been affected by the uncertainties of the Sino-US trade dispute and the social unrest in Hong Kong in the first half of the financial year, resulting in a decrease in the sales orders of the Mobile Business. In the second half of the financial year, the outbreak of COVID-19 had further worsened the performance of the Mobile Business.

The Group's business strategy has been to (i) reinforce the existing business foundation; (ii) actively explore business opportunities in the communication technology industry; (iii) strengthen the Group's competitive edge in telecommunication products and solutions; and (iv) actively seek opportunities of business development and diversification. However, the consumer electronics market is highly sensitive to global economic changes.

The dairy products and milk powder products market is less sensitive to such global economic changes and has maintained a stable performance over the past. In February 2020, the Company has acquired Golden Ant Investment Limited, the subsidiaries of which are principally engaged in the trading of milk powder and baby foods. This acquisition marks the beginning of the Group's expansion in the Milk Products Business. Although the acquired group has a relatively small business scale, the Group is confident that the Milk Products Business will contribute more returns to the Group and its Shareholders in the future. The Group is keen to invest time and effort in its Milk Products Business, and to drive forward the Group's overall business performance.

\* For identification purpose only

### 業務發展

截至二零二零年三月三十一日止年度是本集團充滿挑戰的一年。

內部·本集團自二零一九年六月前後開始注意到大君國際未能提供充分會計記錄及附帶文件·及至於二零一九年九月十七日為保障本公司及其股東的整體利益而訂立和解協議以解除對大君國際的收購事項·解除事項於二零二零年一月二十三日完成。本集團需因解除事項而於截至二零二零年三月三十一日止年度在綜合損益中確認約54.2百萬港元的出售附屬公司虧損·該虧損大部份源於因應現行會計準則之要求本公司需要就因收購事項所發行的股份價值(即二零一九年一月二十九日的收市價每股2.30港元)及因解除事項所回購的股份價值按股份在各自交易日的市價(即二零二零年一月二十三日的每股1.39港元)計值入賬。

外部·先有中美貿易爭端·之後出現香港社會動蕩·再到二零二零年初COVID-19肆虐全球。這些事件都在影響香港、中國內地以致全球經濟。於截至二零二零年三月三十一日止年度·本集團的業務亦不可避免地受到這些事件所影響。本集團手機業務在上半財政年度已受中美貿易爭端的不明朗因素及香港社會動蕩所影響·導致手機業務銷售訂單有所減少。下半財政年度加上COVID-19疫情·對手機業務業績是雪上加霜。

本集團一直以來的業務策略為(i)鞏固現有業務基礎；(ii)積極探索通訊技術行業的業務機會；(iii)強化本集團於通訊產品及解決方案之競爭優勢；及(iv)積極尋求業務發展及多元化的機遇。然而·消費電子產品市場對全球經濟的變化非常敏感。

乳製品和奶粉產品市場對有關全球經濟變化的敏感度較低·過往保持穩定表現。於二零二零年二月·本公司收購金蟻投資有限公司(其附屬公司主要從事奶粉及嬰兒食品貿易)·為本集團進入從事奶類產品業務踏出第一步。雖然被收購集團現有規模較小·但本集團相信奶類產品業務未來將為本集團及其股東貢獻更多回報。本集團熱衷於在其奶類產品業務投入時間及精力·以推動本集團整體業務表現。

\* 僅供識別

The Company is committed to enhancing the standards of corporate governance of the Company and its subsidiaries (collectively the “Group”) in order to safeguard the long-term interests of shareholders of the Company (the “Shareholders”), customers and employees of the Company. The board (the “Board”) of directors (the “Director(s)”) of the Company continues to monitor and review the corporate governance practices as adopted and strives to meet the rising expectations of the Shareholders and fulfil the commitment to maintain high standards of corporate governance which delivers long-term success of the Group.

### COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has complied with all applicable code provisions of the Corporate Governance Code (the “CG Code”) as set out 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”) throughout the year ended 31 March 2020.

#### Events After the Reporting Period

Following the resignation of Mr. Cui Songhe as an independent non-executive Director, who ceased to act as the chairman of the remuneration committee (the “Remuneration Committee”) and a member of each of the audit committee (the “Audit Committee”) and nomination committee (the “Nomination Committee”) of the Company with effect from 3 May 2020, the number of independent non-executive Directors is less than three. Therefore the Company has not met the requirement under Rule 3.10(1) of the Listing Rules. In addition, the Company has not met the composition requirement of the audit committee under Rule 3.21 of the Listing Rules, the chairman and composition requirement of the remuneration committee under Rule 3.25 of the Listing Rules, and the composition requirement of the nomination committee under code provision A.5.1 of the CG Code. The Company is endeavouring to identify suitable candidate(s) to fill the vacancies as soon as practicable.

### THE BOARD

#### Board Responsibilities

The Board is responsible for providing high-level guidance, leadership and control for the Company. The Board formulates mid and long-term strategies, monitors operational and financial performance, reviews the annual business plans and financial budgets, ensures good corporate governance and makes key decisions of the Company, including but not limited to those affecting strategic policies of the Group, major investment and funding decisions and major commitments relating to the operations of the Group.

#### Board Composition

The Board currently has five Directors comprising three executive Directors and two independent non-executive Directors. Members of the Board during the year and up to the date of this annual report are set out below:

#### Executive Directors:

Mr. Xiong Jianrui (Chairman)  
Mr. Yi Peijian (Chief Executive Officer)  
Mr. Chen Zeyu (appointed on 18 October 2019)

本公司致力於加強本公司及其附屬公司（統稱「本集團」）之企業管治標準，以保障本公司股東（「股東」）、本公司客戶及僱員之長遠利益。本公司董事（「董事」）會（「董事會」）持續監察及審閱所採納之企業管治常規，並竭力切合股東日漸提高之期望及履行維持高度企業管治以達到本集團長遠成功之承諾。

#### 遵守企業管治守則

本公司於整個截至二零二零年三月三十一日止年度內已遵守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14所載之企業管治守則（「企業管治守則」）所有適用守則條文。

#### 報告期後事項

於崔松鶴先生自二零二零年五月三日起辭任獨立非執行董事，並不再擔任本公司薪酬委員會（「薪酬委員會」）主席以及審核委員會（「審核委員會」）及提名委員會（「提名委員會」）各自之成員，獨立非執行董事人數少於三名，因此，本公司未能符合上市規則第3.10(1)條項下之規定。此外，本公司亦未能符合上市規則第3.21條項下之審核委員會組成規定、上市規則第3.25條項下之薪酬委員會主席及組成規定以及企業管治守則守則條文第A.5.1條項下提名委員會之組成規定。本公司現正盡力物色合適人選，以在切實可行的情況下盡快填補職位空缺。

### 董事會

#### 董事會職責

董事會負責為本公司提供高水平指引、領導及監控。董事會制定中長期策略、監察經營及財務表現、審閱年度業務計劃及財務預算、確保良好企業管治及為本公司作出重要決策，包括但不限於該等影響本集團的戰略政策、有關本集團經營的主要投資及集資決策以及與營運相關的重大承諾。

#### 董事會組成

董事會目前有五名董事，由三名執行董事及兩名獨立非執行董事組成。於本年度內及直至本年報日期之董事會成員載列如下：

#### 執行董事：

熊劍瑞先生（主席）  
易培劍先生（行政總裁）  
陳澤宇先生（於二零一九年十月十八日獲委任）

# Corporate Governance Report

## 企業管治報告

### Independent Non-executive Directors:

Mr. Li Chak Hung (appointed on 18 October 2019)  
Mr. Choi Kin Man (appointed on 1 March 2020)  
Mr. Cui Songhe (resigned on 3 May 2020)  
Mr. Khoo Wun Fat William (resigned on 1 March 2020)  
Mr. Lin Tao (resigned on 23 December 2019)

The biographical details of the Directors are set out in the “Biographical Information of Directors and Senior Management” of this annual report on pages 45 to 47.

The Company currently has two independent non-executive Directors, representing more than one-third of the Board, to bring an independent judgement to bear on issues of strategy, policy, key appointments and standards of conduct. All independent non-executive Directors are appointed for a term of three years subject to early termination in accordance with the terms of the respective letters of appointment and retirement by rotation and re-election and other related provisions as stipulated in the bye-laws of the Company (the “Bye-laws”) and the Listing Rules. Among the independent non-executive Directors, at least one of the independent non-executive Director has the appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company continues to consider all the independent non-executive Directors to be independent.

### Appointment and Re-election of Directors

Pursuant to bye-law 84(1) of the Bye-laws, notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Mr. Xiong Jianrui and Mr. Yi Peijian will retire from office as Director at the forthcoming annual general meeting of the Company (the “AGM”) and, being eligible, will offer themselves for re-election as Director at the AGM, and be subject to separate resolutions to be approved at the AGM.

Pursuant to bye-law 83(2) of the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the members of the Company in general meeting, as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Chen Zeyu, Mr. Li Chak Hung and Mr. Choi Kin Man will retire from office as Directors at the AGM and, being eligible, will offer themselves for re-election as Director at the AGM, and be subject to separate resolutions to be approved at the AGM.

### 獨立非執行董事：

李澤雄先生（於二零一九年十月十八日獲委任）  
蔡健民先生（於二零二零年三月一日獲委任）  
崔松鶴先生（於二零二零年五月三日辭任）  
丘煥法先生（於二零二零年三月一日辭任）  
林濤先生（於二零一九年十二月二十三辭任）

董事之履歷詳情載於本年報第45頁至第47頁之「董事及高級管理層個人資料」。

本公司目前有兩名獨立非執行董事（佔董事會三分之一以上），以就策略、政策、主要委任及行為準則等事宜提供獨立判斷。全體獨立非執行董事之委任期為期三年，惟可根據各委任函、本公司細則（「細則」）及上市規則的輪值退任及重選連任規定以及其他相關條文而提前終止。在獨立非執行董事中，至少一名獨立非執行董事具備上市規則第3.10條所規定之適當的專業資格、會計或相關財務管理專長。本公司已收悉各獨立非執行董事按上市規則第3.13條有關其獨立性之年度確認函，並繼續認為所有獨立非執行董事確屬獨立。

### 董事之委任及重選

根據細則第84(1)條，儘管細則有任何其他規定，於各股東週年大會上，現時三分之一的董事須輪值退任，惟每名董事須至少每三年輪值退任一次。熊劍瑞先生及易培劍先生將於本公司應屆股東週年大會（「股東週年大會」）上退任董事職務，並符合資格及將願意於股東週年大會上重選為董事，並須以獨立決議案形式於股東週年大會上審議通過。

根據細則第83(2)條，董事將有權不時及隨時委任任何人士為董事，藉以填補董事會臨時空缺或在本公司股東於股東大會上授權下增加現有董事會人數之名額。任何獲董事會委任以填補臨時空缺之董事之任期直至彼獲委任後首個股東大會為止，並須於該大會上重選連任；任何獲董事會委任以增加現有董事會人數之董事之任期僅直至本公司下屆股東週年大會為止，屆時將符合資格重選連任。陳澤宇先生、李澤雄先生及蔡健民先生將於股東週年大會上退任董事職務，並符合資格及將願意於股東週年大會上重選為董事，並須以獨立決議案形式於股東週年大會上審議通過。



### Relationship Between Board Members

Alpha Professional Development Limited (the controlling shareholder of the Company) ("Alpha Professional Development") was beneficially owned as to 50% by each of Mr. Xiong Jianrui and Mr. Yi Peijian, who are also both directors of Alpha Professional Development. Save as disclosed above, there is no other relationship (including financial, business, family or other material/relevant relationships) between Board members.

### Board and Committees Meetings

During the year, the Company held seven Board meetings and the individual attendance records of each Director at the meetings of the Board, the Audit Committee, the Nomination Committee, and the Remuneration Committee and general meetings are set out below:

#### Directors 董事

##### Executive Directors

Xiong Jianrui (*Chairman*)  
Yi Peijian (*Chief Executive Officer*)  
Chen Zeyu (appointed on 18 October 2019)

##### 執行董事

熊劍瑞 (*主席*)  
易培劍 (*行政總裁*)  
陳澤宇 (於二零一九年十月十八日獲委任)

##### Independent Non-executive Directors

Li Chak Hung (appointed on 18 October 2019)  
Choi Kin Man (appointed on 1 March 2020)  
Cui Songhe (resigned on 3 May 2020)  
Khoo Wun Fat William (resigned on 1 March 2020)  
Lin Tao (resigned on 23 December 2019)

##### 獨立非執行董事

李澤雄 (於二零一九年十月十八日獲委任)  
蔡健民 (於二零二零年三月一日獲委任)  
崔松鶴 (於二零二零年五月三日辭任)  
丘煥法 (於二零二零年三月一日辭任)  
林濤 (於二零一九年十二月二十三辭任)

Note:

Attendances of the Directors appointed or resigned during the year were made by reference to the number of such meetings held during their respective tenures.

### Chairman and Chief Executive Officer

The posts of the chairman ("Chairman") and chief executive officer ("Chief Executive Officer") of the Company are held separately by Mr. Xiong Jianrui and Mr. Yi Peijian, respectively, with a clear and distinct division of responsibilities.

The Chairman provides leadership and is responsible for ensuring effective and smooth functioning and operation of the Board and the overall strategy of the Group and establishing good corporate governance practices and procedures. The Chairman also ensures that all Directors are properly briefed on all issues arising at Board meetings and receive adequate, accurate and reliable information in a timely manner.

During the year, the Chairman held a meeting with the independent non-executive Directors without the presence of other executive Directors.

The Chief Executive Officer focuses on the overall management, operation and business development of the Group and implementing important policies and development strategy as adopted by the Board in order to ensure a successful day-to-day management of the business of the Group.

This segregation of roles ensures reinforcement of their independence, responsibility and accountability.

### 董事會成員之間關係

本公司控股股東Alpha Professional Development Limited (「Alpha Professional Development」) 由熊劍瑞先生及易培劍先生各自實益擁有50%權益。彼等亦是Alpha Professional Development的董事。除上述所披露者外，董事會成員之間概無其他關係（包括財務、業務、家族或其他重大／相關關係）。

### 董事會及委員會會議

於本年度內，本公司已舉行七次董事會會議及各董事於董事會、審計委員會、提名委員會及薪酬委員會之會議以及股東大會的個別出席記錄載列如下：

Number of meetings attended/held  
出席／舉行會議次數

	Board 董事會	Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	General Meeting 股東大會
<b>Executive Directors</b>					
Xiong Jianrui ( <i>Chairman</i> )	7/7	-	1/1	1/1	2/2
Yi Peijian ( <i>Chief Executive Officer</i> )	7/7	-	1/1	1/1	2/2
Chen Zeyu (appointed on 18 October 2019)	1/2	-	-	-	0/1
<b>Independent Non-executive Directors</b>					
Li Chak Hung (appointed on 18 October 2019)	2/2	1/1	-	-	1/1
Choi Kin Man (appointed on 1 March 2020)	-	-	-	-	-
Cui Songhe (resigned on 3 May 2020)	5/7	2/2	1/1	1/1	0/2
Khoo Wun Fat William (resigned on 1 March 2020)	5/7	2/2	1/1	1/1	1/2
Lin Tao (resigned on 23 December 2019)	4/6	2/2	1/1	1/1	0/1

附註：

於本年度內獲委任或辭任之董事之出席情況乃參考於彼等各自之任期內舉行之有關會議次數作出。

### 主席及行政總裁

本公司之主席（「主席」）及行政總裁（「行政總裁」）之職位已分別由熊劍瑞先生及易培劍先生擔任，職責已明確區分。

主席領導及負責確保董事會及本集團之整體策略的有效及順暢運作，並確立良好企業管治常規及程序。主席亦確保全體董事均適當知悉於董事會會議上提呈的所有事項，並及時得到充分、完備、可靠的資料。

於本年度內，主席與獨立非執行董事已在沒有其他執行董事出席的情況下舉行會議。

行政總裁則集中於整體管理層、本集團之運作及業務發展，並推行董事會所採納的重要政策及發展戰略，以確保本集團業務的日常管理暢順。

此職責區分確保加強彼等之獨立性、責任及問責性。



# Corporate Governance Report

## 企業管治報告

### Directors' Continuous Professional Development Training

The Company has received a confirmation from each of the Directors that he had participated in continuous professional development training to develop and refresh his knowledge and skills in accordance with code provision A.6.5 of the CG Code during the year. According to the records provided by the Directors and maintained by the Company, the training received by the Directors during the year is summarised as follows:

### 董事之持續專業發展培訓

本公司已收悉各董事之確認書，確認彼等已根據企業管治守則之守則條文第A.6.5條於本年度內參與持續專業發展培訓，以發展及更新其知識及技術。根據董事所提供及本公司存置的記錄，董事於本年度內接受的培訓概述如下：

Directors		Corporate governance	Updates to laws, rules and regulations 法例、規則及規例之更新	Finance/management 財務/管理
董事		企業管治		
<b>Executive Directors</b>	<b>執行董事</b>			
Xiong Jianrui (Chairman)	熊劍瑞 (主席)	A	A	A
Yi Peijian (Chief Executive Officer)	易培劍 (行政總裁)	ABC	ABC	ABC
Chen Zeyu (appointed on 18 October 2019)	陳澤宇 (於二零一九年十月十八日獲委任)	AC	AC	AC
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>			
Li Chak Hung (appointed on 18 October 2019)	李澤雄 (於二零一九年十月十八日獲委任)	ABC	ABC	ABC
Choi Kin Man (appointed on 1 March 2020)	蔡健民 (於二零二零年三月一日獲委任)	BC	BC	BC
Cui Songhe (resigned on 3 May 2020)	崔松鶴 (於二零二零年五月三日辭任)	B	B	B
Khoo Wun Fat William (resigned on 1 March 2020)	丘煥法 (於二零二零年三月一日辭任)	A	A	A
Lin Tao (resigned on 23 December 2019)	林濤 (於二零一九年十二月二十三辭任)	B	B	B
Form of training:	培訓形式:			
A: Tutorial/Seminar	A: 授課/講座			
B: Online learning	B: 網上學習			
C: Reading materials	C: 閱讀材料			

### Board Diversity

The Company adopted a Board diversity policy (the "Diversity Policy") setting out the approach to achieve diversity of the Board. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The Nomination Committee will review the Diversity Policy, as appropriate, to ensure its effectiveness.

### 董事會成員多元化

本公司採納董事會成員多元化政策（「多元化政策」），旨在制定達致董事會成員多元化的方案。本公司明白並深信董事會成員多元化對提升其表現質素裨益良多。為達致可持續和均衡的發展，本公司認為提升董事會層面成員多元化乃有助其達到策略目標及可持續發展之重要元素。在制定董事會成員的組成時，本公司會從多方面考慮董事會成員多元化，包括但不限於性別、年齡、文化和教育背景、種族、專業經驗、技能、知識和服務任期。在充分考慮董事會成員多元化的裨益下，所有董事會成員之委任將以任人唯賢為原則，及以客觀標準考量候選人。提名委員會將在適當時候檢討多元化政策，以確保其有效性。

### Directors' 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.

Specific enquiry has been made to each of the Directors and all Directors confirmed that they had complied with the required standards as set out in the Model Code throughout the year ended 31 March 2020.

### DELEGATION BY THE BOARD

Day-to-day management and operation of the Group are delegated to the management of the Company. The Board provides clear directions to the management as to its powers and circumstances in which the management shall report to the Board.

The Company has arranged appropriate Directors' and officers' liability insurance in respect of legal action against Directors. In addition, each Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto in accordance with the Bye-laws.

### The Management

The management, under the leadership of the Chief Executive Officer, is responsible for the day-to-day management of the Group's businesses, implementation of the strategies approved by the Board and general operations of the Company, as delegated by the Board. Such delegation is closely monitored and regularly reviewed by the Board. The management has to report to the Board and approval from the Board has to be obtained, prior to any significant decisions or any commitments to be entered into on behalf of the Company.

### Board Committees

The Board has delegated authority to the Audit Committee, the Nomination Committee and the Remuneration Committee to deal with specific matters under defined terms of reference which are reviewed and updated regularly to ensure that they remain appropriate and in line with the Group's business and changes in governance practices.

### 董事之證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）。

對董事作出具體查詢後，全體董事均確認，彼等於截至二零二零年三月三十一日止年度內已遵守標準守則所載之所需標準。

### 董事會授權

本公司管理層已獲授權負責本集團的日常管理及一般經營的決策。董事會就其權限及管理層須向董事會匯報的情況向管理層提供明確方向。

本公司已就董事可能面對之法律行動安排適當的董事及高級職員責任保險。此外，根據細則，各董事或本公司其他高級職員可自本公司的資產獲取彌償，以補償彼等履行職責時或就此在其他方面蒙受或產生的所有損失或責任。

### 管理層

管理層在行政總裁的領導下，負責本集團業務的日常管理、執行董事會批准及董事會授權的本公司的一般經營的策略。董事會密切監察及定期檢討有關授權。管理層須向董事會作出匯報，而在代表本公司作出任何重要決策或任何承諾前需要取得董事會的批准。

### 董事委員會

董事會已授權予審核委員會、提名委員會及薪酬委員會，以處理經定期審閱及更新的界定職權範圍內的具體事宜，以確保有關事宜保持合適及與本集團的業務及管治慣例變動保持一致。

# Corporate Governance Report

## 企業管治報告

### REMUNERATION COMMITTEE

As at the date of this annual report, the Remuneration Committee, consisting of three executive Directors (Mr. Xiong Jianrui, Mr. Yi Peijian and Mr. Chen Zeyu) and two independent non-executive Directors (Mr. Li Chak Hung and Mr. Choi Kin Man), is delegated with the authority from the Board to establish, review and make recommendations to the Board on the remuneration policy and practices of the Group. Since the resignation of Mr. Cui Songhe who ceased to act as the chairman of the Remuneration Committee with effect from 3 May 2020, the position of chairman has been vacant and has not been filled up.

The terms of reference of the Remuneration Committee follow the guidelines as set out in the CG Code and are available on the websites of the Stock Exchange and the Company.

The main duties of the Remuneration Committee are to determine, with delegated responsibility, or to make recommendations to the Board on the remuneration packages of executive Directors and senior management, recommend to the Board the policy and structure on the remuneration of all Directors and senior management to ensure that no Director or any of his associates is involved in deciding his own remuneration and in reviewing and approving compensation-related issues.

During the year, the Remuneration Committee held a meeting (the attendance record of the members at the meeting is set out in the section headed "The Board" above), and also dealt with matters by way of circulation. It performed works including to review the policy and structure on the remuneration of all Directors and senior management, recommend to the Board the remuneration of executive Directors and senior management, and the remuneration packages for newly appointed Directors and senior management. Particulars of the Directors' emoluments are set out in note 10 to the consolidated financial statements.

#### Senior Management's Remuneration

Of the senior management of the Group, eight (2019: five) were the Directors or former Directors whose emoluments are set out in note 10 to the consolidated financial statements. The remuneration payable to the remaining three (2019: two) member or former members of senior management by band for the year ended 31 March 2020, pursuant to code provision B.1.5 of the CG Code, were as follows:

### 薪酬委員會

於本年報日期，薪酬委員會由三名執行董事（熊劍瑞先生、易培劍先生及陳澤宇先生）及兩名獨立非執行董事（李澤雄先生及蔡健民先生）組成，獲董事會授予權力，以制定、審閱及向董事會建議本集團之薪酬政策及慣例。於崔松鶴先生自二零二零年五月三日起不再擔任薪酬委員會主席，該主席職位一直懸空仍未填補。

薪酬委員會之職權範圍遵從企業管治守則所載之指引，並可於聯交所及本公司之網站查閱。

薪酬委員會之主要職責為獲授予責任以釐定或向董事會建議執行董事及高級管理層的薪酬待遇、向董事會建議全體董事及高級管理層的薪酬政策及架構，以確保概無董事或其任何聯繫人參與釐定其自身之薪酬以及審閱及批准補償相關事項。

於本年度內，薪酬委員會已舉行一次會議（成員於會上的出席記錄載於上文「董事會」一節），並透過傳閱文件方式處理事務，其已履行之工作包括審閱所有董事及高級管理層的薪酬政策及架構，向董事會建議執行董事及高級管理層的薪酬，及新委任董事及高級管理層之薪酬待遇。董事酬金詳情載於綜合財務報表附註10。

#### 高級管理層薪酬

本集團高級管理層中有八名（二零一九年：五名）為董事或前董事，彼等之酬金載於綜合財務報表附註10。根據企業管治守則之守則條文第B.1.5條，截至二零二零年三月三十一日止年度按範圍劃分之應付其餘三名（二零一九年：兩名）高級管理層成員或前成員之薪酬載列如下：

	Number of Individuals 人數	
	2020 二零二零年	2019 二零一九年
Nil – HK\$1,000,000	3	2
零至1,000,000港元		



### NOMINATION COMMITTEE

As at the date of this annual report, the Nomination Committee, consisting of three executive Directors (Mr. Xiong Jianrui (chairman of the Nomination Committee), Mr. Yi Peijian and Mr. Chen Zeyu) and two independent non-executive Directors (Mr. Li Chak Hung and Mr. Choi Kin Man), is delegated with the authority from the Board to formulate and implement the policy for nominating candidates for approval of the Board and assess the independence and commitment of independent non-executive Directors.

The terms of reference of the Nomination Committee follow the guidelines as set out in the CG Code and are available on the websites of the Stock Exchange and the Company.

The main duties of the Nomination Committee are to review the structure, size and composition of the Board, formulate policy and make recommendations to the Board on nominations and appointment of the Directors and succession planning for Directors, and assess the independence of independent non-executive Directors.

During the year, the Nomination Committee held a meeting and the attendance record of the members at the meeting is set out in the section headed “The Board” above, and also dealt with matters by way of circulation. It performed works including to review the structure, size and composition of the Board, consider the retirement and re-election of Directors, and make recommendation to the Board the appointment of Directors, and chief financial officer (“Chief Financial Officer”), company secretary (the “Company Secretary”) and authorised representative of the Company.

#### Nomination Policy

The Company embraced high transparency in the Board member selection process. The nomination policy formulated by the Nomination Committee aimed to ensure the Board maintains a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business. The Nomination Committee has been delegated to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. The Board is ultimately responsible for selection and appointment of new Directors.

### ACCOUNTABILITY AND AUDIT

#### Financial Reporting

The Board is responsible for presenting a balanced, clear and understandable assessment of the Group’s performance and prospects in this annual report and other financial disclosures as required by the Listing Rules. The Directors also acknowledge their responsibility for preparing the financial statements that give a true and fair view of the Group’s financial position on a going concern basis. A statement by the external auditor of the Company in respect of its reporting responsibilities is set out in the “Independent Auditor’s Report”.

#### 提名委員會

於本年報日期，提名委員會由三名執行董事（熊劍瑞先生（提名委員會主席）、易培劍先生及陳澤宇先生）及兩名獨立非執行董事（李澤雄先生及蔡健民先生）組成，獲董事會授予權力，就提名候選人制定及實行政策供董事會批准以及評估獨立非執行董事之獨立性及承諾。

提名委員會之職權範圍遵從企業管治守則所載之指引，並可於聯交所及本公司之網站查閱。

提名委員會之主要職責為檢討董事會架構、規模及組成、制定政策及向董事會建議董事之提名及委任以及董事繼任計劃，並評估獨立非執行董事之獨立性。

於本年度內，提名委員會已舉行一次會議（成員於會議上的出席記錄載於上文「董事會」一節），並透過傳閱文件方式處理事務，其已履行之工作包括檢討董事會架構、規模及組成、考慮董事退任及重選、向董事會建議委任董事及本公司首席財務官（「首席財務官」）、公司秘書（「公司秘書」）及授權代表。

#### 提名政策

本公司重視董事會成員甄選過程具高透明度。提名委員會制定的提名政策旨在確保董事會在技能、經驗及觀點多元化上保持平衡以適應本公司的業務需求。提名委員會已獲授權以識別具備合適資格成為董事會成員的人士，並就已被提名擔任董事職位的人士進行甄選或向董事會提出建議。董事會最終負責甄選和任命新董事。

#### 問責及核數

##### 財務申報

董事會須負責就本年報中本集團的表現及前景以及上市規則規定的其他財務披露，呈列平衡、清晰及簡易的評估。董事亦知悉其以持續經營之基礎編製財務報表之責任，以提供本集團真實及公正之財政狀況。本公司外聘核數師的滙報責任聲明載於「獨立核數師報告」內。

# Corporate Governance Report

## 企業管治報告

### Risk Management and Internal Control

The Board places great importance on risk management and internal control and acknowledges that it has the ultimate responsibilities for overseeing the management in the design, implementation and monitoring of the risk management and internal control systems of the Group on an ongoing basis. The Board also acknowledges that it is responsible for reviewing the adequacy and effectiveness of the Group's risk management and internal control systems.

The Group maintained the risk management and internal control systems which are designed to manage rather than eliminate the risk of failure to achieve business objectives, and to provide reasonable and not absolute assurance against material misstatement or losses caused by judgment in decision making process, human error, fraud or other irregularities. These systems cover key controls over financial, operational and compliance controls and, including but not limited to, risk management functions, adequacy of resources of the Group's accounting and financial reporting functions and an annual control and risk self-assessment process.

In order to comply with the applicable code provisions set out in the CG Code, the Board has retained Crowe (HK) Risk Advisory Limited, an independent professional firm, as the outsourced internal auditor with a view to facilitating adequacy of resources and quality of review to satisfy the Group's internal audit function as required by the Stock Exchange and to assist the Board to perform annual reviews on the effectiveness of the Group's risk management and internal control systems for the year.

The Board, through the Audit Committee, had reviewed the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

During the year, the Group had conducted an annual risk assessment which identified respective strategic risks, operational risks, financial risks and compliance risks for the Group. Based on the risk assessment results following a risk based methodology audit approach, a three-year audit plan was devised which prioritised the risks identified into annual audit projects. The annual review was performed according to the audit plan with a view to assist the Board and the Audit Committee in evaluating the effectiveness of the Group's risk management and internal control systems. The Group had taken further steps to enhance its risk management and internal control systems based on some weaknesses identified during risk assessment and examination of the internal control systems, and had strengthened the implementation of all the risk management and internal control systems.

The Group has also established a policy on handling and dissemination of inside information that sets out the procedures in handling inside information in an accurate and secure manner and to avoid possible mishandling of inside information within the Group. Those procedures mainly include the following:

- no Directors or employees shall disclose inside information to any third parties. Directors or employees who are in possession of inside information are obliged to preserve confidentiality and restrict access to the information on a need-to-know and confidential basis;

### 風險管理及內部監控

董事會極為重視風險管理及內部監控，並知悉對持續監督本集團風險管理及內部監控系統的設計、實施及監察負有最終責任。董事會亦知悉其需負責檢討本集團風險管理及內部監控系統的充足性及有效性。

本集團維持風險管理及內部監控系統，有關系統乃為管理而非消除未能達到業務目標的風險，並就在決策過程中由判斷人為錯誤、欺詐或其他違規行為所引致的重大錯誤陳述或損失提供合理而非絕對的保證而設計。該等系統涵蓋財務、營運及合規之關鍵監控，當中包括但不限於風險管理功能、本集團會計及財務匯報職能方面的資源運用及進行年度監控及自我評估風險程序。

為遵守企業管治守則載列的適用守則條文，董事會已委聘獨立專業事務所國富浩華（香港）風險管理有限公司為外聘內部核數師，旨在協助促進資源充足及提高審閱質素，使本集團內部審核職能滿足聯交所規定並協助董事會對本集團於本年度內的風險管理及內部監控系統的效能進行年度審議。

董事會已透過審核委員會就本公司在會計及財務匯報職能方面的資源、員工資歷及經驗，以及有關員工所接受的培訓課程及預算是否夠作出檢討。

於本年度內，本集團已進行年度風險評估，此舉可識別本集團的相關策略風險、營運風險、財務風險及合規風險。根據採納風險主導的審核方法後的風險評估結果，本集團已制定一個三年審核計劃，該計劃將所識別的風險按其優先次序列入年度審核項目。按審核計劃進行的年度審閱，旨在協助董事會及審核委員會評估本集團風險管理及內部監控系統的效能。本集團已根據於風險評估及內部監控檢查期間所發現的若干弱點，採取進一步措施增強其風險管理及內部監控系統，並已加強實施所有風險管理及內部監控系統。

本集團已同時建立以準確及安全的方式處理及公佈內部資料的政策，以避免不當處理本集團的內部資料。該等程序主要包括以下各項：

- 任何董事或員工不得向任何第三方披露內幕消息。知曉內幕消息的董事或員工有義務保密並僅限於在必需及保密的基礎上將其提供予第三方；

- the Company is obliged to comply with the requirements of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and make disclosure of any inside information as soon as practicable if the Board decides an announcement is required; and
- any Director or employee shall report to the Chief Executive Officer, Chief Financial Officer and Company Secretary immediately when he/she is aware of any potential inside information.

During the year, the Board, through the Audit Committee, has conducted a review of the effectiveness of the risk management and internal control systems and considers them effective and adequate.

### Risks and Uncertainties

The principal risks and uncertainties faced by the Group are set out in the section headed “Risks and Uncertainties” under the “Directors’ Report”.

### AUDIT COMMITTEE

As at the date of this annual report, the Audit Committee, consisting of two independent non-executive Directors, namely Mr. Li Chak Hung (chairman of the Audit Committee) and Mr. Choi Kin Man, is delegated with the authority from the Board to review and provide independent oversight of the financial statements and reporting, risk management and internal control systems, and the adequacy of the external and internal audits.

The terms of reference of the Audit Committee follow the guidelines as set out in the CG Code and are available on the websites of the Stock Exchange and the Company.

The main duties of the Audit Committee are to assist the Board in reviewing the financial statements and reports and significant financial reporting judgements, effectiveness of internal audit function, risk management and internal control systems, audit process, appointment, reappointment and removal of the external auditors, arrangements which employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Board, through the Audit Committee, had reviewed the adequacy of resources, qualifications and experiences of staff of the Company’s accounting and financial reporting function, and their training programmes and budget.

The Audit Committee had reviewed the accounting principles and practices adopted by the Group together with the management of the Company, and had reviewed and approved the audited consolidated financial statements of the Group for the year ended 31 March 2020 as set out in this annual report.

- 本公司有義務遵守香港法例第571章《證券及期貨條例》之要求及儘快就任何內幕消息作出公佈（如董事會認為有必要作出公佈）；及
- 任何董事或員工在其意識到潛在內幕消息後應立即告知行政總裁、財務總監和公司秘書。

於本年度內，董事會已透過審核委員會檢討風險管理及內部監控系統之有效性，並認為該等系統是有效及足夠。

### 風險及不確定因素

本集團面對的主要風險及不確定因素載於「董事會報告」內「風險及不確定因素」一節中。

### 審核委員會

於本年報日期，審核委員會由兩名獨立非執行董事（李澤雄先生（審核委員會主席）及蔡健民先生）組成，獲董事會授予權力，為本集團之財務報表及申報、風險管理及內部監控系統，以及外部及內部審核之充足程度進行審視並提供獨立監督。

審核委員會之職權範圍遵從企業管治守則所載之指引，並可於聯交所及本公司之網站查閱。

審核委員會之主要職責為協助董事會審閱財務報表及報告以及重要財務申報的判斷、內部審核職能的有效性、風險管理及內部監控系統、審核程序及外聘核數師的委任、重任及罷免、本公司僱員可於保密情況下就財務滙報、內部監控或本公司其他方面可能發生的不正當行為提出關注之安排。

董事會已透過審核委員會就本公司在會計及財務滙報職能方面的資源、員工資歷及經驗，以及有關員工所接受的培訓課程及預算是否夠作出檢討。

審核委員會已連同本公司管理層審閱本集團所採納之會計準則及慣例，並已審閱及批准本年報所載本集團截至二零二零年三月三十一日止年度之經審核綜合財務報表。



# Corporate Governance Report

## 企業管治報告

During the year, the Audit Committee held two meetings and the attendance records of the members at the meeting are set out in the section headed "The Board" above, to review the interim and annual results of the Group and discuss and recommend for the Board's approval the relevant financial reports, the effectiveness of the internal audit function, the Group's risk management and internal control systems, significant accounting and audit issues, scope of audit and re-appointment of external auditors, risk assessment result and internal audit activities, and discuss the audit plan for the year.

There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor during the year.

The Audit Committee monitors the audit and non-audit services rendered to the Group by the external auditor and ensures that the engagement of the external auditor in other non-audit services will not impair its audit independence or objectivity. The external auditor had confirmed to the Audit Committee that during the course of its audit on the Group's consolidated financial statements for the year ended 31 March 2020 and thereafter to the date of this annual report, it is independent of the Group in accordance with the independence requirements of the Hong Kong Institute of Certified Public Accountants.

### Auditor's Remuneration

An analysis of the remuneration paid/payable to the Group's external auditor, Crowe (HK) CPA Limited, and its affiliates in respect of audit and non-audit services for the year ended 31 March 2020 is set out as follows:

Services rendered for the Group	已為本集團提供之服務	HK\$'000 千港元
Audit service	核數服務	1,050
Non-audit services	非核數服務	690
Total	總計	1,740

The Audit Committee had reviewed and approved the above fee in respect of audit service provided to the Group by the external auditor for the year. The non-audit services for the year ended 31 March 2020 included review of interim result, internal audit review and risk assessment, review of environmental, social and governance report and review of working capital and an indebtedness.

### CORPORATE GOVERNANCE FUNCTIONS

The Board recognises that the Directors are collectively responsible for the corporate governance duties. Such duties are, including but not limited to:

- developing and reviewing the Company's policies and practices on corporate governance and making recommendations;
- reviewing and monitoring the training and continuous professional development of the Directors and senior management of the Company;

於本年度內，審核委員會已舉行兩次會議（成員於會議上的出席記錄載於上文「董事會」一節），審閱本集團中期及年度業績並討論及向董事會建議批准相關財務報告、內部審核職能、本集團風險管理以及內部監控系統的有效性、重大會計及審核事項、審核範圍及外聘核數師的重任、風險評估結果及內部審核活動，並討論本年度的審核計劃。

於本年度內，董事會與審核委員會就選舉、委任、辭任或罷免外聘核數師並無意見分歧。

審核委員會監察外聘核數師向本集團提供的核數及非核數服務，及確保外聘核數師不會因提供非核數服務而削弱其核數工作的獨立性或客觀性。外聘核數師已向審核委員會確認其於審核本集團截至二零二零年三月三十一日止年度之綜合財務報表及隨後直至本年報之日止的期間內根據香港會計師公會之獨立性要求為獨立於本集團。

### 核數師薪酬

截至二零二零年三月三十一日止年度，就已付／應付予本集團外聘核數師國富浩華（香港）會計師事務所有限公司及其分支機構提供之審計及非審計服務之薪酬分析如下：

於本年度內，審核委員會已審閱及批准外聘核數師對本集團提供的核數服務所收取之上述費用。截至二零二零年三月三十一日止年度之非核數服務主要包括審閱中期報告、內部核數審閱及風險評估、審閱環境、社會及管治報告以及審閱營運資金和債項。

### 企業管治職能

董事會確認董事集體負責企業管治職責，該等職責包括但不限於：

- 制定及檢討本公司的企業管治政策及常規，並提出建議；
- 檢討及監察董事及本公司高級管理層的培訓及持續專業發展；

- reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
  - developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and
  - reviewing the Company's compliance with the CG Code and the disclosure in the corporate governance report.
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
  - 制定、檢討及監察本集團僱員及董事的操守準則及合規手冊（如有）；及
  - 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。

During the year, the Board had reviewed and performed the abovementioned corporate governance functions.

於本年度內，董事會已檢討及履行上述企業管治職能。

### SHAREHOLDER AND INVESTOR RELATIONS

#### Communication with Shareholders

The Board established a shareholders' communication policy setting out the principles of the Company in relation to shareholders' communications, with the objective of ensuring that its communications with the Shareholders are timely, transparent, accurate and open.

#### 股東及投資者關係

##### 與股東之通訊

董事會制定了股東通訊政策，列出本公司有關股東通訊的原則，旨在確保與股東的溝通為適時、具透明度、準確及坦誠。

Corporate information dissemination is achieved via the following means:

公司資料透過以下方式傳遞：

- The annual general meeting of the Company allows the Directors to meet and communicate with the Shareholders. The notice of annual general meeting of the Company and the circulars with details of each of the proposed resolutions and other relevant information are distributed to the Shareholders at least 20 clear business days prior to the annual general meeting of the Company as set out in the Listing Rules. At the annual general meeting of the Company, separate resolutions are proposed for each of the issues and are voted on by poll. The Shareholders can raise questions directly to the Board in respect of business performance and future development of the Group. The poll results are published on the websites of the Company and the Stock Exchange.
  - Publication of annual reports, interim reports, announcements and circulars.
  - The websites of the Company and the Stock Exchange, on which the electronic copies of financial reports and the latest information of the Group are available.
- 本公司股東週年大會可讓董事與股東會面及溝通。本公司股東週年大會通告及通函（具備各提呈決議案及其他相關資料之詳情）均根據上市規則於本公司股東週年大會舉行前至少足20個營業日前分派予股東。於本公司股東週年大會上，獨立決議案乃就各事項提呈及以投票方式表決。股東可就本集團之業務表現及未來發展直接向董事會提出問題。投票表決結果於本公司網站及聯交所網站公佈。
  - 刊發年報、中期報告、公告及通函。
  - 本公司及聯交所網站，而本集團之財務報告及最新資料之電子副本可於有關網站查閱。

The website of the Company provides the Shareholders with contact details of the Company such as telephone number, fax number, email address and postal address. The Shareholders may address their enquiries and concerns to the Board via these means.

本公司網站向股東提供本公司之聯絡資料詳情，例如電話號碼、傳真號碼、電郵地址及郵寄地址。股東可透過該等方式向董事會提出彼等之查詢及問題。

#### General Meetings

During the year, the annual general meeting and the special general meeting were held on 28 August 2019 and on 3 January 2020 respectively.

#### 股東大會

於本年度內，股東週年大會及股東特別大會分別於二零一九年八月二十八日及二零二零年一月三日舉行。

# Corporate Governance Report

## 企業管治報告

### Dividend Policy

The Company adopted a dividend policy (the “Dividend Policy”) setting out the approach to recommend the dividend payment. According to the Dividend Policy, the declaration of dividends is subject to the Company’s ability to pay dividends, which will depend upon, including but not limited to, the financial performance and position of the Company, business conditions and strategies, and any other factors that the Board may deem relevant. The Board may consider declaring special dividends from time to time, in addition to the interim and/or annual dividends. The Board reviews the Dividend Policy and its effectiveness as required to ensure the benefit of the Shareholders as a whole is taken into consideration from time to time during recommendation and declaration of dividends.

### Shareholders’ Rights

Shareholders are provided with contact details of the Company in order to enable them to make any enquiries that they may have with respect to the Company. In addition, Shareholders can contact the share registrar and transfer office of the Company if they have any enquiries about their shareholdings and entitlements to dividend.

Pursuant to bye-law 58 of the Bye-laws, Shareholders holding not less than one-tenth of the paid up capital of the Company who have the right to vote at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to request the Board to convene a special general meeting for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If, within 21 days of such deposit, the Board does not proceed duly to call such meeting, the Shareholders who requested such meeting may themselves call a special general meeting.

Shareholders who wish to make proposals or move a resolution are encouraged to convene a special general meeting in accordance with the paragraph hereinabove.

### Investor Relations

For the year ended 31 March 2020, there was no change in the Bye-laws which are available on the websites of the Company and the Stock Exchange.

### COMPANY SECRETARY

The Company Secretary is a full-time employee of the Company and is appointed by the Board. The Company Secretary is accountable to the Board for ensuring that correct Board procedures are followed and that the Board is fully briefed on all legislative and regulatory developments, and to advise the Board on all corporate governance matters. Pursuant to Rule 3.29 of the Listing Rules, the Company Secretary undertook at least 15 hours of relevant professional training during the year.

Please refer to the “Biographical Information of Directors and Senior Management” of this annual report on pages 45 to 47 for further information of the Company Secretary.

### 股息政策

本公司採納一項股息政策（「股息政策」），當中載列建議股息付款之方式。根據股息政策，股息的宣派取決於本公司支付股息的能力而決定，並取決於（包括但不限於）本公司的財務表現及狀況、業務狀況及策略及董事會認為相關的任何其它因素。除中期及／或年度股息外，董事會亦可考慮不時宣派特別股息。董事會按時檢討股息政策及其有效性以確保股東整體利益於建議及宣派股息時不時予以考慮。

### 股東權利

本公司已向股東提供本公司之聯絡資料，以便彼等提出任何有關本公司之查詢。此外，股東如對彼等之持股量及股息分配有任何查詢，可聯絡本公司股份過戶登記處。

根據細則之第58條，持有不少於本公司繳足股本十分之一及有權於本公司股東大會上投票的股東，有權隨時透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，處理上述要求中列明的任何事宜。上述大會應於相關要求遞呈後兩個月內召開。倘董事會於遞呈要求後21日內未能召開該大會，遞呈要求的股東可自行召開股東特別大會。

本公司鼓勵有意提出建議或決議案的股東按照上述段落召開股東特別大會。

### 投資者關係

截至二零二零年三月三十一日止年度，於本公司及聯交所網站上可供查閱之細則並無變動。

### 公司秘書

公司秘書為本公司之全職僱員並獲董事會委任。公司秘書對董事會負責，確保董事會程序得以正確遵循以及董事會獲得所有法律及監管最新發展之簡介，並就所有企業管治事宜向董事會作出意見。根據上市規則第3.29條，公司秘書於本年度內接受最少15個小時之相關專業培訓。

有關公司秘書的進一步資料，請參閱本年報第45至第47頁「董事及高級管理層個人資料」。



The board (the “Board”) of directors (the “Director(s)”) of the Company presents this annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 March 2020.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities and details of its principal subsidiaries as at 31 March 2020 are set out in note 32 to the consolidated financial statements of this annual report.

The principal activities of the Group are the provision of mobile handset solution (the “Mobile Business”) and the provision of biotechnology and biological gene technology technical services (the “Biological Business”) which was discontinued during the year after the completion of the unwinding of the acquisition of Great Empire International Group Limited (“GE International”). Since February 2020, the Group has also started to engage in the trading of milk powder and baby foods (the “Milk Products Business”). An analysis of the performance of the Group for the year ended 31 March 2020 by business segments is set out in note 5 to the consolidated financial statements.

### RESULTS AND DIVIDEND

The results of the Group for the year ended 31 March 2020 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on pages 52 to 53 of this annual report.

The Board has resolved not to recommend the payment of any final dividend for the year ended 31 March 2020 (2019: Nil). No interim dividend was paid to the shareholders of the Company (the “Shareholders”) for the six months ended 30 September 2019 (30 September 2018: Nil).

### DIVIDEND POLICY

The Company adopted a dividend policy setting out the approach to recommend the dividend payment. Please refer to the section headed “Dividend Policy” under the “Corporate Governance Report” for details.

### BUSINESS REVIEW

The business review of the Group for the year ended 31 March 2020 is set out in the “Chairman’s Statement”, “Management Discussion and Analysis”, and “Corporate Governance Report” from pages 4 to 6, pages 7 to 16 and pages 17 to 28 of this annual report and the paragraphs below. A discussion on the Group’s environmental policies and performance and the Group’s compliance with relevant laws and regulations as well as an account of the Group’s key relationships with its employees, customers and suppliers and others that have a significant impact on the Group will also be provided in the separate “Environmental, Social and Governance Report”. All such discussions form part of this Directors’ report.

本公司董事（「董事」）會（「董事會」）謹此呈覽本公司及其附屬公司（統稱「本集團」）截至二零二零年三月三十一日止年度之年報及經審核綜合財務報表。

### 主要業務

本公司乃一間投資控股公司，其主要附屬公司於二零二零年三月三十一日之主要業務及詳情列於本年報綜合財務報表附註32。

本集團之主要業務為提供手機解決方案（「手機業務」）及提供生物科技及生物基因技術服務（「生物業務」），該業務於完成解除大君國際集團有限公司（「大君國際」）的收購事項後於本年度終止。自二零二零年二月起，本集團亦開始從事奶粉及嬰兒食品貿易（「奶類產品業務」）。按業務分部劃分之截至二零二零年三月三十一日止年度之本集團表現分析載於綜合財務報表附註5。

### 業績及股息

本集團於截至二零二零年三月三十一日止年度之業績載於本年報第52至53頁之綜合損益及其他全面收益表。

董事會已議決，不建議就截至二零二零年三月三十一日止年度派發任何末期股息（二零一九年：無）。概無就截至二零一九年九月三十日止六個月向本公司股東（「股東」）派發中期股息（二零一八年九月三十日：無）。

### 股息政策

本集團採納一項股息政策，當中載列建議派息的方法。有關詳情請參閱「企業管治報告」內「股息政策」一節。

### 業務回顧

本集團於截至二零二零年三月三十一日止年度之業務回顧載於本年報第4頁至第6頁，第7頁至第16頁及第17頁至第28頁之「主席報告」、「管理層討論與分析」及「企業管治報告」以及以下之段落內。有關本集團環境政策及表現及本集團遵守相關法律及法規的情況的討論以及本集團與其僱員、客戶及供應商以及對本集團有重大影響之其他人士的重要關係之說明亦會在獨立的「環境、社會及管治報告」提供。所有這些討論均構成本董事會報告的一部分。

# Directors' Report

## 董事會報告

### Risks and Uncertainties

The following section lists out the principal risks and uncertainties facing the Group. It is a non-exhaustive list and there may be other risks and uncertainties further to the key risk areas outlined as below.

### General Economic and Market Conditions

The businesses of the Group may be affected by the global economic and market conditions. Slow economic growth or a recession could have a significant impact on results of operations of the Group, particularly the Mobile Business. As the service of the Mobile Business is applied in the production of mobile handsets, which would be sold ultimately to end-users in the retail market, any drop in purchasing power could lead to drop in the demand for the Group's services and products. It is the industry norm for consumer electronics market to be very sensitive to changes in the global economy. However, compared to the service industry or luxury products, the Group's Milk Products Business, which is mainly trading in milk powder and baby foods, would face less pressure. The Group cannot control market conditions but believes it has adequate measures in place to respond to changes.

### Competitive Environment

The Group's Mobile Business faces competition from other mobile handset production services providers. Mobile handset production providers in the People's Republic of China and other Asian countries may have the capability to provide services similar to that of the Group at competitive prices. The Group's Milk Products Business also faces competition with other distributors. Failure to compete successfully with the existing and/or potential competitors may adversely affect the Group's business, financial condition and results of operations. To mitigate the risk of competition, the Group continues to focus on the pricing basis of our products, our service, variety of product offerings, access to resources, sales and marketing, network and production efficiency.

### Prices of Components

The profits and performance of the Group's Mobile Business depends on various factors including the costs of production. Increase in prices of mobile handset components such as glass, motherboard, memory and batteries will in turn increase the costs of production of the Group, and any shortage or interruption in the supply of major components could disrupt the Group's operations. To minimise the risk on prices and supply of components, the Group has attained price and supply advantages through placing large-volume orders and maintaining long term relationship with suppliers.

### 風險及不確定因素

以下章節列出本集團所面對之主要風險及不確定因素。此為簡易列表及可能會出現下文概述之主要風險範圍以外之其他風險及不確定因素。

### 整體經濟及市場環境

本集團的業務將受全球經濟及市場環境影響。經濟增長放緩或衰退可對本集團的經營業績構成重大影響，特別是手機業務。由於本集團手機業務的服務應用於手機生產，手機最終售予零售市場終端用戶，故購買力下降可導致本集團所提供服務及產品的需求減少。此乃消費電子市場的常見行業慣例，對於全球經濟的變化非常敏感。然而，與服務業或奢侈品相比，本集團主要從事奶粉及嬰兒食品貿易的奶類產品業務將面臨較小的壓力。本集團無法控制市場狀況，但相信已採取適當措施應對變化。

### 競爭環境

本集團手機業務面對來自其他手機生產服務供應商的競爭。中華人民共和國及其他亞洲國家的手機生產供應商可能具有能力以具競爭力的價格提供與本集團相似的服務。本集團的奶類產品業務也面臨著與其他分銷商的競爭。未能與現有及／或潛在競爭對手成功競爭可能對本集團的業務、財務狀況及經營業績造成不利影響。為降低競爭風險，本集團持續專注於產品價格、服務、產品種類、資源來源、銷售和市場推廣、網絡及生產效率的基礎。

### 零件價格

本集團手機業務的利潤和業績取決於各種因素，包括生產成本。玻璃、主機板、記憶體和電池等手機零件的價格上漲將增加本集團的生產成本，而任何主要零件的供應短缺或中斷均可能干擾本集團的運營。為降低零件價格及供應風險，本集團已通過大批量訂購並與供應商保持長期關係以獲取價格和供應優勢。

### **Risks and Measures for Reliance on Suppliers and Customers**

During the year, for the Group's continuing operations, the Group's five largest customers combined and five largest suppliers combined accounted for 66.9% of the sales of the Group and 99.9% of the purchases of the Group, respectively.

In minimising the risk of a heavy reliance on a narrow base of customers, the Group has been actively pursuing new potential customers in order to broaden its customer base.

The Group has maintained long term relationship with the suppliers and also established a strategic supplier system via strategic cooperation with key component suppliers, forming a framework for mutual growth and support.

### **Relationship with Suppliers**

The Group has established strong relationships with its suppliers. However, the operations of the Group largely depend on stable supply of components and products from the suppliers. Failure to maintain a relationship with the suppliers may adversely affect the Group's results of operations. The Group dedicates to fostering strong and long-term cooperation relationship with its suppliers to ensure stable, reasonably priced and quality supply of components and products for its operation.

### **Financial Risk**

The Group is exposed to a variety of financial risks. A discussion of the policies and procedures on the management of each of the major types of financial risks which the Group is facing is included in note 33 to the consolidated financial statements of this annual report.

### **Compliance with Relevant Laws and Regulations**

The Group is committed to ensure compliance with the laws and regulations which govern the Group's businesses and operations. The Group has complied with all the relevant laws and regulations that have a significant impact on the Group throughout the year. Further details about the Group's compliance with the relevant laws and regulations that have a significant impact on the Group are set out in the separate "Environmental, Social and Governance Report" which would be published no later than five months after the end of the financial year.

### **Financial Key Performance Indicators**

Details about the Group's financial key performance indicators are set out in the "Management Discussion and Analysis" in this annual report.

### **Environmental Policies and Performance**

Details about the Group's environmental policies and performance are set out in the separate "Environmental, Social and Governance Report" which would be published no later than five months after the end of the financial year.

### **依賴供應商及客戶的風險及措施**

於本年度內，本集團持續經營業務中，本集團五大客戶合共及五大供應商合共佔本集團的銷售額及本集團的採購額分別為66.9%及99.9%。

為減低過度依賴狹窄的客戶群的風險，本集團一直積極尋求新客戶，以擴大其客戶群。

本集團已與供應商維持長期關係，並已著手籌備建立戰略供應商體系，對關鍵零件供應商採取戰略合作模式，形成合作共榮、扶持發展的格局。

### **與供應商的關係**

本集團已與供應商建立緊密的關係。然而，本集團的經營很大程度上取決於供應商穩定的零件和產品供應。未能與供應商保持關係可能對本集團的經營業績產生不利影響。本集團致力與供應商建立良好且長期的合作關係，以確保本集團在營運中能得到供應穩定、價格合理及品質優良之零件及產品供應。

### **金融風險**

本集團面臨各種金融風險。有關本集團面對各主要類別金融風險之管理政策及程序之論述，收錄於本年報綜合財務報表附註33。

### **遵守相關法律及規例**

本集團對遵守監管其業務及經營之法律及法規十分重視。本集團於本年度內一直遵守對本集團有重大影響的相關法律及法規。有關本集團遵守對本集團有重大影響的相關法律及法規的進一步詳情載於獨立的「環境、社會及管治報告」，該報告將在財政年度結束後的五個月內發佈。

### **財務表現關鍵指標**

有關本集團財務表現關鍵指標之詳情載於本年報內之「管理層討論與分析」。

### **環境政策及表現**

有關本集團環境政策及表現詳情載於獨立的「環境、社會及管治報告」，該報告將在財政年度結束後的五個月內發佈。



# Directors' Report

## 董事會報告

### Relationship with Employees

The Group strongly believes that our staff is an invaluable asset to the Group and is significant to the Group's business. Therefore, the Group recognises the importance of maintaining a good relationship with employees. The Group maintains a policy of paying competitive remuneration. Remuneration of employees which included salary and discretionary performance bonus are decided with reference to the results of the Group, the market level as well as individual performance and contributions. Remuneration packages including performance bonuses are reviewed on a regular basis.

Further information on the Group's relationships with employees are also set out in the separate "Environmental, Social and Governance Report" which would be published no later than five months after the end of the financial year.

### Relationships with Customers and Suppliers

The Group has established strong relationships with its customers. It will maintain existing relationships with its customers and expand its customer base to enhance its market presence.

The Group dedicates itself to fostering strong and long-term cooperation relationship with its suppliers to ensure stable, reasonably priced and quality supply of components and products for its operation.

Further information on the Group's relationships with customers and suppliers are also set out in the separate "Environmental, Social and Governance Report" which would be published no later than five months after the end of the financial year.

### THE PLACING AND USE OF PROCEEDS

On 26 March 2020, the Company entered into the placing agreement (the "Placing Agreement") with Morton Securities Limited (the "Placing Agent"), pursuant to which, the Placing Agent has conditionally agreed, as the placing agent of the Company, to procure, on a best effort basis, not less than six placees (the "Placees") to subscribe for up to 50,000,000 ordinary shares of the Company (the "Placing Shares") at the placing price of HK\$1.10 per Placing Share (the "Placing"). The market price of the share of the Company (the "Share") on 26 March 2020, the date on which the terms of the Placing were fixed, was HK\$1.25 per Share.

### 與僱員的關係

本集團確信員工為本集團最寶貴資產，對本集團業務至為關鍵，因此本集團深明與僱員維持良好關係的重要性。本集團維持具競爭力之薪酬政策。僱員薪酬包括薪金及酌情表現花紅，乃經參考本集團之業績、市場水平以及僱員個別表現和貢獻而釐定。本集團定期檢討包括表現花紅在內之薪酬待遇。

有關本集團與僱員之關係的進一步詳情亦載於獨立的「環境、社會及管治報告」，該報告將在財政年度結束後的五個月內發佈。

### 與客戶及供應商之關係

本集團已經與客戶建立了緊密的關係，並將透過維持與現有客戶的關係及擴大客戶基礎以加強本集團的市場地位。

本集團致力與供應商建立良好且長期的合作關係，以確保本集團在營運中能得到供應穩定、價格合理及品質優良之零件及產品供應。

有關本集團與客戶及供應商之關係的進一步詳情亦載於獨立的「環境、社會及管治報告」，該報告將在財政年度結束後的五個月內發佈。

### 配售事項及所得款項用途

於二零二零年三月二十六日，本公司與萬基證券有限公司（「配售代理」）訂立配售協議（「配售協議」），據此，配售代理有條件同意以本公司配售代理之身份，按竭盡所能基準促使不少於六名承配人（「承配人」）按配售價每股配售股份1.10港元認購最多50,000,000股配本公司普通股股份（「配售股份」）（「配售事項」）。本公司股份（「股份」）於二零二零年三月二十六日（即配售事項條款確定之日）的市價為每股1.25港元。

The Placing Shares would be allotted and issued under the general mandate granted to the Directors at the annual general meeting of the Company convened on 28 August 2019. The Directors are of the view that the Placing will enhance the capital base and shareholders base of the Company. In addition, the net proceeds of the Placing will strengthen the Group's financial position supporting the operations and business development of the Group. The Placing was completed after the year ended 31 March 2020, whereby on 17 April 2020, a total of 50,000,000 Placing Shares have been successfully placed to not less than six Placees who are individuals, professionals, institutional or other investors whom the Placing Agent has procured to subscribe for any of the Placing Shares pursuant to its obligations under the Placing Agreement who (including its ultimate beneficial owners) are regarded as public (as defined in the Listing Rules) and independent of and not connected with the Company, the Directors, chief executive and substantial shareholders of the Group or any of their respective associates. The gross proceeds from the Placing was HK\$55.0 million while the net proceeds was approximately HK\$53.8 million (after deduction of commission and other expenses of the Placing), representing a net issue price of approximately HK\$1.08 per Placing Share. It is intended that the net proceeds would be used by the Group for (i) general working capital; and (ii) financing future investment or new business development as and when opportunities arise. The Group currently does not have any intention to change its plan for the use of proceeds. Details of the Placing were set out in the announcements of the Company dated 26 March 2020 and 17 April 2020, respectively.

As at 31 March 2020, the Placing has not been completed and the gross proceeds have not been received. Subsequent to the completion of the Placing on 17 April 2020 and as at the date of this annual report, a total of approximately HK\$10.0 million of the net proceeds from the Placing had been utilised by the Group as general working capital for Milk Products Business. There is no specific timeline for the utilisation of the remaining net proceeds of HK\$43.8 million.

## DIRECTORS

The list of the Directors is set out below and their biographical information are set out in the "Biographical Information of Directors and Senior Management" from pages 45 to 47 of this annual report.

### Executive Directors

Xiong Jianrui (*Chairman*)

Yi Peijian (*Chief Executive Officer*)

Chen Zeyu (appointed on 18 October 2019)

### Independent Non-executive Directors

Li Chak Hung (appointed on 18 October 2019)

Choi Kin Man (appointed on 1 March 2020)

Cui Songhe (resigned on 3 May 2020)

Khoo Wun Fat William (resigned on 1 March 2020)

Lin Tao (resigned on 23 December 2019)

配售股份根據於二零一九年八月二十八日舉行的本公司股東週年大會上授予董事的一般授權予以配發及發行。董事認為配售事項將有利於鞏固本公司的資本基礎及股東基礎。此外，配售事項的所得款項淨額將加強本集團的財務狀況，以支持本集團的營運及業務發展。配售事項在截至二零二零年三月三十一日止年度後及於二零二零年四月十七日完成，合共50,000,000股配售股份已成功配售與不少於六名承配人，該等承配人被視為公眾（定義見上市規則）並獨立於本公司、董事、本集團之行政總裁及主要股東或任何彼等各自的聯繫人且與彼等概無關連，並由配售代理根據其於配售協議項下的責任促使認購任何配售股份的任何人士、專業、機構或其他投資者（包括其最終實益擁有人）。配售事項的所得款項為55.0百萬港元而所得款項淨額（經扣除配售事項的佣金及其他開支後）約為53.8百萬港元，即淨發行價約每股配售股份1.08港元。本集團擬將所得款項淨額用作(i)一般營運資金；及(ii)於有合適機會時撥作未來投資或新業務發展。本集團目前並無意變更其所得款項用途之計劃。有關配售事項詳情分別載於本公司日期為二零二零年三月二十六日及二零二零年四月十七日的公告。

於二零二零年三月三十一日，配售尚未完成，且尚未收取所得款項。配售事項於二零二零年四月十七日完成後，及於本年報日期，本集團已動用配售事項所得款項淨額合共約10.0百萬港元作為奶類產品業務一般營運資金。餘下的所得款項淨額43.8百萬港元並未具有具體的動用時間表。

## 董事

董事名單載於下文及彼等的履歷資料載於本年報第45頁至47頁之「董事及高級管理層個人資料」。

### 執行董事

熊劍瑞 (*主席*)

易培劍 (*行政總裁*)

陳澤宇 (於二零一九年十月十八日獲委任)

### 獨立非執行董事

李澤雄 (於二零一九年十月十八日獲委任)

蔡健民 (於二零二零年三月一日獲委任)

崔松鶴 (於二零二零年五月三日辭任)

丘煥法 (於二零二零年三月一日辭任)

林濤 (於二零一九年十二月二十三辭任)

# Directors' Report

## 董事會報告

Pursuant to bye-law 83(2) of the bye-laws of the Company (the "Bye-laws"), Mr. Chen Zeyu, Mr. Li Chak Hung and Mr. Choi Kin Man will retire from office as Director at the forthcoming annual general meeting of the Company (the "AGM") and, being eligible, will offer themselves for re-election as Directors at the AGM, and be subject to separate resolutions to be approved at the AGM.

Pursuant to bye-law 84(1) of the Bye-laws, Mr. Xiong Jianrui and Mr. Yi Peijian will retire from office as Director at the AGM and, being eligible, will offer themselves for re-election as Director at the AGM, and be subject to separate resolutions to be approved at the AGM.

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Company continues to consider each of independent non-executive Directors to be independent.

### Directors' Service Contracts

Each of the Directors has entered into letters of appointment or service contracts with the Company. As at 31 March 2020, no Director proposed for re-election at the AGM had a service contract with the Group which was not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### Disclosure of Directors' Information

The following is the change in the information of the Directors since the date of the latest interim report which is required to be disclosed pursuant to the Rule 13.51B(1) of the Listing Rules:

Mr. Yi Peijian, an executive Director, has resigned as a vice-chairman and a director of Shenzhen Warranty Assets Management Co., Ltd.\* (深圳市華融泰資產管理有限公司) in December 2019.

Mr. Xiong Jianrui, an executive Director, resigned as a non-executive director of Grown Up Group Limited, a company whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1842), with effect from 7 May 2020.

### EMOLUMENT POLICY

Details of the Directors' emoluments are set out in note 10 to the consolidated financial statements.

The emoluments payable to Directors will depend on their respective contractual terms under their service contract or appointment letter as approved by the Board on the recommendation of the Remuneration Committee, with reference to the results of the Group, the market as well as individual performance and contributions.

### EMPLOYEE RETIREMENT BENEFITS

Details of the employee retirement benefits of the Group are set out in note 27 to the consolidated financial statements.

根據本公司細則第83(2)條(「細則」), 陳澤宇先生、李澤雄先生及蔡健民先生將於本公司應屆股東週年大會(「股東週年大會」)上退任董事職務, 並符合資格及將願意於股東週年大會上重選為董事, 惟須於股東週年大會上獲得獨立決議案批准, 方告作實。

根據細則第84(1)條, 熊劍瑞先生及易培劍先生將於股東週年大會上退任董事職務, 並符合資格及將願意於股東週年大會上重選為董事, 惟須於股東週年大會上獲得獨立決議案批准, 方告作實。

本公司已接獲各獨立非執行董事之年度確認書, 確認彼等符合香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.13條之獨立性, 而本公司繼續認為各獨立非執行董事為獨立人士。

### 董事服務合約

各董事已與本公司訂立委任函或服務合約。於二零二零年三月三十一日, 概無擬於股東週年大會上重選之董事與本集團訂立本集團不可決定於一年內毋須作出賠償(法定賠償除外)而終止之服務合約。

### 披露董事資料

下文所載董事資料變動(自最新中期報告日期始)須根據上市規則第13.51B(1)條予以披露:

執行董事易培劍先生已於二零一九年十二月辭任深圳市華融泰資產管理有限公司的副董事長兼董事。

執行董事熊劍瑞先生已於二零二零年五月七日辭任植華集團投資控股有限公司的非執行董事, 該公司之股份於聯交所主板上市(股份代號: 1842)。

### 酬金政策

董事酬金詳情載於綜合財務報表附註10。

應付董事之酬金將視乎薪酬委員會向董事會提供之建議獲批准後, 按各自之服務合約或委任函內之條款以及經參考本集團之業績、市場以及個別表現及貢獻而作出。

### 僱員退休福利

本集團之僱員退休福利詳情列於綜合財務報表附註27。



### PERMITTED INDEMNITY

Pursuant to bye-law 164(1) of the Bye-laws, each Director or other officer of the Company shall be entitled to be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which he or she may incur or sustain in or about the execution of the duties of his or her office or otherwise in relation thereto. The Company has arranged appropriate insurance in respect of the liabilities and costs associated with any proceedings which may be brought against its Directors and officers.

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

Except for the off-market repurchase of Shares at HK\$1.857 per Share on 21 January 2020 and the cancellation of such Shares on 23 January 2020 pursuant to the settlement agreement (the "Settlement Agreement"), neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2020. The aggregate consideration for 40,716,000 Shares (before expenses) were HK\$75,609,612. Please refer to the paragraph headed "Biological Business – Discontinued operation" in the section headed "Business Review" under "Management Discussion and Analysis" in this annual report for the background and the reasons of the off-market repurchase of such Shares.

### SHARE CAPITAL

As at 31 March 2020, the total number of issued Shares was 264,360,383 of US\$0.16 each (2019: 305,076,383 Shares of US\$0.16 each).

Details of movements in share capital of the Company for the year ended 31 March 2020 are set out in note 30(b) to the consolidated financial statements.

### EQUITY-LINKED AGREEMENTS

Save as disclosed in the sections headed "The Placing and Use of Proceeds" and "Share Option Scheme", 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 or subsisted at the end of the year.

### SHARE OPTION SCHEME

The Company operates a share option scheme (the "2010 Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the operations of the Group. Eligible participants of the 2010 Scheme include the Directors (including independent non-executive Directors), confirmed employees of the Group, the controlling Shareholders and their associates. The 2010 Scheme became effective on 11 February 2010 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

### 獲准彌償

根據細則第164(1)條，董事及本公司其他高級職員就其執行職務或與此有關所蒙受或招致之所有訴訟、費用、收費、損失、損害及開支，均有權從本公司的資產及利潤獲得彌償，並可獲確保免就此受任何損害。本公司已就其董事及高級職員因任何法律訴訟而引致之任何責任及成本安排合適的責任保險。

### 購買、出售或贖回本公司上市證券

除本公司於二零二零年一月二十一日在場外按每股股份1.857港元購回，並根據和解協議（「和解協議」）於二零二零年一月二十三日取消該等股份外，本公司或其任何附屬公司於截至二零二零年三月三十一日止年度內概無購買、出售或贖回本公司任何上市證券。該40,716,000股股份的總代價（扣除開支前）為75,609,612港元。有關背景及在場外購回該股份的原因載於本年報「管理層討論與分析」中「業務回顧」下的「生物業務－已終止經營業務」內。

### 股本

於二零二零年三月三十一日，已發行股份總數為每股面值0.16美元之264,360,383股份（二零一九年：每股面值0.16美元之305,076,383股份）。

本公司於截至二零二零年三月三十一日止年度之股本變動詳情載於綜合財務報表附註30(b)。

### 股權掛鈎協議

除於「配售事項及所得款項用途」及「購股權計劃」所披露外，本公司於本年度內並無訂立或於本年度末並不存在任何股票掛鈎協議，將會或可能會導致本公司發行股份或本公司須訂立任何協議而將會或可能導致本公司發行股份。

### 購股權計劃

本公司設立購股權計劃（「二零一零年計劃」），旨在向為本集團的營運成功作出貢獻的合資格參與者提供獎勵及回報。二零一零年計劃的合資格參與者包括董事（包括獨立非執行董事）、通過試用期的本集團僱員、控股股東及彼等之聯繫人。二零一零年計劃由二零一零年二月十一日生效，除另行取消或修訂外，有效期為該日起計十年。

# Directors' Report

## 董事會報告

Set out below principal terms of the 2010 Scheme:

### 1. Purpose

The purpose of the 2010 Scheme is to enable the Company to grant options to participants as incentives or rewards for their contribution to the Group, and to encourage participants to perform their best in achieving goals of the Group.

### 2. Participants

The participants are any employee, director, adviser or business consultant of the Company or any of its subsidiaries as determined by the remuneration committee of the Company (the "Remuneration Committee") at its absolute discretion.

### 3. Total number of Shares available for issue

The number of Shares which may be issued upon the exercise of all share options granted or to be granted under the refreshed mandate of the 2010 Scheme was 3,177,868 Shares, representing approximately 1.20% of the issued share capital of the Company as at 10 February 2020.

### 4. Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of the options granted to any participant (including both exercised and outstanding options) under the 2010 Scheme and any other schemes of the Company in any 12-month period must not exceed 1% of the issued Share, unless approved by Shareholders.

### 5. Period within which the Shares must be taken up under an option

An option may be exercised in accordance with the terms of the 2010 Scheme at any time during a period to be determined and notified by the Remuneration Committee to each grantee at the time of making an offer, and in any event such period of time shall not expire later than 10 years from the date of grant.

### 6. Minimum period for which an option must be held before it can be exercised

Unless otherwise determined by the Remuneration Committee at its sole discretion, there is a minimum period of 1 year for which an option must be held after its date of grant before such an option can be exercised.

### 7. Amount payable on acceptance of the option and the payment period

The grant of an option shall be deemed to have been accepted when the duplicate of the offer letter comprising acceptance of the offer duly signed by the grantee with the number of Shares in respect of which the offer is accepted clearly stated therein together with a payment or remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company within 21 days from the offer date.

以下為二零一零年計劃之主要條款：

### 1. 目的

二零一零年計劃之目的旨在讓本公司向參與者授出購股權，作為其對本集團作出貢獻之獎勵或回報，並鼓勵參與者竭盡所能達致本集團的目標。

### 2. 參與者

參與者為由本公司薪酬委員會（「薪酬委員會」）酌情釐定之本公司或其任何附屬公司之任何員工、董事、顧問或業務諮詢師。

### 3. 可供發行股份之總數目

根據二零一零年計劃經更新授權授出或將予授出之所有購股權獲行使時可發行之股份數目為3,177,868股股份，佔於二零二零年二月十日本公司已發行股本約1.20%。

### 4. 各參與者之最高配額

根據本公司之二零一零年計劃及任何其他計劃於任何十二個月期間內向任何參與者授出購股權（包括已行使及尚未獲行使之購股權）獲行使時已發行及擬將發行之股份總數不應超過已發行股份之1%，惟獲股東批准則除外。

### 5. 購股權項下須接納股份之期限

根據二零一零年計劃條款，購股權可於薪酬委員會於作出授出時向各承授人釐定及知會之期間內隨時可獲行使，惟無論如何相關期限不會遲於授出日起計十年後屆滿。

### 6. 行使前須持有購股權之最低期限

除由薪酬委員會酌情釐定者以外，於授出日期後但購股權可行使前須持有購股權之最低期限為一年。

### 7. 接納購股權應付款項及付款期限

當要約函件副本包括承授人正式簽署接納要約以及清楚載述接納要約之股份數目連同就授出代價以本公司為受益人之付款或匯款1.00港元已自要約日期起計21日內獲本公司接納，則所授出之購股權將視作已被接納。

#### 8. Basis of determining the exercise price

The exercise price of an option shall be a price determined by the Remuneration Committee in its absolute discretion, but shall not be less than the higher of:

- (a) the closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant which must be a business day;
- (b) the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of the grant; and
- (c) the nominal value of the Shares.

#### 9. Period of the 2010 Scheme

The 2010 Scheme shall remain in force for 10 years commencing on 11 February 2010 up to and including 10 February 2020. The 2010 Scheme expired on 10 February 2020.

No options were granted, exercised, lapsed or cancelled from the beginning of the financial year and up to the date of expiry of the 2010 Scheme on 10 February 2020. At the beginning of the financial year, there were no outstanding options. At the expiry of the 2010 Scheme on 10 February 2020, there were no outstanding options.

Note: The information above is based on the latest available books and records of the Company.

#### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during or at the end of the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate with the exception of granting of share options to subscribe for Shares under the share option scheme.

#### DIRECTORS' INTERESTS IN SECURITIES

As at 31 March 2020, the interests of the Directors, chief executives and their associates in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 of the Listing Rules (the "Model Code") were as follows:

#### 8. 釐定行使價之基準

購股權之行使價將由薪酬委員會酌情釐定，惟不低於以下最高者：

- (a) 於授出日期（須為營業日）在聯交所頒佈每日報價表所載述股份收市價；
- (b) 緊接授出日期前五個營業日在聯交所頒佈每日報價表所載述股份平均收市價；及
- (c) 股份之面值。

#### 9. 二零一零年計劃之期限

二零一零年計劃將會於二零一零年二月十一日起至二零二零年二月十日（包括首尾兩日）為期十年期間維持生效。本計劃已於二零二零年二月十日屆滿。

二零一零年計劃於本財政年度開始及至二零二零年二月十日屆滿日期以來，概無授出、行使、失效或註銷任何購股權。其於財政年度開始時，概無未行使的購股權。在二零一零年計劃於二零二零年二月十日屆滿時，亦無未行使的購股權。

附註：以上資料乃根據最近可供查閱之本公司賬冊及記錄而呈列。

#### 董事購買股份或債券之權利

除按購股權計劃授予可認購股份之購股權外，於本年度內或年度末任何時間，本公司或其任何附屬公司概無參與任何安排，致使董事可透過購買本公司或任何其他法人團體的股份或債券而獲取利益。

#### 董事於證券之權利

於二零二零年三月三十一日，董事、主要行政人員及彼等之聯繫人於本公司及其相聯法團（定義見《證券及期貨條例》）（「證券及期貨條例」）第XV部的股份、相關股份及債券中擁有的權益，該等權益乃記錄於根據證券及期貨條例第352條須存置的登記冊內，或已根據上市規則附錄10所載的標準守則（「標準守則」）另行知會本公司及聯交所如下：



# Directors' Report

## 董事會報告

### Long Positions in the Shares, Underlying Shares and Debentures of the Company

於本公司的股份、相關股份及債券的好倉

Name of Director 董事名稱	Capacity 身份	Number of Shares held 所持股份數目	Approximate percentage of the total number of issued Share <sup>(Note 1)</sup> 佔已發行股份總數之 概約百分比 <sup>(附註1)</sup>
Mr. Xiong Jianrui 熊劍瑞先生	Interests of controlled corporation 受控法團權益	177,965,114 <small>(Note 2)</small> <small>(附註2)</small>	67.32%
Mr. Yi Peijian 易培劍先生	Interests of controlled corporation 受控法團權益	177,965,114 <small>(Note 2)</small> <small>(附註2)</small>	67.32%

Notes:

- The percentage of the total number of issued Share is based on the 264,360,383 Shares issued as at 31 March 2020.
- These 177,965,114 Shares were beneficially owned by Alpha Professional Development Limited, a company incorporated in the British Virgin Islands ("Alpha Professional Development"), which, in turn was owned as to 50% by Mr. Xiong Jianrui and as to 50% by Mr. Yi Peijian. Therefore, each of Mr. Xiong Jianrui and Mr. Yi Peijian is deemed to be interested in the entire 177,965,114 Shares held by Alpha Professional Development.

附註：

- 本公司已發行股份總數之百分比乃根據於二零二零年三月三十一日已發行之264,360,383股股份而定。
- 該等177,965,114股股份由Alpha Professional Development Limited (於英屬處女群島註冊成立之公司) (「Alpha Professional Development」) 實益擁有，而Alpha Professional Development由熊劍瑞先生及易培劍先生分別擁有50%及50%。因此，熊劍瑞先生及易培劍先生各自被視為於Alpha Professional Development持有之全部177,965,114股股份中擁有權益。

### Long Positions in the Shares of the Associated Corporation of the Company (as defined in the SFO)

於本公司相聯法團(定義見證券及期貨條例)的股份中的好倉

Name of Director 董事名稱	Name of associated corporation 相聯法團名稱	Capacity 身份	Number of issued ordinary shares held 所持已發行 普通股數目	Percentage in the associated corporation 於相聯法團之 百分比
Mr. Xiong Jianrui 熊劍瑞先生	Alpha Professional Development Alpha Professional Development	Beneficial owner 實益擁有人	50	50%
Mr. Yi Peijian 易培劍先生	Alpha Professional Development Alpha Professional Development	Beneficial owner 實益擁有人	50	50%

Save as disclosed above, as at 31 March 2020, none of the Directors, chief executives of the Company nor their associates had any other personal, family, corporate and other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文披露者外，於二零二零年三月三十一日，概無董事、本公司主要行政人員及彼等之聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中擁有任何其他個人、家族、公司及其他權益或淡倉而須記錄於根據證券及期貨條例第352條須存置的登記冊內，或根據標準守則另行知會本公司及聯交所。

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

As at 31 March 2020, the following persons or entities, other than Directors or chief executives of the Company, had or were deemed to have interests or short positions in the Shares or underlying Shares which were recorded in the register required to be kept by the Company under section 336 of the SFO, or which were notified to the Company:

#### Long Positions in the Shares and Underlying Shares

### 主要股東及其他人士之權益

於二零二零年三月三十一日，以下人士或實體（並非董事或本公司主要行政人員）於股份或相關股份中，擁有或視為擁有根據證券及期貨條例第336條規定須存置在登記冊內，或另行知會本公司的權益或淡倉：

#### 於股份及相關股份之好倉

Name of Shareholder 股東名稱	Capacity 身份	Number of issued ordinary Shares held 所持已發行 普通股數目	Approximate percentage of the total number of issued Share 佔已發行股份總數之 概約百分比 <sup>(附註1)</sup>
Alpha Professional Development Alpha Professional Development	Beneficial owner 實益擁有人	177,965,114	67.32%
Shipsape Investments Limited Shipsape Investments Limited	Interest of controlled corporation 受控法團權益	177,965,114 <sup>(Note 2)</sup> (附註2)	67.31%
Sun Hung Kai & Co. Limited 新鴻基有限公司	Interest of controlled corporation 受控法團權益	177,965,114 <sup>(Note 2)</sup> (附註2)	67.31%
Sun Hung Kai Structured Finance Limited 新鴻基結構融資有限公司	Person having a security interest in shares 持有股份的保證權益的人士	177,965,114 <sup>(Note 2)</sup> (附註2)	67.31%
Allied Properties (H.K.) Limited 聯合地產(香港)有限公司	Interest of controlled corporation 受控法團權益	177,965,114 <sup>(Note 3)</sup> (附註3)	67.31%
Allied Group Limited 聯合集團有限公司	Interest of controlled corporation 受控法團權益	177,965,114 <sup>(Note 3)</sup> (附註3)	67.31%
Lee Seng Hui 李成輝	Interest of controlled corporation 受控法團權益	177,965,114 <sup>(Note 3)</sup> (附註3)	67.31%
Lee Seng Huang 李成煌	Interest of controlled corporation 受控法團權益	177,965,114 <sup>(Note 3)</sup> (附註3)	67.31%
Lee Su Hwei 李淑慧	Interest of controlled corporation 受控法團權益	177,965,114 <sup>(Note 3)</sup> (附註3)	67.31%

# Directors' Report

## 董事會報告

### Notes:

1. The percentage of the total number of issued Share is based on the 264,360,383 Shares issued as at 31 March 2020.
2. Sun Hung Kai Structured Finance Limited was wholly owned by Shipshape Investments Limited which was in turn wholly owned by Sun Hung Kai & Co. Limited. Therefore, through Sun Hung Kai Structured Finance Limited's having a security interest in the 177,965,114 Shares, each of Shipshape Investments Limited and Sun Hung Kai & Co. Limited was deemed to be interested in the 177,965,114 Shares.
3. Allied Properties (H.K.) Limited ("APL") held 100% interest in AP Jade Limited which in turn held 100% interest in AP Emerald Limited. AP Emerald Limited held approximately 62.36% interest in Sun Hung Kai & Co. Limited. APL was therefore deemed to have an interest in the shares in which Sun Hung Kai & Co. Limited was interested.

APL is a non wholly-owned subsidiary of Allied Group Limited ("AGL"). AGL was therefore deemed to have an interest in the shares in which APL was interested.

Mr. Lee Seng Hui, Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of the Lee and Lee Trust, being a discretionary trust. The Lee and Lee Trust controlled approximately 74.95% of the total number of issued shares of AGL (inclusive of Lee Seng Hui's personal interests) and was therefore deemed to have an interest in the shares in which AGL was interested through APL.

Save as disclosed above, as at 31 March 2020, there were no other persons or entities, other than Directors or chief executives of the Company, had or were deemed to have interests or short positions in the Shares or underlying Shares which were recorded in the register required to be kept under section 336 of SFO, or which were notified to the Company.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws or the law of Bermuda, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new Shares on a pro rata basis to the existing Shareholders.

### TAXATION RELIEF AND EXEMPTION

The Company is not aware of any tax relief or exemption available to Shareholders by reason of their holding of the Shares.

### 附註：

1. 本公司已發行股份總數之百分比乃根據於二零二零年三月三十一日已發行之264,360,383股股份而定。
2. 新鴻基結構融資有限公司由Shipshape Investments Limited全資擁有，而Shipshape Investments Limited由新鴻基有限公司全資擁有。因此，透過新鴻基結構融資有限公司於177,965,114股股份中擁有之保證權益，Shipshape Investments Limited及新鴻基有限公司均被視為於177,965,114股股份中擁有權益。
3. 聯合地產（香港）有限公司（「聯合地產」）持有AP Jade Limited之100%權益，而AP Jade Limited持有AP Emerald Limited之100%權益。AP Emerald Limited持有新鴻基有限公司約62.36%權益。聯合地產因而被視為擁有新鴻基有限公司所持股份之權益。

聯合地產為聯合集團有限公司（「聯合集團」）之非全資附屬公司。聯合集團因而被視為擁有聯合地產所持股份之權益。

李成輝先生、李淑慧女士及李成煌先生為Lee and Lee Trust（為全權信託）的受託人。Lee and Lee Trust控制聯合集團已發行股份總數約74.95%（包括李成輝先生的個人權益），因而被視為擁有聯合集團透過聯合地產所持股份之權益。

除上文披露者外，於二零二零年三月三十一日，概無其他人士或實體（並非董事或本公司主要行政人員）於股份或相關股份中，擁有或視為擁有根據證券及期貨條例第336條規定須存置在登記冊內，或另行知會本公司的權益或淡倉。

### 優先購買權

細則或百慕達（本公司註冊成立所在司法權區）法律並無關於優先購買權的條款，致令本公司必須按比例向現有股東發售新股份。

### 稅項寬減及豁免

本公司並不知悉股東因持有股份而可獲得任何稅項寬減及豁免。



## CONNECTED TRANSACTION

As disclosed in the announcement of the Company dated 18 September 2019, the Company, Starways Global Holding Inc. ("Starways Global"), Mr. Wang Bin ("Mr. Wang") and GE International entered into a Settlement Agreement on 17 September 2019, pursuant to which, (i) the sales and purchase agreement dated 24 December 2018 (the "Sale and Purchase Agreement") entered into among the Company (as purchaser), Starways Global (as vendor) and Mr. Wang (as guarantor) in respect of the acquisition of the 10,000 shares of GE International shall be rescinded and void from its inception; (ii) all the 40,716,000 Shares shall be transferred by Starways Global to the Company for cancellation; (iii) Starways Global shall pay the Company the settlement cash in the amount of approximately HK\$18.8 million; (iv) the Company shall transfer the 10,000 shares in GE International to Starways Global; and (v) each of the parties shall be discharged from all liability and/or further liability, demands, claims and proceedings arising out of or in connection with the Sale and Purchase Agreement. The completion took place on 23 January 2020 after all the conditions precedent under the Settlement Agreement have been fulfilled.

Since Starways Global held 40,716,000 shares of the Company, representing approximately 13.4% of the issued share capital of the Company as at the date of the Settlement Agreement, Starways Global was a substantial Shareholder (as defined under the Listing Rules) and thus a connected person of the Company. Therefore, the disposal of the 10,000 shares of GE International by the Company in accordance with the Settlement Agreement constitutes a connected transaction for the Company and is subject to the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Since applicable percentage ratios (as defined under the Listing Rules) in respect of the transaction contemplated under the Settlement Agreement exceeds 25% but is less than 75%, the entering into of the Settlement Agreement and the transactions contemplated thereunder constitute a major transaction for the Company under Chapter 14 of the Listing Rules. The special resolutions approving the Settlement Agreement and the transactions contemplated thereunder was passed by the independent Shareholders by poll at the special general meeting held on 3 January 2020.

The material related party transactions set out in note 36 to the consolidated financial statements of this annual report included a transaction that constituted a connected transaction within the meaning of the Listing Rules. The Company has complied with the requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transaction entered into by the Group during the year.

## 關連交易

誠如本公司二零一九年九月十八日的公告所披露，於二零一九年九月十七日，本公司、星威國際控股有限公司（「星威國際」）、王斌先生（「王先生」）及大君國際訂立和解協議，據此，(i)日期為二零一八年十二月二十四日並由本公司（作為買方）、星威國際（作為賣方）及王先生（作為擔保人）就收購10,000股大君國際股份訂立之買賣協議自其訂立起已屬無效並應予撤銷；(ii)所有40,716,000股股份將由星威國際轉讓予本公司註銷；(iii)星威國際將向本公司支付和解現金約18.8百萬港元；(iv)本公司將向星威國際轉讓10,000股大君國際股份；及(v)各訂約方將解除由買賣協議引起或有關買賣協議之所有責任及／或進一步責任、要求、索償及訴訟。於達成和解協議之所有先決條件後，完成於二零二零年一月二十三日完成。

由於星威國際持有40,716,000股股份，佔於和解協議日期本公司已發行股本約13.4%，星威國際為主要股東（定義見上市規則），並因此為本公司的關連方。故根據上市規則第14A章，本公司根據和解協議出售10,000股大君國際股份構成本公司的關連交易，須遵守報告、公告及獨立股東批准之規定。由於和解協議項下擬進行之交易之適用百分比率超過25%但少於75%，故根據上市規則第14章之規定，訂立和解協議及其項下擬進行之交易構成本公司的主要交易。批准和解協議及其項下擬進行之交易之特別決議案已於二零二零年一月三日召開之股東特別大會上獲獨立股東以股數投票表決方式通過。

本年報綜合財務報表附註36所載之重大關連方交易包括構成上市規則所指之關連交易之交易。本公司已於本年度內就本集團訂立之關連交易遵守上市規則第14A章內所指定之規定。

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year and up to the date of this report, the following Director is considered to have interests in the businesses listed below which compete or are likely to compete with the businesses of the Group pursuant to the Listing Rules as set out below:

1. Mr. Chen Zeyu is a director and substantial shareholder of Aus Warehouse Pty Ltd. in Australia, which is engaged in the business of baby food trading;
2. Mr. Chen Zeyu is a substantial shareholder of ANZ Organic Pty Ltd. in Australia, which is engaged in the business of baby formula and vitamins trading.

Although the above-mentioned Director have competing interests in other companies by virtue of his directorship or shareholding, he will fulfil his fiduciary duties in order to ensure that he will act in the best interests of the Shareholders and the Company as a whole at all times. Hence, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies.

Save as disclosed above, none of the Directors and their respective associates had any direct or indirect interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contracts of significance in relation to the business of the Group to which the Group was a party, and in which a Director or his connected entity had a material interest, whether directly or indirectly, subsisted as at 31 March 2020 or at any time during the year.

### CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDERS

There was not any contracts of significance entered into between the Group and any controlling Shareholders or its subsidiaries during or at the end of the year ended 31 March 2020.

### MANAGEMENT CONTRACTS

Save for employment contracts, no other contracts concerning the management and/or administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year.

### 董事於競爭業務之權益

於本年度及截至本報告日期為止，根據上市規則，以下董事被視為於下列與本集團業務競爭或有可能的競爭業務中持有權益：

1. 陳澤宇先生為澳洲的Aus Warehouse Pty Ltd.之董事及主要股東，該公司從事嬰兒食品貿易業務；
2. 陳澤宇先生為澳洲的ANZ Organic Pty Ltd.的主要股東，該公司從事嬰兒配方奶粉和維生素的交易。

上述董事雖因彼同時於其他公司出任董事一職或擁有股權而持有競爭性權益，彼仍會履行其受信責任，以確保彼於任何時候均以股東及本公司之整體最佳利益行事。故此，本集團得以按公平原則以獨立於該等公司業務之方式進行其本身之業務。

除上文所披露者外，概無董事及彼等各自的聯繫人於與本集團業務構成或可能構成競爭之業務中擁有直接或間接權益。

### 董事於交易、安排或合約之權益

於二零二零年三月三十一日或於本年度內任何時間，概無董事或與其有關連之實體於本集團為其中一方訂立任何對本集團業務屬重大之任何交易、安排或合約中直接或間接擁有重大權益。

### 與控股股東訂立之重要合約

於截至二零二零年三月三十一日止年度或於二零二零年三月三十一日，本集團概無任何與本公司控股股東或其附屬公司之間所訂的重要合約。

### 管理合約

除僱傭合約外，於本年度內並無訂立或存續且與本公司業務全部或任何重大部分有關的其他管理及／或行政合約。

### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales attributable to the Group's five largest customers and the aggregate purchases attributable to the Group's five largest suppliers were approximately 66.9% and 99.9% of the Group's sales and purchases from continuing operations, respectively.

During the year, the aggregate sales attributable to the Group's largest customer and the aggregate purchases attributable to the Group's largest supplier were approximately 20.5% and 81.3% of the Group's sales and purchases from continuing operations, respectively.

Based on the available information to the Directors, none of the Directors, or any of their close associates or any Shareholders (which owns more than 5% of the total number of issued Shares) had an interest in these major suppliers or customers of the Group.

### PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the year are shown in note 15 to the consolidated financial statements.

### OTHER BORROWING

Borrowing of the Group which is repayable within one year is classified as current liabilities. Repayment analysis of other borrowing of the Group is set out in note 23 to the consolidated financial statements. The Group had not capitalised any interests during the year.

### RESERVES

As at 31 March 2020, the Company has no reserves available for distribution, calculated in accordance with the provisions of the Companies Act 1981 of Bermuda (as amended).

### FINANCIAL SUMMARY

The results, assets and liabilities of the Group for the last five financial years are summarised on page 176.

### DONATIONS

The Group did not make any charitable donations during the year (2019: Nil).

### CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices and procedures. A report on the principal corporate governance practices adopted by the Company is set out in the "Corporate Governance Report" on pages 17 to 28 of this annual report.

### SUFFICIENCY OF PUBLIC FLOAT

As at the latest practicable date prior to the issue of this annual report (being 23 July 2020), based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules.

### 主要客戶及供應商

於本年度，本集團最大五位客戶之銷售總額及本集團最大五位供應商之採購總額分別為本集團來自持續經營業務之銷售額及採購額約66.9%及99.9%。

於本年度，本集團最大客戶之銷售總額及本集團最大供應商之採購總額分別為本集團來自持續經營業務之銷售額及採購額約20.5%及81.3%。

根據可供董事查閱的資料，概無董事或其任何緊密聯繫人士或任何股東（持有本公司已發行股份總數5%以上者）於本集團主要供應商或客戶中擁有權益。

### 物業、廠房及設備

於本年度內之物業、廠房及設備之變動列示於綜合財務報表附註15。

### 其他借貸

本集團須於一年內償還之借貸歸納於流動負債內。有關本集團其他借貸之還款分析列於綜合財務報表附註23。本集團於本年度內並無資本化任何利息。

### 儲備

於二零二零年三月三十一日，根據百慕達一九八一年公司法（經修訂）之計算，本公司並無可供分派之儲備。

### 財務概要

本集團於過往五個財政年度之業績、資產及負債概要載於本年報第176頁。

### 捐款

本集團於本年度內並無作出任何慈善捐款（二零一九年：無）。

### 企業管治

本公司致力於維持高水準之企業管治常規及程序。本公司所採納的主要企業管治常規報告載於本年報第17頁至第28頁之「企業管治報告」。

### 足夠公眾持股量

於本年報刊發日期前之最後實際可行日期（即二零二零年七月二十三日），根據本公司公開可得的資料及就董事所知，本公司已維持上市規則規定的足夠公眾持股量。



# Directors' Report

## 董事會報告

### AUDITOR

Crowe (HK) CPA Limited acted as the auditor of the Company and audited the Group's consolidated financial statements for the year ended 31 March 2020.

Crowe (HK) CPA Limited shall retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Crowe (HK) CPA Limited as auditor of the Company will be proposed at the AGM.

On behalf of the Board

Alpha Professional Holdings Limited



**Xiong Jianrui**  
*Chairman and Executive Director*  
Hong Kong, 29 June 2020

\* For identification purpose only

### 核數師

國富浩華(香港)會計師事務所有限公司擔任本公司核數師，負責審核本集團截至二零二零年三月三十一日止年度之綜合財務報表。

國富浩華(香港)會計師事務所有限公司將告退並符合資格再獲委任。再度委任國富浩華(香港)會計師事務所有限公司為本公司核數師的決議案，將於股東週年大會上提呈。

代表董事會

Alpha Professional Holdings Limited  
阿爾法企業控股有限公司\*



**熊劍瑞**  
*主席兼執行董事*  
香港，二零二零年六月二十九日

\* 僅供識別

# Biographical Information of Directors and Senior Management

## 董事及高級管理層個人資料

### DIRECTORS

#### XIONG Jianrui (“Mr. Xiong”)

Mr. Xiong, aged 56, has been an executive director and the chairman of the board of directors of the Company since 30 November 2017. He is also the chairman of the nomination committee and a member of the remuneration committee of the Company. He is also a director of Alpha Professional Development Limited (a controlling shareholder of the Company) (“Alpha Professional Development”), and a director of certain subsidiaries of the Company. Mr. Xiong holds a Bachelor’s Degree in Information Engineering from The Xi Bei Institute of Telecommunications Engineering.

Mr. Xiong has over 20 years of experience in telecommunication technology and business management. He is currently a partner in Express Team Holdings Inc. Mr. Xiong was an executive director of China Uptown Group Company Limited (formerly known as Techwayson Holdings Limited and The Quaypoint Corporation Limited, shares of which are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Stock Code: 2330) from May 2003 to November 2005 and from December 2008 to June 2012. Mr. Xiong also was a non-executive director of Great World Company Holdings Ltd (formerly known as T S Telecom Technologies Limited, shares of which are listed on GEM of the Stock Exchange, Stock Code: 8003) from October 2007 to December 2007, a non-executive director of Anxin-China Holdings Limited (shares of which were formerly listed on the Main Board of the Stock Exchange) from June 2017 to December 2018 and a non-executive director of Grown Up Group Investment Holdings Limited (shares of which are listed on the Main Board of the Stock Exchange, Stock Code: 1842) from February 2018 to May 2020.

#### YI Peijian (“Mr. Yi”)

Mr. Yi, aged 49, has been an executive director and the chief executive officer of the Company since 30 November 2017. He is also a member of each of the remuneration committee and the nomination committee of the Company. He is also a director of Alpha Professional Development, and a director of certain subsidiaries of the Company. Mr. Yi holds a Doctor’s Degree of Philosophy in Statistics from Xiamen University.

Mr. Yi is currently a director of Qianhai Hongtai Fund Management Co., Ltd.\* (前海弘泰基金管理有限公司), Chengdu Zhifutong New Information Technology Services Company Limited\* (成都支付通新資訊技術服務有限公司), Shenzhen Nanshan Liangwan Fund Management Company Limited\* (深圳南山兩灣基金管理有限公司), TFKT True Holdings and Sanjohn Investment Management (Cayman) Company Limited, and was the vice-chairman and a director of Shenzhen Warranty Assets Management Co., Ltd.\* (深圳市華融泰資產管理有限公司) (“Shenzhen Warranty”) from November 2018 to December 2019 and the president of Shenzhen Warranty from January 2010 to October 2018, a director of Shenzhen Huakong Seg Company Limited\* (深圳華控賽格股份有限公司) (shares of which are listed on the Shenzhen Stock Exchange, Stock Code: 000068) from March 2014 to September 2015, and a director of True Yoga Holdings Limited from May 2017 to October 2019.

\* For identification purpose only

### 董事

#### 熊劍瑞先生 (「熊先生」)

熊先生，五十六歲，自二零一七年十一月三十日起出任本公司執行董事及董事會主席。他亦是本公司提名委員會主席及薪酬委員會成員。他亦是Alpha Professional Development Limited (本公司控股股東) (「Alpha Professional Development」)的董事及為本公司若干附屬公司的董事。熊先生持有中國西北電訊工程學院之資訊工程學學士學位。

熊先生於通訊技術及業務管理方面擁有逾二十年經驗。他現時出任 Express Team Holdings Inc. 的合夥人。熊先生曾於二零零三年五月至二零零五年十一月及二零零八年十二月至二零一二年六月出任中國上城集團有限公司 (前稱為德維森控股有限公司及紀翰集團有限公司，其股份於香港聯合交易所有限公司 (「聯交所」) 主板上市，股份代號：2330) 的執行董事。熊先生亦於二零零七年十月至二零零七年十二月出任世大控股有限公司 (前稱大誠電訊科技有限公司，其股份於聯交所創業板上市，股份代號：8003) 的非執行董事，於二零一七年六月至二零一八年十二月出任中國安芯控股有限公司 (其股份曾於聯交所主板上市) 的非執行董事及於二零一八年二月至二零二零年五月出任植華集團投資控股有限公司 (其股份於聯交所主板上市，股份代號：1842) 的非執行董事。

#### 易培劍先生 (「易先生」)

易先生，四十九歲，自二零一七年十一月三十日起出任本公司執行董事及行政總裁。他亦是本公司薪酬委員會及提名委員會各自的成員。他亦是Alpha Professional Development的董事及本公司若干附屬公司的董事。易先生持有廈門大學之統計學博士學位。

易先生現時出任前海弘泰基金管理有限公司、成都支付通新資訊技術服務有限公司、深圳南山兩灣基金管理有限公司、TFKT True Holdings 及Sanjohn Investment Management (Cayman) Company Limited 的董事，彼曾於二零一八年十一月至二零一九年十二月出任深圳市華融泰資產管理有限公司 (「深圳市華融泰」) 的副董事長兼董事及二零一零年一月至二零一八年十月出任深圳市華融泰的總裁，於二零一四年三月至二零一五年九月出任深圳華控賽格股份有限公司 (其股份於深圳證券交易所上市，股份代號：000068) 的董事，及於二零一七年五月至二零一九年十月出任 True Yoga Holdings Limited 的董事。

\* 僅供識別

## Biographical Information of Directors and Senior Management 董事及高級管理層個人資料

### CHEN Zeyu ("Mr. Chen")

Mr. Chen, aged 32, has been an executive director of the Company since 18 October 2019. He is also a member of each of the remuneration committee and the nomination committee of the Company. He is also a director of certain subsidiaries of the Company. Mr. Chen holds a Bachelor's Degree of Social Science in Economics from the University of New South Wales.

Mr. Chen has over 4 years of experience in cross-border trading business. He has successfully founded distribution channels between Australia and China, involving in the establishment of management system for the integration of cross-border e-commerce and e-marketing. Prior to the founding of distribution channels, Mr. Chen had also participated in various real estate projects including research and analysis of real estate developments in Australia for over 3 years.

### LI Chak Hung ("Mr. Li")

Mr. Li, aged 55, has been an independent non-executive director of the Company since 18 October 2019. He is also the chairman of the audit committee, and a member of each of the remuneration committee and the nomination committee of the Company. Mr. Li holds a Bachelor's Degree of Business Administration from The Chinese University of Hong Kong. He is also a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a fellow of The Taxation Institute of Hong Kong.

Mr. Li has over 25 years of experience in accounting, auditing, taxation and financial management. Mr. Li is currently an independent non-executive director of Asiasec Properties Limited (Stock Code: 271), Sandmartin International Holdings Limited (Stock Code: 482) and Summit Ascent Holdings Limited (Stock Code: 102), and was an independent non-executive director of Alibaba Pictures Group Limited (Stock Code: 1060) from September 2004 to June 2014 and DreamEast Group Limited (Stock Code: 593) from October 2004 to December 2019, of which the shares of all such companies are listed on the Main Board of the Stock Exchange.

### 陳澤宇先生 (「陳先生」)

陳先生，三十二歲，自二零一九年十月十八日起出任本公司執行董事。他亦是本公司薪酬委員會及提名委員會各自的成員。他亦是本公司若干附屬公司的董事。陳先生持有新南威爾士大學之經濟學社會科學學士學位。

陳先生於跨境貿易業務方面擁有逾四年經驗。他曾成功創立澳洲與中國之間的可整合跨境電子商務及電子營銷的管理體系的分銷渠道。於創辦分銷渠道前，陳先生亦曾參與多個房地產項目，包括在澳洲從事房地產發展調研及分析逾三年。

### 李澤雄先生 (「李先生」)

李先生，五十五歲，自二零一九年十月十八日起出任本公司獨立非執行董事。他亦是本公司審核委員會主席，及薪酬委員會及提名委員會各自的成員。李先生持有香港中文大學之工商管理學士學位。他亦為香港會計師公會執業會計師及香港稅務學會資深會員。

李先生於會計、審計、稅務及財務管理方面擁有逾二十五年經驗。他現時出任亞證地產有限公司（股份代號：271）、聖馬丁國際控股有限公司（股份代號：482）及凱升控股有限公司（股份代號：102）的獨立非執行董事，彼曾於二零零四年九月至二零一四年六月出任阿里巴巴影業集團有限公司（股份代號：1060）及於二零零四年十月至二零一九年十二月出任夢東方集團有限公司（股份代號：593）的獨立非執行董事，該等公司之股份均於聯交所主板上市。



# Biographical Information of Directors and Senior Management

## 董事及高級管理層個人資料

### CHOI Kin Man (“Mr. Choi”)

Mr. Choi, aged 60, has been an independent non-executive director of the Company since 1 March 2020. He is also a member of each of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Choi holds a Bachelor’s Degree in Journalism from Jinan University and a Master’s Degree of Business Administration from University of South Australia.

Mr. Choi has over 15 years of experience in the media and public relations industry. He is currently the managing director of Shima & Co. Limited, and an independent non-executive director of Asiasec Properties Limited (Stock Code: 271), the shares of which are listed on the Main Board of the Stock Exchange, and was previously a director of Capital Communications Corp., and had participated in a number of public relations and communications projects.

### SENIOR MANAGEMENT

#### CHAN Chun Hong (“Mr. Chan”)

Mr. Chan, aged 42, has been the chief financial officer, the company secretary and the authorised representative of the Company since 7 January 2020. Mr. Chan holds a Bachelor’s Degree of Business Administration from Hong Kong Baptist University. He is also a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.

Mr. Chan has more than 18 years of experience working in auditing, accounting and financial management. Prior to joining the Company, he had worked for several listed companies in Hong Kong.

### 蔡健民先生 (「蔡先生」)

蔡先生，六十歲，自二零二零年三月一日起出任本公司獨立非執行董事。他亦是本公司審核委員會、薪酬委員會及提名委員會各自的成員。蔡先生持有暨南大學之新聞學學士學位及南澳大學之工商管理碩士學位。

蔡先生於媒體及公關行業擁有逾十五年經驗。他現時出任Shima & Co. Limited的董事總經理，及亞證地產有限公司（股份代號：271）的獨立非執行董事，該公司之股份於聯交所主板上市，彼曾出任Capital Communications Corp.的董事，並參與多個公關及通訊項目。

### 高級管理層

#### 陳振康先生 (「陳先生」)

陳先生，四十二歲，自二零二零年一月七日起出任本公司首席財務官、公司秘書以及授權代表。陳先生持有香港浸會大學之工商管理學士學位。他亦為香港會計師公會會員及英國特許公認會計師公會資深會員。

陳先生於審計、會計及財務管理方面擁有逾十八年經驗。於加入本公司前，他曾任職多間香港上市公司。

# Independent Auditor's Report

## 獨立核數師報告



國富浩華(香港)會計師事務所有限公司  
**Crowe (HK) CPA Limited**  
香港 銅鑼灣 禮頓道77號 禮頓中心9樓  
9/F Leighton Centre,  
77 Leighton Road,  
Causeway Bay, Hong Kong

### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ALPHA PROFESSIONAL HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

#### DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Alpha Professional Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 52 to 175, which comprise the consolidated statement of financial position as at 31 March 2020, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the "Basis for disclaimer of opinion" section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements of the Group have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

#### BASIS FOR DISCLAIMER OF OPINION

##### Opening balances and corresponding figures

The corresponding figures disclosed in the consolidated financial statements are based on the audited consolidated financial statements of the Group for the year ended 31 March 2019. The auditor did not express an opinion on the consolidated financial statements for the year ended 31 March 2019.

On 29 January 2019, the Group had acquired the entire equity interests in Great Empire International Group Limited ("GE International") and its subsidiaries (collectively the "GE Group") (the "Acquisition"), whose principal activity was engaged in the provision of biotechnology and biological gene technology technical services (the "Biological Business"). The details of the Acquisition are set out in note 34 to the consolidated financial statements. Revenue generated from the Biological Business during the year ended 31 March 2019 amounted to approximately HK\$13,904,000 (the "Revenue of Biological Business").

### 致 ALPHA PROFESSIONAL HOLDINGS LIMITED 阿爾法企業控股有限公司\*

股東的獨立核數師報告  
(於百慕達註冊成立的有限公司)

#### 不發表意見

吾等獲委聘審核列載於第52至175頁Alpha Professional Holding Limited 阿爾法企業控股有限公司\* (「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表。此綜合財務報表包括於二零二零年三月三十一日的綜合財務狀況報表、截至當日止年度之綜合損益及其他全面收益表、綜合權益變動表、綜合現金流量表、以及綜合財務報表附註(包括主要會計政策概要)。

吾等對於 貴集團綜合財務報表不發表意見。由於本報告「不發表意見的基準」一節所述事件的重要性，吾等未能獲得充足的合適審核證據來為此等綜合財務報表的審核意見提供基礎。在各其他方面，吾等認為， 貴集團綜合財務報表已遵照香港公司條例之披露規定而妥為編製。

#### 不發表意見的基準

##### 期初餘額及相應數字

綜合財務報表披露的相應數字乃基於 貴集團截至二零一九年三月三十一日止年度之經審核綜合財務報表。核數師對截至二零一九年三月三十一日止年度的綜合財務報表不發表意見。

於二零一九年一月二十九日， 貴集團已收購主要業務為從事提供生物科技及生物基因技術服務(「生物業務」)的大君國際集團有限公司(「大君國際」)及其附屬公司(統稱「大君集團」)的全部股權(「收購事項」)。收購事項詳情載於綜合財務報表附註34。截至二零一九年三月三十一日止年度，生物業務所得收入約為13,904,000港元(「生物業務收入」)。

During the course of our audit for the year ended 31 March 2019, we noticed certain inconsistencies between third parties documents and information provided by the Group and that we had obtained directly for revenue transactions under the Biological Business. We were unable to perform practicable audit procedures to verify the inconsistencies in the documents and information available to us, and to carry out satisfactory audit procedures to obtain reasonable assurance regarding the occurrence, completeness and accuracy of the Revenue of Biological Business, and the corresponding trade receivables balances of HK\$14,751,000 as at 31 March 2019. Furthermore, the intangible assets and goodwill arising from the Acquisition of GE Group, amounted to HK\$110,943,000 and HK\$48,430,000, respectively, had been allocated to the Biological Business cash generating units. The fair values had been estimated using the cash flows projections from the Biological Business. Due to the inconsistencies in documents and information available to us mentioned above and limitation in the scope of work, we were unable to assess whether the fair values as at the acquisition date and the recoverable amount of these assets as at 31 March 2019 were reliably measured. There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the carrying amounts of the intangible assets and goodwill, the associated amortisation expenses attributed to the intangible assets and tax relating to the Biological Business were free from material misstatement.

In addition, because of the inconsistencies in the documents and information described above, there were no alternative audit procedures we could perform to satisfy ourselves as to the occurrence and existence, accuracy, valuations, rights and obligations, completeness, classification, disclosure and presentation of the transactions for the year ended 31 March 2019 and the assets and liabilities related to the Biological Business as at 31 March 2019. Accordingly, we were not able to obtain sufficient appropriate audit evidence to determine whether any adjustments to the consolidated financial statements as at and for the year ended 31 March 2019 were necessary.

As a result, in performing our audit of the consolidated financial statements of the Group for the year ended 31 March 2020, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether the opening balances of assets, liabilities and reserves as at 1 April 2019 and the corresponding figures were fairly stated.

Any adjustments that might have been found to be necessary in respect of the above had we obtained sufficient appropriate audit evidence would have a consequential effect on the net assets of the Group as at 1 April 2019, and of its financial performance and cash flows for the current and prior years, and the related disclosures thereof in the consolidated financial statements.

於吾等截至二零一九年三月三十一日止年度之審核過程中，吾等注意到，貴集團所提供的第三方文件及資料與吾等就生物業務項下之收入交易所直接取得者存在若干不一致之處。吾等未能進行切實可行的審核程序，以驗證吾等所獲得的文件及資料的不一致之處及未能進行令人信納的審核程序，以取得生物業務收入及相應於二零一九年三月三十一日貿易應收款項結餘14,751,000港元的發生、完整性及準確性的合理核證。此外，收購大君集團所產生的無形資產及商譽分別110,943,000港元及48,430,000港元已分配至生物業務現金產生單位。已使用生物業務之現金流量預測對公平價值作出估計。由於上文所述吾等可獲得的文件及資料不一致性及審核範圍限制，吾等未能評估於收購日期之公平價值及於二零一九年三月三十一日該等資產之可收回金額是否經可靠計量。概無吾等可進行之替代審核程序以讓吾等信納無形資產及商譽之賬面值、無形資產應佔相關攤銷開支及與生物業務相關的稅項並無重大失實陳述。

此外，由於上文所述文件及資料的不一致性，概無吾等可進行之替代審核程序以讓吾等信納與於二零二零年三月三十一日的生物業務有關截至二零二零年三月三十一日止年度的交易和資產及負債的發生和存在性、準確性、估值情況、權利及義務、完整性、分類、披露及呈列。因此，吾等無法取得足夠合適的審核證據，以釐定於二零一九年三月三十一日及截至該日止年度綜合財務報表的任何調整是否屬必要。

因此，於審核 貴集團截至二零二零年三月三十一日止年度的綜合財務報表時，吾等未能取得充足合適的審核證據以使吾等信納於二零一九年四月一日的資產、負債及儲備期初結餘及相應數字是否已公允地列報。

有關倘吾等獲得充足合適的審核證據而對上述情況作出的任何必要調整將對 貴集團於二零一九年四月一日的資產淨值及其本年度及過往年度的財務表現及現金流量，以及於綜合財務報表的有關披露造成影響。



# Independent Auditor's Report

## 獨立核數師報告

### Disposal of Biological Business

During the year ended 31 March 2020, the Company entered into a settlement agreement with the vendor to the Acquisition (the "Vendor"), the guarantor to the Acquisition and GE International to unwind the Acquisition by the return of 40,716,000 settlement shares from the Vendor plus the settlement cash in the amount of approximately HK\$18,804,000 to be paid by the Vendor to the Company, and the Company shall transfer its entire legal and beneficial interest in GE International to the Vendor (the "Unwinding").

Upon completion of the Unwinding during the year ended 31 March 2020, the Group recognised a loss on disposal of subsidiaries of HK\$54,162,000 for the year ended 31 March 2020. Together with the loss of HK\$2,363,000 for the year ended 31 March 2020 reported by the Biological Business, the loss from discontinued operation of Biological Business amounted to HK\$56,525,000. As mentioned above, due to the inconsistencies in the documents and information provided, there were no alternative audit procedures we could perform to satisfy ourselves as to the occurrence and existence, accuracy, valuations, rights and obligations, completeness, classification, disclosure and presentation of the transactions for the year ended 31 March 2020 and the assets and liabilities related to the Biological Business as at the date of disposal. As a result, we were unable to carry out satisfactory audit procedures to obtain reasonable assurance regarding the completeness, accuracy and valuation in respect of the loss from discontinued operation during the year ended 31 March 2020.

Any adjustments that might have been found to be necessary in respect of the above had we obtained sufficient appropriate audit evidence would have a consequential effect on the Group's financial performance and cash flows for the year ended 31 March 2020, and the related disclosures thereof in the consolidated financial statements.

### Responsibilities of directors and those charged with governance 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 International Financial Reporting Standards issued by the International Accounting Standards Board ("IASB") 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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

### 出售生物業務

於截至二零二零年三月三十一日止年度，貴公司與收購事項之賣方（「賣方」）、收購事項之擔保人及大君國際訂立和解協議，以透過退還賣方的40,716,000股和解股份加上賣方將支付予貴公司的和解現金約18,804,000港元解除收購事項，且貴公司將向賣方轉讓其於大君國際的全部法律及實益權益（「解除事項」）。

於截至二零二零年三月三十一日止年度解除事項完成後，貴集團確認截至二零二零年三月三十一日止年度出售附屬公司虧損54,162,000港元。連同生物業務呈報截至二零二零年三月三十一日止年度之虧損2,363,000港元，來自已終止經營生物業務之虧損為56,525,000港元。誠如上文所述，由於所提供文件及資料的不一致性，概無吾等可進行之替代審核程序，以讓吾等信納於截至二零二零年三月三十一日止年度的交易及於出售日期有關生物業務之資產及負債的發生和存在性、準確性、估值情況、權利和義務、完整性、分類、披露及呈列。因此，吾等未能進行滿意的審核程序，以就截至二零二零年三月三十一日止年度已終止經營業務之虧損之完整性、準確性及估值情況取得合理核證。

有關倘吾等獲得充足合適的審核證據而對上述情況作出的任何必要調整將對貴集團截至二零二零年三月三十一日止年度的財務表現及現金流量，以及於綜合財務報表的相關披露造成影響。

### 董事及治理層就綜合財務報表承擔的責任

貴公司董事須負責根據國際會計準則委員會（「國際會計準則委員會」）頒佈的國際財務報告準則及香港公司條例的披露規定編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的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，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

# Independent Auditor's Report

## 獨立核數師報告

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

### Auditor's responsibilities for the audit of the consolidated financial statements

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and to issue an auditor's report. However, because of the matters described in the "Basis for disclaimer of opinion" section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

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.

**Crowe (HK) CPA Limited**  
Certified Public Accountants  
Hong Kong, 29 June 2020

**Chan Wai Dune, Charles**  
Practising Certificate Number P00712

審核委員會協助 貴公司董事履行監察 貴集團的財務報告過程的責任。

### 核數師就審計綜合財務報表承擔的責任

吾等負責根據香港會計師公會（「香港會計師公會」）頒佈的香港審計準則（「香港審計準則審計」）審計 貴集團的綜合財務報表，並發出核數師報告。然而，由於「不發表意見的基準」一節所述事項，吾等未能取得足夠合適的審計憑證來為此等綜合財務報表的審計意見提供基礎。

吾等根據香港會計師公會的專業會計師道德守則（「守則」）獨立於 貴集團，並已根據守則履行吾等其他道德責任。

國富浩華（香港）會計師事務所有限公司  
執業會計師  
香港，二零二零年六月二十九日

陳維端  
執業證書編號P00712

\* 僅供識別

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

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

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收入	6(a)	147,930	351,448
Cost of sales	銷售成本		(148,300)	(302,408)
<b>Gross (loss)/profit</b>	<b>毛(虧)/利</b>		<b>(370)</b>	<b>49,040</b>
Other income	其他收入	7	1,169	5,147
Selling and distribution costs	銷售及分銷開支		(1,311)	(511)
Administrative expenses	行政費用		(30,833)	(23,165)
<b>(LOSS)/PROFIT FROM OPERATIONS</b>	<b>來自經營之(虧損)/溢利</b>		<b>(31,345)</b>	<b>30,511</b>
Finance costs	融資成本	8(a)	(700)	–
<b>(LOSS)/PROFIT BEFORE TAXATION</b>	<b>除稅前(虧損)/溢利</b>	8	<b>(32,045)</b>	<b>30,511</b>
Income tax expenses	所得稅開支	9(a)	(18)	(5,407)
<b>(LOSS)/PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS</b>	<b>來自持續經營業務之本年度(虧損)/溢利</b>		<b>(32,063)</b>	<b>25,104</b>
<b>Discontinued operation</b>	<b>已終止經營業務</b>			
(Loss)/profit for the year from discontinued operation	來自已終止經營業務之本年度(虧損)/溢利	13	(56,525)	3,484
<b>(LOSS)/PROFIT FOR THE YEAR</b>	<b>本年度(虧損)/溢利</b>		<b>(88,588)</b>	<b>28,588</b>
<b>OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF INCOME TAX</b>	<b>本年度其他全面(虧損)/收益，扣除所得稅</b>			
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：			
Exchange differences on translation of foreign operations	換算海外業務引致的匯兌差額		(2,135)	111
Reclassification adjustments relating to foreign operations disposed of during the year	有關於本年度出售海外業務之重新分類調整		1,942	–
<b>Other comprehensive (loss)/income for the year, net of income tax</b>	<b>本年度其他全面(虧損)/收益，扣除所得稅</b>		<b>(193)</b>	<b>111</b>
<b>TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF INCOME TAX</b>	<b>本年度全面(虧損)/收益總額，扣除所得稅</b>		<b>(88,781)</b>	<b>28,699</b>



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

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

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
<b>(Loss)/profit for the year attributable to:</b>	本年度(虧損)/溢利			
Owners of the Company	應佔方:			
Non-controlling interests	本公司股東		(88,056)	28,783
	非控股權益		(532)	(195)
			<b>(88,588)</b>	<b>28,588</b>
<b>(Loss)/profit for the year attributable to owners of the Company:</b>	本公司股東			
from continuing operations	應佔本年度			
from discontinued operation	(虧損)/溢利:			
	來自持續經營業務		(31,531)	25,299
	來自已終止經營業務		(56,525)	3,484
			<b>(88,056)</b>	<b>28,783</b>
<b>Total comprehensive (loss)/income for the year, net of income tax attributable to:</b>	本年度全面(虧損)/			
Owners of the Company	收益總額, 扣除所得稅			
Non-controlling interests	應佔方:			
	本公司股東		(88,249)	28,894
	非控股權益		(532)	(195)
			<b>(88,781)</b>	<b>28,699</b>
<b>Total comprehensive (loss)/income for the year, net of income tax attributable to owners of the Company:</b>	本公司股東應佔本年度			
from continuing operations	全面(虧損)/收益總額,			
from discontinued operation	扣除所得稅:			
	來自持續經營業務		(31,625)	25,311
	來自已終止經營業務		(56,624)	3,583
			<b>(88,249)</b>	<b>28,894</b>
			<b>HK cents</b>	<b>HK cents</b>
			港仙	港仙
				(restated)
				(經重列)
<b>(LOSS)/EARNINGS PER SHARE</b>	每股(虧損)/盈利	14		
<b>From continuing operations</b>	來自持續經營業務			
Basic and diluted	基本及攤薄		(10.6)	9.6
<b>From discontinued operation</b>	來自已終止經營業務			
Basic and diluted	基本及攤薄		(19.0)	1.3
<b>From continuing and discontinued operation</b>	來自持續經營業務及			
Basic and diluted	已終止經營業務		(29.6)	10.9
	基本及攤薄			

The notes on pages 59 to 175 form part of these consolidated financial statements.

第59至175頁之附註為本綜合財務報表之組成部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 March 2020 於二零二零年三月三十一日

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	3,394	11,065
Intangible asset	無形資產	16	-	110,943
Goodwill	商譽	17	2,161	48,430
Rental deposit	租賃按金	19	241	-
			<b>5,796</b>	<b>170,438</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	18	12,122	6,568
Trade and other receivables	貿易及其他應收款項	19	119,916	149,371
Tax recoverable	可收回稅項		537	-
Cash and bank balances	現金及銀行結餘	20	27,908	34,421
			<b>160,483</b>	<b>190,360</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	21	32,445	50,520
Contract liabilities	合約負債	22	8,943	2,632
Other borrowing	其他借貸	23	10,000	-
Lease liabilities	租賃負債	24	1,735	-
Financial guarantee liabilities	財務擔保負債	25	-	22,214
Tax payable	應付稅項		125	1,120
			<b>53,248</b>	<b>76,486</b>
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>107,235</b>	<b>113,874</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>113,031</b>	<b>284,312</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	24	1,608	-
Deferred tax liabilities	遞延稅項負債	26(a)	-	27,736
			<b>1,608</b>	<b>27,736</b>
<b>Net assets</b>	<b>資產淨額</b>		<b>111,423</b>	<b>256,576</b>

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 March 2020 於二零二零年三月三十一日

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Capital and Reserves</b>	<b>資本及儲備</b>			
Share capital	股本	30(b)	329,662	380,298
Reserves	儲備	30(c)	(218,239)	(124,031)
Equity attributable to owners of the Company	本公司股東應佔權益		111,423	256,267
Non-controlling interests	非控股權益		-	309
<b>Total equity</b>	<b>權益總額</b>		<b>111,423</b>	<b>256,576</b>

Approved and authorised for issue by the board of directors on 29 June 2020 and are signed on its behalf by:

於二零二零年六月二十九日獲董事會批准及授權刊發，並由下列董事代表簽署：



**Xiong Jianrui**  
熊劍瑞  
Executive Director  
執行董事



**Yi Peijian**  
易培劍  
Executive Director  
執行董事

The notes on pages 59 to 175 form part of these consolidated financial statements.

第59至175頁之附註為本綜合財務報表之組成部分。



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

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

		Attributable to owners of the Company 本公司股東應佔							
		Share capital	Share premium	Foreign currency translation reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	外幣換算儲備	其他儲備	累計虧損	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2018	於二零一八年四月一日	316,471	548,930	-	2,400	(757,365)	110,436	504	110,940
<b>Change in equity for 2019</b>	<b>二零一九年之權益變動</b>								
Profit/(loss) for the year	本年度溢利/(虧損)	-	-	-	-	28,783	28,783	(195)	28,588
Exchange differences on translation of foreign operations	換算海外業務引致的匯兌差額	-	-	111	-	-	111	-	111
Total comprehensive income/(loss) for the year	本年度全面收益/(虧損)總額	-	-	111	-	28,783	28,894	(195)	28,699
Shares of the Company (the "Shares") issued for acquisition of subsidiaries (note 30(b)(i))	收購附屬公司發行之本公司股份(「股份」)(附註30(b)(i))	63,827	53,110	-	-	-	116,937	-	116,937
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及二零一九年四月一日	380,298	602,040	111	2,400	(728,582)	256,267	309	256,576
<b>Change in equity for 2020</b>	<b>二零二零年之權益變動</b>								
Loss for the year	本年度虧損	-	-	-	-	(88,056)	(88,056)	(532)	(88,588)
Exchange differences on translation of foreign operations	換算海外業務引致的匯兌差額	-	-	(2,135)	-	-	(2,135)	-	(2,135)
Reclassification adjustments relating to foreign operations disposed of during the year	有關於本年度出售海外業務之重新分類調整	-	-	1,942	-	-	1,942	-	1,942
Total comprehensive loss for the year	本年度全面虧損總額	-	-	(193)	-	(88,056)	(88,249)	(532)	(88,781)
Buy-back of Settlement Shares for cancellation upon completion of the Unwinding (note 30(b)(ii)) and disposal of subsidiaries (note 35)	於解除事項完成時回購和解除股份並註銷(附註30(b)(ii))及出售附屬公司(附註35)	(50,636)	(5,959)	-	(2,400)	2,400	(56,595)	223	(56,372)
At 31 March 2020	於二零二零年三月三十一日	329,662	596,081	(82)	-	(814,238)	111,423	-	111,423

The notes on pages 59 to 175 form part of these consolidated financial statements.

第59至175頁之附註為本綜合財務報表之組成部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

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

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Operating activities</b>	<b>經營活動</b>		
(Loss)/profit before taxation:	除稅前(虧損)/溢利:		
continuing operations	持續經營業務	(32,045)	30,511
discontinued operation	已終止經營業務	13 (57,935)	3,014
Adjustments for:	調整:		
Interest income	利息收入	7&13 (3)	(30)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	7 (1,051)	-
Loss on disposal of subsidiaries from discontinued operation	出售來自已終止經營業務之附屬公司虧損	13 54,162	-
Finance costs	財務費用	8(a) 700	-
Depreciation	折舊	8(c)&13 3,057	1,625
Amortisation	攤銷	13 5,642	1,880
Impairment loss of trade receivables	貿易應收款項減值虧損	8(c) 9,547	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	8(c) 50	-
Unrealised exchange loss	未變現匯兌虧損	6	-
		(17,870)	37,000
<b>Changes in working capital</b>	<b>營運資金變動</b>		
(Increase)/decrease in inventories	存貨(增加)/減少	(8,150)	5,430
(Increase)/decrease in trade and other receivables	貿易及其他應收款項(增加)/減少	(7,249)	1,856
Increase/(decrease) in trade and other payables	貿易及其他應付款項增加/(減少)	12,082	(41,214)
Increase/(decrease) in contract liabilities	合約負債增加/(減少)	6,311	(1,220)
<b>Cash (used in)/generated from operations</b>	<b>經營(所用)/所得現金</b>	(14,876)	1,852
PRC Enterprise Income Tax paid	已付中國企業所得稅稅項	(29)	-
Hong Kong Profits Tax paid	已付香港利得稅	(1,397)	(15,269)
<b>Net cash used in operating activities</b>	<b>經營活動所用現金淨額</b>	(16,302)	(13,417)
<b>Investing activities</b>	<b>投資活動</b>		
Payment of the purchase of property, plant and equipment	購置物業、廠房及設備之款項	-	(5)
Interest received	已收利息	3	30
Net cash inflow on disposal of subsidiaries	出售附屬公司之現金流入淨額	35 726	-
Net cash inflow on acquisition of subsidiaries	收購附屬公司之現金流入淨額	34 2,411	12,187
<b>Net cash generated from investing activities</b>	<b>投資活動所得現金淨額</b>	3,140	12,212

# Consolidated Statement of Cash Flows

## 綜合現金流量表

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

		Notes	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Financing activities</b>	<b>融資活動</b>			
Capital element of lease rentals paid	已付租賃租金之資本部分		(1,213)	-
Interest element of lease rentals paid	已付租賃租金之利息部分		(143)	-
Proceeds from new other borrowing	其他新借貸所得款項		10,000	-
Interest paid for other borrowing	已付其他借貸利息		(494)	-
<b>Net cash generated from financing activities</b>	<b>融資活動所得現金淨額</b>		<b>8,150</b>	<b>-</b>
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等價物減少淨額</b>		<b>(5,012)</b>	<b>(1,205)</b>
<b>Cash and cash equivalents at beginning of the year</b>	<b>年度初現金及現金等價物</b>		<b>34,421</b>	<b>35,548</b>
<b>Effect of foreign exchange rate changes, net</b>	<b>外匯匯率變動的影響淨額</b>		<b>(1,501)</b>	<b>78</b>
<b>Cash and cash equivalents at end of the year</b>	<b>年度末現金及現金等價物</b>	20(a)	<b>27,908</b>	<b>34,421</b>

The notes on pages 59 to 175 form part of these consolidated financial statements.

第59至175頁之附註為本綜合財務報表之組成部分。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 1 GENERAL INFORMATION

The Company (Registration No. 39519) was incorporated in Bermuda on 30 January 2007 under the Companies Act 1981 of Bermuda as an exempted company with limited liability. Its ultimate parent is Alpha Professional Development Limited which is a private company incorporated in the British Virgin Islands (“BVI”) with limited liability. The ultimate controlling parties are Mr. Xiong Jianrui and Mr. Yi Peijian, respectively. The registered office of the Company is located at Continental Building, 25 Church Street, Hamilton, HM 12, Bermuda. Its principal place of business is located at Room 1902, 19th Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries are provision of mobile handset solution (the “Mobile Business”), provision of biotechnology and biological gene technology technical services (the “Biological Business”) which was discontinued during the year ended 31 March 2020 after the completion of the unwinding of the acquisition of Great Empire International Group Limited (“GE International”). Since February 2020, the Group has also started to engage in the trading of milk powder and baby foods (the “Milk Products Business”).

#### 2.1 STATEMENT OF COMPLIANCE

These consolidated financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), issued by the International Accounting Standards Board (the “IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”). Significant accounting policies adopted by the Group are disclosed below.

The IASB has issued certain new and revised IFRSs which are first effective or available for early adoption for the current accounting period of the Group. Note 4 provides information on any changes in accounting policies resulting from the initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

### 1 一般資料

本公司（註冊編號39519）於二零零七年一月三十日根據百慕達一九八一年公司法在百慕達註冊成立為獲豁免有限公司，其最終母公司為Alpha Professional Development Limited（一間於英屬處女群島（「英屬處女群島」）註冊成立之私人有限公司）。最終控股方分別為熊劍瑞先生及易培劍先生。本公司的註冊辦事處位於Continental Building, 25 Church Street, Hamilton, HM 12, Bermuda。其主要營業地點位於香港灣仔告士打道138號聯合鹿島大廈19樓1902室。

本公司為一間投資控股公司。其附屬公司的主要業務為提供手機解決方案（「手機業務」）、提供生物科技及生物基因技術服務（「生物業務」）（於大君國際集團有限公司（「大君國際」）解除收購事項完成後於截至二零二零年三月三十一日止年度已終止經營）。自二零二零年二月起，本集團已開始從事奶粉及嬰兒食品買賣業務（「奶類產品業務」）。

#### 2.1 遵例聲明

本綜合財務報表乃根據國際會計準則理事會（「國際會計準則理事會」）頒佈之所有適用國際財務報告準則（「國際財務報告準則」）及香港公司條例之披露規定編製。綜合財務報表亦遵守香港聯合交易所有限公司證券上市規則（「上市規則」）適用之披露條文。本集團所採用之主要會計政策披露如下。

國際會計準則理事會已頒佈若干於本集團現行會計期間首次生效或可供提早採納之新訂及經修訂國際財務報告準則。附註4提供因首次應用該等發展所產生而與本集團現行及過往會計期間相關並在本綜合財務報表內反映之任何會計政策變動的資料。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.2 BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The consolidated financial statements for the year ended 31 March 2020 comprise the Company and its subsidiaries (together referred to as the “Group”).

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

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis.

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are discussed in note 3.

### 2.2 財務報表編製基準

截至二零二零年三月三十一日止年度的綜合財務報表包括本公司及其附屬公司（統稱為「本集團」）。

計入本集團各實體財務報表的項目已使用實體經營所在的主要經濟環境的貨幣（「功能貨幣」）計算。本綜合財務報表以港元呈列，並為本公司的功能貨幣及呈列貨幣。除另有所指外，所有價值均約整至最接近千港元。

綜合財務報表乃按歷史成本基準為計量基準編製。

編製符合國際財務報告準則之綜合財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響政策之應用及所申報之資產、負債、收入及開支等金額。該等估計及有關假設乃根據過往經驗及管理層相信於該等情況下乃屬合理之各項其他因素而作出，所得結果構成管理層在無法依循其他來源得知資產及負債之賬面值時作出判斷之基準。實際結果或會有別於該等估計。

估計及相關假設會持續作出檢討。會計估計之變動如僅影響當期，則有關會計估計變動將於當期確認。如該項會計估計變動影響當期及以後期間，則有關會計估計變動將於當期及以後期間確認。

管理層於應用國際財務報告準則時所作出對綜合財務報表有重大影響的判斷，以及估計不明朗因素的主要來源於附註3討論。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### (a) Subsidiaries and non-controlling interest

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

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

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

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

### 2.3 重大會計政策概要

#### (a) 附屬公司及非控股權益

附屬公司指本集團控制的實體。倘本集團因參與實體的營運而獲得或有權享有可變回報，並能通過對該實體行使權力影響該等回報時，則本集團控制該實體。評估本集團是否擁有權力時，僅考慮本集團及其他各方所持實質權利。

於附屬公司的投資自開始取得控制權日期起在綜合財務報表內綜合入賬，直至失去控制權為止。集團內公司間結餘、交易及現金流量以及來自集團內公司間交易的任何未變現溢利，在編製綜合財務報表時全數對銷。因集團內公司間交易產生的未變現虧損以與未變現收益一樣的方式對銷，惟以沒有減值跡象的情況為限。

非控股權益指並非由本公司直接或間接應佔的附屬公司權益，且本集團並無與相關權益股東同意任何額外的條款，而導致本集團整體須就該等權益承擔符合金融負債定義的合約責任。

非控股權益於綜合財務狀況表的權益項目呈列，與本公司股東應佔權益分開呈列。本集團業績中的非控股權益按該年度損益總額及全面收益總額在非控股權益與本公司股東之間分配，並於綜合損益及其他全面收益表賬面呈列。即使會導致非控股權益產生虧絀結餘，附屬公司之全面收益總額仍歸屬於本公司股東及非控股權益。來自非控股權益股東的貸款及對該等持有人的其他合約責任於綜合財務狀況表中呈列為金融負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Subsidiaries and non-controlling interest (Continued)

##### *Changes in the Group's ownership interests in existing subsidiaries*

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

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

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss (see note 2.3(f)(iii)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

#### (b)(i) Business combinations

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

### 2.3 重大會計政策概要(續)

#### (a) 附屬公司及非控股權益(續)

##### *本集團於目前附屬公司之擁有權權益變動*

倘本集團於附屬公司的權益變動並無導致失去控制權，則入賬列作權益交易，並據此調整綜合權益內的控股及非控股權益金額，以反映相關權益的變動，惟不會調整商譽，亦不會確認收益或虧損。

當本集團失去對附屬公司的控制權，則按出售該附屬公司的全部權益入賬，所產生的收益或虧損則於損益確認。於失去控制權當日仍保留的前附屬公司任何權益按公平價值確認，而該金額視為初步確認金融資產的公平價值，或(倘適用)投資於一家聯營公司或一家合營公司的初始確認成本。

本公司財務狀況表中，於附屬公司的投資按成本減去減值虧損列賬(見附註2.3(f)(iii))，惟有關投資分類為持作出售(或納入已分類為持作出售的出售組別)則除外。

#### (b)(i) 業務合併

收購業務乃以收購法入賬。業務合併所轉讓代價按公平價值計量，乃按本集團所轉讓資產、所產生對被收購方前股東的負債及所發行以交換被收購方控制權的股權於收購日期的公平價值總和計算。收購相關成本一般於產生時於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b)(i) Business combinations (Continued)

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

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

### 2.3 重大會計政策概要 (續)

#### (b)(i) 業務合併 (續)

於收購日期，已收購可識別資產及已承擔負債乃按其公平價值確認，惟以下除外：

- 遞延稅項資產或負債及有關僱員福利安排的資產或負債乃分別根據國際會計準則第12號「所得稅」及國際會計準則第19號「僱員福利」確認及計量；
- 有關被收購方的股份支付安排的負債或股權工具，或由本集團訂立以取代被收購方的股份支付安排的股份支付安排，乃於收購日期根據國際財務報告準則第2號「股份支付計量」；
- 根據國際財務報告準則第5號「持作待售非流動資產及已終止經營業務」分類為持作待售資產（或出售組別）乃根據該準則計量；及
- 租賃負債按剩餘租賃付款（定義見國際財務報告準則第16號）的現值確認及計量，猶如收購的租賃於收購日期為新租賃，惟(a)租賃期於收購日期12個月內結束；或(b)相關資產為低價值的租賃除外。使用權資產按與相關租賃負債相同的金額確認及計量，並進行調整以反映與市場條件相比較有利或不利租賃條款。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b)(i) Business combinations (Continued)

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

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

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

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

### 2.3 重大會計政策概要(續)

#### (b)(i) 業務合併(續)

商譽乃按已轉讓代價、於被收購方的任何非控股權益金額及收購方先前於持有被收購方的股權(如有)之公平價值的總額超逾所收購可識別資產及所承擔負債於收購日期的淨額之差額計量。倘經重新評估後,所收購可識別資產及所承擔負債的淨額超逾已轉讓代價、於被收購方的任何非控股權益金額以及收購方先前持有被收購方的股權之公平價值(如有)的總和,超出部分將即時於損益中確認為議價購買收益。

屬現時擁有權權益且於清盤時賦予其持有人權利按比例分佔相關附屬公司淨資產的非控股權益初步按非控股權益應佔被收購方可識別資產淨值之已確認金額的比例或按公平價值計量。計量基準可按個別交易選擇。其他類別的非控股權益乃按其公平價值計量。

倘本集團在業務合併中轉讓的代價包括或然代價安排,或然代價則按其於收購日期的公平價值計量,並計入作為在業務合併中所轉讓代價的一部分。合資格作計量期間調整的或然代價公平價值變動會作出追溯調整。計量期間調整為於「計量期間」(自收購日期起不可超過一年)取得有關於收購日期存在的事實及情況的額外資料所引致的調整。

或然代價的其後會計處理如不合資格作計量期間調整乃取決於或然代價的分類方式。分類為權益的或然代價不會於其後報告日期重新計量,而其後結算將於權益內入賬。分類為資產或負債的或然代價於其後報告日期重新計量為公平價值,而相應收益或虧損則於損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b)(i) Business combinations (Continued)

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

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

#### (b)(ii) Goodwill

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

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

### 2.3 重大會計政策概要 (續)

#### (b)(i) 業務合併 (續)

倘業務合併乃分階段達成，本集團先前持有的被收購方股權會按收購日期（即本集團取得控制權當日）的公平價值重新計量，而由此產生的收益或虧損（如有）會在損益或其他全面收益（如適用）中確認。於收購日期前，由被收購方權益產生且先前於其他全面收益中確認並根據國際財務報告準則第9號進行計量的金額，將按照本集團直接出售先前持有權益所需的相同基準入賬。

倘業務合併的初步會計處理於合併發生的報告期末仍未完成，本集團會呈報未完成會計處理的項目的臨時金額。該等臨時金額會在計量期間（見上文）追溯調整，並會確認額外資產或負債，以反映所取得有關於收購日期已存在的事實及情況的新資料，而倘知悉有關資料，將會影響當日確認的金額。

#### (b)(ii) 商譽

收購業務所產生的商譽按收購業務當日訂立的成本減任何累計減值虧損（如有）列賬。

為進行減值測試，商譽會被分攤至預期可受惠於合併的協同效益的本集團各現金產生單位（或現金產生單位組別），即就內部管理而言監控商譽且不大於經營分部的最低層級。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b)(ii) Goodwill (Continued)

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

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

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

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2.3(f)):

- right-of-use assets arising from leases over leasehold properties where the Group is not the registered owner of the property interest; and
- items of plant and equipment, including right-of-use assets arising from leases of underlying plant and equipment (see note 2.3(e)).

### 2.3 重大會計政策概要(續)

#### (b)(ii) 商譽(續)

獲分配商譽的現金產生單位(或現金產生單位組別)每年進行減值測試,或當有跡象顯示該單位可能出現減值則更頻密地進行。就報告期內進行收購所產生的商譽,獲分配商譽的現金產生單位(或現金產生單位組別)會於該報告期末前進行減值測試。當可收回金額低於其賬面值,則首先分配減值虧損以抵減分配至任何商譽的賬面值,其後按單位(或現金產生單位組別)內各資產的賬面值按比例分配至其他資產。

出售相關現金產生單位或現金產生單位組別內的任何現金產生單位時,商譽應佔的金額會在釐定出售損益金額時包括在內。當本集團出售屬於現金產生單位(或一組現金產生單位內的現金產生單位)的業務時,所出售商譽的金額按所出售業務(或現金產生單位)及現金產生單位(或現金產生單位組別)的保留部分的相對價值計量。

#### (c) 物業、廠房及設備

下列物業、廠房及設備項目按成本減累計折舊及減值虧損列賬(見附註2.3(f)):

- 本集團並非物業權益的註冊擁有人的租賃所產生的使用權資產;及
- 物業及廠房項目(包括租賃相關廠房及設備所產生的使用權資產)(見附註2.3(e))。

## 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

Leasehold land and buildings situated thereon is depreciated over the unexpired term of lease.

Machinery and equipment	6 to 10 years
Leasehold improvements	Over the remaining lease terms
Furniture and fixtures	3 to 5 years
Electronic equipment	3 to 5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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

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

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net proceeds on disposal and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

## 2.3 重大會計政策概要 (續)

### (c) 物業、廠房及設備 (續)

折舊乃使用直線法按以下項目的估計可使用年期計算，以撇減物業、廠房及設備項目的成本減其估計剩餘價值（如有）：

位於其上的租賃土地及樓宇在未到期的租賃期內折舊。

機器及設備	6至10年
租賃裝修	剩餘租賃期內
傢具及固定裝置	3至5年
電子設備	3至5年

倘物業、廠房及設備項目有不同的可使用年期，則項目成本按合理基準在各部分之間分配，而各部分乃分開計算折舊。資產的可使用年期及剩餘價值（如有）均每年作檢討。

歷史成本包括直接歸因於收購有關項目的開支。成本亦可包括轉撥自以外幣購買物業、廠房及設備的合資格現金流量對沖之任何收益或虧損之權益。

只有在項目有關的未來經濟利益將有可能流入本集團及項目成本能可靠計量時，隨後成本方會計入資產賬面值或確認為獨立資產（按適用情況而定）。作為獨立資產入賬的任何部分的賬面值於重置時終止確認。所有其他維修及保養費用在產生的報告期間內於損益內確認。

倘資產賬面值高於預計可收回金額，則立即撇減該資產賬面值至可收回金額。

來自報廢或出售物業、廠房及設備項目的收益或虧損，按出售所得款項淨額與項目賬面值之間的差額而釐定，並於報廢或出售日期在損益中確認。



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## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

##### *Intangible assets acquired separately*

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

##### *Internally-generated intangible assets – research and development expenditure*

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

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

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

### 2.3 重大會計政策概要(續)

#### (d) 無形資產(商譽除外)

##### *單獨收購的無形資產*

單獨收購具有有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬。具有有限可使用年期的無形資產攤銷於其估計可使用年期內以直線法確認。估計可使用年期及攤銷方法於各報告期末檢討，估計出現任何變動的影響按前瞻基準入賬。獨立收購及具無限可使用年期之無形資產以成本減任何其後累計減值虧損入賬。

##### *內部產生的無形資產－研發支出*

研究活動的支出於產生期間確認為開支。

開發活動(或自內部項目開發階段)產生的內部產生無形資產，僅在以下各項全部出現時，方會確認：

- 完成無形資產技術上可行，將可供使用或出售；
- 完成、使用或出售無形資產的意向；
- 使用或出售無形資產的能力；
- 無形資產將如何產生潛在未來經濟利益；
- 具備完成無形資產開發及使用或出售無形資產的充足技術、財務及其他資源；及
- 可靠計量無形資產於開發時應佔的支出。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Intangible assets (other than goodwill) (Continued)

##### *Internally-generated intangible assets – research and development expenditure (Continued)*

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

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

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

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

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less accumulated amortisation and accumulated impairment losses, on the following basis:

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

– Customer relationship 10 years

Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

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

### 2.3 重大會計政策概要 (續)

#### (d) 無形資產 (商譽除外) (續)

##### *內部產生的無形資產 – 研發支出 (續)*

就內部產生的無形資產初步確認的金額為無形資產首次達致上文所列確認標準當日產生的支出總和。倘並無內部產生的無形資產可予確認，則開發支出在產生期間於損益確認。

初步確認後，內部產生的無形資產按與單獨收購的無形資產相同的基準以成本減累計攤銷及累計減值虧損呈報。

##### *業務合併中收購的無形資產*

業務合併中收購的無形資產與商譽分開確認，初步按收購日期的公平價值（被視為其成本）確認。

初步確認後，業務合併中收購具有限可使用年期的無形資產按成本減累計攤銷及累計減值虧損列賬，基準如下：

具有限可使用年期之下列無形資產乃自彼等可供使用日期起攤銷，其估計可使用年期如下：

– 客戶關係 10年

業務合併中收購具無限可使用年期的無形資產，以成本減任何其後累計減值虧損列賬。

無形資產於出售或當預期使用或出售不會產生未來經濟利益時終止確認。於終止確認無形資產所產生之任何盈虧乃以出售所得款項淨額與資產賬面值之差額計量，並於該資產終止確認時於損益確認。

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## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Leased assets

At inception of a contract, the Group assesses whether the 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. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

#### (i) As a lessee

(A) Policy applicable from 1 April 2019

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

### 2.3 重大會計政策概要(續)

#### (e) 租賃資產

訂立合約時，本集團會評估有關合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。當客戶有權指示可識別資產的用途以及從該用途中獲得絕大部分經濟利益時，即表示擁有控制權。

#### (i) 作為承租人

(A) 自二零一九年四月一日起適用的政策

倘合約包含租賃部分及非租賃部分，本集團已選擇不單獨劃分非租賃部分，並將各租賃部分及任何相關非租賃部分作為所有租賃的單一租賃部分入賬。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或以下的短期租賃及低價值資產的租賃除外。當本集團就低價值資產訂立租賃時，本集團決定是否按個別租賃基準將租賃撥充資本。與未資本化租賃相關的租賃付款於租賃期內按系統化基準確認為開支。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Leased assets (Continued)

##### (i) As a lessee (Continued)

###### (A) Policy applicable from 1 April 2019 (Continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 2.3(c) and 2.3(f)(iii)).

### 2.3 重大會計政策概要 (續)

#### (e) 租賃資產 (續)

##### (i) 作為承租人 (續)

###### (A) 自二零一九年四月一日起適用的政策 (續)

當租賃資本化時，租賃負債初步於租賃期內按應付租賃付款現值確認，並使用租賃隱含之利率貼現，倘無法即時釐定利率，則使用相關增量借貸利率。於初步確認後，租賃負債按攤銷成本計量，而利息開支使用實際利率法計算。並非基於指數或利率之可變租賃付款並不計入租賃負債計量，因此於產生之會計期間於損益扣除。

當租賃資本化時，所確認使用權資產初步按成本計量，包括租賃負債之初始金額加上開始日期或之前之任何租賃付款與任何所產生的初始直接成本。在適用的情況下，使用權資產之成本亦包括拆除及移除相關資產，或恢復相關資產或其恢復相關資產所在地之成本估算，貼現至現值並扣減任何所收租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬（見附註2.3(c)及2.3(f)(iii)）。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Leased assets (Continued)

##### (i) As a lessee (Continued)

###### (A) Policy applicable from 1 April 2019 (Continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in property, plant and equipment and presents lease liabilities separately in the consolidated statement of financial position.

### 2.3 重大會計政策概要(續)

#### (e) 租賃資產(續)

##### (i) 作為承租人(續)

###### (A) 自二零一九年四月一日起適用的政策(續)

當指數或利率變動引致未來租賃付款變動，或本集團根據剩餘價值擔保預期應付款項之估計有變，或當重新評估本集團是否將合理確定行使購買、延期或終止選擇權而產生變動，則會重新計量租賃負債。當租賃負債以此方式重新計量，則會就使用權資產之賬面值作出相應調整，倘使用權資產之賬面值減至零，則於損益入賬。

本集團將不符合投資物業定義的使用權資產呈列於物業、廠房及設備，並將租賃負債單獨呈列於綜合財務狀況表。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Leased assets (Continued)

##### (i) As a lessee (Continued)

###### (B) Policy applicable prior to 1 April 2019

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property was classified as investment property on a property-by-property basis and, if classified as investment property, was accounted for as if held under a finance lease; and
- land held for own use under an operating lease, the fair value of which could not be measured separately from the fair value of a building situated thereon at the inception of the lease, was accounted for as being held under a finance lease, unless the building was also clearly held under an operating lease. For these purposes, the inception of the lease was the time that the lease was first entered into by the Group, or taken over from the previous lessee.

### 2.3 重大會計政策概要 (續)

#### (e) 租賃資產 (續)

##### (i) 作為承租人 (續)

###### (B) 於二零一九年四月一日前適用的政策

於比較期間，本集團作為承租人倘於租賃轉移擁有權絕大部分之風險及回報至本集團之情況下，則將有關租賃分類為融資租賃。倘租賃並無將擁有權之絕大部分風險及回報轉移至本集團，則分類為經營租賃，惟下列情況除外：

- 倘以經營租賃持有的物業符合作為一項投資物業的定義，乃按個別物業基準分類為投資物業，倘分類為投資物業，則以持作融資租賃入賬；及
- 倘自用經營租賃土地在租約開始時其公平價值不可與在其上的建築物的公平價值分開計量，則以持作融資租賃入賬，除非該建築物亦明確地以經營租賃持有。就此而言，租約自本集團首次訂立租約時或自前承租人接收時開始。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Leased assets (Continued)

##### (i) As a lessee (Continued)

(B) Policy applicable prior to 1 April 2019 (Continued)

Where the Group acquired the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets were recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, were recorded as obligations under finance leases. Depreciation was provided at rates which wrote off the cost or valuation of the assets over the term of the relevant lease or, where it was likely the Group would obtain ownership of the asset, the life of the asset, as set out in note 2.3(c). Impairment losses were accounted for in accordance with the accounting policy as set out in note 2.3(f). Finance charges implicit in the lease payments were charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

### 2.3 重大會計政策概要(續)

#### (e) 租賃資產(續)

##### (i) 作為承租人(續)

(B) 於二零一九年四月一日前適用的政策(續)

倘本集團以融資租賃獲得資產的使用權，則會將相當於租賃資產公平價值或該資產的最低租賃付款現值(以較低者為準)的金額確認為物業、廠房及設備，而扣除融資費用後的相應負債則列賬為融資租賃承擔。如附註2.3(c)所述，折舊乃在相關租賃期(或倘本集團有可能取得資產的擁有權，則按資產的可使用年期)內，按撇銷資產成本或估值的比率作出撥備。減值虧損根據附註2.3(f)所載會計政策入賬。租賃付款隱含的融資費用於租賃期內在損益扣除，使每個會計期間的融資費用佔承擔餘額的比率大致相同。或然租金於產生的會計期間在損益扣除。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Leased assets (Continued)

##### (i) As a lessee (Continued)

##### (B) Policy applicable prior to 1 April 2019 (Continued)

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

##### (ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

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.

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in note 2.3(e)(i), then the Group classifies the sub-lease as an operating lease.

### 2.3 重大會計政策概要 (續)

#### (e) 租賃資產 (續)

##### (i) 作為承租人 (續)

##### (B) 於二零一九年四月一日前適用的政策 (續)

倘本集團根據經營租賃持有資產使用權，則租金會於租賃期內的會計期間等額在損益扣除，除非其他基準能更清楚地反映租賃資產所產生的收益模式。所得租金優惠於損益確認為租賃淨付款總額的組成部分。或然租金在產生會計期間在損益扣除。

##### (ii) 作為出租人

倘本集團為出租人，其在租賃開始時釐定各項租賃是否屬融資租賃或經營租賃。將相關資產擁有權附帶的絕大部分風險及回報轉移至承租人的租賃分類為融資租賃，否則分類為經營租賃。

倘合約包含租賃及非租賃部分，則本集團會按相對獨立售價基準將合約代價分配至各部分。

倘本集團為出租中介，則經參考總租賃產生的使用權資產將轉租賃分類為融資租賃或經營租賃。倘總租賃為本集團採用附註 2.3(e)(i) 所述豁免的短期租賃，則本集團將轉租賃分類為經營租賃。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Credit losses and impairment of assets

##### (i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses (“ECLs”) on financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables, which are held for the collection of contractual cash flows which represent solely payments of principal and interest).

##### *Measurement of ECLs*

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

### 2.3 重大會計政策概要(續)

#### (f) 信貸虧損及資產減值

##### (i) 金融工具產生的信貸虧損

本集團就按攤銷成本計量的金融資產確認預期信貸虧損(「預期信貸虧損」)的虧損撥備(包括現金及現金等價物、貿易及其他應收款項,乃持作收取合約現金流量,即純粹為獲得本金及利息付款)。

##### *計量預期信貸虧損*

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損以所有預期現金短缺的現值(即根據合約應歸還予本集團的現金流量與本集團預計收到的現金流量之間的差額)計量。

預期現金短缺在貼現影響屬重大的情況下採用下列貼現率予以貼現:

- 定息金融資產、貿易及其他應收款項:於首次確認釐定的實際利率或其近似值;
- 可變息金融資產:現行實際利率;

在估計預期信貸虧損時所考慮的最長期間為本集團面臨信貸風險的最長合約期。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Credit losses and impairment of assets (Continued)

##### (i) Credit losses from financial instruments (Continued)

###### *Measurement of ECLs (Continued)*

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

### 2.3 重大會計政策概要 (續)

#### (f) 信貸虧損及資產減值 (續)

##### (i) 金融工具產生的信貸虧損 (續)

###### *計量預期信貸虧損 (續)*

在計量預期信貸虧損時，本集團考慮到無須付出過多成本及努力後即可獲得的合理及可靠資料。這包括有關過往事件的資料、現行狀況及關於未來經濟狀況的預測。

預期信貸虧損乃按下列任一項基準計量：

- 12個月預期信貸虧損：指預期因於報告日期之後12個月內的可能違約事件而將產生的損失；及
- 全期預期信貸虧損：指預期因於預期信貸虧損模式適用之項目的預期存續期的所有可能違約事件而將產生的損失。

貿易應收款項的虧損撥備始終按相等於全期預期信貸虧損的金額計量。該等金融資產的預期信貸虧損根據本集團的過往信貸虧損經驗採用撥備矩陣進行估計，並就對債務人而言屬特定的因素及於報告日期對當前與預測一般經濟狀況的評估作出調整。

就所有其他金融工具而言，本集團確認相等於12個月預期信貸虧損的虧損撥備，惟金融工具的信貸風險自首次確認以來已顯著增加則除外，在此情況下虧損撥備按相等於全期預期信貸虧損的金額計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Credit losses and impairment of assets (Continued)

##### (i) Credit losses from financial instruments (Continued)

###### *Significant increases in credit risk*

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

### 2.3 重大會計政策概要(續)

#### (f) 信貸虧損及資產減值(續)

##### (i) 金融工具產生的信貸虧損(續)

###### *信貸風險顯著增加*

在評估金融工具的信貸風險自初始確認後是否顯著增加時，本集團將於報告日期評估金融工具的違約風險與初始確認日期評估的違約風險作比較。在進行這項重新評估時，倘(i)本集團不採取行動追索(如變現抵押品(如持有))，借款人向本集團全面履行其信貸責任的可能性不大；或(ii)金融資產已逾期90日，本集團即認為已發生違約事件。本集團會考慮合理及有理據的定量和定性資料，包括無需付出不必要的成本或努力獲得的過往經驗及前瞻性資料。

尤其在評估自初始確認後信貸風險是否顯著增加時，會考慮以下資料：

- 未能在合約到期日支付本金或利息；
- 金融工具外部或內部的信貸評級(如有)實際或預期顯著惡化；
- 債務人經營業績實際或預期顯著惡化；及
- 技術、市場、經濟或法律環境的現有或預測改變對債務人履行其對本集團責任的能力構成重大不利影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Credit losses and impairment of assets (Continued)

##### (i) Credit losses from financial instruments (Continued)

###### *Significant increases in credit risk (Continued)*

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

###### *Basis of calculation of interest income*

Interest income recognised in accordance with note 2.3(p)(ii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

### 2.3 重大會計政策概要 (續)

#### (f) 信貸虧損及資產減值 (續)

##### (i) 金融工具產生的信貸虧損 (續)

###### *信貸風險顯著增加 (續)*

根據金融工具的性質，信貸風險顯著增加的評估按個別項目或集體基準進行。當評估以集體基準進行時，會按照金融工具的共同信貸風險特徵（例如過期狀態及信貸風險評級）歸類。

預期信貸虧損在各報告日期重新計量，以反映自初始確認後金融工具信貸風險的變化。預期信貸虧損金額的任何變化均在損益中確認為減值收益或虧損。本集團確認金融工具的減值收益或虧損時，會透過虧損撥備賬對其賬面值進行相應調整。

###### *利息收入計算基礎*

根據附註2.3(p)(ii)確認的利息收入按金融資產的賬面總值確認，除非金融資產出現信貸減值，在這種情況下，利息收入按金融資產的攤銷成本（即賬面總值減虧損撥備）計算。

於各報告日期，本集團會評估金融資產是否出現信貸減值。當一項或多項對金融資產的估計未來現金流量有負面影響的事件發生時，則金融資產為信貸減值。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Credit losses and impairment of assets (Continued)

##### (i) Credit losses from financial instruments (Continued)

###### *Basis of calculation of interest income (Continued)*

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

###### *Write-off policy*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

### 2.3 重大會計政策概要(續)

#### (f) 信貸虧損及資產減值(續)

##### (i) 金融工具產生的信貸虧損(續)

###### *利息收入計算基礎(續)*

金融資產出現信貸減值的證據包括以下可觀察事件：

- 債務人面對重大財務困難；
- 違反合約，如拖欠或逾期事件；
- 借款人有可能申請破產或需要進行其他財務重組安排；
- 技術、市場、經濟或法律環境的重大變動對債務人構成不利影響；或
- 由於發行人出現財務困難，證券活躍市場消失。

###### *撇銷政策*

倘沒有實際可回收的前景，金融資產的賬面總值(部分或全部)會被撇銷。一般情況下，撇銷金額是本集團確定債務人沒有資產或收入來源可產生足夠的現金流量以償還應撇銷金額。

先前撇銷的資產的後續收回在收回期間於損益內確認為減值撥回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Credit losses and impairment of assets (Continued)

##### (ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued (see note 2.3(p)(iii)).

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount carried in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

### 2.3 重大會計政策概要 (續)

#### (f) 信貸虧損及資產減值 (續)

##### (ii) 已發出財務擔保的信貸虧損

財務擔保指要求發行人(即擔保人)支付指定款項以向擔保受益人(「持有人」)賠償因指定債務人未能根據債務工具之條款支付到期款項而導致持有人蒙受損失的合約。

已發出的財務擔保初步按公平價值確認，而該等公平價值乃經比較貸方於有擔保下收取的實際利率與於如並無擔保下貸方應收取的估計利率(倘有關資料可作出可靠估計)後，參考類似服務的公平交易中收取的費用(於可獲得該等資料時)或利率差異而釐定。倘於發出該擔保時收取或可收取代價，該代價則根據本集團適用於該類資產的政策而予確認。倘有關代價尚未收取或應予收取，則即時開支於損益中確認。

於初始確認後，初始確認為遞延收入的金額於擔保期內於損益中攤銷為已發出財務擔保的收入(見附註2.3(p)(iii))。

本集團監察特定債務人違約的風險，並當財務擔保的預期信貸虧損確定為高於擔保的金額(即初始確認金額減累計攤銷)時確認撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Credit losses and impairment of assets (Continued)

##### (ii) Credit losses from financial guarantees issued (Continued)

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 2.3(f)(i) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

##### (iii) Impairment of non-financial assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets;
- prepayments and deposits;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

### 2.3 重大會計政策概要(續)

#### (f) 信貸虧損及資產減值(續)

##### (ii) 已發出財務擔保的信貸虧損(續)

為釐定預期信貸虧損，本集團會考慮指定債務人自發出擔保以來的違約風險變動，並會計量12個月預期信貸虧損，惟在指定債務人自發出擔保以來的違約風險大幅增加的情況下除外，在此情況下，則會計量全期預期信貸虧損。附註2.3(f)(i)所述的相同違約定義及信貸風險大幅增加的相同評估標準適用於此。

由於本集團僅須根據獲擔保工具的條款在指定債務人違約時作出付款，故預期信貸虧損乃按預期就補償持有人產生的信貸虧損而作出的付款，減本集團預期從擔保持有人（指定債務人或任何其他人士）收取的任何款項予以估計。有關金額其後將使用現時的無風險利率貼現，並就現金流量的特定風險作出調整。

##### (iii) 非金融資產減值

本公司於各報告期末審閱內部及外部的資料，以確定以下資產是否出現減值跡象，或先前確認的減值虧損（與商譽有關則除外）不再存在或可能已經減少：

- 物業、廠房及設備，包括使用權資產；
- 預付款項及按金；
- 無形資產；
- 商譽；及
- 本公司財務狀況表所列於附屬公司的投資。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Credit losses and impairment of assets (Continued)

##### (iii) Impairment of non-financial assets (Continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

##### – Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

##### – Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

### 2.3 重大會計政策概要 (續)

#### (f) 信貸虧損及資產減值 (續)

##### (iii) 非金融資產減值 (續)

倘出現任何有關跡象，則會對資產的可收回金額作出估計。此外，就商譽、未可供使用的無形資產及具無限定使用年期的無形資產而言，其可收回金額會每年進行評估（無論是否存在任何減值跡象）。

##### – 計算可收回金額

資產可收回金額為公平價值減出售成本與使用價值兩者中的較高者。評估使用價值時，按反映當時市場對貨幣時間價值及資產特定風險評估的稅前貼現率，將估計未來現金流量貼現至其現值。倘資產並無產生大致上獨立於其他資產的現金流入，則以能獨立產生現金流入的最小資產組別（即現金產生單位）釐定可收回金額。

##### – 確認減值虧損

倘資產或其所屬現金產生單位的賬面值超過其可收回金額時，則於損益中確認減值虧損。就現金產生單位確認的減值虧損會首先予以分配，減少分配至現金產生單位（或該單位組別）的任何商譽賬面值，再按比例減少該單位（或該單位組別）內其他資產的賬面值，惟資產的賬面值不會減至低於其個別公平價值減出售成本（倘可計量）或使用價值（倘可釐定）。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Credit losses and impairment of assets (Continued)

##### (iii) Impairment of non-financial assets (Continued)

###### – Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

##### (iv) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with IAS 34, "Interim Financial Reporting", in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2.3(f)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

#### (g) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value.

### 2.3 重大會計政策概要(續)

#### (f) 信貸虧損及資產減值(續)

##### (iii) 非金融資產減值(續)

###### – 撥回減值虧損

就商譽以外的資產而言，倘用作釐定可收回金額的估計出現有利的變動，則減值虧損予以撥回。有關商譽的減值虧損並無撥回。

所撥回的減值虧損以過往年度並無確認減值虧損下原應釐定的資產賬面值為限。所撥回的減值虧損於確認撥回的年度計入損益。

##### (iv) 中期財務報告及減值

根據上市規則，本集團須就財政年度首六個月編製符合國際會計準則第34號「中期財務報告」規定的中期財務報告。本集團在中期期末應用與財政年度末所應用者相同的減值測試、確認及撥回準則（見附註2.3(f)(i)及(ii)）。

於中期確認有關商譽的減值虧損不會於隨後期間撥回。即使僅在該中期所屬的財政年度結束時方會評估減值並確認沒有虧損或所確認的虧損較少，仍不會撥回減值虧損。

#### (g) 存貨

存貨是指日常業務過程中持有以作銷售、處在為該等銷售的生產過程中，或以在生產過程中或提供服務時將予耗用的材料或物料形式持有的資產。

存貨按成本與可變現淨值兩者的較低者列示。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Inventories (Continued)

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

#### (h) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 2.3(p)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2.3(i)).

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 2.3(p)(ii)).

#### (i) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 2.3(f)(i)).

### 2.3 重大會計政策概要 (續)

#### (g) 存貨 (續)

成本按加權平均成本法計算，包括全部採購成本、加工成本及將存貨運至現址及達致現狀所產生的其他成本。

可變現淨值為日常業務過程中的估計售價減估計完成成本及為作出銷售而屬必要的估計成本。

出售存貨時，該等存貨的賬面值於確認相關收益的期間確認為開支。任何由存貨撇減為可變現淨值的金額和所有存貨虧損於撇減或虧損產生期間確認為開支。存貨撇減的任何撥回金額，均在撥回期間確認為開支存貨金額的減少。

#### (h) 合約負債

本集團確認相關收入前，合約負債在客戶支付不可退還代價時確認（見附註2.3(p)）。如本集團有無條件權利在本集團確認相關收入前收取不可退還代價，則合約負債亦會獲確認。在相關情況下，相應應收款項亦會獲確認（見附註2.3(i)）。

合約計及重大融資成分時，合約結餘計入按實際利率法累計的利息（見附註2.3(p)(ii)）。

#### (i) 貿易及其他應收款項

應收款項在本集團擁有無條件權利收取代價時確認。倘支付代價到期前只需經過一段時間，則收取該代價的權利屬無條件。倘收入在本集團擁有無條件權利收取代價前確認，則金額呈列為合約資產。

應收款項使用實際利率法按攤銷成本減信貸虧損撥備列賬（見附註2.3(f)(i)）。

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## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2.3(r)).

#### (k) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 2.3(f)(ii), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in note 2.3(f)(i).

#### (m) Employee benefits

##### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

### 2.3 重大會計政策概要(續)

#### (j) 計息借貸

計息借貸初步按公平價值減交易成本計量。於初步確認後，計息借貸採用實際利息法按攤銷成本列賬。利息開支乃根據本集團有關借貸成本之會計政策進行確認(見附註2.3(r))。

#### (k) 貿易及其他應付款項

貿易及其他應付款項先按公平價值確認。除根據附註2.3(f)(ii)計量的財務擔保負債外，貿易及其他應付款項其後按攤銷成本列賬，除非貼現影響並不重大，在此情況下，則按成本入賬。

#### (l) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、存放銀行及其他金融機構的活期存款，以及可以隨時換算為已知現金額且價值變動風險不大，並在購入後三個月內到期的短期和高流動性投資。現金及現金等價物乃根據附註2.3(f)(i)所載政策就預期信貸虧損進行評估。

#### (m) 僱員福利

##### (i) 短期僱員福利及定額供款退休計劃之供款

薪金、年度花紅、有薪年假、定額供款退休計劃之供款及非貨幣利益成本於僱員提供相關服務之年度內累計。倘遞延付款或清償款項且影響重大，則有關金額乃以其現值列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (m) Employee benefits (Continued)

##### (ii) *Equity-settled share-based payments*

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a share-based payments reserve within equity. The fair value is measured at grant date using the valuation model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based payments reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the share-based payments reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based payments reserve until either the option is exercised when it is transferred to the share premium account or the option expires (when it is released directly to accumulated loss).

##### (iii) *Termination benefits*

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

### 2.3 重大會計政策概要 (續)

#### (m) 僱員福利 (續)

##### (ii) *股權結算以股份為基礎之付款*

授予僱員之購股權之公平價值確認為僱員成本，並對權益內之以股份為基礎之付款儲備作出相應增加。公平價值於授出日期使用估值法計量，當中會考慮購股權之授出條款及條件。倘僱員需達致歸屬條件方可無條件享有購股權，則購股權之估計公平價值總額會於歸屬期內攤分，當中會考慮購股權將會歸屬之可能性。

於歸屬期內，本公司會審閱預期會歸屬之購股權數目。因審閱而對過往年度所確認之累計公平價值作出之調整，於審閱年度內在損益中扣除／計入損益，除非原僱員開支合資格確認為一項資產，則對以股份為基礎之付款儲備作出相應調整。於歸屬日期，確認為開支之金額會就反映實際歸屬之購股權數目作出調整（並對以股份為基礎之付款儲備作出相應調整），惟購股權僅因無法達致與本公司股份市價相關之歸屬條件而被沒收則除外。權益金額於以股份為基礎之付款儲備中確認，直至購股權獲行使（轉撥至股份溢價賬）或購股權屆滿（直接轉回累計虧損）為止。

##### (iii) *離職福利*

離職福利會在本集團不能再撤回福利的要約或確認涉及支付離職福利的重組成本時（以較早者為準）確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary differences or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

### 2.3 重大會計政策概要(續)

#### (n) 所得稅

本年度所得稅包括即期稅項以及遞延稅項資產及負債的變動。即期稅項以及遞延稅項資產及負債的變動於損益確認，惟與在其他全面收益或直接於權益確認的項目相關者除外。在此情況下，有關的稅款分別在其他全面收益或直接於權益內確認。

即期稅項為年內就應課稅收入根據在報告期末已頒佈或實質上已頒佈的稅率計算的預期應付稅項，以及對過往年度應付稅項作出的調整。

遞延稅項資產及負債分別由可扣減及應課稅暫時差額產生，即資產及負債就財務報告而言的賬面值與其稅基之間的差額。遞延稅項資產亦源自未動用稅項虧損及未動用稅項抵免。

除若干有限的例外情況外，所有遞延稅項負債及所有遞延稅項資產（以於可能有未來應課稅利潤令相關資產可予動用者為限）均會予以確認。可能支持確認由可扣減暫時差額所產生遞延稅項資產的未來應課稅利潤，包括撥回現有應課稅暫時差額而產生的金額，惟此等差額須與同一稅務機關及同一應課稅實體有關，並預期在可扣減暫時差額預計撥回的同一年間或遞延稅項資產所產生稅項虧損可結回或結轉的期間內撥回。在釐定現有應課稅暫時差額是否支持確認未動用稅項虧損及抵免所產生的遞延稅項資產時，亦會採用相同準則，即若有關差額與同一稅務機關及同一應課稅實體有關，且預計在可動用稅項虧損或抵免的期間內撥回，則計及有關差額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Income tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

### 2.3 重大會計政策概要 (續)

#### (n) 所得稅 (續)

確認遞延稅項資產及負債的有限例外情況包括：不可就稅務進行扣減的商譽、不影響會計或應課稅利潤（並非業務合併一部分）的資產或負債初步確認產生的暫時差額，以及於附屬公司的投資相關的暫時差額，倘為應課稅差額，則僅限於本集團控制撥回時間且於可見未來可能不會撥回的差額，或倘屬可扣減差額，則除非屬於將來可能撥回的差額。

已確認的遞延稅項金額按照資產與負債賬面值的預期變現或清償方式，使用報告期末已頒佈或實質已頒佈的稅率計算。遞延稅項資產與負債均不予以貼現。

遞延稅項資產的賬面值會於各報告期末予以檢討，並在不可能再獲得足夠的應課稅利潤可抵扣相關稅項利益時予以扣減。倘有可能獲得足夠的應課稅利潤，則扣減金額予以撥回。

因分派股息而額外產生的所得稅是在支付相關股息的責任確立時確認。

即期稅項結餘及遞延稅項結餘及其變動會分開列示，且不予抵銷。即期稅項資產及遞延稅項資產只會在本公司或本集團有法定行使權以即期稅項資產抵銷即期稅項負債，並且符合以下附帶條件的情況下，才可以分別抵銷即期稅項負債及遞延稅項負債：

- 即期稅項資產及負債：本公司或本集團計劃按淨額基準結算，或同時變現該資產及清償該負債；或

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Income tax (Continued)

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

#### (o) Provisions and contingent liabilities

##### (i) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### 2.3 重大會計政策概要(續)

#### (n) 所得稅(續)

- 遞延稅項資產及負債：該等資產及負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
  - 同一應課稅實體；或
  - 不同的應稅實體。該等實體計劃在日後每個預計有大額遞延稅項負債需要清償或大額遞延所得稅資產可以收回的期間內，按淨額基準實現當期所得稅資產及清償即期稅項負債，或同時變現該資產及清償該負債。

#### (o) 撥備及或然負債

##### (i) 撥備及或然負債

倘本集團因過去事件而承擔法定或推定責任，可能須為履行責任而導致經濟利益流出，且能夠可靠估計流出金額時，則確認撥備。倘貨幣的時間價值屬重大，則按預計履行責任所需開支的現值呈列撥備。

倘經濟利益未必會流出，或無法可靠估計有關金額，除非經濟利益流出的可能性甚微，否則將有關責任披露為或然負債。倘可能須承擔的責任須視乎一宗或多宗未來事件是否發生才能確定是否存在，則該等責任亦會披露為或然負債，惟經濟利益流出的可能性甚微則作別論。

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## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Provisions and contingent liabilities (Continued)

##### (ii) *Contingent liabilities assumed in business combinations*

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 2.3(o)(i). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed in accordance with note 2.3(o)(i).

#### (p) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods or the provision of services in the ordinary course of the Group's business

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, 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 with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

### 2.3 重大會計政策概要 (續)

#### (o) 撥備及或然負債 (續)

##### (ii) *業務合併須承擔之或然負債*

倘公平價值能可靠計量，則業務合併須承擔之或然負債（現行責任）於收購日期按公平價值初步確認。初步按公平價值確認後，該或然負債按初步確認金額（減累計攤銷（如適用））及根據附註2.3(o)(i)釐定之金額之較高者確認。不能可靠地計量公平價值或非收購日期現行責任之業務合併須承擔之或然負債乃根據附註2.3(o)(i)披露。

#### (p) 收入及其他收入

於本集團日常業務中，本集團將銷售貨物或提供服務所產生的收入分類為收入。

收入在產品或服務的控制權轉移至客戶時，按本集團預期有權收取的承諾代價金額確認，不包括代表第三方收取的款項。收入不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

倘合約中包含為客戶提供超過12個月的重大融資利益的融資部分，則收入按應收金額的現值計量，並使用與客戶的單獨融資交易中反映的貼現率貼現，而利息收入按實際利率法單獨計量。倘合約中包含為本集團提供重大融資利益的融資部分，則根據該合約確認的收入包括按實際利率法計算的合約負債所產生的利息開支。本集團運用國際財務報告準則第15號第63段的實際權宜方法，當融資期限為12個月或以下時，則不會就重大融資部分有任何影響調整代價。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) Revenue and other income (Continued)

Further details of the Group's revenue and other income recognition policies are as follows:

##### (i) *Sale of goods and provision of services*

Revenue is recognised when the customer takes possession of and accepts the products or services. If the products or services are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

##### (ii) *Interest income*

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2.3(f)(i)).

##### (iii) *Income from financial guarantee issued*

Income from financial guarantee issued is recognised over the term of the guarantees (see note 2.3(f)(ii)).

### 2.3 重大會計政策概要(續)

#### (p) 收入及其他收入(續)

有關本集團收入及其他收入確認政策的進一步詳情如下：

##### (i) *銷售貨品及提供服務*

收入於客戶擁有並接受貨品或服務時確認。倘貨品或服務是履行部分涵蓋其他貨品及／或服務的合約，金額則按該合約交易總價的適當比例確認為收入，即於相對獨立銷售價格基礎上在合約承諾的所有貨品和服務之間分配。

##### (ii) *利息收入*

利息收入於產生時以實際利率法使用透過金融資產的預計使用年限內的估計未來現金收入準確貼現至金融資產的總賬面值之利率確認。對於以非信貸減值的攤銷成本計量的金融資產，實際利率適用於資產的總賬面值。就信貸減值金融資產而言，實際利率適用於資產的攤銷成本（即扣除虧損撥備的總賬面值）（見附註2.3(f)(i)）。

##### (iii) *已發出財務擔保的收入*

已發出財務擔保的收入於擔保期內確認（見附註2.3(f)(ii)）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities.

Non-monetary assets and liabilities denominated in foreign currencies stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value is measured.

The results of foreign operations are translated into HK\$ at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising on consolidation of foreign operations acquired on or after 1 April 2005, are translated into HK\$ at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the foreign currency translation reserve. Goodwill arising on consolidation of a foreign operation acquired before 1 April 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

### 2.3 重大會計政策概要 (續)

#### (q) 外幣換算

年內外幣交易乃按於交易日適用之外幣匯率換算。以外幣計值之貨幣資產及負債乃按於報告期末適用之外幣匯率換算。匯兌收益及虧損乃於損益內確認。

以外幣的歷史成本計量之非貨幣資產及負債乃使用於交易日適用之外幣匯率換算。交易日為本集團初步確認該等非貨幣資產或負債之日期。

按公平價值列賬之外幣計值之非貨幣資產及負債乃使用於計量公平價值當日適用之外幣匯率換算。

海外業務業績乃按與交易日適用之外幣匯率相若的匯率換算為港元。財務狀況表之項目，包括因合併於二零零五年四月一日或之後所收購海外業務而產生之商譽，按報告期末之收市外幣匯率換算成港元。所產生之匯兌差額乃於其他全面收益內確認，並單獨於權益之匯兌儲備內累計。因合併於二零零五年四月一日前所收購海外業務而產生之商譽，按收購海外業務日期所適用之外幣匯率換算。

出售海外業務時（即出售本集團於海外業務的全部權益，或出售涉及失去包括海外業務的附屬公司之控制權），本公司股東就該業務應佔的所有於權益累計的匯兌差額乃重新分類至損益。

此外，就部分出售包括海外業務的一間附屬公司，惟並未導致本集團失去對該附屬公司的控制權而言，按比例分佔的累計匯兌差額乃重新計入非控股權益，而並不於損益內確認。

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## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

#### (s) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the consolidated statement of profit or loss and other comprehensive income, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

### 2.3 重大會計政策概要(續)

#### (r) 借貸成本

收購、建設或生產需要一段較長時間方可達致擬定用途或出售之資產直接應佔之借貸成本會撥充資本，作為該等資產之部分成本。其他借貸成本於產生期間支銷。

資本化借貸成本作為合資格資產的成本的一部分於資產產生開支、產生借貸成本及進行使資產達致其擬定用途或出售的必要準備工作期間開始。借貸成本的資本化於進行使合資格資產達致其擬定用途或出售的絕大部分必要活動中止或完成時暫停或不再進行。

#### (s) 已終止經營業務

已終止經營業務乃本集團業務之一部分，其業務及現金流量可明顯地與本集團餘下業務區分，並代表一項獨立之主要業務或地區性之業務或出售一項獨立主要業務或地區性之業務之單一協調計劃一部分或僅為轉售目的而購入之附屬公司。

分類為已終止經營業務於出售時或該業務符合分類為持作出售的條件時（如為較早者）發生。其亦於業務被放棄時發生。

倘業務被分類為已終止經營，則於綜合損益及其他全面收益表上呈列單一金額，當中包括：

- 已終止經營業務之除稅後溢利或虧損；及
- 就構成已終止經營業務之資產或出售組別計量至公平價值減銷售成本或於出售有關資產或出售組別時所確認之除稅後收益或虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Related parties

- a) A person, or a close member of that person's family, is related to the Group if that person:
- i) has control or joint control over the Group;
  - ii) has significant influence over the Group; or
  - iii) is a member of the key management personnel of the Group or the Group's parent.
- b) An entity is related to the Group if any of the following conditions applies:
- i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - iii) Both entities are joint ventures of the same third party.
  - iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - vi) The entity is controlled or jointly controlled by a person identified in (a).

### 2.3 重大會計政策概要 (續)

#### (t) 關連方

- a) 倘屬以下人士·即該人士或該人士之家庭近親成員與本集團有關連:
- i) 控制或共同控制本集團;
  - ii) 對本集團有重大影響力;或
  - iii) 擔任本集團或本集團母公司之主要管理層成員。
- b) 倘符合下列任何條件·則實體與本集團有關連:
- i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
  - ii) 一間實體為另一間實體之聯營公司或合營公司(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營公司)。
  - iii) 兩間實體均為同一第三方的合營公司。
  - iv) 一間實體為第三方實體的合營公司·而另一實體為該第三方實體的聯營公司。
  - v) 該實體是以本集團或本集團關連實體之僱員為受益人之離職後福利計劃。
  - vi) 該實體受(a)所識別人士控制或受共同控制。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Related parties (Continued)

##### b) (Continued)

- vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

#### (u) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Company's executive directors (the chief operating decision maker) for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated 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.

### 2.3 重大會計政策概要(續)

#### (t) 關連方(續)

##### b) (續)

- vii) (a)(i)項所識別人士對該實體有重大影響力或屬該實體(或該實體的母公司)之主要管理人員。
- viii) 向本集團或本集團的母公司提供主要管理人員服務之實體或其所屬集團的任何成員公司。

有關人士家族的緊密成員為預期可在與實體進行交易時對該人士有重大影響力或受其重大影響之家族成員。

#### (u) 分部報告

經營分部及綜合財務報表呈報的各分部項目金額與定期提供予本公司執行董事(主要營運決策者)的財務資料區分開來,以向本集團的各業務系列及地區營運分配資源並評估其表現。

就財務報告而言,個別重大的經營分部並不予以合算,除非該等分部具有相似經濟特性,以及就產品及服務性質、生產程序性質、客戶類別或種類、用以分銷產品或提供服務的方式及監管環境的性質方面相似,則另當別論。倘其符合該大部分有關條件,並非個別重大的經營分部可予以合算。

### 3. 重要會計判斷及估計

編製本集團的綜合財務報表時,管理層須作出會影響所呈報收入、開支、資產及負債的金額及該等項目的隨附披露及或然負債披露的判斷、估計及假設。有關該等假設及估計的不確定性或會導致須就日後受影響的資產或負債賬面值作出重大調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### (a) Critical accounting judgement

##### *Principal versus agent consideration (principal)*

The Group engages in trading of milk powder and baby foods. The Group concluded that the Group acts as the principal for such transactions as it controls the specified good before it is transferred to the customer after taking into consideration indicators such as the Group is primarily responsible for fulfilling the promise to provide the goods. The Group has inventory risk. When the Group satisfies the performance obligation, the Group recognises trading revenue in the gross amount of consideration to which the Group expects to be entitled as specified in the contracts.

During the year ended 31 March 2020, the Group recognised revenue relating to trading of milk powder and baby foods amounted to HK\$30,481,000.

#### (b) Key sources of estimation uncertainty

##### *(i) Impairment for goodwill*

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit (or a group of cash-generating units) and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows, a material impairment loss may arise. As at 31 March 2020, the carrying amount of goodwill is HK\$2,161,000 (2019: HK\$48,430,000) (net of accumulated impairment loss of HK\$nil (2019: Nil)). Details of the recoverable amount calculation are disclosed in note 17.

### 3. 重要會計判斷及估計 (續)

#### (a) 重要會計判斷

##### *委託人對代理人之考慮 (委託人)*

本集團從事奶粉及嬰兒食品貿易。本集團得出結論認為，由於本集團於向客戶轉讓指定貨品之前控制該貨品，並考慮到本集團主要負責履行提供貨品之承諾這一指標，本集團為有關交易之委託人。本集團存在存貨風險。當本集團完成履約義務時，本集團按合約中指定的預期可得代價總額確認貿易收入。

於截至二零二零年三月三十一日止年度，本集團就有關奶粉及嬰兒食品貿易確認收入30,481,000港元。

#### (b) 估計不確定性的主要來源

##### *(i) 商譽減值*

釐定商譽有否減值須估計獲分配商譽之現金產生單位 (或現金產生單位組別) 之可收回金額，即使用價值或公平價值減出售成本之較高者。計算使用價值須本集團估計預期現金產生單位 (或現金產生單位組別) 將產生之未來現金流量及合適貼現率，以計算現值。倘實際未來現金流量低於預期，或事實及情況有變導致下調未來現金流量，則可能出現重大減值虧損。於二零二零年三月三十一日，商譽的賬面值為2,161,000港元 (二零一九年：48,430,000港元) (經扣除累計減值虧損零港元 (二零一九年：零))。可收回金額的計算詳情披露於附註17。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### (b) Key sources of estimation uncertainty (Continued)

##### (ii) Provision of ECL for trade receivables

Trade receivables with significant balances and credit-impaired are assessed for ECL individually. In addition, the Group uses provision matrix to calculate ECL for the trade receivables which are individually insignificant. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in note 19.

##### (iii) Useful lives and residual values of property, plant and equipment

In determining the useful lives and residual values of items of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from the previous estimation. Useful lives and residual values are reviewed at the end of the reporting period based on changes in circumstances.

### 3. 重要會計判斷及估計 (續)

#### (b) 估計不確定性的主要來源 (續)

##### (ii) 貿易應收款項預期信貸虧損撥備

具有重大結餘且已發生信貸減值的貿易應收款項單獨進行預期信貸虧損評估。此外，本集團使用撥備矩陣計算單獨金額並不重大的貿易應收款項之預期信貸虧損。撥備矩陣乃基於本集團的過往違約率，當中考慮到可在毋須付出過高成本或太多工序便獲得之合理及有理據之前瞻性資料。於各報告日期，重新評估過往觀察違約率，並考慮前瞻性資料變動。

預期信貸虧損撥備對估計變動尤為敏感。有關預期信貸虧損及本集團貿易應收款項的資料於附註19披露。

##### (iii) 物業、廠房及設備的可用年期及剩餘價值

為釐定物業、廠房及設備等項目的可用年期及剩餘價值，本集團需考慮多項因素，例如因生產改變或改進引致技術或商業過時、或因資產產出的產品或服務的市場需求改變、資產的預期使用情況、預期物理損耗及損毀、資產的維修保養及資產受法律或其他類似限制使用。資產的可用年期估計是根據本集團對相同用途的相似資產的經驗作出。倘若物業、廠房及設備等項目的估計可用年期及／或剩餘價值跟先前的估計不同，則會作出額外折舊。可用年期及剩餘價值會於報告期末根據情況變動作出檢討。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### (b) Key sources of estimation uncertainty (Continued)

##### (iv) *Impairment assessment for non-financial assets (other than goodwill)*

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

##### (v) *Current tax*

The subsidiaries of the Company are subject to income tax in the People's Republic of China (the "PRC") and Hong Kong. Significant judgement is required in determining the provision for income tax. There are many transactions for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current tax and deferred tax provisions in the financial period in which such determination is made.

##### (vi) *Write-down of inventories to net realisable value*

Write-down of inventories to net realisable value is made based on the estimated net realisable value of inventories. The assessment of the required write-down amount involves management's judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such difference will have an impact on the carrying amounts of inventories and the write-down charge/write-back amount in the period in which such estimate has been changed.

### 3. 重要會計判斷及估計 (續)

#### (b) 估計不確定性的主要來源 (續)

##### (iv) *非金融資產 (商譽除外) 的減值評估*

本集團於各報告期末為所有非金融資產評估有否出現任何減值跡象。非金融資產則於有跡象顯示賬面值可能無法收回時檢測減值。當一項資產或現金產生單位的賬面值超過其可收回金額時則存在減值，可收回金額為資產的公平價值減銷售成本及資產的使用價值中的較高者。公平價值減銷售成本乃根據可觀察市價減出售資產之增量成本計算。採用使用價值計算法時，管理層須評估資產或現金產生單位的預期未來現金流量，並選擇適當貼現率以計算該等現金流量的現值。

##### (v) *即期稅項*

本公司附屬公司須繳付中華人民共和國(「中國」)及香港的所得稅。於釐定所得稅撥備時，需要作出重大判斷。於日常業務過程中，有多項交易之最終稅務釐定均難以明確作出。倘該等交易之最終稅務結果與起初入賬之金額不同，該等差額將影響稅務釐定的年度內之即期稅項及遞延稅項撥備。

##### (vi) *將存貨撇減至可變現淨值*

將存貨撇減至可變現淨值乃根據存貨的估計可變現淨值而作出。所需之撇減金額評估涉及管理層的判斷及估計。倘實際金額或將來預計有別於原本的估計，該差額會影響存貨的賬面值並會在該估計改變的期間作出撇減/撥回。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### (b) Key sources of estimation uncertainty (Continued)

##### (vii) Determining the lease term

As explained in policy note 2.3(e), the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

### 4. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied the following new and amendments to IFRSs issued by the IASB:

IFRS 16	Leases
Amendments to IFRS 9	Prepayment Features with Negative Compensation
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures
Annual Improvements to IFRSs 2015-2017 Cycle	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23
IFRIC 23	Uncertainty over Income Tax Treatments

Except for IFRS 16, "Leases", none of the developments have had a material effect on how the Group's results and financial position for the current or prior year have been prepared or presented in these consolidated financial statements. The Group has not applied any new standard or interpretation that is not yet effective for the current year.

### 3. 重要會計判斷及估計 (續)

#### (b) 估計不確定性的主要來源 (續)

##### (vii) 確定租賃期

如政策附註2.3(e)所解釋，租賃負債初步按租賃期內應付租賃付款的現值確認。在開始日期確定包含可由本集團行使的續租選擇權的租賃之租賃期時，在對本集團行使續租選擇權構成經濟激勵的相關因素及情況（包括有利條款、已進行的租賃裝修及該相關資產對本集團業務的重要性）進行考量後，本集團評估行使續租選擇權的可能性。倘發生重大事件或在本集團控制範圍內的情況出現重大變動，本集團會重新評估租賃期。租賃期延長或縮短均可能會對未來數年所確認之租賃負債及使用權資產金額造成影響。

### 4. 新訂及修訂國際財務報告準則之應用

於本年度，本集團應用國際會計準則理事會頒佈的下列新國際財務報告準則及其修訂：

國際財務報告準則第16號	租賃
國際財務報告準則第9號修訂本	具有負補償之預付款項特點
國際會計準則第19號修訂本	計劃修訂、縮減或清償
國際會計準則第28號修訂本	於聯營公司及合營公司的長期權益
國際財務報告準則二零一五年至二零一七年週期之年度改進	國際財務報告準則第3號、國際財務報告準則第11號、國際會計準則第12號及國際會計準則第23號之修訂
國際財務報告詮釋委員會詮釋第23號	所得稅處理的不確定性

除國際財務報告準則第16號「租賃」外，概無任何發展對該等綜合財務報表所編製或呈列本集團於本年度或過往年度的業績及財務狀況有重大影響。本集團並無應用任何於本年度尚未生效的新訂準則或詮釋。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### 4. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

##### IFRS 16 “Leases”

IFRS 16 replaces IAS 17, “Leases”, and the related interpretations, IFRIC 4, “Determining Whether an Arrangement Contains a Lease”, SIC 15, “Operating Leases – Incentives”, and SIC 27, “Evaluating The Substance of Transactions Involving the Legal Form of a Lease”. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less (“short-term leases”) and leases of low-value assets. The lessor accounting requirements brought forward from IAS 17 substantially unchanged.

IFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

The Group has initially applied IFRS 16 as from 1 April 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 April 2019. Comparative information has not been restated and continues to be reported under IAS 17.

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

##### (a) *New definition of a lease*

The change in the definition of a lease mainly relates to the concept of control. IFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

#### 4. 新訂及修訂國際財務報告準則之應用 (續)

##### 國際財務報告準則第16號「租賃」

國際財務報告準則第16號取代國際會計準則第17號「租賃」及其相關詮釋、國際財務報告委員會詮釋第4號「確定安排是否包含租賃」、常設詮釋委員會詮釋第15號「經營租賃－優惠」及常設詮釋委員會詮釋第27號「評估涉及租賃法律形式的交易實質」。其為承租人引入單一會計模式，要求承租人確認所有租賃的使用權資產及租賃負債，惟租賃期為12個月或以下的租賃（「短期租賃」）及低價值資產的租賃除外。出租人會計要求承繼自國際會計準則第17號，大致維持不變。

國際財務報告準則第16號亦引入額外定性和定量的披露要求，旨在使財務報表的使用者評估租賃對實體財務狀況、財務表現和現金流量的影響。

本集團自二零一九年四月一日起首次應用國際財務報告準則第16號。本集團已選擇採用經修訂追溯法，因此已確認首次應用的累計影響為二零一九年四月一日權益的期初結餘的調整。比較資料並無重列，並繼續根據國際會計準則第17號呈報。

有關過往會計政策變動的性質及影響以及所應用的過渡選項之進一步詳情載列如下：

##### (a) *租賃的新定義*

租賃定義的變動主要與控制權的概念有關。國際財務報告準則第16號根據客戶是否在某一時段內控制已識別資產的使用（其可由指定使用量釐定）而對租賃作出定義。當客戶有權指示可識別資產的用途以及從該用途中獲得絕大部分經濟利益時，即表示擁有控制權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

#### IFRS 16 “Leases” (Continued)

##### (a) *New definition of a lease (Continued)*

The Group applies the new definition of a lease in IFRS 16 only to contracts that were entered into or changed on or after 1 April 2019. For contracts entered into before 1 April 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under IAS 17 continue to be accounted for as leases under IFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

##### (b) *Lessee accounting and transitional impact*

IFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by IAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under IAS 17, other than those short-term leases and leases of low-value assets which are exempt. As far as the Group is concerned, these newly capitalised leases are primarily in relation to property, plant and equipment as disclosed in note 15. For an explanation of how the Group applies lessee accounting, see note 2.3(e)(i).

At the date of transition to IFRS 16 (i.e. 1 April 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 April 2019. The range of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 3% to 5%.

### 4. 新訂及修訂國際財務報告準則之應用 (續)

#### 國際財務報告準則第16號「租賃」(續)

##### (a) 租賃的新定義 (續)

國際財務報告準則第16號內租賃的新定義僅適用於本集團於二零一九年四月一日或之後訂立或變更的合約。就於二零一九年四月一日之前訂立的合約而言，本集團已採用過渡性可行的權宜方法以豁免屬租賃或包含租賃的現有安排的過往評估。因此，先前根據國際會計準則第17號評估為租賃的合約繼續根據國際財務報告準則第16號列賬為租賃，而先前評估為非租賃服務安排的合約繼續入賬為非法定合約。

##### (b) 承租人的會計處理方法及過渡影響

國際財務報告準則第16號剔除先前國際會計準則第17號要求承租人將租賃分類為經營租賃或融資租賃的規定。反之，當作為承租人時，本集團須將所有租賃，包括先前根據國際會計準則第17號分類為經營租賃的租賃資本化，惟短期租賃及低價值資產的租賃則除外。據本集團所知，該等新資本化租賃主要涉及物業、廠房及設備，如附註15所披露。有關本集團如何應用承租人會計處理，見附註2.3(e)(i)。

於過渡至國際財務報告準則第16號當日（即二零一九年四月一日），本集團釐定剩餘租期長度，並就先前分類為經營租賃之租賃按剩餘租賃付款現值計量租賃負債，使用於二零一九年四月一日之相關增量借貸利率貼現。用於釐定剩餘租賃付款現值之增量借貸利率範圍介乎3%至5%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### 4. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

##### IFRS 16 “Leases” (Continued)

##### (b) Lessee accounting and transitional impact (Continued)

To ease the transition to IFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of IFRS 16:

- (i) the Group elected not to apply the requirements of IFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of IFRS 16, i.e. where the lease term ends on or before 31 March 2020;
- (ii) when measuring the lease liabilities at the date of initial application of IFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment); and
- (iii) when measuring the right-of-use assets at the date of initial application of IFRS 16, the Group relied on the previous assessment for onerous contract provisions as at 31 March 2019 as an alternative to performing an impairment review.

#### 4. 新訂及修訂國際財務報告準則之應用 (續)

##### 國際財務報告準則第16號「租賃」(續)

##### (b) 承租人的會計處理方法及過渡影響 (續)

為方便過渡至國際財務報告準則第16號，本集團於首次應用國際財務報告準則第16號當日應用下列確認例外情況及實際權宜方法：

- (i) 本集團選擇不會就確認剩餘租期為於國際財務報告準則第16號首次應用日期起計12個月內結束（即租期於二零二零年三月三十一日或之前屆滿）之租賃當中租賃負債及使用權資產，應用國際財務報告準則第16號之規定；
- (ii) 當計量於首次應用國際財務報告準則第16號當日之租賃負債時，本集團對具有合理相似特徵之租賃組合（例如於類似經濟環境中屬類似相關資產類別且剩餘租期相若之租賃）應用單一貼現率；及
- (iii) 當計量於首次應用國際財務報告準則第16號當日之使用權資產時，本集團倚賴先前於二零一九年三月三十一日對繁重合約條文作出之評估，作為替代以進行減值審閱。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

#### IFRS 16 “Leases” (Continued)

##### (b) Lessee accounting and transitional impact (Continued)

The following table reconciles the operating lease commitments as at 31 March 2019 as disclosed in note 28 to the opening balance for lease liabilities recognised as at 1 April 2019:

		HK\$'000 千港元
Operating lease commitments at 31 March 2019	於二零一九年三月三十一日的經營租賃承擔	893
Add: lease payments for the additional periods where the Group considers it reasonably certain that it will exercise the extension options	加：本集團認為將合理地確實於行使續期選擇權之額外期間的租賃付款	2,724
		3,617
Less: total future interest expenses	減：未來利息支出總額	(270)
Present value of remaining lease payments, discounted using the incremental borrowing rate and total lease liabilities recognised at 1 April 2019	剩餘租賃付款的現值，使用增量借款利率貼現及於二零一九年四月一日確認之租賃負債總額	3,347

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the consolidated statement of financial position at 31 March 2019.

### 4. 新訂及修訂國際財務報告準則之應用 (續)

#### 國際財務報告準則第16號「租賃」(續)

##### (b) 承租人的會計處理方法及過渡影響 (續)

下表載列於二零一九年三月三十一日的經營租賃承擔(如附註28所披露)與於二零一九年四月一日確認的租賃負債期初結餘之對賬：

與過往分類為經營租賃的租賃相關的使用權資產已按等同於確認為剩餘租賃負債之金額被確認，並以於二零一九年三月三十一日的綜合財務狀況表中確認與該項租賃相關的任何預付或應計租賃付款進行調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

#### IFRS 16 “Leases” (Continued)

#### (b) Lessee accounting and transitional impact (Continued)

The following table summarises the impacts of the adoption of IFRS 16 on the Group’s consolidated statement of financial position:

		Carrying amount at 31 March 2019 二零一九年三月三十一日之賬面值 HK\$'000 千港元	Capitalisation of operating lease contracts 資本化之經營租賃合約 HK\$'000 千港元	Carrying amount at 1 April 2019 二零一九年四月一日之賬面值 HK\$'000 千港元
Line items in the consolidated statement of financial position impacted by the adoption of IFRS 16:	採納國際財務報告準則第16號影響綜合財務狀況表的項目：			
Property, plant and equipment	物業、廠房及設備	11,065	3,347	14,412
<b>Total non-current assets</b>	<b>非流動資產總額</b>	<b>170,438</b>	<b>3,347</b>	<b>173,785</b>
Lease liabilities (current)	租賃負債(流動)	–	(1,222)	(1,222)
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>(76,486)</b>	<b>(1,222)</b>	<b>(77,708)</b>
<b>Net current assets</b>	<b>流動資產淨額</b>	<b>113,874</b>	<b>(1,222)</b>	<b>112,652</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>284,312</b>	<b>2,125</b>	<b>286,437</b>
Lease liabilities (non-current)	租賃負債(非流動)	–	(2,125)	(2,125)
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>(27,736)</b>	<b>(2,125)</b>	<b>(29,861)</b>
<b>Net assets</b>	<b>資產淨額</b>	<b>256,576</b>	<b>–</b>	<b>256,576</b>

### 4. 新訂及修訂國際財務報告準則之應用 (續)

#### 國際財務報告準則第16號「租賃」(續)

#### (b) 承租人的會計處理方法及過渡影響(續)

下表概述採納國際財務報告準則第16號對本集團綜合財務狀況表的影響：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

#### IFRS 16 “Leases” (Continued)

##### (c) *Impact on the financial result, segment results and cash flows of the Group*

After the initial recognition of right-of-use assets and lease liabilities as at 1 April 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a positive impact on the reported profit from operations in the Group’s consolidated statement of profit or loss and other comprehensive income, as compared to the results if IAS 17 had been applied during the year.

In the consolidated statement of cash flows, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element (see note 20(b)). These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under IAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under IAS 17. Although total cash flows are unaffected, the adoption of IFRS 16 therefore results in a significant change in presentation of cash flows within the consolidated statement of cash flows.

The following tables give an indication of the estimated impact of the adoption of IFRS 16 on the Group’s financial result, segment results and cash flows for the year ended 31 March 2020, by adjusting the amounts reported under IFRS 16 in these consolidated financial statements to compute estimates of the hypothetical amounts that would have been recognised under IAS 17 if this superseded standard had continued to apply in 2020 instead of IFRS 16, and by comparing these hypothetical amounts for 2020 with the actual 2019 corresponding amounts which were prepared under IAS 17.

### 4. 新訂及修訂國際財務報告準則之應用 (續)

#### 國際財務報告準則第16號「租賃」(續)

##### (c) 對本集團的財務業績、分部業績及現金流量的影響

於二零一九年四月一日初步確認使用權資產及租賃負債後，本集團作為承租人須確認租賃負債未償還結餘所產生的利息開支及使用權資產折舊，而非以前的政策按直線法在租賃期內確認經營租賃產生的租賃費用。與如在本年度應用國際會計準則第17號的業績相比，此對本集團綜合損益及其他全面收益表所呈報經營溢利產生正面影響。

於綜合現金流量表中，本集團作為承租人需要將根據資本化租賃支付的租金分成其資本要素和利息要素（見附註20(b)）。這些要素分類為融資現金流出，類似於以前根據國際會計準則第17號分類為融資租賃的租賃，而非與按國際會計準則第17號的經營租賃一樣分類為經營現金流出。雖然總現金流量未受影響，但採納國際財務報告準則第16號將導致綜合現金流量表內現金流量的呈列出現重大變動。

下表顯示採納國際財務報告準則第16號對本集團截至二零二零年三月三十一日止年度的財務業績、分部業績及現金流量產生的估計影響，方法為調整該等綜合財務報表中根據香港財務報告準則第16號所呈報的金額以估計根據國際會計準則第17號本應確認的假設金額（倘該被取代標準繼續適用於二零二零年而非國際財務報告準則第16號），以及將該等二零二零年假設金額與根據國際會計準則第17號編製的二零一九年實際相應金額進行比較。

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## 綜合財務報表附註

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

### 4. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

#### IFRS 16 "Leases" (Continued)

#### (c) Impact on the financial result, segment results and cash flows of the Group (Continued)

### 4. 新訂及修訂國際財務報告準則之應用 (續)

#### 國際財務報告準則第16號「租賃」(續)

#### (c) 對本集團的財務業績、分部業績及現金流量的影響(續)

	Year ended 31 March 2020 截至二零二零年三月三十一日止年度			Year ended 31 March 2019 截至 二零一九年 三月三十一日 止年度	
	Amounts reported under IFRS 16	Add back: IFRS 16 depreciation and interest expense	Deduct: Estimated amounts related to operating leases as if under IAS 17 (notes (i) and (ii)) 扣除： 有關經營租賃 的預計金額 (猶如根據 國際會計準則 第17號) 加回： 國際財務報告 準則第16號 折舊及 利息開支	Hypothetical amounts for 2020 as if under IAS 17 二零二零年 的假設金額 (猶如根據 國際會計準則 第17號)	Compared to amounts reported for 2019 under IAS 17 二零一九年 根據國際會計 準則第17號 所呈列的金額 比較金額 HK\$'000 (restated) (經重列)
	(A)	(B)	(C)	(D=A+B-C)	
Financial result for year ended 31 March 2020 impacted by the adoption of IFRS 16:					
因採納國際財務報告準則第16號而受影響的截至二零二零年三月三十一日止年度的財務業績：					
<b>Continuing operations</b>					
來自經營之(虧損)/溢利	(31,345)	1,298	(1,356)	(31,403)	30,511
Finance costs	(700)	143	-	(557)	-
(Loss)/profit before taxation	(32,045)	1,441	(1,356)	(31,960)	30,511
(Loss)/profit for the year	(32,063)	1,441	(1,356)	(31,978)	25,104
Reportable segment (loss)/profit (adjusted EBITDA) for year ended 31 March 2020 (note 5) impacted by the adoption of IFRS 16:					
截至二零二零年三月三十一日止年度(經調整EBITDA)受應用國際財務報告準則第16號影響的須予報告分部(虧損)/溢利(附註5)：					
- Mobile Business	(17,802)	-	-	(17,802)	42,605
- Milk Products Business	1,101	137	(141)	1,097	-
Total	(16,701)	137	(141)	(16,705)	42,605
<b>Discontinued operation</b>					
除稅前(虧損)/溢利	(3,773)	-	-	(3,773)	3,014
Loss on disposal of subsidiaries from discontinued operation	(54,162)	-	-	(54,162)	-
(Loss)/profit for the year	(56,525)	-	-	(56,525)	3,484



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## 綜合財務報表附註

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

### 4. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

#### IFRS 16 "Leases" (Continued)

#### (c) Impact on the financial result, segment results and cash flows of the Group (Continued)

### 4. 新訂及修訂國際財務報告準則之應用 (續)

#### 國際財務報告準則第16號「租賃」(續)

#### (c) 對本集團的財務業績、分部業績及現金流量的影響 (續)

	Year ended 31 March 2020 截至二零二零年三月三十一日止年度	Year ended 31 March 2019 截至二零一九年三月三十一日止年度		
	Amounts reported under IFRS 16	Estimated amounts related to operating leases as if under IAS 17 (notes (i) & (ii)) 有關經營租賃的預計金額 (猶如根據國際會計準則第17號) (附註(i)及(ii)) HK\$'000 千港元 (A)	Hypothetical amounts for 2020 as if under IAS 17 二零二零年的假設金額 (猶如根據國際會計準則第17號) HK\$'000 千港元 (C=A+B)	Compared to amounts reported for 2019 under IAS 17 二零一九年根據國際會計準則第17號所呈列的比較金額 HK\$'000 千港元
Line items in the consolidated statement of cash flows for the year ended 31 March 2020 impacted by the adoption of IFRS 16:				
<i>Continuing operations and discontinued operation</i>				
Cash (used in)/generated from operations	(14,876)	(1,356)	(16,232)	1,852
Net cash used in operating activities	(16,302)	(1,356)	(17,658)	(13,417)
Capital element of lease rentals paid	(1,213)	1,213	-	-
Interest element of lease rentals paid	(143)	143	-	-
Net cash generated from financing activities	8,150	1,356	9,506	-

Notes:

- (i) The "estimated amounts related to operating leases" is an estimate of the amounts of the cash flows in 2020 that relate to leases which would have been classified as operating leases, if IAS 17 had still applied in 2020. This estimate assumes that there were no differences between rentals and cash flows and that all of the new leases entered into in 2020 would have been classified as operating leases under IAS 17, if IAS 17 had still applied in 2020. Any potential net tax effect is ignored.
- (ii) In this impact table these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash used in operating activities and net cash generated from financing activities as if IAS 17 still applied.

附註:

- (i) 「有關經營租賃的預計金額」指分類為經營租賃的有關租賃於二零二零年對現金流量金額之估計，猶如國際會計準則第17號於二零二零年仍然適用。該估計假設租金與現金流量之間並無差異，且所有於二零二零年訂立的新租約已根據國際會計準則第17號分類為經營租賃，猶如國際會計準則第17號於二零二零年仍然適用。任何潛在的淨稅項影響都會被忽略。
- (ii) 於此影響表中，該等現金流出由融資重新分類至經營，以計算經營活動所用現金淨額及融資活動所得現金淨額的假設金額，猶如國際會計準則第17號仍然適用。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION

The Group manages its businesses by divisions, which are organised by business lines (products and services). In a manner consistent with the way in which information is reported internally to the Company's executive directors (the chief operating decision maker) for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

1. The provision of mobile handset solution ("the Mobile Business"); and
2. The trading of milk powder and baby foods ("the Milk Products Business").

The provision of biotechnology and biological gene technology technical services ("the Biological Business") was discontinued during the current year. The following segment information does not include any amounts for the discontinued operation which is described in more details in note 13.

In view of the intense competition in the communication technology industry, the Group has been exploring different business opportunities in other sectors in order to broaden the sources of income and to boost the business performance of the Group. The Group commenced and developed the Milk Products Business during the year ended 31 March 2020 and thus one new segment is resulted and included in the segment reporting and no comparative information for this new segment for the year ended 31 March 2019 is presented.

The Mobile Business derives revenue primarily from the sale and distribution of mobile handsets and their components.

The Milk Products Business derives revenue primarily from the sale of milk powder and baby foods.

### 5. 分部資料

本集團按不同分部管理其業務，而各業務分部乃以業務線（產品及服務）而組成。與為了進行資源分配及表現評估而在內部向本公司的執行董事（主要營運決策者）呈報資料之方式一致，本集團呈列以下兩個須予報告分部。組成以下須予報告分部時並無整合不同的經營分部。

1. 提供手機解決方案（「手機業務」）；及
2. 奶粉及嬰兒食品貿易（「奶類產品業務」）。

提供生物科技及生物基因技術服務（「生物業務」），已於本年度終止。以下分部資料並不包括已終止經營業務的任何金額，有關詳情載於附註13。

鑒於通訊技術行業競爭激烈，本集團一直在探索其他行業的不同商機，以擴闊收入來源及提升本集團的業務表現。本集團於截至二零二零年三月三十一日止年度開始及發展奶類產品業務，因而產生一個新分部，並已納入分部報告，而截至二零一九年三月三十一日止年度並無呈列該新分部之比較資料。

手機業務之收入主要來自銷售及分銷手機及其零件。

奶類產品業務之收入主要來自銷售奶粉及嬰兒食品。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION (Continued)

#### (a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Company's executive directors monitor the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets with the exception of corporate assets. Segment liabilities include trade and other payables, lease liabilities attributable to the activities of the individual segments and borrowings managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including investment income and "depreciation and amortisation" is regarded as including impairment losses on non-current assets. To arrive at adjusted EBITDA the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as directors' and auditors' remuneration and other head office or corporate administration costs.

In addition to receiving segment information concerning adjusted EBITDA, the Company's executive directors are provided with segment information concerning revenue (including inter-segment sales), interest income and expense from cash balances and borrowings managed directly by the segments, depreciation, amortisation, impairment losses, gain on disposal of a subsidiary and additions to non-current segment assets used by the segments in their operations.

### 5. 分部報告(續)

#### (a) 分部業績、資產及負債

為了評估分部表現及在各分部之間分配資源，本公司的執行董事按以下基準監察各個須予報告分部的業績、資產及負債：

分部資產包括所有有形資產、無形資產及流動資產，惟企業資產除外。分部負債包括個別分部的活動應佔之貿易及其他應付款項、租賃負債以及由分部直接管理之借貸。

收入及開支乃根據分部所產生的銷售以及分部動用的開支或分部應佔之資產折舊或攤銷另外產生之開支，分配至須予報告分部。

用於申報分部溢利之方法為「經調整EBITDA」，即「扣除利息、稅項、折舊及攤銷前之經調整盈利」，其中「利息」被視為包括投資收入而「折舊及攤銷」被視為包括非流動資產之減值虧損。為計量經調整EBITDA，本集團之盈利乃對並非指定屬於個別分部之項目作出進一步調整，例如董事及核數師的薪酬以及其他總辦事處或企業行政開支。

除收取有關經調整EBITDA之分部資料外，本公司執行董事獲提供有關收入（包括分部間銷售）、由分部直接管理之現金結餘及借貸之利息收入及開支、分部於彼等營運中使用之折舊、攤銷、減值虧損、出售一間附屬公司之收益及非流動分部資產增加之分部資料。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION (Continued)

#### (a) Segment results, assets and liabilities (Continued)

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Company's executive directors for the purposes of resource allocation and assessment of segment performance for the years ended 31 March 2020 and 2019 is set out below.

#### Continuing operations

<b>Reportable segment revenue</b>	須予報告分部收入
Disaggregated by timing of revenue recognition	按收入確認時間劃分
Point in time	即時確認
Over time	隨時間推移
Revenue from external customers and reportable segment revenue	來自外部客戶之收入及須予報告分部收入
<b>Reportable segment (loss)/profit (adjusted EBITDA)</b>	須予報告分部(虧損)/溢利(經調整 EBITDA)
Interest income from bank deposits	銀行存款利息收入
Finance costs	融資成本
Impairment loss of trade receivables	貿易應收款項減值虧損
Depreciation	折舊
Gain on disposal of a subsidiary	出售一間附屬公司之收益
<b>Reportable segment assets</b>	須予報告分部資產
Additions to non-current segment assets during the year	於本年度增加之非流動分部資產
<b>Reportable segment liabilities</b>	須予報告分部負債

### 5. 分部報告(續)

#### (a) 分部業績、資產及負債(續)

按收入確認時間劃分來自客戶合約之收入連同就截至二零二零年及二零一九年三月三十一日止年度之資源分配及評估分部表現為目的而向本公司執行董事所提供與本集團須予報告分部相關之資料載於下文。

#### 持續經營業務

	2020 二零二零年		
	Mobile Business 手機業務 HK\$'000 千港元	Milk Products Business 奶類產品業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment revenue	117,343	30,481	147,824
Disaggregated by timing of revenue recognition	-	106	106
Revenue from external customers and reportable segment revenue	117,343	30,587	147,930
Reportable segment (loss)/profit (adjusted EBITDA)	(17,802)	1,101	(16,701)
Interest income from bank deposits	2	-	2
Finance costs	-	(6)	(6)
Impairment loss of trade receivables	(9,547)	-	(9,547)
Depreciation	-	(131)	(131)
Gain on disposal of a subsidiary	1,051	-	1,051
Reportable segment assets	118,007	28,295	146,302
Additions to non-current segment assets during the year	-	3,681	3,681
Reportable segment liabilities	5,678	23,815	29,493



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION (Continued)

#### (a) Segment results, assets and liabilities (Continued)

##### Continuing operations (Continued)

<b>Reportable segment revenue</b>	須予報告分部收入
Disaggregated by timing of revenue recognition	按收入確認時間劃分
Point in time	即時確認
Revenue from external customers and reportable segment revenue	來自外部客戶之收入及須予報告分部收入
<b>Reportable segment profit (adjusted EBITDA)</b>	須予報告分部溢利 (經調整EBITDA)
Interest income from bank deposits	銀行存款利息收入
Depreciation	折舊
<b>Reportable segment assets</b>	須予報告分部資產
Additions to non-current segment assets during the year	於本年度增加之非流動分部資產
<b>Reportable segment liabilities</b>	須予報告分部負債

There are no inter-segment revenue during the years ended 31 March 2020 and 2019.

### 5. 分部報告 (續)

#### (a) 分部業績、資產及負債 (續)

##### 持續經營業務 (續)

2019 二零一九年 Mobile Business 手機業務 HK\$'000 千港元
351,448
351,448
42,605
4 (142)
139,736
-
9,136

於截至二零二零年及二零一九年三月三十一日止年度，並無分部間收入。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION (Continued)

#### (b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

##### Continuing operations

<b>Revenue</b>	<b>收入</b>
Reportable segment revenue	須予報告分部收入
Elimination of inter-segment revenue	對銷分部間收入
Consolidated revenue (note 6)	綜合收入 (附註6)
<b>Profit or loss</b>	<b>損益</b>
Reportable segment (loss)/profit (adjusted EBITDA)	須予報告分部 (虧損)/溢利 (經調整EBITDA)
Interest income from bank deposits	銀行存款利息收入
Other income	其他收入
Depreciation	折舊
Finance costs	融資成本
Unallocated head office and corporate interest and expenses other than interest income, depreciation and finance costs	未分配之總辦事處及企業利息及開支 (利息收入、折舊及融資成本除外)
Consolidated (loss)/profit before taxation from continuing operations	來自持續經營業務之除稅前綜合 (虧損)/溢利

### 5. 分部報告 (續)

#### (b) 須予報告分部收入、損益、資產及負債之對賬

##### 持續經營業務

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
<b>Revenue</b>		
Reportable segment revenue	147,930	351,448
Elimination of inter-segment revenue	-	-
Consolidated revenue (note 6)	147,930	351,448
<b>Profit or loss</b>		
Reportable segment (loss)/profit (adjusted EBITDA)	(16,701)	42,605
Interest income from bank deposits	3	20
Other income	-	116
Depreciation	(1,605)	(614)
Finance costs	(700)	-
Unallocated head office and corporate interest and expenses other than interest income, depreciation and finance costs	(13,042)	(11,616)
Consolidated (loss)/profit before taxation from continuing operations	(32,045)	30,511

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION (Continued)

#### (b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities (Continued)

##### Continuing and discontinued operations

	資產		
<b>Assets</b>			
Reportable segment assets	須予報告分部資產	146,302	139,736
Unallocated head office and corporate assets	未分配之總辦事處及企業資產	19,977	6,394
Assets relating to discontinued operation	有關已終止經營業務之資產	-	214,668
Consolidated total assets	綜合資產總額	166,279	360,798
<b>Liabilities</b>			
Reportable segment liabilities	須予報告分部負債	29,493	9,136
Unallocated head office and corporate liabilities	未分配之總辦事處及企業負債	25,363	12,441
Liabilities relating to discontinued operation	有關已終止經營業務之負債	-	82,645
Consolidated total liabilities	綜合負債總額	54,856	104,222

##### Continuing operations

	其他項目		
<b>Other items</b>			
Interest income from bank deposits:	銀行存款利息收入：		
Reportable segment total	須予報告分部總額	2	4
Unallocated head office and corporate total	未分配之總辦事處及企業總額	1	16
Consolidated total	綜合總額	3	20
Finance costs:	融資成本：		
Reportable segment total	須予報告分部總額	6	-
Unallocated head office and corporate total	未分配之總辦事處及企業總額	694	-
Consolidated total	綜合總額	700	-
Depreciation:	折舊：		
Reportable segment total	須予報告分部總額	131	142
Unallocated head office and corporate total	未分配之總辦事處及企業總額	1,474	472
Consolidated total	綜合總額	1,605	614
Loss on disposal of property, plant and equipment:	出售物業、廠房及設備的虧損：		
Reportable segment total	須予報告分部總額	-	-
Unallocated head office and corporate total	未分配之總辦事處及企業總額	50	-
Consolidated total	綜合總額	50	-
Additions to non-current assets during the year:	於本年度增加之非流動資產：		
Reportable segment total	須予報告分部總額	3,681	-
Unallocated head office and corporate total	未分配之總辦事處及企業總額	-	5
Consolidated total	綜合總額	3,681	5

### 5. 分部報告 (續)

#### (b) 須予報告分部收入、損益、資產及負債之對賬 (續)

##### 持續經營業務及已終止經營業務

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
資產		
須予報告分部資產	146,302	139,736
未分配之總辦事處及企業資產	19,977	6,394
有關已終止經營業務之資產	-	214,668
綜合資產總額	166,279	360,798
負債		
須予報告分部負債	29,493	9,136
未分配之總辦事處及企業負債	25,363	12,441
有關已終止經營業務之負債	-	82,645
綜合負債總額	54,856	104,222

##### 持續經營業務

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
其他項目		
銀行存款利息收入：		
須予報告分部總額	2	4
未分配之總辦事處及企業總額	1	16
綜合總額	3	20
融資成本：		
須予報告分部總額	6	-
未分配之總辦事處及企業總額	694	-
綜合總額	700	-
折舊：		
須予報告分部總額	131	142
未分配之總辦事處及企業總額	1,474	472
綜合總額	1,605	614
出售物業、廠房及設備的虧損：		
須予報告分部總額	-	-
未分配之總辦事處及企業總額	50	-
綜合總額	50	-
於本年度增加之非流動資產：		
須予報告分部總額	3,681	-
未分配之總辦事處及企業總額	-	5
綜合總額	3,681	5

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION (Continued)

#### (c) Revenue from major product and services

##### Continuing operations

Mobile handsets and their components	手機及其零件
Milk powder and baby foods	奶粉及嬰兒食品
Franchise fee income	加盟費收入

#### (d) Geographical information

##### Continuing operations

The following is an analysis of geographical location of (i) the Group's revenue from continuing operations from external customers and (ii) the Group's property, plant and equipment, intangible assets, goodwill and non-current rental deposit from continuing operations. The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of property, plant and equipment and rental deposit is based on the physical location of the asset under consideration. In the case of intangible assets and goodwill, it is based on the location of the operation to which they are allocated.

### 5. 分部報告 (續)

#### (c) 來自主要產品及服務之收入

##### 持續經營業務

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
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117,343	351,448
30,481	-
106	-

147,930	351,448
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#### (d) 地區資料

##### 持續經營業務

以下為(i)本集團來自外部客戶之持續經營業務收入及(ii)本集團持續經營業務的物業、廠房及設備、無形資產、商譽及非流動租賃按金之地區分析。客戶所在地區按所提供服務或貨物送達所在地劃分。物業、廠房及設備及租賃按金之地區乃基於所考慮資產的實際位置而定。就無形資產及商譽而言，乃基於彼等獲分配的经营所在地而定。

	Revenue from external customers 來自外部客戶之收入		Non-current assets 非流動資產	
	Year ended 31 March 截至三月三十一日止年度		At 31 March 2020 於二零二零年 三月三十一日	At 31 March 2019 於二零一九年 三月三十一日
	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)	2020 HK\$'000 千港元	2019 HK\$'000 千港元 (restated) (經重列)
Hong Kong (place of domicile)	13,235	126,020	3,644	310
The PRC	12,033	-	2,152	259
Bangladesh	30,819	7,110	-	-
Dubai	20,202	100,138	-	-
Cyprus	1,090	1,424	-	-
Ethiopia	-	1,764	-	-
Mexico	-	2,621	-	-
Poland	885	2,030	-	-
Romania	-	2	-	-
India	10,148	52,460	-	-
Pakistan	-	5,733	-	-
South Africa	15,453	38,298	-	-
Russia	3,130	6,699	-	-
Vietnam	16,450	5,350	-	-
Greece	-	9	-	-
Australia	18,553	-	-	-
Italy	2,922	-	-	-
Others	3,010	1,790	-	-
	147,930	351,448	5,796	569





# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. REVENUE

- (a) Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

#### Continuing operations

#### 持續經營業務

Revenue from contracts with customers within the scope of IFRS 15	符合國際財務報告準則第15號範圍的來自客戶合約之收入
Disaggregated by major products or service lines	按主要產品或服務類別劃分
- Sale and distribution of mobile handsets and their components	- 銷售及分銷手機及其零件
- Sale of milk powder and baby foods	- 銷售奶粉及嬰兒食品
- Franchise fee income	- 特許權費收入

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets are disclosed in notes 5(a) and 5(d) respectively.

- (b) The following table shows the amounts of revenue from continuing operations recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

#### Revenue recognised that was included in contract liabilities at the beginning of the reporting period:

Sale and distribution of mobile handsets and their components

於報告期初計入合約負債內的已確認收入：

銷售及分銷手機及其零件

- (c) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

All sales contracts with customers within the scope of IFRS 15 are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these contracts for the remaining unsatisfied performance obligations is not disclosed.

### 6. 收入

- (a) 按主要產品或服務類別劃分之來自客戶合約之收入如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
----------------------------------	---

117,343	351,448
30,481	-
106	-

147,930 351,448

按收入確認時間及按區域市場劃分之來自客戶合約之收入分別於附註5(a)及5(d)披露。

- (b) 下表載列於本報告期間確認來自持續經營業務的收入金額，該等金額於報告期初已計入合約負債內：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
----------------------------------	---

2,118 3,852

- (c) 預期未來將就於報告日期存續的客戶合約確認的收入

符合國際財務報告準則第15號範圍的所有客戶銷售合約為期一年或以下。誠如國際財務報告準則第15號所允許，就餘下未達成履約責任分配至該等合約的交易價格並未披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 7. OTHER INCOME

*Continuing operations*

Interest income on financial assets  
measured at amortised cost  
– bank interest income  
Service income  
Gain on disposal of a  
subsidiary (note 35(b))  
Foreign exchange gain, net  
Sundry income

持續經營業務

按攤銷成本計量之金融資產  
利息收入  
– 銀行利息收入  
服務收入  
出售一間附屬公司之收益  
(附註35(b))  
匯兌收益淨額  
雜項收入

### 7. 其他收入

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
----------------------------------	---

3	20
-	5,008
1,051	-
27	108
88	11

<b>1,169</b>	<b>5,147</b>
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### 8. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation is arrived at after charging the following:

*Continuing operations*

(a) Finance costs:  
Interest on borrowing (note 20(b))  
Interest on lease liabilities (note 20(b))

Total interest expense on  
financial liabilities not at fair value  
through profit or loss

(b) Staff costs (including  
directors' emoluments):  
Salaries, wages and other benefits  
Retirement benefits scheme contributions  
(note 27)

持續經營業務

(a) 融資成本：  
借貸之利息（附註20(b)）  
租賃負債之利息（附註20(b)）

未按公平價值計入損益  
之金融負債利息  
開支總額

(b) 員工成本（包括董事酬金）：  
薪金、工資及其他福利  
退休福利計劃供款  
（附註27）

### 8. 除稅前（虧損）／溢利

除稅前（虧損）／溢利乃於扣除以下各項後達致：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
----------------------------------	---

557	-
143	-

700	-
-----	---

9,755	11,501
275	352

<b>10,030</b>	<b>11,853</b>
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# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 8. (LOSS)/PROFIT BEFORE TAXATION (Continued)

### 8. 除稅前(虧損)/溢利(續)

<i>Continuing operations</i> (Continued)	持續經營業務(續)	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
(c) Other items:	(c) 其他項目:		
Cost of inventories	存貨成本	148,300	302,408
Auditors' remuneration	核數師酬金		
– audit services	– 核數服務	1,050	1,200
– non-audit services	– 非核數服務	690	870
Depreciation charges	折舊費用		
– owned property, plant and equipment	– 自有物業、廠房及設備	307	614
– right-of-use assets (note (i))	– 使用權資產(附註(i))	1,298	–
Impairment loss of trade receivables (note 33(a))	貿易應收款項減值虧損 (附註33(a))	9,547	–
Loss on disposal of property, plant and equipment	出售物業、廠房及設備 的虧損	50	–
Total minimum lease payments for leases previously classified as operating leases under IAS 17 (note (i))	先前根據國際會計準則第17號分 類為經營租賃的租賃之最低租 賃付款總額(附註(i))	–	2,646
Short-term lease expense	短期租賃開支	818	–

Note:

- (i) The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 April 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. After initial recognition of right-of-use assets at 1 April 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated, see note 4.

附註:

- (i) 本集團首次應用國際財務報告準則第16號時採用經修訂追溯法，並調整於二零一九年四月一日的期初結餘，以確認先前根據國際會計準則第17號分類為經營租賃的有關租賃的使用權資產。於二零一九年四月一日初步確認使用權資產後，本集團(作為承租人)須確認使用權資產的折舊，而非先前以直線法確認租期內經營租賃產生的租金開支的政策。根據該方法，可資比較資料不予重列(見附註4)。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 9. INCOME TAX

#### (a) Amounts recognised in profit or loss:

##### Continuing operations

##### 持續經營業務

Current tax	即期稅項
- Hong Kong Profits Tax for the year	- 本年度香港利得稅
- PRC Enterprise Income Tax ("EIT") for the year	- 本年度中國企業所得稅 ("企業所得稅")
Under-provision in respect of prior years	過往年度撥備不足
- PRC EIT	- 中國企業所得稅
Income tax expenses on continuing operations	有關持續經營業務之所得稅開支

Notes:

- (i) No Hong Kong Profits Tax has been provided for in the consolidated financial statements as the Group had no assessable profits for the year ended 31 March 2020.

The provision for Hong Kong Profits Tax for 2019 was calculated at 16.5% of the estimated assessable profits for the year, taking into account a reduction granted by the Hong Kong SAR Government of 75% of the tax payable for the year of assessment 2018-19, subject to a maximum reduction of HK\$20,000 for each business.

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime (the "Two-tiered Profits Tax Rate Regime"). The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

Under the Two-tiered Profits Tax Rate Regime, the first HK\$2 million of the assessable profits of the qualifying group entity is taxed at 8.25% and the assessable profits above HK\$2 million is taxed at 16.5%. The profits of group entities not qualifying for the Two-tiered Profits Tax Rate Regime continue to be taxed at a flat rate of 16.5%.

- (ii) No PRC EIT has been provided for in the consolidated financial statements as the Group had no assessable profits for the year ended 31 March 2020. The Group's subsidiary established in China was subject to the PRC EIT at 25% for the year ended 31 March 2019.

- (iii) The Group is not subject to any taxation under the jurisdiction of Bermuda and the British Virgin Islands for the years ended 31 March 2020 and 2019.

### 9. 所得稅

#### (a) 於損益內確認的金額：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
-	5,274
-	133
18	-
18	5,407

附註：

- (i) 由於本集團截至二零二零年三月三十一日止年度沒有產生應課稅利潤，故並無在綜合財務報表計提香港利得稅撥備。

二零一九年的香港利得稅乃按年內估計應課稅利潤以稅率16.5%計提撥備，並計及香港特區政府減免二零一八至一九年課稅年度應付稅款之75%，惟每項業務之最高扣減金額為20,000港元。

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務（修訂）（第7號）條例草案》（「條例草案」），其引入利得稅兩級制（「利得稅兩級制」）。該條例草案於二零一八年三月二十八日獲簽署成為法律且於翌日在憲報刊登。

根據利得稅兩級制，合資格集團實體的首筆2百萬港元應課稅利潤以8.25%的稅率徵稅，而超過2百萬港元之應課稅利潤以16.5%的稅率徵稅。不符合利得稅兩級制資格的集團實體的溢利繼續按16.5%的統一稅率徵稅。

- (ii) 由於本集團於截至二零二零年三月三十一日止年度並無應課稅利潤，故並無於綜合財務報表就中國企業所得稅計提撥備。截至二零一九年三月三十一日止年度，本集團於中國成立的附屬公司須按25%的稅率繳納中國企業所得稅。

- (iii) 本集團於截至二零二零年及二零一九年三月三十一日止年度毋須繳納百慕達及英屬處女群島司法轄區的任何稅項。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 9. INCOME TAX (Continued)

#### (b) Reconciliation between tax expenses and accounting (loss)/profit at applicable tax rate:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
<i>Continuing operations</i>	持續經營業務		
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(32,045)</b>	30,511
Notional tax on (loss)/profit before taxation, calculated at Hong Kong Profits tax rate of 16.5%	按16.5%的香港利得稅稅率計算之除稅前(虧損)/溢利之名義稅項	<b>(5,287)</b>	5,034
Effect of different tax rates arising from other tax jurisdictions	產生自其他稅務司法權區的不同稅率的影響	<b>(13)</b>	45
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	<b>4,214</b>	482
Tax effect of non-taxable income	毋須課稅收入之稅務影響	<b>(185)</b>	(27)
Tax effect of concessionary enjoyed by subsidiaries	附屬公司享有的優惠稅務影響	-	(185)
Tax effect of tax losses/deductible temporary differences not recognised	並無確認之稅項虧損/可扣除暫時性差異之稅務影響	<b>1,424</b>	58
Utilisation of tax losses previously not recognised	動用過往未確認之稅項虧損	<b>(153)</b>	-
Under-provision in prior years	過往年度撥備不足	<b>18</b>	-
Income tax expenses (relating to continuing operations)	與持續經營業務有關之所得稅開支	<b>18</b>	5,407

### 9. 所得稅(續)

#### (b) 稅項開支與會計(虧損)/溢利之間按適用稅率之對賬:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(32,045)</b>	30,511
Notional tax on (loss)/profit before taxation, calculated at Hong Kong Profits tax rate of 16.5%	按16.5%的香港利得稅稅率計算之除稅前(虧損)/溢利之名義稅項	<b>(5,287)</b>	5,034
Effect of different tax rates arising from other tax jurisdictions	產生自其他稅務司法權區的不同稅率的影響	<b>(13)</b>	45
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	<b>4,214</b>	482
Tax effect of non-taxable income	毋須課稅收入之稅務影響	<b>(185)</b>	(27)
Tax effect of concessionary enjoyed by subsidiaries	附屬公司享有的優惠稅務影響	-	(185)
Tax effect of tax losses/deductible temporary differences not recognised	並無確認之稅項虧損/可扣除暫時性差異之稅務影響	<b>1,424</b>	58
Utilisation of tax losses previously not recognised	動用過往未確認之稅項虧損	<b>(153)</b>	-
Under-provision in prior years	過往年度撥備不足	<b>18</b>	-
Income tax expenses (relating to continuing operations)	與持續經營業務有關之所得稅開支	<b>18</b>	5,407

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 10. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

Year ended 31 March 2020

	Fees	Salaries, allowance and benefit	Bonuses	Retirement benefits scheme contributions	Total
		in kind			
	袍金	薪金、津貼及實物利益	花紅	退休福利計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
<b>Executive directors:</b>	<b>執行董事：</b>				
Xiong Jianrui (Chairman)	-	1,200	100	18	1,318
Yi Peijian (Chief Executive Officer)	-	1,200	100	18	1,318
Chen Zeyu (Appointed on 18 October 2019)	-	558	-	-	558
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>				
Li Chak Hung (Appointed on 18 October 2019)	82	-	-	-	82
Choi Kin Man (Appointed on 1 March 2020)	15	-	-	-	15
Cui Songhe (Resigned on 3 May 2020)	180	-	-	-	180
Khoo Wun Fat William (Resigned on 1 March 2020)	165	-	-	-	165
Lin Tao (Resigned on 23 December 2019)	135	-	-	-	135
	<b>577</b>	<b>2,958</b>	<b>200</b>	<b>36</b>	<b>3,771</b>

### 10. 董事酬金

根據《香港公司條例》第383(1)條及《公司(披露董事利益資料)規例》第2部披露的董事酬金如下：

截至二零二零年三月三十一日止年度

	Fees	Salaries, allowance and benefit	Bonuses	Retirement benefits scheme contributions	Total
		in kind			
	袍金	薪金、津貼及實物利益	花紅	退休福利計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
<b>Executive directors:</b>	<b>執行董事：</b>				
Xiong Jianrui (Chairman)	-	1,200	100	18	1,318
Yi Peijian (Chief Executive Officer)	-	1,200	100	18	1,318
Chen Zeyu (Appointed on 18 October 2019)	-	558	-	-	558
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>				
Li Chak Hung (Appointed on 18 October 2019)	82	-	-	-	82
Choi Kin Man (Appointed on 1 March 2020)	15	-	-	-	15
Cui Songhe (Resigned on 3 May 2020)	180	-	-	-	180
Khoo Wun Fat William (Resigned on 1 March 2020)	165	-	-	-	165
Lin Tao (Resigned on 23 December 2019)	135	-	-	-	135
	<b>577</b>	<b>2,958</b>	<b>200</b>	<b>36</b>	<b>3,771</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 10. DIRECTORS' EMOLUMENTS (Continued)

Year ended 31 March 2019

	Fees	Salaries, allowance and benefit in kind	Bonuses	Retirement benefits scheme contributions	Total
	袍金	薪金、津貼 及實物利益	花紅	退休福利 計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
<b>Executive directors:</b>	<b>執行董事</b>				
Xiong Jianrui (Chairman)	–	1,200	100	18	1,318
Yi Peijian (Chief Executive Officer)	–	1,200	100	18	1,318
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>				
Cui Songhe	180	–	–	–	180
Khoo Wun Fat William	180	–	–	–	180
Lin Tao	180	–	–	–	180
	540	2,400	200	36	3,176

Note:

Mr. Yi Peijian is the director and the chief executive officer of the Company and is responsible for the Company's day to day management and the overall activities.

During the years ended 31 March 2020 and 2019, no emolument was paid by the Group to the directors or chief executive officer of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

There was no arrangement under which directors or chief executive officer of the Company have waived or agreed to waive any emoluments during the two years ended 31 March 2020 and 2019.

### 10. 董事酬金 (續)

截至二零一九年三月三十一日止年度

附註：

易培劍先生為本公司董事兼行政總裁，負責本公司日常管理及整體業務。

於截至二零二零年及二零一九年三月三十一日止年度，本集團並無向本公司董事或行政總裁支付酬金，作為鼓勵彼等加入本集團，或作為加入本集團時之獎勵或離職補償。

截至二零二零年及二零一九年三月三十一日止兩個年度，概無本公司董事或行政總裁放棄或同意放棄任何酬金之安排。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 11. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2019: two) are directors of the Company whose emoluments are disclosed in note 10. The aggregate of the emoluments in respect of the other two (2019: three) individuals were as follows:

Salaries and other emoluments	薪金及其他酬金
Bonuses	花紅
Retirement benefits scheme contributions	退休福利計劃供款

The emoluments of the two (2019: three) individuals with the highest emoluments are within the following band:

Nil-HK\$1,000,000	零至1,000,000港元
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During the years ended 31 March 2020 and 2019, no emolument was paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which the five highest paid individuals have waived or agreed to waive any emoluments during the two years ended 31 March 2020 and 2019.

### 12. DIVIDEND

The board of directors of the Company does not recommend the payment of a final dividend for the year ended 31 March 2020 (2019: Nil).

### 11. 最高酬金之個別人士

在本集團五名最高酬金個別人士當中，三名（二零一九年：兩名）為本公司董事，其酬金在附註10中披露。有關其他兩名（二零一九年：三名）個別人士之酬金總額如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
1,500	2,604
-	70
12	17
<b>1,512</b>	<b>2,691</b>

該兩名（二零一九年：三名）最高酬金個別人士之酬金介乎以下範圍：

2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
2	3

於截至二零二零年及二零一九年三月三十一日止年度，本集團並無向五名最高酬金人士支付酬金，作為鼓勵彼等加入本集團，或作為加入本集團時之獎勵或離職補償。於截至二零二零年及二零一九年三月三十一日止兩個年度，五名最高酬金人士概無訂立任何有關放棄或同意放棄任何酬金之安排。

### 12. 股息

本公司董事會不建議派付截至二零二零年三月三十一日止年度的末期股息（二零一九年：無）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 13. DISCONTINUED OPERATION

#### Disposal of operation of Biological Business

On 24 December 2018, a sale and purchase agreement (the “Sale and Purchase Agreement”) was entered into among the Company, Starways Global Holding Inc. (“Starways Global”) and Mr. Wang Bin (“Mr. Wang”), an individual who is beneficially interested in approximately 51% of the issued capital of Starways Global and being the guarantor of the obligations of Starways Global and the provider of certain warranties and undertakings under the Sale and Purchase Agreement. Pursuant to the Sale and Purchase Agreement, the Company completed the acquisition (the “Acquisition”) of the entire issued share capital of Great Empire International Group Limited (“GE International”) on 29 January 2019 and 50,842,000 Shares were issued and allotted as fully paid shares for the settlement of the consideration for the Acquisition. GE International and its subsidiaries (collectively, the “GE Group”) is engaged in the Biological Business.

Subsequent to the completion of the Acquisition, it came to the attention of the Board that Starways Global and Mr. Wang were in potential breaches of certain warranties and undertakings in the Sale and Purchase Agreement and both Starways Global and Mr. Wang have not remedied any of the potential breaches.

In order to safeguard the interest of the Company and shareholders (the “Shareholders”) of the Company as a whole, the Board considered that the best way was to unwind the Acquisition (the “Unwinding”). As such, on 17 September 2019, the Company, Starways Global, Mr. Wang and GE International entered into a settlement agreement (the “Settlement Agreement”), pursuant to which, (i) the Sale and Purchase Agreement shall be rescinded and void from its inception; (ii) Starways Global shall transfer the 40,716,000 Shares (the “Settlement Shares”) currently held by it to the Company for cancellation; (iii) Starways Global shall pay the Company the cash in the amount of HK\$18,803,982 (the “Settlement Cash”); (iv) the Company shall transfer the entire issued share capital of GE International to Starways Global; and (v) each of the parties to the Settlement Agreement shall be discharged from all liability and/or further liability, demands, claims and proceedings arising out of or in connection with the Sale and Purchase Agreement.

A special general meeting of the Company was held on 3 January 2020, in which the Settlement Agreement and the transactions contemplated thereunder were approved by the Shareholders, and the disposal of the GE Group is completed on 23 January 2020, on which date control of the GE Group was passed to Starways Global. Details of the assets and liabilities disposed of, and the calculation of the loss on disposal, are disclosed in note 35.

### 13. 已終止經營業務

#### 出售生物業務

於二零一八年十二月二十四日，本公司、星威國際控股有限公司（「星威國際」）及王斌先生（「王先生」）（個人實益擁有星威國際已發行股本約51%權益，並為星威國際的責任之擔保人及買賣協議項下若干保證及承諾的提供者）訂立買賣協議（「買賣協議」）。根據買賣協議，本公司於二零一九年一月二十九日完成收購大君國際集團有限公司（「大君國際」）全部已發行股本（「收購事項」），且50,842,000股股份已發行及配發作為繳足股份，以作為支付收購事項之代價。大君國際及其附屬公司（統稱「大君集團」）從事生物業務。

收購事項完成後，董事會注意到星威國際及王先生潛在違反買賣協議中的若干保證及承諾，且星威國際及王先生並未對潛在違反買賣協議作出任何補救。

為保障本公司及其股東（「股東」）的整體利益，董事會經考慮解除收購事項（「解除事項」）為最佳方式。因此，於二零一九年九月十七日，本公司、星威國際、王先生及大君國際訂立和解協議（「和解協議」）。據此，(i)買賣協議自其訂立起已屬無效並應予撤銷；(ii)40,716,000股股份（「和解股份」）將由星威國際轉讓予本公司註銷；(iii)星威國際將向本公司支付現金18,803,982港元（「和解現金」）；(iv)本公司將向星威國際轉讓大君國際所有已發行股本；及(v)和解協議各訂約方將解除由買賣協議引起或有關買賣協議之所有責任及／或進一步責任、要求、索償及訴訟。

本公司特別股東大會已於二零二零年一月三日舉行，和解協議及其項下擬進行的交易已獲股東批准。出售大君集團已於二零二零年一月二十三日完成，同時，大君集團的控制權已轉移至星威國際。已出售的資產及負債以及出售事項虧損的計算詳情載於附註35。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 13. DISCONTINUED OPERATION (Continued)

#### Disposal of operation of Biological Business (Continued)

The results of the discontinued operation, which have been included in the loss for the year, are set out below. The financial information of the Biological Business is prepared based on the latest management accounts of the GE Group obtained by the Board. Since then, GE International failed to provide sufficient accounting records to the Group. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to represent the Biological Business as a discontinued operation.

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收入		13,928	13,904
Cost of sales	銷售成本		(4,864)	(4,409)
Gross profit	毛利		9,064	9,495
Other income	其他收入		-	10
Selling and distribution costs	銷售及分銷費用		(3,314)	(438)
Administrative expenses	行政費用		(9,523)	(6,053)
(Loss)/profit before taxation	除稅前(虧損)/溢利		(3,773)	3,014
Attributable income tax credit	應佔所得稅抵免		1,410	470
			(2,363)	3,484
Loss on disposal of subsidiaries from discontinued operation	出售來自已終止經營業務之附屬公司虧損	35(a)	(54,162)	-
(Loss)/profit for the year from discontinued operation and attributable to owners of the Company	來自已終止經營業務及本公司股東應佔之本年度(虧損)/溢利		(56,525)	3,484
(Loss)/profit before tax attributable to discontinued operation	來自已終止經營業務應佔之除稅前(虧損)/溢利		(57,935)	3,014
Attributable income tax credit	應佔所得稅抵免		1,410	470
(Loss)/profit for the year from discontinued operation and attributable to owners of the Company	來自已終止經營業務及本公司股東應佔之本年度(虧損)/溢利		(56,525)	3,484

### 13. 已終止經營業務(續)

#### 出售生物業務(續)

已計入本年度虧損的已終止經營業務的業績載列如下。生物業務的財務資料乃根據董事會取得大君集團最新的管理賬目所編製。自此，大君國際未能向本集團提供足夠的會計記錄。綜合損益及其他全面收益表內的比較數字已經重列，以將生物業務重新列報為已終止經營業務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 13. DISCONTINUED OPERATION (Continued)

#### Disposal of operation of Biological Business (Continued)

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss for the year from discontinued operation includes the following:			
Staff costs (note(i)):			
Salaries, wages and other benefits		2,447	3,371
Retirement benefits scheme contributions (note 27)		234	455
		<b>2,681</b>	<b>3,826</b>
Other items:			
Interest income		-	(10)
Cost of inventories (note (i))		4,864	4,409
Depreciation charges for owned property, plant and equipment (note (i))		1,452	1,011
Total minimum leases payments for lease previously classified as operating leases under IAS 17		-	293
Short-term lease expense		485	-
Amortisation for intangible asset	16	5,642	1,880
Research and development costs		1,640	1,141
Deferred tax:			
Origination and reversal of temporary differences	26(a)	1,410	470
Income tax credit		1,410	470

Note:

(i) Cost of inventories include depreciation of HK\$366,000 (2019: HK\$609,000) and staff cost of HK\$724,000 (2019: HK\$747,000), which are also included in the respective total amounts disclosed separately above.

### 13. 已終止經營業務 (續)

#### 出售生物業務 (續)

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss for the year from discontinued operation includes the following:		
Staff costs (note(i)):		
Salaries, wages and other benefits	2,447	3,371
Retirement benefits scheme contributions (note 27)	234	455
	<b>2,681</b>	<b>3,826</b>
Other items:		
Interest income	-	(10)
Cost of inventories (note (i))	4,864	4,409
Depreciation charges for owned property, plant and equipment (note (i))	1,452	1,011
Total minimum leases payments for lease previously classified as operating leases under IAS 17	-	293
Short-term lease expense	485	-
Amortisation for intangible asset	5,642	1,880
Research and development costs	1,640	1,141
Deferred tax:		
Origination and reversal of temporary differences	1,410	470
Income tax credit	1,410	470

附註:

(i) 存貨成本包括折舊366,000港元(二零一九年:609,000港元)及員工成本724,000港元(二零一九年:747,000港元),該等款項亦計入上文單獨披露的各總額。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 13. DISCONTINUED OPERATION (Continued)

#### Disposal of operation of Biological Business (Continued)

Cash flows from discontinued operation:	來自已終止經營業務之現金流量：
Net cash generated from operating activities	經營活動所得現金淨額
Net cash inflow from investing activities	投資活動現金流入淨額
Net cash inflows	現金流入淨額

### 14. (LOSS)/EARNINGS PER SHARE

#### (a) Basic (loss)/earnings per share

##### Continuing operations

The calculation of basic (loss)/earnings per share from continuing operations is based on the loss for the year attributable to owners of the Company from continuing operations of approximately HK\$31,531,000 (2019: profit of approximately HK\$25,299,000) and the weighted average number of approximately 297,491,000 (2019: 262,871,000) ordinary shares in issue during the year, calculated as follows:

Weighted average number of ordinary shares:

Issued ordinary shares at 1 April	於四月一日已發行普通股
Effect of Settlement Shares repurchased upon the Unwinding	因解除事項而回購和解股份的影響
Effect of Shares issued upon Acquisition	因收購事項而發行股份的影響
Weighted average number of ordinary shares	普通股加權平均數
Basic (loss)/earnings per share (HK cents per share)	每股基本(虧損)/盈利(每股港仙)

### 13. 已終止經營業務(續)

#### 出售生物業務(續)

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

	3,575	3,522
	-	10
	3,575	3,532

### 14. 每股(虧損)/盈利

#### (a) 每股基本(虧損)/盈利

##### 持續經營業務

來自持續經營業務之每股基本(虧損)/盈利乃根據來自持續經營業務之本公司股東應佔本年度虧損約31,531,000港元(二零一九年:溢利約25,299,000港元)及於本年度已發行普通股的加權平均數約297,491,000股(二零一九年:262,871,000股)計算,詳情如下:

普通股加權平均數:

2020 二零二零年 '000 千股	2019 二零一九年 '000 千股
-----------------------------	-----------------------------

	305,076	254,234
	(7,585)	-
	-	8,637
	297,491	262,871
	(10.6)	9.6

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 14. (LOSS)/EARNINGS PER SHARE (Continued)

#### (a) Basic (loss)/earnings per share (Continued)

##### Discontinued operation

The calculation of basic (loss)/earnings per share from discontinued operation is based on the loss for the year attributable to owners of the Company from discontinued operation of approximately HK\$56,525,000 (2019: profit of approximately HK\$3,484,000) and the weighted average number of approximately 297,491,000 (2019: 262,871,000) ordinary shares in issue during the year.

Weighted average number of ordinary shares	普通股加權平均數
Basic (loss)/earnings per share (HK cents per share)	每股基本(虧損)/盈利(每股港仙)

##### Continuing and discontinued operations

The calculation of basic (loss)/earnings per share is based on the loss for the year attributable to owners of the Company of approximately HK\$88,056,000 (2019: profit of approximately HK\$28,783,000) and the weighted average number of approximately 297,491,000 (2019: 262,871,000) ordinary shares in issue during the year.

Weighted average number of ordinary shares	普通股加權平均數
Basic (loss)/earnings per share (HK cents per share)	每股基本(虧損)/盈利(每股港仙)

#### (b) Diluted (loss)/earnings per share

There were no dilutive potential ordinary shares in issue during the years ended 31 March 2020 and 2019. The diluted (loss)/earnings per share is the same as the basic (loss)/earnings per share for the years ended 31 March 2020 and 2019.

### 14. 每股(虧損)/盈利(續)

#### (a) 每股基本(虧損)/盈利(續)

##### 已終止經營業務

來自已終止經營業務之每股基本(虧損)/盈利乃根據來自已終止經營業務之本公司股東應佔本年度虧損約56,525,000港元(二零一九年:溢利約3,484,000港元)及於本年度已發行普通股的加權平均數約297,491,000股(二零一九年:262,871,000股)計算。

2020 二零二零年 '000 千股	2019 二零一九年 '000 千股
-----------------------------	-----------------------------

297,491	262,871
(19.0)	1.3

##### 持續經營業務及已終止經營業務

每股基本(虧損)/盈利乃根據本公司股東應佔本年度虧損約88,056,000港元(二零一九年:溢利約28,783,000港元)及於本年度已發行普通股的加權平均數約297,491,000股(二零一九年:262,871,000股)計算。

2020 二零二零年 '000 千股	2019 二零一九年 '000 千股
-----------------------------	-----------------------------

297,491	262,871
(29.6)	10.9

#### (b) 每股攤薄(虧損)/盈利

於截至二零二零年及二零一九年三月三十一日止年度,並無已發行之潛在攤薄普通股。截至二零二零年及二零一九年三月三十一日止年度之每股攤薄(虧損)/盈利與每股基本(虧損)/盈利相同。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、廠房及設備

		Properties leased for own use 供自用的 租賃物業 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元	Leasehold improvements 租賃裝修 HK\$'000 千港元	Furniture and fixtures 傢具及 固定裝置 HK\$'000 千港元	Electronic equipment 電子設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>						
At 1 April 2018	於二零一八年四月一日	-	-	693	486	360	1,539
Additions	添置	-	-	-	5	-	5
Acquisitions through business combinations (note 34)	透過業務合併收購(附註34)	-	8,122	2,117	36	1,190	11,465
Exchange adjustments	匯兌調整	-	29	9	(20)	(19)	(1)
At 31 March 2019	於二零一九年三月三十一日	-	8,151	2,819	507	1,531	13,008
Impact on initial application of IFRS 16 (Note (ii))	首次應用國際財務報告準則第16號的影響(附註(ii))	3,347	-	-	-	-	3,347
At 1 April 2019	於二零一九年四月一日	3,347	8,151	2,819	507	1,531	16,355
Acquisitions through business combinations (note 34)	透過業務合併收購(附註34)	1,279	-	-	-	-	1,279
Disposal	出售	-	-	(693)	(84)	-	(777)
Disposal of subsidiaries (note 35(a))	出售附屬公司(附註35(a))	-	(7,643)	(1,993)	(34)	(1,120)	(10,790)
Exchange adjustments	匯兌調整	(141)	(508)	(133)	(16)	(90)	(888)
At 31 March 2020	於二零二零年三月三十一日	4,485	-	-	373	321	5,179
<b>Accumulated depreciation</b>	<b>累計折舊</b>						
At 1 April 2018	於二零一八年四月一日	-	-	73	112	147	332
Charge for the year	本年度支出	-	597	815	87	126	1,625
Exchange adjustments	匯兌調整	-	1	-	(6)	(9)	(14)
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及二零一九年四月一日	-	598	888	193	264	1,943
Charge for the year	本年度支出	1,298	650	914	79	116	3,057
Eliminated on disposal	出售時對銷	-	-	(693)	(34)	-	(727)
Eliminated on disposal of subsidiaries (note 35(a))	出售附屬公司時對銷(附註35(a))	-	(1,190)	(1,063)	-	(101)	(2,354)
Exchange adjustments	匯兌調整	(7)	(58)	(46)	(8)	(15)	(134)
At 31 March 2020	於二零二零年三月三十一日	1,291	-	-	230	264	1,785
<b>Carrying amount</b>	<b>賬面值</b>						
At 31 March 2020	於二零二零年三月三十一日	3,194	-	-	143	57	3,394
At 31 March 2019	於二零一九年三月三十一日	-	7,553	1,931	314	1,267	11,065

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

#### Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

Properties leased for own use,  
carried at depreciated cost (note (i))

以折舊成本列賬的供自用的  
租賃物業 (附註(i))

The analysis of expense items in relation to leases recognised in profit  
or loss is as follows:

Depreciation charge of right-of-use assets  
by class of underlying asset:

Properties leased for own use  
– continuing operations

Interest on lease liabilities  
– continuing operations  
(note 8(a))

Expense relating to short-term leases and  
other leases with remaining lease term  
ending on or before  
31 March 2020

– continuing operations  
– discontinued operation

Total minimum lease payments for leases  
previously classified as operating leases  
under IAS 17

– continuing operations  
– discontinued operation

### 15. 物業、廠房及設備 (續)

#### 使用權資產

按相關資產類別劃分的使用權資產賬面  
淨值分析如下:

31 March 2020 二零二零年 三月三十一日 HK\$'000 千港元	1 April 2019 二零一九年 四月一日 HK\$'000 千港元
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<b>3,194</b>	3,347
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於損益中確認的有關租賃之開支項目分  
析如下:

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (note (ii)) (附註(ii))
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<b>1,298</b>	–
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<b>143</b>	–
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<b>818</b>	–
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<b>485</b>	–
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–	2,646
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–	293
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# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

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

Notes:

- (i) Properties leased for own use

The Group has obtained the right to use certain properties as its office through tenancy agreements. The leases typically run for an initial period of 2 to 5 years. Lease payments are usually increased every 2 to 5 years to reflect market rentals.

Some leases include an option to renew the lease for an additional period after the end of the contract term. Where practicable, the Group seeks to include such extension options exercisable by the Group to provide operational flexibility. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. If the Group is not reasonably certain to exercise the extension options, the future lease payments during the extension periods are not included in the measurement of lease liabilities. The potential exposure to these future lease payments is summarised below:

Office – PRC

辦公室—中國

The lease do not include variable lease payment terms.

- (ii) The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 April 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. After initial recognition of right-of-use assets at 1 April 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated, see note 4.

During the year, additions to right-of-use assets were HK\$1,279,000, which is related to the capitalised lease payments payable under tenancy agreement by the subsidiary acquired.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in note 24.

### 15. 物業、廠房及設備 (續)

#### 使用權資產 (續)

附註：

- (i) 供自用的租賃物業

本集團透過租賃協議取得若干物業的使用權作為辦公室使用。租賃一般最初為期2至5年。通常每2至5年上漲租金以反映市場租金。

部分租賃包括於合約期屆滿後租賃續期的選擇權。於可行情況下，本集團力求納入自身可行使的延期選擇權，為營運提供更多靈活性。本集團於租賃開始日期評估是否合理確定將行使延期選擇權。倘本集團未能合理確定將行使延期選擇權，則延期期間的未來租賃付款不計入租賃負債的計量中。該等未來租賃付款的潛在風險概述如下：

Lease liabilities recognised (discounted)	Potential future lease payments under extension options not included in lease liabilities (undiscounted)
已確認租賃負債 (已貼現)	延期選擇權項下未計入租賃負債的潛在未來租賃付款 (未貼現)
HK\$'000	HK\$'000
千港元	千港元

1,682

-

租賃不包括可變租賃付款條款。

- (ii) 本集團首次應用國際財務報告準則第16號時採用經修訂追溯法，並調整於二零一九年四月一日的期初結餘，以確認先前根據國際會計準則第17號分類為經營租賃的有關租賃的使用權資產。於二零一九年四月一日初步確認使用權資產後，本集團（作為承租人）須確認使用權資產的折舊，而非先前以直線法確認租期內經營租賃產生的租金開支的政策。根據該方法，比較資料不予重列，見附註4。

於本年度，使用權資產增加1,279,000港元，與所收購附屬公司根據租賃協議應付的資本化租賃付款有關。

有關租賃的總現金流出以及租賃負債的分析之詳情載於附註24。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 16. INTANGIBLE ASSET

<b>Cost</b>	<b>成本</b>
At beginning of the year	於年度初
Disposal of subsidiaries (note 35(a))	出售附屬公司(附註35(a))
Acquisitions through business combinations (note 34)	透過業務合併收購(附註34)
At end of the year	於年度末
<b>Accumulated amortisation</b>	<b>累計攤銷</b>
At beginning of the year	於年度初
Charge of the year	本年度支出
Eliminated on disposal of subsidiaries (note 35(a))	出售附屬公司時對銷(附註35(a))
At end of the year	於年度末
<b>Carrying amount</b>	<b>賬面值</b>
At 31 March	於三月三十一日

The amortisation charge for the year is included in "administrative expenses" in the consolidated statement of profit or loss and other comprehensive income.

### 17. GOODWILL

<b>Cost</b>	<b>成本</b>
At beginning of the year	於年度初
Disposal of subsidiaries (note 35(a))	出售附屬公司(附註35(a))
Acquisitions of subsidiaries (note 34)	收購附屬公司(附註34)
At end of the year	於年度末
<b>Accumulated impairment losses</b> <td><b>累計減值虧損</b></td>	<b>累計減值虧損</b>
At beginning of the year	於年度初
Impairment loss	減值虧損
At end of the year	於年度末
<b>Carrying amounts</b> <td><b>賬面值</b></td>	<b>賬面值</b>
At 31 March	於三月三十一日

### 16. 無形資產

<b>Customer Relationships</b>	
<b>客戶關係</b>	
2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元
112,823	-
(112,823)	-
-	112,823
-	112,823
1,880	-
5,642	1,880
(7,522)	-
-	1,880
-	110,943

本年度攤銷支出計入綜合損益及其他全面收益表的「行政費用」。

### 17. 商譽

2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元
48,430	-
(48,430)	-
2,161	48,430
2,161	48,430
-	-
-	-
-	-
2,161	48,430

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 17. GOODWILL (Continued)

#### Impairment tests for cash-generating units containing goodwill

The carrying amount of goodwill has been allocated to cash-generating unit ("CGU") as follows:

Milk Products Business	奶類產品業務
Biological Business	生物業務

The recoverable amount of the CGU is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

#### Milk Products Business

Cash flows beyond the five-year period are extrapolated according to a constant 3% growth assumption for terminal value. These growth rates are consistent with forecasts included in industry reports specific to the industry in which the CGU operates.

The following table sets out the key assumptions for the CGU:

- Budgeted gross margin	- 預算毛利率
- Growth rate	- 增長率
- Pre-tax discount rate	- 除稅前貼現率

### 17. 商譽 (續)

#### 現金產生單位 (包括商譽) 之減值測試

商譽的賬面值已分配至以下現金產生單位 (「現金產生單位」):

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
2,161	-
-	48,430
<b>2,161</b>	<b>48,430</b>

現金產生單位的可收回金額乃基於使用價值計算釐定，當中需要運用假設。有關計算運用現金流量預測，有關預測乃基於管理層批准的涵蓋五年期間的財務預算作出。

#### 奶類產品業務

五年期間後之現金流量乃根據最終價值的3%恆定增長率假設推算。該等增長率與行業報告中對各現金產生單位營運所在行業特有的預測一致。

下表載列現金產生單位的主要假設：

2020 二零二零年 %	2019 二零一九年 %
11%	N/A 不適用
3% to 8%	N/A 不適用
22%	N/A 不適用

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 17. GOODWILL (Continued)

#### Impairment tests for cash-generating units containing goodwill (Continued)

##### Biological Business

Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts included in industry reports specific to the industry in which the CGU operates.

The following table sets out the key assumptions for the CGU:

- Budgeted gross margin	- 預算毛利率
- Long term growth rate	- 長期增長率
- Pre-tax discount rate	- 除稅前貼現率

The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development. The discount rates used are before tax and reflect specific risks relating to the relevant unit.

### 18. INVENTORIES

Raw materials	原料
Work in progress	半成品
Finished goods	製成品

### 17. 商譽 (續)

#### 現金產生單位 (包括商譽) 之減值測試 (續)

##### 生物業務

五年期間後之現金流量乃採用下文所述之估計增長率推算。該等增長率與行業報告中對各現金產生單位營運所在行業特有的預測一致。

下表載列現金產生單位的主要假設：

2020 二零二零年 %	2019 二零一九年 %
N/A 不適用	65%
N/A 不適用	3%
N/A 不適用	11.3%

用於釐定指定予預算毛利率之價值的基準為於緊接預算年度前的年度所取得之平均毛利率、預期效益改善而增加及預期市場發展。所採用之貼現率為稅前，並反映與相關單位有關之特定風險。

### 18. 存貨

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
5,605	2,373
-	1,123
6,517	3,072
12,122	6,568



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 19. TRADE AND OTHER RECEIVABLES

### 19. 貿易及其他應收款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables, net of loss allowance (notes (i) and (ii))	貿易應收款項·扣除虧損撥 備(附註(i)及(ii))	42,565	68,532
Other receivables	其他應收款項	150	6,051
Amount due from a related party (note (iii))	一名關連方欠款 (附註(iii))	239	-
Undertaking receivable from Mr. Wang	應收王先生的承諾款項	-	3,944
Financial assets measured at amortised cost	按攤銷成本計量的 金融資產	42,954	78,527
Prepayments to suppliers	向供應商作出的預付款項	76,585	69,003
Other prepaid expenses	其他預付開支	81	495
Rental deposits	租賃按金	414	1,296
Other deposits	其他按金	123	50
		<b>120,157</b>	<b>149,371</b>
Representing:	其中:		
Current	流動	119,916	149,371
Non-current	非流動	241	-
		<b>120,157</b>	<b>149,371</b>

Except for the rental deposit of HK\$241,000 (2019: Nil) which is expected to be recovered after more than one year, all of the trade and other receivables are expected to be recovered or recognised as expense within one year.

除預期將於一年以後收回之租賃按金241,000港元(二零一九年:無)外,所有貿易及其他應收款項預期於一年內被收回或被確認為開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 19. TRADE AND OTHER RECEIVABLES (Continued)

Notes:

#### (i) Aging analysis

As of the end of the reporting period, the aging analysis of trade receivables based on invoice date and net of loss allowance, is as follows:

0-30 days	0至30日
31-60 days	31至60日
61-90 days	61至90日
Over 90 days	超過90日

Trade receivables are due within 0 to 90 days (2019: 60 to 90 days) from the date of billing. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 33(a).

#### (ii) Disposal of trade receivables

On 24 June 2020, the Group entered into a disposal agreement with an independent third party for disposal of trade receivables (before impairment) of approximately US\$5,051,000 (equivalent to approximately HK\$39,401,000) that are due from two customers at a cash consideration of HK\$30,000,000. The consideration is fully received on 26 June 2020 and the disposal is completed on the same day. The disposal of trade receivables is without recourse against of the Group.

(iii) The amount is due from a company controlled by key management personnel of a principal subsidiary of the Group. The balance is unsecured, interest free and repayable on demand. No provision has been made for the amount due as at 31 March 2020 (2019: Nil).

### 19. 貿易及其他應收款項 (續)

附註：

#### (i) 賬齡分析

於報告期末，根據發票日期所呈列之貿易應收款項（扣除虧損撥備）賬齡分析如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	12,163	27,789
	-	17,253
	-	8,033
	30,402	15,457
	42,565	68,532

貿易應收款項自記賬日期起計0至90日內到期（二零一九年：60至90日）。有關本集團信貸政策以及貿易應收款項產生的信貸風險的進一步詳情載於附註33(a)。

#### (ii) 出售貿易應收款項

於二零二零年六月二十四日，本集團與一名獨立第三方訂立出售協議，以出售應收兩名客戶之貿易應收款項（減值前）約5,051,000美元（相等於約39,401,000港元），現金代價為30,000,000港元。代價已於二零二零年六月二十六日悉數收取，而是次出售於同日完成。出售貿易應收款項對本集團並無追索權。

(iii) 該款項為應收一間由本集團主要附屬公司的主要管理人員控制的公司之款項。結餘為無抵押、免息且須按要求償還。於二零二零年三月三十一日，本集團並無就該應收款項作出任何撥備（二零一九年：無）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 20. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise:

Cash at banks and on hands	銀行現金及手頭現金
Cash and cash equivalents stated in the consolidated statement of cash flows	載列於綜合現金流量表內之現金及現金等價物

Cash at banks earns interest at floating rates based on daily bank deposit rates.

(b) Reconciliation of liabilities arising from financing activities

	Interest payable included in trade and other payables 計入貿易及其他應付款項的應付利息 HK\$'000 千港元 (note 21) (附註21)	Other borrowing 其他借貸 HK\$'000 千港元 (note 23) (附註23)	Lease liabilities 租賃負債 HK\$'000 千港元 (note 24) (附註24)	Total 總計 HK\$'000 千港元
At 1 April 2018 and at 31 March 2019	於二零一八年四月一日及於二零一九年三月三十一日	-	-	-
Impact on initial application of IFRS 16	首次應用國際財務報告準則第16號的影響	-	3,347	3,347
At 1 April 2019	於二零一九年四月一日	-	3,347	3,347
Changes from financing cash flows	融資現金流量變動	(494)	(1,356)	8,150
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	-	1,273	1,273
Interest expenses (note 8(a))	利息開支(附註8(a))	557	143	700
Exchange adjustments	匯兌調整	-	(64)	(64)
At 31 March 2020	於二零二零年三月三十一日	63	3,343	13,406

### 20. 現金及現金等價物及其他現金流量資料

(a) 現金及現金等價物包括：

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

27,908 34,421

27,908 34,421

銀行現金按基於每日銀行存款利率的浮動利率賺取利息。

(b) 融資活動產生的負債對賬：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 21. TRADE AND OTHER PAYABLES

Trade payables (note (i))	貿易應付款項 (附註(i))
Other payables	其他應付款項
Accruals	應計費用
Interest payable (note 20(b))	應付利息 (附註20(b))
Salary payable	應付薪金
Financial liabilities measured at amortised cost	按攤銷成本計量的金融負債
Other tax payable	其他應付稅項

All of the trade and other payables are expected to be settled within one year or are repayable on demand.

Note:

#### (i) Aging analysis

As of the end of the reporting period, the aging analysis of trade payables based on invoice date were as follows:

0-30 days	0至30日
31-60 days	31至60日
61-90 days	61至90日
Over 90 days	超過90日

### 21. 貿易及其他應付款項

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade payables (note (i))	13,209	1,934
Other payables	3,559	10,987
Accruals	1,629	1,255
Interest payable (note 20(b))	63	-
Salary payable	2,441	6,005
Financial liabilities measured at amortised cost	20,901	20,181
Other tax payable	11,544	30,339
	<b>32,445</b>	<b>50,520</b>

所有貿易及其他應付款項預計於一年內獲支付或須按要求償還。

附註：

#### (i) 賬齡分析

於報告期末，根據發票日期所呈列之貿易應付款項的賬齡分析如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-30 days	12,310	1,654
31-60 days	-	-
61-90 days	-	-
Over 90 days	899	280
	<b>13,209</b>	<b>1,934</b>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 22. CONTRACT LIABILITIES

Receipt in advance

預收款項

Certain customers are required to pay deposits when they place the sales order, which resulted in contract liabilities until the Group delivers the products and the customers obtain control of the products.

The significant increase (2019: decrease) in contract liabilities in the current year was mainly due to the HK\$8,429,000 advances received from customers resulting in an increase in contract liabilities of HK\$6,311,000.

There was no revenue recognised in the current year that related to performance obligations that were satisfied in a prior year.

Movements in contract liabilities:

Balance at beginning of the year	於年度初之結餘
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the reporting period	因於本年度確認於報告期初計入合約負債內的收入導致合約負債減少
Increase in contract liabilities as a result of billing in advance of performance	因預收履約款項導致合約負債增加
Balance at end of the year	於年度末之結餘

### 23. OTHER BORROWING

Repayable within one year

須於一年內償還

The other borrowing of HK\$10,000,000 at fixed interest advanced from an independent third party is repayable on 3 April 2020. The interest for the first monthly interest period is 26.9% per annum and interest rate for the second monthly interest period up to maturity date is 8.0% per annum. The other borrowing is incorporating first fixed and floating charge over the undertaking, property and/or assets of the Company whatever and wheresoever, both present and future, including its uncalled capital for the time being. The other borrowing is fully settled on 3 April 2020.

### 22. 合約負債

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
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8,943	2,632
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若干客戶須於下達銷售訂單時支付訂金，此舉引致（直至本集團交付產品且客戶取得對產品的控制權時）合約負債。

本年度的合約負債大幅增加（二零一九年：減少）主要乃由於自客戶收取的墊款8,429,000港元令合約負債增加至6,311,000港元。

本年度概無確認與過往年度達成的履約責任有關的收入。

合約負債變動：

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

2,632	3,852
(2,118)	(3,852)
8,429	2,632
8,943	2,632

### 23. 其他借貸

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
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10,000	-
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來自獨立第三方墊款按固定利率計息之其他借貸10,000,000港元須於二零二零年四月三日償還。首個月度利息期間按年利率26.9%計息，而第二個月度利息期間直至到期日為止按年利率8.0%計息。其他借貸已由本公司現時及未來的業務、財產及／或資產（包括其暫時未催繳股本）組成首項固定及浮動押記。其他借貸已於二零二零年四月三日悉數清還。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 24. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to IFRS 16:

		At 31 March 2020		At 1 April 2019 (Note)		At 31 March 2019 (Note)	
		於二零二零年三月三十一日		於二零一九年四月一日(附註)		於二零一九年三月三十一日(附註)	
		Present value of the minimum lease payments	Total minimum lease payments	Present value of the minimum lease payments	Total minimum lease payments	Present value of the minimum lease payments	Total minimum lease payments
		最低租賃付款現值	最低租賃付款總額	最低租賃付款現值	最低租賃付款總額	最低租賃付款現值	最低租賃付款總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Within 1 year	一年內	1,735	1,842	1,222	1,253	-	-
After 1 year but within 2 years	一年後但於兩年內	1,353	1,392	967	1,042	-	-
After 2 years but within 5 years	兩年後但於五年內	255	256	1,158	1,322	-	-
		<b>1,608</b>	<b>1,648</b>	<b>2,125</b>	<b>2,364</b>	-	-
		<b>3,343</b>	<b>3,490</b>	<b>3,347</b>	<b>3,617</b>	-	-
Less: total future interest expenses	減：未來利息開支總額		(147)		(270)		-
Present value of lease liabilities	租賃負債現值		<b>3,343</b>		<b>3,347</b>		-

Note:

The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 April 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Comparative information as at 31 March 2019 has not been restated. Further details on the impact of the transition to IFRS 16 are set out in note 4.

#### Total cash outflow for leases

Amount included in the consolidated statement of cash flow for leases comprise the following:

Within operating cash flows	在經營現金流量內	1,303
Within financing cash flows	在融資現金流量內	1,356

### 24. 租賃負債

下表載列於當前及過往報告期末及於過渡至國際財務報告準則第16號日期，本集團的租賃負債剩餘合約到期情況：

		At 31 March 2020		At 1 April 2019 (Note)		At 31 March 2019 (Note)	
		於二零二零年三月三十一日		於二零一九年四月一日(附註)		於二零一九年三月三十一日(附註)	
		Present value of the minimum lease payments	Total minimum lease payments	Present value of the minimum lease payments	Total minimum lease payments	Present value of the minimum lease payments	Total minimum lease payments
		最低租賃付款現值	最低租賃付款總額	最低租賃付款現值	最低租賃付款總額	最低租賃付款現值	最低租賃付款總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Within 1 year	一年內	1,735	1,842	1,222	1,253	-	-
After 1 year but within 2 years	一年後但於兩年內	1,353	1,392	967	1,042	-	-
After 2 years but within 5 years	兩年後但於五年內	255	256	1,158	1,322	-	-
		<b>1,608</b>	<b>1,648</b>	<b>2,125</b>	<b>2,364</b>	-	-
		<b>3,343</b>	<b>3,490</b>	<b>3,347</b>	<b>3,617</b>	-	-
Less: total future interest expenses	減：未來利息開支總額		(147)		(270)		-
Present value of lease liabilities	租賃負債現值		<b>3,343</b>		<b>3,347</b>		-

附註：

本集團首次應用國際財務報告準則第16號時採用經修訂追溯法，並調整於二零一九年四月一日的期初結餘，以確認先前根據國際會計準則第17號分類為經營租賃的有關租賃的租賃負債。於二零一九年三月三十一日的比較資料並無重列。有關過渡至國際財務報告準則第16號的影響的進一步詳情載於附註4。

#### 租賃的總現金流出

就租賃計入綜合現金流量表的金額如下：

	2020	2019
	二零二零年	二零一九年
	HK\$'000	HK\$'000
	千港元	千港元
Within operating cash flows	1,303	2,939
Within financing cash flows	1,356	-

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## 綜合財務報表附註

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

### 24. LEASE LIABILITIES (Continued)

#### Total cash outflow for leases (Continued)

Note:

As explained in note 4(c), the adoption of IFRS 16 introduces a change in classification of cash flows of certain rentals paid on leases. The comparative amounts have not been restated. All the above amounts relate to the lease rentals paid.

### 25. FINANCIAL GUARANTEE LIABILITIES

At beginning of the year	於年度初	
Disposal of subsidiaries (note 35(a))	出售附屬公司(附註35(a))	
Addition through acquisition of subsidiaries (note 34)	透過收購附屬公司添置(附註34)	
Interest on financial guarantee	財務擔保之利息	
Effect of foreign currency exchange differences	外匯差額的影響	
At the end of the year	於年度末	

深圳中健生物技術有限公司, Shenzhen Zoken Biology Ltd (“Zoken Biology”), a subsidiary acquired during the year ended 31 March 2019 with details set out in note 34, has previously entered into two financial guarantee contracts with financial guarantee liabilities of RMB18,921,000 (equivalent to approximately HK\$22,051,000) recognised at 29 January 2019, the date of acquisition of the GE Group by the Company. As the borrowers for the financial guarantee contracts defaulted and did not settle the outstanding liabilities at date of acquisition and at 31 March 2019, the Group is accordingly liable to the guarantees. The guarantees comprise of the below:

- (i) Zoken Biology had provided financial guarantee to a bank, 上海浦東發展銀行股份有限公司深圳分行 (“Shanghai Pudong Shenzhen”), in November 2014 in respect of banking facilities granted by Shanghai Pudong Shenzhen to 深圳市博泰生物醫學科技發展有限公司 (“Shenzhen Botai, a former shareholder of Zoken Biology”), with the guarantee amount of RMB20,000,000 (the “First Financial Guarantee”).

### 24. 租賃負債(續)

#### 租賃的總現金流出(續)

附註:

誠如附註4(c)所闡釋,採納國際財務報告準則第16號會改變若干租賃的已付租金現金流量的分類,並無重列比較金額。所有上述金額與已付租金有關。

### 25. 財務擔保負債

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At beginning of the year	22,214	-
Disposal of subsidiaries (note 35(a))	(20,830)	-
Addition through acquisition of subsidiaries (note 34)	-	22,051
Interest on financial guarantee	-	84
Effect of foreign currency exchange differences	(1,384)	79
At the end of the year	-	22,214

深圳中健生物技術有限公司(「中健生物」)(一間於截至二零一九年三月三十一日止年度收購的公司,詳情載於附註34)先前訂立兩份財務擔保合約,於二零一九年一月二十九日,即本公司收購大君集團之日,確認財務擔保負債人民幣18,921,000元(相等於約22,051,000港元)。由於財務擔保合約的借款人違約及並未於收購日期及二零二零年三月三十一日清還未償還的負債,本集團因此對該等擔保承擔責任。擔保包括以下各項:

- (i) 中健生物於二零一四年十一月就上海浦東發展銀行股份有限公司深圳分行(「上海浦東深圳」)授予中健生物的一名前股東深圳市博泰生物醫學科技發展有限公司(「深圳博泰」)的銀行信貸向上海浦東深圳提供財務擔保,擔保金額為人民幣20,000,000元(「第一份財務擔保」)。

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## 綜合財務報表附註

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

### 25. FINANCIAL GUARANTEE LIABILITIES (Continued)

(i) (Continued)

As Shenzhen Botai defaulted in repayment of the bank loans to Shanghai Pudong Shenzhen, Shanghai Pudong Shenzhen applied to the court in November 2015 to claim against Shenzhen Botai, Zoken Biology and other financial guarantee providers (collectively the “Defendant”) in respect of the outstanding amount due to Shanghai Pudong Shenzhen and the court issued the court order in February 2017 which judged that Shenzhen Botai should repay the principal of approximately RMB14,474,000 and interest of approximately RMB1,388,000 to Shanghai Pudong Shenzhen within 10 days from the court order, and ordered that Zoken Biology and other financial guarantee providers to be jointly liable for the above liability. The court further issued an execution order to the Defendant in July 2017 as the Defendant failed to fulfill the legal obligations by the due date. Further on 9 October 2018, the court issued another execution order to the Defendant to order the payment of approximately RMB15,973,000 and Zoken Biology is still liable for the liability.

In respect of the First Financial Guarantee, Shenzhen Botai and its beneficial owner (the “Beneficial Owner”) signed a letter of undertaking to the GE Group on 22 December 2018 to irrevocably undertake that (i) the Shenzhen Botai and Beneficial Owner would fully settle the outstanding amounts by 30 June 2019 or request Shanghai Pudong Shenzhen to release the guarantee liability of Zoken Biology; and (ii) Shenzhen Botai and Beneficial Owner would indemnify in full the loss that Zoken Biology would suffer from the guarantee liability.

Furthermore, Mr. Wang, the key management personnel of Biological Business who was the ultimate beneficial shareholder of the GE Group prior to the Acquisition, signed a letter of undertaking to the GE Group on 22 December 2018 to irrevocably undertake that he would guarantee the liability of Shenzhen Botai and Beneficial Owner arose from the above-mentioned undertaking if Shenzhen Botai and Beneficial Owner failed to fully repay all outstanding balances or fail to release Zoken Biology from the guarantee liability by 30 June 2019.

At 31 March 2019, the amount recognised for the First Financial Guarantee is RMB15,973,000 (equivalent to approximately HK\$18,682,000).

### 25. 財務擔保負債 (續)

(i) (續)

由於深圳博泰未能履約向上海浦東深圳償還銀行貸款，上海浦東深圳於二零一五年十一月向法院申請，就應付上海浦東深圳的未償還款項針對深圳博泰、中健生物及其他財務擔保提供者（統稱為「被告」）提出索償，而法院於二零一七年二月發出法院頒令，判決深圳博泰須於法院頒令起計10日內向上海浦東深圳償還本金約人民幣14,474,000元及利息約人民幣1,388,000元，並命令中健生物及其他財務擔保提供者共同承擔上述負債。由於被告未能於指定日期履行法律責任，法院於二零一七年七月進一步向被告發出執行令。於二零一八年十月九日，法院向被告發出另一份執行令，命令支付約人民幣15,973,000元及中健生物仍對負債承擔責任。

就第一份財務擔保而言，深圳博泰及其實益擁有人（「實益擁有人」）於二零一八年十二月二十二日向大君集團出具承諾函，不可撤回地承諾(i)深圳博泰及實益擁有人將於二零一九年六月三十日前悉數支付未償還款項或要求上海浦東深圳解除中健生物的擔保負債；及(ii)深圳博泰及實益擁有人將全數彌償中健生物由於擔保負債而蒙受的損失。

此外，王先生（生物業務的主要管理人員，於收購事項前為大君集團最終實益股東）於二零一八年十二月二十二日向大君集團出具承諾函，不可撤回地承諾，倘若深圳博泰及實益擁有人於二零一九年六月三十日前未能悉數償還所有未償還餘額或未能解除中健生物的擔保負債，彼將擔保產生自上述承諾的深圳博泰及實益擁有人之負債。

於二零一九年三月三十一日，就第一份財務擔保確認的金額為人民幣15,973,000元（相等於約18,682,000港元）。



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## 綜合財務報表附註

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

### 25. FINANCIAL GUARANTEE LIABILITIES (Continued)

- (ii) Zoken Biology has provided a financial guarantee to an individual lender in April 2017 in respect of loan facilities granted to a company which Zoken Biology had equity interests, namely Shenzhen Zhongkang Biotechnology Limited ("Shenzhen Zhongkang"), prior to the Acquisition, for the loan amount of RMB2,000,000 (the "Second Financial Guarantee").

As Shenzhen Zhongkang defaulted in repayment of the loan to the creditor, the creditor applied to the court in March 2019 to claim against Shenzhen Zhongkang, Zoken Biology and other financial guarantee providers in respect of the outstanding principal and the interest accrued.

Pursuant to the terms in Sale and Purchase Agreement for acquisition of the GE Group, Mr. Wang irrevocably undertake that he would be responsible for such liability.

At 31 March 2019, the amount recognised for the Second Financial Guarantee is RMB3,020,000 (equivalent to approximately HK\$3,532,000).

### 26. DEFERRED TAX

#### (a) Deferred tax liabilities recognised

The components of deferred tax liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

		Intangible asset through acquisition of subsidiaries 透過收購附屬公司 的無形資產 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	-
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	28,206
Credited to profit or loss (note 13)	計入損益(附註13)	(470)
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及 二零一九年四月一日	27,736
Credited to profit or loss (note 13)	計入損益(附註13)	(1,410)
Disposal of subsidiaries (note 35(a))	出售附屬公司(附註35(a))	(26,326)
At 31 March 2020	於二零二零年三月三十一日	-

### 25. 財務擔保負債(續)

- (ii) 中健生物於二零一七年四月就收購事項前中健生物擁有股權的一間公司深圳中康國健生物技術有限公司(「深圳中康」)獲授的貸款融資向一名個人貸款人提供財務擔保，貸款金額為人民幣2,000,000元(「第二份財務擔保」)。

由於深圳中康未能履約向債權人償還貸款，債權人於二零一九年三月向法院申請，就未償還本金及應計利息針對深圳中康、中健生物及其他財務擔保提供者提出索償。

根據收購大君集團的買賣協議的條款，王先生不可撤銷地承諾彼將負責有關負債。

於二零一九年三月三十一日，就第二份財務擔保確認的金額為人民幣3,020,000元(相等於約3,532,000港元)。

### 26. 遞延稅項

#### (a) 已確認的遞延稅項負債

於本年度於綜合財務狀況表內確認的遞延稅項負債的組成部分及變動如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 26. DEFERRED TAX (Continued)

#### (b) Deferred tax assets not recognised

As at 31 March 2020, the Group has estimated unused tax losses of approximately HK\$19,192,000 (2019: HK\$36,898,000) available for offset against future taxable profits of the entities in which the losses arose. No deferred tax was recognised in the consolidated statement of financial position as at 31 March 2020 (2019: Nil) since it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. Expiry dates of unrecognised tax losses are as follows:

Unrecognised tax losses will expire in:	未確認稅項虧損將於以下時間到期:
2020	二零二零年
2021	二零二一年
Unrecognised tax losses without expiry date	無到期日之未確認稅項虧損

#### (c) Deferred tax liabilities not recognised

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards.

At 31 March 2020, temporary differences relating to the undistributed profits of subsidiaries amounted to HK\$657,000 (2019: HK\$60,666,000). Deferred tax liabilities of HK\$66,000 (2019: HK\$6,067,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

### 26. 遞延稅項 (續)

#### (b) 未確認之遞延稅項資產

於二零二零年三月三十一日，本集團估計未動用稅項虧損約19,192,000港元（二零一九年：36,898,000港元）可供抵銷產生虧損之實體未來應課稅利潤。於二零二零年三月三十一日，由於相關稅務司法權區及實體均不可能出現可用於抵銷虧損之未來應課稅利潤，故並未在綜合財務狀況表中確認遞延稅項（二零一九年：無）。未確認稅項虧損的到期日如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
-	7,272
-	26,741
-	34,013
<b>19,192</b>	<b>2,885</b>
<b>19,192</b>	<b>36,898</b>

#### (c) 未確認的遞延稅項負債

根據中國企業所得稅法，自二零零八年一月一日起，就中國附屬公司所賺取的溢利宣派股息時，須繳納預扣稅。

於二零二零年三月三十一日，與附屬公司未分派溢利有關的暫時差額為657,000港元（二零一九年：60,666,000港元）。由於本公司控制該等附屬公司的股息政策，並認定該等溢利可能不會於可見將來分派，故並未就分派該等保留溢利而應繳納的稅項確認遞延稅項負債66,000港元（二零一九年：6,067,000港元）。

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## 綜合財務報表附註

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

### 27. EMPLOYEE RETIREMENT BENEFITS

#### Defined contribution retirement plans

The Group operates a Mandatory Provident Fund Scheme (the “MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

The employees of the Group’s subsidiaries in the PRC are members of a state-managed retirement benefits scheme operated by the government of the PRC. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

The retirement benefits scheme contributions of the directors of the Company and staff of the Group for the years ended 31 March 2020 and 2019 are stated in notes 10, 8(b) and 13, respectively.

### 28. OPERATING LEASES

#### The Group as lessee

At 31 March 2019, the total future minimum lease payments under non-cancellable operating leases were payable as follows:

Within 1 year	一年內
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The Group is the lessee in respect of a number of properties held under leases which were previously classified as operating leases under IAS 17. The Group has initially applied IFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 April 2019 to recognise lease liabilities relating to these leases (see note 4). From 1 April 2019 onwards, future lease payments are recognised as lease liabilities in the consolidated statement of financial position in accordance with the policies set out in note 2.3(e), and the details regarding the Group’s future lease payments are disclosed in note 24.

### 27. 僱員退休福利

#### 定額供款退休計劃

本集團根據香港強制性公積金計劃條例為受香港僱傭條例管轄之司法權區受聘之僱員設立強制性公積金計劃（「強積金計劃」）。強積金計劃是由獨立受託人管理之定額供款退休計劃。根據強積金計劃，僱主及僱員各自均須按僱員有關收入之5%向計劃作出供款，而每月有關收入之上限為30,000港元。計劃供款即時歸屬。

本集團之中國附屬公司之僱員均為中國政府管理之國營退休福利計劃之成員。該等附屬公司須按薪酬開支之指定百分比向退休福利計劃供款。本集團對有關退休福利計劃之責任僅為作出指定之供款。

截至二零二零年及二零一九年三月三十一日止年度之本公司董事及本集團僱員之退休福利計劃供款分別載於附註10、8(b)及13。

### 28. 經營租賃

#### 本集團作為承租人

於二零一九年三月三十一日，不可撤銷經營租賃下的未來最低租賃付款總額如下：

2019
二零一九年
HK\$’000
千港元

893
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本集團為之前根據國際會計準則第17號被分類為經營租賃的若干租賃物業的承租人。本集團採用經修訂追溯法首次應用國際財務報告準則第16號。根據該方法，本集團調整於二零一九年四月一日的期初結餘，以確認有關該等租賃的租賃負債（見附註4）。自二零一九年四月一日起，未來租賃付款根據載列於附註2.3(e)的政策於綜合財務狀況表確認為租賃負債，有關本集團未來租賃付款之詳情載於附註24。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 29. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

### 29. 公司層面之財務狀況表

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Non-current asset</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司之投資		10	128,441
<b>Current assets</b>	<b>流動資產</b>			
Other receivable	其他應收款項		8	-
Amounts due from subsidiaries	應收附屬公司款項		51,483	52,436
Cash and bank balances	現金及銀行結餘		17,320	4,077
			<b>68,811</b>	<b>56,513</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals and other payables	應計費用及 其他應付款項		12,992	12,442
Amounts due to subsidiaries	欠附屬公司款項		8	1
Other borrowing	其他借貸		10,000	-
			<b>23,000</b>	<b>12,443</b>
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>45,811</b>	<b>44,070</b>
<b>NET ASSETS</b>	<b>資產淨額</b>		<b>45,821</b>	<b>172,511</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	30(b)	329,662	380,298
Reserves	儲備	30(a)	(283,841)	(207,787)
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>45,821</b>	<b>172,511</b>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 30. CAPITAL AND RESERVES

- (a) The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

#### *The Company*

		Share premium 溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	548,930	(808,430)	(259,500)
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	-	(1,397)	(1,397)
Shares issued for acquisition of subsidiaries (note 30 (b)(i))	收購附屬公司發行之股份 (附註30 (b)(i))	53,110	-	53,110
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及二零一九年四月一日	602,040	(809,827)	(207,787)
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	-	(70,095)	(70,095)
Buy-back of Settlement Shares for cancellation upon completion of the Unwinding (note 30(b)(ii))	於解除事項完成時回購和解股份並註銷 (附註30(b)(ii))	(5,959)	-	(5,959)
At 31 March 2020	於二零二零年三月三十一日	596,081	(879,922)	(283,841)

### 30. 資本及儲備

- (a) 本集團綜合權益各組成部分於年初與年末結餘的對賬載於綜合權益變動表。本公司權益的個別組成部分於年度初及年度末的變動詳情載列如下：

#### 本公司

		Share premium 溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	548,930	(808,430)	(259,500)
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	-	(1,397)	(1,397)
Shares issued for acquisition of subsidiaries (note 30 (b)(i))	收購附屬公司發行之股份 (附註30 (b)(i))	53,110	-	53,110
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及二零一九年四月一日	602,040	(809,827)	(207,787)
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	-	(70,095)	(70,095)
Buy-back of Settlement Shares for cancellation upon completion of the Unwinding (note 30(b)(ii))	於解除事項完成時回購和解股份並註銷 (附註30(b)(ii))	(5,959)	-	(5,959)
At 31 March 2020	於二零二零年三月三十一日	596,081	(879,922)	(283,841)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 30. CAPITAL AND RESERVES (Continued)

#### (b) Share capital

##### Authorised:

At 1 April 2018,  
31 March 2019,  
1 April 2019 and  
31 March 2020,  
ordinary shares  
of US\$0.16 each

##### Issued and fully paid:

At 1 April 2018,  
ordinary shares of  
US\$0.16 each  
Shares issued for acquisition of  
subsidiaries (note (i))

At 31 March 2019 and  
1 April 2019,  
ordinary shares  
of US\$0.16 each  
Buy-back of Settlement Shares for  
cancellation upon completion  
of the Unwinding (note (ii))

At 31 March 2020,  
ordinary shares  
of US\$0.16 each

##### 法定：

於二零一八年四月一日、  
二零一九年三月三十一  
日、二零一九年四月一  
日及二零二零年三月  
三十一日每股面值0.16  
美元的普通股

##### 已發行及繳足：

於二零一八年四月一日  
每股面值0.16美元的  
普通股  
收購附屬公司發行股份  
(附註(i))

於二零一九年三月三十一  
日及二零一九年四月一  
日每股面值0.16美元的  
普通股  
於解除事項完成時  
回購和解股份並註銷  
(附註(ii))

於二零二零年三月三十一  
日每股面值0.16美元的  
普通股

### 30. 資本及儲備 (續)

#### (b) 股本

	Number of Shares 股份數目	Amount equivalent to 相等於以下 貨幣金額 US\$'000 千美元	Amount equivalent to 相等於以下 貨幣金額 HK\$'000 千港元
Authorised:			
At 1 April 2018, 31 March 2019, 1 April 2019 and 31 March 2020, ordinary shares of US\$0.16 each	625,000,000	100,000	778,000
Issued and fully paid:			
At 1 April 2018, ordinary shares of US\$0.16 each	254,234,383	40,678	316,471
Shares issued for acquisition of subsidiaries (note (i))	50,842,000	8,135	63,827
At 31 March 2019 and 1 April 2019, ordinary shares of US\$0.16 each	305,076,383	48,813	380,298
Buy-back of Settlement Shares for cancellation upon completion of the Unwinding (note (ii))	(40,716,000)	(6,515)	(50,636)
At 31 March 2020, ordinary shares of US\$0.16 each	264,360,383	42,298	329,662

The owners of ordinary Shares are entitled to receive dividends as declared from time to time and are entitled to one vote per Share at meetings of the Company. All ordinary Shares rank equally with regard to the Company's residual assets.

##### Notes:

- (i) Shares issued for acquisition of subsidiaries  
On 29 January 2019, 50,842,000 ordinary Shares were allotted to Starways Global, the vendor of the acquisition of subsidiaries, at the fair value of HK\$2.30 per share, of which HK\$63,827,000 was credited to share capital and HK\$53,110,000 was credited to share premium.
- (ii) Buy-back of Settlement Shares for cancellation upon completion of the Unwinding  
On 23 January 2020, 40,716,000 ordinary Shares, the Settlement Shares, were transferred from Starways Global to the Company for cancellation for the Unwinding (see note 13 for details). On 23 January 2020, the fair value of the Settlement Shares is HK\$1.39 per share, accordingly HK\$50,636,000 was debited to share capital and HK\$5,959,000 was debited to share premium.

普通股股東有權收取不時宣派的股息及有權於本公司大會上按其所持每一股股份投一票。所有普通股在有關本公司剩餘資產方面均享有同等地位。

##### 附註：

- (i) 收購附屬公司發行股份  
於二零一九年一月二十九日，50,842,000股普通股股份按每股2.30港元之公平價值配發予收購附屬公司之賣方星威國際，其中63,827,000港元計入股本而53,110,000港元計入股份溢價。
- (ii) 於解除事項完成時回購和解股份並註銷  
於二零二零年一月二十三日，40,716,000股普通股股份（和解股份）已就解除事項由星威國際轉讓予本公司註銷（詳情見附註13）。於二零二零年一月二十三日，和解股份的公平價值為每股1.39港元，其中50,636,000港元已記入股本以及5,959,000港元已記入股份溢價。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 30. CAPITAL AND RESERVES (Continued)

#### (c) Nature and purpose of reserves

##### (i) Share premium

Share premium arose from the issuance of share by the Company at prices in excess of their par value, and may be distributed in the form of fully paid bonus shares. The application of the share premium is governed by section 40 of the Bermuda Companies Act 1981 of Bermuda.

##### (ii) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2.3(q).

##### (iii) Reserve fund

Pursuant to applicable PRC regulations, PRC subsidiaries in the Group are required to appropriate 10% of their profit after tax (after offsetting prior year losses) to the statutory reserve until such reserve reaches 50% of their registered capital of each relevant PRC subsidiary. Transfers to this reserve must be made before distribution of dividends to shareholders. Upon approval by relevant authorities, the statutory reserve can be utilised to offset the accumulated losses or to increase the paid-up capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

#### (d) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that they can continue to provide returns for Shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

### 30. 資本及儲備 (續)

#### (c) 儲備的性質及目的

##### (i) 股份溢價

股份溢價於本公司按高於股份面值的價格發行股份時產生，並可以繳足紅股的形式分派。股份溢價的應用受百慕達的百慕達一九八一年公司法第四十條規管。

##### (ii) 外幣換算儲備

外幣換算儲備包括換算海外業務財務報表而產生的所有外匯差額。該儲備乃按附註2.3(q)載述的會計政策處理。

##### (iii) 儲備基金

根據適用中國法規，本集團中國附屬公司須將其除稅後溢利的10%（經抵銷過往年度虧損後）轉撥至法定儲備，直至該儲備達到各相關中國附屬公司的註冊資本的50%為止。有關款項必須於向股東分派股息前轉撥至儲備。當獲有關當局批准後，法定儲備可用作抵銷累計虧損，或增加附屬公司之實繳資本，惟有關發行後的結餘不得低於其註冊資本之25%。

#### (d) 股本管理

本集團管理股本旨在保障本集團的持續經營能力，務求繼續為股東帶來回報，以及為其他持份者帶來好處，並且維持最佳資本結構以減少資本成本。

本集團將按風險比例釐定資本金額。本集團根據經濟狀況變動及有關資產的風險特性管理及調整資本結構。為維持或調整資本結構，本集團或會調整派發股息、發行新股、回購股份、新增債務、贖回現有債務或出售資產以減少債務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 30. CAPITAL AND RESERVES (Continued)

#### (d) Capital management (Continued)

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Net debt is calculated as total debts included trade and other payables, contract liabilities, other borrowing, lease liabilities, financial guarantee liabilities and tax payable less cash and cash equivalents. Adjusted capital comprises all components of equity (that is, share capital, share premium, other reserve, accumulated losses and any non-controlling interests).

During 2020, the Group's strategy, which was unchanged from 2019, was to maintain the debt-to-adjusted capital ratio at the lowest as possible, in order to secure access to finance at a reasonable cost. The net debt-to-adjusted capital ratio at the end of the reporting period is as follows:

Total debt	負債總額
Less: Cash and cash equivalents (note 20)	減：現金及現金等價物 (附註20)
Net debt	負債淨額
Total equity and adjusted capital	權益總額及經調整資本
Net debt-to-adjusted capital ratio	淨負債對經調整資本比率

According to the Listing Rules, at least 25% of the Shares should be held in the hands of the public. Save for this, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

#### Note:

The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances of 1 April 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Under this approach, the comparative information is not restated, see note 4.

### 30. 資本及儲備 (續)

#### (d) 股本管理 (續)

本集團以負債對經調整資本比率為基準監控資本。該比率以負債淨額除以經調整資本計算。負債淨額以負債總額（包括貿易及其他應付款項、合約負債、其他借貸、租賃負債、財務擔保負債及應付稅項）減現金及現金等價物計算。經調整資本包括所有權益部分（即股本、股份溢價、其他儲備、累計虧損及任何非控股權益）。

本集團於二零二零年的策略自二零一九年起並無變動。本集團的策略為將負債對經調整資本比率盡力維持於最低水平，以確保以合理成本獲得資金。於報告期末，淨負債對經調整資本比率如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (note) (附註)
Total debt	54,856	76,486
Less: Cash and cash equivalents (note 20)	(27,908)	(34,421)
Net debt	26,948	42,065
Total equity and adjusted capital	111,423	256,576
Net debt-to-adjusted capital ratio	24.2%	16.4%

根據上市規則，最少25%股份應由公眾人士持有。除此之外，本公司或其任何附屬公司不受外部施加之資本規定限制。

#### 附註：

本集團首次應用國際財務報告準則第16號時採用經修訂追溯法，並調整於二零一九年四月一日的期初結餘，以確認先前根據國際會計準則第17號分類為經營租賃的有關租賃的租賃負債。根據該方法，比較資料不予重列，見附註4。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 31. SHARE OPTION SCHEME

The Company operates a share option scheme 2010 (the "2010 Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the 2010 Scheme include the Group's directors, including independent non-executive directors, confirmed employees of the Group, the controlling Shareholders and their associates. The 2010 Scheme became effective on 11 February 2010 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The 2010 Scheme has been expired on 10 February 2020 and no further options will be granted under the 2010 Scheme.

The maximum number of unexercised share options permitted to be granted under the 2010 Scheme is an amount equivalent, upon their exercise, to 10% of the Shares in issue at any time. The maximum number of Shares issuable under share options to each eligible participant in the 2010 Scheme within any 12-month period is limited to 1% of the Shares in issue at any time. Any further grant of share options in excess of this limit is subject to Shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company, or to any of their respective associates (including discretionary trust in which any connected persons are beneficiary), are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder (as defined in the Listing Rules) or an independent non-executive director of the Company, or to any their respective associates, in excess of 0.1% of the Shares 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\$5.0 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 grant of 2010 Scheme shall be made to a participant by letter in such form as the Remuneration Committee of the Company ("RC") may from time to time determine.

### 31. 購股權計劃

本公司已設立二零一零年購股權計劃（「二零一零年計劃」），旨在向為本集團的成功運作出貢獻的合資格參與者提供獎勵及回報。二零一零年計劃的合資格參與者包括本集團董事（包括獨立非執行董事）、通過試用期的本集團僱員、控股股東及彼等的聯繫人。二零一零年計劃由二零一零年二月十一日生效，除另行取消或修訂外，有效期為該日起計十年。二零一零年計劃已於二零二零年二月十日屆滿且概無其他購股權將根據二零一零年計劃予以授出。

現時按二零一零年計劃可授出的未行使購股權經行使後數目最多相等於在任何時間的已發行股份10%。在任何12個月期間根據購股權可發行予二零一零年計劃的每位合資格參與者的股份數目最多為在任何時間的已發行股份1%。額外授出超過此限額的購股權須取得股東在股東大會上批准。

授予本公司董事、主要行政人員或主要股東（定義見上市規則）或任何彼等各自聯繫人（包括任何關連方為受益人的酌情信託）之購股權須經獨立非執行董事事先批准。此外，於任何12個月期間內，倘授予本公司主要股東（定義見上市規則）或獨立非執行董事或任何彼等各自聯繫人之任何購股權超逾本公司任何時候已發行本公司股份之0.1%或根據於授出日期本公司股份價格計算之總值超過5.0百萬港元，則須經股東於股東大會上事先批准。

授出購股權之要約可於要約日期起計21天內由承授人支付名義代價1港元後予以接納。二零一零年計劃須根據本公司薪酬委員會（「薪酬委員會」）不時釐定的形式以函件授予參與者。

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## 綜合財務報表附註

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

### 31. SHARE OPTION SCHEME (Continued)

Subject to the provisions of the 2010 Scheme, the Bermuda Companies Act, and the Listing Rules, the RC may, when making the offer, impose any conditions, restrictions or limitations in relation thereto as it may at its absolute discretion think fit.

The exercise price of share options is determinable by the RC, but may not be less than the higher of (i) the closing price of the Company's Shares on a business day as stated in the daily quotations sheet issued by the Stock Exchange; (ii) the average closing prices of the Company's Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five consecutive business days immediately preceding the offer date; or (iii) the nominal value of a share on the offer date.

Under the 2010 Scheme, if the share options remain unexercised after a period of 10 years from the date of grant, the share options expire. Share options are forfeited if the employee leaves the Group before the share options vest. In the event that the grantee ceases to be a participant for any reason (other than on his death) including the termination of his employment or engagement on one or more of the grounds specified in the 2010 Scheme, the options granted to such grantee will lapse on the date of such cessation (to the extent not already exercised) and will not be exercisable unless the RC otherwise determines to grant an extension (which shall not be more than 1 month from the date of cessation) at the absolute discretion of the RC in which event the grantee may exercise the options within such period of extension.

The 2010 Scheme expired on 10 February 2020. During the years ended 31 March 2020 and 2019, there are no share options granted, exercised or forfeited under the 2010 Scheme, and there are no share options outstanding as at 31 March 2019 and at the expiry of the 2010 Scheme on 10 February 2020.

### 31. 購股權計劃(續)

根據二零一零年計劃、百慕達公司法及上市規則的條文，提出要約時，薪酬委員會可於其全權酌情認為屬適當的情況下，就此規定任何條件、限制或規限。

購股權之行使價由薪酬委員會釐定，惟不得低於以下之較高者：(i)於營業日聯交所每日報價表所列本公司股份收市價；(ii)於緊接要約日期前五個連續營業日，聯交所每日報價表所列的本公司股份平均收市價；或(iii)股份於要約日期的面值。

根據二零一零年計劃，倘購股權於授出日期起計十年後仍未行使，則購股權即告期滿。倘僱員於購股權歸屬前離開本集團，則購股權將被沒收。倘承授人因任何理由（身故除外）（包括因二零一零年計劃所述的一個或多個理由而終止受僱或獲委聘）終止為參與者，則授予該承授人的購股權（以尚未行使者為限）將於該終止日期失效且不可行使，惟薪酬委員會另行全權酌情決定延長行使期（不得超過自終止日期起計一個月）則作別論，屆時，承授人可於有關延長期內行使購股權。

二零一零年計劃已於二零二零年二月十日屆滿。截至二零二零年及二零一九年三月三十一日止年度，概無根據二零一零年計劃授出、行使或沒收之購股權。於二零一九年三月三十一日及在二零一零年計劃於二零二零年二月十日屆滿時，概無尚未行使之購股權。

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## 綜合財務報表附註

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

### 32. SUBSIDIARIES

Particulars of the principal subsidiaries as at 31 March 2020 are as follows:

Name of subsidiary 附屬公司名稱	Place of establishment/ incorporation and business 成立/註冊成立 地點及業務	Issued and fully paid-up/ registered capital 已發行及繳足/ 註冊資本	Percentage of paid up/issued capital held by the Company 本公司所持已繳足/ 已發行的股本百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
H K Rich Technology International Company Limited ("H K Rich") 香港富昕科技國際有限公司(「香港富昕」)	Hong Kong 香港	1 ordinary share 1股普通股	100%	-	Sales and distribution of mobile handsets and their components 銷售及分銷手機及其零件
深圳晉科企業管理諮詢有限公司*	PRC 中國	Registered capital of RMB1,000,000 註冊資本 人民幣1,000,000元	-	100%	Provision of management services to the Group 向本集團提供管理服務
Smart Tone International Limited 俊麗國際有限公司	Hong Kong 香港	100 ordinary shares 100股普通股	100%	-	Provision of management services to the Group 向本集團提供管理服務
Golden Joyous Ventures Limited	BVI 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	100%	-	Investment holding 投資控股
Golden Ant Investment Limited ("Golden Ant") 金蟻投資有限公司(「金蟻」)	Hong Kong 香港	10,000 ordinary shares 10,000股普通股	-	100%	Investment holding 投資控股
Willis Trading Limited 香港維勒斯貿易有限公司	Hong Kong 香港	2,000,000 ordinary shares 2,000,000股普通股	-	100%	Sale of milk powder and baby foods 銷售奶粉及嬰兒食品

At 31 March 2020 and 2019, there is no subsidiary of the Group which has material non-controlling interests.

None of the subsidiaries of the Group issued any debt securities at the end of the year.

Remark:

\* This subsidiary is registered as a wholly-foreign-owned enterprise under the PRC law.

### 32. 附屬公司

於二零二零年三月三十一日，主要附屬公司的詳情如下：

於二零二零年及二零一九年三月三十一日，本集團概無於任何附屬公司擁有重大非控股權益。

於本年末，本集團附屬公司概無發行任何債務證券。

備註：

\* 該附屬公司根據中國法律註冊為外商獨資企業。

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## 綜合財務報表附註

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

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

The Group's major financial instruments include the followings:

Financial assets		金融資產
Trade and other receivables (note 19)		貿易及其他應收款項 (附註19)
Cash and bank balances (note 20)		現金及銀行結餘 (附註20)
Financial assets measured at amortised cost		按攤銷成本計量的金融資產
<b>Financial liabilities</b>		<b>金融負債</b>
Trade and other payables (note 21)		貿易及其他應付款項 (附註21)
Other borrowing (note 23)		其他借貸 (附註23)
Lease liabilities (note 24)		租賃負債 (附註24)
Financial guarantee liabilities (note 25)		財務擔保負債 (附註25)
Financial liabilities measured at amortised cost		按攤銷成本計量的金融負債

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rate risk and currency risk. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and bank balances is limited because the counterparties are banks with high credit rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

#### Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 49% (2019: 46%) and 97% (2019: 84%) of the total trade receivables was due from the Group's largest trade debtor and the five largest trade debtors, respectively.

### 33. 金融風險管理及金融工具的公平價值

本集團的主要金融工具包括以下各項：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets		
Trade and other receivables (note 19)	42,954	78,527
Cash and bank balances (note 20)	27,908	34,421
Financial assets measured at amortised cost	70,862	112,948
Financial liabilities		
Trade and other payables (note 21)	20,901	20,181
Other borrowing (note 23)	10,000	—
Lease liabilities (note 24)	3,343	—
Financial guarantee liabilities (note 25)	—	22,214
Financial liabilities measured at amortised cost	34,244	42,395

本集團金融工具所產生的主要風險為信貸風險、流動性風險、利率風險及貨幣風險。下文載述本集團承受的該等風險及本集團使用以管理該等風險的金融風險管理政策及慣例。

#### (a) 信貸風險

信貸風險指交易對手方將違反其合約責任而導致本集團蒙受財務虧損之風險。

本集團的信貸風險主要歸因於貿易應收款項。本集團來自現金及銀行結餘的信貸風險有限，因為交易對手方為國際信貸評級機構指定的高信貸評級的銀行，故本集團認為信貸風險較低。

#### 貿易應收款項

本集團的信貸風險主要受各客戶的個別特徵所影響，而非受客戶經營所在行業或國家影響，故本集團的重大信貸集中風險主要在本集團面對重大個別客戶風險時產生。於報告期末，49%（二零一九年：46%）及97%（二零一九年：84%）的貿易應收款項總額分別為本集團最大應收貿易債務人及五大貿易債務人的款項。



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## 綜合財務報表附註

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

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (a) Credit risk (Continued)

##### Trade receivables (Continued)

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 0 to 90 days (2019: 60 to 90 days) from the date of billing. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 March 2020 and 2019:

Current (not past due)	當期 (並無逾期)
1-30 days past due	逾期1至30日
31-60 days past due	逾期31至60日
61-90 days past due	逾期61至90日
More than 90 days past due	逾期90日以上

### 33. 金融風險管理及金融工具的公平價值 (續)

#### (a) 信貸風險 (續)

##### 貿易應收款項 (續)

對所有要求超過若干信貸金額之客戶進行個別信貸評估。該等評估集中於客戶過往償還到期款項之記錄及目前之還款能力並考慮客戶之特定資料以及有關客戶營運之經濟環境。貿易應收款項自發票日期起計0至90天 (二零一九年: 60至90天) 內到期。一般而言, 本集團並無獲得來自客戶的抵押品。

本集團使用撥備矩陣計算的存續期預期信貸虧損金額計量貿易應收款項的虧損撥備。由於本集團的過往信貸虧損經驗並無顯示不同客戶分部的虧損模式具有明顯差異, 故並無進一步區分本集團不同客戶群按逾期狀況的虧損撥備。

下表提供本集團於二零二零年及二零一九年三月三十一日面臨的信貸風險及貿易應收款項預期信貸虧損的資料:

2020 二零二零年		
Expected loss rate 預期虧損率	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
	3,359	-
	8,804	-
	12	-
	-	-
23.9%	39,937	(9,547)
	52,112	(9,547)

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### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (a) Credit risk (Continued)

##### Trade receivables (Continued)

		Expected loss rate 預期虧損率	2019 二零一九年 Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	當期 (並無逾期)	0.0%	52,062	-
1-30 days past due	逾期1至30日	0.0%	1,013	-
31-60 days past due	逾期31至60日	0.0%	15,457	-
			68,532	-

Expected loss rates are based on actual loss experience over the past two years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Balance at beginning of the year	於年度初的結餘	-	-
Impairment losses recognised during the year	於本年度確認的減值虧損	(9,547)	-
Balance at end of the year	於年度末的結餘	(9,547)	-

The following significant changes in the gross carrying amounts of trade receivables contributed to the increase in the loss allowance:

- increase in days past due over 90 days resulted in an increase in loss allowance of HK\$9,547,000 (2019: Nil).

### 33. 金融風險管理及金融工具的公平價值 (續)

#### (a) 信貸風險 (續)

##### 貿易應收款項 (續)

預期虧損率基於過去兩年之實際虧損經驗計算。該等比率根據歷史數據收集期間之經濟狀況、現況與本集團所認為之應收款項預期存續期內之經濟狀況三者之間之差異進行調整。

於本年度有關貿易應收款項的虧損撥備金額之變動如下：

以下為導致虧損撥備增加的貿易應收款項的賬面總值之重大變動：

- 逾期90日以上之天數增加導致虧損撥備增加9,547,000港元 (二零一九年：零)。

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### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (a) Credit risk (Continued)

##### *Other receivables*

For other receivables, the directors of the Company make periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition, the Group assessed that the ECL for other receivables were insignificant and thus no loss allowance was recognised.

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to the parent company's board approval. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables set out the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

### 33. 金融風險管理及金融工具的公平價值 (續)

#### (a) 信貸風險 (續)

##### *其他應收款項*

就其他應收款項而言，本公司董事根據歷史結算記錄、過往經驗以及合理且具理據支持的前瞻性定量資料，對其他應收款項的可收回性進行定期個別評估。本公司董事認為自初始確認以來該等款項的信貸風險並無顯著增加且本集團就其他應收款項評估預期信貸虧損為不重大，因此並無確認虧損撥備。

#### (b) 流動性風險

本集團內的單獨營運實體負責各自的現金管理，包括就現金盈餘進行短期投資和貸款集資以應付預期現金需求，惟需經母公司的董事會批准。本集團之政策是定期監察其流動性需求及其遵守借貸契約之情況，以確保維持充足的現金儲備以及向主要金融機構取得充足的承諾信貸額度，應付短期及長期流動性需求。

下表詳列本集團之非衍生金融負債於報告期末之餘下合約期限，該等餘下合約期限乃根據合約未貼現現金流量（包括使用合約利率計算的利息付款，或倘為浮動利率，則根據於報告期末之現行利率計算）以及本集團可能須付款之最早日期計算。

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## 綜合財務報表附註

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### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (b) Liquidity risk (Continued)

		2020 二零二零年					Carrying amount at 31 March 2020
		On demand	Within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flows	於二零二零年三月三十一日的賬面值
		按要求 HK\$'000 千港元	一年內 HK\$'000 千港元	超過一年 但不超過兩年 HK\$'000 千港元	超過兩年 但不超過五年 HK\$'000 千港元	合約未貼現 現金流量總額 HK\$'000 千港元	HK\$'000 千港元
Trade and other payables	貿易及其他應付款項	1,629	19,272	-	-	20,901	20,901
Lease liabilities (note)	租賃負債(附註)	-	1,842	1,392	256	3,490	3,343
Other borrowing	其他借貸	-	10,004	-	-	10,004	10,000
		1,629	31,118	1,392	256	34,395	34,244

  

		2019 二零一九年					Carrying amount at 31 March 2019
		On demand	Within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flows	於二零一九年三月三十一日的賬面值
		按要求 HK\$'000 千港元	一年內 HK\$'000 千港元	超過一年 但不超過兩年 HK\$'000 千港元	超過兩年 但不超過五年 HK\$'000 千港元	合約未貼現 現金流量總額 HK\$'000 千港元	HK\$'000 千港元
Trade and other payables	貿易及其他應付款項	1,255	18,926	-	-	20,181	20,181
Financial guarantee liabilities	財務擔保負債	22,214	-	-	-	22,214	22,214
		23,469	18,926	-	-	42,395	42,395

Note:

The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 April 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Under this approach, the comparative information is not restated, see note 4.

#### (c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from fixed rate other borrowing and lease liabilities and from variable rate bank balances, which expose the Group to fair value interest rate risk and cash flow interest rate risk respectively.

The Group's bank balances are carried at low interest rates and the interest income thereon is not significant.

### 33. 金融風險管理及金融工具的公平價值 (續)

#### (b) 流動性風險 (續)

		2020 二零二零年					Carrying amount at 31 March 2020
		On demand	Within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flows	於二零二零年三月三十一日的賬面值
		按要求 HK\$'000 千港元	一年內 HK\$'000 千港元	超過一年 但不超過兩年 HK\$'000 千港元	超過兩年 但不超過五年 HK\$'000 千港元	合約未貼現 現金流量總額 HK\$'000 千港元	HK\$'000 千港元
Trade and other payables	貿易及其他應付款項	1,629	19,272	-	-	20,901	20,901
Lease liabilities (note)	租賃負債(附註)	-	1,842	1,392	256	3,490	3,343
Other borrowing	其他借貸	-	10,004	-	-	10,004	10,000
		1,629	31,118	1,392	256	34,395	34,244

		2019 二零一九年					Carrying amount at 31 March 2019
		On demand	Within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flows	於二零一九年三月三十一日的賬面值
		按要求 HK\$'000 千港元	一年內 HK\$'000 千港元	超過一年 但不超過兩年 HK\$'000 千港元	超過兩年 但不超過五年 HK\$'000 千港元	合約未貼現 現金流量總額 HK\$'000 千港元	HK\$'000 千港元
Trade and other payables	貿易及其他應付款項	1,255	18,926	-	-	20,181	20,181
Financial guarantee liabilities	財務擔保負債	22,214	-	-	-	22,214	22,214
		23,469	18,926	-	-	42,395	42,395

附註：

本集團首次應用國際財務報告準則第16號時採用經修訂追溯法，並調整於二零一九年四月一日的期初結餘，以確認先前根據國際會計準則第17號分類為經營租賃的有關租賃的租賃負債。根據該方法，比較資料不予重列，見附註4。

#### (c) 利率風險

利率風險指金融工具的公平價值或未來現金流量將因市場利率變動而波動的風險。本集團的利率風險主要來自固定利率的其他借貸及租賃負債以及浮動利率銀行結餘，令本集團分別面臨公平價值利率風險及現金流量利率風險。

本集團的銀行結餘按較低利率計息且其利息收入甚微。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (c) Interest rate risk (Continued)

##### (i) Sensitivity analysis

Other borrowing and lease liabilities are fixed rate instruments and are insensitive to any change in interest rates. A change in interest rates at the end of the reporting period would not affect profit or loss.

The Group does not have significant exposure to interest rates arising from variable rate cash at bank, accordingly no sensitivity analysis is presented.

#### (d) Currency risk

##### (i) Exposure to currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily Australian dollars ("AUD") and United States dollars ("US\$"). The Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

### 33. 金融風險管理及金融工具的公平價值 (續)

#### (c) 利率風險 (續)

##### (i) 敏感度分析

其他借貸及租賃負債屬定息工具，均不受利率的任何變動所影響。於報告期末，利率變動將不會對損益造成影響。

本集團並無就其浮息銀行現金面臨重大利率風險，因此概無呈列敏感度分析。

#### (d) 貨幣風險

##### (i) 承受之貨幣風險

本集團面對之貨幣風險主要來自因買賣而產生之應收款項、應付款項及現金結餘，該等項目乃按外幣（即交易所涉業務之功能貨幣以外之貨幣）計值。產生有關風險之貨幣主要為澳元（「澳元」）及美元（「美元」）。本集團在必要的情況下按即期匯率買賣外幣，以應付短期的不平衡，確保所面臨的風險淨額維持於可接受的水平。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (d) Currency risk (Continued)

##### (ii) Sensitivity analysis (Continued)

	2020 二零二零年		2019 二零一九年	
	Increase/ (decrease) in foreign exchange rates	Decrease/ (increase) in loss after tax and accumulated losses 除稅後虧損 及累計虧損	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit after tax and accumulated losses 除稅後溢利 及累計虧損
	上升/(下降)	減少/(增加)	上升/(下降)	增加/(減少)
	HK\$'000 千港元		HK\$'000 千港元	
AUD 澳元	5%	35 (35)	5% (5%)	- -

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit or loss after tax and equity measured in the respective functional currencies, translated into HK\$ at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis for 2019.

上表所載分析結果指為呈列目的而將以相關功能貨幣計量的各集團實體除稅後溢利或虧損及權益按報告期末現行匯率兌換為港元的綜合即時影響。

敏感度分析假設外匯匯率變動已應用於重新計量本集團於報告期末面臨外匯風險的金融工具。分析按與二零一九年相同的基準進行。

#### (e) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values as at 31 March 2020 and 2019.

#### (e) 並非按公平價值列賬的金融資產及負債的公平價值

於二零二零年及二零一九年三月三十一日，本集團按攤銷成本列賬的金融工具賬面值與其公平價值並無重大差異。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 34. BUSINESS COMBINATIONS

#### For the year ended 31 March 2020

On 6 February 2020, the Group acquired 100% of the issued share capital of Golden Ant for a consideration of HK\$3,500,000. Golden Ant and its subsidiaries (collectively the “Golden Ant Group”) is principally engaged in Milk Products Business. The acquisition has entitled the Group to enter into the milk powder and baby foods trading industry.

Since the acquisition, Golden Ant Group contributed HK\$30,587,000 to the Group’s revenue and profit of HK\$980,000 to the consolidated results for the year ended 31 March 2020.

Had the combination taken place at the beginning of the year, the revenue from continuing operations of the Group and the loss of the Group for the year would have been approximately HK\$300,865,000 and approximately HK\$83,684,000 respectively.

The assets and liabilities recognised as a result of the acquisition are as follows:

### 34. 業務合併

#### 截至二零二零年三月三十一日止年度

於二零二零年二月六日，本集團以代價3,500,000港元收購金蟻全部已發行股本。金蟻及其附屬公司（統稱為「金蟻集團」）主要從事奶類產品業務。收購事項令本集團進入奶粉及嬰兒食品貿易行業。

自收購以來，金蟻集團於截至二零二零年三月三十一日止年度向本集團貢獻收入30,587,000港元及貢獻綜合業績溢利980,000港元。

倘合併於年度初進行，則本集團於本年度持續經營業務之收入及虧損將分別約為300,865,000港元及約83,684,000港元。

因收購確認之資產及負債如下：

		Fair value 公平價值 HK\$'000 千港元
Property, plant and equipment (note 15)	物業、廠房及設備（附註15）	1,279
Trade and other receivables	貿易及其他應收款項	1,103
Cash and cash equivalents	現金及現金等價物	5,911
Trade and other payables	貿易及其他應付款項	(5,669)
Tax payable	應付稅項	(12)
Lease liability (note 20(b))	租賃負債（附註20(b)）	(1,273)
Total identifiable net assets at fair value	按公平價值列賬之可識別淨資產總額	1,339
Goodwill on acquisition (note 17)	於收購時之商譽（附註17）	2,161
Consideration, satisfied by cash	代價，以現金支付	3,500
<b>Net cash inflow on acquisition of subsidiaries:</b>	<b>收購附屬公司之現金流入淨額：</b>	
Cash and cash equivalent acquired	所收購現金及現金等價物	5,911
Less: Cash consideration	減：現金代價	(3,500)
		2,411



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 34. BUSINESS COMBINATIONS (Continued)

#### For the year ended 31 March 2020 (Continued)

Acquisition-related costs (included in administrative expenses) amounted to approximately HK\$96,000.

The goodwill is attributable to the workforce and the expected profitability of the acquired business. It will not be deductible for tax purposes.

The trade receivables comprise gross contractual amounts due of HK\$836,000, of which HK\$nil was expected to be uncollectible at the date of acquisition.

#### For the year ended 31 March 2019

On 29 January 2019, the Group completed to acquire 100% of the issued share capital of GE International for a consideration of HK\$128,440,000 (50,842,000 Shares allotted at the fair value of HK\$2.30 per share and assumed the EIT payable for indirect share transfer of subsidiary established in the PRC). GE Group is principally engaged in Biological Business. The acquisition has entitled the Group to enter into the biological industry.

Since the acquisition, GE Group contributed HK\$13,904,000 to the Group's revenue and HK\$3,484,000 to the consolidated profit for the year ended 31 March 2019.

Had the combination taken place at the beginning of the year, the revenue from continuing operations of the Group and the profit of the Group for the year would have been approximately HK\$434,872,000 and HK\$54,077,000, respectively.

### 34. 業務合併 (續)

#### 截至二零二零年三月三十一日止年度 (續)

收購相關成本 (計入行政費用) 為約 96,000 港元。

商譽歸屬於所收購業務的勞動力及預期盈利能力。其將不可作稅項扣減。

貿易應收款項包括到期合約總金額 836,000 港元，而當中零港元於收購日期預期為不能收回。

#### 截至二零一九年三月三十一日止年度

於二零一九年一月二十九日，本集團完成以代價 128,440,000 港元 (按公平價值每股 2.30 港元配發 50,842,000 股股份及承擔於中國成立的附屬公司間接股份轉讓的應付企業所得稅) 收購大君國際的全部已發行股本。大君集團主要從事生物業務。收購事項令本集團進入生物科技行業。

自收購以來，大君集團於截至二零一九年三月三十一日止年度向本集團貢獻收入 13,904,000 港元及貢獻綜合溢利 3,484,000 港元。

倘合併於年度初進行，則本集團於本年度來自持續經營業務的收入及溢利分別應為約 434,872,000 港元及 54,077,000 港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 34. BUSINESS COMBINATIONS (Continued)

#### For the year ended 31 March 2019 (Continued)

The assets and liabilities recognised as a result of the acquisition are as follows:

		Fair value 公平價值 HK\$'000 千港元
Property, plant and equipment (note 15)	物業、廠房及設備(附註15)	11,465
Intangible asset (note 16)	無形資產(附註16)	112,823
Inventories	存貨	3,117
Trade and other receivables	貿易及其他應收款項	20,848
Cash and cash equivalents	現金及現金等價物	12,187
Trade and other payables	貿易及其他應付款項	(30,173)
Financial guarantee liabilities (note 25)	財務擔保負債(附註25)	(22,051)
Deferred tax liabilities (note 26(a))	遞延稅項負債(附註26(a))	(28,206)
		<hr/>
Total identifiable net assets at fair value	按公平價值列賬之可識別淨資產總額	80,010
Goodwill on acquisition (note 17)	於收購時之商譽(附註17)	48,430
		<hr/>
Consideration	代價	128,440
		<hr/>
Satisfied by:	以下列方式支付:	
Consideration from allotment of Shares	配發股份的代價	116,937
EIT payable assumed by the Group for indirect share transfer of subsidiary established in the PRC	本集團所承擔於中國成立的附屬公司間接股份轉讓的應付企業所得稅	11,503
		<hr/>
		128,440
		<hr/>
<b>Cash inflow on acquisition of subsidiaries:</b>	<b>收購附屬公司之現金流入:</b>	
Cash and cash equivalents acquired	所收購現金及現金等價物	12,187
		<hr/>

Acquisition-related costs (included in administrative expenses) amounted to HK\$1,361,000.

收購相關成本(計入行政費用)為1,361,000港元。

The goodwill is attributable to the workforce and the high profitability of the acquired business. It will not be deductible for tax purposes.

商譽歸屬於所收購業務的勞動力及高盈利能力。其將不可作稅項扣減。

The trade and other receivables comprise gross contractual amounts due of HK\$55,246,000, of which amount due from Mr. Wang of HK\$34,398,000 was expected to be uncollectable at the date of acquisition.

貿易及其他應收款項包括到期之總合約金額55,246,000港元,其中應收王先生款項34,398,000港元預期於收購日期不可收回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 35. DISPOSAL OF SUBSIDIARIES

For the year ended 31 March 2020

- (a) On 23 January 2020, the Group completed the Unwinding and disposal of the entire equity interests in GE Group, details of which are disclosed in note 13.

### 35. 出售附屬公司

截至二零二零年三月三十一日止年度

- (a) 於二零二零年一月二十三日，本集團完成解除事項並出售大君集團之全部股權，有關詳情載於附註13。

		HK\$'000 千港元
<b>Consideration received</b>		
	<i>已收代價</i>	
Return of 40,716,000 Settlement Shares at fair value of HK\$1.39 per share (note 30(b)(ii))	按公平價值每股1.39港元退還40,716,000股和解股份(附註30(b)(ii))	56,595
Consideration received in cash and cash equivalents	已收代價的現金及現金等價物	18,804
		<b>75,399</b>
<b>Total consideration received</b>		
	<i>已收代價總額</i>	
<b>Analysis of assets and liabilities over which control was lost</b>		
	<i>失去控制權之資產及負債之分析</i>	
Property, plant and equipment (note 15)	物業、廠房及設備(附註15)	8,436
Intangible asset (note 16)	無形資產(附註16)	105,301
Goodwill (note 17)	商譽(附註17)	48,430
Inventories	存貨	2,407
Trade and other receivables	貿易及其他應收款項	24,045
Cash and cash equivalents	現金及現金等價物	18,236
Trade and other payables	貿易及其他應付款項	(32,080)
Financial guarantee liabilities (note 25)	財務擔保負債(附註25)	(20,830)
Deferred tax liabilities (note 26(a))	遞延稅項負債(附註26(a))	(26,326)
		<b>127,619</b>
<b>Net assets disposed of</b>		
	<i>出售之資產淨值</i>	

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 35. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 March 2020 (Continued)

(a) (Continued)

		HK\$'000 千港元
<b><i>Loss on disposal of subsidiaries</i></b>	<b>出售附屬公司虧損</b>	
Total consideration received	已收代價總額	75,399
Net assets disposed of	出售之資產淨值	(127,619)
Cumulative exchange loss in respect of the net assets of the subsidiaries reclassified from equity to profit or loss upon disposal of subsidiaries	於出售附屬公司時就出售附屬公司資產淨值由權益重新分類至損益的累計匯兌虧損	(1,942)
Loss on disposal	出售虧損	<b>(54,162)</b>

The loss on disposal is included in "loss for the year from discontinued operation" (note 13).

出售虧損計入「來自已終止經營業務之本年度虧損」內(附註13)。

		HK\$'000 千港元
<b><i>Net cash inflow on disposal of subsidiaries</i></b>	<b>出售附屬公司之現金流入淨額</b>	
Consideration received in cash and cash equivalents	已收代價的現金及現金等價物	18,804
Less: Cash and cash equivalents disposed of	減: 已出售現金及現金等價物	(18,236)
		<b>568</b>

(b) In August 2019, the Group disposed all of its 80% equity interests in Perfect Major Limited, which carried out mobile business, at total consideration of HK\$158,000.

(b) 於二零一九年八月, 本集團以代價總額158,000港元出售其於Perfect Major Limited(其開展移動業務)的全部80%股權。

		HK\$'000 千港元
<b><i>Consideration received</i></b>	<b>已收代價</b>	
Consideration received in cash and cash equivalents	已收代價的現金及現金等價物	158
Total consideration	代價總額	<b>158</b>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 35. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 March 2020 (Continued)

(b) (Continued)

#### Analysis of assets and liabilities over which control was lost

Accruals and other payables  
Tax payable

#### Net liabilities disposed of

#### Gain on disposal of a subsidiary

Total consideration  
Net liabilities disposed of  
Non-controlling interests

Gain on disposal

#### 失去控制權之資產及負債之分析

應計費用及其他應付款項  
應付稅項

#### 出售之負債淨額

#### 出售一間附屬公司之收益

代價總額  
出售之負債淨額  
非控股權益

出售收益

HK\$'000  
千港元

(990)  
(126)

(1,116)

158  
1,116  
(223)

1,051

The gain on disposal is included in "other income" (note 7).

出售收益計入「其他收入」(附註7)。

HK\$'000  
千港元

#### Net cash inflow on disposal of a subsidiary 出售一間附屬公司之現金流入淨額

Consideration received in cash  
and cash equivalents

已收代價的現金  
及現金等價物

158

For the year ended 31 March 2019

There was no disposal of subsidiary during the year ended 31 March 2019.

截至二零一九年三月三十一日止年度

截至二零一九年三月三十一日止年度概無出售附屬公司。

### 36. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these consolidated financial statements, the Group had the following transactions with related parties during the year and balances with related parties at the end of the reporting period:

### 36. 重大關連方交易

除在此綜合財務報表內其他部分詳述之交易外，本集團於年內有以下與關連方進行之交易及於報告期末有與關連方的結餘。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 36. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

- (a) Mr. Wang, a key management personnel of the GE Group, provided undertaking to the Group in respect of the followings during the years ended 31 March 2020 and 2019:
- (i) for the Group's rights to use two patents licensed by an independent third party licensor which were under the court restriction order, Mr. Wang irrevocably undertakes that he will communicate with the pledgee to obtain the court restricted patents and to transfer or grant to Zoken Biology at nil consideration, or in case the court restricted patents would be put into auction by court order, he will try to acquire the court restricted patents at the auction and grant to Zoken Biology at nil consideration upon successful bid;
  - (ii) for the contingent liabilities resulting from Zoken Biology's use of court restricted patents referred above, Mr. Wang irrevocably undertakes that he will bear the liability and repay the amount to Zoken Biology;
  - (iii) for the Group's liability of the penalty and surcharge charged on defaulted tax liability payable by Zoken Biology, Mr. Wang irrevocably undertake that he will bear the liability and repay the amount to Zoken Biology;
  - (iv) for the Group's liabilities arose from the financial guarantees provided by Zoken Biology, Mr. Wang irrevocably undertakes that he will bear the liabilities and repay the amount to Zoken Biology (see note 25); and
  - (v) for the Group's contingent liability or other loss suffered arose from the failure of registration on time of share transfer for four companies disposed of by Zoken Biology prior to 29 January 2019, the acquisition date of GE Group by the Company, Mr. Wang irrevocably undertakes that he will bear the liability and repay the amount or loss suffered by Zoken Biology to Zoken Biology;

### 36. 重大關連方交易(續)

- (a) 大君集團的主要管理人員王先生於截至二零二零年及二零一九年三月三十一日止年度就以下各項向本集團作出承諾：
- (i) 就本集團使用由獨立第三方專利持有人許可且處於法庭限制令中的兩項專利的權利，王先生不可撤銷地承諾，其將與質押人進行溝通，以取得法院限制的專利及以零代價向中健生物轉讓或授出，或倘法院限制的專利由法院命令進行拍賣，其將試圖於拍賣上收購法院限制的專利並於中標後以零代價向中健生物授出；
  - (ii) 就上文所述中健生物使用法院限制的專利所產生的或然負債而言，王先生不可撤銷地承諾，其將承擔責任及向中健生物償還款項；
  - (iii) 就本集團的罰款責任及中健生物就違約稅項負債應付的額外收費而言，王先生不可撤銷地承諾，其將承擔責任及向中健生物償還款項；
  - (iv) 就本集團因中健生物提供的財務擔保所產生的負債而言，王先生不可撤銷地承諾，其將承擔責任及向中健生物償還款項（見附註25）；及
  - (v) 就本集團的或然負債或未能於二零一九年一月二十九日（本公司收購大君集團之日）之前及時登記中健生物出售的四間公司的股份轉讓而產生的其他虧損而言，王先生不可撤銷地承諾，其將承擔責任及向中健生物償還款項或中健生物遭受的損失；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 36. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

- (b) On 23 January 2020, the Company completed to dispose of the GE Group to Starways Global which is beneficially held by Mr. Wang, a key management personnel of the GE Group, the details of which are set out in notes 13 and 35 (see note).
- (c) The Group had the following outstanding balance with related party at the end of the reporting period:

Amount due from a related party (note 19)	一名關連方欠款 (附註19)
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- (d) Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 10 and certain of the highest paid employees as disclosed in note 11 is as follows:

Short-term employee benefits	短期僱員福利開支
Post-employment benefits	入職後福利

Total remuneration is included in "staff costs" (see note 8(b)).

Note:

The transaction also constituted connected transaction with the meaning of the Listing Rules. Details of the transaction is set out in announcements of the Company dated 18 September 2019 and 24 January 2020, and the circular of the Company dated 12 December 2019, respectively.

### 36. 重大關連方交易(續)

- (b) 於二零二零年一月二十三日，本公司完成向星威國際(由大君集團之主要管理人員王先生實益持有)出售大君集團，有關詳情載於附註13及35(見附註)。
- (c) 於報告期末，本集團與關連方擁有下列未償還結餘：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
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- (d) 本集團主要管理人員之薪酬(包括付予本公司董事(披露於附註10)及若干最高薪僱員(披露於附註11)之金額)如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
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4,947

5,060

38

36

4,985

5,096

薪酬總額計入「員工成本」內(見附註8(b))。

附註：

該交易亦構成關連交易(定義見上市規則)。交易詳情載於本公司日期分別為二零一九年九月十八日及二零二零年一月二十四日之公告內，以及本公司日期為二零一九年十二月十二日之通函內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 37. EVENTS AFTER THE END OF THE REPORTING PERIOD

- (a) In order to place up to 50,000,000 Shares (the “Placing Shares”), the Company had entered into the placing agreement (the “Placing Agreement”) with Morton Securities Limited (the “Placing Agent”) on 26 March 2020 (the “Placing”). Pursuant to the Placing Agreement, the Placing Agent has conditionally agreed, as the placing agent of the Company, to procure, on a best effort basis, not less than six placees to subscribe for up to 50,000,000 Placing Shares at the placing price of HK\$1.10 per Placing Share. The Placing Shares would be allotted and issued under the general mandate granted to the directors of the Company at the annual general meeting of the Company convened on 28 August 2019. The Placing was completed on 17 April 2020, a total of 50,000,000 Placing Shares have been successfully placed and gross proceeds from the Placing was HK\$55,000,000. Details of the Placing were set out in the announcements of the Company dated 26 March 2020 and 17 April 2020, respectively.
- (b) On 4 May 2020, the Company had received an enforcement notice ((2020)粵03執恢150號) dated 29 April 2020 (the “2020 Enforcement Notice”) and two enforcement judgments ((2020)粵03執恢150號 and (2020)粵03執恢150號之一) dated 28 April 2020 and 29 April 2020, respectively (the “2020 Enforcement Judgments”), Details of the receipt of these enforcement notices were set out in the announcements of the Company dated 10 May 2019 and 11 May 2020, respectively.
- (c) On 24 June 2020, H K Rich as vendor and BH Management Company Limited (“BH Management”) as purchaser entered into the disposal agreement, pursuant to which, H K Rich agreed to sell, and BH Management agreed to acquire, the accounts receivables amounting to approximately US\$5,051,000 (equivalent of approximately HK\$39,401,000) at the consideration of HK\$30,000,000. The transaction was completed on 26 June 2020. Details of the transaction were set out in the announcements of the Company dated 24 June 2020 and 26 June 2020, respectively.

### 37. 報告期結束後事項

- (a) 為了配售不超過本公司50,000,000股股份(「配售股份」),本公司已於二零二零年三月二十六日與萬基證券有限公司(「配售代理」)訂立配售協議(「配售協議」)(「配售事項」)。根據配售協議,配售代理有條件同意以本公司配售代理之身份,按竭盡所能基準促使不少於六名承配人按配售價每股配售股份1.10港元認購最多50,000,000股配售股份。配售股份將根據本公司於二零一九年八月二十八日召開之股東週年大會上授予本公司董事之一般授權予以配發及發行。配售事項已於二零二零年四月十七日完成,合共50,000,000股配售股份已成功配售,配售事項的所得款項總額為55,000,000港元。有關配售事項之詳情載於本公司日期分別為二零二零年三月二十六日及二零二零年四月十七日之公告。
- (b) 於二零二零年五月四日,本公司收到日期為二零二零年四月二十九日的一份執行通知書((2020)粵03執恢150號)(「二零二零年執行通知書」)以及日期分別為二零二零年四月二十八日及二零二零年四月二十九日的兩份執行判決((2020)粵03執恢150號及(2020)粵03執恢150號之一)(「二零二零年執行判決」)。有關收到該等執行通知書之詳情載於本公司日期分別為二零一九年五月十日及二零二零年五月十一日之公告。
- (c) 於二零二零年六月二十四日,香港富昕作為賣方與蒼聯管理有限公司(「蒼聯管理」)作為買方訂立出售協議,據此,香港富昕同意出售而蒼聯管理同意收購金額約為5,051,000美元(相當於約39,401,000港元)的應收賬款,代價為30,000,000港元。交易已於二零二零年六月二十六日完成,交易詳情載於本公司日期分別為二零二零年六月二十四日及二零二零年六月二十六日之公告。



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## 綜合財務報表附註

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

### 38. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2020

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

IFRS 17  
國際財務報告準則第17號  
Amendments to IFRS 3  
國際財務報告準則第3號之修訂  
Amendments to IFRS 3  
國際財務報告準則第3號之修訂  
Amendments to IFRS 16  
國際財務報告準則第16號之修訂  
Amendments to IFRS 9,  
IAS 39 and IFRS 7  
國際財務報告準則第9號、  
國際會計準則第39號及  
國際財務報告準則第7號之修訂  
Amendments to IFRS 10 and IAS 28

國際財務報告準則第10號及  
國際會計準則第28號之修訂

Amendments to IAS 1  
國際會計準則第1號之修訂  
Amendments to IAS 1 and IAS 8  
國際會計準則第1號及國際會計準則  
第8號之修訂

Amendments to IAS 16  
國際會計準則第16號之修訂  
Amendments to IAS 37  
國際會計準則第37號之修訂  
Amendments to IFRSs  
國際財務報告準則之修訂

Insurance Contracts<sup>1</sup>  
保險合約<sup>1</sup>  
Definition of a Business<sup>2</sup>  
業務的定義<sup>2</sup>  
Reference to the Conceptual Framework<sup>6</sup>  
概念框架之提述<sup>6</sup>  
COVID-19 - Related Rent Concessions<sup>5</sup>  
COVID-19—相關租金優惠<sup>5</sup>  
Interest Rate Benchmark Reform<sup>4</sup>

利率基準改革<sup>4</sup>

Sale or Contribution of Assets  
between an Investor and  
its Associate or Joint Venture<sup>3</sup>  
投資者與其聯營公司或合  
營公司之間的資產  
出售或注資<sup>3</sup>

Classification Liabilities as Current or Non-current<sup>6</sup>  
將負債分類為流動或非流動<sup>6</sup>  
Definition of Material<sup>4</sup>  
重大的定義<sup>4</sup>

Property, Plant and Equipment - Proceeds before Intended use<sup>6</sup>  
物業、廠房及設備—於作擬定用途前之所得款項<sup>6</sup>  
Onerous Contracts - Cost of Fulfilling a Contract<sup>6</sup>  
有償合約—履行合約之成本<sup>6</sup>  
Annual Improvements to IFRSs 2018-2020<sup>6</sup>  
國際財務報告準則二零一八年至二零二零年之年度改進<sup>6</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>2</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>5</sup> Effective for annual periods beginning on or after 1 June 2020

<sup>6</sup> Effective for annual periods beginning on or after 1 January 2022

### 38. 截至二零二零年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之可能影響

本集團並無提早應用以下已頒佈但尚未生效之新訂及修訂國際財務報告準則：

Insurance Contracts<sup>1</sup>  
保險合約<sup>1</sup>  
Definition of a Business<sup>2</sup>  
業務的定義<sup>2</sup>  
Reference to the Conceptual Framework<sup>6</sup>  
概念框架之提述<sup>6</sup>  
COVID-19 - Related Rent Concessions<sup>5</sup>  
COVID-19—相關租金優惠<sup>5</sup>  
Interest Rate Benchmark Reform<sup>4</sup>

利率基準改革<sup>4</sup>

Sale or Contribution of Assets  
between an Investor and  
its Associate or Joint Venture<sup>3</sup>  
投資者與其聯營公司或合  
營公司之間的資產  
出售或注資<sup>3</sup>

Classification Liabilities as Current or Non-current<sup>6</sup>  
將負債分類為流動或非流動<sup>6</sup>  
Definition of Material<sup>4</sup>  
重大的定義<sup>4</sup>

Property, Plant and Equipment - Proceeds before Intended use<sup>6</sup>  
物業、廠房及設備—於作擬定用途前之所得款項<sup>6</sup>  
Onerous Contracts - Cost of Fulfilling a Contract<sup>6</sup>  
有償合約—履行合約之成本<sup>6</sup>  
Annual Improvements to IFRSs 2018-2020<sup>6</sup>  
國際財務報告準則二零一八年至二零二零年之年度改進<sup>6</sup>

<sup>1</sup> 於二零二一年一月一日或之後開始之年度期間生效

<sup>2</sup> 適用於收購日期為二零二零年一月一日或之後開始的首個年度期間開始當日或之後的業務合併及資產收購

<sup>3</sup> 於待定期日或之後開始之年度期間生效

<sup>4</sup> 於二零二零年一月一日或之後開始之年度期間生效

<sup>5</sup> 於二零二零年六月一日或之後開始之年度期間生效

<sup>6</sup> 於二零二二年一月一日或之後開始之年度期間生效

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 38. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2020 (Continued)

In addition to the above new and amendments to IFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in IFRS Standards, will be effective for annual periods beginning on or after 1 January 2020.

Except for the new and amendments to IFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

#### Amendments to IFRS 3 “Definition of a Business”

The amendments:

- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis;
- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs; and
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs.

The amendments are applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after the first annual reporting period beginning on or after 1 January 2020, with early application permitted.

### 38. 截至二零二零年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之可能影響(續)

除上述新訂及修訂國際財務報告準則外，於二零一八年頒佈經修訂財務報告概念框架。其相應修訂（即對國際財務報告準則標準中概念框架的提述之修訂）將於二零二零年一月一日或之後開始的年度期間生效。

除下文所述新訂及修訂國際財務報告準則外，本公司董事預期應用所有其他新訂及修訂國際財務報告準則於可預見未來不會對綜合財務報表造成重大影響。

#### 國際財務報告準則第3號之修訂「業務的定義」

修訂：

- 加入選擇性集中性測試，容許簡化評估被收購的活動及資產組別是否屬於業務。可按個別交易基準選擇是否應用選擇性的集中度測試；
- 澄清若要被視為業務，所收購的一組活動及資產必須最少包括共同對創造產出能力有莫大貢獻的投入及實質性流程；及
- 通過專注於向客戶所提供的貨品及服務，並移除對節省成本能力的提述，收窄業務及產出的定義。

相關修訂適用於收購日期為二零二零年一月一日或之後開始的首個年度報告期間開始當日或之後進行的所有業務合併及資產收購，可提前應用。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 38. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2020 (Continued)

#### Amendments to IAS 1 and IAS 8 “Definition of Material”

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all IFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 April 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

#### Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in IFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;

### 38. 截至二零二零年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之可能影響（續）

#### 國際會計準則第1號及國際會計準則第8號之修訂「重大的定義」

該等修訂透過載入作出重要性判斷時的額外指引及解釋提供重大定義的修訂。具體而言，為以下修訂：

- 包含「掩蓋」重要資料的概念，其與遺漏或誤報資料有類似效果；
- 就影響使用者重要性的範圍以「可合理預期影響」取代「可影響」；及
- 包含使用詞組「主要使用者」，而非僅指「使用者」，於決定於財務報表披露何等資料時，該用語被視為過於廣義。

該等修訂與各國際財務報告準則的定義一致，並將在本集團於二零二零年四月一日開始的年度期間強制生效。預期應用該等修訂不會對本集團的財務狀況及業績造成重大影響，惟可能影響於綜合財務報表中的呈列及披露。

#### 二零一八年財務報告概念框架（「新框架」）及提述國際財務報告準則概念框架的修訂

新框架：

- 重新引入管理及審慎此等術語；
- 引入著重權利的新資產定義以及範圍可能比所取代定義更廣的新負債定義，惟不會改變負債與權益工具之間的區別；
- 討論歷史成本及現值計量，並就如何為某一資產或負債選擇計量基準提供額外指引；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 38. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2020 (Continued)

#### Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in IFRS Standards (Continued)

- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain IFRSs have been updated to the New Framework, whilst some IFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 January 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

### 39. COMPARATIVE FIGURES

- The Group has initially applied IFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 4.
- The results of the Biological Business have been presented as discontinued operation and accordingly, the comparative figures for the year ended 31 March 2019 of the consolidated statement of profit or loss and other comprehensive income had been reclassified in accordance with IFRS,

### 38. 截至二零二零年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之可能影響 (續)

#### 二零一八年財務報告概念框架 (「新框架」) 及提述香港財務報告準則概念框架的修訂 (續)

- 指出財務表現主要計量標準為損益，且於僅特殊情況下方會使用其他全面收益，且僅用於資產或負債現值產生變動的收入或開支；及
- 討論不確定因素、終止確認、會計單位、報告實體及合併財務報表。

相應修訂已作出，致使有關若干國際財務報告準則中的提述已更新至符合新框架，惟部分國際財務報告準則仍參考該框架的先前版本。該等修訂於二零二零年一月一日或之後開始的年度期間生效，並可提早應用。除仍參考該框架先前版本的特定準則外，本集團將於其生效日期按新框架釐定會計政策，尤其是會計準則未有處理的交易、事件或條件。

### 39. 比較數字

- 本集團於二零一九年四月一日首次應用國際財務報告準則第16號時使用經修訂追溯法，根據該方法，比較資料並未予以重列。有關會計政策變動的進一步詳情披露於附註4。
- 生物業務的業績已作為已終止經營業務呈列，因此，綜合損益及其他全面收益表截至二零一九年三月三十一日止年度的比較數字已根據國際財務報告準則重新分類。





