

CHOW TAI FOOK JEWELLERY GROUP

周 大 福 珠 寶 集 團



Annual Report 2021 年報

Stock Code 股份代號: 1929

CORPORATE PROFILE

企業簡介

Chow Tai Fook Jewellery Group Limited (the “Group”; SEHK stock code: 1929) was listed on the Main Board of The Stock Exchange of Hong Kong in December 2011. The Group’s vision is to become the most trusted jewellery group in the world.

Founded in 1929, the Group’s iconic brand “CHOW TAI FOOK” is widely recognised for its trustworthiness and authenticity, and is renowned for its product design, quality and value. A long-standing commitment to innovation and craftsmanship has contributed to the Group’s success, along with that of its iconic retail brand, and has been embodied in its rich 90-year heritage. Underpinning this success are our long-held core values of “Sincerity • Eternity”.

The Group’s differentiation strategy continues to make inroads into diverse customer segments by catering to a bespoke experience for different lifestyles and personalities, as well as customers’ different life stages. Offering a wide variety of products, services and channels, the Group’s brand portfolio comprises the CHOW TAI FOOK flagship brand with curated retail experiences, and other individual brands including HEARTS ON FIRE, ENZO, SOINLOVE and MONOLOGUE.

The Group’s commitment to sustainable growth is anchored in its customer-centric focus and strategies, which are in place to promote long-term innovation in business, in people and in culture. Another asset underpinning sustainable growth is a sophisticated and agile business model. This supports the Group by fostering excellence and extending opportunities along the entire value chain to communities and industry partners across the world.

With an extensive retail network in Greater China, Japan, Korea, Southeast Asia and the United States, and a fast-growing e-commerce business, the Group is implementing effective online-to-offline (“O2O”) strategies to succeed in today’s omni-channel retail environment.

周大福珠寶集團有限公司(「集團」；香港聯交所股份代號：1929)於2011年12月在香港聯合交易所主板上市，以成為全球最值得信賴的珠寶集團為願景。

集團標誌性品牌「周大福」創立於1929年，廣獲認同為信譽及正貨的象徵，並以產品設計、品質與價值聞名。集團及其標誌性品牌的成功，從過去90多年的悠久歷史，體現出對創新和工藝的持久堅持，以及恒久抱持的核心價值「真誠•永恒」。

周大福憑藉差異化策略在不同顧客群的市場穩步發展，並提供貼身的消費體驗。透過提供多元化的產品、服務和銷售渠道，滿足其不同人生階段的需要。集團的差異化品牌策略以周大福旗艦品牌為核心，並相繼推出針對性的零售體驗，以及HEARTS ON FIRE、ENZO、SOINLOVE與MONOLOGUE等其他個性品牌，每個品牌都承載著不同顧客群的生活態度和個性。

集團借助以客為本的重點及其策略為基礎，實踐業務可持續增長的承諾，致力於業務、員工和文化方面推動長遠的創新發展。發展成熟的靈活業務模式是推動集團可持續增長的一大優勢，在整個價值鏈中支持集團追求卓越，以及延伸商機至不同社區和全球的行業合作夥伴。

集團擁有龐大的零售網絡，遍及大中華、日本、韓國、東南亞與美國，並經營發展迅速的電子商務業務，能有效地執行線上線下策略，在現今的全渠道零售環境下成功突圍而出。

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ANNUAL RESULTS AT A GLANCE

年度業績概覽

For the year ended 31 March 2021
截至2021年3月31日止年度

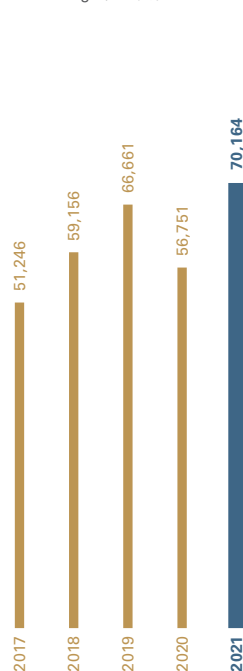
Revenue 營業額

HK\$ million 百萬港元

70,164

▲ 23.6%

YoY change 同比變化



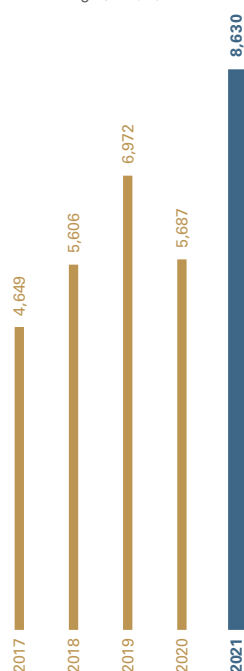
Core operating profit⁽¹⁾ 主要經營溢利⁽¹⁾

HK\$ million 百萬港元

8,630

▲ 51.7%

YoY change 同比變化



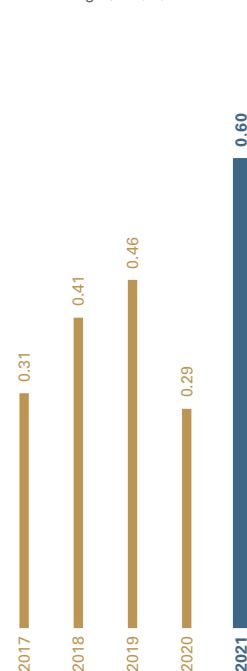
Earnings per share 每股盈利

HK\$ 港元

0.60

▲ 107.7%

YoY change 同比變化



Net gearing ratio 淨資本負債比率

As at 31 March
於3月31日

2021

19.4%

2020

57.4%

Net assets per share 每股資產淨額

As at 31 March
於3月31日

HK\$ 港元

2021

3.2

2020

2.7

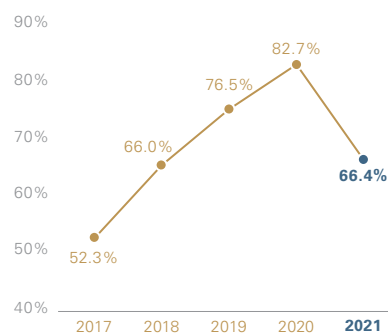
Dividend per share for the year⁽²⁾ 每股全年股息⁽²⁾

HK\$ 港元

0.40

Full year dividend payout ratio 全年派息率

66.4%



Note: Special dividend excluded 附註：不包括特別股息

(1) Core operating profit, a non-IFRS measure, being the aggregate of gross profit and other income, less selling and distribution costs, general and administrative expenses and unrealised loss (gain) on gold loans, which the Company believes is useful in gaining a more complete understanding of its operational performance and the underlying trend of its businesses

(2) Included the proposed final dividend of HK\$0.24 per share which is subject to the approval of shareholders at the forthcoming annual general meeting

(1) 主要經營溢利(並非按國際財務報告準則計算)，指毛利及其他收益的合計，減銷售及分銷成本、一般及行政開支以及黃金借貸的未變現虧損(收益)，本公司相信此等數據有助更透徹了解其經營表現及業務的實際趨勢

(2) 包括建議每股末期股息0.24港元，須待股東在本公司應屆股東週年大會上批准

As at 31 March 2021
於2021年3月31日

Retail network and performance 零售網絡及表現



(3) CTF WATCH POS excluded

(4) Major platforms included Chow Tai Fook eShop, Tmall, JD.com, Vipshop

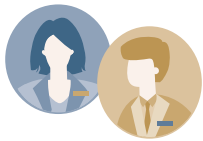
(5) O2O distribution (i.e. routing online orders to POS for delivery service), CloudSales 365 and Cloud Kiosk included

(3) 不包括周大福鐘錶零售點

(4) 主要平台包括周大福網絡旗艦店、天貓、京東、唯品會

(5) 包括O2O配送(即將線上訂單發送至零售點以安排寄送服務)、雲商365及雲櫃台

Chow Tai Fook employees 周大福員工



27,900+

Total number of employees
員工總數

Number of employees by reportable segment 按可呈報分部劃分的員工數目

81.4% Mainland China
中國內地

18.6% Hong Kong, Macau and other markets
香港、澳門及其他市場

Chow Tai Fook membership programme 周大福會員計劃



~4,260,000

Total number of members
會員總數

Members' repeat purchase as a % of respective RSV 會員再消費佔相關零售值之百分比

FY2021

29.4% Mainland China
中國內地

44.1% Hong Kong and Macau
香港及澳門

FINANCIAL AND OPERATIONAL HIGHLIGHTS

財務及營運摘要

For the year ended 31 March	截至3月31日止年度	2017 HK\$ million 百萬港元	2018 HK\$ million 百萬港元	2019 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元
Revenue	營業額	51,246	59,156	66,661	56,751	70,164
Gross profit	毛利	14,963	16,213	18,602	16,096	20,075
Core operating profit ⁽¹⁾	主要經營溢利 ⁽¹⁾	4,649	5,606	6,972	5,687	8,630
Profit for the year	年度溢利	3,151	4,203	4,684	2,983	6,176
Profit attributable to shareholders of the Company	本公司股東應佔溢利	3,055	4,095	4,577	2,901	6,026
Earnings per share (HK\$)	每股盈利(港元)	0.31	0.41	0.46	0.29	0.60
Dividend per share (HK\$)	每股股息(港元)					
Full year dividend (HK\$)	全年股息(港元)	0.16	0.27	0.35	0.24	0.40
Special dividend (HK\$)	特別股息(港元)	0.35	0.30	0.30	–	–
Gross profit margin	毛利率	29.2%	27.4%	27.9%	28.4%	28.6%
Adjusted gross profit margin ⁽²⁾	經調整後的毛利率 ⁽²⁾	28.5%	27.2%	27.9%	29.6%	28.2%
Core operating profit margin ⁽¹⁾	主要經營溢利率 ⁽¹⁾	9.1%	9.5%	10.5%	10.0%	12.3%
Net profit margin	淨溢利率	6.1%	7.1%	7.0%	5.3%	8.8%
Full year dividend payout ratio ⁽³⁾	全年派息率 ⁽³⁾	52.3%	66.0%	76.5%	82.7%	66.4%

- (1) Core operating profit and the corresponding margin, a non-IFRS measure, being the aggregate of adjusted gross profit and other income, less selling and distribution costs and general and administrative expenses, which the Company believes is useful in gaining a more complete understanding of its operational performance and the underlying trend of its businesses
- (2) Adjusted gross profit margin, a non-IFRS measure, eliminates the effect of unrealised loss (gain) on gold loans, which the Company believes is useful in gaining a more complete understanding of its operational performance and the underlying trend of its businesses
- (3) Special dividend excluded

- (1) 主要經營溢利及相應溢利率(非按國際財務報告準則計算), 指經調整後的毛利及其他收益的合計, 減銷售及分銷成本以及一般及行政開支, 本公司相信此等數據有助更透徹了解其經營表現及業務的實際趨勢
- (2) 經調整後的毛利率(非按國際財務報告準則計算), 扣除了黃金借貸的未變現虧損(收益)的影響, 本公司相信此數據有助更透徹了解其經營表現及業務的實際趨勢
- (3) 不包括特別股息

As at 31 March	於3月31日	2017 HK\$ million 百萬港元	2018 HK\$ million 百萬港元	2019 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元
Non-current assets	非流動資產	7,133	8,258	8,459	10,038	9,065
Current assets	流動資產	42,269	49,312	53,778	55,205	55,243
Current liabilities	流動負債	15,788	20,719	27,471	35,627	29,142
Net current assets	流動資產淨額	26,480	28,593	26,307	19,579	26,101
Non-current liabilities	非流動負債	1,112	2,753	3,363	2,626	3,598
Net assets	資產淨額	32,502	34,098	31,403	26,991	31,568
Total assets	資產總額	49,402	57,570	62,237	65,243	64,308
Inventories	存貨	29,259	34,929	39,486	42,538	43,011
Cash and cash equivalents ⁽⁴⁾	現金及現金等價物 ⁽⁴⁾	7,943	7,944	7,641	7,219	6,032
Bank borrowings	銀行貸款	6,793	7,923	10,057	11,431	6,418
Gold loans	黃金借貸	3,216	5,335	8,012	11,280	5,725
Net debt ⁽⁵⁾	債項淨額 ⁽⁵⁾	2,066	5,314	10,428	15,492	6,111
Net assets per share (HK\$)	每股資產淨額(港元)	3.3	3.4	3.1	2.7	3.2
Net gearing ratio ⁽⁶⁾	淨資本負債比率 ⁽⁶⁾	6.4%	15.6%	33.2%	57.4%	19.4%
Inventory turnover period (day) ⁽⁷⁾	存貨周轉期(天數) ⁽⁷⁾	294	296	299	381	312
Return on equity ⁽⁸⁾	股本回報率 ⁽⁸⁾	9.7%	12.3%	14.9%	11.1%	19.6%

- (4) Bank balances and cash included
- (5) Aggregate of bank borrowings and gold loans, net of cash and cash equivalents
- (6) Aggregate of bank borrowings and gold loans, net of cash and cash equivalents, divided by total equity
- (7) Being inventory balances, excluding packaging materials, at the end of the reporting period divided by cost of goods sold for the year, multiplied by 365 or 366
- (8) Being profit for the year divided by total equity at the end of the year

- (4) 包括銀行結餘及現金
- (5) 銀行貸款及黃金借貸之總額(扣除現金及現金等價物)
- (6) 銀行貸款及黃金借貸之總額(扣除現金及現金等價物)除以權益總額
- (7) 即報告期末存貨結餘(不包括包裝物料)除以年內銷售成本, 再乘以365或366
- (8) 年內溢利除以年末權益總額

For the year ended 31 March	截至3月31日止年度	2017 HK\$ million 百萬港元	2018 HK\$ million 百萬港元	2019 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	5,702	6,879	7,774	9,912	11,572
Net cash from (used in) operating activities	經營活動所得(所用)現金淨額	6,252	2,851	8,431	8,364	10,476
Net cash from (used in) investing activities	投資活動所得(所用)現金淨額	(1,147)	(1,577)	(1,222)	(1,025)	(693)
Net cash from (used in) financing activities	融資活動所得(所用)現金淨額	(9,771)	(1,753)	(7,212)	(7,653)	(11,188)
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	(4,667)	(479)	(3)	(314)	(1,404)
Capital expenditure	資本開支	(862)	(1,084)	(1,392)	(973)	(839)
Pro forma free cash flows ⁽⁹⁾	備考自由現金流 ⁽⁹⁾	1,989	3,019	4,100	5,208	6,646

(9) Net cash from (used in) operating activities less leases paid, purchase of jewellery collectibles, capital expenditure and net movements for gold loans

(9) 經營活動所得(所用)現金淨額減已付租賃、購買珠寶珍藏、資本開支及黃金借貸淨變動

For the year ended 31 March	截至3月31日止年度	2017	2018	2019	2020	2021
Mainland China	中國內地					
SSSG	同店銷售增長	(5.2)%	8.0%	3.4%	(15.1)%	31.9%
SSS volume growth	同店銷量增長	(15.8)%	1.2%	(3.3)%	(24.0)%	8.2%
Hong Kong and Macau	香港及澳門					
SSSG	同店銷售增長	(12.4)%	10.2%	8.7%	(38.7)%	(41.3)%
SSS volume growth	同店銷量增長	(18.8)%	6.1%	1.3%	(43.5)%	(42.9)%
Retail sales volume (unit)	銷量(件數)					
Mainland China	中國內地	12,004,000	13,416,000	14,518,000	12,699,000	15,893,000
Hong Kong, Macau and other markets	香港、澳門及其他市場	3,152,000	3,169,000	3,390,000	2,392,000	1,189,000

As at 31 March	於3月31日	2017	2018	2019	2020	2021
POS distribution⁽¹⁰⁾	零售點分佈⁽¹⁰⁾					
Mainland China	中國內地	2,246	2,449	2,988	3,701	4,452
Hong Kong, China	中國香港	83	80	82	87	82
Macau, China	中國澳門	19	19	19	18	18
Taiwan, China	中國台灣	22	22	22	18	18
Cambodia	柬埔寨	–	–	1	1	1
Japan	日本	–	2	3	3	1
Korea	韓國	5	7	9	9	7
Malaysia	馬來西亞	2	2	4	4	4
Philippines	菲律賓	–	–	–	1	1
Singapore	新加坡	1	1	2	4	4
Thailand	泰國	–	–	–	1	1
United States	美國	3	3	3	2	1
Vietnam	越南	–	–	1	1	1
Total	總計	2,381	2,585	3,134	3,850	4,591

(10) SIS and CIS excluded
Note: The percentages calculated are subject to minor rounding differences

(10) 不包括店中店及店內專櫃
附註：百分比計算結果或略有進位差異

MAJOR AWARDS AND RECOGNITIONS

主要獎項及嘉許



10th Asian Excellence Award 2020

第十屆亞洲卓越大獎 2020

- Asia's Best CEO (Investor Relations) – Kent Wong
- Asia's Best CFO (Investor Relations) – Hamilton Cheng
- Asia's Best CSR
- Best Investor Relations Company
- Best Investor Relations Professional – Danita On
- 亞洲最佳行政總裁 (投資者關係) — 黃紹基
- 亞洲最佳首席財務總監 (投資者關係) — 鄭炳熙
- 亞洲最佳社會責任企業
- 最佳投資者關係企業
- 最佳投資者關係專員 — 安殷霖



LACP 2019 Vision Awards

Annual Report Competition

LACP 2019 視覺獎年報大賽

- Gold Award
- Best Report Financials (Bronze)
- Top 100 Reports Worldwide
- Top 50 Chinese Reports of 2019
- Top 40 Reports (Asia-Pacific Region)
- 金獎
- 最佳財務報告 (銅獎)
- 全球最佳 100 本年報
- 最佳 50 本 2019 年度中文年報
- 亞太地區最佳 40 本年報

LACP 2019 Vision Awards

Sustainability Report Competition

LACP 2019 視覺獎可持續發展報告大賽

- Silver Award
- Best Report Financials (Bronze)
- Top 100 Reports Worldwide
- Top 50 Chinese Reports of 2019
- Top 40 Reports (Asia-Pacific Region)
- 銀獎
- 最佳財務報告 (銅獎)
- 全球最佳 100 本年報
- 最佳 50 本 2019 年度中文年報
- 亞太地區最佳 40 本年報



The International Annual Report

Design Awards 2020

2020 國際年報設計大獎

- Silver Award (Overall – Integrated Presentation: Sustainability Report)
- Bronze Award (Retail – Integrated Presentation: Annual Report)
- 銀獎 (多元化業務 — 綜合演示：可持續發展報告)
- 銅獎 (零售業務 — 綜合演示：年報)



iNOVA Awards 2020

iNOVA 大獎 2020

- Grand Award (Best of Sustainability Report)
- Gold Award (Online Annual Reports: Sustainability Report)
- 榮譽大獎 (最佳可持續發展報告)
- 金獎 (網上年報：可持續發展報告)



6th Investor Relations Awards 2020

2020 年第六屆投資者關係大獎

- Best Annual Report (Large Cap)
- Best ESG (Governance – Large Cap)
- 最佳年報獎 (大型股)
- 最佳可持續發展獎 (企業管治 — 大型股)



IR Magazine Awards Greater China 2020

IR Magazine 大獎 — 大中華區 2020

- Certificate for Excellence in Investor Relations
- 投資者關係卓越表現證書

ARC Awards 2020

ARC 大獎 2020

- Gold Award (Traditional Annual Report: Jewelry)
- 金獎 (傳統年報：珠寶)



Listed Company Awards of Excellence 2020
上市公司卓越大獎 2020

- Main Board (Large-Cap)
- 主板(大市值)



Asia Responsible Enterprise Awards 2020
亞洲企業社會責任獎 2020

- Asia Responsible Enterprise Awards (Corporate Governance Category)
- 亞洲企業社會責任獎(企業治理獎)



2020 HKMA Best Annual Reports Awards
香港管理專業協會 2020 年最佳年報比賽

- Honourable Mention
- 優異年報



Hong Kong Institute of Certified Public Accountants
香港會計師公會

Best Corporate Governance Awards 2020
最佳企業管治大獎 2020

- Corporate Governance Awards – H-share Companies and Other Mainland Enterprises Category: Gold Award
- 企業管治獎 — H股公司與其他中國內地企業組別：金獎



Outstanding Partnership Project Award 2019/20
傑出伙伴合作計劃獎 2019/20



JNA Awards 2020

2020 年度 JNA 大獎

- Lifetime Achievement Award – Kent Wong
- 終身成就獎 — 黃紹基



DHL / SCMP Hong Kong Business Awards 2020

DHL/ 南華早報香港商業獎 2020

- Executive Award – Kent Wong
- 傑出管理獎 — 黃紹基

Forbes

Forbes 2020 Global 2000 World's Largest Public Companies

2020 福布斯全球上市公司 2000 強



Licensing International Asian Awards 2020

亞洲授權業卓越大獎 2020

- Licensee of the Year – Apparel / Footwear / Accessories
- 年度被授權商 — 服裝 / 鞋履 / 配飾



The Chinese Brand of the Year 2020

2020 中國品牌年度大獎

- China's Top 10 Influential Brands (Jewellery Category)
- China's Top 10 Influential Brands (Public Welfare Category)
- 中國珠寶十大影響力品牌
- 中國公益十大影響力品牌

The World's 500 Most Influential Brands 2020

世界品牌 500 強 2020

Five Star Diamond Brand

2020 – Luxury

2020 奢侈品行業五星鑽石獎



The BrandLaureate Awards – The World's BESTBRANDS e-Branding Award 2020

The BrandLaureate 大獎 — 全球最佳

電子品牌大獎 2020

- Brand of the Year – Most Prominent Award for Chow Tai Fook in Lifestyle – Premium Jewellery
- 年度品牌 — 最傑出生活時尚獎 (周大福) — 高級珠寶類



2020 Asia's Top Influential Brands

2020年亞洲最具影響力品牌

- Most Trustworthy Brand – Premium Jewellery
- 高級珠寶類 — 最值得信賴品牌



Top 100 Chinese Fashion Retailers 2019-2020 – First place

2019–2020年中國時尚零售百強榜
— 第一位



Social Capital Builder Awards 2020 社會資本動力獎 2020

- Social Capital Builder Logo Award
- 社會資本動力標誌獎



Consumer Caring Scheme 2020 貼心企業嘉許計劃 2020

- Consumer Caring 5 Years+ Award
- 貼心企業五年+賞



Quality Service Programme 優質服務計劃

- 2020 Quality Service Retailers of the Year of Chain Stores – Bronze Award
- 2020最佳優質服務零售商大獎 — 連鎖店 — 銅獎



Quality E-Shop Recognition Scheme 優質網店認證計劃

- 2020 Top 10 Quality E-Shops Awards – Bronze Award
- 2020十大優質網店 — 銅獎



Mall China 2020 Commercial Brands 中購聯 2020 商業品牌

- Outstanding Young Brands
- 新銳星秀獎



Best HR Awards 2020
最佳人力資源大獎 2020

- Best Innovative HR Initiative Award – Platinum
- Best Management Trainee Programme Award – Gold
- 最佳人力資源創新倡議大獎 — 白金獎
- 最佳管理培訓生計劃大獎 — 金獎



HR Distinction Awards 2020
人力資源卓越大獎 2020

- Excellence in Organisation Development – Gold
- Excellence in Crisis Management – Gold
- Excellence in Graduate Recruitment / Development – Silver
- Excellence in Innovative Business Solutions – Bronze
- 企業發展卓越大獎 — 金獎
- 危機管理卓越大獎 — 金獎
- 畢業生招聘 / 發展卓越大獎 — 銀獎
- 創新業務解決方案卓越大獎 — 銅獎



Hong Kong Green Awards 2020
香港綠色企業大獎 2020

- Environmental, Health and Safety Award (Large Corporation) – Silver
- 超卓環保安全健康獎 (大型企業) — 銀獎



China Talent Development Awards 2019-2020
中國人才發展菁英獎 2019-2020

- Elite Award • Achievement Category – Middle and Senior Management Training Award
- 菁英獎 • 成果類 — 中高層管理者培養獎



Good MPF Employer 2019-2020
積金好僱主 2019-2020

- Good MPF Employer Award
- e-Contribution Award
- MPF Support Award
- 積金好僱主
- 電子供款獎
- 積金推廣獎



Hang Seng Corporate Sustainability Index Series
恒生可持續發展企業指數系列

- Hang Seng Corporate Sustainability Benchmark Index
- Hang Seng ESG 50 Index
- 恒生可持續發展企業基準指數
- 恒生 ESG50 指數



Good Employer Charter 2020
好僱主約章 2020



Chuk Kam Jewellery Design Competition 2020 足金首飾設計比賽 2020

- Open Group – Liu Yi-Shi, Pan Hsin-Yu
- Fashionable 18K Group – Huang Yu-Wen, Liao Shu-Fen, Wang Hao-Chen
- 公開組 — 劉奕詩、潘昕好
- 時尚K金組 — 黃裕雯、廖淑芬、王皓正



Design Business Chamber Singapore

Singapore Good Design Mark 2020 – Interior Design 新加坡好設計標誌獎 2020 — 室內設計

China Gold Association

9th National Professional Skills Competition of Gold 第九屆全國黃金行業職業技能競賽

- Precious Metal and Gemstone Test – Enterprise Award – 2nd place
- Precious Metal and Gemstone Test – Enterprise Award – 3rd place
- Precious Metal and Gemstone Test – Individual Award – 1st place – Li Jia-Wei
- 貴金屬首飾與寶玉石檢測團體第 2 名
- 貴金屬首飾與寶玉石檢測團體第 3 名
- 貴金屬首飾與寶玉石檢測個人第 1 名 — 李嘉偉



BAZAAR Jewelry Award 2020 芭莎珠寶高級珠寶年度設計大賞 2020

- Year of Jewelry Design Excellence
- 年度傑出珠寶設計大獎

CHAIRMAN'S STATEMENT

主席報告書



“ Market volatilities in the past year presented opportunities for innovators to maintain competitive advantage. In pursuit of long-term and steady business development, the Group accelerated digital transformation efforts in the smart retail arena and expanded its retail network across online and offline channels.

縱使過去一年市況波動，但危中有機，唯創新者方能保持競爭優勢。集團除了加快數碼轉型的步伐，在智慧零售的領域尋求突破，亦不斷拓展線上線下的業務新據點，藉此促進業務長遠而穩健的發展。”

Dr. Cheng Kar-Shun, Henry 鄭家純博士
Chairman 主席

DEAR SHAREHOLDERS,

Despite a challenging business environment brought about by the pandemic and macroeconomic uncertainties, we see opportunities for an unprecedented transformation. In previous years, Chow Tai Fook Jewellery Group not only took strategic steps to integrate innovative technologies into key areas of our business, but also spared no effort to deliver a consistent and seamless customer experience across multiple touchpoints, including physical stores, e-commerce and online-to-offline (“O2O”) channels. Notably, the Group has achieved better customer engagement across geographical areas and demographic groups. As a result, the Group’s business managed to maintain a steady and healthy growth.

Our operations in Mainland China, which have been driven by a solid recovery in consumer spending and our steadfast penetration into lower tier cities, continue to be an important arena of growth for the Group. During FY2021, the Group’s revenue rose by 23.6% year-on-year to HK\$70,164 million. Core operating profit surged 51.7%. Profit attributable to shareholders of the Company grew by 107.7% to HK\$6,026 million, while earnings per share was HK\$0.60. The Board has proposed a final dividend of HK\$0.24 per share; full year dividend amounted to HK\$0.40. Full year payout ratio approximated 66.4% in FY2021.

OUTLOOK

To thrive in turbulent market conditions, the Group needs to identify growth opportunities and prioritise resources for it. Mainland China is now the world’s second largest consumer market. According to the statistics from the Chinese Ministry of Commerce, the total retail sales of consumer goods reached RMB39.2 trillion in 2020. While the pandemic has shaken markets around the globe, Mainland China’s jewellery market saw a swift rebound in 2HFY2021 thanks to the resilience of the Chinese economy.

The Group is optimistic about the mid-to long-term growth of the Mainland China market. We believe that under Mainland China’s “dual circulation” strategy, domestic consumption will continue to drive consumer demand and the overall economy. As a testament to the success of revitalising the rural economy, the disposable income per capita and standard of living have been improving in recent years. Consumers in Mainland China is expected to spend more and trade up to higher-priced jewellery and watch products. We are looking to further expand our retail network in Mainland China.

各位股東：

儘管疫情和宏觀經濟的不明朗因素為營商環境帶來挑戰，但我們迎來前所未有的轉型機遇。過去幾年，周大福珠寶集團不但採取策略性措施，把創新科技融入主要業務領域，更全力落實在多個接觸點締造一致、無縫的顧客體驗，突破實體店、電子商務及線上線下渠道的界限，加深與顧客的溝通互動，與不同地域、更廣泛的消費族群接軌，令集團業務得以保持穩健增長。

中國內地消費顯著復甦，加上我們穩步滲透至較次級城市及縣級城鎮的部署奏效，令中國內地業務繼續牽頭成為集團重要的增長領域。於2021財政年度，本集團的營業額按年增長23.6%至70,164百萬港元。主要經營溢利激增51.7%。本公司股東應佔溢利增長107.7%至6,026百萬港元，每股盈利為0.60港元。董事會建議派發末期息每股0.24港元；全年股息共0.40港元。2021財政年度派息率約為66.4%。

展望

我們為了在跌宕起伏的市場中推進發展，需要積極物色增長機會，並將資源優先投放於具潛力的良機上。目前，中國內地是全球第二大消費市場。根據中國商務部的統計數字，2020年全國的社會消費品零售總額達39.2萬億人民幣。雖然疫情衝擊全球市場，但中國內地珠寶市場受國內經濟強韌的抗逆力支持，在2021財政年度下半年迅速反彈。

本集團對中國內地市場中長期的增長持樂觀態度。我們相信，在中國內地的「雙循環」策略下，內需將繼續成為消費需求和整體經濟的增長動力。近年來，隨著振興農村經濟的國策漸見成效，中國居民的人均可支配收入和生活水平不斷提升，預計中國內地會延續消費升級的勢頭，消費者將增加消費額度，購買價格更高的珠寶和鐘錶產品。為此，我們將進一步拓展中國內地的零售網絡。

The Group strives to accelerate the adoption of smart retail technologies and omni-channel retailing, echoing the Chinese government's advocates for innovation and technological development as detailed in its Five-Year Plan. We believe that the move would enable the Group to gain market share and build customers' loyalty to our brands.

The Hong Kong and Macau market may face headwinds in the near term, but when cross-border travel resumes, business is expected to pick up gradually. The Group will exercise vigilant cost control and keep working on maximising operational efficiency as we prepare for a future recovery.

UPHOLD OUR CORE VALUES FOR SUCCESS

Short-term macroeconomic variables may affect the magnitude and speed of market recovery. Regardless of the challenges ahead, the Group will continue to offer quality products and sincere services to our customers. We work hard to help our customers celebrate life's important moments and share their joy and love through our products. While we stay agile to respond to market changes, the Group upholds our core values of "Sincerity • Eternity" and adapt our philosophy to formulate business strategies to benefit our stakeholders.

From the three-year "Smart+ 2020" strategic framework, which emphasised retail experience enhancements through technological innovations, to the Dual-Force Strategy from 2021, the Group's customer-centric philosophy is the key to our continual success. The Dual-Force Strategy consists of retail expansion and smart retail, two major drivers of our future growth. These customer-centric initiatives aim to deliver exceptional customer experience and create long-term brand differentiation and loyalty.

Last but not least, I would like to express my heartfelt gratitude to my fellow Board members for their wise counsel and invaluable contributions. I thank all staff of Chow Tai Fook for their dedication, commitment and flexibility in tackling the challenges in the past year, as well as our customers and business partners for their trust and unwavering support. As we continue to dedicate ourselves to the Group's long-term growth, we will also explore and seize new business opportunities to further create value for our shareholders.

Dr. Cheng Kar-Shun, Henry

Chairman

Hong Kong, 8 June 2021

另一方面，集團會加速開發智慧零售科技及全渠道零售，以響應中國政府在五年規劃中所提倡的創新及科技發展。我們相信此舉將有助集團提升市場佔有率及建立顧客忠誠度。

港澳市場短期內可能處於逆風，但預計跨境旅遊恢復後，業務將逐步回升。集團將嚴格控制成本，不斷優化營運效率，為未來復甦做好準備。

秉承核心價值為成功之本

宏觀經濟短期波動或會影響市場復甦幅度和步伐。但無論前路有何挑戰，都無阻我們為顧客提供優質的產品和真誠的服務。我們竭誠助顧客藉周大福的產品慶祝生命中的重要時刻，分享愛和喜悅。我們不時審時度勢，靈活應對市場變化，但依然堅守「真誠•永恒」的核心價值。我們一直以這個核心價值作為主軸，制定各種商業策略，務求為持份者帶來裨益。

以客為本是我們延續成功的關鍵。從強調以科技創新提升零售體驗的「Smart+ 2020」三年策略框架至2021年推出的雙動力策略，均秉承了這個理念。雙動力策略由實動力 — 零售擴張和雲動力 — 智慧零售兩大未來增長動力建構而成。這個以客為本的舉措旨在締造非凡顧客體驗、長遠的品牌差異化和顧客忠誠度。

最後，本人衷心感謝董事會成員提供睿智的建議及作出寶貴的貢獻，感激周大福全體同事在過去一年應對挑戰時全情投入、勇於承擔、靈活變通，以及顧客和業務夥伴的信任和一貫支持。我們將會繼續致力推動集團的長遠發展，同時探索和把握新商機，進一步為股東創造價值。

主席

鄭家純博士

香港，2021年6月8日

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DEPLOY
“DUAL FORCES”

TO DEVELOP A
JEWELLERY ECOSYSTEM

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MANAGING DIRECTORS' STRATEGIC REPORT

董事總經理策略報告



Mr. Wong Siu-Kee, Kent
黃紹基先生
Managing Director,
Corporate and HK,
Macau & Overseas
董事總經理
(企業及港澳與海外事務)



Mr. Chan Sai-Cheong
陳世昌先生
Managing Director,
Mainland China
董事總經理
(中國內地)

FY2021 is a year full of unprecedented challenges as well as unparalleled opportunities. The outbreak of COVID-19 accelerated the pace of digitalisation at all levels globally and altered consumers' buying habits fundamentally. We believe that physical stores and online platforms should still co-exist to create greater synergy for a more complete and multi-faceted experience for customers.

With a solid foundation that has already been built through our "Smart+ 2020" strategic framework, we are pleased to move forward with our Dual-Force Strategy. Our Dual-Force Strategy will steer us towards the continual expansion of physical footprint and digital empowerment in order to continue delivering exceptional customer experience that creates long-term brand differentiation and loyalty.

2021 財政年度充斥著前所未有的挑戰，同時亦帶來無比的機遇。2019 冠狀病毒病疫情，不但加快了全球在各生活層面的數碼化步伐，亦徹底改變了消費者的購物習慣。我們相信，實體店與線上平台應並存互容，為顧客提供更全面、多元化的體驗，創造更大的協同效益。

在「Smart+ 2020」策略框架的堅穩基礎上，我們欣然藉著雙動力策略昂首向前。雙動力策略將引導我們持續擴展實體店的版圖，同時推動科技賦能，繼續締造非凡顧客體驗、長遠的品牌差異化和顧客忠誠度。

MARKET REVIEW

Mainland China

- With the adoption of effective public health measures, China is one of the earliest countries to recover from the impacts of COVID-19.
- According to the National Bureau of Statistics of China, the total retail sales of consumer goods decreased by 3.9% year-on-year in 2020, while the retail sales of gold, silver and jewellery also decreased by 4.7%. Yet, there have been signs of improvement in these categories since August 2020. In the first 3 months of 2021, a strong growth was recorded in both retail sales figures due to the low baseline for 2020. An increment was also recorded as compared to the same period in 2019.
- Against the background of “dual circulation” strategy, the directives of the 14th Five-Year Plan, and in particular, the guidance of “stimulation of consumption in all sectors” in the Five-Year Plan, we expect that sales in the consumer market in Mainland China will surge rapidly in coming years.
- Developments in lower tier cities and rural areas are expected to present huge potential as government policies and infrastructure improvements will favour their growth.
- Consumption upgrade is the key driver of growth, and alternative consumption patterns such as livestreaming and online social networking are expected to grow fast. Driven by the new duty-free retail strategy in China, duty-free shopping will also thrive in the coming years.
- With favourable fundamentals including urbanisation, the growth of middle and upper classes, and the support of government policies, the retail and jewellery markets are expected to continue to grow in the coming years.

市場回顧

中國內地

- 中國採取了有效的公共衛生措施，成為最早走出2019冠狀病毒病負面影響的國家之一。
- 根據中國國家統計局的統計數據，2020年的社會消費品零售總額比去年同期下降3.9%，而黃金、銀和珠寶零售額亦下降4.7%。然而，自2020年8月以來，這些類別的零售額均有改善。於2021年首三個月，由於2020年的比較基數低，這兩個零售額均錄得強勁增長。與2019年同期相比，亦錄得增長。
- 在「雙循環」策略及「十四五」規劃指導方針的背景下，尤其是在五年規劃中提出「全面促進消費」的指引下，我們預計中國內地的消費市場將在未來數年迅速增長。
- 我們預計政府政策及基礎建設改善，將有利較次級城市和農村地區的發展，帶來龐大的消費潛力。
- 消費升級乃增長的主要推動力，而直播和線上社交網絡等不同的消費模式預期將快速增長。在中國新免稅零售策略的推動下，免稅購物亦將在未來數年蓬勃發展。
- 基於城鎮化、中上階層的增長及政府政策支持等利好因素，我們預計將帶動零售和珠寶市場在未來數年持續增長。

Hong Kong, Macau and other markets

- The closure of major border crossings has affected the retail environment of Hong Kong and Macau in FY2021. As shown in industry data, retail sales performance of jewellery industry in Hong Kong recorded a 38.4% decline year-on-year from April 2020 to March 2021.
- We believe that the domestic market has bottomed out as we recorded a better business performance since 2QFY2021. When the major border crossings reopen, the number of visits made and retail market would recover gradually.
- The travel retail business in different Asia-Pacific countries has also been affected throughout the year due to the shutdown of international travel. However, we believe there are great expansion potentials in the region with the Regional Comprehensive Economic Partnership (“RCEP”) between China and a number of Asia-Pacific countries signed in 2020; and the Hong Kong-ASEAN Free Trade Agreement (“FTA”) and Investment Agreement (“IA”) came into full effect in February 2021. We shall monitor the development closely and take timely actions.

香港、澳門及其他市場

- 於2021財政年度，香港及澳門的零售環境受主要過境口岸關閉所影響。行業數據顯示，2020年4月至2021年3月香港珠寶首飾零售額比去年同期下降38.4%。
- 自2021財政年度第二季開始我們的業務表現已錄得改善，我們相信本地市場已經觸底。待主要過境口岸重開，旅客人次及零售市場可望逐步復甦。
- 由於國際旅遊停擺，各亞太國家的旅遊零售業務於年內大受影響。然而，隨著中國與亞太國家在2020年簽署《區域全面經濟夥伴關係協定》，以及香港與東盟簽署的《自由貿易協定》和《投資協定》在2021年2月全面生效，我們相信這些地區將有更大發展潛力。我們將繼續密切留意其發展，及時採取行動。

DUAL-FORCE STRATEGY

雙動力策略

雙力共構 開創珠寶新生態

Deploy "Dual Forces" to develop a jewellery ecosystem

實動力 RETAIL EXPANSION STRATEGY

擴張版圖，貼近顧客
Expand the business
and get closer
to customers

雲動力 SMART RETAIL STRATEGY

科技賦能，體驗升級
Digital empowerment
and experience
upgrade

以顧客為中心 Customer-centric

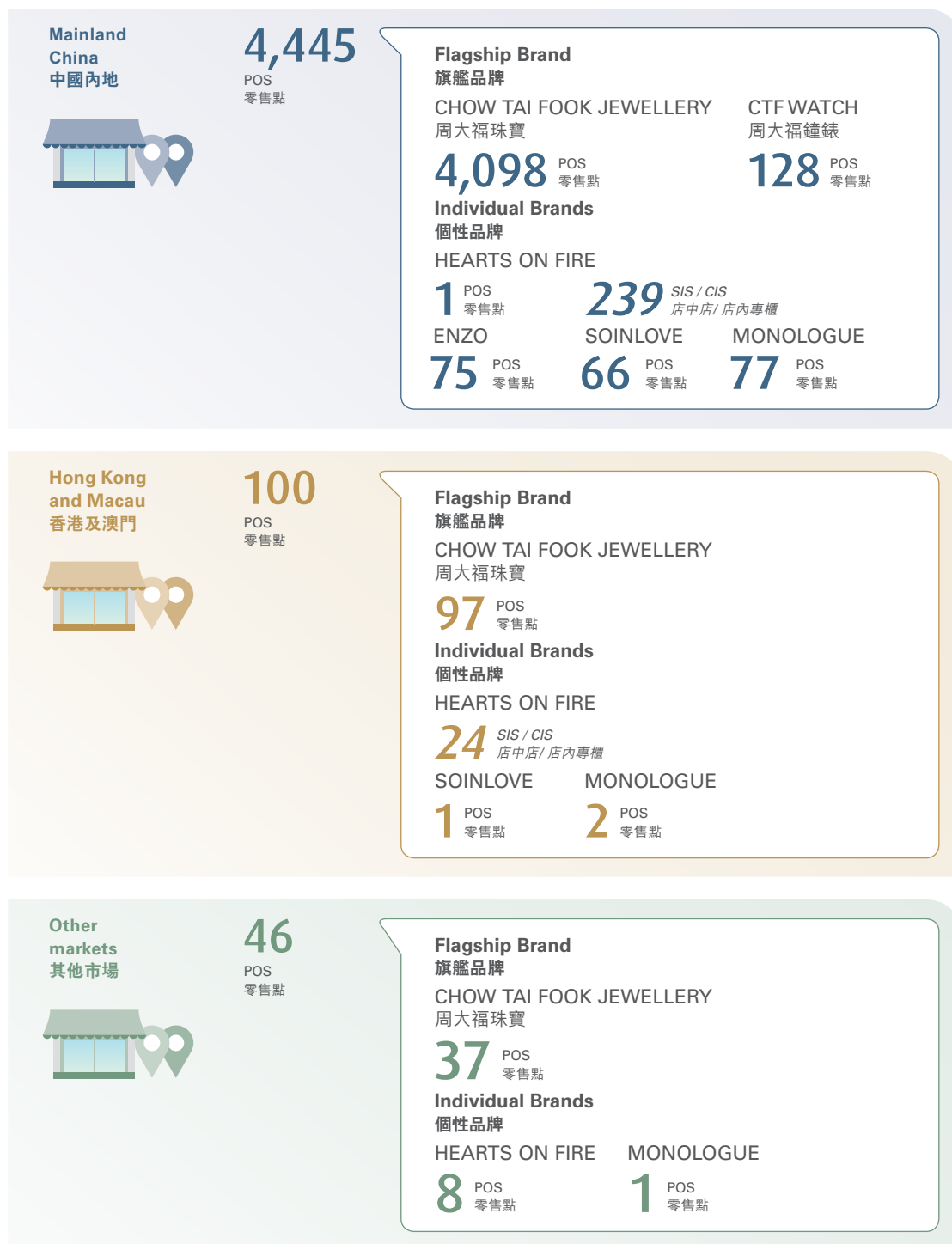


We will focus more on the Mainland China market. On one hand, we implement our retail expansion strategy to get closer to our customers. To that end, we continue to strengthen our brands and product offerings, and grow through opening POS in Mainland China. On the other hand, we carry out our smart retail strategy. It centers on digital empowerment, allowing us to cater to customers' needs as we continue to streamline our order fulfilment process. We will leverage smart retail applications and smart manufacturing to offer services from the heart and speed to customers. We hope that our Dual-Force Strategy will ensure our customers can enjoy a more complete, multi-faceted, and seamless shopping journey and experience a blissful fulfilment through jewellery.

我們將更專注於中國內地市場。集團一方面推行實動力，即零售擴張策略，持續加強品牌及產品系列，拓展中國內地業務版圖，使我們能更貼近顧客。另一方面以雲動力，即智慧零售策略，促進科技賦能，進一步精簡定制流程，以迎合顧客的需求。我們透過打造零售科技應用及智慧製造，為顧客提供快速、貼心的購物新體驗。我們希望雙動力策略，不單為顧客締造更全面、多元化及無縫的購物旅程，更能令顧客通過珠寶獲得更幸福的生活體驗。

POS NETWORK

零售點網絡



MAINLAND CHINA

Retail expansion strategy

Brands and products

- As Mainland China's jewellery market has been reshaping in recent years, we continue to execute differentiation strategy to make inroads into diverse customer segments.
- We offer curated retail store experiences under our flagship brand, such as CTF JEWELRIA, CTF WATCH and experience stores, to cater to different shopping environment and consumers' needs. Our individual brands including HEARTS ON FIRE, ENZO, MONOLOGUE and SOINLOVE, serve our consumers with different lifestyles and personalities.
- CTF JEWELRIA, one of our initiatives in enhancing store experience, continues to roll out more product offerings from select international designers and jewellery brands on top of its signature collections to cater to more sophisticated customers. In FY2021, CTF JEWELRIA accounted for 6.0% of the RSV of CHOW TAI FOOK JEWELLERY⁽¹⁾ in Mainland China. Gem-set jewellery ASP was around HK\$10,000, which was around 40% higher than overall Same Store ASP of gem-set jewellery in Mainland China.
- Apart from enhancing the quality, craftsmanship and innovation of our products, we also strive to promote product collections featured with appealing stories.
- CTF • HUÁ Collection contributed to 39.5% of our gold jewellery and products RSV in FY2021.
- Our Guardian of Life Collection helped us gain market share in the diamond engagement rings market. It contributed to 8.7% of our diamond products RSV in FY2021.

(1) CTF Watch excluded



"Inspired by CTF JEWELRIA" art exhibition
「大觀西東」藝術展

中國內地

實動力 — 零售擴張策略

品牌及產品

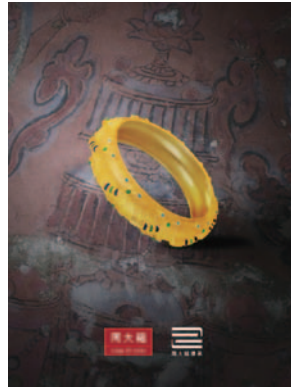
- 面對中國內地珠寶市場近年不斷調整，我們將繼續執行差異化策略，在不同顧客群的市場穩步發展。
- 我們在旗艦品牌下提供各種具針對性的零售店舖體驗，例如周大福薈館、周大福鐘錶和體驗店，以配合不同的購物環境和消費者的需求，而HEARTS ON FIRE、ENZO、MONOLOGUE與SOINLOVE等個性品牌則為擁有不同生活態度和個性的消費者而設。
- 周大福薈館，作為我們提升零售店舖體驗的措施之一，除了自家設計的標誌性系列，繼續為品味不凡的顧客呈獻精選國際設計師及珠寶品牌的更多產品。於2021財政年度，周大福薈館佔中國內地周大福珠寶⁽¹⁾零售值的6.0%，其珠寶鑲嵌首飾的平均售價約為10,000港元。這較中國內地珠寶鑲嵌首飾的整體同店平均售價高大約40%。
- 我們不但要提升產品質素、工藝和創意，亦銳意加推有故事題材的產品系列。
- 於2021財政年度，周大福傳承系列佔我們黃金首飾及產品零售值的39.5%。
- 守護一生系列助我們在鑽石訂婚戒指市場上增加市場份額，其於2021財政年度佔我們鑽石產品零售值的8.7%。

(1) 不包括周大福鐘錶





CTF • HUÁ Collection promotion
周大福傳承系列宣傳



Collaboration with Korean artist Hyun Bin for the Hyun Bin 925 Collection
與韓國藝人玄彬合作推出玄彬 925 系列



MONOLOGUE X PHANTACi Collection
MONOLOGUE 與 PHANTACi 聯名系列

- In FY2021, T MARK products accounted for 24.7% of the RSV of our diamond products and increased by 60.7% in Mainland China. We will distribute more T MARK products in Mainland China for valued customers who embrace authenticity and technology.

- 於2021財政年度，T MARK產品佔我們在鑽石產品零售值的24.7%，其於中國內地零售值增加60.7%。我們將在中國內地分銷更多T MARK產品，以連繫追求天然鑽石和擁抱科技的尊貴顧客。

Retail network

- We strive to gain market share in the Mainland China market. Hence, we focus on implementing our two-pronged strategy.
- Our diversified product offering laid a foundation in expanding our retail network in different cities in Mainland China. Key elements including city's economic indicators, government policy and peers' distribution network are essential in implementing our retail expansion strategy.
- For Tier I and II cities, we continue to offer curated retail experiences through upgrading our stores and enhancing store experiences of our flagship brand to fulfil the needs of more sophisticated customers. We also expand our individual brands in locations that fit the brand image for customers who share the same personalities or values.

零售網絡

- 我們致力增加中國內地市場的市場份額。因此，我們全力落實雙管齊下的策略。
- 我們提供多元化產品，為擴展中國內地不同城市的零售網絡奠定基礎。城市經濟指標、政府政策及同業的零售網絡，都是我們推行零售擴張策略的關鍵要素。
- 我們在一、二線城市進行旗艦品牌的店舖升級及提升顧客體驗，藉著精心打造的零售體驗，滿足追求卓越生活品味顧客的需求。我們亦在切合品牌形象定位的地點拓展我們的個性品牌，以連繫個性或價值觀相近的顧客。

- For lower tier and county level cities, we would penetrate further into the market by leveraging our franchisees' local knowledge and access.
- In FY2021, there were 669 net POS openings of CHOW TAI FOOK JEWELLERY⁽¹⁾, of which 64 net POS openings were CTF JEWELRIA.
- In view of the excellent performance of our watch business, which was supported by the strong domestic demand, we will continue to identify opportunities to expand our network in the high premium watch business.
- 我們在較次級城市和縣級城鎮，充分借助加盟商合作夥伴的地方知識及人脈，進一步搶佔市場份額。
- 於2021財政年度，周大福珠寶⁽¹⁾淨開設669個零售點，當中64個零售點為周大福薈館。
- 鐘錶業務在強勁內需的支持下表現出色，我們將繼續物色商機，擴大高級鐘錶業務的網絡。



Experience store in Wuhan K11
於武漢K11的體驗店

Smart retail strategy

Every customer expects nothing less than being treated as the single most important person by us. To that end, our omni-channel retailing aim to offer customers wider array of choices and greater convenience. Our staff provide people-to-people engagement with digital tools and data to engage customers, helping them enjoy their seamless shopping experience.

We also double down on increasing public domain visibility. More contact points, together with a more diversified smart retail experience could bring new customers and business opportunities to us.

Meanwhile, a streamlined supply chain is key to our smart retail strategy. Not only that it improves our customisation capabilities but also drives higher operational efficiency that would differentiate us in the jewellery industry.

(1) CTF Watch excluded

雲動力 — 智慧零售策略

每個客戶都期望獲我們視為唯一最重要的人。為此，我們的全渠道零售旨在為顧客提供更廣泛及方便的選擇。我們的員工通過智慧工具和數據與顧客互動，提供有溫度的一對一服務，並協助他們享受無縫的購物體驗。

我們亦繼續擴大公域流量，提高曝光率。更多的接觸點，加上更多樣化的智慧零售體驗，可為我們帶來新顧客和商機。

同時，精簡的供應鏈是我們智慧零售策略的關鍵。這不僅可提升我們的定制化能力，更提高營運效率，使我們在珠寶行業中傲視同儕。

(1) 不包括周大福鐘錶

E-commerce

- We continued our close collaboration with various renowned e-commerce platforms in Mainland China, such as Tmall, JD.com and Vipshop, thus gaining more access to our customers. While our e-commerce business is gradually getting more mature in Mainland China's retail landscape, it serves as the main portal for our public domain.
- We ride on current trends, such as direct sales via livestreaming and short videos in third-party marketplaces, such as TikTok, in order to expand and enhance our engagement with customers. This allows us to better understand the customers' needs and preferences on our products as well as their spending pattern, which will be useful for launching more successful products in the future.
- We are actively exploring changes in our sales models to cope with the emerging trend of livestreaming. For example, we introduced jade finished products and customised products livestreaming on e-commerce platforms since December 2020 to meet diversified customer needs.

Smart retail applications

- Leveraging both our omni-channel capabilities which we actively developed in the past and our extensive retail network, we continue to push forward our smart retail applications.
- Our staff cemented their success with our smart mobile tool, CloudSales 365. In FY2021, more than 40,000 staff in our self-operated and franchised stores used CloudSales 365 to reach more than 3.7 million customers. Not only did it attract new customers, CloudSales 365's ASP and sales conversation rate were about 80% higher than and around 10 times the e-commerce platforms' performance respectively.

電子商務

- 我們正持續深化與天貓、京東、唯品會等多個中國內地知名電商平台的合作，藉此接觸更廣泛的顧客。我們在中國內地零售市場的電子商務日趨成熟，是公域流量的主要門戶。
- 我們亦把握時下趨勢，於抖音等第三方平台通過直播帶貨及短視頻，拓展及加強與顧客的連繫。這亦可讓我們更了解顧客對產品的需求、喜好及消費模式，有助我們往後推出更成功的產品。
- 我們正在積極探索銷售模式的轉變以應對線上直播的新趨勢。例如我們於2020年12月於電商平台引入翡翠成品及定制產品直播，以滿足多樣化的顧客需求。

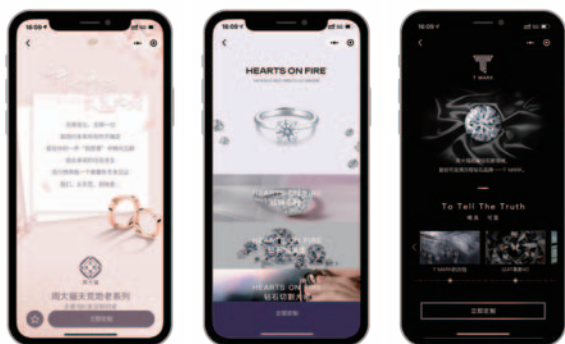
零售科技應用

- 我們借助以往積極建立的全渠道能力及龐大的零售網絡，繼續推動我們的零售科技應用。
- 我們的員工藉著使用手機智慧工具雲商365創出佳績。於2021財政年度，超過40,000位直營店和加盟店的員工使用雲商365與逾370萬名顧客聯繫。它不僅吸引了新顧客，平均售價亦比電商平台高出約80%，而其銷售轉化率則是電商平台的約10倍。



Cloud Kiosks
雲櫃台

- As at 31 March 2021, over 40% of our POS in Mainland China have installed Cloud Kiosks. While at a physical store, customers can use Cloud Kiosks to explore or look up a wide product selection online and shorter transaction time. A gamified experience is also offered at the Kiosks.
- We introduced D-ONE, our digital jewellery customisation platform, as one of our Consumer to Manufactory (“C2M”) initiatives to cater to the customer demands for customised products and exclusive experiences.
- With D-ONE, most customised products are ready for delivery within 24 hours as committed. Incredible fulfilment speed is the signature of this platform.
- Various brands and products, such as HEARTS ON FIRE and T MARK, were introduced to D-ONE in FY2021. In February 2021, we have also launched CHOW TAI FOOK TIAN HUANG DI LAO Collection on D-ONE, featuring rings that transform the reflection of light into personalised messages, thanks to our use of the innovative laser diffraction technology.
- In FY2021, we recorded a RSV of HK\$133 million through D-ONE. It is encouraging to see that the ASP of these customised products was more than double the gem-set jewellery ASP at Same Store level in Mainland China.
- Together with the initiatives to enhance the automation level of our supply chain and establish various digital platforms, we strive to deliver unparalleled customer experience.
- 於2021年3月31日，超過40%的中國內地零售點已配置了雲櫃台。在實體店中，顧客可以使用雲櫃台瀏覽或尋找廣泛的線上產品選擇，並縮短交易時間。雲櫃台亦提供遊戲化的體驗。
- 我們推出了珠寶數碼化定制平台D-ONE，作為我們的顧客主導製造的措施之一，以滿足顧客追求定制產品和獨家體驗的需求。
- 通過D-ONE，大部份的定制款式可按承諾於24小時內發貨。快速完成產品定制的能力是這平台的賣點。
- 於2021財政年度，我們將不同品牌及產品，例如HEARTS ON FIRE和T MARK，引入D-ONE。在2021年2月，我們亦在D-ONE上推出了周大福天荒地老系列。這系列的戒指融入了創新的衍光技術，能利用光線反射出個性化信息。
- 於2021財政年度，D-ONE的零售值達133百萬港元。令人鼓舞的是，這些定制產品的平均售價比我們中國內地珠寶鑲嵌首飾同店平均售價高出一倍以上。
- 我們通過各項提升供應鏈自動化水平和建立數碼化平台的舉措，致力打造無與倫比的客戶體驗。



D-ONE offers curated individual brands and collections
D-ONE 提供精選個性化品牌和系列



Newly launched CHOW TAI FOOK TIAN HUANG DI LAO Collection touting the innovative laser diffraction technology
新推出的周大福天荒地老系列，以創新衍光技術作賣點

Customer engagement



- We understand that customer relationship management (“CRM”) is one of the success factors of our businesses.
- Not only did we invest in branding and large-scale product promotion, but we also leveraged the strength of social media influencers – Key Opinion Leaders (“KOL”) and Key Opinion Consumers (“KOC”) to attract our target customers.
- Currently, CloudSales 365 is integrated with our CRM system so that our frontline staff are armed with timely information to offer more targeted services to customers anytime, anywhere.

HONG KONG, MACAU AND OTHER MARKETS

Retail expansion strategy

Brands and products

- In Hong Kong, Macau and other markets, we shall focus on promoting our services and products through our flagship brand.
- We continue to offer products in different segments and to fulfil customers' needs throughout their journey. We also bring exclusive products with localised features in order to create product differentiation.
- In FY2021, T MARK products accounted for 31.6% of the RSV of our diamond products and dropped by 13.8% in Hong Kong and Macau.

顧客互動

- 我們明白顧客關係管理是業務成功的關鍵之一。
- 我們除了投放資源在品牌形象和大型產品推廣外，還會借助社交媒體影響者（亦即關鍵意見領袖和關鍵意見消費者）的專長，吸引目標顧客。
- 目前，雲商365已跟我們的顧客關係管理系統接軌，前線員工可藉著及時獲取的訊息，隨時隨地為顧客提供更貼心的服務。

香港、澳門及其他市場

實動力 — 零售擴張策略

品牌及產品

- 在香港、澳門和其他市場，我們將專注於通過旗艦品牌推廣我們的服務和產品。
- 我們繼續提供迎合不同細分市場的產品，滿足顧客在整個人生旅程中的需求。我們亦推出具當地特色的專屬產品，以創造產品差異性。
- 於2021財政年度，T MARK產品佔我們在鑽石產品零售值的31.6%，其於香港及澳門的零售值下跌13.8%。



Products with Hong Kong local features – TOKEN OF FRIENDSHIP Collection
具香港特色的產品 — 友禮系列

Retail network

- In FY2021, we closed a net of 6 CHOW TAI FOOK JEWELLERY POS in tourist areas in the Hong Kong and Macau markets as the number of tourists from Mainland China declined. Further POS consolidation will depend on expected border reopening and the rental market condition of retail real estate. However, we continue to strive to maintain our leadership in both markets. For this reason, we shall not hesitate to expand in strategic locations. For instance, we recently opened our new POS in the Castle of Magical Dreams in Hong Kong Disneyland.
- In FY2021, a net of 4 POS in Asia-Pacific area were closed as business was affected by the pandemic. However, we will continue to identify opportunities in Asia-Pacific and may continue our expansion when international travel resumes.
- Five duty-free POS were opened in Hainan, Mainland China during the financial year in order to serve our travel retail customers who have been affected by the suspension of international travel. We will continue to expand in this market along with the development of duty-free shopping in Mainland China.

零售網絡

- 於2021財政年度，由於中國內地旅客數目下降，我們於香港及澳門旅遊區淨關閉6個周大福珠寶零售點。至於會否進一步整合零售點，將取決於口岸重開和零售商舖租賃市場的狀況。然而，我們仍致力維持在這兩個市場的領導地位，有鑑於此，我們將毫不猶豫在策略性地點擴充業務。例如，我們最近在香港迪士尼樂園的奇妙夢想城堡開設新零售點。
- 於2021財政年度，亞太區業務因受疫情影響而淨關閉4個零售點。然而，我們會繼續於亞太區發掘機遇，待國際旅遊恢復時，將有機會繼續推進我們的拓展策略。
- 本財政年度，我們在中國內地海南開設5個免稅零售點，以服務受國際旅行暫停影響的旅遊零售顧客。隨著中國內地免稅購物政策的發展，我們將繼續拓展此市場。



New opening in the Castle of Magical Dreams of Hong Kong Disneyland
香港迪士尼樂園奇妙夢想城堡內的新店



Cloud Kiosks at K11 Musea in Hong Kong
位於香港 K11 Musea 的雲櫃台



Smart vending machine in Hong Kong
香港的智能售賣機

Smart retail strategy

- We will also adjust the implementation strategy of smart retail applications according to different geographic needs.
- In Hong Kong, Macau and other markets, the challenging business environment has prompted us to focus on transforming our current business model through innovation and technology in order to enhance retail experience and improve operational efficiency.
- Approximately 22% of our POS in Hong Kong and Macau installed Cloud Kiosks as at 31 March 2021.
- We are also optimising smart tools in the Hong Kong and Macau markets, hoping that it will help building closer ties between our staff and customers, and increase traffic both online and offline.
- To better cater to the lifestyle and shopping preferences of customers in Hong Kong and Macau, we attempted to place smart vending machines in different shopping malls as a pilot in FY2021 to create unique shopping scenarios and experiences, which was successful in attracting different groups of customers.
- In FY2021, we have also started partnership with K Dollar reward system of New World Development to broaden our customer base and boost recurring spending.

雲動力 — 智慧零售策略

- 我們亦會按不同的地域需要調整零售科技應用的推行策略。
- 在香港、澳門及其他市場，充滿挑戰的營商環境促使我們更重視藉著創新和科技，改革現有業務模式，以提升零售體驗及營運效率。
- 於2021年3月31日，大約22%的港澳零售點已設置雲櫃台。
- 我們亦正於港澳市場優化智慧工具，希望有助員工與顧客建立更緊密的聯繫，強化線上線下互相引流的能力。
- 為更迎合港澳顧客的生活品味及購物喜好，我們於2021財政年度嘗試於不同商場放置智能售賣機作為試點，打造獨特的購物場景及體驗，成功吸引不同顧客群。
- 於2021財政年度，我們亦開始與新世界發展的K Dollar回贈計劃攜手合作，擴大顧客群及鼓勵再消費。

Hong Kong and Macau 香港及澳門

As at 31 March 2021
於2021年3月31日

FY2021

1,225,000

Number of members
會員數目

44.1%

Members' repeat purchase
as a % of respective RSV
會員再消費佔相關
零售值之百分比

SMART MANUFACTURING

The objective of smart manufacturing is to increase the operational speed of the overall supply chain. To this end, we implement the C2M initiative, so that production can seamlessly be connected with customers and the frontline. Meanwhile, we also focus on enhancing product development capability to better support our retail expansion strategy in the coming years.

C2M

- We adopt the Industry 4.0 framework to transform the conventional manufacturing model into C2M of which D-ONE is one of our implementation measures.
- We make full use of the Internet of Things (“IoT”) technology in our production processes, such that equipment is interconnected and minimum human involvement is required. We connect our highly automated production lines with customers seamlessly via D-ONE, providing customers speedy services that can fulfil their needs for customised products.
- We also apply the “Digital Twin” model to establish a digital virtual factory through a production simulation system for performing geometric simulations, and in turn identifying the optimum production arrangement and resource allocation. At the same time, we use sensors in each process and equipment in physical factories to control actual production progress against simulated estimates in real time, allowing management personnel to deal with abnormal situations immediately.

智慧製造

智慧製造的目標是提高整體供應鏈的運作速度。有鑑於此，我們實行顧客主導製造，令生產與顧客以及前線無縫接軌。與此同時，我們集中提升產品開發能力，為我們的實動力 — 零售擴張策略提供更好支援。

顧客主導製造

- 我們採用工業4.0框架，將傳統的製造模式轉變為顧客主導製造，而D-ONE就是顧客主導製造的其中一個實踐措施。
- 我們在生產過程中充分借助物聯網技術，讓設備互聯互通，把人手處理的工作減至最低。我們藉D-ONE把高度自動化的生產線與顧客無縫對接，提供滿足顧客定制產品需求的極速服務。
- 我們並應用「數字孿生」模型，透過生產仿真系統建立數字化的虛擬工廠，以便進行幾何級數的模擬，從而確定最佳的生產安排及資源配置，同時在實體工廠透過各工序及設備的傳感器，實時掌握生產的實際進度，與模擬的預估作比對，讓管理人員能即時對異常情況作出處理。

Product development capability

- We value our products and services. We are committed to preserving and reinvigorating traditional craftsmanship. At the same time, we cultivate the artisanal spirit through promoting cross-generational craftsmanship, innovation and new technologies in the industry. With more than 20 years of research and production experience, the craftsmen of Chow Tai Fook's Master Studio strive for product improvement by combining traditional craftsmanship and innovative technologies.
- C+ Creative Park is designed for startup entrepreneurs to create an environment for business incubation and to explore cooperation opportunities among investors, government and other stakeholders. This incubation space established at Chow Tai Fook Jewellery Park in Wuhan, Mainland China, is to support startups in four major industries, namely, cultural and creative design, e-commerce, innovative technology and materials, and education and training. The Park aims to facilitate development of a jewellery ecosystem and create synergy within it, which in turn will benefit the jewellery industry. Meanwhile, we cooperated with numerous successful startups to adopt their innovative technology products in our operations.

產品發展能力

- 我們重視產品與服務，致力保存及傳承傳統工藝，同時通過促進業界內的跨代工藝、創新及技術交流，培養匠心精神。周大福大師工作室的工匠團隊，擁有超過20年研究及生產經驗。他們通過結合傳統工藝與創新技術，力求產品進步。
- C+創意園為初創企業家創造有利業務孵化的環境，探索與投資者、政府和其他持份者合作的機會。這個座落於中國內地武漢周大福珠寶文化產業園的培育空間，用作支援四個主要行業的初創企業，包括文創設計、電子商務、創新技術及材料，以及教育與培訓。C+創意園旨在推動珠寶業界的生態發展，助他們發揮協同效應。與此同時，我們亦與多間成功的初創企業合作，於集團營運中應用他們的創新技術產品。

Production centres' positioning

生產中心定位

Shunde Artisanal Smart Manufacturing Centre 順德匠心智造中心



Inheritance of craftsmanship
工藝承傳樞紐

Wuhan Smart Manufacturing Centre 武漢智造生產中心



Ecosystem of jewellery industry, mechanisation and mass production
珠寶產業生態圈及機械化及批量化生產

Shenzhen R&D and Smart Manufacturing Centre 深圳智造研發中心



Production technology research and development
生產技術研發

Hong Kong Meticulous Manufacturing Centre 香港精品製作中心



Meticulous production
精品製作



OPERATIONS

Intellectual capital and corporate culture

Our employees 我們的員工

As at 31 March 2021
於2021年3月31日

Total number of employees 員工總數



27,900+

Number of employees
員工數目

Promote a culture of integrity

- Our colleagues play an important part in living by one of the Group's key core values, integrity.
- The Group has launched a culture enhancement programme to uphold our long-established corporate culture of integrity and promote it among all employees. We expect employees to be abide by high standards of ethics and integrity in their line of work. Accordingly, employees' attitudes and behaviours are assessed using the following criteria: reasonableness, logicity, legitimacy, fairness, transparency, and impartiality.
- Both top-down and bottom-up approaches are adopted to promote and implement the programme, with the support from senior management and cooperation among different business units.

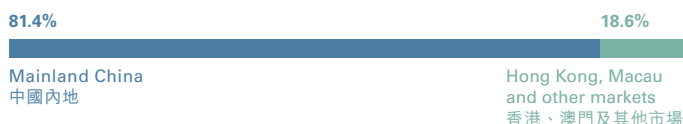
COVID-19, facts over fear

- In FY2021, COVID-19 pandemic caused massive disruptions to offline traffic. Accelerating digital transformation became one of the top priorities.
- From workforce side, the Group has embraced changes and challenges, prepared our colleagues to turn adversity to opportunities, and adopted a "Facts over Fear" attitude. A command post was established immediately to ensure that effective communications were maintained, measures and medical suppliers were in place, and our frontline colleagues were properly trained by veteran social media influencers to enable them to engage customers virtually.

營運

智力資本與企業文化

Number of employees by reportable segment 按可呈報分部劃分的員工總數



Number of employees by function 按職能劃分的員工總數



推廣誠信文化

- 誠信是本集團的主要核心價值之一，而我們的同事在體現此價值上發揮著重要作用。
- 本集團秉持長久建立的誠信企業文化，並推出文化提升計劃，向全體員工進行推廣及教育。我們期望員工工作時恪守高水平的道德和誠信。因此，我們根據以下標準評估員工態度和行為：合情、合理、合法、公平、公開、公正。
- 我們在高級管理層支持，以及不同職能部門的通力合作下，採用由上而下和由下而上兩種方法推進和實施該計劃。

2019冠狀病毒病，事實勝於恐懼

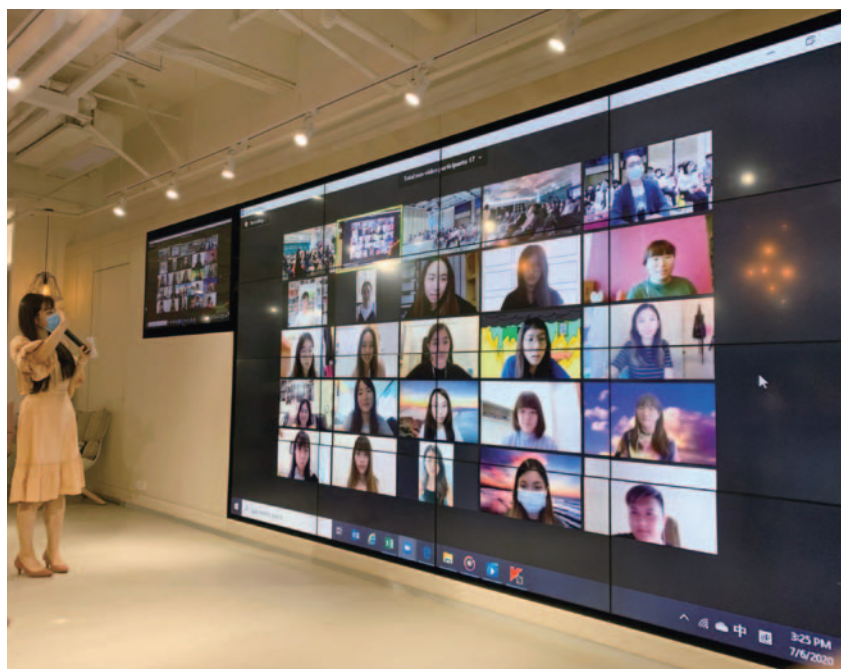
- 於2021財政年度，2019冠狀病毒病疫情嚴重打擊線下客流量。加快數碼化轉型成為首要任務之一。
- 就人手而言，本集團勇於面對轉變和挑戰，裝備我們的同事轉危為機，並採取「事實勝於恐懼」的態度。我們即時成立指揮部，確保有效的溝通、措施和充足的醫療供應商支援，並由資深社交媒體影響者培訓前線同事，以便與顧客線上連繫。

E-Internship, transforming traditional internship

- In FY2021, we launched an E-Internship during the pandemic, with which over 40 interns from renowned local and overseas universities came onboard and worked with our business teams remotely.
- Flexible working arrangements were one of the highlights of our programme, which granted our interns the freedom to work where and when it is convenient to them. They can choose to start earlier or later in the day and work remotely away from the office.
- To encourage our interns to be a “slashie” at work and in life, they were given the opportunities to participate in more than one innovation projects and co-create innovative ideas. They could also pursue multiple internships during the summer break and even continue the internship after returning to studies made possible by flexible working hours and locations.
- Most of these interns rated the programme as “strongly satisfactory,” which reflects the programme’s success and popularity among this generation of digital natives.

虛擬實習計劃，改革傳統的實習工作

- 於2021財政年度，我們在疫情期間推出虛擬實習計劃，招收逾40名來自本地和海外知名大學的實習生，通過遙距工作與我們的業務團隊合作。
- 靈活工作安排為我們計劃的重點之一。我們給予實習生在方便工作的地方和時間工作的自由。實習生可自行選擇較早或較晚開始工作，以及在辦公室以外的地方遙距工作。
- 為鼓勵實習生在工作 and 生活中成為「斜槓族」，他們可以參與一個或以上的創新項目，共同構建創新想法。他們亦可在暑假期間同時參與多個實習項目。我們甚至會提供靈活工作時間和地點，令他們開學後可以繼續實習。
- 大部份實習生對該計劃表示「非常滿意」，反映該計劃成功推行及深受數碼原生世代歡迎。



Online kick-off meeting of E-Internship programme
虛擬實習計劃的線上啟動會議

Data, IT systems and infrastructure

- An enterprise architecture and application review was carried out to facilitate the roadmap for and prioritisation of IT infrastructure and application upgrade, which also ensured IT systems to align with the Group's business goals. We enhanced the Smart Retail Applications, such as Cloud Kiosk, CloudSales 365 and D-ONE, as network upgrades were completed with faster network speed and lowered network costs. Ongoing cloud migration improved browsing speed and enhanced access stability.
- Data is important in today's digital era and is a vital asset to us. To make it work for our digital needs, data stewardship practice has been incorporated into our day-to-day operation to ensure the quality of data for our analytics use. In our view, both people and tools are critical success factors. Therefore, we established the roles of data steward in business units and a centralised metadata repository to manage our data asset across businesses.
- Distribution of electronic coupons and livestreaming were also offered to our valued members for their online or offline consumption. Natural Language Processing ("NLP") search technology was rolled out in selected stores to improve product search efficiency.
- Intelligent control system was introduced and implemented in our production lines to achieve better alignment with the Group's C2M initiative. The system enhances workforce and order management and provides timely production management information as well.

數據、資訊科技系統及基礎架構

- 我們進行了企業架構和應用審查，以制定資訊科技基礎架構和應用升級的計劃和優先次序，同時確保資訊科技系統符合集團業務目標的需要。我們藉著完成網絡升級，提升網絡速度和降低網絡成本，令零售科技應用，如雲櫃台、雲商365和D-ONE等的表現得到改善。我們亦持續進行雲端遷移，以提高這些應用的瀏覽速度和訪問穩定性。
- 數據在現今的數碼時代相當重要，是我們的關鍵資產。為了讓數據與我們的數碼需要契合，數據管理實踐已融入我們的日常工作中，確保數據質量達到可供我們分析使用。我們深明員工與工具均為成功的關鍵因素。因此，我們在業務部門設有數據管理員的角色，建立集中的元數據存儲庫管理我們各業務部門的數據資產。
- 我們亦向尊貴的會員發放電子優惠券和直播邀請，供彼等線上或線下消費。自然語言處理搜索科技已在選定門店推出，以提高產品搜索效率。
- 我們於生產線引進並實行智慧生產管理系統，通過加強人手和訂單管理，並及時提供生產管理資訊，更佳地配合集團的顧客主導製造措施。

BUSINESS OUTLOOK AND STRATEGIES

In FY2021, despite a challenging business environment brought about by the pandemic, our Mainland China business continued to deliver strong growth performance.

With the Chinese government's "dual circulation" strategy, we believed that jewellery industry could benefit from the growth in domestic consumption. As we are optimistic about the mid-to long-term growth in the Mainland China market, we will focus on our Mainland China's business development in the coming future. On one hand, we will continue our retail expansion strategy through penetrating into lower tier cities and leveraging franchisees' local knowledge. On the other hand, we would push forward our smart retail strategy through enhancing the retail experience and focusing on O2O channel integrations to take advantage of digital transformation.

Though Hong Kong and Macau markets are facing multiple challenges currently, we believe that the domestic market has bottomed out as the pandemic situation is expected to become more stable. When the major border crossings reopen, the number of visits made and retail market would recover gradually.

For other markets, we will focus on countries with a higher domestic consumption, and continue our expansion strategy when international travel resumes.

When it comes to smart manufacturing, in order to cope with future development and C2M in particular, we will further enhance our automation levels to meet the product needs. In the future, we will enhance the development of our Wuhan centre to support the rapid development of the frontline as Wuhan's advantageous geographical location can help accelerate the overall logistics.

We are delighted to report that we are moving steadily towards our four long-term goals, namely, (1) to strengthen our market leader position as we seek further market penetration; (2) to develop a comprehensive jewellery ecosystem; (3) to be a tech-savvy jewellery company by harnessing innovation and technology; and (4) to improve operational efficiency through digital transformation.

業務展望與策略

於2021財政年度，儘管疫情為營商環境帶來挑戰，但我們於中國內地的業務表現繼續有強勁增長。

有賴中國政府的「雙循環」政策，我們相信珠寶行業可受惠於國內消費增長。有見及此，我們對中國內地市場的中長期前景保持樂觀，未來我們將專注於中國內地的業務發展。一方面，我們將繼續通過滲透較次級城市和借助加盟商的地方知識，實行我們的實動力——零售擴張策略。另一方面，我們將通過提升零售體驗和專注於打通線上線下渠道，推動我們的雲動力——智慧零售策略，以利用數字化轉型的優勢。

儘管港澳市場目前面臨重重挑戰，惟隨著疫情發展預期更趨穩定，我們深信本地市場已經觸底。待主要過境口岸重開，旅客人次及零售市場可望逐步復甦。

於其他市場方面，我們將著眼於內需較高的國家，待國際旅遊恢復後會繼續推進我們的拓展策略。

智慧製造方面，為應對未來的發展，我們將進一步提高自動化水平，以滿足產品需求，尤其是針對顧客主導製造方面。我們未來亦會加強武漢園區發展，利用其地理優勢加快整體物流，以支持前線的高速發展。

在此，我們欣然報告正逐步實現四大長遠目標：(1)進一步擴大市場滲透率以鞏固市場領導地位；(2)建立全方位的珠寶生態圈；(3)成為一間具備創新能力及精通科技的珠寶公司；(4)透過數碼轉型提升營運效率。

Going forward, we believe that our Dual-Force Strategy will enable our customers to experience a blissful fulfilment through jewellery.

Mr. Wong Siu-Kee, Kent

*Managing Director,
Corporate and HK,
Macau & Overseas*

Hong Kong, 8 June 2021

Mr. Chan Sai-Cheong

*Managing Director,
Mainland China*

展望未來，我們相信雙動力策略使顧客能夠通過珠寶獲得幸福生活體驗。

董事總經理

(企業及港澳與海外事務)

黃紹基先生

董事總經理

(中國內地)

陳世昌先生

香港，2021年6月8日



實
動
力

RETAIL EXPANSION
STRATEGY

擴張版圖，貼近顧客

Expand the business and
get closer to customers

PERFORMANCE REVIEW

表現回顧

OVERVIEW

The business environment was challenging in FY2021 amid the pandemic and macroeconomic uncertainties. Yet, the Group's business maintained a steady and healthy growth, driven by our retail expansion in Mainland China with net openings of 746 POS and a solid recovery there backed by an improving consumer sentiment and softened gold price in 2HFY2021. Our strategic steps on smart retail also helped us achieve better customer engagement and boosted our e-commerce and O2O related sales in Mainland China during the financial year. On the other hand, business in Hong Kong, Macau and other markets was stagnant as major border crossings remained closed.

The Group's adjusted gross profit margin was benefitted during 1HFY2021 as gold price surged, yet, such effect faded in 2HFY2021. Coupled with a higher sales contribution from wholesale business in Mainland China and a less favourable product mix, adjusted gross profit margin declined year-on-year during the financial year. Nevertheless, thanks to our well contained SG&A, operating leverage and government subsidies and reliefs granted, the Group's core operating profit increased by 51.7% year-on-year in FY2021.

With the COVID-19 related rent concession, unrealised gain on gold loans as well as foreign exchange gain, netting off impairment on assets and goodwill, profit attributable to shareholders was elevated by 107.7% compared to the low base in FY2020 while comparing to FY2019, it rose by 31.3% on a two-year basis.

概覽

於2021財政年度，疫情和宏觀經濟不明朗因素為營商環境帶來挑戰。然而，本集團業務得以保持穩健增長，實有賴我們在中國內地藉零售擴張淨開了746個零售點，加上當地業務在2021財政年度下半年因消費意欲有所改善和金價回軟而有顯著復甦。本財政年度內，我們在智慧零售方面的策略性措施也加深我們與顧客的溝通互動，並提高我們在中國內地的電子商務和O2O相關銷售額。另一方面，由於主要過境口岸仍然關閉，香港、澳門和其他市場的業務停滯不前。

本集團經調整後的毛利率在2021財政年度上半年因金價飆升而受惠。然而，有關影響於2021財政年度下半年消退。加上，中國內地批發業務的銷售貢獻較高，以及產品組合未如理想，經調整後的毛利率於本財政年度內按年下降。儘管如此，憑藉我們有效控制銷售及行政開支、營運效益以及政府給予的補貼和紓緩措施，本集團的主要經營溢利於2021財政年度按年增長51.7%。

計入2019冠狀病毒病相關的租金優惠、黃金借貸未變現收益以及匯兌收益，再扣除資產和商譽減值後，股東應佔溢利在2020財政年度低基數下提升107.7%，而與2019財政年度相比，有關溢利較兩年前的同期上升31.3%。

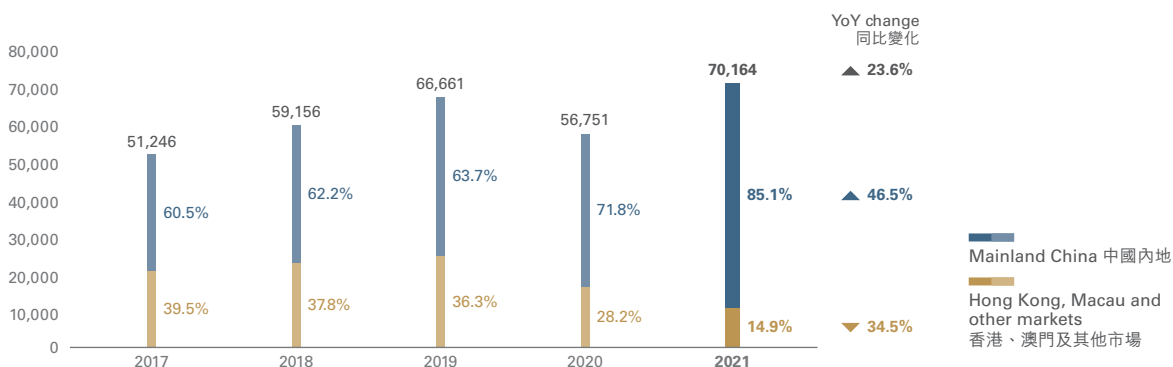
Revenue

營業額

Revenue by reportable segment 按可呈報分部劃分的營業額

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

(HK\$ million 百萬港元)



Revenue (HK\$ million)	營業額(百萬港元)	1HFY2020	2HFY2020	1HFY2021	2HFY2021	1HFY YoY change 財政年度 上半年 同比變化	2HFY YoY change 財政年度 下半年 同比變化
Mainland China	中國內地	20,224	20,539	21,216	38,482	▲ 4.9%	▲ 87.4%
Hong Kong, Macau and other markets	香港、澳門及其他市場	9,309	6,679	3,457	7,009	▼ 62.9%	▲ 4.9%
Overall	整體	29,533	27,218	24,673	45,491	▼ 16.5%	▲ 67.1%

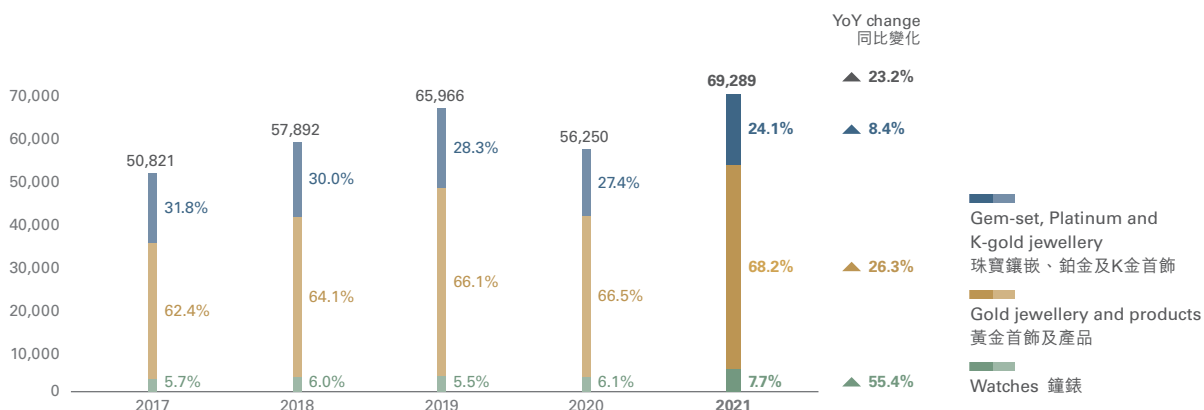
- The Group's revenue was up by 23.6% to HK\$70,164 million in FY2021. Versus FY2019, revenue was up by 5.3% on a two-year basis.
- Revenue from Mainland China jumped 46.5% during the financial year, supported by new openings, improving consumer sentiment and a softened gold price in 2HFY2021 as well as a low base of comparison. Its contribution to the Group's revenue was 85.1% in the financial year.
- In Hong Kong, Macau and other markets, revenue shrank 34.5% year-on-year as the challenging macros, pandemic and closure of major border crossings weighed on consumer spending.
- 2021 財政年度，本集團的營業額上升 23.6% 至 70,164 百萬港元。與 2019 財政年度相比，營業額較兩年前的同期上升 5.3%。
- 在新增零售點、2021 財政年度下半年消費氣氛好轉和金價回軟，以及低比較基數的支持下，中國內地的營業額於本財政年度急升 46.5%。年內，中國內地對本集團營業額貢獻為 85.1%。
- 宏觀環境挑戰、疫情及主要過境口岸關閉均令消費意欲受壓，香港、澳門及其他市場的營業額按年下降 34.5%。

Revenue by product⁽¹⁾ (excluding jewellery trading and service income from franchisees)

按產品⁽¹⁾劃分的營業額(不包括珠寶貿易及加盟商的服務收入)

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

(HK\$ million 百萬港元)



% of Revenue	營業額佔比	1HFY2020	2HFY2020	1HFY2021	2HFY2021
Gem-set, Platinum and K-gold jewellery	珠寶鑲嵌、鉑金及K金首飾	29.1%	25.5%	30.1%	20.9%
Gold jewellery and products	黃金首飾及產品	64.5%	68.7%	60.9%	72.2%
Watches	鐘錶	6.4%	5.7%	9.0%	6.9%

- Revenue of gold jewellery and products was up by 26.3% in FY2021. Despite that international gold price hike deterred retail demand during 1HFY2021, sales of this product category rebounded and grew at 74.9% in 2HFY2021. Its contribution to the Group's revenue expanded 170 basis points to 68.2% in the financial year. Within the product category, contribution of fixed price gold products was 9.1% (FY2020: 10.9%).
- Watches also registered a strong revenue growth of 55.4% in FY2021, fuelled by a buoyant domestic demand in Mainland China amid the international travel restrictions.
- 黃金首飾及產品的營業額於2021財政年度上升26.3%。儘管國際金價於2021財政年度上半年急升，窒礙了零售需求，此產品類別的銷售於2021財政年度下半年回升74.9%。於本財政年度，黃金首飾及產品對本集團營業額貢獻上升170個點子至68.2%。此產品類別當中，定價黃金產品佔比為9.1%（2020財政年度：10.9%）。
- 同時，中國內地在國際旅遊限制下出現殷切的國內需求，帶動鐘錶的營業額於2021財政年度強勁增長55.4%。

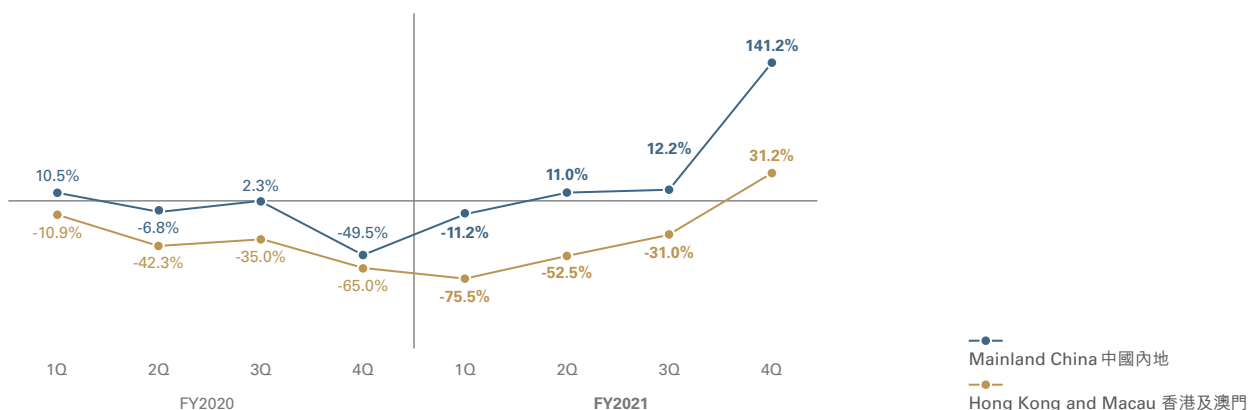
(1) Starting from FY2021, we re-classify our products into 3 categories namely gem-set, platinum and k-gold jewellery, gold jewellery and products, and watches, which the Company believes is appropriate in reflecting its performance

(1) 自2021財政年度起，我們將產品重新分類為3個類別，即珠寶鑲嵌、鉑金及K金首飾、黃金首飾及產品，以及鐘錶，本公司認為有關分類更能適切地反映其產品表現

SSSG

同店銷售增長

SSSG by major market 按主要市場劃分的同店銷售增長



		FY2020	FY2021	
		SSSG 同店銷售增長	SSSG 同店銷售增長	SSS volume growth 同店銷量增長
Mainland China	中國內地	▼ 15.1%	▲ 31.9%	▲ 8.2%
Hong Kong and Macau	香港及澳門	▼ 38.7%	▼ 41.3%	▼ 42.9%

- In Mainland China, SSS revived and turned positive in 2QFY2021 amid an easing pandemic situation there. Coupled with the resilient demand and an exceptionally low base of comparison, SSSG accelerated to 141.2% in 4QFY2021. As a result, SSS in Mainland China increased by 31.9% during FY2021.

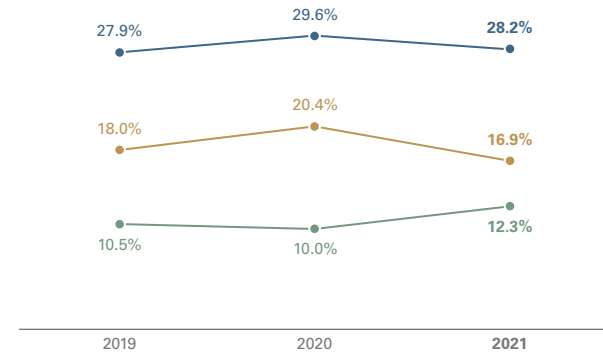
隨著疫情逐步緩和，中國內地的同店銷售於2021財政年度第二季反彈及回復正增長。由於需求回升及比較基數甚低，同店銷售增長於2021財政年度第四季度擴大至141.2%。因此，中國內地的同店銷售於2021財政年度上升31.9%。
- In Hong Kong and Macau, a muted customer traffic led to a 41.3% drop in SSS during FY2021. Yet, SSS rose 31.2% in 4QFY2021 attributable to a recovery of local consumption.

香港及澳門的同店銷售於2021財政年度因客流量疲弱而下降41.3%。然而，由於本地消費復甦，同店銷售於2021財政年度第四季度上升31.2%。

Profitability

Group 集團

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



Adjusted gross profit margin⁽¹⁾
經調整後的毛利率⁽¹⁾

Core operating profit margin⁽²⁾
主要經營溢利率⁽²⁾

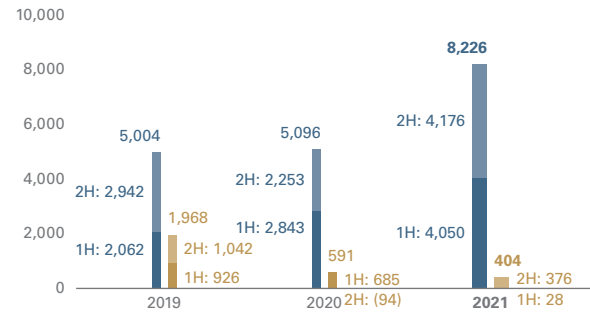
Selling and distribution costs and general and administrative expenses ("SG&A") as a % to revenue
銷售及分銷成本以及一般及行政開支(「銷售及行政開支」)所佔營業額百分比

- (1) Adjusted gross profit and the corresponding margin, a non-IFRS measure, eliminates the effect of unrealised loss (gain) on gold loans, which the Company believes is useful in gaining a more complete understanding of its operational performance and the underlying trend of its businesses
- (2) Core operating profit and the corresponding margin, a non-IFRS measure, being the aggregate of adjusted gross profit and other income, less SG&A, which the Company believes is useful in gaining a more complete understanding of its operational performance and the underlying trend of its businesses

盈利能力

Core operating profit⁽²⁾ by reportable segment 按可呈報分部劃分的主要經營溢利⁽²⁾

For the year ended 31 March 截至3月31日止年度
(HK\$ million 百萬港元)



Mainland China (2HFY)
中國內地(財政年度下半年)

Hong Kong, Macau and other markets (2HFY)
香港、澳門及其他市場(財政年度下半年)

Mainland China (1HFY)
中國內地(財政年度上半年)

Hong Kong, Macau and other markets (1HFY)
香港、澳門及其他市場(財政年度上半年)

- (1) 經調整後的毛利及相應毛利率(非按國際財務報告準則計算)，扣除了黃金借貸的未變現虧損(收益)的影響，本公司相信此數據有助更透徹了解其經營表現及業務的實際趨勢
- (2) 主要經營溢利及相應溢利率(非按國際財務報告準則計算)，指經調整後的毛利及其他收益的合計、減銷售及行政開支，本公司相信此等數據有助更透徹了解其經營表現及業務的實際趨勢

(HK\$ million)	(百萬港元)	1HFY2020	2HFY2020	1HFY2021	2HFY2021	1HFY YoY change 財政年度 上半年 同比變化	2HFY YoY change 財政年度 下半年 同比變化
Revenue	營業額	29,533	27,218	24,673	45,491	▼ 16.5%	▲ 67.1%
Adjusted gross profit	經調整後的毛利	9,064	7,743	8,660	11,127	▼ 4.5%	▲ 43.7%
Adjusted gross profit margin	經調整後的毛利率	30.7%	28.4%	35.1%	24.5%	▲ 4.4% pts 個百分點	▼ 3.9% pts 個百分點
Other income	其他收入	213	224	347	345	▲ 62.7%	▲ 54.4%
SG&A	銷售及行政開支	(5,750)	(5,807)	(4,928)	(6,921)	▼ 14.3%	▲ 19.2%
SG&A as a % to revenue	銷售及行政開支所佔營業額百分比	19.5%	21.3%	20.0%	15.2%	▲ 0.5% pts 個百分點	▼ 6.1% pts 個百分點
Core operating profit	主要經營溢利	3,527	2,160	4,078	4,552	▲ 15.6%	▲ 110.8%
Core operating profit margin	主要經營溢利率	11.9%	7.9%	16.5%	10.0%	▲ 4.6% pts 個百分點	▲ 2.1% pts 個百分點

- Adjusted gross profit margin decreased by 140 basis points in FY2021, mainly due to a higher sales contribution from wholesale business, gold jewellery and products and watches in retail business as compared with FY2020.
- Nevertheless, core operating profit margin increased to 12.3%, thanks to our well contained SG&A and operating leverage. In FY2021, the Group's core operating profit increased by 51.7% year-on-year.
- Among the two segments, Mainland China continued to be our main profit contributor and accounted for over 95% of the Group's core operating profit in FY2021. Its core operating profit recorded a robust growth of 61.4% during the financial year.
- On the other hand, core operating profit of Hong Kong, Macau and other markets registered a 31.7% decline in FY2021, yet it has demonstrated a recovery trend since 1HFY2021.
- Profit attributable to shareholders increased by 107.7% in FY2021, mainly benefitted from one-off rent concession, unrealised gain on gold loans plus foreign exchange gain, netting off impairment on assets and goodwill. Comparing to FY2019, it rose by 31.3% on a two-year basis.
- 經調整後的毛利率於2021財政年度下降140個點子，主要由於批發業務，以及零售業務當中黃金首飾及產品和鐘錶產品的銷售貢獻相比起2020財政年度有所上升。
- 然而，憑藉我們有效控制銷售及行政開支與營運效益，主要經營溢利率提升至12.3%。於2021財政年度，本集團的主要經營溢利按年上升51.7%。
- 兩個分部中，中國內地繼續為主要溢利來源，於2021財政年度佔本集團主要經營溢利超過95%，其主要經營溢利於本財政年度錄得61.4%的強勁增長。
- 另一方面，2021財政年度香港、澳門及其他市場的主要經營溢利錄得31.7%的跌幅，然而於2021財政年度上半年開始呈復甦趨勢。
- 於2021財政年度，股東應佔溢利增加107.7%，主要受惠於一次性租金優惠、黃金借貸未變現收益以及匯兌收益，再扣除資產及商譽減值。與2019財政年度相比，股東應佔溢利較兩年前的同期上升31.3%。

Adjusted gross profit margin

- We use adjusted gross profit margin, a non-IFRS measure, for analysis, which represents gross profit margin generated from the business after eliminating the effect of unrealised loss (gain) on gold loans, because this measure better reflects the operational performance of the Group and is useful for understanding the underlying trend of its businesses.

經調整後的毛利率

- 我們以經調整後的毛利率（非國際財務報告準則計算）作分析，相當於由業務所得的毛利率扣除黃金借貸的未變現虧損（收益）的影響，我們相信此數據更能反映集團的經營表現及有助了解業務的實際趨勢。

Unrealised loss (gain)

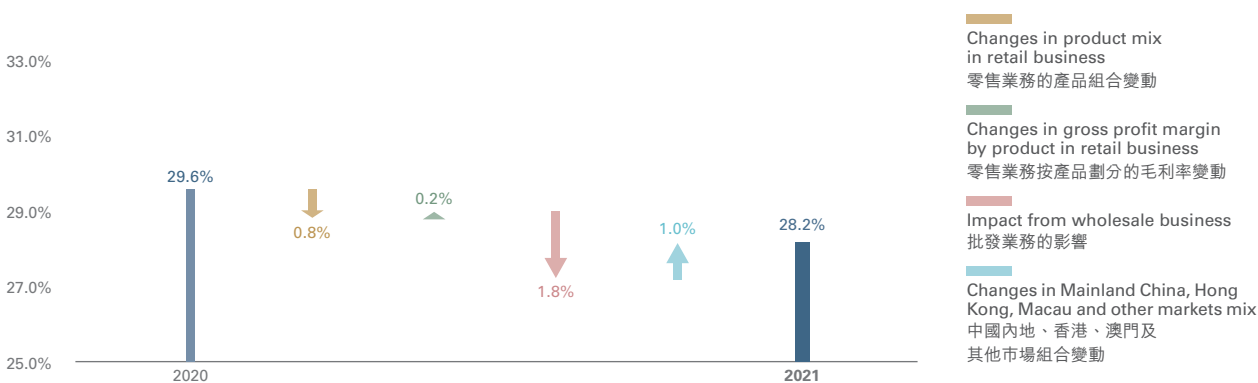
未變現虧損（收益）

For the year ended 31 March	截至3月31日止年度	2019	2020	2021
Gross profit margin	毛利率	27.9%	28.4%	28.6%
Unrealised loss (gain) on gold loans	黃金借貸未變現虧損（收益）	0.0%	1.2%	(0.4)%
Adjusted gross profit margin	經調整後的毛利率	27.9%	29.6%	28.2%

- We use gold loans (short position in gold) for economic hedge purpose to mitigate the financial impact of the gold price fluctuations in our gold inventories (long position). The long-term effect of long and short positions in gold is expected to net out each other through the sales of gold inventories. However, when we take a snapshot position, a short-term timing difference may arise. The unsettled gold loan contracts are revalued at market price at the end of the reporting period, while the gold inventories are not revalued as it is measured at weighted average cost, unless an impairment indicator exists.
- As at 31 March 2021, there was an unrealised gain of HK\$288 million arising from such timing difference.
- 我們利用黃金借貸(黃金淡倉)為經濟避險目的,以減輕黃金存貨(黃金好倉)價格波動的財務影響。黃金好淡倉的長線影響預期將會在出售黃金存貨時互相抵銷,惟對報告期末的持倉狀況而言,或會產生短暫的時間差。於報告期末,未償還的黃金借貸合約會就市場價格進行重估,而除非出現減值跡象,以加權平均成本計量的黃金存貨並不會進行重估。
- 於2021年3月31日,因相關的時間差產生的未變現收益為288百萬港元。

Movements in adjusted gross profit margin 經調整後的毛利率變動

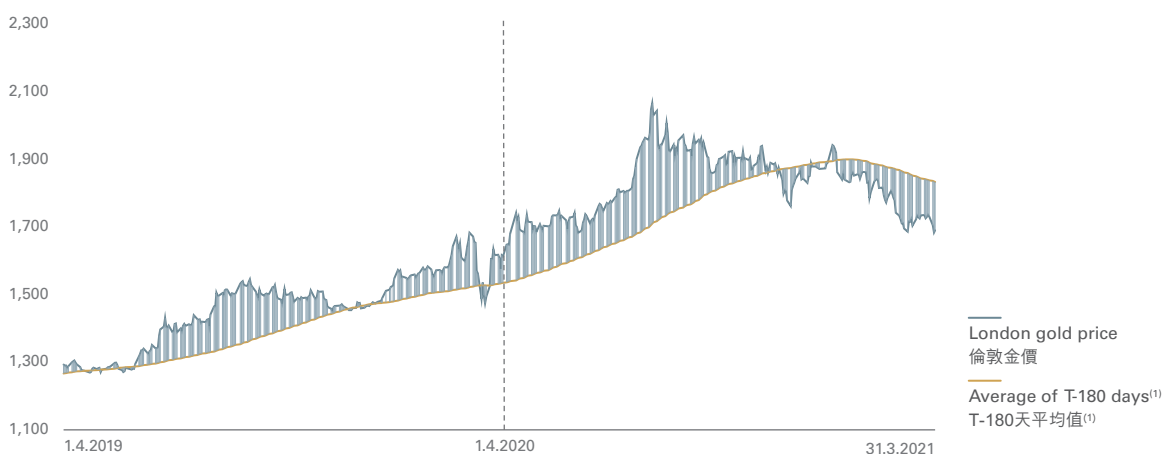
For the year ended 31 March 截至3月31日止年度



- At group level, FY2021 adjusted gross profit margin contracted by 140 basis points year-on-year.
- The higher contribution from our wholesale business and gold jewellery and products and watches in retail business led to the contraction of gross profit margin which was partially offset by the favourable market mix with promising growth in Mainland China.
- 於集團層面,2021財政年度經調整後的毛利率按年下跌140個點子。
- 批發業務與零售業務的黃金首飾及產品以及鐘錶產品的貢獻上升導致毛利率下降,不過,部份影響隨著中國內地錄得可觀增長下出現的較有利市場組合而有所抵銷。

London gold price 倫敦金價

(US\$ per ounce 美元每盎司)



(1) Average of T-180 days refers to the average gold price of previous 180 days on rolling basis, being a proxy of the average price of our hedged inventories. Average of T-180 days was used for FY2020 and FY2021

(1) T-180天平均值指過往連續180天的黃金均價，用作代表我們已對沖黃金存貨的平均價格。2020財政年度及2021財政年度均使用T-180天平均值

FY2021

Closing price YoY change
收市價同比變化

Average price YoY change
平均價同比變化

London gold price
倫敦金價

▲ 5.1%

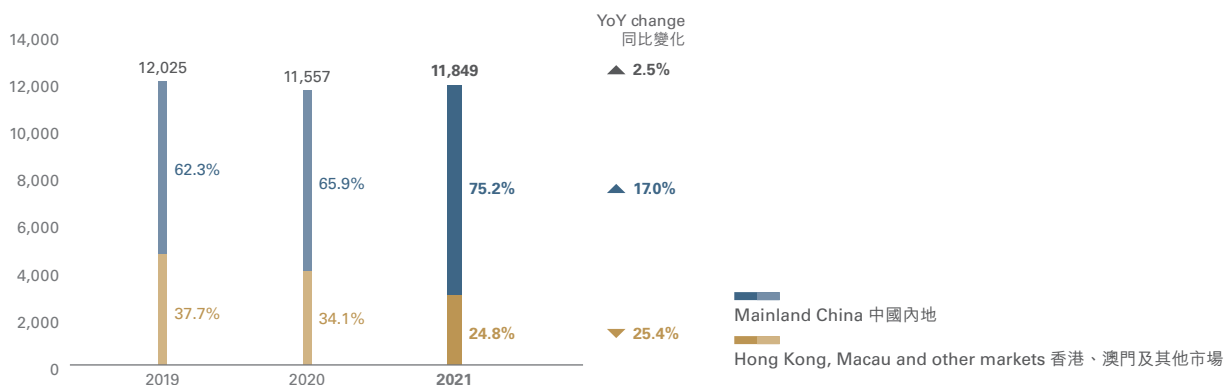
▲ 24.6%

SG&A

銷售及行政開支

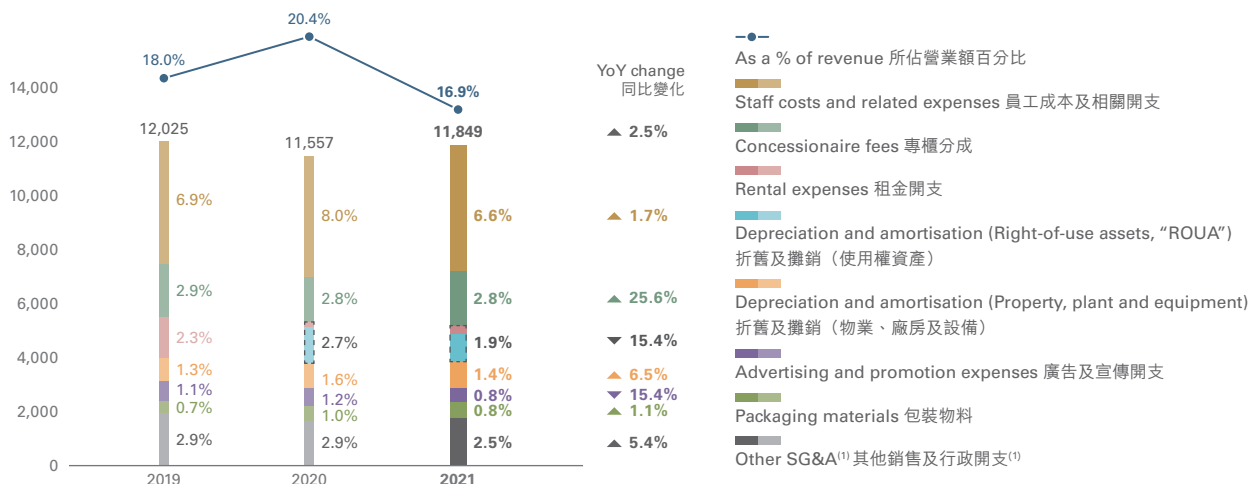
SG&A by reportable segment 按可呈報分部劃分的銷售及行政開支

For the year ended 31 March 截至3月31日止年度
(HK\$ million 百萬港元)



SG&A to revenue ratio 銷售及行政開支佔營業額比率

For the year ended 31 March 截至3月31日止年度
(HK\$ million 百萬港元)



(1) Other SG&A mainly represented bank charges incurred for sales transactions settlement, royalty fees for the sales of licensed products, certificate expenses and utilities

(1) 其他銷售及行政開支主要包括銷售交易結算產生的銀行手續費、銷售授權產品的專利費用、證書費及水電費

- SG&A expenses was well managed to be increased by 2.5% to HK\$11,849 million.
- SG&A ratio contracted by 350 basis points to 16.9% due to operating leverage and our effective cost control. In particular, advertising and promotion expenses was down by 15.4% and packaging materials was almost flat during the year.
- Analyses of the major SG&A components, including staff costs and related expenses, concessionaire fees and lease-related expenses are provided on p.51 to 52 and 63 to 64 of this report.

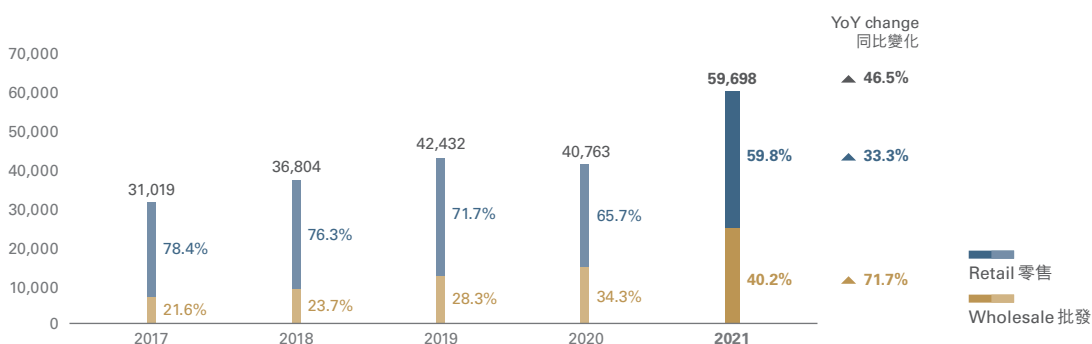
- 銷售及行政開支因管理得宜上升2.5%至11,849百萬港元。
- 銷售及行政開支比率亦由於營運效益及有效的成本控制而下跌350個點子至16.9%。尤其是年內的廣告及宣傳開支減少15.4%，而包裝物料則基本持平。
- 有關銷售及行政開支主要組成項目(包括員工成本及相關開支、專櫃分成及租賃相關開支)的分析載於本報告第51至52頁及63至64頁。

MAINLAND CHINA

Revenue

Revenue by operation model 按營運模式劃分的營業額

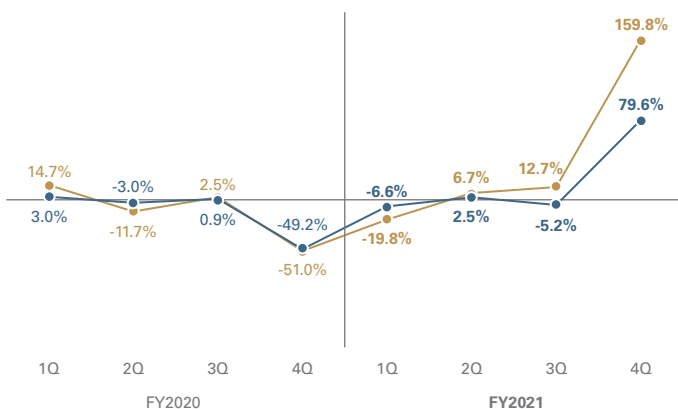
For the year ended 31 March 截至3月31日止年度
(HK\$ million 百萬港元)



- In Mainland China, our retail revenue represents sales from self-operated POS, e-commerce and other direct channels, while wholesale revenue mainly represents sales to franchisees and provision of services to franchisees.
- Revenue in Mainland China leaped 46.5% to HK\$59,698 million in FY2021. On a constant exchange rate basis, revenue rose by 44.5% in the financial year.
- Wholesale revenue soared 71.7% during the financial year, boosted by new openings in lower tier and county level cities. Its revenue contribution climbed 590 basis points to 40.2% in the financial year. Share of wholesale revenue in Mainland China was 36.3% and 42.3% in 1HFY2021 and 2HFY2021, respectively.
- As at 31 March 2021, we had 2,659 franchised CHOW TAI FOOK JEWELLERY POS. For majority of these POS, we retain inventory ownership until sales transactions are completed with retail consumers, upon which wholesale revenue is recognised. These POS contributed approximately 64.1% of the wholesale revenue in Mainland China.
- 於中國內地，我們的零售營業額指來自直營零售點、電子商務及其他直接渠道的銷售額，而批發營業額則主要指向加盟商銷售貨品及向加盟商提供服務的收入。
- 於2021財政年度，中國內地的營業額急升46.5%至59,698百萬港元。按相同匯率計算，於本財政年度營業額增長44.5%。
- 受較次級城市和縣級城鎮的新增零售點所帶動，批發營業額於本財政年度飆升71.7%。於本財政年度批發業務的營業額佔比增加590個點子至40.2%。於2021財政年度上半年和2021財政年度下半年，中國內地的批發營業額佔比分別為36.3%和42.3%。
- 於2021年3月31日，我們設有2,659個周大福珠寶加盟零售點。於大部份周大福珠寶加盟零售點，我們在零售消費者完成銷售交易前保留存貨擁有權，待交易完成後，則會確認批發營業額。此類加盟零售點的營業額佔中國內地批發營業額約64.1%。

SSSG

SSSG of major products 主要產品同店銷售增長



同店銷售增長

Same Store ASP 同店平均售價

FY2021

Gem-set jewellery
珠寶鑲嵌首飾

HK\$

7,000

(FY2020⁽¹⁾: HK\$6,500)

Gold jewellery and products
黃金首飾及產品

HK\$

5,000

(FY2020⁽¹⁾: HK\$4,100)

—●— Gem-set, Platinum and K-gold jewellery 珠寶鑲嵌、鉑金及K金首飾
—●— Gold jewellery and products 黃金首飾及產品

		FY2021	
		SSSG	SSS volume growth
		同店銷售增長	同店銷量增長
Gem-set, Platinum and K-gold jewellery	珠寶鑲嵌、鉑金及K金首飾	▲ 11.2%	▲ 0.4%
Gold jewellery and products	黃金首飾及產品	▲ 35.3%	▲ 11.3%
Watches	鐘錶	▲ 76.0%	▲ 21.8%
Overall	整體	▲ 31.9%	▲ 8.2%

(1) Same Store ASP on FY2021 Same Store basis

(1) 同店平均售價以2021財政年度的同店作基準

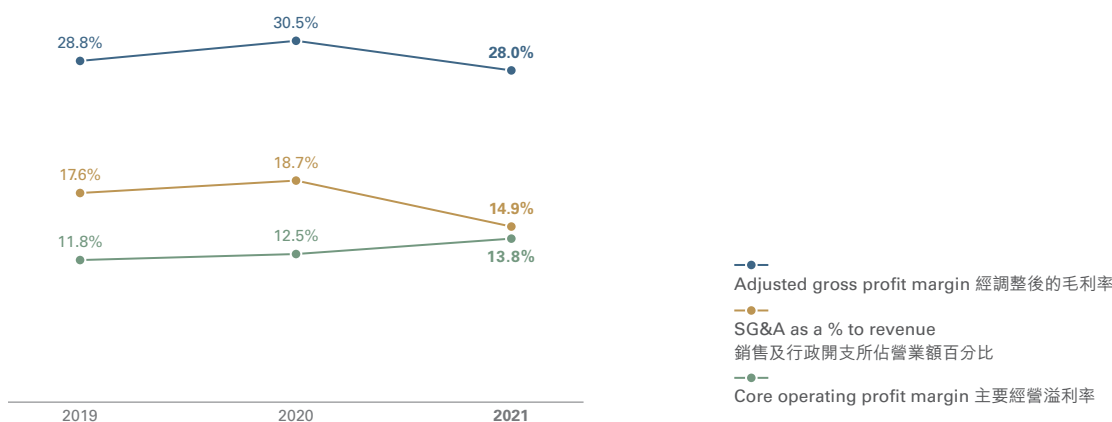
- In Mainland China, Same Store ASP continued an upward trend in all product categories during FY2021.
- Retail demand for gold jewellery and products was sluggish in 1HFY2021. Yet, as gold price softened coupled with a favourable impact from the appreciation of RMB, demand picked up in 2HFY2021. This led to a SSSG of 35.3% for full year. ASP of gold jewellery and products surged from HK\$4,100 in FY2020 to HK\$5,000 in FY2021, mainly thanks to the continual strength in CTF • HUÁ Collection.
- SSS of gem-set, platinum and k-gold jewellery grew 11.2% during the financial year. Gem-set jewellery ASP went up from HK\$6,500 in FY2020 to HK\$7,000 in FY2021.
- Watches witnessed a very strong year and delivered a 76.0% SSSG in FY2021, supported by a buoyant domestic demand.
- 於中國內地，所有產品類別的同店平均售價於2021財政年度繼續呈現上升趨勢。
- 2021財政年度上半年黃金首飾及產品的零售需求疲弱。然而，其需求於2021財政年度下半年因金價回軟以及人民幣升值帶來的有利影響而回升，帶動全年同店銷售增長35.3%。黃金首飾及產品平均售價由2020財政年度的4,100港元上漲至2021財政年度的5,000港元，主要受惠於周大福傳承系列持續熱賣。
- 珠寶鑲嵌、鉑金及K金首飾的同店銷售於本財政年度上升11.2%。珠寶鑲嵌首飾的平均售價由2020財政年度的6,500港元上升至2021財政年度的7,000港元。
- 在國內殷切需求的支持下，鐘錶表現強勁，2021財政年度同店銷售增長為76.0%。

Profitability

盈利能力

Mainland China 中國內地

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



(HK\$ million)	(百萬港元)	1HFY2020	2HFY2020	1HFY2021	2HFY2021	1HFY YoY change 財政年度 上半年 同比變化	2HFY YoY change 財政年度 下半年 同比變化
Revenue	營業額	20,224	20,539	21,216	38,482	▲ 4.9%	▲ 87.4%
Adjusted gross profit	經調整後的毛利	6,445	5,988	7,343	9,368	▲ 13.9%	▲ 56.4%
<i>Adjusted gross profit margin</i>	<i>經調整後的毛利率</i>	31.9%	29.2%	34.6%	24.3%	▲ 2.7% pts 個百分點	▼ 4.9% pts 個百分點
Other income	其他收入	121	158	197	228	▲ 62.4%	▲ 44.6%
SG&A	銷售及行政開支	(3,724)	(3,892)	(3,491)	(5,420)	▼ 6.2%	▲ 39.2%
<i>SG&A as a % to revenue</i>	<i>銷售及行政開支所佔 營業額百分比</i>	18.4%	19.0%	16.5%	14.1%	▼ 1.9% pts 個百分點	▼ 4.9% pts 個百分點
Core operating profit	主要經營溢利	2,843	2,253	4,050	4,176	▲ 42.5%	▲ 85.3%
<i>Core operating profit margin</i>	<i>主要經營溢利率</i>	14.1%	11.0%	19.1%	10.9%	▲ 5.0% pts 個百分點	▼ 0.1% pts 個百分點

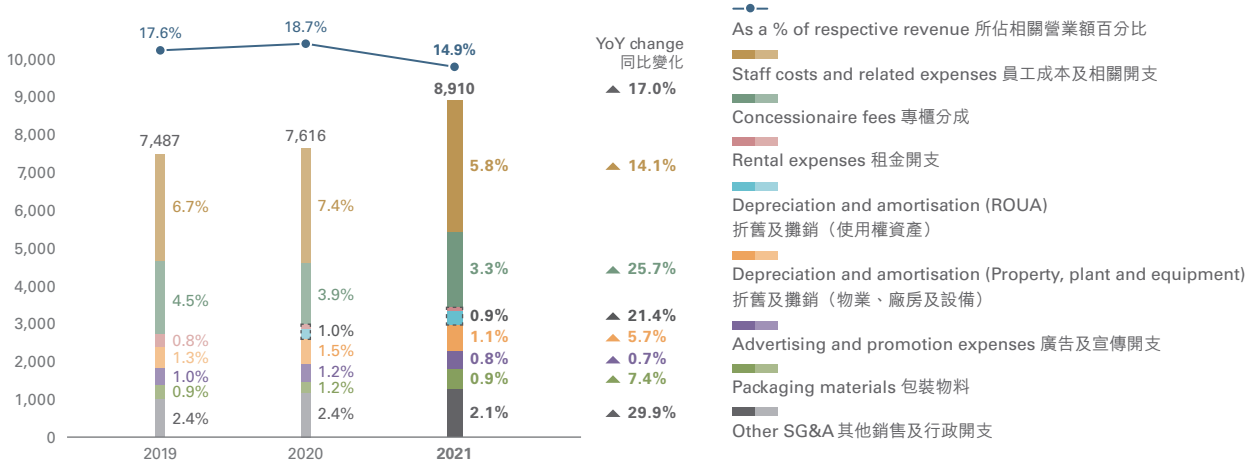
- Adjusted gross profit margin in Mainland China expanded by 270 basis points to 34.6% in 1HFY2021 as like-for-like gross profit margin improved, especially in gold jewellery and products. However, in 2HFY2021, adjusted gross profit margin decreased by 490 basis points to 24.3% as a result of higher contribution of gold jewellery and products and watches in retail business, decline in gross profit margin in gold jewellery and products and impact from wholesale business.
- Yet, core operating profit margin stayed at about 11% in 2HFY2021, similar to 2HFY2020 level.
- 隨著產品(特別是黃金首飾及產品)毛利率有所改善,中國內地經調整後的毛利率於2021財政年度上半年上升270個點子至34.6%。但因零售業務中的黃金首飾和產品和鐘錶產品貢獻增加、黃金首飾和產品毛利率下降及批發業務帶來的影響,經調整後的毛利率於2021財政年度下半年下降490個點子至24.3%。
- 然而,主要經營溢利率於2021財政年度下半年維持約11%,與2020財政年度下半年水平相若。

- Overall, adjusted gross profit margin contracted by 250 basis points to 28.0% in FY2021 as a result of higher sales contribution from wholesale business, gold jewellery and products and watches in retail business as compared with FY2020.
- SG&A ratio decreased by 380 basis points to 14.9% in FY2021, thanks to our cost savings, relief received from government on major expense item and operating leverage.
- Full year core operating profit margin expanded by 130 basis points year-on-year, demonstrating a continuous improvement across the previous three financial years.
- 整體而言，相比2020財政年度，2021財政年度經調整後的毛利率下降250個點子至28.0%，由於批發業務與零售業務的黃金首飾及產品與鐘錶產品的銷售貢獻有所增長。
- 受惠於我們的成本減省措施、政府的主要開支項目上的紓緩措施及營運效益，2021財政年度銷售及行政開支比率下跌380個點子至14.9%。
- 全年主要經營溢利率按年增長130個點子，在過去三個財政年度持續改善。

SG&A

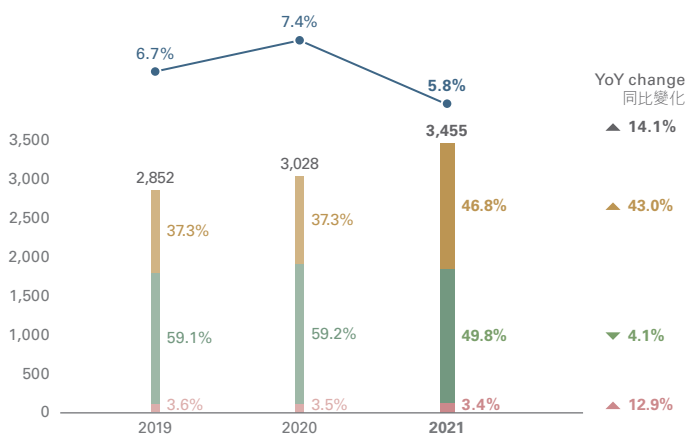
SG&A to revenue ratio 銷售及行政開支佔營業額比率

For the year ended 31 March 截至3月31日止年度
(HK\$ million 百萬港元)



Staff costs and related expenses 員工成本及相關開支

For the year ended 31 March 截至3月31日止年度
(HK\$ million 百萬港元)



(1) Employees in production function excluded

(2) Other staff related expenses mainly included staff messing, medical care, educational expenses, etc.

- Staff costs and related expenses were up by 14.1% in FY2021. Incremental expenses were mainly attributable to the increase in variable performance based portion which was in line with business growth.
- Fixed costs decreased by 4.1% during the financial year as there was government relief on the social insurance contribution amounted to approximately HK\$40 million due to the COVID-19 situation. In addition, the calculation basis of employer contribution on the social insurance was adjusted down by the government as compared to the prior year.

FY2021



20,290

Average number of employees⁽¹⁾
平均員工數目⁽¹⁾

YoY change
同比變化



▼ 2.8%

- As a % of respective revenue 所佔相關營業額百分比
- Variable staff costs 浮動員工成本
- Fixed staff costs 固定員工成本
- Other staff related expenses⁽²⁾ 其他員工相關開支⁽²⁾

(1) 不包括生產部門的員工

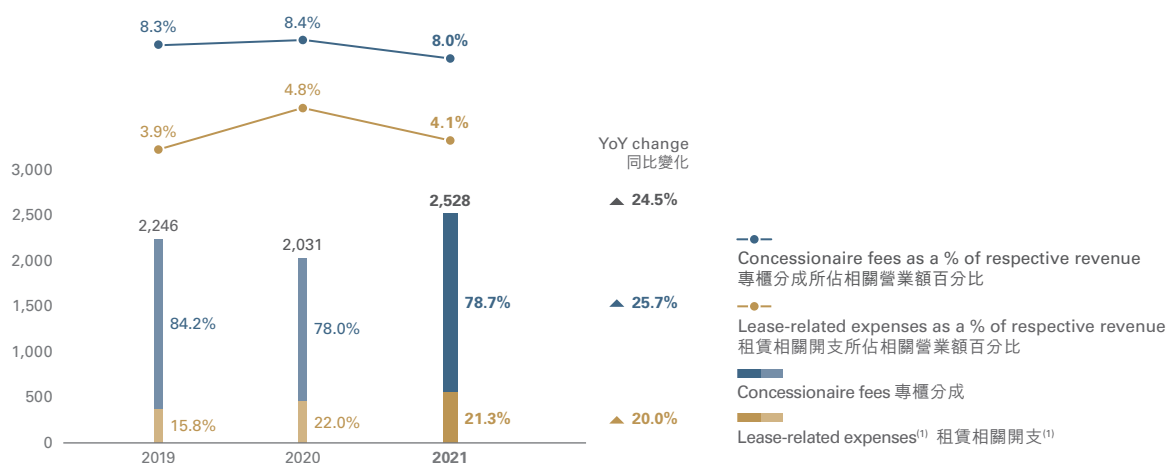
(2) 其他員工相關開支主要包括員工膳食津貼、醫療費和教育經費等

- 2021財政年度的員工成本及相關開支上升14.1%。開支增加主要由於與表現掛鈎的浮動組成部份上升，與業務增長相符。
- 由於政府因應2019冠狀病毒病疫情而提供約4,000萬港元社會保險繳費的紓緩措施，固定員工成本於本財政年度減少4.1%。此外，相比去年同期，政府亦調低了向企業徵收的社會保險繳費的計算基準。

Concessionaire fees and lease-related expenses⁽¹⁾

專櫃分成及租賃相關開支⁽¹⁾

For the year ended 31 March 截至3月31日止年度
(HK\$ million 百萬港元)



- Concessionaire fees rose by 25.7% as retail revenue increased. The concessionaire fees ratio was lowered to 8.0% mainly due to the shift of sales mix towards gold jewellery and products which are generally subject to lower rates.
- Lease-related expenses ratio also went down to 4.1% as a result of operating leverage.

(1) Under IFRS 16 — leases, depreciation and amortisation (ROUA) and finance costs on leases replace the majority of rental expenses and therefore we combined these three elements for the analysis of lease-related expenses

- 專櫃分成隨零售營業額增加而上調25.7%。專櫃分成比率下降至8.0%，主要由於銷售組合轉向專櫃分成比率一般較低的黃金首飾及產品。
- 營運效益使租賃相關開支比率亦降至4.1%。

(1) 根據國際財務報告準則第16號 — 租賃、折舊及攤銷(使用權資產)及租賃融資成本取代大部份租金開支，我們就此將三個項目合併，以進行租賃相關開支之分析

POS network

零售點網絡

POS movement by store brand⁽¹⁾ – Mainland China 按店舖品牌劃分的零售點變動⁽¹⁾ – 中國內地

As at	於	31.3.2019 Total 總計	31.3.2020 Total 總計	During FY2021 2021 財政年度 Addition 增加	Reduction 減少	Net 淨增減	31.3.2021 Total 總計
CHOW TAI FOOK JEWELLERY ⁽²⁾	周大福珠寶 ⁽²⁾	2,807	3,429	833	(164)	669	4,098
CTF WATCH	周大福鐘錶	113	116	22	(10)	12	128
HEARTS ON FIRE	HEARTS ON FIRE	3	1	–	–	–	1
ENZO	ENZO	–	59	25	(9)	16	75
SOINLOVE	SOINLOVE	27	43	31	(8)	23	66
MONOLOGUE	MONOLOGUE	38	51	34	(8)	26	77

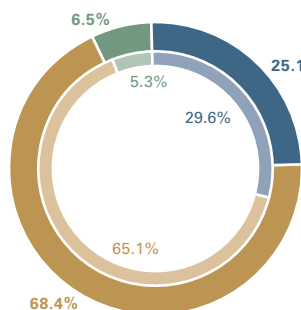
(1) SIS and CIS excluded
(2) CTF WATCH POS excluded

(1) 不包括店中店及店內專櫃
(2) 不包括周大福鐘錶零售點

RSV analysis

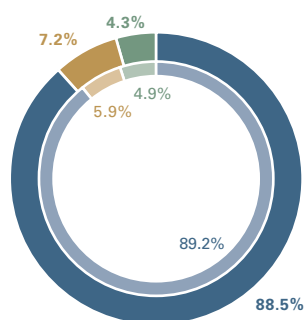
零售值分析

RSV by product 按產品劃分的零售值



FY2020	FY2021	RSV YoY change 零售值同比變化
■	■	Gem-set, Platinum and K-gold jewellery 珠寶鑲嵌、鉑金及K金首飾 ▲ 27.4%
■	■	Gold jewellery and products 黃金首飾及產品 ▲ 57.7%
■	■	Watches 鐘錶 ▲ 84.0%
Overall 整體		▲ 50.1%

RSV by channel 按銷售渠道劃分的零售值



FY2020	FY2021	RSV YoY change 零售值同比變化
■	■	CHOW TAI FOOK JEWELLERY 周大福珠寶 ▲ 49.0%
■	■	Other store brands ⁽¹⁾ 其他店舖品牌 ⁽¹⁾ ▲ 83.4%
■	■	E-commerce ⁽²⁾ 電子商務 ⁽²⁾ ▲ 30.9%
Overall 整體		▲ 50.1%

(1) CTF WATCH, HEARTS ON FIRE, ENZO, SOINLOVE and MONOLOGUE included
(2) Major platforms included Chow Tai Fook eShop, Tmall, JD.com, Vipshop; O2O distribution (i.e. routing online orders to POS for delivery service), CloudSales 365 and Cloud Kiosk excluded

(1) 包括周大福鐘錶、HEARTS ON FIRE、ENZO、SOINLOVE及MONOLOGUE
(2) 主要平台包括周大福網絡旗艦店、天貓、京東、唯品會，但不包O2O配送（即將線上訂單發送至零售點以安排寄送服務）、雲商365及雲櫃台

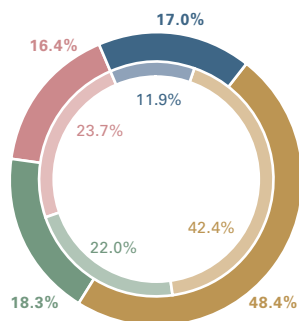
The following analyses focus on CHOW TAI FOOK JEWELLERY POS which contributed approximately 90% of the RSV in Mainland China:

周大福珠寶零售點佔中國內地零售值約90%，以下將集中該業務作分析：

CHOW TAI FOOK JEWELLERY POS

周大福珠寶零售點

RSV and POS by tier of cities⁽¹⁾ 按城市級別劃分的零售值及零售點⁽¹⁾



% of POS 零售點佔比	% of RSV 零售值佔比	City Tier	FY2021	
			RSV YoY change 零售值同比變化	Net POS movement 零售點淨變動
■	■	Tier I cities 一線城市	▲ 45.4%	▲ 77
■	■	Tier II cities 二線城市	▲ 47.3%	▲ 268
■	■	Tier III cities 三線城市	▲ 52.7%	▲ 156
■	■	Tier IV cities and others 四線城市及其他	▲ 54.1%	▲ 168

(1) As an initiative to better reflect the economic development and strategic significance of cities in Mainland China, we adopt the city-tier ranking published by Yicai Global. New first-tier cities were grouped under Tier II cities in our analysis. Please refer to the ranking released on 29 May 2020

(1) 為更合適地反映中國內地城市的經濟發展和戰略意義，我們採用《第一財經》發佈的城市等級排名。新一線城市於我們的分析中被分類為二線城市。請參閱2020年5月29日公佈的排名

- In FY2021, we opened a net of 669 CHOW TAI FOOK JEWELLERY POS in Mainland China under the continuous execution of our expansion strategy. Approximately half of these openings were located in Tier III, IV and other cities.
- Tier III, IV and other cities achieved stronger RSV growth than Tier I and II cities during the financial year, mainly driven by new openings.

- 於2021財政年度，我們繼續落實執行拓展策略，於中國內地淨開設669個周大福珠寶零售點。開店約半數位於三、四線及其他城市。
- 於本財政年度內，三、四線及其他城市的零售值增長較一線及二線城市強勁，主要受新增零售點所帶動。

RSV and POS by operation model 按營運模式劃分的零售值及零售點



- By operation model, all net openings in FY2021 were in franchised format. As at 31 March 2021, approximately 65% of our POS in Mainland China were in franchised format.
- Franchised POS outpaced self-operated POS in RSV growth and shared 51.5% of RSV in Mainland China during FY2021, underpinned largely by new openings over the past two years. Growth of franchised POS calculated on same store basis was 32.8% in FY2021.
- Sales per store of franchised POS was generally lower than that of self-operated POS located in the same city tier during the financial year.
- 按營運模式劃分，2021財政年度所有淨開店為加盟店。於2021年3月31日，中國內地約有65%的零售點以加盟模式經營。
- 於2021財政年度，加盟零售點的零售值增長優於直營零售點，並佔中國內地51.5%的零售值，主要受過去兩年新增零售點的支持。於2021財政年度，按同店計算的加盟零售點的銷售增長為32.8%。
- 加盟零售點的單店銷售額於本財政年度內一般較同級城市的直營零售點低。

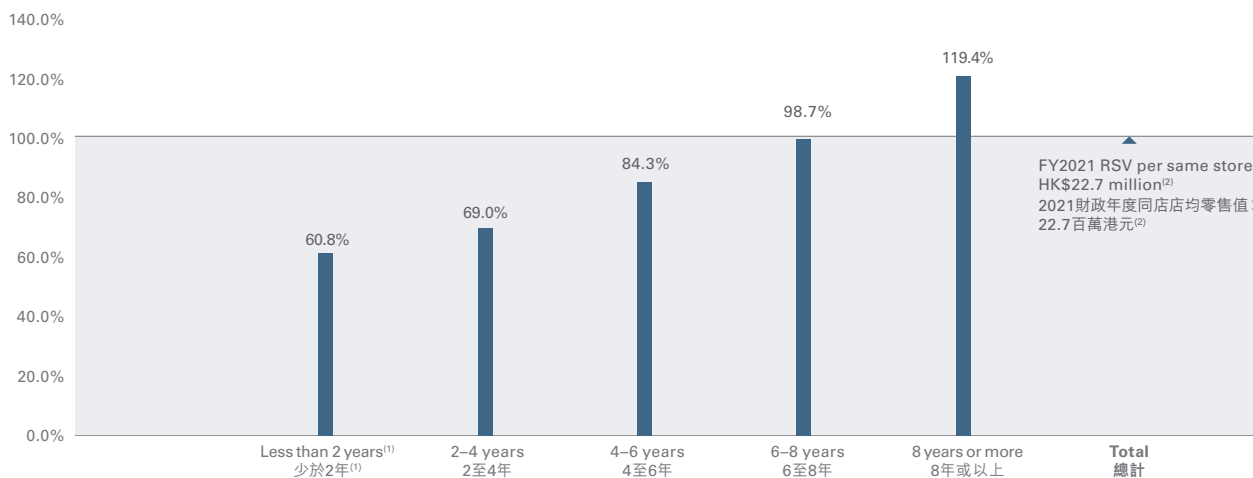
RSV and POS by store format 按店舖類型劃分的零售值及零售點



- In FY2021, stores at street level and shopping malls continued to have a stronger RSV growth than POS in department stores.
- 於2021財政年度，街舖和購物中心的零售值增長繼續優於百貨公司的零售點。

Self-operated CHOW TAI FOOK JEWELLERY POS 周大福珠寶直營零售點

RSV per store by store age 按店齡劃分的每店零售值



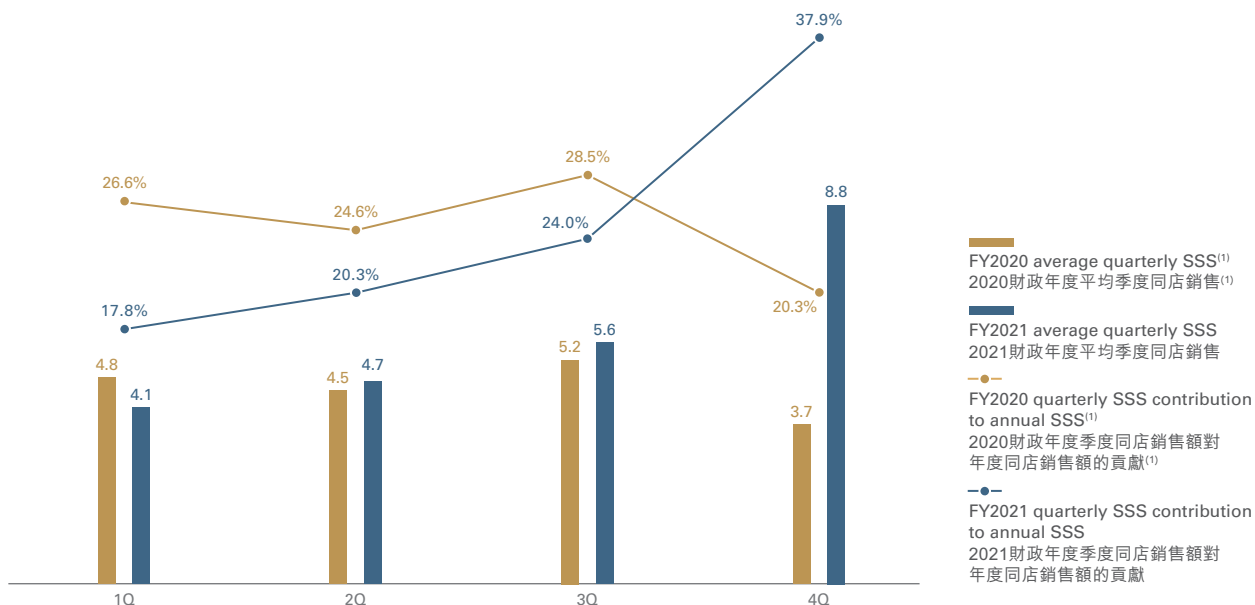
POS opening date 開店日期	4/2019-3/2021	4/2017-3/2019	4/2015-3/2017	4/2013-3/2015	3/2013 or before 3/2013或以前	Total
POS 零售點	115	292	205	177	650	1,439
% of POS 零售點佔比	8.0%	20.3%	14.2%	12.3%	45.2%	100.0%

Ratio of annual RSV per store to RSV per Same Store 每店年度零售值與同店均零售值之比例

- (1) For POS of age less than 1 year, RSV is adjusted on an annualised basis
店齡不足1年的零售點之零售值按年化基準調整
- (2) Value-added tax ("VAT") included
包括增值稅

Average quarterly sales 平均季度銷售額

(HK\$ million 百萬港元)



(1) SSS on FY2021 Same Store basis

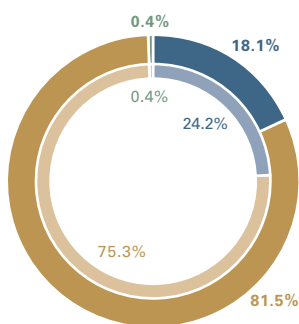
(1) 同店銷售以2021財政年度的同店作基準

- As business in 1HFY2021 was still recovering from the COVID-19 pandemic, average SSS contribution in 2HFY2021 reached approximately 62% of full year SSS, slightly higher than our seasonality under normal course of business.
- 4Q, being our peak season as driven by festive occasions such as Chinese New Year and Valentine's Day, usually account for the highest quarterly SSS contribution. However, with the pandemic, the SSS contribution for 4QFY2020 was reduced to 20.3%, resulting in an abnormal seasonality pattern.
- 由於2021財政年度上半年的業務正從2019冠狀病毒病疫情中復甦，2021財政年度下半年的平均同店銷售額貢獻達到全年同店銷售額的約62%，略高於我們正常業務下的季節性水平。
- 第四季度適逢農曆新年及情人節等節慶活動，故屬我們的旺季，該季度通常於我們同店銷售中有最高的季度貢獻。然而，受疫情影響，2020財政年度第四季度的同店銷售貢獻降至20.3%，形成反常的季節性模式。

E-commerce⁽¹⁾ and O2O related business⁽²⁾

電子商務⁽¹⁾與O2O相關業務⁽²⁾

RSV by product 按產品劃分的零售值



FY2020	FY2021		RSV YoY change 零售值同比變化
		Gem-set, Platinum and K-gold jewellery 珠寶鑲嵌、鉑金及K金首飾	▲ 43.0%
		Gold jewellery and products 黃金首飾及產品	▲ 107.4%
		Watches 鐘錶	▲ 95.0%
		Overall 整體	▲ 91.8%

(1) Major platforms included Chow Tai Fook eShop, Tmall, JD.com, Vipshop

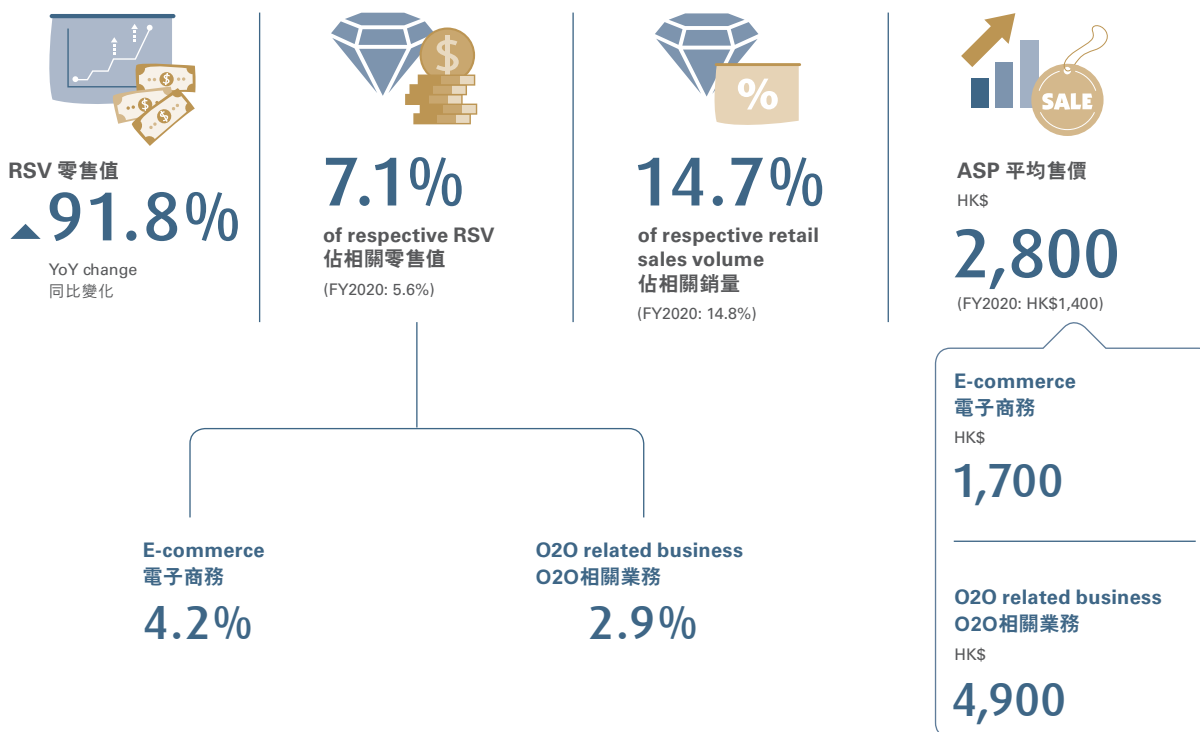
(2) O2O distribution (i.e. routing online orders to POS for delivery service), CloudSales 365 and Cloud Kiosk included

(1) 主要平台包括周大福網絡旗艦店、天貓、京東、唯品會

(2) 包括O2O配送(即將線上訂單發送至零售點以安排寄送服務)、雲商365及雲櫃台

E-commerce and O2O related business performance 電子商務與O2O相關業務的表現

FY2021



- RSV of our e-commerce and O2O related business grew strongly at 91.8% in FY2021, mainly attributable to our sales on O2O platforms.
- E-commerce and O2O related business contributed 7.1% to the RSV in Mainland China during the financial year, thanks to our private domain smart retail applications. ASP of these applications was three times that of the e-commerce platforms as they enabled a closer connection and a stronger trust with our customers.
- In terms of retail sales volume, share of the e-commerce and O2O related business to the Mainland China's operations stayed similar to previous financial year.
- 電子商務與O2O相關業務的零售值於2021財政年度飆升91.8%，主要歸功於我們在O2O平台的銷售。
- 受惠於我們的私域零售科技應用，電子商務與O2O相關業務於本財政年度內對中國內地的零售值貢獻為7.1%。由於該等應用使我們與客戶建立更緊密的聯繫和增強信任，因此其平均售價是電子商務平台的三倍。
- 按銷量而言，電子商務與O2O相關業務於中國內地業務的佔比與上一財政年度相若。

HONG KONG, MACAU AND OTHER MARKETS

Revenue

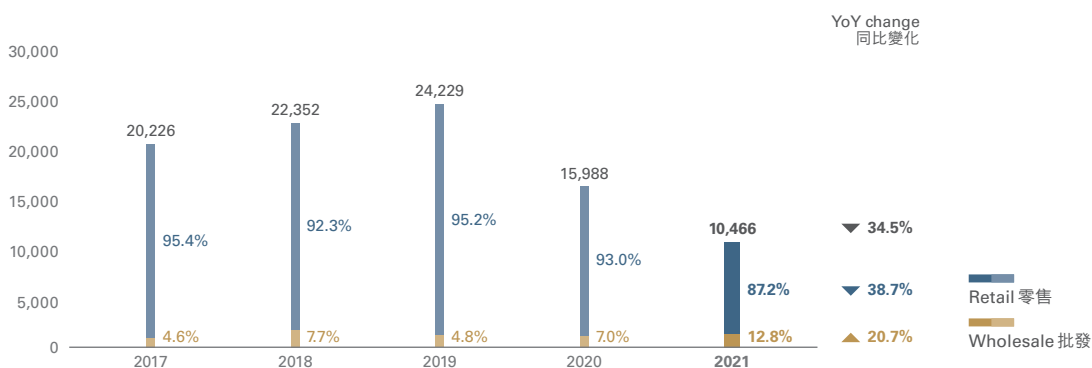
香港、澳門及其他市場

營業額

Revenue by operation model 按營運模式劃分的營業額

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

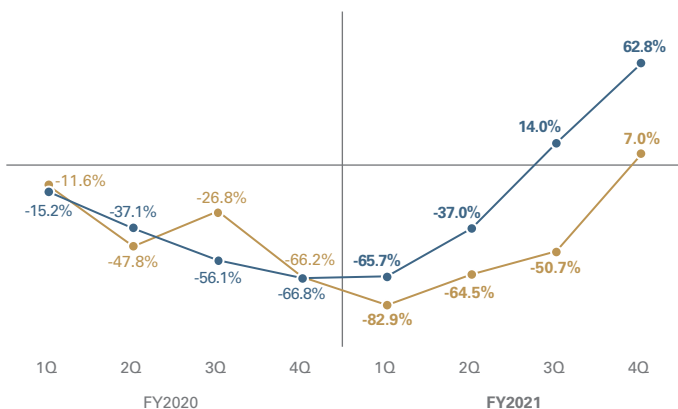
(HK\$ million 百萬港元)



- In Hong Kong, Macau and other markets, our retail revenue represents sales from self-operated POS, e-commerce and other direct channels, while wholesale revenue represents sales to franchisees, sales to retailers and sales from jewellery trading.
- 我們於香港、澳門及其他市場的零售營業額來自直營零售點、電子商務及其他直接渠道的銷售額，而批發營業額則指向加盟商銷售貨品、向零售商銷售貨品及來自珠寶貿易的銷售額。
- Retail revenue declined by 38.7% in FY2021 as customer traffic remained subdued.
- 由於客流量仍然偏低，2021 財政年度的零售營業額下降 38.7%。

SSSG

SSSG of major products 主要產品同店銷售增長



同店銷售增長

Same Store ASP 同店平均售價

FY2021

Gem-set jewellery
珠寶鑲嵌首飾

HK\$

15,600

(FY2020⁽¹⁾: HK\$11,300)

Gold jewellery and products
黃金首飾及產品

HK\$

5,500

(FY2020⁽¹⁾: HK\$6,800)

—●— Gem-set, Platinum and K-gold jewellery 珠寶鑲嵌、鉑金及K金首飾

—●— Gold jewellery and products 黃金首飾及產品

		FY2021	
		SSSG	SSS volume growth
		同店銷售增長	同店銷量增長
Gem-set, Platinum and K-gold jewellery	珠寶鑲嵌、鉑金及K金首飾	▼ 19.3%	▼ 38.7%
Gold jewellery and products	黃金首飾及產品	▼ 55.7%	▼ 45.0%
Watches	鐘錶	▼ 7.6%	▼ 20.0%
Overall	整體	▼ 41.3%	▼ 42.9%

(1) Same Store ASP on FY2021 Same Store basis

(1) 同店平均售價以2021財政年度的同店作基準

- SSS of gold jewellery and products went down by about 56% in FY2021. ASP of the product category reduced from HK\$6,800 in FY2020 to HK\$5,500 as sales mix of fixed price gold products increased.
- Despite the challenging business environment, SSSG of gem-set, platinum and k-gold jewellery was back to a positive level since 3QFY2021, thanks to our promotional efforts. This successfully attracted big ticket transactions, leading to 38.7% increase in ASP of gem-set jewellery during the financial year.

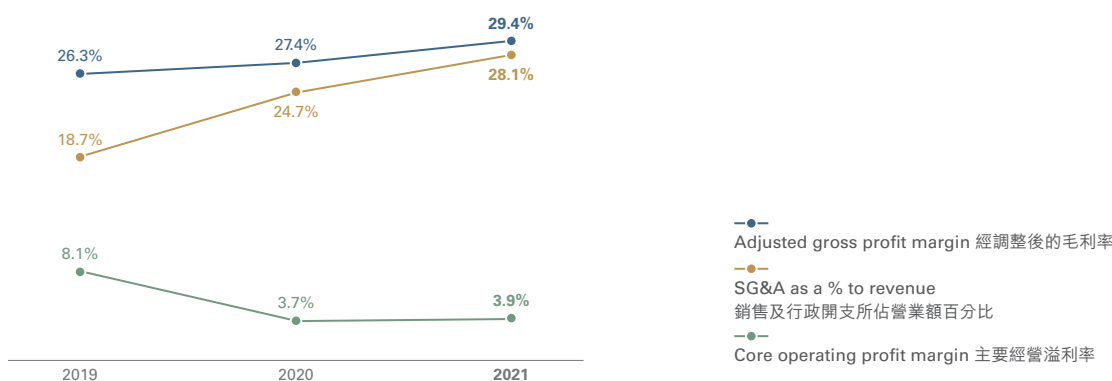
- 於2021財政年度，黃金首飾及產品的同店銷售下跌約56%。該產品類別的平均售價由2020財政年度的6,800港元減至5,500港元，此乃由於定價黃金產品的銷售組合增加所致。
- 儘管營商環境充滿挑戰，但我們藉著促銷活動，令珠寶鑲嵌、鉑金及K金首飾的同店銷售增長自2021財政年度第三季度起回復至正數水平。這些活動同時成功促成不少大額銷售，使本財政年度內珠寶鑲嵌首飾的平均售價增加38.7%。

Profitability

盈利能力

Hong Kong, Macau and other markets 香港、澳門及其他市場

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



(HK\$ million)	(百萬港元)	1HFY2020	2HFY2020	1HFY2021	2HFY2021	1HFY YoY change 財政年度 上半年 同比變化	2HFY YoY change 財政年度 下半年 同比變化
Revenue	營業額	9,309	6,679	3,457	7,009	▼ 62.9%	▲ 4.9%
Adjusted gross profit	經調整後的毛利	2,619	1,756	1,316	1,760	▼ 49.7%	▲ 0.2%
<i>Adjusted gross profit margin</i>	<i>經調整後的毛利率</i>	28.1%	26.3%	38.1%	25.1%	▲ 10.0% pts 個百分點	▼ 1.2% pts 個百分點
Other income	其他收入	92	66	149	117	▲ 63.0%	▲ 78.0%
SG&A	銷售及行政開支	(2,026)	(1,915)	(1,437)	(1,501)	▼ 29.1%	▼ 21.6%
<i>SG&A as a % to revenue</i>	<i>銷售及行政開支所佔 營業額百分比</i>	21.8%	28.7%	41.6%	21.4%	▲ 19.8% pts 個百分點	▼ 7.3% pts 個百分點
Core operating profit	主要經營溢利	685	(94)	28	376	▼ 95.9%	N/A 不適用
<i>Core operating profit margin</i>	<i>主要經營溢利率</i>	7.4%	(1.4)%	0.8%	5.4%	▼ 6.6% pts 個百分點	N/A 不適用

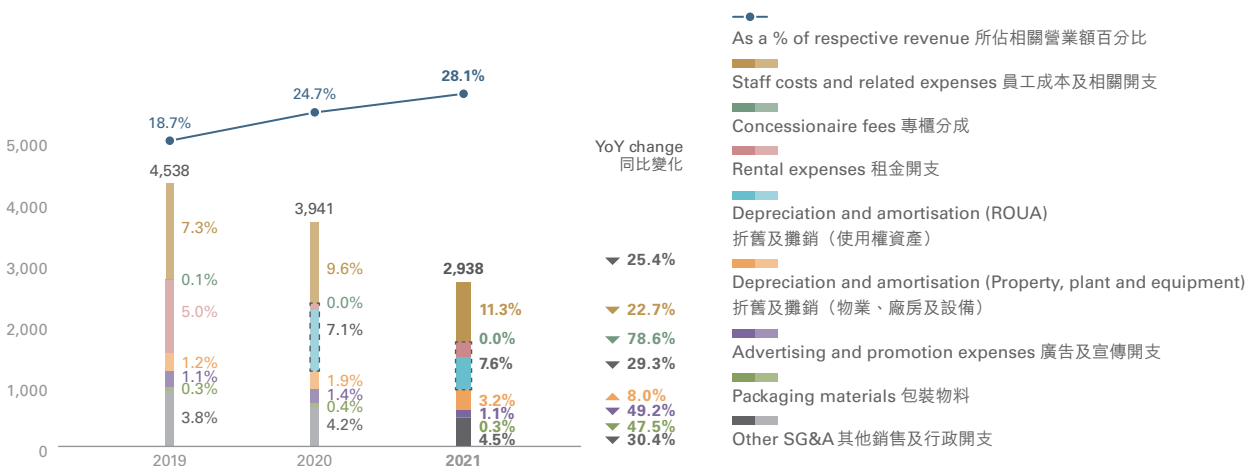
- In 1HFY2021, adjusted gross profit margin improved significantly by 1,000 basis points to 38.1%, driven largely by the surge in gold price and some improvement in gross profit margin of our jewellery trading business. In 2HFY2021, adjusted gross profit margin decreased from 26.3% to 25.1% due to impact from wholesale business which was partially offset by like-for-like margin improvement and a more favourable product mix in retail business.
- As a result, in FY2021, adjusted gross profit margin expanded by 200 basis points to 29.4%.
- 2021 財政年度上半年，受金價急升及珠寶貿易業務毛利率改善所帶動，經調整後的毛利率顯著上升 1,000 個點子至 38.1%。2021 財政年度下半年經調整後的毛利率由 26.3% 降至 25.1%，由於批發業務帶來影響，但部份影響因零售業務的產品毛利率有所改善以及其較有利的產品組合而抵銷。
- 因此，2021 財政年度經調整後的毛利率增長 200 個點子至 29.4%。

- SG&A ratio increased by 340 basis points to 28.1% in the financial year due to operating deleverage especially in 1HFY2021, yet thanks to effective cost control, SG&A ratio was back to 21.4% in 2HFY2021.
- Core operating profit dropped significantly by 31.7% in FY2021. Yet, a core operating profit of HK\$376 million was recorded in 2HFY2021, demonstrating a sequential improvement from 2HFY2020 and 1HFY2021. Its corresponding margin was slightly up by 20 basis points to 3.9% during the financial year, benefitted from the government subsidies received which we recorded as other income.
- 於本財政年度內，尤其於2021財政年度上半年因經營負槓桿效應，令銷售及行政開支比率上升340個點子至28.1%，但有效的成本控制使銷售及行政開支比率於2021財政年度下半年回落至21.4%。
- 主要經營溢利於2021財政年度大幅下跌31.7%。然而，2021財政年度下半年錄得主要經營溢利376百萬港元，反映自2020財政年度下半年及2021財政年度上半年連續錄得改善。受惠於我們在其他收入中記賬的政府補貼，其相應溢利率於本財政年度微升20個點子至3.9%。

SG&A

SG&A to revenue ratio 銷售及行政開支佔營業額比率

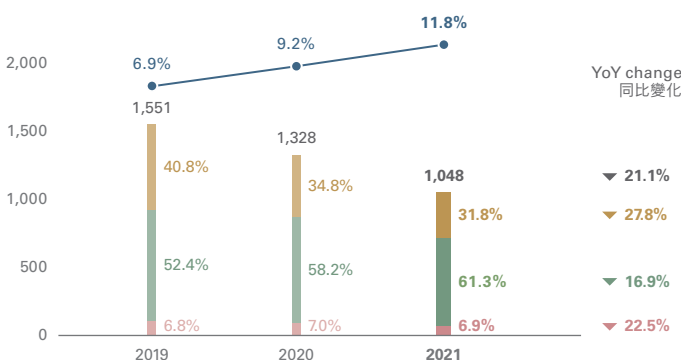
For the year ended 31 March 截至3月31日止年度
(HK\$ million 百萬港元)



Hong Kong and Macau

Staff costs and related expenses 員工成本及相關開支

For the year ended 31 March 截至3月31日止年度
(HK\$ million 百萬港元)



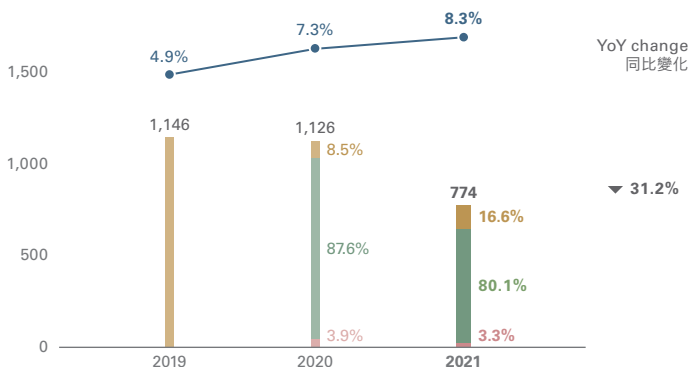
(1) Employees in production function excluded

(2) Other staff related expenses mainly included staff messing, medical care, educational expenses, etc.

- Staff costs and related expenses was down by 21.1%. The variable staff costs shrank by 27.8% year-on-year in FY2021, largely in line with the drop in revenue.
- Fixed staff costs also declined by 16.9% due to attrition and reduction on certain allowances.
- During FY2021, we received HK\$160 million from Employment Support Scheme which was recognised in other income.

Lease-related expenses⁽³⁾ 租賃相關開支⁽³⁾

For the year ended 31 March 截至3月31日止年度
(HK\$ million 百萬港元)



(3) Under IFRS 16 — leases, depreciation and amortisation (ROUA) and finance costs on leases replace the majority of rental expenses and therefore we combined these three elements for the analysis of lease-related expenses

香港及澳門

FY2021



- As a % of respective revenue 所佔相關營業額百分比
- Variable staff costs 浮動員工成本
- Fixed staff costs 固定員工成本
- Other staff related expenses⁽²⁾ 其他員工相關開支⁽²⁾

(1) 不包括生產部門的員工

(2) 其他員工相關開支主要包括員工膳食津貼、醫療費和教育經費等

- 員工成本及相關開支減少21.1%。浮動員工成本於2021財政年度按年減少27.8%，與營業額減幅大致相符。
- 由於員工流失以及若干津貼減少，固定員工成本亦因而減少16.9%。
- 於2021財政年度，我們獲「保就業」計劃發放160百萬港元，金額已確認為其他收入。

- Lease-related expenses fell by 31.2% due to consolidation of POS and rental renewal reduction. Yet its corresponding expenses ratio expanded by 100 basis points to 8.3% in FY2021 due to operating deleverage. The average reduction on lease renewal during FY2021 relative to the last leases was around 40%.
- 由於零售點整合及續租租金下調，租賃相關開支減少31.2%。然而，其相應開支佔比因經營負債桿效應於2021財政年度上升100個點子至8.3%。2021財政年度續租金額較上一個租約之平均跌幅約為40%。
- During FY2021, COVID-19-related rent concession of HK\$128 million was recognised in other gains.
- 於2021財政年度，2019冠狀病毒病相關的租金優惠為128百萬港元，金額已確認為其他收益。

POS network

POS movement by store brand⁽¹⁾ – Hong Kong, Macau and other markets

按店舖品牌劃分的零售點變動⁽¹⁾ – 香港、澳門及其他市場

As at	於	31.3.2019 Total 總計	31.3.2020 Total 總計	Addition 增加	During FY2021 2021 財政年度 Reduction 減少	Net 淨增減	31.3.2021 Total 總計
CHOW TAI FOOK JEWELLERY	周大福珠寶	131	138	8	(12)	(4)	134
Hong Kong, China	中國香港	81	83	3	(7)	(4)	79
Macau, China	中國澳門	19	18	1	(1)	–	18
Other markets	其他市場	31	37	4	(4)	–	37
HEARTS ON FIRE	HEARTS ON FIRE	15	10	1	(3)	(2)	8
SOINLOVE	SOINLOVE	–	1	–	–	–	1
MONOLOGUE	MONOLOGUE	–	2	1	–	1	3

(1) SIS and CIS excluded

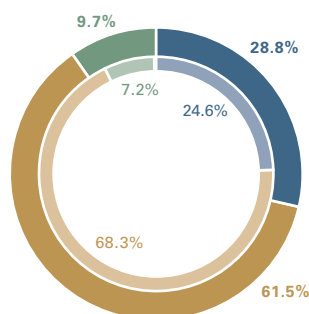
(1) 不包括店中店及店內專櫃

零售點網絡

RSV analysis

Hong Kong, Macau and other markets

RSV by product 按產品劃分的零售值

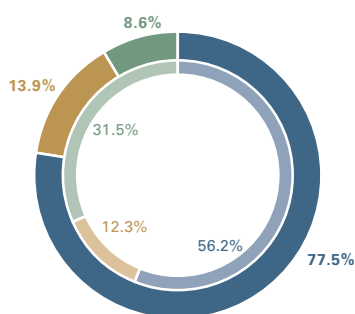


零售值分析

香港、澳門及其他市場

FY2020	FY2021		RSV YoY change 零售值同比變化
■	■	Gem-set, Platinum and K-gold jewellery 珠寶鑲嵌、鉑金及K金首飾	▼ 21.0%
■	■	Gold jewellery and products 黃金首飾及產品	▼ 39.3%
■	■	Watches 鐘錶	▼ 8.6%
Overall 整體			▼ 32.6%

RSV and POS by geography 按地區劃分的零售值及零售點



% of POS 零售點佔比	% of RSV 零售值佔比		FY2021	
			RSV YoY change 零售值同比變化	Net POS movement 零售點淨變動
■	■	Hong Kong 香港	▼ 30.9%	▼ 5
■	■	Macau 澳門	▼ 47.7%	—
■	■	Other markets 其他市場	▼ 9.6%	—

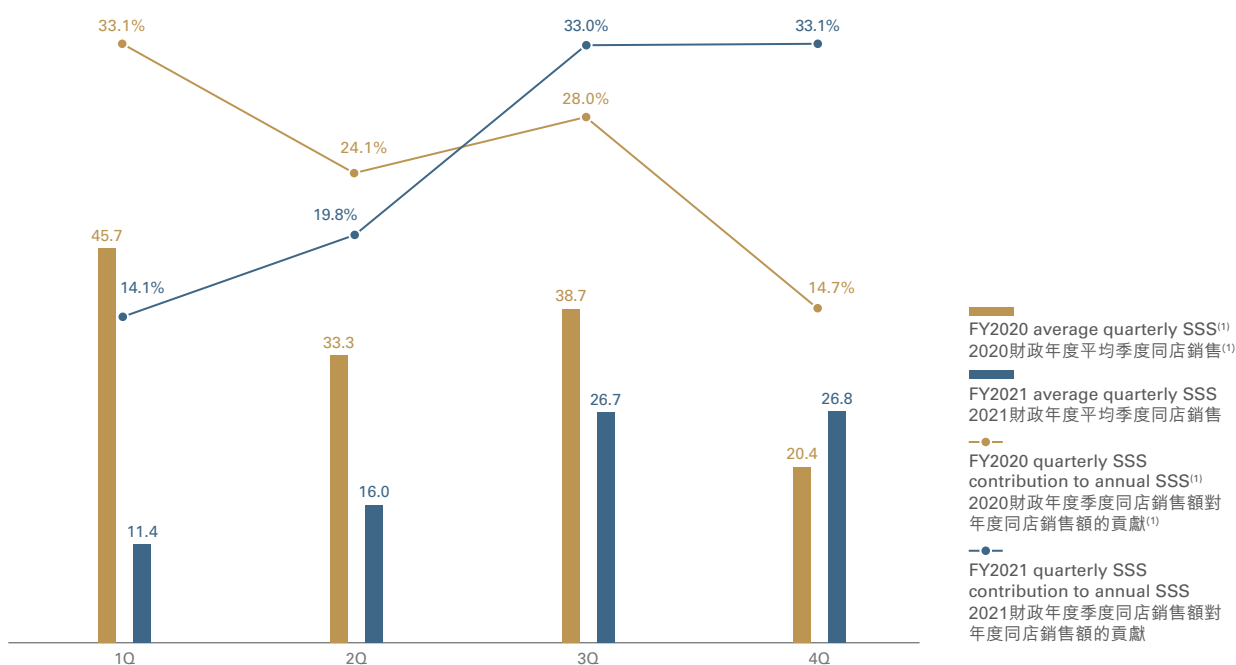
- In FY2021, RSV recorded a 32.6% decline in Hong Kong, Macau and other markets as the pandemics weighed on international travel and tourist related consumption.
- Customer traffic at POS in Hong Kong and Macau dropped by 40.3% year-on-year during the financial year. Whereas the percentage of RSV settled by China UnionPay, Alipay, WeChat Pay or RMB to the total RSV of Hong Kong and Macau market dropped to 18.2% in FY2021 from 36.9% in FY2020.
- In Hong Kong, we consolidated our retail network and closed a net of 5 POS in FY2021, mainly in touristic areas such as Tsim Sha Tsui and Causeway Bay.
- In other markets, we opened 5 duty free POS in Hainan, Mainland China and closed a net of 5 POS in other locations. RSV decline in other markets was softer than that in Hong Kong and Macau, thanks to the robust performance of duty free POS in Hainan.
- 於2021財政年度，疫情使國際旅遊及遊客相關消費受壓，因此香港、澳門及其他市場的零售值下滑32.6%。
- 港澳零售點的客流量於本財政年度內按年下跌40.3%。港澳市場以中國銀聯、支付寶、微信支付或人民幣結算之零售值佔比由2020財政年度的36.9%下降至2021財政年度的18.2%。
- 在香港，我們於2021財政年度整合零售網絡，淨關閉5個零售點，主要位於尖沙咀及銅鑼灣等遊客區。
- 在其他市場，我們在中國內地的海南開設5個免稅零售點，並在其他地點淨關閉5個零售點。海南免稅零售點的表現強勁，使其他市場的零售值跌幅較香港和澳門輕微。

Hong Kong and Macau

香港及澳門

Average quarterly sales 平均季度銷售額

(HK\$ million 百萬港元)



(1) SSS on FY2021 Same Store basis

(1) 同店銷售以2021財政年度的同店作基準

- 3Q, being the peak season for the industry as driven by Christmas, usually accounted for the highest quarterly SSS contribution and average SSS for our Hong Kong and Macau market.
- Nevertheless, seasonality in both FY2021 and FY2020 deviated from that under our normal course of business. The lingering pandemic severely affected our business in 1HFY2021 whereas our promotional efforts helped boost sales in 2HFY2021, lifting SSS contribution of 2HFY2021 to 66.1% of full year SSS.
- While the situation in Hong Kong since 2QFY2020 and the outbreak of pandemic in 4QFY2020 heavily weighed on our business performance, quarterly SSS contribution skewed towards the first quarter during FY2020.
- 第三季度適逢聖誕節，屬業內旺季，其對我們香港及澳門市場的季度同店銷售貢獻和平均同店銷售通常為全年最高。
- 然而，2021財政年度和2020財政年度的銷售情況偏離了我們正常業務的季節性模式。疫情持續嚴重影響我們於2021財政年度上半年的業務，而我們努力促銷有助提高2021財政年度下半年的銷售額，令2021財政年度下半年的同店銷售貢獻提升至全年同店銷售的66.1%。
- 香港自2020財政年度第二季度的狀況和2020財政年度第四季度的疫情對我們的業務表現構成嚴重影響，令2020財政年度季度同店銷售貢獻比重偏向於第一季度。

OTHER FINANCIAL REVIEW

其他財務回顧

Other income, other gains and losses and other expenses

其他收入、其他收益及虧損以及其他開支

For the year ended 31 March	截至3月31日止年度	2019 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元	YoY change 同比變化
Other income	其他收入	396	437	692	▲ 58.4%
Other gains and losses	其他收益及虧損	(276)	(147)	431	N/A 不適用
Other expenses	其他開支	(57)	(146)	(664)	▲ 353.9%

- Other income mainly arose from the government grants received in Mainland China and Hong Kong, commission income, other income received from franchisees and other interest income. In FY2021, approximately 34% of other income were one-off in nature.
- Other gains and losses mainly represented a net foreign exchange gain of HK\$336 million (FY2020: loss HK\$234 million) due to the appreciation of RMB, COVID-19-related rent concession of HK\$128 million (FY2020: HK\$16 million) and gain on surrender of ROUA of HK\$2 million (FY2020: HK\$79 million).
- Other expenses mainly represented the assets impairment (including property, plant and equipment and ROUA) of HK\$382 million (FY2020: HK\$63 million), the goodwill impairment of HK\$232 million (FY2020: HK\$26 million) and the amortisation of other intangible assets of approximately HK\$40 million (FY2020: HK\$36 million) arising from the acquisition of Hearts On Fire Company, LLC several years ago. We decided a repositioning on HEARTS ON FIRE so as to maintain the identity and heritage of the brand while better serve the need for us to penetrate into the high-end segment.
- 其他收入主要指來自中國內地及香港獲得的政府補貼、回扣收入、來自加盟商的其他收入及其他利息收入。於2021財政年度，約34%的其他收入屬一次性。
- 其他收益及虧損主要指因人民幣升值而產生的匯兌淨收益336百萬港元(2020財政年度：虧損234百萬港元)、2019冠狀病毒病相關的租金優惠128百萬港元(2020財政年度：16百萬港元)及處置使用權資產的收益2百萬港元(2020財政年度：79百萬港元)。
- 其他開支主要為資產減值(包括物業、廠房及設備及使用權資產)382百萬港元(2020財政年度：63百萬港元)，以及數年前收購Hearts On Fire Company, LLC產生之商譽減值232百萬港元(2020財政年度：26百萬港元)及其他無形資產攤銷約40百萬港元(2020財政年度：36百萬港元)。我們決定重新定位HEARTS ON FIRE，以保持該品牌的特性和傳統，同時更滿足我們滲透高端市場的需要。

Interest income, finance costs and taxation

利息收入、融資成本及稅項

For the year ended 31 March	截至3月31日止年度	2019 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元	YoY change 同比變化
Interest income from banks	銀行利息收入	83	78	82	▲ 4.5%
Finance costs on bank borrowings	銀行貸款融資成本	(209)	(284)	(132)	▼ 53.7%
Finance costs on gold loans	黃金借貸融資成本	(161)	(207)	(197)	▼ 4.6%
Finance costs on lease liabilities	租賃負債融資成本	-	(69)	(48)	▼ 30.8%
Taxation	稅項	(1,668)	(1,221)	(2,219)	▲ 81.6%

- Finance costs on bank borrowings decreased by 53.7%, mainly due to a relatively lower average bank borrowing interest rate and bank borrowing balance during FY2021.
- Effective tax rate decreased from 29.0% in FY2020 to 26.4% in FY2021 as the profitability of Hong Kong, Macau and other markets segment, which is subject to relatively lower tax rates, improved in FY2021.
- 於2021財政年度，主要由於相對較低的平均銀行貸款利率及銀行貸款結餘，故銀行貸款融資成本減少53.7%。
- 由於相對較低稅率的香港、澳門及其他市場於2021財政年度的盈利能力改善，故此2021財政年度的實際稅率由2020財政年度的29.0%減至26.4%。

Return on equity

- We use return on equity ("ROE") to measure the efficiency of generating profits from each unit of shareholder equity.
- Net profit margin increased to 8.8%. ROE was up by 850 basis points to 19.6% while the equity multiplier decreased.

股本回報率

- 我們使用股本回報率計量自每股股東權益獲取溢利的效率。
- 淨溢利率升至8.8%。股本回報率上升850個點子至19.6%，而權益倍數則減少。

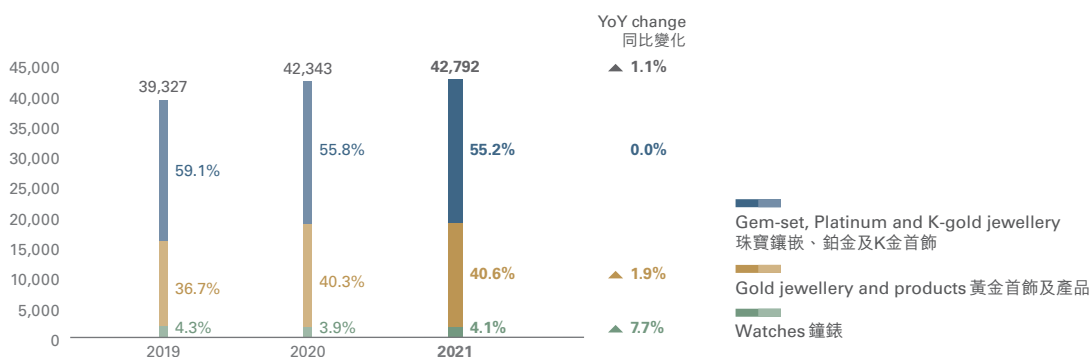
$$\text{ROE 股本回報率} = \frac{\text{Net profit 淨溢利}}{\text{Total equity 權益總額}} = 19.6\% \quad \uparrow 8.5\% \text{ pts 個百分點 (FY2020: 11.1\%)}$$



Inventory balances and turnover period

Inventory balances by product⁽¹⁾ 按產品劃分的存貨結餘⁽¹⁾

As at 31 March 於3月31日
(HK\$ million 百萬港元)

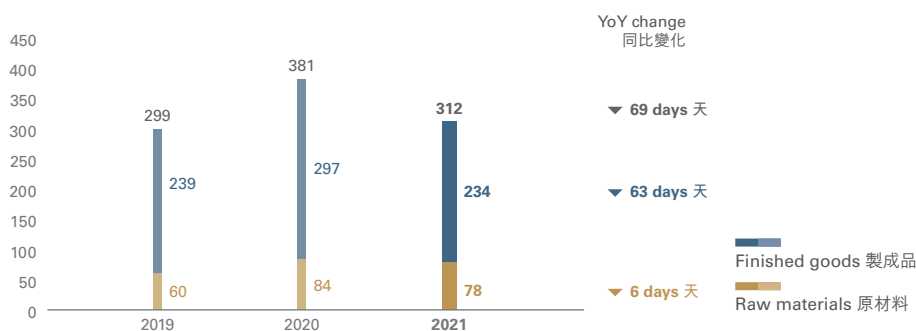


(1) Packaging materials excluded

存貨結餘及周轉期

Inventory turnover period by category⁽²⁾ 按類別劃分的存貨周轉期⁽²⁾

For the year ended 31 March 截至3月31日止年度
(Day 天數)



(2) Being inventory balances, excluding packaging materials, at the end of the reporting period divided by cost of goods sold for the year, multiplied by 365 or 366

(2) 即報告期末存貨結餘(不包括包裝物料)除以年內銷售成本,再乘以365或366

- Inventory balances, excluding packaging materials, increased by 1.1% and reached HK\$42,792 million as at 31 March 2021.
- Inventory turnover period shortened by 69 days when compared to that of FY2020.
- As at 31 March 2021, approximately HK\$7,280 million or 16.9% of our total inventory balances were held by franchised POS (31 March 2020: approximately HK\$5,440 million or 12.8% were held by franchised POS).
- If the inventory balances held by franchisees were excluded, inventory turnover period in FY2021 would reduce to 259 days (FY2020: 322 days).
- 於2021年3月31日,存貨結餘(不包括包裝物料)上升1.1%至42,792百萬港元。
- 存貨周轉期較2020財政年度縮短69天。
- 於2021年3月31日,加盟零售點持有我們總存貨結餘約7,280百萬港元或16.9%(2020年3月31日:加盟零售點持有約5,440百萬港元或12.8%)。
- 撇除加盟商持有的存貨結餘,2021財政年度的存貨周轉期會下跌至259天(2020財政年度:322天)。

Capital structure

資本架構

As at	於	31.3.2020 HK\$ million 百萬港元	% to total equity 佔權益總額 百分比	31.3.2021 HK\$ million 百萬港元	% to total equity 佔權益總額 百分比	Increase (decrease) 增加(減少) HK\$ million 百萬港元	Denominated currency ⁽¹⁾ 計值貨幣 ⁽¹⁾	Interest rate structure ⁽¹⁾ 利率架構 ⁽¹⁾
Non-current assets	非流動資產	10,038	37.2%	9,065	28.7%	(973)	N/A 不適用	N/A 不適用
Inventories	存貨	42,538	157.6%	43,011	136.3%	473	N/A 不適用	N/A 不適用
Cash and cash equivalents ⁽²⁾	現金及現金 等價物 ⁽²⁾	7,219	26.7%	6,032	19.1%	(1,187)	Mainly HKD, RMB and USD 主要為 港元、 人民幣及 美元	Mainly variable interest rate 主要為 浮動利率
Total borrowings ⁽³⁾	總貸款 ⁽³⁾	22,711	84.1%	12,143	38.5%	(10,568)		
Bank borrowings	銀行貸款	11,431	42.3%	6,418	20.3%	(5,013)	HKD 港元	Variable interest rate 浮動利率
Gold loans	黃金借貸	11,280	41.8%	5,725	18.2%	(5,555)	RMB and USD 人民幣及 美元	Fixed interest rate 固定利率
Net debt ⁽⁴⁾	債項淨額 ⁽⁴⁾	15,492	57.4%	6,111	19.4%	(9,381)	N/A 不適用	N/A 不適用
Working capital ⁽⁵⁾	營運資金 ⁽⁵⁾	19,579	72.5%	26,101	82.7%	6,522	N/A 不適用	N/A 不適用
Total equity	權益總額	26,991	100.0%	31,568	100.0%	4,577	N/A 不適用	N/A 不適用

(1) Information about denominated currency and interest rate structure related to the condition as at 31 March 2021

(2) Bank balances and cash included

(3) As at 31 March 2021, bank borrowings amounted to HK\$4,619 million and all the gold loans would be matured within 12 months while bank borrowings amounted to HK\$1,799 million would be matured in more than 1 year but not exceeding 2 years

(4) Aggregate of bank borrowings, gold loans, net of cash and cash equivalents

(5) Being net current assets

(1) 有關計值貨幣及利率結構的資料為2021年3月31日的情況

(2) 包括銀行結餘及現金

(3) 於2021年3月31日，4,619百萬港元的銀行貸款及所有黃金借貸將於12個月內到期，而1,799百萬港元的銀行貸款將於超過1年但不多於2年內到期

(4) 銀行貸款、黃金借貸之總額(已扣除現金及現金等價物)

(5) 流動資產淨額

- We principally meet our working capital and other liquidity requirements through a combination of capital contributions, including cash flows from operations, bank borrowings and gold loans. Gold loans are also used for economic hedge purpose to mitigate the financial impact of the price fluctuations in the Group's gold inventories.
- The Group's daily operation was mainly financed by operating cash flows, and mainly relied on short-term borrowings to satisfy inventory financing needs during peak seasons, working capital for future expansion plans and unexpected needs. The Group has not experienced any difficulties in repaying its borrowings.
- The Group's income and expenditure were mostly denominated in HKD and RMB, while its assets and liabilities were mostly denominated in HKD, RMB and USD. No hedging instrument is deployed against RMB fluctuation as most of the daily receipts and payments for our Mainland operations are both made in RMB, which do not pose a substantive currency exposure to our business.
- It is our treasury policy to maintain high liquidity in response to the requirement of operating cash flows; and to upkeep financial prudence by not engaging in highly leveraged or speculative derivative products.
- 我們主要透過來自經營現金流量、銀行貸款及黃金借貸的資本來源應付營運資金及其他流動資金需求。黃金借貸亦用作經濟避險目的以減輕本集團黃金存貨價格波動的財務影響。
- 本集團日常業務所需資金主要來自經營現金流量，亦會主要以短期借貸滿足旺季時的存貨資金需求、未來擴展計劃所需營運資金及預計之外的需求。本集團於償還貸款方面並無任何困難。
- 本集團之收入及開支主要以港元及人民幣計值，而資產及負債則主要以港元、人民幣及美元計值。由於我們中國內地日常業務營運的收支大多以人民幣結算，對我們的業務並無構成重大的貨幣風險，因而未有針對人民幣波動動用任何對沖工具。
- 我們的庫務政策旨在保持較高的流動資金，以應付營運現金流量的需求；同時緊守審慎的財務政策，避免涉及高槓桿或投機性衍生產品。

Effect of RMB fluctuation

- As part of our business operation is in Mainland China, the fluctuation in RMB would post some impact on our performance.
- Transactions entered by the Hong Kong entities but denominated in RMB, including the inter-group transactions with the Mainland China subsidiaries, are converted into HKD, the functional currency of the Group, initially using the spot rate at the date of transaction and the unsettled transactions are retranslated at closing exchange rate at the balance sheet date. Such translation differences between the spot rate and closing exchange rate are recognised in profit or loss, negatively affecting our profit for the year when RMB depreciated.
- Exchange difference also arises when i) incomes and expenses of the Mainland China segment are translated into HKD, the presentation currency of the Group, at the average exchange rate, while the corresponding assets and liabilities are translated at closing exchange rate and ii) change in closing exchange rates at the current financial year of the net assets of the Mainland China segment from the closing rates at the previous financial year. Such differences are recognised in the translation reserve in equity.
- The table below illustrates the fluctuation of RMB and the impact on our financial performance:

人民幣波動的影響

- 由於我們有部份業務在中國內地經營，人民幣的波動對我們的表現構成若干影響。
- 香港公司以人民幣計值的交易（包括與中國內地附屬公司進行的集團間交易）會按交易當天的現貨匯率兌換為港元，即本集團的功能貨幣，而未結算的交易則會以收市匯率於結算日重新換算。現貨匯率與收市匯率的換算差異於損益賬中確認，而人民幣貶值會對我們的年內溢利構成負面影響。
- 此外，匯兌差異源於i)中國內地分部的收支按平均匯率換算為港元，即本集團呈列貨幣，而相應的資產及負債按收市匯率換算；及ii)中國內地分部的資產淨值於本財政年度的收市匯率較上個財政年度的收市匯率有所變動。有關差異於權益中的換算儲備內確認入賬。
- 下表分別列示人民幣波動以及其對我們財務表現的影響：



For the year ended 31 March	截至3月31日止年度	2020		2021	
		As reported 所呈報	Constant exchange rate basis 按相同匯率計算	As reported 所呈報	Constant exchange rate basis 按相同匯率計算
Revenue YoY change	營業額同比變化	▼ 14.9%	▼ 12.4%	▲ 23.6%	▲ 22.2%
Core operating profit YoY change	主要經營溢利同比變化	▼ 18.4%	▼ 15.5%	▲ 51.7%	▲ 49.8%
Changes in inventory balances	存貨結餘變化	▲ 7.7%	▲ 11.4%	▲ 1.1%	▼ 3.6%
Changes in cash and cash equivalents	現金及現金等價物變化	▼ 5.5%	▼ 3.4%	▼ 16.4%	▼ 20.1%

Cash flows and others

現金流量及其他

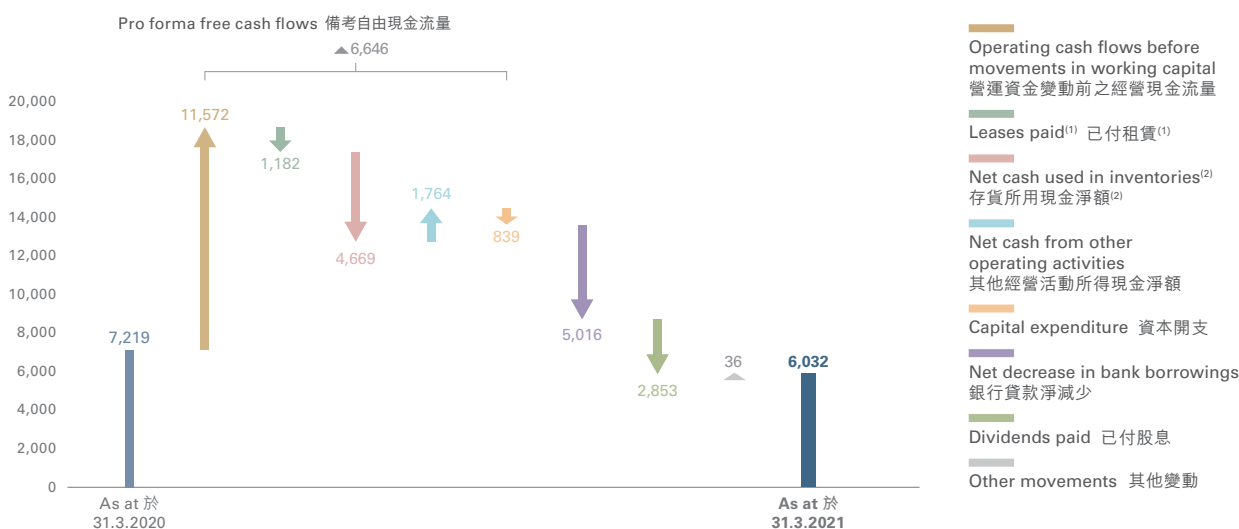
Cash flows

現金流量

For the year ended 31 March		2019 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元
截至3月31日止年度				
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	7,774	9,912	11,572
Leases paid ⁽¹⁾	已付租賃 ⁽¹⁾	–	(1,263)	(1,182)
Net cash used in inventories ⁽²⁾	存貨所用現金淨額 ⁽²⁾	(2,911)	(3,427)	(4,669)
Net cash from other operating activities	其他經營活動所得現金淨額	629	959	1,764
Capital expenditure	資本開支	(1,392)	(973)	(839)
Pro forma free cash flows	備考自由現金流量	4,100	5,208	6,646
Net change in bank borrowings	銀行貸款淨變動	2,133	1,362	(5,016)
Dividends paid	已付股息	(6,081)	(6,243)	(2,853)
Other movements	其他變動	(455)	(749)	36
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(303)	(422)	(1,187)

Major cash flows items for FY2021 2021 財政年度主要現金流量項目

(HK\$ million 百萬港元)



⁽¹⁾ With adoption of IFRS 16, leases paid was included in financing activities

⁽²⁾ Net cash used in inventories included net change in inventories and repayment of gold loans

⁽¹⁾ 採納國際財務報告準則第16號後，已付租賃計入融資活動

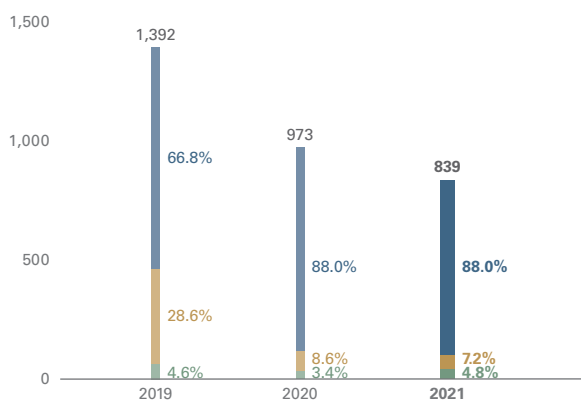
⁽²⁾ 存貨所用現金淨額包括存貨淨變動及償還黃金借貸

Capital expenditure

- The Group's capital expenditure incurred during FY2021 amounted to HK\$839 million (FY2020: HK\$973 million).

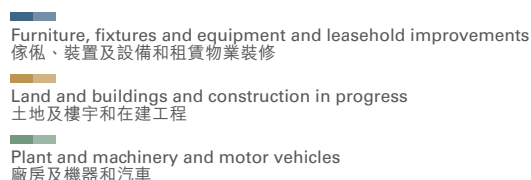
Capital expenditure by nature 按性質劃分的資本開支

For the year ended 31 March 截至3月31日止年度
(HK\$ million 百萬港元)



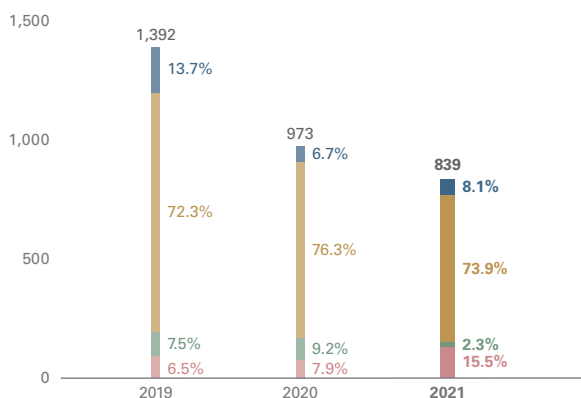
資本開支

- 本集團於2021財政年度的資本開支為839百萬港元(2020財政年度：973百萬港元)。



Capital expenditure by function 按功能劃分的資本開支

For the year ended 31 March 截至3月31日止年度
(HK\$ million 百萬港元)



Contingent liabilities

- The Group did not have any material contingent liabilities as at 31 March 2021 and 31 March 2020.

或然負債

- 本集團於2021年3月31日及2020年3月31日並無任何重大或然負債。

Capital commitments

- Details of the Group's capital commitment as at 31 March 2021 and 31 March 2020 are set out in note 32 to the consolidated financial statements.

資本承擔

- 本集團於2021年3月31日及2020年3月31日的資本承擔詳情載於綜合財務報表附註32。

雲
動
力

S M A R T R E T A I L
S T R A T E G Y

科技賦能，體驗升級

Digital empowerment
and experience upgrade

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介



Executive Directors 執行董事

Responsibilities 職責

- | | | |
|--|--|---|
| <p>1 Dr. Cheng Kar-Shun, Henry[#], GBM, GBS (Chairman)
鄭家純博士[#] (GBM, GBS)(主席)</p> | <p>NC RC</p> | <p>Strategic direction and overall performance of the Group
本集團的策略方針及整體表現</p> |
| <p>2 Mr. Wong Siu-Kee, Kent (Managing Director,
Corporate and HK, Macau & Overseas)
黃紹基先生(董事總經理(企業及港澳與海外事務))</p> | <p>NC RC</p> | <p>Overall corporate management of the Group and
development in Hong Kong, Macau and overseas
本集團整體企業管理及港澳與海外發展</p> |
| <p>3 Mr. Chan Sai-Cheong
(Managing Director, Mainland China)
陳世昌先生(董事總經理(中國內地))</p> | | <p>Strategic planning and overall management of
Mainland China business
中國內地業務的策略規劃及整體管理</p> |
| <p>4 Dr. Cheng Chi-Kong, Adrian[#], JP
鄭志剛博士[#] (JP)</p> | | <p>Strategic investment and smart retail
策略投資和智慧零售</p> |
| <p>5 Mr. Cheng Chi-Heng, Conroy[#]
鄭志恒先生[#]</p> | | <p>Diamond and gemstone raw materials
鑽石和寶石原料</p> |
| <p>6 Ms. Cheng Chi-Man, Sonia[#]
鄭志雯女士[#]</p> | | <p>High jewellery business
高端珠寶業務</p> |
| <p>7 Mr. Cheng Kam-Biu, Wilson[#]
鄭錦標先生[#]</p> | | <p>Bank and landlord relationship management
銀行和業主關係管理</p> |
| <p>8 Mr. Cheng Ping-Hei, Hamilton
鄭炳熙先生</p> | | <p>Finance and information
財務及資訊</p> |
| <p>9 Mr. Suen Chi-Keung, Peter
孫志強先生</p> | | <p>Hong Kong, Macau and overseas business
香港、澳門和海外業務</p> |
| <p>10 Mr. Liu Chun-Wai, Bobby
廖振為先生</p> | | <p>Retail technology applications and production management
零售科技應用和生產管理</p> |



Independent Non-executive Directors 獨立非執行董事

Responsibilities 職責

- 11 Dr. Fung Kwok-King, Victor, GBM, GBS, CBE
馮國經博士 (GBM, GBS, CBE)
- 12 Dr. Or Ching-Fai, Raymond, SBS, JP
柯清輝博士 (SBS, JP)
- 13 Mr. Kwong Che-Keung, Gordon
鄭志強先生
- 14 Mr. Cheng Ming-Fun, Paul, JP
鄭明訓先生 (JP)
- 15 Mr. Lam Kin-Fung, Jeffrey, GBS, JP
林健鋒先生 (GBS, JP)
- 16 Mr. Chia Pun-Kok, Herbert
車品覺先生
- 17 Ms. Cheng Ka-Lai, Lily
鄭嘉麗女士

NC
RC

RC
NC
AC

AC
RC

NC
AC

NC
AC

NC
AC

NC
RC

Independent Non-executive Directors (“INED”, or “INEDs” in the plural) serve a significant role in the Board to bring independent judgment on the performance, development and risk management of the Group. As chairmen or members of the Nomination Committee, Remuneration Committee and / or Audit Committee, they also undertake detailed governance work under the respective terms of reference of the committees.

獨立非執行董事於董事會內擔當重要職能，就本集團的表現、發展及風險管理給予獨立意見。作為提名委員會、薪酬委員會及/或審核委員會的主席或成員，他們亦根據各委員會相應的職責進行具體的管治工作。

NC = Nomination Committee member
提名委員會成員

AC = Audit Committee member
審核委員會成員

RC = Remuneration Committee member
薪酬委員會成員

* Committee Chairman
委員會主席

Five of our directors are family members related to the Company’s major shareholders. Apart from them, all other directors of the Company are not related to each other.
五名董事為與本公司主要股東有關的家族成員。除此之外，本公司所有其他董事之間並無關連。

CHAIRMAN AND EXECUTIVE DIRECTOR

Dr. Cheng Kar-Shun, Henry, GBM, GBS

Aged 74, joined the Group in 1971, was appointed as Chairman and an executive Director in July 2011 and is a member of the Nomination Committee and Remuneration Committee of the Company. Dr. Henry Cheng is responsible for the strategic direction and overall performance of the Group.

Dr. Cheng is a director of certain subsidiaries of the Group. He is also a director of several substantial shareholders of the Company, including Cheng Yu Tung Family (Holdings) Limited, Cheng Yu Tung Family (Holdings II) Limited and Chow Tai Fook Capital Limited.

In addition, Dr. Cheng is chairman and an executive director of New World Development Company Limited and NWS Holdings Limited, chairman and a non-executive director of FSE Lifestyle Services Limited (formerly known as FSE Services Group Limited), and vice-chairman and a non-executive director of i-CABLE Communications Limited, all of which are listed public companies in Hong Kong.

He was a non-executive director of SJM Holdings Limited until his retirement on 11 June 2019; a non-executive director of DTXS Silk Road Investment Holdings Company Limited until his resignation on 19 March 2021; and chairman and a non-executive director of New World Department Store China Limited until his resignation with effect from 13 May 2021, all of the foregoing companies are listed public companies in Hong Kong.

Dr. Cheng is chairman of the Advisory Council for The Better Hong Kong Foundation. He was a Standing Committee Member of the Twelfth Chinese People's Political Consultative Conference.

Dr. Henry Cheng is the father of Dr. Cheng Chi-Kong, Adrian and Ms. Cheng Chi-Man, Sonia, an uncle of Mr. Cheng Chi-Heng, Conroy, a cousin of Mr. Cheng Kam-Biu, Wilson and Mr. Cheng Sek-Hung, Timothy, and a nephew of Mr. Cheng Yu-Wai.

主席及執行董事

鄭家純博士 (GBM, GBS)

現年74歲，於1971年加入本集團，2011年7月獲委任為主席及執行董事，並為本公司提名委員會及薪酬委員會成員。鄭家純博士負責本集團的策略方針及整體表現。

鄭博士為本集團若干附屬公司董事。他也是本公司多名主要股東Cheng Yu Tung Family (Holdings) Limited、Cheng Yu Tung Family (Holdings II) Limited and Chow Tai Fook Capital Limited的董事。

此外，鄭博士擔任新世界發展有限公司及新創建集團有限公司主席兼執行董事、豐盛生活服務有限公司(前稱豐盛服務集團有限公司)主席兼非執行董事、及有線寬頻通訊有限公司副主席兼非執行董事，該等公司均為香港上市公眾公司。

他也曾擔任澳門博彩控股有限公司非執行董事，直至2019年6月11日退任；大唐西市絲路投資控股有限公司非執行董事，直至2021年3月19日辭任；以及新世界百貨中國有限公司主席兼非執行董事，直至2021年5月13日辭任，前述公司均為香港上市公眾公司。

鄭博士為「香港明天更好基金」顧問委員會主席。他曾為第十二屆全國政協常務委員。

鄭家純博士為鄭志剛博士和鄭志雯女士的父親、鄭志恒先生的伯父、鄭錦標先生及鄭錫鴻先生的堂兄、以及鄭裕偉先生的侄兒。

EXECUTIVE DIRECTOR

Mr. Wong Siu-Kee, Kent

Aged 65, joined the Group in 1977, was appointed as Managing Director of the Company in July 2011 and re-designated as Managing Director, Corporate and HK, Macau & Overseas, of the Company in April 2021, being responsible for the Group's overall corporate management and its development in Hong Kong, Macau and overseas. He is a member of the Nomination Committee and Remuneration Committee of the Company. Mr. Wong is also a director of certain subsidiaries of the Group.

Mr. Wong has diverse experience in business development as well as in operations and management. His far-reaching insight has been proven by the solid foundation built through the "Smart+ 2020" strategic framework he led to deliver exceptional customer experiences underpinned by commitments to innovation, technology and sustainability.

Mr. Wong is a member of the 2021 Fair Organising Committee of the Hong Kong Trade Development Council for its Hong Kong International Jewellery Show and Hong Kong International Diamond, Gem and Pearl Show. He is a council member of The Hong Kong Management Association, chairman of executive committee of the Hong Kong Jewellers' & Goldsmiths' Association Ltd, chairman of the supervising committee of the Hong Kong & Kowloon Jewellers' & Goldsmiths' Employees' Association Ltd, a permanent honorary president of the Kowloon Gold Silver and Jewel Merchants' Staff Association, a board member of the World Diamond Council, and a member of the Anhui Provincial Committee of the Chinese People's Political Consultative Conference. He is also a board member of Diamonds Do Good and president of the executive committee 2020/2022 of Youth Outreach.

Mr. Wong has been feted with the highest accolade of the JNA Awards 2020, the "Lifetime Achievement Award", for his outstanding lifetime achievements and contributions to the global jewellery community. He was named as "Asia's Best CEO (Investor Relations)" by Corporate Governance Asia, an authoritative regional journal on corporate governance, at its Asian Excellence Awards for four consecutive years from 2017 to 2020. Mr. Wong was also named as "CEO of the Year / Luxury / Asia" at the 2016 IAIR Awards presentation ceremony held by the International Alternative Investment Review and awarded Director of The Year Awards 2015 by The Hong Kong Institute of Directors in December 2015.

Mr. Wong is also an independent non-executive director of Crystal International Group Limited (appointed on 4 June 2021), which is a listed public company in Hong Kong.

執行董事

黃紹基先生

現年65歲，於1977年加入本集團，於2011年7月獲委任為本公司董事總經理，並於2021年4月起調任為本公司董事總經理(企業及港澳與海外事務)，專注於本集團整體企業管理和集團在港澳地區及海外的發展。他是本公司提名委員會及薪酬委員會成員。黃先生也是本集團多間附屬公司的董事。

黃先生擁有豐富的業務拓展以及營運和管理經驗，通過帶領「Smart+ 2020」策略框架為本集團建立穩固基礎，堅持以創新、科技和可持續發展成就獨特的顧客體驗，足證他的高瞻遠矚。

黃先生為香港貿易發展局香港國際珠寶展與香港國際鑽石、寶石及珍珠展的2021年籌備委員會委員。他是香港管理專業協會理事會委員、香港珠玉石器金銀首飾業商會有限公司理事長、港九珠寶首飾業文員會有限公司監事長、九龍首飾業文員會永遠名譽會長、世界鑽石委員會委員、以及中國人民政治協商會議安徽省委員會委員。他也是Diamonds Do Good理事會成員，和協青社2020/2022年度執行委員會會長。

黃紹基先生榮獲2020年度JNA大獎頒發的「終身成就獎」最高殊榮，以表彰他卓越的畢生成就和對國際珠寶業界作出的貢獻。在區域企業管治權威雜誌《亞洲企業管治》於2017年至2020年舉辦的亞洲卓越大獎上，他連續四年獲選為「亞洲最佳行政總裁(投資者關係)」。在International Alternative Investment Review舉行的2016年IAIR Awards頒獎典禮上，他也獲選為「年度行政總裁 — 亞洲區奢侈品行業」，並在2015年12月榮獲香港董事學會頒發的「2015年度傑出董事獎」。

黃先生也是晶苑國際集團有限公司獨立非執行董事(於2021年6月4日獲委任)，該公司為香港上市公司。

Mr. Chan Sai-Cheong

Aged 58, joined the Group in 1985, was appointed as an executive Director in July 2011 and re-designated as Managing Director, Mainland China, of the Company in April 2021, being in charge of the strategic planning as well as the overall management of the Group's business in Mainland China. He is also a director of certain subsidiaries of the Group.

Mr. Chan has extensive knowledge and experience of the market in Mainland China and has been in the jewellery industry for 40 years. He is a senior adviser of the Gems & Jewelry Trade Association of China, a member of National Technical Committee 256 on Jewelry and National Technical Committee 298 on Jewelry and Jade of Standardization Administration of China, a member of the standing council of China Gold Association, an executive vice-chairman of the Guangdong Gold and Silver Jewellery Chamber of Commerce, a vice-chairman of the Shenzhen Gold & Jewellery Association, a general vice-chairman of Gold Association of Guangdong Province, a vice-chairman of the Guangdong Golden Jewellery and Jade Industry's Association, and a director and visiting professor of the China University of Geosciences (Wuhan). He is also a member of the Liaoning Provincial Committee of the Chinese People's Political Consultative Conference.

Mr. Chan is also a non-executive director of Giordano International Limited, which is a listed public company in Hong Kong.

陳世昌先生

現年58歲，於1985年加入本集團，於2011年7月獲委任為執行董事，並於2021年4月起獲調任為本公司董事總經理（中國內地），負責本集團旗下中國內地業務的策略規劃及整體管理。他也是本集團多間附屬公司的董事。

陳先生對中國內地市場擁有深厚知識和經驗，並從事珠寶行業已有40年。他是中國珠寶玉石首飾行業協會高級諮事、全國首飾標準化技術委員會和全國珠寶玉石標準化技術委員會委員、中國黃金協會常務理事、廣東省金銀首飾商會常務副會長、深圳市黃金珠寶首飾行業協會副會長、廣東省黃金協會常務副會長、廣東省金銀珠寶玉器業廠商會副主席及中國地質大學（武漢）董事和客座教授。他也是中國人民政治協商會議遼寧省委員會委員。

陳先生也是佐丹奴國際有限公司的非執行董事，該公司為香港上市公眾公司。

Dr. Cheng Chi-Kong, Adrian, JP

Aged 41, joined the Group in 2007, was appointed as an executive Director in July 2011. Dr. Adrian Cheng is responsible for the strategic investment and smart retail of the Group. He is also a director of certain subsidiaries of the Group.

Dr. Cheng is an executive vice-chairman and chief executive officer of New World Development Company Limited, overseeing the strategic direction for its property development and investment activities. He is also an executive director of NWS Holdings Limited, a non-executive director and chairman of New World Department Store China Limited (re-designated with effect from 13 May 2021), and a non-executive director of Giordano International Limited and New Century Healthcare Holding Co. Limited, all of which are listed public companies in Hong Kong. He was a non-executive director of i-CABLE Communications Limited until his resignation on 2 July 2019, which is a listed public companies in Hong Kong.

Dr. Cheng is the chairman of New World Group Charity Foundation Limited, a member of the Tianjin Municipal Committee of The Chinese People's Political Consultative Conference, the chairman of the China Young Leaders Foundation and the honorary chairman of K11 Art Foundation. He was the vice-chairman of the 11th and 12th committee of the All-China Youth Federation. He was acknowledged by Fortune as one of "40 Under 40" global business stars and a "Young Global Leader" by the World Economic Forum in 2012. Dr. Cheng is a Justice of Peace appointed by the Government of Hong Kong Special Administrative Region since 2016 and was made an Officier in the Ordre des Arts et des Lettres by the French Government in 2017.

Dr. Cheng holds a Bachelor of Arts degree (cum laude) from Harvard University and was conferred the Honorary Doctorate of Humanities by the Savannah College of Art and Design in 2014. He worked in a major international bank from September 2003 to April 2006 prior to joining the Group, and has substantial experience in corporate finance.

Dr. Adrian Cheng is the son of Dr. Cheng Kar-Shun, Henry, the brother of Ms. Cheng Chi-Man, Sonia, a cousin of Mr. Cheng Chi-Heng, Conroy, a nephew of Mr. Cheng Kam-Biu, Wilson and Mr. Cheng Sek-Hung, Timothy, and a grandnephew of Mr. Cheng Yu-Wai.

鄭志剛博士 (JP)

現年41歲，於2007年加入本集團，於2011年7月獲委任為執行董事。鄭志剛博士負責本集團策略投資和智慧零售。他也是本集團若干附屬公司的董事。

鄭博士擔任新世界發展有限公司執行副主席兼行政總裁，執掌該公司的地產物業和投資項目的策略性方向。他也是新創建集團有限公司執行董事、新世界百貨中國有限公司非執行董事兼主席（自2021年5月13日調任）、以及佐丹奴國際有限公司和新世紀醫療控股有限公司的非執行董事，該等公司均為香港上市公眾公司。他曾為有線寬頻通訊有限公司非執行董事，直至2019年7月2日辭任，該公司為香港上市公眾公司。

鄭博士為新世界集團慈善基金有限公司主席、中國人民政治協商會議天津市委員會委員、中華青年精英基金會主席及K11 Art Foundation榮譽主席。他曾任中華全國青年聯合會第十一屆及第十二屆副主席。他亦於2012年獲美國《財富》雜誌選為「2012全球40位40歲以下的商界精英」（「40 Under 40」），並於同年被世界經濟論壇評選為「全球青年領袖」（「Young Global Leader」）之一。鄭博士自2016年起為香港特別行政區政府委任的太平紳士，以及於2017年獲法國政府文化部頒授法國藝術與文學軍官勳章（Officier in the Ordre des Arts et des Lettres）。

鄭博士持有哈佛大學文學士學位（優等成績），並於2014年獲得薩凡納藝術設計學院頒授人文學科榮譽博士學位。他於加入本集團前曾在2003年9月至2006年4月期間任職於某大國際銀行，具有豐富企業融資經驗。

鄭志剛博士為鄭家純博士的兒子、鄭志雯女士的兄長、鄭志恒先生的堂弟、鄭錦標先生及鄭錫鴻先生的侄兒、以及鄭裕偉先生的侄孫。

Mr. Cheng Chi-Heng, Conroy

Aged 43, joined the Group in 2007, was appointed as an executive Director in July 2011. Mr. Conroy Cheng is responsible for managing the diamond and gemstone raw materials of the Group. Mr. Cheng is also a director of certain subsidiaries of the Group.

Mr. Cheng is an executive director of New World Development Company Limited, which is a listed public company in Hong Kong. He is currently a member of the executive committee of the Diamond Federation of Hong Kong, China.

Mr. Cheng holds a Bachelor of Arts degree in Economics from The Western University (formerly known as The University of Western Ontario). Prior to joining the Group, Mr. Cheng had worked at Yu Ming Investment Management Limited from 1999 to 2000 as a corporate finance executive.

Mr. Conroy Cheng is a nephew of Dr. Cheng Kar-Shun, Henry, Mr. Cheng Kam-Biu, Wilson and Mr. Cheng Sek-Hung, Timothy, a cousin of Dr. Cheng Chi-Kong, Adrian and Ms. Cheng Chi-Man, Sonia, and a grandnephew of Mr. Cheng Yu-Wai.

鄭志恒先生

現年43歲，於2007年加入本集團，於2011年7月獲委任為執行董事。鄭志恒先生負責管理本集團鑽石及寶石原料。鄭先生也是本集團若干附屬公司的董事。

鄭先生現為新世界發展有限公司執行董事，該公司為香港上市公眾公司。他現為香港鑽石總會常務委員會成員。

鄭先生持有韋仕敦大學（前稱西安大略大學）經濟學文學士學位。加入本集團前，鄭先生由1999年至2000年於禹銘投資管理有限公司擔任企業融資行政人員。

鄭志恒先生為鄭家純博士、鄭錦標先生及鄭錫鴻先生的侄兒，鄭志剛博士和鄭志雯女士的堂兄，以及鄭裕偉先生的侄孫。

Ms. Cheng Chi-Man, Sonia

Aged 40, joined the Group in April 2019 as a non-executive Director. She has been re-designated as an executive Director in April 2021 and is responsible for high jewellery business of the Group.

In addition to the position held in the Group, Ms. Sonia Cheng is the chief executive officer of Rosewood Hotel Group and an executive director of New World Development Company Limited, a listed public company in Hong Kong. She is also an independent non-executive director of The Hongkong and Shanghai Banking Corporation Limited, and an independent director of Primavera Capital Acquisition Corporation, a company listed on the New York Stock Exchange.

Ms. Cheng is a member of the Hong Kong Tourism Board, chairman of the advisory committee of the School of Hotel and Tourism Management at The Chinese University of Hong Kong, and a member of the Y. Elites Association, the Young Presidents' Organization and the Hong Kong United Youth Association. She is also a member of the Thirteenth Guangzhou Municipal Committee of The Chinese People's Political Consultative Conference of the People's Republic of China.

Before joining New World Development Company Limited, Ms. Cheng worked in a major international investment bank and a global US private equity firm specialising in real estate investments. She holds a Bachelor of Arts Degree in Applied Mathematics with a concentration in Economics from Harvard University.

Ms. Cheng is the daughter of Dr. Cheng Kar-Shun, Henry, the sister of Dr. Cheng Chi-Kong, Adrian, a cousin of Mr. Cheng Chi-Heng, Conroy, a niece of Mr. Cheng Kam-Biu, Wilson and Mr. Cheng Sek-Hung, Timothy, and a grandniece of Mr. Cheng Yu-Wai.

鄭志雯女士

現年40歲，於2019年4月加入本集團擔任非執行董事，並於2021年4月起調任為執行董事，負責本集團高端珠寶業務。

除在本集團擔任以上職位外，鄭女士為瑰麗酒店集團首席行政總裁、及香港上市公眾公司新世界發展有限公司執行董事。她也是香港上海滙豐銀行有限公司獨立非執行董事、及紐約證券交易所上市公司Primavera Capital Acquisition Corporation的獨立董事。

鄭女士是香港旅遊發展局成員、香港中文大學酒店旅遊管理學院顧問委員會主席、香港菁英會會員、青年總裁協會會員、及香港青年聯會會員。她也是中國人民政治協商會議第十三屆廣州市政協委員。

加入新世界發展有限公司前，鄭女士任職於某大國際投資銀行及美國一所全球性私募基金公司，專門從事房地產投資。她持有哈佛大學應用數學文學士學位，主修經濟。

鄭女士是鄭家純博士的女兒、鄭志剛博士的胞妹、鄭志恒先生的堂妹、鄭錦標先生和鄭錫鴻先生的侄女、以及鄭裕偉先生的侄孫女。

Mr. Cheng Kam-Biu, Wilson

Aged 62, joined the Group in 1979, was appointed as a non-executive Director in July 2011 and re-designated as an executive Director with effect from April 2019. Mr. Wilson Cheng is responsible for the Group's bank and landlord relationship management. Mr. Cheng is also a director of certain subsidiaries of the Group.

Mr. Cheng is a vice-president of The Chinese Gold and Silver Exchange Society. He has over 40 years' experience in administration and finance in jewellery retail business. He holds a Bachelor of Arts degree in Economics from the University of Hawaii, Honolulu.

Mr. Wilson Cheng is a cousin of Dr. Cheng Kar-Shun, Henry and Mr. Cheng Sek-Hung, Timothy, an uncle of Dr. Cheng Chi-Kong, Adrian, Mr. Cheng Chi-Heng, Conroy and Ms. Cheng Chi-Man, Sonia, and a nephew of Mr. Cheng Yu-Wai.

Mr. Cheng Ping-Hei, Hamilton

Aged 46, joined the Group in 2004, was appointed as an executive Director in July 2011. Mr. Hamilton Cheng is responsible for the finance and information functions of the Group. He also serves as a joint company secretary of the Company and a director of certain subsidiaries of the Group.

Mr. Cheng holds a Bachelor of Business Administration degree in Professional Accountancy from The Chinese University of Hong Kong. He is a Fellow of the Hong Kong Institute of Certified Public Accountants, a Fellow of The Association of Chartered Certified Accountants and a Chartered Financial Analyst. He completed The Prince of Wales's Business & Sustainability Programme designed by the University of Cambridge Institute for Sustainability Leadership in April 2018 and obtained Executive Diploma in Corporate Governance and Sustainability Directorship from The Hong Kong Institute of Directors in May 2018.

Mr. Cheng is currently a council member of The Hong Kong Institute of Directors and a member of the Financial Reporting Review Panel of the Financial Report Council in Hong Kong.

Mr. Cheng was named as "Asia's Best CFO (Investor Relations)" by Corporate Governance Asia, an authoritative regional journal on corporate governance, at its Asian Excellence Awards for four consecutive years from 2017 to 2020.

鄭錦標先生

現年62歲，於1979年加入本集團，2011年7月獲委任為非執行董事，並於2019年4月起調任為執行董事。鄭錦標先生負責本集團的銀行及業主關係管理。鄭先生也是本集團若干附屬公司的董事。

鄭先生現擔任香港金銀業貿易場副理事長，在珠寶零售業務方面擁有超過40年行政和財務經驗。他持有夏威夷大學檀香山分校經濟學文學士學位。

鄭錦標先生為鄭家純博士和鄭錫鴻先生的堂弟，鄭志剛博士、鄭志恒先生和鄭志雯女士的叔父，以及鄭裕偉先生的侄兒。

鄭炳熙先生

現年46歲，於2004年加入本集團，2011年7月獲委任為執行董事。鄭炳熙先生負責本集團財務及資訊職能。他也是本公司聯席公司秘書和本集團若干附屬公司的董事。

鄭先生持有香港中文大學工商管理學士(專業會計學)學位，為香港會計師公會資深會員、特許公認會計師公會資深會員及特許財務分析師。他於2018年4月完成劍橋大學可持續領導力學院策劃的威爾斯親王商業及可持續性課程，並於2018年5月獲得香港董事學會頒發的企業管治及可持續董事行政文憑。

鄭先生現擔任香港董事學會理事會成員、及香港財務匯報局財務匯報檢討委員會團成員。

鄭先生在區域企業管治權威雜誌《亞洲企業管治》於2017至2020年舉辦之亞洲卓越大獎上，連續四年獲選為「亞洲最佳首席財務總監(投資者關係)」。

Mr. Suen Chi-Keung, Peter

Aged 56, joined the Group in 1985, was appointed as an executive Director in July 2011. Mr. Peter Suen is responsible for the Group's Hong Kong, Macau and overseas business. He is also a director of certain subsidiaries of the Group.

Mr. Suen has been in the jewellery industry for 36 years. He's a member of the executive committee of the Hong Kong Jewellers' & Goldsmiths' Association and the executive committee of the Hong Kong Retail Management Association. Mr. Suen holds an Executive Master's degree in Business Administration from The Chinese University of Hong Kong.

Mr. Liu Chun-Wai, Bobby

Aged 47, joined the Group in 1999, was appointed as an executive Director in January 2016. Mr. Bobby Liu is responsible for retail technology applications and production management of the Group. He is also a director of certain subsidiaries of the Group.

Mr. Liu has over 20 years of experience in retail and administrative management. He has been responsible for developing the Group's smart retail experience since 2010. He has also been in charge of the Group's watch business in Mainland China from 2016 onwards.

Mr. Liu is a board member of YEAction, vice chairman of the council of Shenzhen Performance Excellence Management Foundation, vice chairman of the Federation of Industry and Commerce of Yantian District, Shenzhen Municipal, a member of the Yantian District Committee of The Chinese People's Political Consultative Conference in Shenzhen, and a member's representative of SEE Foundation.

Mr. Liu holds a Master of Business Administration degree from The Western University (formerly known as The University of Western Ontario) and a Bachelor of Science degree in Computer Mathematics from Carleton University.

孫志強先生

現年56歲，於1985年加入本集團，2011年7月獲委任為執行董事。孫志強先生負責本集團香港、澳門及海外之業務。他也是本集團若干附屬公司的董事。

孫先生從事珠寶行業已有36年。他是香港珠石玉器金銀首飾業商會理事、及香港零售管理協會執委會成員。孫先生持有香港中文大學行政人員工商管理碩士學位。

廖振為先生

現年47歲，於1999年加入本集團，2016年1月獲委任為執行董事。廖振為先生負責本集團零售科技應用和生產管理。他也是本集團若干附屬公司的董事。

廖先生在零售及行政管理方面擁有逾20年經驗。自2010年起，他一直負責為集團開拓智慧零售體驗。由2016年起，他也負責集團中國內地之鐘錶業務發展。

廖先生是創行青年理事會理事、深圳市卓越績效管理促進會理事會副會長、深圳市鹽田區工商聯(總商會)副會長、深圳市鹽田區政協委員、阿拉善基金會會員代表。

廖先生持有韋仕敦大學(前稱西安大略大學)工商管理碩士學位及卡爾頓大學計算機數學理學士學位。

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Fung Kwok-King, Victor, GBM, GBS, CBE

Aged 75, was appointed as an independent non-executive Director in November 2011 and is chairman of the Nomination Committee and a member of the Remuneration Committee of the Company.

Dr. Victor Fung is group chairman of the Fung Group, a Hong Kong based multinational which comprises major operating groups engaging in sourcing, logistics, distribution and retailing. They include Li & Fung Limited, Global Brands Group Holding Limited, Convenience Retail Asia Limited and other privately held entities.

Dr. Fung is Chairman of the Advisory Board of the Asia Global Institute at the University of Hong Kong, a multi-disciplinary think-tank co-established with the Fung Global Institute to assume and carry forward the Fung Global Institute's mission to generate and disseminate research and ideas on global issues from Asian perspectives. He is also chairman of the 2022 Foundation, a non-profit entity focused on research into Hong Kong's long-term competitiveness.

In public service, Dr. Fung is a non-official member of Chief Executive's Council of Advisers on Innovation and Strategic Development, an adviser of the Infrastructure Financing Facilitation Office of The Hong Kong Monetary Authority, a member of the Council of the Hong Kong Laureate Forum and a non-official member of the Governance Committee of Hong Kong Growth Portfolio.

Formerly, he was a member of the Chinese People's Political Consultative Conference (2003–2018), a member of the Economic Development Commission of the Hong Kong Government (2013–2018), chairman of the Hong Kong Trade Development Council (1991–2000), the Hong Kong representative on the APEC Business Advisory Council (1996–2003), chairman of the Hong Kong Airport Authority (1999–2008), chairman of the Council of The University of Hong Kong (2001–2009), chairman of the Greater Pearl River Delta Business Council (2004–2013), a member of the Commission on Strategic Development of the Hong Kong Government (2005–2012), chairman of the International Chamber of Commerce (2008–2010), a member of WTO Panel on Defining the Future of Trade (2012–2013), a vice chairman of China Centre for International Economic Exchanges (2009–2014) and chairman of the Steering Committee on the Scholarship for Excellence Scheme (2014–2018). The Government of Hong Kong awarded Dr. Fung the Gold Bauhinia Star in 2003 and the Grand Bauhinia Medal in 2010 for his distinguished service to the community in Hong Kong. He was conferred a Fellow of the Hong Kong Academy of Finance in June 2019. He was also honoured with the Lifetime Achievement Award in the 2019 DHL / SCMP Hong Kong Business Awards in December 2019.

Dr. Fung holds Bachelor's and Master's Degrees in Electrical Engineering from the Massachusetts Institute of Technology and a Doctorate in Business Economics from Harvard University.

獨立非執行董事

馮國經博士 (GBM, GBS, CBE)

現年75歲，於2011年11月獲委任為獨立非執行董事，並為本公司提名委員會主席及薪酬委員會成員。

馮國經博士是馮氏集團主席，該集團是以香港為基地的跨國企業，其主要營運集團從事業務包括貿易、物流、經銷和零售，當中包括利豐有限公司、利標品牌有限公司及利亞零售有限公司，以及其他私營業務。

馮博士是香港大學「亞洲環球研究所」顧問委員會主席，該智庫組織由經綸國際經濟研究院及香港大學共同成立，從事跨學科學術研究，並傳承及發揚經綸國際經濟研究院的使命，從亞洲角度研究環球事務，發表研究結果及構思。他亦是非牟利組織2022基金會主席，該組織致力研究香港長遠競爭力。

在社會公職方面，馮博士現為香港行政長官創新及策略發展顧問團非官方成員，香港金融管理局基建融資促進辦公室顧問，香港桂冠論壇委員會委員及香港增長組合管治委員會非官方成員。

他曾出任中國人民政治協商會議委員(2003年至2018年)、香港政府經濟發展委員會成員(2013年至2018年)、香港貿易發展局主席(1991年至2000年)、亞太經濟合作組織(APEC)商業顧問委員會香港代表(1996年至2003年)、香港機場管理局主席(1999年至2008年)、香港大學校務委員會主席(2001年至2009年)、大珠三角商務委員會主席(2004年至2013年)、香港政府策略發展委員會委員(2005年至2012年)、國際商會主席(2008年至2010年)、世界貿易組織「世界貿易未來」的高級別諮詢小組成員(2012年至2013年)、中國國際經濟交流中心副主席(2009年至2014年)以及香港卓越獎學金計劃督導委員會主席(2014年至2018年)。香港政府於2003年向馮博士頒授金紫荊星章並於2010年頒授大紫荊勳章，以表揚其在香港服務社會的傑出貢獻。他於2019年6月獲頒授為香港金融學院院士，並於2019年12月獲頒授2019年DHL/ 南華早報香港商業獎終身成就獎。

馮博士持有美國麻省理工學院電機工程學士及碩士學位，以及哈佛大學經濟學博士學位。

Dr. Or Ching-Fai, Raymond, SBS, JP

Aged 71, was appointed as an independent non-executive Director in November 2011 and is chairman of the Remuneration Committee and a member of the Nomination Committee and Audit Committee of the Company.

Dr. Raymond Or is also chairman and a non-executive director of China Strategic Holdings Limited, and an independent non-executive director of Regina Miracle International (Holdings) Limited and Playmates Holdings Limited (appointed with effect from 21 May 2021), all of which are listed public companies in Hong Kong. He is also an independent non-executive director of Industrial and Commercial Bank of China (Asia) Limited.

Dr. Or was an independent non-executive director of Industrial and Commercial Bank of China Limited until his retirement in October 2018; an independent non-executive director of Television Broadcasts Limited until his resignation on 1 January 2020; and non-executive chairman and a non-executive director of Esprit Holdings Limited until his resignation on 1 January 2021, all of which are listed public companies in Hong Kong.

Dr. Or holds a bachelor of social sciences degree in economics and psychology from the University of Hong Kong and was awarded Honorary University Fellow from The University of Hong Kong in 2009. Dr. Or was awarded an Honorary Doctor of Social Science from the City University of Hong Kong in 2014 and was conferred Honorary Fellowship by Hang Seng University of Hong Kong (formerly known as Hang Seng Management College) in May 2017.

柯清輝博士 (SBS, JP)

現年71歲，於2011年11月獲委任為獨立非執行董事，並為本公司薪酬委員會主席及提名委員會和審核委員會成員。

柯清輝博士也擔任中策集團有限公司主席及非執行董事，及維珍妮國際(控股)有限公司和彩星集團有限公司(於2021年5月21日獲委任)獨立非執行董事，該等公司均為香港上市公眾公司。他也是中國工商銀行(亞洲)有限公司獨立非執行董事。

柯博士曾是中國工商銀行股份有限公司獨立非執行董事，於2018年10月退任；電視廣播有限公司獨立非執行董事，於2020年1月1日辭任；以及思捷環球控股有限公司非執行主席及非執行董事，於2021年1月1日辭任，該等公司均為香港上市公眾公司。

柯博士持有香港大學社會科學學士(經濟學與心理學)學位、及於2009年獲香港大學頒發榮譽院士。柯博士於2014年獲香港城市大學頒授社會科學榮譽博士學位、及於2017年5月獲香港恒生大學(前稱恒生管理學院)頒授榮譽院士榮銜。

Mr. Kwong Che-Keung, Gordon

Aged 71, was appointed as an independent non-executive Director in November 2011 and is chairman of the Audit Committee and a member of the Remuneration Committee of the Company.

Mr. Gordon Kwong is a Fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. Mr. Kwong was a Partner of PriceWaterhouse from 1984 to 1998, an independent member of the Council of the Hong Kong Stock Exchange from 1992 to 1997, during which, he had acted as convener of both the Compliance Committee and the Listing Committee.

Mr. Kwong is an independent non-executive director of Agile Group Holdings Limited, Henderson Investment Limited, Henderson Land Development Company Limited, NWS Holdings Limited, FSE Lifestyle Services Limited (formerly known as FSE Services Group Limited) and COSCO Shipping International (Hong Kong) Company Limited, all of which are listed public companies in Hong Kong. He is also an independent non-executive director of Piraeus Port Authority SA (a company listed on the Athens Stock Exchange). Mr. Kwong was an independent non-executive director of OP Financial Limited, Global Digital Creations Holdings Limited and China Power International Development Limited, until his retirement on 27 August 2019, 22 May 2020 and 3 June 2021, respectively.

鄺志強先生

現年71歲，於2011年11月獲委任為獨立非執行董事，並為本公司審核委員會主席及薪酬委員會成員。

鄺志強先生為英格蘭及威爾斯特許會計師公會及香港會計師公會資深會員。鄺先生於1984年至1998年間曾為羅兵咸會計師事務所合夥人，於1992年至1997年間出任香港聯交所獨立理事，在任期間，亦擔任監察委員會及上市委員會召集人。

鄺先生擔任雅居樂集團控股有限公司、恒基兆業發展有限公司、恒基兆業地產有限公司、新創建集團有限公司、豐盛生活服務有限公司(前稱豐盛服務集團有限公司)及中遠海運國際(香港)有限公司的獨立非執行董事，該等公司均為香港上市公眾公司。他亦是 Piraeus Port Authority SA(雅典證券交易所上市公司)的獨立非執行董事。鄺先生曾是東英金融有限公司、環球數碼創意控股有限公司、和中國電力國際發展有限公司獨立非執行董事，分別直至2019年8月27日、2020年5月22日及2021年6月3日退任。

Mr. Cheng Ming-Fun, Paul, JP

Aged 84, was appointed as an independent non-executive Director in September 2012 and is a member of the Audit Committee and Nomination Committee of the Company.

Mr. Paul Cheng had extensive governance experience serving as an independent director on the board of a number of organisations, including many publicly listed companies. Previously, he was deputy chairman and an independent non-executive director of Esprit Holdings Limited until his retirement in December 2018, which is a listed public company in Hong Kong. He also served as an independent non-executive director of Global Logistic Properties Limited (which was listed on the Singapore Stock Exchange until its delisting on 22 January 2018); and an independent non-executive director of Pacific Alliance China Land Limited (a company listed on the AIM Board of the London Stock Exchange) until his resignation on 12 May 2020.

Mr. Cheng was a former member of the Hong Kong Legislative Council as well as the former chairman of Inchcape Pacific Limited, N M Rothschild & Sons (Hong Kong) Limited, The Link Management Limited and the Hong Kong General Chamber of Commerce.

Mr. Cheng holds a Bachelor of Arts degree from Lake Forest College (Illinois, the United States) and a Master's degree in Business Administration from the Wharton Graduate School of Business at The University of Pennsylvania.

鄭明訓先生 (JP)

現年84歲，於2012年9月獲委任為獨立非執行董事，並為本公司審核委員會及提名委員會成員。

鄭明訓先生擁有豐富管治經驗，曾擔任多間機構獨立董事職務，其中包括不少上市公司。此前，他曾為思捷環球控股有限公司副主席及獨立非執行董事，於2018年12月退任，該公司為香港上市公眾公司。他亦曾擔任普洛斯公司獨立非執行董事（該公司曾於新加坡證券交易所上市，直至2018年1月22日除牌）；及 Pacific Alliance China Land Limited（倫敦證券交易所另項投資市場AIM Board上市公司）獨立非執行董事，直至2020年5月12日辭任。

鄭先生為前香港立法會議員，以及英之傑太平洋有限公司、洛希爾父子（香港）有限公司、領匯管理有限公司及香港總商會之前任主席。

鄭先生持有美國伊利諾州森林湖學院大學文學士學位，及賓夕凡尼亞州大學華頓商學院工商管理碩士學位。

Mr. Lam Kin-Fung, Jeffrey, GBS, JP

Aged 69, was appointed as an independent non-executive Director in November 2011 and is a member of the Nomination Committee and Audit Committee of the Company.

Mr. Jeffrey Lam is an independent non-executive director of C C Land Holdings Limited, China Overseas Grand Oceans Group Limited, Wynn Macau, Limited, CWT International Limited, i-CABLE Communications Limited, Wing Tai Properties Limited, Analogue Holdings Limited, and China Strategic Holdings Limited (appointed on 18 December 2020), all of which are listed public companies in Hong Kong.

Mr. Lam is a member of the National Committee of the Chinese People's Political Consultative Conference. He also holds a number of other public and community service positions including being a non-official member of the Executive Council of the Hong Kong Special Administrative Region and a member of the Legislative Council in Hong Kong, a general committee member of the Hong Kong General Chamber of Commerce, chairman of Independent Commission Against Corruption (ICAC) Complaints Committee, a director of the Hong Kong Mortgage Corporation Limited and the board of Heifer Hong Kong. He was the former chairman of the Assessment Committee of Mega Events Fund and a member of Fight Crime Committee.

Mr. Lam holds a Bachelor Degree in mechanical engineering from Tufts University in the United States. He has over 40 years of experience in the toy industry and is currently the managing director of Forward Winsome Industries Limited which is engaged in toy manufacturing.

林健鋒先生 (GBS, JP)

現年69歲，於2011年11月獲委任為獨立非執行董事，並為本公司提名委員會及審核委員會成員。

林健鋒先生擔任中渝置地控股有限公司、中國海外宏洋集團有限公司、永利澳門有限公司、CWT International Limited、有線寬頻通訊有限公司、永泰地產有限公司、安樂工程集團有限公司及中策集團有限公司(於2020年12月18日獲委任)之獨立非執行董事，該等公司均為香港上市公眾公司。

林先生為中國人民政治協商會議全國委員會委員。林先生亦身兼多項其他公職及社區服務職銜，包括為香港特別行政區行政會議非官守議員、香港立法會議員、香港總商會理事會成員、廉政公署事宜投訴委員會主席、香港按揭證券有限公司董事及香港小母牛董事局成員。他曾為盛事基金評審委員會前主席和撲滅罪行委員會成員。

林先生持有美國塔夫斯大學機械工程學士學位。他在玩具業擁有逾40年經驗，現為玩具製造商永和實業有限公司之董事長。

Mr. Chia Pun-Kok, Herbert

Aged 55, was appointed as an independent non-executive Director in April 2021 and is a member of the Nomination Committee and the Audit Committee of the Company.

Mr. Chia is a Venture Partner of Sequoia Capital China. He has over ten years of practical experience in big data strategy and application with unique insights into the future trends of e-commerce. He joined Alibaba in August 2010 and served as the Vice President of Alibaba (China) Co., Ltd. and the President of Data Committee. During his tenure with Alibaba, the data team of Alibaba was awarded “China Excellent IT Team” in the “Excellent Chinese CIO” selection in 2014, and Mr. Herbert Chia was also rated as “China Top 10 Most Influential Big Data Entrepreneurs” by the State Information Center of China in 2017.

Mr. Chia has been making significant contributions in helping to bring China’s big data industry to a new level. He is a member of Big Data Advisory Group of Beijing Government, Committee on Innovation, Technology and Re-industrialisation of Hong Kong Special Administrative Region, Board of Director of Hong Kong Science and Technology Parks Corporation and a non-official member of the Governance Committee of Hong Kong Growth Portfolio. He has also actively promoted Hong Kong to become the big data pilot city in The China Great Bay Area and The Belt and Road.

Mr. Chia is the Adjunct Professor of the School of Management of Zhejiang University and the Alibaba Business School. He is also the author of various best-selling books including The Big Data and The Nature of Big Data. He holds an Executive Master of Business Administration (EMBA) degree from Tsinghua University and an EMBA degree from the Institut Européen d’ Administration des Affaires (INSEAD).

Mr. Chia had served as an independent non-executive director of a Hong Kong publicly listed company, Tianjin Binhai Teda Logistics (Group) Corporation Limited from May 2017 to June 2018.

車品覺先生

現年55歲，於2021年4月獲委任為獨立非執行董事，並為本公司提名委員會和審核委員會成員。

車先生為紅杉資本中國基金專家合夥人。他在大數據策略和應用方面擁有十幾年實戰經驗，對電子商務未來趨勢有獨到見解。他於2010年8月加入阿里巴巴，曾擔任阿里巴巴(中國)有限公司副總裁和數據委員會會長。在其任職期間，阿里巴巴數據團隊在2014年獲《中國優秀CIO》評選為「中國最佳信息化團隊」；車品覺先生也於2017年獲中國國家信息中心選為「中國十大最具影響力大數據企業家」。

車先生作出良多貢獻，協助中國大數據產業水平提升至新高度。他是北京市大數據推進小組諮詢專家，香港特別行政區創新、科技及再工業化委員會成員，香港科學園董事會成員，及香港增長組合管治委員會非官方委員。他也積極推動香港發展成為中國大灣區和「一帶一路」的大數據試點城市。

車先生是浙江大學管理學院兼職教授，及阿里巴巴商學院特聘講座教授。他也是《大數據》和《數據的本質》等多本暢銷書的作者。車品覺先生持有清華大學高級工商管理碩士學位和歐洲工商管理學院高級工商管理碩士學位。

車先生於2017年5月至2018年6月，曾擔任香港上市公司天津濱海泰達物流(集團)股份有限公司獨立非執行董事。

Ms. Cheng Ka-Lai, Lily

Aged 42, was appointed as an independent non-executive Director in April 2019 and is a member of the Nomination Committee and the Remuneration Committee of the Company.

Ms. Lily Cheng has served in the technology and internet industry for over 20 years, both as an entrepreneur and as a corporate executive. She is the founder and an executive director of Hubel Labs Limited, a software lab developing AI-powered edtech game and applications. She served as the President of TripAdvisor, APAC from 2014 to 2016 and held various management roles at TripAdvisor, Inc. and Expedia, Inc. from 2008 to 2016. She was a management consultant with The Boston Consulting Group from 2006 to 2008.

Ms. Cheng holds a Bachelor of Arts degree in Engineering and a Master of Engineering degree from the University of Cambridge and a Graduate Certificate in Artificial Intelligence from Stanford University.

Ms. Cheng is an independent non-executive director of Swire Properties Limited and Sunevision Holdings Limited, both of which are listed public companies in Hong Kong. She is also an independent non-executive director of Octopus Cards Limited, a board observer and advisor to HotelBeds Group and an advisor to the Office of the President of Mars, Incorporated.

鄭嘉麗女士

現年42歲，於2019年4月獲委任為獨立非執行董事，並為本公司提名委員會和薪酬委員會成員。

鄭嘉麗女士在科技和互聯網行業擁有超過20年經驗，包括作為創業者和企業管理層。她是Hubel Labs Limited的創辦人兼執行董事，該公司從事人工智能教育手遊軟件研發。她曾在2014年至2016年擔任TripAdvisor亞太區總裁，並於2008年至2016年間出任TripAdvisor, Inc.和Expedia, Inc.多個管理職位。她在2006年至2008年間曾任波士頓諮詢公司的管理顧問。

鄭女士持有劍橋大學工程文學士學位和工程碩士學位，並取得斯坦福大學人工智能研究生證書。

鄭女士是香港上市公眾公司太古地產有限公司及新意網集團有限公司的獨立非執行董事。她也是八達通卡有限公司的獨立非執行董事、HotelBeds Group的董事會觀察員兼顧問，及瑪氏公司總裁辦公室顧問。

HONORARY ADVISER TO THE BOARD OF DIRECTORS

Mr. Cheng Yu-Wai

Aged 89, joined the Group in 1949, was appointed as an honorary adviser to the Board with effect from August 2011. Mr. Cheng is an uncle of Dr. Cheng Kar-Shun, Henry, Mr. Cheng Kam-Biu, Wilson and Mr. Cheng Sek-Hung, Timothy, and a granduncle of Dr. Cheng Chi-Kong, Adrian, Mr. Cheng Chi-Heng, Conroy and Ms. Cheng Chi-Man, Sonia.

Mr. Cheng Sek-Hung, Timothy

Aged 70, joined the Group in 1994, was appointed as an honorary adviser to the Board with effect from August 2011. Mr. Cheng is a cousin of Dr. Cheng Kar-Shun, Henry and Mr. Cheng Kam-Biu, Wilson, an uncle of Dr. Cheng Chi-Kong Adrian, Mr. Cheng Chi-Heng, Conroy and Ms. Cheng Chi-Man, Sonia, and a nephew of Mr. Cheng Yu-Wai.

JOINT COMPANY SECRETARY AND GROUP GENERAL COUNSEL

Mr. Cheng Ping-Hei, Hamilton

Mr. Cheng Ping-Hei, Hamilton is an executive Director and Joint Company Secretary. His profile is set out on p.84 of this annual report under the sub-section of "Executive Director".

Mr. Lai Sau-Cheong, Simon

Aged 60, joined the Group in 2017, is Group General Counsel and Joint Company Secretary. Mr. Simon Lai is also the general counsel of Chow Tai Fook Enterprises Limited, a subsidiary of a substantial shareholder of the Company.

Mr. Lai is admitted as a solicitor in Hong Kong, England and Wales, and New South Wales, Australia and has over 30 years of experience in corporate, commercial and related regulatory practice. He was a long standing partner and later on, consultant, of a leading law firm before joining the Group and has extensive experience on corporate finance matters. Mr. Lai has also served on a number of public appointments.

董事會名譽顧問

鄭裕偉先生

現年89歲，於1949年加入本集團，2011年8月起獲任董事會名譽顧問。鄭先生為鄭家純博士、鄭錦標先生及鄭錫鴻先生的叔父，以及鄭志剛博士、鄭志恒先生和鄭志雯女士的叔公。

鄭錫鴻先生

現年70歲，於1994年加入本集團，2011年8月起獲任董事會名譽顧問。鄭先生為鄭家純博士和鄭錦標先生的堂兄弟，鄭志剛博士、鄭志恒先生和鄭志雯女士的堂叔父，及鄭裕偉先生的侄兒。

聯席公司秘書及集團法務總監

鄭炳熙先生

鄭炳熙先生為執行董事及聯席公司秘書。他的簡介載於本年報第84頁「執行董事」分部。

黎壽昌先生

現年60歲，於2017年加入本集團，為本集團法務總監及聯席公司秘書。黎壽昌先生亦為本公司主要股東附屬公司周大福企業有限公司的法務總監。

黎先生持有香港、英格蘭及威爾士、澳大利亞新南威爾士執業律師資格，在企業、商業及相關的監管實踐方面擁有逾30年經驗。加入本集團之前，他曾為一間領先律師事務所的長期合夥人，隨後成為該所顧問並在企業融資方面擁有豐富經驗。黎先生亦身兼數項公職。

SENIOR MANAGEMENT

Ms. Leung Man-Yan, Ivy

Aged 51, joined the Group in 2019, is the Global Chief Intellectual Capital Officer of the Group. Ms. Leung has over 25 years of experience in human resources, training, total quality management and customer service spanning across Fintech, Media, Hospitality and Petrochemical industries.

To promote excellence in her areas of expertise, Ms. Leung is actively engaged in public service. She is a member of the Organising Committee of the Awards for Excellence in Training and Development of Hong Kong Management Association (HKMA), and has been on the Board of Examiners of the Quality Award of HKMA since 2008. She is also a member of the Cross-Industry Training Advisory Committee and the Specification of Competency Standards Drafting Subcommittee for the Human Resources Management sector of Qualifications Framework of the HKSAR Government.

Ms. Danita On

Aged 44, joined the Group in 2012, is the director of Investor Relations and Corporate Communications of the Group, responsible for maintaining effective communications with investors and media. Ms. On has over 20 years of experiences in auditing, management consulting, equity research, asset management and investor relations. She is a member of Hong Kong Institute of Certified Public Accountants and a Chartered Financial Analyst.

Mr. Lee Tin-Hei, Jade

Aged 46, joined the Group in 2016, is the general manager responsible for business strategy and analytics as well as technology applications of the Group. Mr. Lee has over 20 years of experience in advanced analytics carrying out consulting and business management roles with leading business analytics corporations.

Mr. Tsang Siu-Kwong, Patrick

Aged 50, joined the Group in 1993, is the general manager responsible for managing and developing the information infrastructures and technologies of the Group. Mr. Tsang has over 28 years of experience in information technology. He is currently President of the Internet of Things Industry Advisory Council of GS1 HK.

高級管理人員

梁蔓茵女士

現年51歲，於2019年加入本集團，是本集團首席環球智力資本長。梁女士在人力資源、培訓、全面優質管理和客戶服務累積超過25年經驗，涉足多個行業包括金融科技、媒體、酒店服務及石油化工等。

梁女士致力推動其專業領域的發展，積極參與多項公職。她是香港管理專業協會「最佳管理培訓及發展獎」籌委會成員，並自2008年起擔任該協會「優質管理獎」評審委員會成員。梁女士亦同時擔任香港特別行政區政府資歷架構人力資源管理界別《跨行業培訓諮詢委員會》和《能力標準說明》編撰專責小組成員。

安殷霖女士

現年44歲，於2012年加入本集團，為本集團投資者關係與企業傳訊總監，負責與投資者和媒體之間的有效溝通。安女士擁有逾20年審核、管理諮詢、證券研究、資產管理及投資者關係方面的經驗，也是香港會計師公會會員及特許財務分析師。

李天熹先生

現年46歲，於2016年加入本集團，擔任總經理，負責本集團商業策略與分析、以及科技應用。李先生擁有逾20年高端統計分析經驗，曾在多間領先的商業數據分析公司負責諮詢及管理工作。

曾紹光先生

現年50歲，於1993年加入本集團，擔任總經理，負責本集團資訊設施及資訊科技的管理與開發。曾先生擁有逾28年資訊科技經驗。他現擔任香港貨品編碼協會香港物聯網產業諮詢委員會主席。

Mr. Wong Kim-Ming, Mark

Aged 59, joined the Group in 1986, is the assistant director responsible for the operation of Diamond Department and diamond manufacturing management of the Group. Mr. Wong has over 35 years of experience in the jewellery industry.

Mr. Cheng Ming-Chi

Aged 49, joined the Group in 1994, is the senior manager responsible for managing and purchasing gemstones such as jadeite, colour stones and pearls for the Group. Mr. Cheng has over 25 years of experience in the jewellery industry.

Mr. Lau King-Ming

Aged 54, joined the Group in 2013, is the general manager responsible for managing production and logistics capacities as well as the related infrastructures of the Group. Mr. Lau has over 30 years of management and consultancy experience.

Mr. Chan Yee-Pong, Alan

Aged 49, joined the Group in 2010, is the general manager responsible for the branding and marketing management of the Group. Mr. Chan has over 25 years of experience in luxury branding and marketing.

Mr. Lam Hung-Shing, Max

Aged 38, joined the Group in 2011, is the general manager responsible for the creative design and development of jewellery products. Mr. Lam has over 15 years of experience in jewellery design. He was awarded Hong Kong Ten Outstanding Designer Award in 2014 and was conferred Fellowship and Chartered Manager by Canadian Chartered Institute of Business Administration.

Mr. Wong-Tang, Alex

Aged 62, joined the Group in 2000, is the general manager responsible for managing the Hong Kong and Macau Management Centre and Chow Tai Fook Fei Cui Testing Centre of the Group. Mr. Wong has over 45 years of experience in the jewellery industry. He holds an Executive Master's degree in Business Administration from The Chinese University of Hong Kong. He is also a Graduate Gemologist of the Gemological Institute of America and a Certified Gemmologist (Fei Cui) of the Gemmological Association of Hong Kong.

黃劍明先生

現年59歲，於1986年加入本集團，擔任副總監，負責本集團鑽石部的營運及鑽石生產管理。黃先生於珠寶行業擁有逾35年經驗。

鄭明智先生

現年49歲，於1994年加入本集團，擔任高級經理，負責本集團寶石，如翡翠、有色寶石及珍珠之管理和採購。鄭先生在珠寶行業擁有逾25年的經驗。

劉競明先生

現年54歲，於2013年加入本集團，擔任總經理，負責管理本集團生產與物流的效能和相關基礎設施。劉先生擁有逾30年管理及顧問經驗。

陳義邦先生

現年49歲，於2010年加入本集團，擔任總經理，負責本集團品牌管理及市場推廣工作。陳先生擁有逾25年名貴品牌管理及市場推廣經驗。

林鴻勝先生

現年38歲，於2011年加入本集團，擔任總經理，負責珠寶產品創意設計與研發。林先生於珠寶設計領域擁有逾15年經驗。他曾獲評為「2014年香港十大傑出設計師」，及獲得加拿大特許管理學院授予院士及特許經理資格。

王騰先生

現年62歲，於2000年加入本集團，擔任總經理，負責管理本集團之港澳營運管理中心和周大福翡翠鑒證中心。王先生於珠寶行業擁有逾45年經驗。他持有香港中文大學行政人員工商管理碩士學位，並為美國寶石學院的寶石鑒證師及香港寶石學協會的註冊認可寶石(翡翠)鑒證師。

Ms. Yuan Jie

Aged 44, joined the Group in 2002, is the executive general manager responsible for managing the Mainland China Management Center of the Group, orchestrating the overall enterprise management in the Mainland China. Ms. Yuan has approximately 20 years of experience in change management, process efficiency optimisation, risk control, corporate culture building and talent development.

Ms. Yang Xiao-Lin

Aged 41, joined the Group in 2004, is the general manager responsible for the Group's financial management and strategic finance. Ms. Yang has over 20 years of experiences in auditing, accounting, financial management and risk management. Ms. Yang is a member of the Chinese Institute of Certified Public Accountants.

袁捷女士

現年44歲，於2002年加入本集團，擔任本集團之中國營運管理中心行政總經理，負責統籌中國內地企業管理事宜。袁女士擁有近20年變革管理、流程效益、風險管控、企業文化建設及人才培養方面經驗。

楊小林女士

現年41歲，於2004年加入本集團，擔任總經理，負責本集團財務管理及財務規劃。楊女士擁有逾20年審核、會計、財務管理及風險管理方面的經驗。楊女士是中國註冊會計師協會會員。

CORPORATE GOVERNANCE REPORT

企業管治報告

OUR “4Ts” FOR CORPORATE GOVERNANCE

The “4Ts” concept introduced by T MARK diamond brand in ensuring our diamonds are natural and ethically sourced is reinforced by our rigorous controls under the agile business model. The same set of principles also guides the development of our corporate governance framework, supporting the Group in better achieving our strategic objectives towards sustainable growth and development.

我們的企業管治「4Ts」原則

T MARK 鑽石品牌推出的「4Ts」概念，在集團靈活的業務模式嚴格監控下，確保我們的鑽石天然唯真、來源可靠。同一套原則同時指導企業管治框架的發展，支持本集團更妥善達成策略性目標，成就可持續增長和發展。

Transparent 可知	Implement transparent disclosures and constructive dialogues to foster genuine mutual understanding with stakeholders 透過透明公開的披露和建設性對話，徹底促進與持份者的相互了解
Thoughtful 可頌	Embrace leaders with independent mindset, versatile expertise and business acumen who steer our long-term pursuit for sustainable business growth and attainment of common values with stakeholders 推舉具獨立思維、擁有全面的專業知識和商業頭腦的領袖，帶領我們長期追求可持續的業務增長和實現持份者的共同價值觀
Truthful 可信	Uphold long-established culture of integrity to safeguard the fundamental interests of stakeholders and build trusting relationships with them 堅持長久建立的誠信文化，保障持份者的基本利益及彼此建立互信關係
Traceable 可尋	Enhance accountability via institutionalised structures and measures to drive better utilisation of resources and fulfilment of stakeholders’ interests 通過制度化的架構和措施加強問責，以更有效運用資源和實現持份者的利益

OUR BOARD GOVERNANCE FRAMEWORK

董事會管治架構

Board Structure

董事會架構

P.98-102 頁

- Board of directors
董事會
- Board committees
董事委員會
- Responsibilities and main tasks
職責和主要工作

Board Composition

董事會組成

P.103-109 頁

- Board diversity
董事會多元化
- Board refreshment
董事會更新
- Director roles and functions
董事的角色和職能
- Continuing professional development
持續專業發展
- Remuneration
薪酬

Board Operations

董事會運作

P.110-117 頁

- Leadership and enablement
領導及賦能
- Communication and information support
溝通和資訊支持
- Compliance and accountability
合規和問責
- Evaluation
評價

Shareholder Communications

與股東的溝通

P.118-122 頁

- Interactive engagement
雙向互動關係
- Shareholder rights and other information
股東權利和其他資料

BOARD STRUCTURE

董事會架構



Board of Directors

- Responsible for steering the sustainable success of the Group by overseeing the overall strategic direction, risk appetite and directing and supervising its affairs.
- Sets the Group's core values and adopts proper standards to ensure that the Company operates with integrity and being responsible to our shareholders and other stakeholders for the Group's performance.
- More details on main tasks, p.99.

Nomination Committee, Remuneration Committee and Audit Committee

- Undertake governance duties as specified in their respective terms of reference.
- More details on main tasks, p.100-102.

Executive Committee

- Supports the Managing Directors to implement strategy and oversee operational performance.
- Being delegated with all the powers to act concerning the ordinary course of business.
- Matters beyond its delegated authority are reserved to the Board for decision.
- More details on main tasks, p.110-112.

董事會

- 負責監督整體策略方向、風險承受度並引領和督導本集團的事務，使本集團能夠持續成功。
- 確立本集團的核心價值和採納妥善的標準，確保本公司以誠信經營，並就本集團的表現對股東和其他持份者負責。
- 主要工作的更多詳情，請參閱第99頁。

提名委員會、薪酬委員會和審核委員會

- 執行其各自的職權範圍所列明的管治責任。
- 主要工作的更多詳情，請參閱第100至102頁。

執行委員會

- 協助董事總經理執行策略和監察營運表現。
- 獲授所有權限就日常業務行事。
- 其獲授權限以外的事宜由董事會作出決定。
- 主要工作的更多詳情，請參閱第110至112頁。

Main tasks of the Board of Directors

董事會的主要工作

Area of focus 聚焦範疇	FY2021 (Number of meetings: 4) (會議次數：4)	Q1	Q2	Q3	Q4
Strategy planning and execution 策略規劃和執行	<ul style="list-style-type: none"> Discuss on the medium to long-term goals and strategies 討論中期至長期目標和策略 Comment on the current strategic plan and financial budget 評議目前的策略計劃和財務預算 Receive the strategic reports from the Managing Director 聽取董事總經理的策略報告 Receive the management reports from the Executive Committee 聽取執行委員會的管理報告 				✓
Business and financial performance 業務和財務表現	<ul style="list-style-type: none"> Approve annual results and report, and recommend final dividend 批准年度業績和報告以及建議末期股息 Approve interim results and report, and interim dividend 批准中期業績和報告以及中期股息 Review quarterly performance and recent business development 檢討季度表現和近期業務發展 Review on industry trends and market outlook 檢視行業趨勢和市場前景 Receive the investor feedback report 聽取投資者的反饋報告 Review on the dividend policy 檢討股息政策 	✓		✓	
Corporate governance 企業管治	<ul style="list-style-type: none"> Receive the reports from the Nomination Committee, Remuneration Committee and Audit Committee 聽取提名委員會、薪酬委員會和審核委員會的報告 Approve the appointment, re-designation or retirement of directors 批准董事的委任、調任或退任 Consider / approve connected / continuing connected transactions 考慮 / 批准關連 / 持續關連交易 Review sustainability performance and approve the report 檢討可持續發展表現和批准相關報告 Approve the proposed resolutions to put forward to the annual general meeting and the publication of related circular 批准提呈予股東週年大會的建議決議案和刊發相關通函 Private meeting between Board chairman and INEDs 董事會主席與獨立非執行董事的閉門會議 	✓	✓	✓	✓

During the year, the Board has increased attention on:

年內，董事會更為關注以下事項：

- Market opportunities and expansion in Mainland China.
- Accelerated digital transformation and changing consumer behaviour brought along with the unprecedented challenges of COVID-19.
- Target setting for the execution of Dual-Force Strategy.
- 中國內地的市場商機及擴展。
- 2019冠狀病毒病帶來前所未有的挑戰，令數碼轉型加速及消費者行為改變。
- 為執行雙動力策略設定目標。

Main tasks of the Nomination Committee

提名委員會的主要工作

Area of focus 聚焦範疇	FY2021 (Number of meetings: 3) (會議次數：3)	Q1	Q3	Q4
Board performance assessment 董事會表現評估	<ul style="list-style-type: none"> Evaluate on the structure, composition and size of the Board of Directors 評估董事會的架構、組成和規模 Evaluate on the structure, roles and delegation of Board committees 評估董事委員會的架構、角色和職責分工 Review the management roles and responsibilities of executive directors taken into account the medium to long-term strategic goals and succession planning 在考慮中長期策略性目標和繼任計劃的前提下，檢討執行董事的管理角色和責任 Assess and confirm on the independence and time commitment of INEDs 評估和確認獨立非執行董事的獨立性和投入時間 Review and monitor the training and continuing professional development of directors and senior management 檢討和監察董事和高級管理人員的培訓及持續專業發展 	✓		✓
Board composition review 董事會的組成檢討	<ul style="list-style-type: none"> Discuss on the board mix of competence and diversity in perspectives required by future strategic needs 因應未來策略需要討論董事會所需的能力組合和多元化思維 Analyse on the current board matrix, diversity objectives, and progress 分析目前的董事會組成、多元化目標和進度 	✓		
Board refreshment or succession 董事會更新或繼任	<ul style="list-style-type: none"> Consider the planning for board refreshment with respect to INEDs 就獨立非執行董事考慮董事會更新計劃 Advise on the preparation for management succession 就預備管理人員繼任提供意見 Determine on the rotation and re-appointment of directors 決定董事的輪值和重新委任 	✓	✓	✓
Directors' nomination and appointment 董事的提名及委任	<ul style="list-style-type: none"> Nomination, selection and appointment of new directors 提名、甄選和委任新董事 Review the induction guidelines for new directors 檢討新董事的啟導指引 		✓	✓

During the year, the Nomination Committee has increased attention on:

年內，提名委員會更為關注以下事項：

- Reshaping of the skillset requirements for the future boardroom amid the new reality of the COVID-19 challenges.
- Accelerating the priority of INEDs refreshment and CEO succession plan.
- Redefining the scope of responsibilities of Board committees in alignment with the achievement of strategic goals.
- 重塑未來董事會的技能要求，以應對2019冠狀病毒病挑戰所帶來的新狀況。
- 加快更新獨立非執行董事及行政總裁繼任計劃的優先次序。
- 重新定義董事委員會的職責範圍，配合達成策略性目標。

Main tasks of the Remuneration Committee

薪酬委員會的主要工作

Area of focus 聚焦範疇	FY2021 (Number of meetings: 2) (會議次數: 2)	Q1	Q4
Performance and rewards for directors and senior management 董事及高級管理人員的表現和獎勵	<ul style="list-style-type: none"> Assess on the Company's performance and remuneration level for directors 評價公司表現和董事的薪酬水平 Consider comparable benchmarking and performance of individual directors 考慮可比性指標來衡量個別董事的表現 Determine the remuneration packages and annual adjustments for executive directors and senior management 釐定董事及高級管理人員的薪酬待遇和年度調整 Review on the mechanism of long-term incentives for directors 檢討董事的長期獎勵機制 	✓	✓
Remuneration policy and strategy 薪酬政策和策略	<ul style="list-style-type: none"> Supervise on the remuneration policy and structure for directors and employees 監督董事和僱員的薪酬政策和結構 Endorse the remuneration strategy for senior management and key employees 通過高級管理人員和關鍵僱員的薪酬策略 Review the market pay trends and endorse the annual staff budget for increment 檢討市場薪金趨勢和通過員工年度加薪預算 	✓	✓
Strategic intellectual capital development 策略性智力資本發展	<ul style="list-style-type: none"> Discuss on the workforce plan and training programmes for the post-pandemic era to align with the changing workforce and consumer market 討論疫情後的人力規劃和培訓計劃，以符合不斷變化的工作團隊和消費者市場 Review on the organisation structure to maximise talent potentials in support of the execution of Dual-Force Strategy 檢討組織架構，盡量發揮人才潛能，支持執行雙動力策略 	✓	✓

During the year, the Remuneration Committee has increased attention on:

年內，薪酬委員會更為關注以下事項：

- Rethinking and reconfiguring the organisation structure, team composition and mode of work to utilise for new business priorities after COVID-19.
- Development of a more agile workforce accommodated with skills-based management model and incentives for performance.
- Medium to long-term workforce planning strategies to ensure that the right people with the right skills are in the right jobs to accomplish the goals of the Group in the years to come.

- 重新思考和配置組織架構、團隊組成和工作模式，務求在2019冠狀病毒病後配合新的業務重點。
- 發展一支更靈活的工作團隊，配以技能為基礎的管理模式和績效激勵措施。
- 制訂中長期人力規劃策略，以確保具備適當技能的人員擔任適當的職位，以實現本集團未來數年的目標。

Main tasks of the Audit Committee

審核委員會的主要工作

Area of focus 聚焦範疇	FY2021 (Number of meetings: 3) (會議次數：3)	Q1	Q3	Q4
Strategic alignment 策略契合	<ul style="list-style-type: none"> Oversee IT governance and the digital transformation of finance function 監督資訊科技管治和財務功能的數碼轉型 Review the adequacy of resources supporting the finance, governance and internal audit function 檢討財務、管治和內部審核功能的資源充足度 Comment on the work priorities of policy governance, risk management and internal audit 衡量管治制度、風險管理和內部審核方面的工作重點 	✓	✓	✓
Risk management and controls 風險管理和控制	<ul style="list-style-type: none"> Receive reports from Risk Management Committee 聽取風險管理委員會的報告 Receive internal audit reports 聽取內部審核報告 Receive anti-fraud reports 聽取反舞弊報告 	✓	✓	✓
Corporate governance 企業管治	<ul style="list-style-type: none"> Annual review on the effectiveness of risk management and internal control systems, and external and internal audit 年度檢討風險管理和內部監控系統的有效性，以及外部及內部審核 Annual review on the continuing connected transactions 檢視年度內的持續關連交易 Review the compliance with the Corporate Governance Code and the Board's oversight over environmental, social and governance 檢視企業管治守則的遵行情況，以及董事會監察環境、社會及管治的情況 Review the disclosures in the results announcements, interim and annual reports (including Corporate Governance Report therein) and sustainability report 檢閱業績公告、中期報告及年報(包括其中的企業管治報告)和可持續發展報告的披露 	✓		✓
Financial statements 財務報表	<ul style="list-style-type: none"> Receive the management's analysis on the business and financial review 聽取管理層對業務和財務回顧的分析 Review significant accounting policies, finance controls and financial reporting system 審視重大會計政策、財務監控及財務報告系統 Review the presentation and disclosures of the financial statements for the Group's interim and annual results 檢閱集團中期報告及年報財務報表的呈報和披露 	✓	✓	
External auditor 外部核數師	<ul style="list-style-type: none"> Comment on the annual audit plan 對年度審核計劃提供意見 Receive auditor's audit report, or interim review report 聽取核數師的審計報告或中期審閱報告 Private meeting with auditor 與核數師舉行閉門會議 Review on the independence and objectivity, performance and fees of auditor, and recommend on their re-appointment 審視核數師的獨立性和客觀性、表現和費用，以及建議重新委任 	✓	✓	✓

During the year, the Audit Committee has increased attention on:

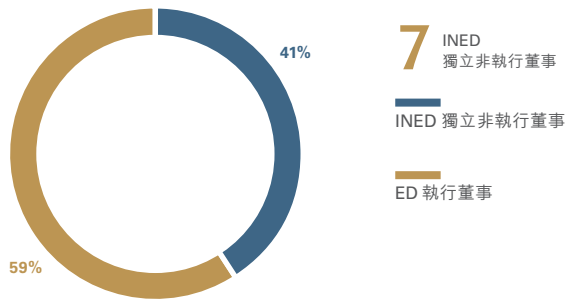
年內，審核委員會更為關注以下事項：

- Disclosure on the financial impact of COVID-19, in order for investors to have a fair interpretation on the business resilience and profitability of the Group.
- Cloud transformation, cybersecurity, system integration and data governance, which are fundamental to operational efficiency and business risk mitigation in the digital age.
- Application of technology and data analytics in risk management and internal audit, to ensure emerging risks could be identified and timely dealt with.
- 披露2019冠狀病毒病相關的財務影響，以便投資者能公正詮釋本集團的業務抗逆力和盈利能力。
- 雲端轉型、網絡安全、系統整合和數據管治，對數碼時代的營運效益和應對業務風險至關重要。
- 在風險管理和內部審核中應用科技和數據分析，確保可以識別並及時處理新興風險。

BOARD COMPOSITION

The Board consists of 17 directors.

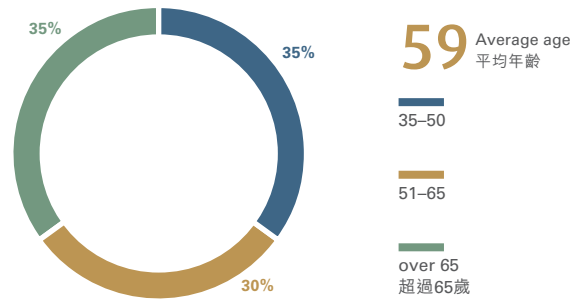
Independence 獨立性



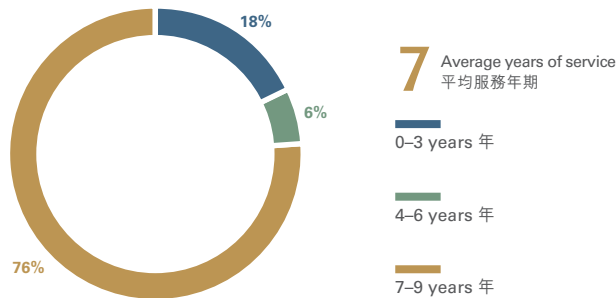
董事會組成

董事會由 17 名董事組成。

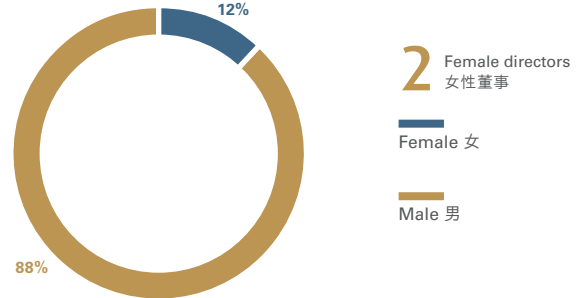
Age 年齡



Board tenure 董事會任期



Gender 性別



Our Board diversity policy

- Appropriate combination of competency and diversity of perspectives in order to achieve the Company's long-term goal and strategy.
- Thorough considerations in board decision-making leverage on broader insights and risk intelligence, as well as better understanding on customers and stakeholders.
- A broad concept of diversity attributable to various attributes:
 - Personal skills and professional knowledge
 - Regional and industry experience, reach to stakeholders
 - Gender, age, length of service and other qualities

董事會多元化政策

- 以合適的能力組合和多元視野，以達致本公司的長期目標和策略。
- 董事會獲得更廣博的智慧和風險觸覺在決策時作出透徹考慮，以及更佳地理解顧客及持份者。
- 視多元化為一個宏觀概念包括各類因素：
 - 個人技能和專業知識
 - 地區和行業經驗、與持份者的連繫
 - 性別、年齡、服務年期和其他質素

Our current board mix of knowledge and experience

Broad business exposures

- Typical industries: retailing, manufacturing, property development
- Emerging sectors serving for customers' lifestyle and enjoyments:
 - Lifestyle products and fashion
 - Leisure and entertainment
 - Travel and hospitality
 - Technology and innovation
 - Healthcare, finance and insurance
- Connections with commercial leaders, public bodies and community groups.

Worldwide market experience

- Mainland China and Hong Kong, China
- European and the United States markets

Diverse professional knowledge

- Expertise in retail and jewellery
- Technology and data analytics
- Corporate strategies and risk management
- Listed company governance
- Capital market and finance

Our diversity objectives for the future Board

- Proven experience in young generation market and business innovations.
- A broad spectrum of connections and intelligence across multiple commercial fields.
- Idea crossovers and collaborative innovations along the consumers' value chain in a wider market.
- Together contribute to high standards of corporate governance and stakeholders' interests.
- The joining of two female and young directors in April 2019 has contributed to a desirable Board mix in view of gender and age diversity.
- Together with another new INED appointed in April 2021, the diversity of age mix and board tenure are further enhanced.

現屆董事會的知識和經驗組合

廣泛的商業背景

- 典型行業：零售、製造、物業發展
- 與消費者生活享受有關的新興行業：
 - 生活品味和時尚產品
 - 休閒和娛樂
 - 旅遊和酒店
 - 科技和創新
 - 保健、金融和保險
- 與商界領袖、公共組織和社區團體的連繫。

環球市場經驗

- 中國內地和中國香港
- 歐洲和美國市場

多元的專業知識

- 零售和珠寶專業
- 科技和數據分析
- 企業策略和風險管理
- 上市公司管治
- 資本市場和財務

未來董事會的多元化目標

- 具備對年輕市場和業務創新的實際經驗。
- 跨越不同商業範疇擁有廣泛聯繫和商業智慧。
- 環繞消費者價值鏈更廣闊的市場上推動跨界意念和合作創新。
- 共同為提高企業管治水平和持份者權益作出貢獻。
- 2019年4月兩名年輕女性董事的加入，使董事會的組合在性別和年齡多元化方面，變得更為理想。
- 連同2021年4月新委任的另一名獨立非執行董事，董事會年齡組合和任期的多元化得到進一步提升。

Board refreshment

Board nomination

董事會更新

董事會提名

Nomination policy and process

提名政策和程序

Status update

情況更新

Stage 1 Preparation 第一階段 預備	<ul style="list-style-type: none">Look into future challenges, opportunities, business model and strategic goals 探討未來的挑戰、機遇、業務模式和策略目標Identify desirable perspectives and experience an optimal Board requires 識別理想董事會需要的視野和經驗Evaluate the strengths and weaknesses of the current Board composition 評估現屆董事會組成的強弱項Set out requirements and objectives in searching for potential candidate(s) 制定物色潛在候選人的要求和目標Propose the timeline for Board refreshment 建議董事會更新的時間表	Reviewed in FY2021 2021 財政年度已檢討 <ul style="list-style-type: none">Retail and China experience 零售和中國經驗Technology and data application 科技和數據應用Governance and risk management 管治和風險管理Gender and age diversity 性別和年齡多元化
Stage 2 Nomination 第二階段 提名	<ul style="list-style-type: none">Invite nomination of candidates from Board members or professional consultants 邀請董事會成員或專業顧問提名候選人Consider a broad range of candidates who are in or outside of the Board's circle 廣泛考慮董事會圈子內外的候選人Meet with the shortlisted candidates and then evaluate on the suitability 與入圍候選人會面並評估其是否合適Put forward the recommendation to the Board, including the role and function, and committee membership 向董事會提呈推薦建議，包括角色和職能，以及委員會成員身份	Nominated in FY2021 2021 財政年度提名 <ul style="list-style-type: none">Mr. Chia Pun-Kok, Herbert 車品覺先生
Stage 3 Appointment 第三階段 委任	<ul style="list-style-type: none">The Board considers the recommendation and decides on the appointment 董事會考慮建議和決定委任Determine the communication and transition plan, as well as induction activities 釐定溝通計劃和過渡安排，以及啟導活動Publish an announcement, fulfil statutory filing requirements and issue letter of appointment 刊發公告、完成法定申報並發出委任函Propose the re-election of the newly appointed director in the next general meeting and make adequate disclosure on the respective nomination process 在下一個股東大會建議重選新委任董事，並就相關提名程序作出充分披露	FY2022 2022 財政年度 <ul style="list-style-type: none">Appointment letters 委任函Onboard and re-election 上任和重選Induction activities 啟導活動

Management succession planning

- Enrich the roles played by young management by allocating challenging assignments for the achievement of the Group's sustainable development.
- Create strategic task force and career advancement opportunities for them.
- Provide comprehensive training and development programmes.
- Design attractive incentive schemes to reward outstanding performance.

管理層繼任計劃

- 委派具挑戰性的任務給年輕管理人員，以促成本集團的可持續發展中有更大的發揮。
- 為他們創立策略性專案小組和晉升機會。
- 提供全面培訓和發展計劃。
- 設計具吸引力的獎勵計劃以激勵傑出表現。

Director roles and functions

Our Board is collectively responsible and accountable to our shareholders for the Group's performance.

	Number of directors 董事數目	INED 獨立非執行董事	Executive directors 執行董事
Board of Directors 董事會	17	41%	59%
Nomination Committee 提名委員會	8	75%	25%
Remuneration Committee 薪酬委員會	6	67%	33%
Audit Committee 審核委員會	5	100%	0%
Executive Committee 執行委員會	10	0%	100%

The profile, role and function of each director, their relationship with each other and the membership of the board committees are set out on p.76-92.

Chairman, Dr. Cheng Kar-Shun, Henry

- Provides leadership for the Board and ensures that the Board works effectively.
- Oversees strategic direction and overall performance of the Group.

Independent non-executive directors

- Bring strategic insights to the Board driving for long-term value.
- Exercise independent judgement on the strategy, performance and risks of the Group.
- Balance the interests of the Company, shareholders and stakeholders.
- INEDs act as chairmen or members of major Board committees and undertake detailed governance work under the respective terms of reference.
- Being appointed for a term of three years, subject to retirement by rotation in accordance with the Articles.

Managing Directors, Mr. Wong Siu-Kee, Kent and Mr. Chan Sai-Cheong

- Formulate and recommend the strategy of the Group to the Board.
- Lead the management team to execute the strategy agreed by the Board and is responsible for the overall business and operations of the Group.

Other executive directors

- Each has one's own strategic and / or management responsibilities.
- Support the Managing Directors to oversee the execution of corporate strategies and supervise on the business and operations.

Directors' time commitment

Based on assessment with reference to a number of factors:

- Directors' confirmation
- Meeting attendance rate
- Preparation for and degree of participation in meetings
- Participation in continuing professional development to keep abreast of knowledge relevant to the directors' duties

The Nomination Committee is of the view that all directors, including INEDs, have given sufficient time and attention to the Company's affairs.

董事的角色和職能

董事會就本集團的表現共同向股東負責及問責。

	INED 獨立非執行董事	Executive directors 執行董事
Board of Directors 董事會	41%	59%
Nomination Committee 提名委員會	75%	25%
Remuneration Committee 薪酬委員會	67%	33%
Audit Committee 審核委員會	100%	0%
Executive Committee 執行委員會	0%	100%

各董事履歷、職務及職能、彼此之間的關係以及董事委員會的成員載於第76至92頁。

主席 — 鄭家純博士

- 領導董事會並確保董事會有效運作。
- 督導策略方針和本集團的整體表現。

獨立非執行董事

- 為董事會帶來策略性見解以提升長期價值。
- 對本集團的策略、表現和風險作出獨立判斷。
- 平衡本公司、股東及持份者之間的利益。
- 獨立非執行董事擔任主要董事委員會的主席或成員，並根據各自的職權範圍進行實際的管治工作。
- 委任期為三年，並須根據細則輪席退任。

董事總經理 — 黃紹基先生和陳世昌先生

- 制定並向董事會建議本集團的策略。
- 領導管理團隊執行董事會同意的策略，並負責本集團的整體業務和營運。

其他執行董事

- 各董事均有本身的策略性及/或管理責任。
- 協助董事總經理監督企業策略的執行和督導業務營運。

董事的時間投入

以參照多項因素後的評核結果為基礎：

- 董事的確認
- 會議出席率
- 會議的準備和參與度
- 參與持續專業發展以緊貼與董事職責相關的知識

提名委員會認為，全體董事(包括獨立非執行董事)已對本公司的事務給予充足的時間和關注。

		Number of meetings attended / eligible to attend for FY2021 2021財政年度出席 / 合資格出席會議次數					Continuing professional development 持續專業發展
		Annual General Meeting 股東週年大會	Board Meeting 董事會會議	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	
Executive Directors	執行董事						
Dr. Cheng Kar-Shun, Henry	鄭家純博士	1/1	4/4 ^C	3/3	2/2	-	✓
Mr. Wong Siu-Kee, Kent	黃紹基先生	1/1	4/4	3/3	2/2	-	✓
Mr. Chan Sai-Cheong	陳世昌先生	1/1	4/4	-	-	-	✓
Dr. Cheng Chi-Kong, Adrian	鄭志剛博士	1/1	4/4	-	-	-	✓
Mr. Cheng Chi-Heng, Conroy	鄭志恒先生	1/1	4/4	-	-	-	✓
Ms. Cheng Chi-Man, Sonia	鄭志雯女士	1/1	4/4	-	-	-	✓
Mr. Cheng Kam-Biu, Wilson	鄭錦標先生	1/1	4/4	-	-	-	✓
Mr. Cheng Ping-Hei, Hamilton	鄭炳熙先生	1/1	4/4	-	-	-	✓
Mr. Suen Chi-Keung, Peter	孫志強先生	1/1	4/4	-	-	-	✓
Mr. Chan Hiu-Sang, Albert	陳曉生先生	1/1	2/3	-	-	-	✓
Mr. Liu Chun-Wai, Bobby	廖振為先生	1/1	4/4	-	-	-	✓
Independent Non-executive Directors	獨立非執行董事						
Dr. Fung Kwok-King, Victor	馮國經博士	1/1	4/4	3/3 ^C	2/2	-	✓
Dr. Or Ching-Fai, Raymond	柯清輝博士	1/1	4/4	3/3	2/2 ^C	3/3	✓
Mr. Kwong Che-Keung, Gordon	鄺志強先生	1/1	4/4	-	2/2	3/3 ^C	✓
Mr. Cheng Ming-Fun, Paul	鄭明訓先生	1/1	4/4	3/3	-	3/3	✓
Mr. Lam Kin-Fung, Jeffrey	林健鋒先生	1/1	4/4	3/3	-	3/3	✓
Ms. Cheng Ka-Lai, Lily	鄭嘉麗女士	1/1	4/4	3/3	2/2	-	✓

Note:

C represents the chairman of Board or the relevant Board committees

✓ All directors have submitted their training records for the year, showing that each of them has fulfilled the training requirement by participating in the activities on p.108 organised by the Company.

附註：

C 指董事會或相關董事委員會的主席

✓ 全體董事已提交本年度的培訓記錄，其中顯示各人參與本公司籌辦第108頁所載的活動，已履行培訓要求。

Conflict of Interest and Independence

Nomination Committee's annual review on INEDs' independence

Based on the review of a number of factors:

- Potential conflict of interest
- Nature and amount of business relationship and transactions with the Group during the year
- Nature of offices held in other companies, organisations and other significant commitments
- Each INED's annual confirmation of independence received by the Company

The Board is of the view that all INEDs are independent, free from any business or other relationship which could materially interfere with the exercise of their judgement. Detailed elaboration on the Board's assessment are made in the circular to shareholders in respect of the INEDs to be re-elected in the forthcoming annual general meeting.

利益衝突和獨立性

提名委員會對獨立非執行董事的獨立性的年度審查

其已審查多項因素：

- 潛在的利益衝突
- 年內與本集團的業務關係、交易的性質和金額
- 在其他公司、組織和其他主要承擔的崗位性質
- 本公司接獲各獨立非執行董事作出的獨立性年度確認

董事會認為，所有獨立非執行董事均具獨立性，並無任何可能對他們行使判斷而構成重大干擾的任何業務或其他關係。對於將在應屆股東週年大會重選的獨立非執行董事，致股東的通函中將就董事會的評估作詳細闡述。

Continuing professional development

- Align knowledge and experience acquisition with a view to driving performance towards our strategic goals and exercising critical oversight on risk and performance.
- Sharpen the strategic vision and competency in embracing the era of innovation and disruption.
- Foster a Board culture of ongoing learning and knowledge sharing.

Our approach to ongoing learning

- Organise Board seminars, management forums and workshops on themes relevant for propelling the business priorities, where our leaders can interact with inspirational guest speakers.
- Arrange on-site visits to explore on the competitive edges of other advanced organisations.
- Custom-made newsletters sharing articles and videos related to the Board's hot topics.
- Conduct surveys for the Nomination Committee to understand learning needs of each director and analyse the directors' training records to prioritise the Board education activities.

Onboarding induction

- Assist incoming directors to have proper understanding on the business and operations, strategies and competitive environment of the Group, and directors' duties.
- Help the new directors to get an understanding of the Board culture and corporate culture.
- Efficient and tailor-made on needs, depending on their Board roles, their expertise and experience, enabling them to make contributions as early as possible to the Board, particularly on providing advice on the strategies.

Induction activities guide

- Briefing sessions.
- Networking luncheon with other Board members and management presentation on selected topic relating to potential contribution expected from the new director.
- Meet with our management teams and visit our facilities to understand the Group's existing plans and needs.
- Online resources centre for directors:
 - Business model and strategies
 - Industry trends and market profiles
 - Business and financial performance
 - Statutory duties and responsibilities of directors
 - Corporate governance policies
- Invite the new director to share on selected topic relating to his / her expertise topic in a Board and management seminar.

持續專業發展

- 獲取所需知識和經驗以提升表現，從而達成我們的策略目標，以及嚴謹監察其風險和成效。
- 提升策略性思維和能力以擁抱創新變革的年代。
- 推動董事會持續學習和分享知識的文化。

我們的持續學習方式

- 就推動業務關鍵工作相關的主題組織董事會講座、管理層論壇和工作坊，邀請演講嘉賓與我們的領導人員互動並啟發思維。
- 安排實地考察調研，以探索其他先進企業的競爭優勢。
- 制作度身選材的通訊，與董事會分享熱門話題相關的文章和視頻。
- 為提名委員會進行問卷調查，以了解各董事的學習需要，並透過分析其培訓記錄，安排董事會學習活動的優先次序。

入職啟導

- 協助新任董事對本集團業務營運、策略和競爭環境，以及董事職責有適當的理解。
- 協助新董事了解董事會和企業文化。
- 視乎董事的角色、專長和經驗而作有效且定制最合適的安排，使他們能夠盡快為董事會作出貢獻，尤其是在策略方面提供意見。

啟導活動指引

- 簡介會。
- 與其他董事會成員聯誼的午餐會，並聽取管理層按照新董事預期可作出貢獻的範疇作出簡報。
- 與管理層團隊會面，並視察我們的設施以理解本集團的現有計劃和需要。
- 董事專用線上啟導資源中心：
 - 業務模式和策略
 - 行業趨勢和市場狀況
 - 業務和財務表現
 - 董事的法定職責和責任
 - 企業管治政策
- 邀請新董事於董事會和管理層講座分享有關其專業知識的題材。

Remuneration

- Put in place a well-designed incentive system to attract, motivate and retain talented corporate leaders in order to support the achievement of long- and short-term strategic goals of the Group as well as to promote value creation for the benefit of the shareholders.
- Offer fair and competitive reward levels to ensure comparability with companies listed in Hong Kong competing for talents with similar leadership qualities, with special emphasis on the Asian-focused jewellery companies.

薪酬

- 設計完善的獎勵制度，以吸引、激勵和留住具才幹的企業領導人才，從而支持本集團達成長期和短期策略目標，以及為股東的利益推動價值創造。
- 提供公平和具競爭力的獎勵，確保可與其他香港上市公司(尤其是以亞洲為重心的珠寶公司)相比，以吸引到具備相若領導能力的人才。

Executive directors

執行董事

Fixed portion

固定部份

- Salaries, benefits and pension
基本薪金、福利和退休金
- Director's fee
董事袍金

Variable portion

浮動部份

- Discretionary bonus linked with the Company's performance as follows:
 - the current year's profitability
 - the increase in share price of the Company in a period of time over the benchmark與本公司表現掛鈎的酌情花紅如下：
 - 該年度的盈利能力
 - 於一段期間內，公司股價較指標股價的增幅

- Incentive-based, with a significant portion of variable portion correlated with the short term profitability and long-term value of the Company.
- Alignment of their rewards with the performance of the Company and interests of its shareholders.
- Determined by the Remuneration Committee.

- 激勵為本，有相當比例的浮動部份與本公司的短期盈利能力和長期價值掛鈎。
- 將他們的獎勵與本公司表現和股東利益掛鈎。
- 由薪酬委員會決定。

Independent non-executive directors

獨立非執行董事

Fixed portion

固定部份

- Director's fee
董事袍金

Variable portion

浮動部份

- Discretionary bonus linked with:
 - the increase in share price of the Company in a period of time over the benchmark酌情花紅，與以下掛鈎：
 - 於一段期間內，公司股價較指標股價的增幅

- Offer appropriate level of remuneration to attract and retain high calibre directors with sufficient governance experience and independence in thinking so that their views carry weight in the Board.
- Proportionate to the time commitment and workloads of Board committees they serve.
- Benchmarked against market practice, according to their roles, responsibilities and time commitment.
- Determined by the Board, after discussions in the Remuneration Committee.

- 提供合適的薪酬吸引和留住具備充分管治經驗和獨立思考的優秀董事，使其意見對董事會具有影響力。
- 與其服務董事委員會的時間投入和工作量成正比。
- 按照其角色、責任和時間投入與市場慣例具可比性。
- 在薪酬委員會討論後，由董事會作出決定。

More details on directors' remuneration for FY2021, p.193.

有關董事於2021財政年度的薪酬進一步詳情，請參閱第193頁。

BOARD OPERATIONS

Leadership and enablement

董事會運作

領導與賦能

Area of focus 聚焦範疇	Main tasks of the Executive Committee 執行委員會的主要工作	
Strategy 策略	<ul style="list-style-type: none">• Competition and market development strategy 競爭和市場發展策略• Customer strategy and business model 顧客策略和業務模式	<ul style="list-style-type: none">• Investment and acquisition strategy 投資和收購策略• Intellectual capital and IT strategy 智力資本和資訊科技策略
Execution 執行	<ul style="list-style-type: none">• Business targets and progress tracking 業務目標和進度追蹤• Goals and reward system for the management 管理人員的目標和獎勵制度	<ul style="list-style-type: none">• Investment budget and appraisal 投資預算和評估• Organisation and management structure 組織和管理架構
Monitoring 監察	<ul style="list-style-type: none">• Business alignment with strategies and risk appetite 業務發展配合策略和風險承受度• Efficiency in operations and use of resources 營運和資源使用效率	<ul style="list-style-type: none">• Compliance with laws and regulations 遵守法律和法規• Corporate culture and ethics 企業文化和道德
Accountability 問責	<ul style="list-style-type: none">• Governance policy and practices 管治政策和慣例• Investors' perspectives 投資者的角度	<ul style="list-style-type: none">• Social and environmental objectives 社會和環保目標

Strategy planning

- Formulate market driven and customer focused strategies to achieve performance targets and strategic goals endorsed by the Board.
- Organise broad-based engagement activities from top-down to align strategic vision and encourage collaborations across functions:
 - Large group: strategy forum, annual retreat and inspirational expert briefing on topics such as industry and market assessment, competitive review, customer profile and segmentation
 - Small group: interview, focus group and innovation panel on topics such as analysing market signals, analysing on opportunities and threats of our own value chain
- Connect bottom-up proposals to the medium to long-term strategic map:
 - Review strategies, annual plans, business targets and financial budgets submitted by business segments
 - Validate the consistency and effectiveness of these annual plans on their assumptions such as competition landscape, customers proposition, business model and required level of return to shareholders etc.

策略規劃

- 按市場驅動和顧客為中心制定策略，以達致董事會認可的績效目標和策略性目標。
- 組織由上而下的廣泛互動活動，以協同策略性視野和鼓勵職能之間的合作：
 - 大型：策略規劃論壇、年度集思會和專家演講以啟發思維，內容有關於行業和市場評估、競爭格局、消費者特性和細分等話題
 - 小型：訪談、焦點小組和創新小組，內容有關於分析市場信號、分析本身價值鏈的機遇和威脅等話題
- 將由下而上的建議融入中期至長期的策略藍圖：
 - 審閱業務分部提交的策略、年度計劃、業務目標和財務預算
 - 驗證這些年度計劃的假設是否一致及可行，包括競爭格局、消費者價值觀、業務模式和股東回報要求等。

Strategy execution

策略執行



- Hold monthly Executive Committee meetings to review the performance reports, monitor the progress of strategy implementation, financial budget and analyse the effectiveness of business drivers in order to review and make timely adaptations.
 - Supervise on critical aspects of the major business segments such as strategic prioritisation, resources allocation and performance measurement, the planning and building of profit drivers and budgets, managing the portfolios of products and customers and so on.
 - Connect the dots in a flat organisation structure under a customer-centric approach to promote synergies among the Group, as well as aligning various strategies on talent, reward, culture, risk appetite and controls.
 - Set up and supervise on the management committees, which assist in the strategic planning for relevant areas and supervise the attainment of the Group's objectives.
 - Report back to the Board on the performance of the Group.
- 每月舉行執行委員會會議，以聽取表現報告、監督策略執行的進度、財務預算，並衡量業務動能的成效，以適時檢討和調整。
 - 督導主要業務分部的關鍵範疇，例如策略的重心優先、資源分配和績效計量、規劃和建立盈利動力和預算、管理產品和顧客組合等。
 - 在扁平的組織架構內做協調，以顧客為中心之方法連點成線，以促進協同效益，同時將人才、薪酬、文化、風險承受度和監控與企業策略相互契合。
 - 成立和督導管理委員會，就有關範疇協助規劃策略和督導本集團各項目標的達成。
 - 向董事會匯報本集團的表現。

Scope of work of the major management committees

主要管理委員會的工作範疇

Reform and Development Committee 改革及發展委員會	<ul style="list-style-type: none">• Drive business innovation and transformation to achieve sustainable growth of the Group's business 推動業務創新和轉型，以達致本集團業務的可持續增長• Supervise on the reforms along the value chain and the business model 督導價值鏈和業務模式的變革
Sustainability Committee 可持續發展委員會	<ul style="list-style-type: none">• Promote responsible growth which interlocks social purposes with the Group's business and operations and evaluate on ESG (environmental, social and governance) risks 推動將社會目的與本集團業務營運聯繫的負責任增長，並評估環境、社會及管治風險• Monitor on the achievement of the Group's centennial commitments in relation to four priority areas: responsible sourcing; craftsmanship, innovation and technology; resource efficiency and carbon reduction; and people focused 監察本集團達致有關合乎責任採購、傳承創新、資源效益及減碳，以及以人為本四大重點範圍的百年承諾
Intellectual Capital Strategy Committee 智力資本策略委員會	<ul style="list-style-type: none">• Formulate major intellectual capital strategies and policies to support the Group's business transformation and sustainability 制定主要智力資本策略和政策，以支持本集團的業務轉型和可持續發展• Monitor the progress of major intellectual capital enhancement projects 監察主要智力資本提升項目的進度
IT Governance Committee 資訊科技管治委員會	<ul style="list-style-type: none">• Formulate major IT strategies and governance policies to enable the Group's business transformation and operational efficiencies 制定主要的資訊科技策略和管治政策，使本集團可達致業務轉型和營運效率• Monitor the progress of major projects on IT infrastructure, system development, data governance and information security 監察資訊科技基建、系統開發、數據管治和資訊安全等主要項目的進度
Risk Management Committee 風險管理委員會	<ul style="list-style-type: none">• Build an enterprise risk management framework and policies 建立企業風險管理框架和政策• Review on the Group's major risks and supervise on the mitigation measures 檢視本集團的主要風險和督導改善措施
Group Branding Committee 集團品牌委員會	<ul style="list-style-type: none">• Direct the brand vision, mission and values and corporate image 指導品牌願景、使命和價值以及企業形象• Supervise on the differentiation strategy, including brand positioning, image and marketing strategy 督導差異化策略，包括品牌定位、形象和營銷策略

Communication and information support

Board communication

- Focus the Board's time and dialogues on key aspects of strategy, risk and performance.
- Enable meeting efficiency with high quality information.
- Make sure the questions raised or matters arising from meetings are followed up.
- Arrange private session between Board chairman and INEDs.
- Provide prompt assistance and advice by the company secretary.

Meeting schedule and agenda planning

- Schedule meeting dates and provisional agenda one year in advance, in line with the annual corporate planning and reporting cycle, particularly for items requiring Board approval.
- Coordinate the Board and committee meetings to pursue the strategic goals altogether and reflect on the forward meeting plans.
- Reallocate the Board's time between strategy, operational performance and governance and compliance matters according to the Board priorities changing over time.
- Include outward and forward looking agenda items for the Board to chart the course ahead, encourage interactions and insights.

Board paper preparation

- Search for broad-based information that is most relevant and valuable to the current decision or action that need to be taken by the Board.
- Being concise and focused on priorities, objective and the analytics based on facts.
- Set out relevant considerations and implications in the meeting papers that the Board should be aware of.
- Make it clear on what action or input is needed from the Board.
- Distribute Board papers early enough for directors to consider the matters thoroughly before the meetings.
- Provide access to the current and the past Board papers and minutes record via Board meeting apps.

溝通和資訊支持

董事會溝通

- 把董事會的時間和討論聚焦於關鍵的策略、風險和表現。
- 以高質量資訊令會議有效率地進行。
- 確保要跟進會議中提出的問題或事宜。
- 安排董事會主席與獨立非執行董事閉門會議。
- 公司秘書提供及時的協助和意見。

會議安排和議程規劃

- 一年前預先安排會議日期和臨時議程，配合公司的年度計劃和報告週期，特別是需要董事會批准的事項。
- 協調董事會和委員會會議為達致戰略目標共同籌謀，並設計未來的會議議程。
- 因應董事會關注重點優次的不時變動，重新分配董事會在審視策略、營運表現和管治和合規事宜之間的時間。
- 加入外向型和前瞻性議程項目，促使董事會思考未來路線、鼓勵互動和表達見解。

準備董事會文件

- 從多個來源搜尋與目前董事會需作出的決定或工作最相關和最有價值的資訊。
- 注重文件的簡潔、權衡重要性、目的和基於事實的分析。
- 於會議文件列載董事會就有關事宜應該關注的考慮和影響。
- 明確指出需要董事會作出的行動或工作。
- 提早分發董事會文件讓董事在會議前透徹考慮有關事宜。
- 透過董事會會議軟件可查閱該次或過往的董事會文件和會議記錄。

Information updates between Board meetings

- Monthly updates include:
 - Consolidated financial summary against budget
 - Media reports about the economic trends, peers, industry, consumer behaviour, etc.
 - Corporate bulletin about our key events, milestones or achievements
 - A brief of matters arising from the monthly Executive Committee meeting
- Quarterly updates on the operational performance with management analysis.
- Half-yearly review of progress on the implementation of the strategic plans.
- Knowledge about the future of our business and market, emerging strategic, risk and governance issues, more details on p.108 about the “continuing professional development”.

Compliance and accountability

The Board is responsible for reviewing and monitoring the Company’s policies and practices on compliance with legal and regulatory requirements, primarily the Listing Rules, the Companies Ordinance and the Securities and Futures Ordinance; and for developing, reviewing and monitoring the Company’s policies and practices on corporate governance, the code of conduct and compliance manual applicable to directors and employees.

Corporate Governance Code

The Company’s corporate governance practices are discussed in this “Corporate Governance Report”. During the year ended 31 March 2021, the Company was in full compliance with all applicable principles and code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules.

Model Code and relevant employees

The Company has adopted a code of conduct on terms no less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules regarding the securities transactions by all the directors and those employees who are likely to come across inside information because of their duties. Having made specific enquiry of all our directors and relevant employees, they confirmed that they had complied with the required standard as set out in the Model Code and the Company’s code of conduct during FY2021.

董事會會議之間的最新資訊

- 每月更新包括：
 - 綜合財務概要與預算之對比
 - 媒體報道有關於經濟趨勢、同業公司、行業、消費者行為等
 - 集團簡訊載列我們的重要活動、里程碑或獲得嘉許
 - 執行委員會每月例會的會議摘要
- 季度經營表現和管理層分析。
- 每六個月的策略計劃執行進度回顧。
- 有關未來業務和市場、新興策略、風險和管治事宜的知識，更多「持續專業發展」的詳情載於第108頁。

合規和問責

董事會負責檢視和監察本公司遵守法律法規（主要為上市規則、公司條例和證券及期貨條例）規定的政策和實務，並制定、檢討和監察本公司適用於董事及員工的企業管治政策和實務、操守守則及合規手冊。

企業管治守則

本公司企業管治常規在「企業管治報告」一節討論。截至2021年3月31日止年度，本公司一直全面遵守上市規則附錄14所載企業管治守則（「企業管治守則」）的所有適用原則及守則條文。

標準守則及相關僱員

本公司已就全體董事和有可能因為職務而接觸到內幕消息的僱員進行證券交易訂立條款不遜於上市規則附錄10所載的上市發行人董事進行證券交易的標準守則（「標準守則」）的操守守則。經向全體董事和有關僱員作出具體查詢後，他們確認於2021財政年度內已遵守標準守則和本公司操守守則所載的規定標準。

Inside information disclosure

The Company has established its policy for inside information disclosures as well as its internal controls on the reporting and monitoring systems.

Formal escalation path of material information

- Material matters concerning the business, finance and operations are escalated to the Executive Committee in a timely manner for them to judge whether inside information exists and an announcement is required.
- Investor Relations and Corporate Communications Department assists the Board to monitor market signals, including investors' feedback, share price movements, media and analyst reports, etc. to see whether a material gap exists between the market expectation and the Company's real situation.

Controls on the sources of information and the communication channels

- Information used for investor meetings and conferences should be consistent with published corporate announcements and reports.
- Only designated executive directors, the investor relations and corporate communications team and authorised personnels are authorised to speak to or hold meetings with investors or media on behalf of the Company.
- Code of practices for investor communications:
 - Set out a quiet period to refrain from investor relations activities before results announcement
 - Prepare scripts and Q&As to manage the information released to the public
 - Obtain approval from the Board on the results presentation materials
 - Keep meeting or conference attendance notes and call logs for future reference

Financial reporting

The Board acknowledges its responsibility for the preparation of the financial statements of the Company and the Group. The directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern. Please see the section headed "Independent Auditor's Report" on p.157-165.

內幕消息披露

對於內幕消息的披露管理，公司設有相關政策和針對報告及監察系統的內控措施。

重要資料的正式匯報路徑

- 有關業務、財務和營運的重要事項及時匯報給執行委員會考慮是否內幕消息並發出公告。
- 投資者關係及企業傳訊部門協助董事會監察市場信號，包括投資者的反饋意見、股價波動、媒體及分析員報告等，以檢視市場預期及本公司實際情況之間是否存在重大差距。

訊息來源和傳訊渠道的控制

- 投資者會議和研討會所使用的資料應與已刊發的公司公告和報告一致。
- 指定執行董事、投資者關係及企業傳訊團隊成員及獲授權之人員方可代表公司向投資者或傳媒發言或召開會議。
- 投資者傳訊的實務守則：
 - 在業績發佈前設「靜默期」避免進行投資者關係活動
 - 制定講稿和問答內容以管理對外溝通的訊息
 - 業績簡報資料提交董事會通過
 - 備存會議筆錄和通話記錄以備日後翻查

財務報告

董事會深明其編製本公司和本集團財務報表的責任。董事並不知悉任何可能對本集團持續經營的能力構成重大疑問的事件或情況相關的任何重大不明朗因素。請參閱第157至165頁「獨立核數師報告」一節。

Risk management and internal control

Risk is defined as a potential action, event or circumstance that could impact the Company's ability, favourably or unfavourably, to meet its strategic goals. The Group adopts a holistic risk management and internal control framework to proactively manage risks, in line with the commitment to deliver sustainable value. The Audit Committee has reviewed and was satisfied with the effectiveness of our risk management and internal control systems. Further details are included under the section headed "Risk Management Report" on p.123-141 in this annual report.

Independence of external auditor

The Audit Committee has reviewed and was satisfied with the external auditor's independence, objectivity and effectiveness of the audit process. The external auditor may provide certain non-audit services to the Group given that these do not involve any management or decision making functions for and on behalf of the Group; do not perform any self-assessments; and do not act in an advocacy role for the Group and all approved non-audit services shall be approved by the Audit Committee.

Remuneration of external auditor

During FY2021, the total fee paid / payable in relation to audit and related services provided to the Group amounted to HK\$12.9 million, of which a sum of HK\$6.3 million was paid / payable to our principal auditor, PricewaterhouseCoopers, and the remaining was mainly paid / payable to other auditors performing audit work for the Company's subsidiaries in Mainland China which were subject to local statutory requirements. The remuneration paid to PricewaterhouseCoopers and its affiliated firms for services rendered is listed as follows:

Types of services 服務類型		FY2020 HK\$'000 千港元	FY2021 HK\$'000 千港元
Audit and related services ⁽¹⁾	審核及相關服務 ⁽¹⁾	6,161	6,287
Non-audit services ⁽²⁾	非審核服務 ⁽²⁾	2,176	2,078
		8,337	8,365

(1) Audit related services comprise review services on interim results, continuing connected transactions and preliminary announcement and tax compliance service.

(2) Non-audit services comprise primarily IT related services provided to the Group. None of these services provided compromises the independence as auditor, in terms of the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants, and were reviewed and approved by the Audit Committee.

風險管理和內部監控

風險定義為可能對本公司實現其策略目標的能力產生有利或不利影響的潛在行動、事件或情況。本集團採用整全的風險管理和內部監控框架，以積極管理風險，實現帶來可持續價值的承諾。審核委員會已檢討並信納我們的風險管理和內部監控系統的成效。進一步詳情載於本年報第123至141頁「風險管理報告」一節。

外部核數師的獨立性

審核委員會已審議且信納外聘核數師於核數程序上的獨立性、客觀性和有效性。外部審核師可向本集團提供若干非審核服務，原因為該等服務不涉及本集團或代表本集團的任何管理或決策職能；不進行任何自我評估；且並不對本集團擔任倡導的角色，所有獲批准的非審核服務應由審核委員會批准。

外部核數師的酬金

本集團於2021財政年度就其審核及相關服務已付/應付費用總額為12.9百萬港元，其中已付/應付主要核數師羅兵咸永道會計師事務所6.3百萬港元，餘款則主要就本公司中國內地附屬公司按地方法規須進行的審核工作已付/應付其他核數師。就獲提供服務已付羅兵咸永道會計師事務所及其聯屬公司的酬金載列如下：

(1) 審核相關服務包括對中期業績、持續關連交易及初步公告之審閱服務以及稅務合規服務。

(2) 非審核服務主要包括向本集團提供資訊科技相關服務。根據國際會計師職業道德準則理事會的「專業會計師道德守則」，上述提供的服務並無影響核數師的獨立性，且已獲審核委員會審閱和批准。

Evaluation

評價

Area of focus 聚焦範疇	Purpose and approach 目的和方式	Information source 資料來源
Board process 董事會程序	<ul style="list-style-type: none"> Get the right information for the Board, and make the best use of its time 為董事會收集合適資訊，並善用其時間 Obtain feedbacks for the company secretary to improve on the information support, meeting agenda setting and time allocation 為公司秘書獲取反饋意見，以改善資料支援、會議議程設定及時間分配 Comprehensive review to be carried out when there are major changes in strategy and risk landscape, or Board composition 當策略和風險狀況、或董事會組成出現較大變動時進行全面檢討 Ongoing review based on observation and feedback for the last meeting 基於上一次會議的觀察和反饋意見持續檢討 	<ul style="list-style-type: none"> Survey 問卷訪查
Board structure 董事會架構	<ul style="list-style-type: none"> Appropriate allocation of responsibilities between the Board and various board committees to oversee all critical areas of governance 在董事會和各董事委員會之間恰當地分配責任，以監督所有關鍵的管治範疇 Well-defined delegation and reporting obligation between the Board and the management 明確界定董事會與管理層之間的授權及報告責任 Annual review by the Nomination Committee 由提名委員會每年檢討 	<ul style="list-style-type: none"> Benchmarking 對標研究
Board composition 董事會組成	<ul style="list-style-type: none"> Appropriate board mix of competency and diversity of perspectives in order to achieve the Company's long-term goal and strategy 董事會合適的能力和多元觀點組成，以達成本集團的長期目標和策略 Annual review by the Nomination Committee 由提名委員會每年檢討 	<ul style="list-style-type: none"> Survey 問卷訪查 Benchmarking 對標研究
Director performance 董事表現	<ul style="list-style-type: none"> Performance of executive directors in the achievement of strategic goals, performance targets and financial returns 執行董事在達致策略目標、績效目標和財務回報的表現 INEDs' time commitment, contribution and independence 獨立非執行董事的時間投入、貢獻和獨立性 Annual review by the Remuneration Committee and Nomination Committee 由薪酬委員會和提名委員會每年檢討 	<ul style="list-style-type: none"> Benchmarking 對標研究
Director development 董事發展	<ul style="list-style-type: none"> Continuously refresh the knowledge and vision of directors to make sure that they stay ahead in the changing environment and challenges in the market 持續更新董事的知識和視野，確保在不斷轉變的環境和市場挑戰中步步領先 Review the knowledge needs of directors and design appropriate training programmes 檢討董事的知識需要和設計合適的培訓計劃 Annual review by the Nomination Committee 由提名委員會每年檢視 	<ul style="list-style-type: none"> Survey 問卷訪查
Board leadership and strategies 董事會的領導能力和策略	<ul style="list-style-type: none"> Private session held at least once a year between INEDs and chairman of the Board 獨立非執行董事與董事會主席每年最少舉行一次閉門會議 Open agenda discussion on matters of concern of the Group 對本集團關注事宜進行非限制議程的討論 May cover a wide range of topics, such as the Group's strategies, leadership of the Board, performance of the management, etc. 可涵蓋廣泛的事宜，例如本集團的策略、董事會的領導能力、管理層的表現等 	<ul style="list-style-type: none"> INEDs' feedback 獨立非執行董事的反饋意見

SHAREHOLDER COMMUNICATIONS

Interactive engagement

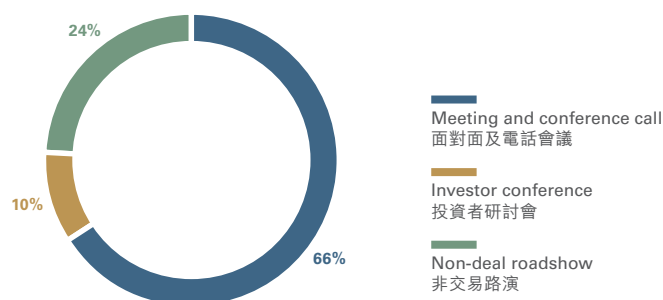
- We adhere to the principle of providing timely, transparent and effective disclosures with the aim of keeping the market regularly informed of the Group's performance and prospects.
- Investors often give us constructive ideas that inspire us to improve and create more values for shareholders. While we try to understand investors' perspective, we also share with them a full picture of our business through the eyes of the management, including our thoughts in making decisions, our views on market outlook and our development strategies, etc. Our Investor Relations team is committed to maintaining an open and constructive dialogue with them.
- To promote the Group's reputation and branding, our Corporate Communications team helps convey corporate messages efficiently to a wide range of stakeholders including investors and media.
- Under the disruption of the unprecedented pandemic during the year, we have never halted in engaging our stakeholders but shifted our communication to a virtual environment.
- In FY2021, the Group received various accolades in recognition of our relentless effort in corporate governance and investor relations. Please refer to Major Awards and Recognitions on p.6-11.

與股東的溝通

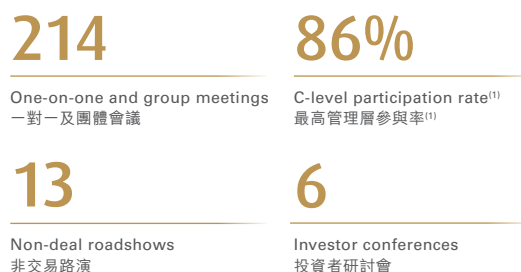
雙向互動關係

- 我們堅守及時、透明和有效的披露原則，務求使市場可定期知悉集團的業務表現及前景。
- 投資者給予公司不少具建設性的意見，啟發了我們如何提升自己及為股東創造價值。我們嘗試置身投資者的角度，同時亦主動跟投資者分享管理層縱觀全局的思維，包括作出決策時的考慮、對市場前景的見解和發展策略等。集團的投資者關係團隊致力與他們保持公開及有建設性的溝通。
- 集團的企業傳訊團隊為推廣集團商譽及品牌，高效地將企業訊息傳達至廣泛的持份者，包括投資者及傳媒。
- 年內，雖然受到前所未有的疫情影響，我們未曾停止與持份者聯繫，而是將我們的溝通場景轉移至線上環境。
- 於2021財政年度，公司獲頒多個獎項，表彰我們在企業管治和投資者關係方面的不懈努力。請參閱第6至11頁主要獎項及嘉許。

Meetings by investor event in FY2021
2021 財政年度會議 (按投資者活動分類)



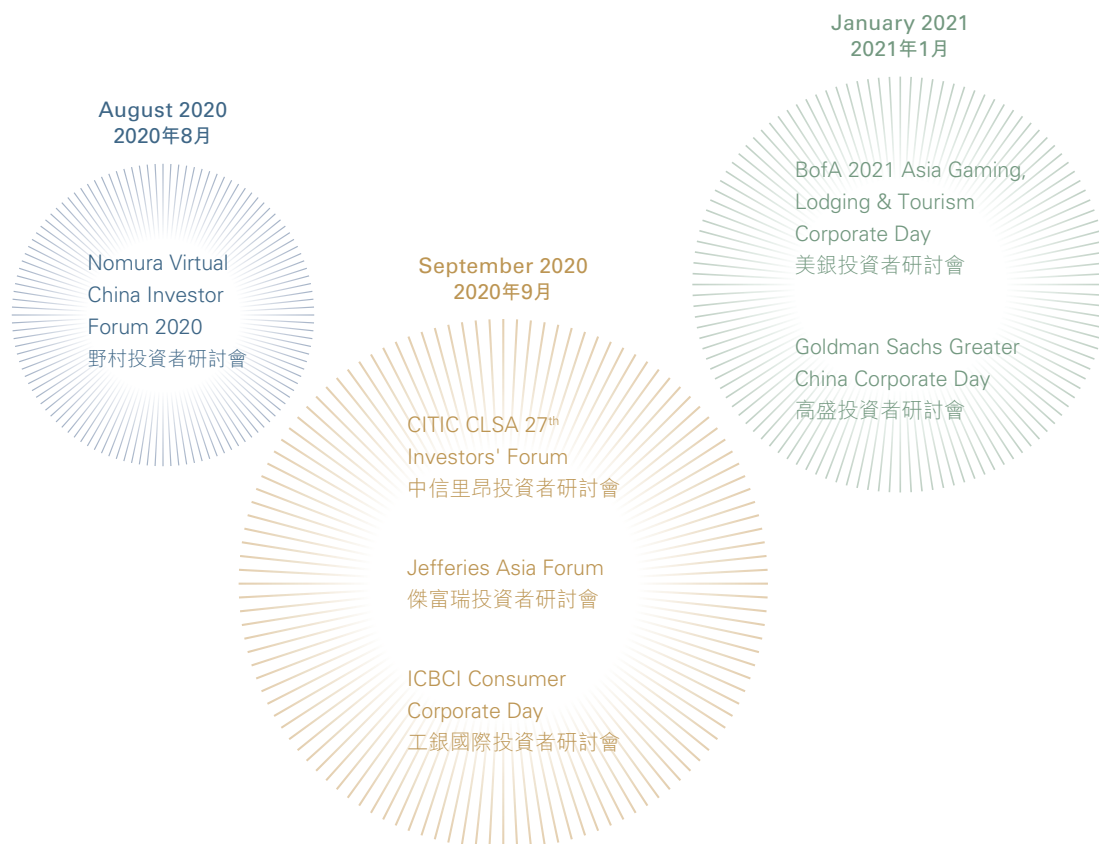
Summary of investor relations activities in FY2021
2021 財政年度投資者關係活動概要



(1) In investor conference and non-deal roadshow meetings
於投資者研討會及非交易路演中的會議

Major investor conferences that we participated in FY2021 are set out below:

於 2021 財政年度參與的大型投資者會議：



Press and analyst results conferences 記者及分析員發佈會



- Hold press and analyst conferences on interim and annual results annually. Under the pandemic, events were conducted through live webcast instead of physical meeting during the year
- Announcements, presentations and webcasts are available on the Group website
- 每年舉行中期及全年業績的記者及分析員發佈會。在疫情影響下，年內舉行的發佈會以網絡直播取代實體會議形式進行
- 上載公告、簡報和簡報會片段至集團網站

Corporate reporting 企業報告



- Announcements, annual and interim reports, results presentations and press releases
- Quarterly voluntary announcements of key operational data
- 公告、全年及中期報告、業績簡報和新聞稿
- 自願公佈季度的主要經營數據

Annual general meeting ("AGM") 股東週年大會



- Maintained face-to-face communication with shareholders in 2020, under precautionary measures
- The Board and external auditors presented to answer the questions raised by shareholders
- Detailed explanation for each proposed resolution in the circular, with high approval rate on resolutions passed
- 在實施預防措施下，維持與股東在2020年股東週年大會的親身交流
- 董事會及外聘核數師出席會議以回應股東提問
- 股東通函詳載每項決議案內容，決議案獲高票通過

Group website 集團網站



- Updates after results and quarterly announcements, and regular updates of corporate activities
- Enriched content to demonstrate the Group's business initiatives
- 網頁內容於業績及季度公告後更新，並恒常更新企業活動消息
- 豐富的網頁內容以展示集團的業務舉措

Investor meetings, conferences and non-deal roadshows 投資者會議、研討會和非交易路演



- Stayed connected with investors around the world through virtual events in FY2021
- Executive directors responsible for different business areas attended meetings to address investors' concerns
- 於2021財政年度透過線上活動與世界各地的投資者保持聯繫
- 負責不同業務範疇的執行董事出席會議以應對投資者的關注事項

Active engagement with analysts 分析師會談



- 17 research analysts cover our Company on a regular basis
- 17名證券研究分析員就本公司定期發表報告

Electronic communication 電子通訊



- Email alert service
- Email to Investor Relations and Corporate Communications team: ir@chowtaifook.com (for investors); media@chowtaifook.com (for media)
- 電郵訊息服務
- 投資者關係及企業傳訊團隊的官方電郵：ir@chowtaifook.com (投資者)；media@chowtaifook.com (傳媒)

Shareholder rights and other information

Shareholder(s) are entitled by the Articles and are also encouraged to participate in the Company's general meetings or appoint proxies to attend and vote.

Request to convene a general meeting

Shareholder(s) holding not less than 10% of the Company's paid-up capital may request the Board to convene an extraordinary general meeting and put forward proposals. The objectives of the meeting must be stated in the related requisition signed and deposited with our company secretary at the Company's headquarters at 33/F, New World Tower, 16-18 Queen's Road Central, Hong Kong.

Nomination of director for election

If a shareholder wishes to nominate a person for election as director in a general meeting, the particulars of the candidate must be stated in a nomination notice signed by such shareholder and deposited together with a notice of willingness signed by the candidate to our company secretary at the Company's headquarters or at our Hong Kong Branch Share Registrar (Tricor Investor Services Ltd., Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) of the Company. The notice should be given at least seven days prior to the date of such general meeting.

Making enquiries

- Email to Investor Relations and Corporate Communications Department and the Board at ir@chowtaifook.com.

Dividend policy

- Strikes a balance between making an efficient use of capital to strengthen our business development and rewarding our shareholders with a participation in the Company's profits.
- No pre-determined dividend payout ratio.
- Factors considered by the Board in determining the amount and form of dividend:
 - the Group's cash flows and financial position
 - its earnings capacity and the economic outlook
 - its business development plans and capital requirements etc.
- Usually declares dividends twice a year, in the absence of special circumstances.

股東權利和其他資料

按照細則賦予股東的權利，公司也鼓勵股東參與股東大會、或委派代表出席並於股東大會上投票等。

要求召開股東大會

持有不少於本公司10%已繳足股本的股東可要求董事會召開股東特別大會並提呈動議。有關股東需要以書面註明要求召開會議的目的，並簽署送交公司秘書，本公司總部地址為：香港皇后大道中16-18號新世界大廈33樓。

董事選舉的提名

股東如欲於股東大會上提名任何人士出選董事，則須將載有候選人詳細資料的經簽署的提名通知書，連同經候選人簽署的候選同意書，送交予本公司總部的公司秘書，或本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓。通知書須於有關股東大會日期前最少七天發出。

查詢

- 電郵 ir@chowtaifook.com 至投資者關係及企業傳訊部門及董事會。

股息政策

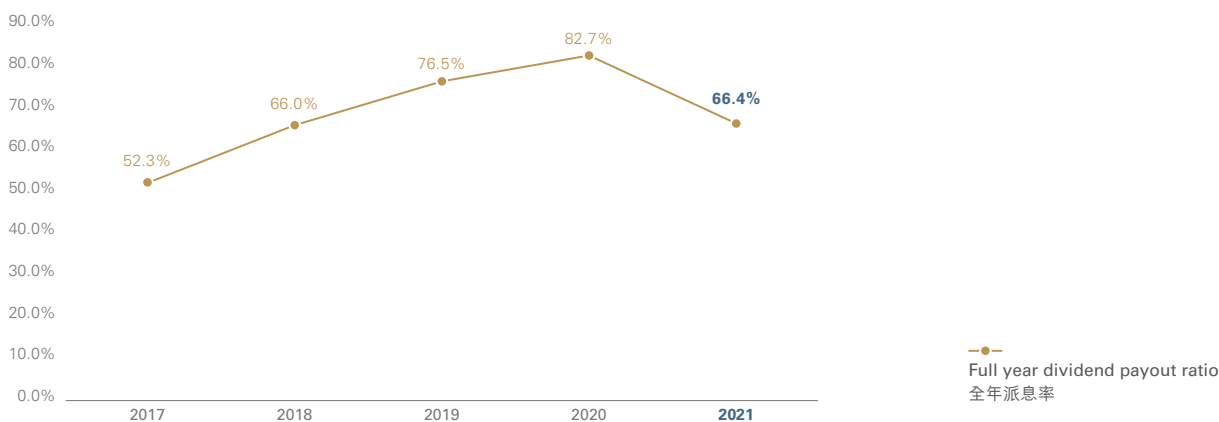
- 於善用資本以鞏固業務發展以及與股東分享盈利成果之間取得平衡。
- 並無預設的派息率。
- 在決定派付股息金額及形式時，董事會考慮以下因素：
 - 本集團的現金流量和財務狀況
 - 其盈利能力以及外圍經濟前景
 - 其業務發展計劃和資本需求等
- 在沒有特殊情況下，本公司每年擬宣派兩次股息。

Full year dividend payout ratio⁽¹⁾

全年派息率⁽¹⁾

For the year ended 31 March

截至3月31日止年度



(1) Special dividend excluded

(1) 不包括特別股息

Constitutional documents

No change during the year.

組織章程文件

年內並無任何改動。

Market capitalisation

Approximately HK\$118.8 billion as at 31 March 2021 (31 March 2020: HK\$54.9 billion), based on the total number of 10,000,000,000 issued shares and the closing price of HK\$11.88 per share.

市值

於2021年3月31日，按本公司已發行股份合共10,000,000,000股以及每股收市價11.88港元計算，約為1,188億港元(2020年3月31日：549億港元)。

Sufficiency of public float

Based on the information publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this annual report, the prescribed public float of not less than 10.7% has been maintained, which is a lower minimum percentage of public float accepted at the discretion of the Stock Exchange. On the basis that Chow Tai Fook Capital Limited held approximately 72.4% of the total issued shares in the Company (as shown in the disclosure of interests on the Stock Exchange's website as at the latest practicable date prior to the issue of this annual report), the public float amounted to not more than approximately 27.6% of the total number of issued shares in the Company.

充足的公眾持股量

於本年報刊發前最後可行日期，根據本公司獲得的公開資料及就董事所知，本公司維持聯交所酌情接納的較低最少公眾持股量百分率不少於10.7%。按Chow Tai Fook Capital Limited持有本公司已發行股份總數約72.4%計算(如本年報刊發前最後可行日期在聯交所網站的權益披露所示)，公眾持股量不超過本公司已發行股份總數約27.6%。

RISK MANAGEMENT REPORT

風險管理報告

The Board acknowledges the importance of adequate and effective risk management and internal control systems which assist them in understanding the Group's risk profile, allocating resources to manage key risks and making risk-reward optimised business decisions for business planning.

董事會深明充足、有效的風險管理及內部監控系統之重要性，該等系統有助他們辨識本集團的風險狀況、分配資源以管理主要風險以及為業務規劃作出優化風險與回報的營商決策。

ENTERPRISE RISK MANAGEMENT ("ERM") FRAMEWORK

ERM is a much-needed core competency and essential tool that helps the Group continually creates, sustains, and delivers stakeholder value. We believe a structured approach and framework around ERM-related processes and governance are critical to the success of our ERM. During the year, we have refined our ERM framework which is tailored to the circumstances and business context of the Group. Our ERM framework comprises the following elements:

企業風險管理框架

企業風險管理是一種必需的核心能力和主要工具，有助本集團不斷為持份者創造、維持和帶來價值。我們相信，就企業風險管理相關流程和管治方面，有系統的方法和框架乃企業風險管理成功的關鍵。年內，我們已完善企業風險管理框架，該框架乃根據本集團的情況和業務背景度身訂造。我們的企業風險管理框架由以下要素組成：



ERM FRAMEWORK OVERSIGHT

Risk culture & risk strategy

Our risk culture and risk strategy provide the overall direction and objectives of ERM to promote a common understanding and consistent ERM practices within the Group. Our ERM objectives:

- Balance business risks and returns and support risk-based decision-making.
- Facilitate the achievements of the Group's strategic goals through better identification of future opportunities and threats.
- Develop a common understanding of risk across different business functions to manage risk cost-effectively on an enterprise-wide basis.
- Commit to integrity, business ethics, and legal compliance.

We recognise a strong risk culture are shaped by leadership, effective communication, and proper policies and standards. We have therefore adopted the following practices to sustain our risk culture:

Leadership 領導能力	<ul style="list-style-type: none">• Involve operational risk management topics in business plans and business meeting agenda 於日常業務計劃和業務會議議程中提及營運風險管理事宜• Review and validate the ERM Framework regularly and lead by example to demonstrate the right tone at the top 定期審查和驗證企業風險管理框架，並以身作則，展現正確的風險管理基調
Internal communication 內部溝通	<ul style="list-style-type: none">• Conduct workshops and issue regular information letters to promote the risk culture 舉辦研討會並定期發佈信函，以推廣風險文化• Set clear escalation procedure for reporting risk issues 就風險事宜制定明確的滙報程序• Set up grievance and whistleblowing channels for our staff to report suspected fraud and misconduct 為員工設立申訴及舉報渠道，以便舉報懷疑舞弊及不當行為
Policies and standards 政策和準則	<ul style="list-style-type: none">• Establish Code of Conduct, Anti-Fraud Policy, Anti-Money Laundering Policy, Best Practice Principle, and Purchasing Policy to reinforce our expected ethical values and conduct 制定紀律守則、反舞弊政策、反洗錢政策、最佳執業守則及採購政策，以強化我們預期的道德價值和操守

More details of our corporate culture are included under the "Intellectual capital and corporate culture" section in the Managing Directors' Report on p.32.

企業風險管理框架監督

風險文化與風險策略

我們的風險文化和風險策略提供企業風險管理的整體方向和目標，促進本集團內部對企業風險管理的共同理解和貫徹常規。我們的企業風險管理目標如下：

- 平衡業務風險和回報，支持以風險評估為基礎的決策。
- 通過加強識別未來的機遇和威脅，助本集團達成策略性目標。
- 不同的業務職能部門之間形成對風險的共同理解，以便於企業層面進行符合成本效益的風險管理。
- 致力於誠信、商業道德和遵守法規。

我們認同穩健的風險文化乃由領導能力、有效溝通、適當政策和準則塑造而成。因此我們採取以下常規，持續發展我們的風險文化：

更多有關我們企業文化的詳情，載於董事總經理報告第32頁中「智力資本與企業文化」一節。

Risk governance model

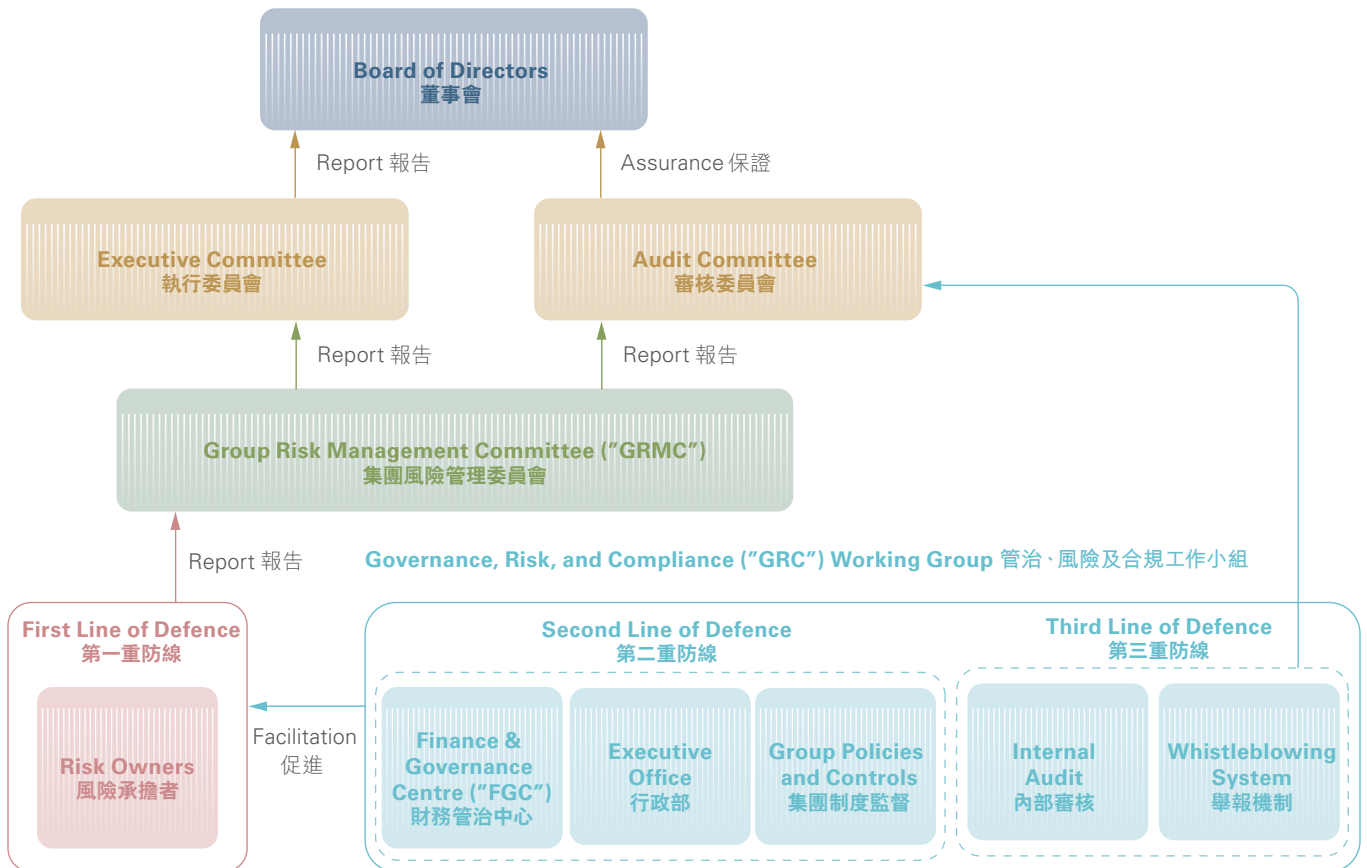
Our risk governance model is designed to assist the Board of Directors and Board Committees to carry out ongoing oversight and monitoring on the effectiveness of our ERM system. The model defines clear risk roles and structure to reinforce the risk-related accountability and transparency across the Group.

We believe a well-coordinated and integrated collection of all the resources and expertise necessary to support the governance, assurance of performance, risk, and compliance activities is critical for the Group to meet its business objectives in the ever-changing business environment and regulatory landscape. For this reason, we have established the Governance, Risk, and Compliance (“GRC”) Working Group to coordinate the diversified resources that were once scattered within various risk monitoring units. This unified unit enables us to adopt an integrated approach to manage and enhance GRC activities.

風險管治模型

我們的風險管治模型旨在協助董事會和董事委員會持續監督和監察我們企業風險管理系統的成效。該模型訂立明確的風險角色和架構，以加強本集團與風險事宜相關的問責及透明度。

我們相信，通過良好協調和綜合收集管治、績效保證、風險和合規活動所需的所有資源和專業知識，對本集團在不斷變化的營商環境和監管環境中實現業務目標至關重要。為此，我們已建立管治、風險及合規工作小組，以協調曾經分散在各風險監察單位的多元化資源。此統一的單位使我們能夠採取綜合方法管理和加強管治、風險及合規活動。



Roles 角色	Responsibilities 責任
Board of Directors 董事會	<ul style="list-style-type: none"> Evaluate and determine the Group's risk appetite in achieving its strategic objectives 評估及釐定集團達成策略目標時的風險承受度 Ensure that the Group establishes and maintains appropriate and effective risk management and internal control systems 確保集團設立和維持合適及有效的風險管理及內部監控系統 Review the adequacy & effectiveness of the risk management and internal control systems 檢討風險管理及內部監控系統之充足性及有效性
Executive Committee 執行委員會	<ul style="list-style-type: none"> Review the risk and control issues regularly 定期檢討風險及監控事宜 Suggest the priority of risk management efforts at the Group level 就集團層面風險管理優先次序提出建議 Drive risk-conscious culture and promote control environment 推動風險意識的文化以及提升監控環境
Audit Committee 審核委員會	<ul style="list-style-type: none"> Oversee the internal audit function and the adequacy and effectiveness of the risk management and internal control systems on behalf of the Board 代表董事會監督內部審計職能及風險管理及內部監控系統之充足性及有效性
Group Risk Management Committee ("GRMC") 集團風險管理委員會	<ul style="list-style-type: none"> Maintain the ERM framework and drive improvement for the processes 維護企業風險管理框架，及推動流程的改進 Monitor the implementation of risk management plans and oversee the effectiveness of process controls 監察風險管理計劃的實行情況，監督程序監控的成效
First Line of Defence — Risk Owners 第一重防線 — 風險承擔者	<ul style="list-style-type: none"> Manage, monitor, and report key risks in line with applicable policies and procedures 根據適用的政策和程序，管理、監察和報告關鍵風險 Accountable for the adequacy and effectiveness of internal control 對內部監控之充足性及有效性負責
Second Line of Defence — Finance & Governance Centre, Executive Office, and Group Policies & Controls 第二重防線 — 財務管治中心、行政部和集團制度監督	<ul style="list-style-type: none"> Support GRMC on the risk and control functions 支持集團風險管理委員會履行風險及監控職能 Establish, refine and monitor critical group policies, procedures, and standards to reinforce risk management and internal control systems 制定、改善及監察集團的關鍵政策、程序及準則，以強化風險管理及內部監控系統
Third Line of Defence — Internal Audit and Whistleblowing System 第三重防線 — 內部審核和舉報機制	<ul style="list-style-type: none"> Internal Audit — Validate the effectiveness of risk controls through internal audit and identify improvement opportunities as appropriate 內部審核 — 透過內部審核驗證風險監控的有效性，並識別合適的改進機會 Whistleblowing Officers — Manage and investigate misconduct and fraud cases, and review the effectiveness of remedial actions 舉報專員 — 管理及調查不當行為及舞弊案件，並檢討補救行動的成效
Governance, Risk, and Compliance ("GRC") Working Group 管治、風險及合規工作小組	<ul style="list-style-type: none"> Provide guidance and support to risk owners to manage and enhance GRC activities 向風險承擔者提供指引和支援，以管理並加強管治、風險和合規活動 Coordinate and monitor GRC activities 協調並監察管治、風險及合規活動

1. BUSINESS OBJECTIVE AND STRATEGY SETTING

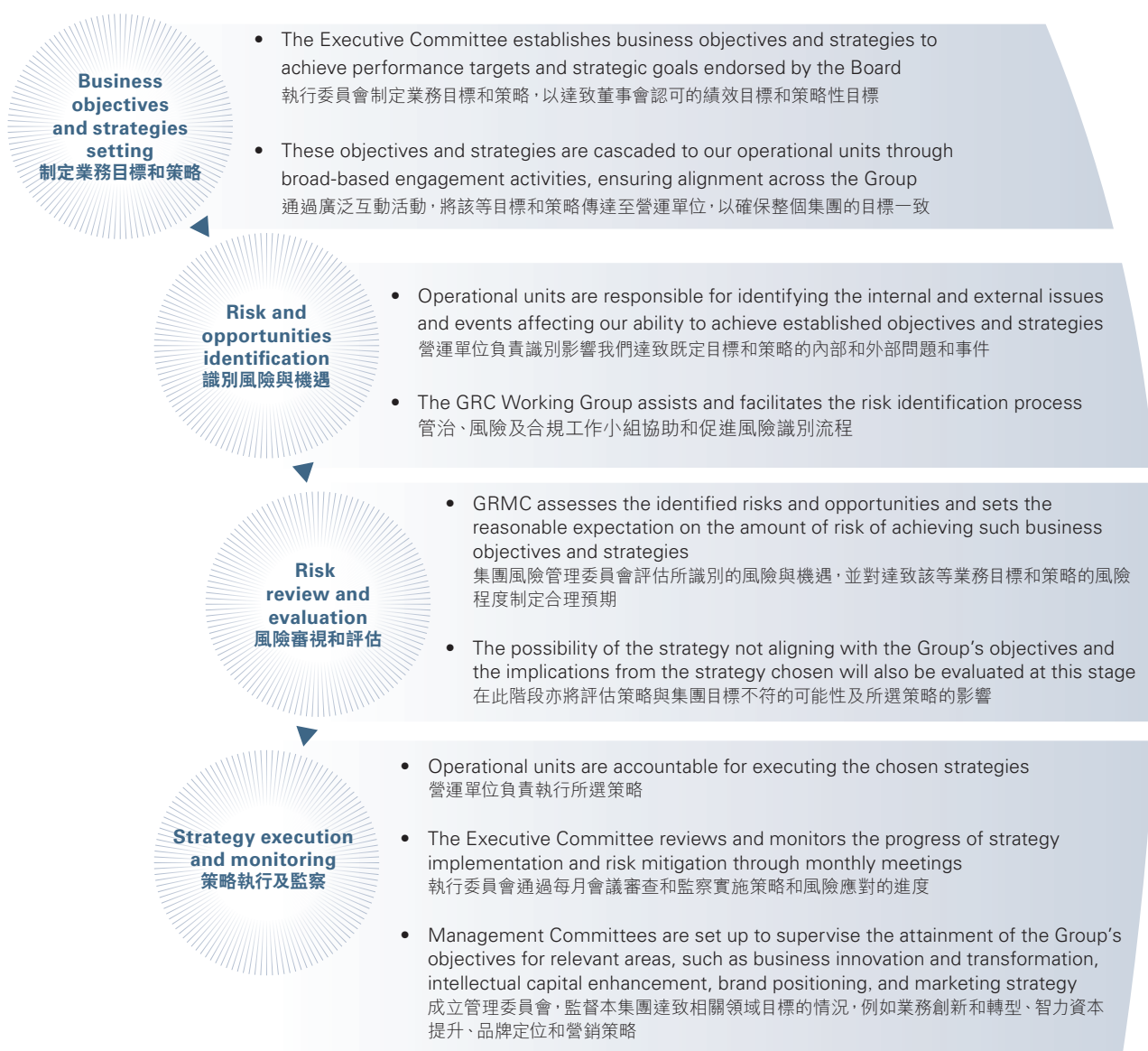
Risks are inherent in our business activities and can relate to strategic goals and business performance. We aim at integrating risk management into the strategic planning and monitoring process, resulting in a practical and continuous process.

1. 業務目標和策略制定

我們的業務活動存在固有風險，其可能與策略性目標和業績有關。我們旨在將風險管理融入策略規劃和監察流程，從而形成務實和持續的流程。

Strategy planning and monitoring process

策略規劃和監察流程



2. RISK IDENTIFICATION

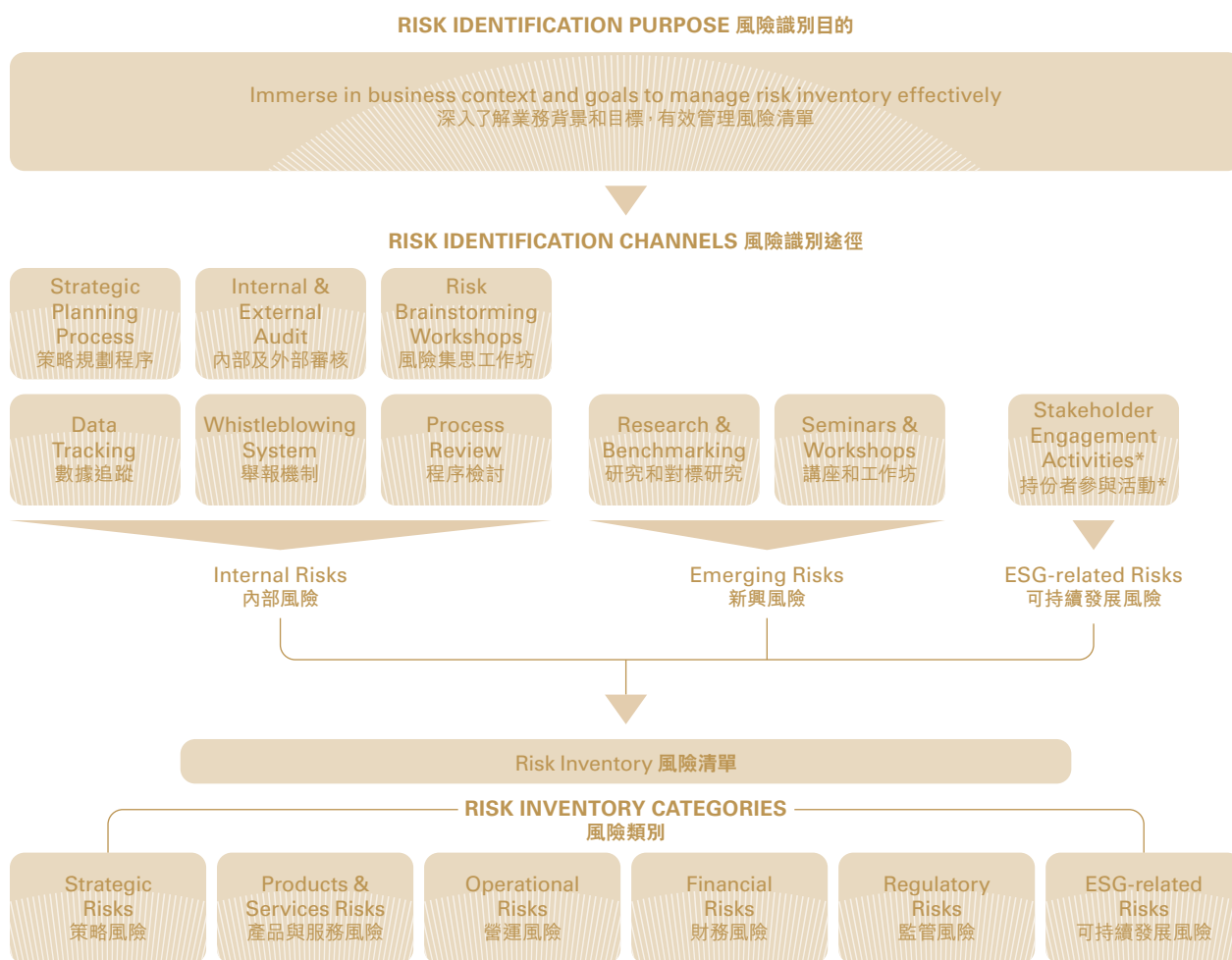
Precise risk identification allows us to manage the risk inventory more effectively and understand its relationship with the business strategies, objectives, and performance.

Risk identification framework

2. 風險識別

精確識別風險讓我們能更有效地管理風險清單，並了解其與業務策略、目標和表現的關係。

風險識別框架



* More details of our stakeholder engagement activities are included in our Sustainability Report
持份者參與活動的有關詳情，載於可持續發展報告



Main features of the risk identification framework

風險識別框架的主要特點

<p>Diversified risk identification channels 多樣化的風險識別渠道</p>	<ul style="list-style-type: none"> To ensure the completeness of our risk inventory, we have established diversified risk identification channels to identify internal, emerging, and changing risks that might affect the achievement of our business objectives and strategies 為確保風險清單的完整性，我們建立多樣化的風險識別渠道，以識別可能影響達致業務目標和策略的內部、新興和不斷變化的風險
<p>Portfolio view of risks 風險組合觀</p>	<ul style="list-style-type: none"> To ensure we are well-positioned to determine whether the residual risk profile aligns with the overall risk appetite, our risk inventory is categorised to facilitate the formation of a portfolio view of risk, allowing us to consider the type, severity, and interdependencies of common risks collectively 為確保我們更有效評估剩餘風險狀況是否符合整體的風險承受度，我們將風險清單分類，形成風險組合觀，使我們一併考慮共同的風險類型、嚴重程度和相互關係。
<p>Risk inventory management 風險清單管理</p>	<ul style="list-style-type: none"> The GRC Working Group will perform a periodic review on the risk inventory to ensure the existing risks are still applicable and relevant and also identify the changes to the existing risks 管治、風險及合規工作小組將定期審閱風險清單，以確保現有風險仍然適用和相關，並識別現有風險的變化 Our risk inventory is also informed by the results of internal risk assessments and risk assurance works, as well as insights from various industry sources 我們的風險清單亦參考內部風險評估和風險鑒證工作的結果，以及來自各業界人士的見解 To ensure our ERM Framework incorporates the evolving risk landscape appropriately, our risk inventory also addresses hot topics in risk management like ESG-related risks and cybersecurity risks 為確保我們的企業風險管理框架適當地融入不斷變化的風險狀況，我們的風險清單亦包含風險管理的熱門話題，例如可持續發展風險和網絡安全風險

3. RISK EVALUATION

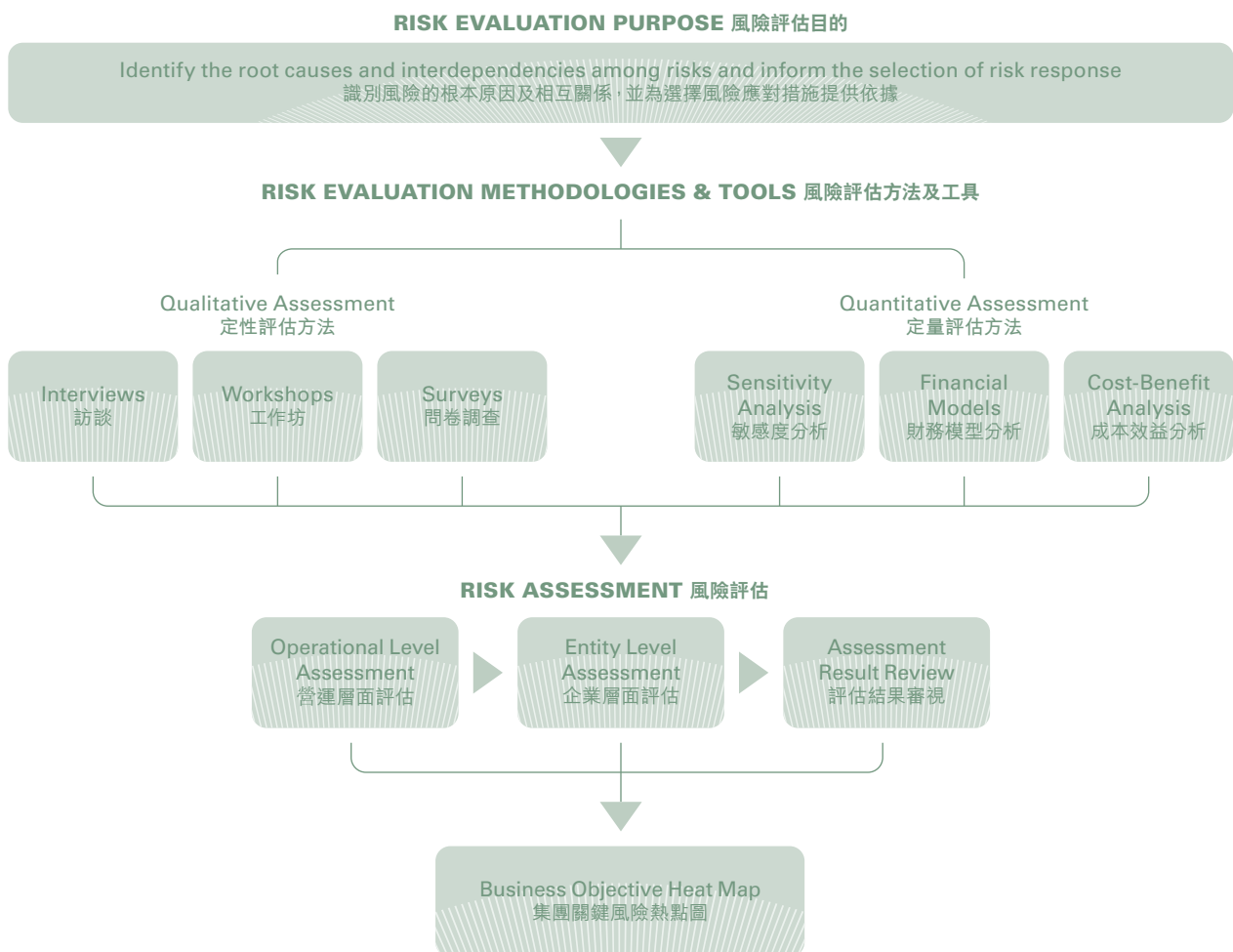
The risk evaluation framework enables us to understand the interdependencies that may exist among risks and to inform the selection of risk response.

Risk evaluation framework

3. 風險評估

風險評估框架有助我們了解風險之間可能存在的相互關係，並為選擇風險應對措施提供依據。

風險評估框架



Main features of the risk evaluation framework 風險評估框架的主要特點

Holistic risk assessment 全面的風險評估

- The severity of risks is assessed at multiple levels by risk owners, GRC Working Group, and GRMC to ensure comprehensive risk assessment
風險承擔者、管治、風險及合規工作小組和集團風險管理委員會從多個層面評估風險的嚴重性，以確保全面的風險評估
- Risk owners in operational units are responsible to assess the risks individually at least once a year and the operational assessment result will be escalated to the GRC Working Group for entity level assessment
營運單位的風險承擔者負責至少每年個別評估風險一次，並將營運評估結果上報管治、風險及合規工作小組進行企業層面評估
- The focus of the entity level assessment is to assess the risk interaction, in which the GRC Working Group will consider those severe risks identified at the operational level and group common risks across operational units and assess the risk level collectively
企業層面評估的重點是評估風險的相互關係，其中管治、風險及合規工作小組將考慮該等在營運層面識別的嚴重風險，並將各營運單位的共同風險分組，一併評估共同風險的風險水平
- The final assessment result is depicted on the business objective heat map, which will be reviewed by GRMC
最終評估結果將呈現於集團關鍵風險熱點圖，並由集團風險管理委員會審視

4. RISK MITIGATION AND CONTROL

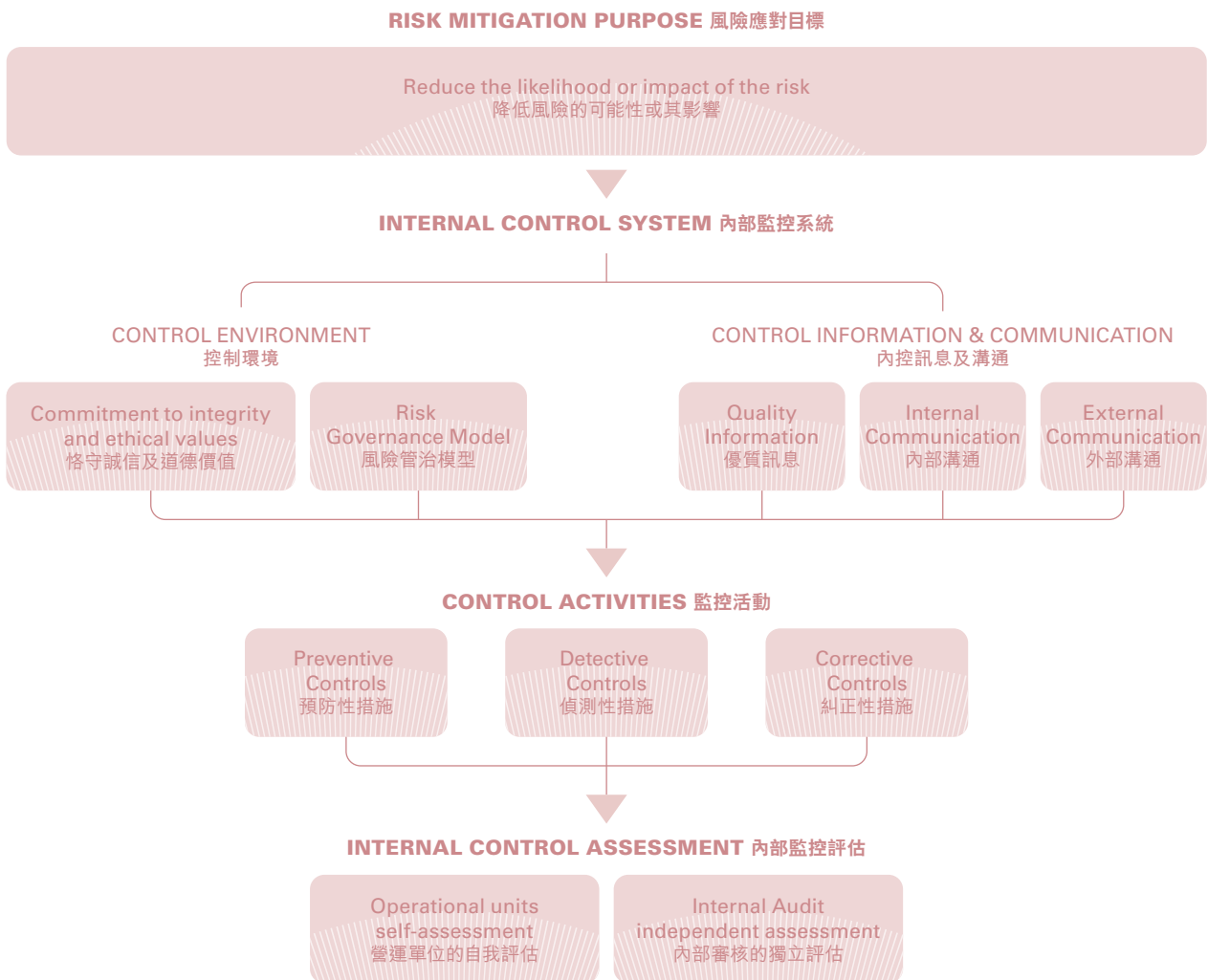
The risk mitigation and internal control framework deals primarily with risk reduction. The structure of our risk mitigation and control framework is informed by principles outlined by the Committee of Sponsoring Organisations of the Treadway Commission's ("COSO") integrated framework for effective internal controls.

Risk mitigation and control framework

4. 風險應對和控制

風險應對和內部監控框架的主要目的為降低風險。我們的風險應對和監控框架架構參照了Committee of Sponsoring Organisations of the Treadway Commission (「COSO」)之內部監控綜合框架的原則而制定。

風險應對和控制框架



Main features of the risk mitigation and control framework

風險應對及控制框架的主要特點

<p>Strong control environment 穩健控制環境</p>	<ul style="list-style-type: none"> Promote honesty and integrity among our staff on a day-to-day basis 在日常層面向員工推廣誠實及誠信文化 Foster an environment in which our people are knowledgeable and committed to carrying out internal control across the Group 營造讓員工知悉並致力與本集團攜手推行內部監控工作的環境 Put into place policies and standards, such as Anti-Fraud Policy, Code of Conduct, Anti-Money Laundering Policy, to enhance our commitment to integrity and ethical values 制定反舞弊政策、紀律守則及反洗錢政策等政策與準則，藉以加強我們對誠信及道德價值的承諾
<p>Effective risk & control communication 有效風險及監控溝通</p>	<ul style="list-style-type: none"> Quality information — We adopt data analytics techniques to convert data to information in order to identify control weakness and evaluate the effectiveness of risk responses 優質訊息 — 我們採用數據分析技術，將數據轉化為資訊，以識別監控弱點並評估風險應對的成效 Internal communication — We adopt both top-down and bottom-up approaches to ensure management and risk owners are aware of risks that fall into their area of responsibility and risk responses are consistently implemented. Top-down communication includes regular training and town hall meetings. Bottom-up communication includes monthly Executive Committee meetings and quarterly GRMC meetings 內部溝通 — 我們採取由上而下和由下而上的方法，確保管理層和風險承擔者知悉其職責範圍內的風險，並確保貫徹實行風險應對措施。由上而下的溝通包括定期培訓和全體會議。由下而上的溝通包括每月的執行委員會會議和每季度的集團風險管理委員會會議 External communication — We perform risk assessments, scans, and surveys with external risk experts to identify external events that might affect the achievement of the Group's objectives 外部溝通 — 我們與外部風險專家進行風險評估、審閱和調研，以識別可能影響達成本集團目標的外部事件
<p>Internal control assessment 內部監控評估</p>	<ul style="list-style-type: none"> Operational units are responsible to perform an annual self-assessment to assess their performance in promoting effective control practices 營運單位負責執行年度自我評估，以評估其在促進有效監控實踐方面的表現 Internal audit is responsible to perform independent assessments of key control activities to ensure compliance and conformity of internal control to pre-determined standards 內部審核負責獨立評估關鍵監控活動，以確保內部監控符合及遵守預定標準

FY2021 PRINCIPAL RISKS

Through the application of the above business and strategy setting, identification, evaluation, and mitigation and control framework, we have identified and responded to the following principal risks in FY2021:

2021 財政年度主要風險

透過應用上述業務及策略制定、識別、評估及應對和控制框架，我們於2021財政年度識別並回應以下主要風險：

Business objectives 業務目標：	Strengthen our revenue stream 加強收入來源		
Business strategies 業務策略	Risks 風險	Controls & mitigation 監控及應對措施	Risk trend 風險趨勢
Leverage franchisee model to deepen market penetration 善用加盟商模式，以深化市場滲透率	Risk of poor franchisee management 加盟商管理欠佳的風險	<ul style="list-style-type: none"> Appoint dedicated teams to nurture relationship with franchisees and retail partners through continuous dialogues 委派專責團隊透過與加盟商及零售夥伴持續對話維繫業務關係 Establish clear selection and assessment policy and mechanism 訂立清晰挑選和評估政策和機制 Reinforce our monitoring on franchisees through whistleblowing system and special audit programme in franchised POS 利用舉報機制及加盟零售點的特別審核計劃，加強對加盟商於營運上的監察 	◀▶
Adopt smart retail strategy to provide customers with a new shopping experience with warmth and speed 採用智慧零售策略，為顧客提供有溫度和速度的全新購物體驗	Risk of poor customer experience of the smart retail initiatives 智慧零售計劃顧客體驗欠佳的風險	<ul style="list-style-type: none"> Make better use of smart tools and data to evaluate customer satisfaction on our products and services 善用智慧工具和數據以評估顧客對產品和服務的滿意程度 Enhance customer relationship management to retain the loyalty of our customers 加強顧客關係管理，以維持顧客的忠誠度 	▲
Invest in innovative projects to optimise brand competitiveness 投資於創新項目，優化品牌競爭力	Risk of investment loss 投資損失的風險	<ul style="list-style-type: none"> Perform pre-investment risk and return analysis 進行投資前風險和回報分析 Appoint Reform and Development Committee to supervise the effectiveness of the innovative projects 委派改革及發展委員會監督創新項目的成效 	▲
Offer curated retail experiences to enrich our product offerings and differentiation 提供各種具針對性的零售體驗，以豐富我們的產品組合和產品差異性	Risk of intellectual property ("IP") infringement 侵犯知識產權的風險	<ul style="list-style-type: none"> Establish the Intellectual Property Management System to facilitate the registration and management of our IP rights 設立知識產權管理系統，以便註冊和管理知識產權 Monitor and analyse the actual or possible infringement cases of our IP rights 監控及分析實際或可能侵犯知識產權的案件 Provide regular training for our staff to raise their awareness of the protection of IP rights 為員工提供定期培訓，藉此提高員工對保護知識產權的意識 	▲

▲ Risk level increased during FY2021
2021 財政年度內風險水平上升

◀▶ Risk level remained broadly the same as FY2020
與2020財政年度的風險水平相若

▼ Risk level decreased during FY2021
2021 財政年度內風險水平下降

Business objectives: 業務目標：	Enhance our operational efficiency 提升營運效率
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Business strategies 業務策略	Risks 風險	Controls & mitigation 監控及應對措施	Risk trend 風險趨勢
Maintain sound supplier management 維持良好供應商管理	Risk of underperformed suppliers 供應商表現未如理想的風險	<ul style="list-style-type: none"> Establish the Supplier Management Framework 設立供應商管理框架 Appoint Supplier Management Committee and the Supplier Management Department to govern the effectiveness of our controls over the procurement process 委派供應商管理委員會和供應商管理部門，專責監督採購流程控制措施的有效性 Establish the Supplier Management System to track the performance of our suppliers 設立供應商管理系統以追蹤供應商表現 	◀▶
Invest in technology solutions 投資於科技解決方案	Risk of technology disruption or cyber threats 科技干擾或網絡威脅的風險	<ul style="list-style-type: none"> Develop and roll out the cyber incident response plan 制定並推行網絡事故應對計劃 Conduct regular cyberattack drills, rehearsal and system penetration tests 定期進行網絡攻擊演習、預演及系統滲透測試 Provide regular and tailored cybersecurity training for our staff 定期向員工提供定制的網絡安全培訓 	◀▶

▲ Risk level increased during FY2021
2021 財政年度內風險水平上升

◀▶ Risk level remained broadly the same as FY2020
與 2020 財政年度的風險水平相若

▼ Risk level decreased during FY2021
2021 財政年度內風險水平下降

Business objectives: 業務目標：	Uphold corporate values and ethical business practices 維護企業價值及商業道德慣例
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Business strategies 業務策略	Risks 風險	Controls & mitigation 監控及應對措施	Risk trend 風險趨勢
Foster a culture of ethics and integrity in workplace 在工作場所培養道德和誠信文化	Unethical employee behaviours 不道德的員工行為	<ul style="list-style-type: none"> Launch a culture enhancement programme to uphold and fortify culture of integrity of all employees 推出文化提升計劃，維護和鞏固所有員工的誠信文化 Assess employees' attributes and behaviours against the ethical principles 根據道德原則評估員工特質和行為 Put into place policies and standards, such as Anti-Fraud Policy and Code of Conduct to reinforce the Group's ethical values 制定政策和準則，例如反舞弊政策和紀律守則，以強調本集團的道德價值 	◀▶
Satisfy all compliance obligation 全面符合合規責任	Non-compliance of the Anti-Money Laundering ("AML") regulation 違反反洗錢法規	<ul style="list-style-type: none"> Establish the AML governance framework 設立反洗錢的管治框架 Appoint money laundering reporting officers ("MLROs") to oversee our AML controls 委任反洗錢匯報主任監督反洗錢監控措施 Provide ongoing AML training for MLROs and general staff 向反洗錢匯報主任及一般員工提供持續培訓 	▲
Maintain business ethics and social responsibility 維持商業道德及社會責任	Risk of unethical procurement 不道德採購的風險	<ul style="list-style-type: none"> Comply with the Kimberley Process to assure customers that our diamonds are "conflict-free" 遵照金伯利流程的要求，向顧客保證我們的鑽石為「不涉衝突」 Introduce T MARK diamond ingredient brand to enhance the supply chain transparency 推出T MARK 鑽石原材料品牌，以提高供應鏈透明度 	▲

▲ Risk level increased during FY2021
2021 財政年度內風險水平上升

◀▶ Risk level remained broadly the same as FY2020
與2020 財政年度的風險水平相若

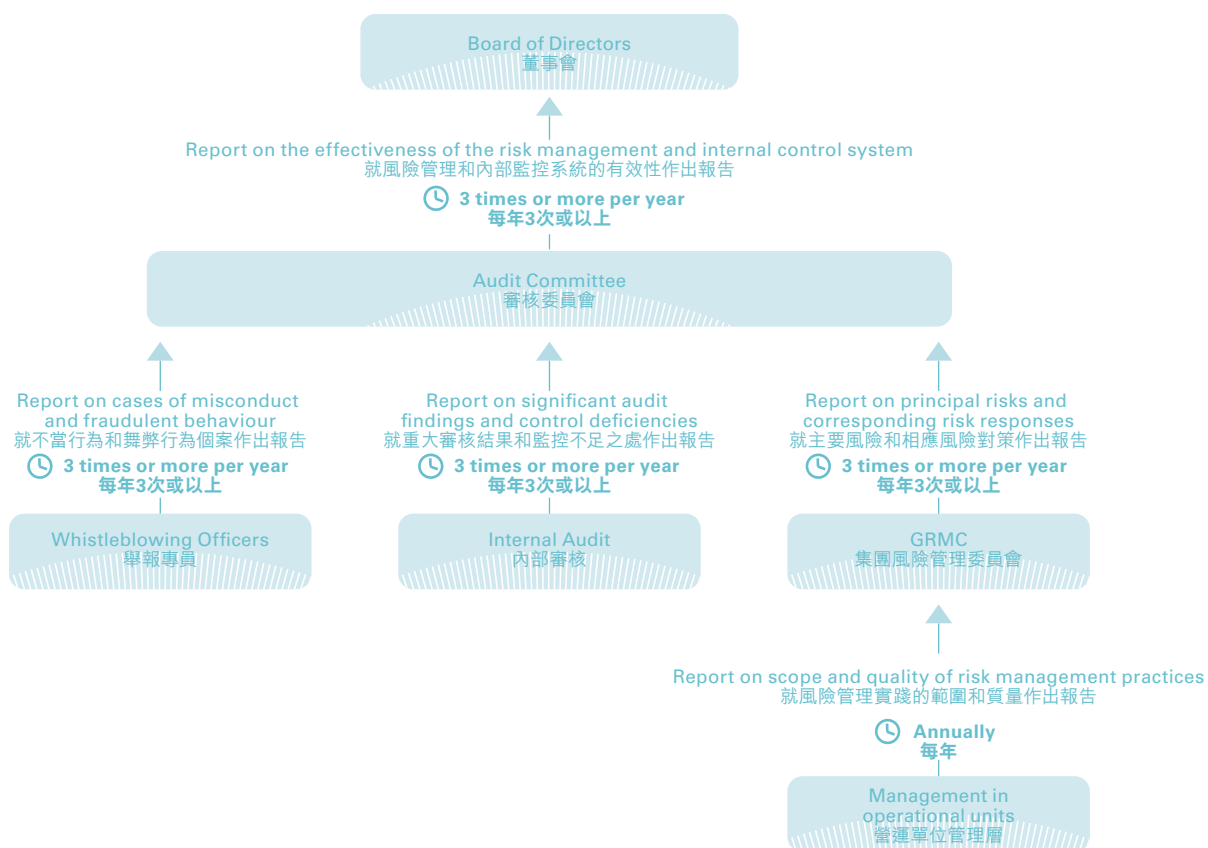
▼ Risk level decreased during FY2021
2021 財政年度內風險水平下降

5. EFFECTIVENESS AND PERFORMANCE TRACKING

On behalf of the Board, the Audit Committee oversees the internal audit function and reviews the adequacy and continued effectiveness of the Group's risk management and internal control systems. The Board and the Audit Committee acknowledge that our risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

To support the effective review, GRMC, Internal Audit, and Whistleblowing Officers will capture and align information at a level that is consistent with Audit Committee's oversight responsibilities and use standard templates to support consistent presentation and structure of information over time. The people, process, and tools used to enable the review of the effectiveness of our risk management and internal control system is illustrated below:

Process used to review our risk management and internal control system and the effectiveness of the internal audit function



5. 成效和表現追蹤

審核委員會代表董事會監督內部審計職能及檢討集團風險管理及內部監控系統是否足夠及持續有效。董事會及審核委員會深明，風險管理及內部監控系統旨在管理而非消除未能達成各類業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

為了支持有效的檢討，集團風險管理委員會、內部審核及舉報專員將在與審核委員會監督職責一致的層面收集及整理資料，並使用標準的報告模板，保持資料呈列及架構的一致性。下圖說明檢討風險管理及內部監控系統成效所用的人員、程序及工具：

檢討風險管理及內部監控系統及內部審計職能有效性所用程序

People enforce the review of our risk management and internal control system and the effectiveness of the internal audit function

檢討風險管理及內部監控系統及內部審計職能有效性的執行人員

<p>Audit Committee 審核委員會</p>	<ul style="list-style-type: none"> • As part of the Audit Committee’s oversight responsibilities with regard to the effectiveness of the internal audit function, the Audit Committee will: 作為審核委員會對內部審計職能有效性的監督責任的一部份，審核委員會將： <ul style="list-style-type: none"> – Review the annual audit plan 審閱年度審核計劃 – Receive periodic reports on the results of the Internal Audit’s work 接收有關內部審核工作結果的定期報告 – Monitor management’s responsiveness to the Internal Audit’s findings and recommendations 監察管理層對內部審核結果和建議的回應 – Review the adequacy of resources, staff qualifications and experience, and training programmes of the internal audit function 檢討內部審計職能的資源、員工資歷和經驗以及所接受的培訓課程的充足性
<p>Internal Audit 內部審核</p>	<ul style="list-style-type: none"> • Internal Audit plays a crucial role in monitoring the internal governance of the Group 內部審核在監察本集團內部管治上肩負關鍵的職務 • To provide an independent and objective assurance on the adequacy and effectiveness of the risk management and internal control system, Internal Audit: 為就風險管理和內部監控系統是否足夠和有效提供獨立客觀的保證，內部審核： <ul style="list-style-type: none"> – Has unfettered access to all necessary information, people, records, and outsourced operations across the Group, focusing on reviewing the effectiveness of the governance, risk management, and control processes that management has put into place 可在沒有限制的情況下獲取本集團內所有必要的資料、記錄、與外判營運有關的資料以及與有關人士溝通聯繫，以專注檢討管理層執行的管治、風險管理及監控程序之成效 – Adopts a risk-based approach, ensuring that key concerns and significant risks are considered within the scope of the audit 採納風險基礎方法，確保於審核範圍內考慮到重要的關注事宜和重大風險 – Engages an independent consulting firm to assist the internal audit service to further strengthen the flexibility and independence of the internal audit function 委聘獨立顧問公司輔助內部審核服務，進一步加強內部審計職能的靈活性和獨立性
<p>GRMC 集團風險管理委員會</p>	<ul style="list-style-type: none"> • GRMC assists the Board in fulfilling its oversight responsibilities with regard to the Group’s risk appetite, the Group’s ERM Framework, and the governance model that supports it 集團風險管理委員會協助董事會履行其對本集團風險承受度、本集團企業風險管理框架和支持該框架的管治模型的監督責任 • As part of the GRMC’s oversight responsibilities, GRMC will: 作為集團風險管理委員會監督職責的一部份，集團風險管理委員會將： <ul style="list-style-type: none"> – Review and approve the significant risk management policies and associated frameworks 檢討並審批重大風險管理政策和相關框架 – Review significant risk exposures and the steps that management has taken to identify, measure, monitor, control, and report such exposures 檢討重大風險以及管理層為識別、計量、監察、控制和報告有關風險所採取的步驟 – Review significant risk and compliance issues identified by the GRC Working Group, together with management’s responses and follow-up to these reports 檢討管治、風險及合規工作小組識別的重大風險和合規事宜，以及管理層對此等報告的回應和跟進行動 – Review the scope of work of the GRC Working Group and its planned risk management and compliance activities 審閱管治、風險及合規工作小組的工作範圍及其規劃的風險管理和合規活動

Tools used to review our risk management and internal control system and the effectiveness of the internal audit function

檢討風險管理及內部監控系統及內部審計職能有效性所用工具

	Frequency 次數	Content 內容
Audit Committee Reports 審核委員會報告	3 times or more per year 每年3次或以上	<ul style="list-style-type: none"> Assurance on the effectiveness of the Group's risk management and internal control system 對本集團風險管理及內部監控系統成效作出保證
Whistleblowing Reports 舉報機制報告	3 times or more per year 每年3次或以上	<ul style="list-style-type: none"> Cases of gross misconduct and fraudulent behaviour and the measures undertaken by the management 嚴重不當及舞弊行為的個案，以及管理層採取的措施 Anti-fraud culture building programme and training 反舞弊文化構建計劃及培訓
Internal Audit Reports 內部審核報告	3 times or more per year 每年3次或以上	<ul style="list-style-type: none"> Significant audit findings and control deficiencies 重大的審計發現和監控缺失 Progress of remedial measures implemented by management 管理層執行補救措施的進度 Review on the effectiveness of the Group's processes for financial reporting and compliance with prevailing regulations 檢討本集團財務報告程序的成效以及現行法規合規情況
GRMC Reports 集團風險管理委員會報告	3 times or more per year 每年3次或以上	<ul style="list-style-type: none"> Principal risks identified at the corporate level and the related mitigation measures 以公司層面識別的主要風險以及相關應對措施 Review on the resources, staff qualifications and experience and training programmes of the accounting, internal audit and financial reporting functions 審視有關會計、內部審核及財務報告職能的資源、員工資歷及經驗，以及培訓計劃
Control self-assessment and management confirmation 內部監控自評暨管理層確認書	Annually 每年	<ul style="list-style-type: none"> Scope and quality of the management's ongoing monitoring of risks and the internal control system 管理層持續監督風險以及內部監控系統的範圍及質素 Management's compliance with applicable regulatory requirements and the Group's policies including the Code of Conduct, Anti-Fraud Policy, and Anti-Money Laundering Policy 管理層遵守適用法規及本集團政策的情況，集團政策包括紀律守則、反舞弊政策及反洗錢政策

As a result of the above review, the Audit Committee, on behalf of the Board, confirmed that there was no significant issue that would have an adverse impact on the effectiveness and adequacy of the risk management and internal control systems of the Group for FY2021.

審核委員會基於上述檢討，代表董事會確認2021財政年度沒有重大的事宜將對集團風險管理及內部監控系統的成效及充足性構成不利影響。

6. EMERGENCY PREPAREDNESS

By their nature, most crises are unpredictable, but we believe it is possible to determine activities and areas that may be particularly prone to crises. We believe advance planning for these areas is key to ensure our resilience against crises, reduce the impact of adverse events, aid recovery and support business continuity. Set out below are the pre-crisis measures that help us maintain an appropriate level of preparedness to respond to crises:

6. 緊急應變

危機在本質上是無法預測的，但我們相信可以判斷出特別容易陷入危機的活動和領域。我們認為針對該等領域作預先規劃實為關鍵所在，因為可以確保我們有面對危機的抗逆力、減低不利事件對我們的影響、有助復原並且支持業務持續發展。下文載列我們防範於未然的措施，協助我們作好準備以應對危機：

Crisis Management Team (“CMT”) 危機管理團隊	Composition 結構	<ul style="list-style-type: none"> The core team is led by executive directors and staffed with senior executives from executive office, legal, investor relations, and human resources 核心團隊由執行董事率領，其他成員包括來自行政、法律、投資者關係及人力資源的高級行政人員 Other personnel from varying disciplines and regions would be identified on an as-needed basis 需要時亦會物色其他專業範疇和地區的人員加入
	Functions 職能	<ul style="list-style-type: none"> Identify areas of concern 識別需要關注的範圍 Assess the impact of the identified concerns 評估關注範圍的影響 Devise strategies and response plans to overcome crises 制定策略和應對計劃以處理危機
Crisis Management Manual and Response Plans 危機管理手冊及應對計劃	Crisis Management Manual 危機管理手冊	<ul style="list-style-type: none"> Provide overall direction and guideline to coordinate crisis response 提供協調危機應對的整體方針及指引 Set out the definition of a crisis and trigger events, categorisation of crises, the activation guideline, the composition and roles of the Crisis Management Team, and the crisis communication and reporting protocol 載列危機及觸發事件的定義、危機分類、啟動指引、危機管理團隊的結構及職務以及危機通報和匯報規程
	Tailored response plan and playbooks 定制應對計劃和實戰手冊	<ul style="list-style-type: none"> Document a step-by-step instruction in responding to a specific crisis 列明應對特定危機的每個步驟
Crisis Management Training 危機管理培訓	Discussion-based training 討論形式的培訓	<ul style="list-style-type: none"> Aim to increase staff’s capability in recognising crisis warning signs and designing preventive measures in the pre-crisis phase 旨在提升員工識別危機警示及於危機發生前制定預防措施的能力 Provide our staff an initial introduction of crisis management and our crisis management infrastructure and resources 向員工提供危機管理簡介以及危機管理基礎設施及資源
	Operation-based simulation 實戰形式的模擬培訓	<ul style="list-style-type: none"> Aim to validate the crisis management plan and the capability of our CMT 測試危機管理計劃的成效和我們危機管理團隊的能力 Allow the CMT to rehearse their assigned duties and responsibilities during a crisis scenario 提供機會讓危機管理團隊成員於危機場景下預演獲指派的職務和責任

7. RISK CAPABILITY BUILDING

We believe effective risk management requires us to think holistically about the capabilities that we need in order to determine if there are any capability gaps should be prioritised to improve the management of risk across the Group. We have identified the risk capability needs of the Group in terms of people, process, systems and information and concluded the following phased capability building plan:

Capability area 能力範圍	Focus for improvement 改善重點	Approach for improvement 改善方法
Risk governance and culture 風險管治及文化	<ul style="list-style-type: none"> Enhance the commitment to integrity and ethical values 加強對誠信及道德價值的承諾 Build awareness, understanding, and buy-in across all levels of staff 建立各級員工的意識、理解及關注風險的文化 	<ul style="list-style-type: none"> Optimise the risk governance model 優化風險管治模型 Conduct risk culture seminars and workshops 舉辦風險文化講座及工作坊 Issue periodic newsletters or posters for regular reminder and reinforcements of integrity, ethical values, and risk management messages 定期發佈通訊或報貼海報，從而定期提醒及加強誠信、道德價值及風險管理訊息
Risk management process 風險管理過程	<ul style="list-style-type: none"> Maintain a consistent and relevant approach to risk management 維持一致及相關的風險管理方法 	<ul style="list-style-type: none"> Enhance the ERM Framework 改善企業風險管理框架 Keep risk management policies and processes up-to-date 更新風險管理政策及程序
Risk management tools and technologies 風險管理工具及技術	<ul style="list-style-type: none"> Harness technology advances to support and improve the risk management process 善用創新科技支持及改善風險管理程序 	<ul style="list-style-type: none"> Exploit big data and source data analytics tools 善用大數據及物色數據分析工具 Develop risk dashboards to organise and showcase risk data and information 制定風險匯報概覽，以組織和展示風險數據及資料
Risk information and communication 風險訊息及溝通	<ul style="list-style-type: none"> Facilitate and encourage the capture, analysis, and delivery of predictive and timely risk information 促進並鼓勵收集、分析及提供適時的風險預測訊息 Drive a consistent and efficient approach to the sourcing, recording, storing, and sharing of risk information 推行一致及有效收集、記錄、儲存及共享風險訊息的方法 	<ul style="list-style-type: none"> Source an ERM or GRC system to facilitate the storage of risk data and information 物色企業風險管理或集團風險監控系統，以便儲存風險數據及訊息 Source statistical and analytic software to extract and model potential risk events and perform predictive scenario analysis 物色數據統計及分析軟件，以便摘取及模擬潛在風險事件，並進行預測情景分析

7. 風險管理能力構建

我們相信有效的風險管理要求我們全面考慮所需能力，以確定是否存在須優先處理的能力差距，以提升本集團的風險管理能力。我們就人員、程序、系統及資料方面識別出本集團的風險能力需求，並得出以下分階段的能力構建計劃：

DIRECTORS' REPORT

董事會報告

The Board is pleased to present the annual report of the Company together with the audited consolidated financial statements of the Group for FY2021.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in the business of manufacturing and selling of jewellery products, including gem-set, platinum and k-gold jewellery and gold jewellery and products, as well as the distribution of various watch brands. The activities of the principal subsidiaries are set out in note 41 to the consolidated financial statements.

The Group's revenue is derived from business activities conducted in Mainland China, Hong Kong, Macau and other markets. The segment information of the Group's operation is set out in note 4 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for FY2021 are set out in the consolidated statement of profit or loss and other comprehensive income on p.166.

The directors recommended the payment of a final dividend of HK\$0.24 per share for FY2021, amounting to approximately HK\$2,400 million (FY2020: a final dividend of HK\$0.12 per share, amounting to approximately HK\$1,200 million). Such payment of dividend will be subject to the approval of shareholders at the forthcoming annual general meeting of the Company to be held on Wednesday, 28 July 2021 and is payable to shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 5 August 2021. Together with the interim dividend of HK\$0.16 per share paid in December 2020, the total distribution of dividend by the Company for FY2021 will be HK\$0.40 per share (FY2020: HK\$0.24 per share). The payment date of the final dividend is expected to be on or about 20 August 2021.

董事會欣然提呈本公司2021財政年度年報以及本集團經審核綜合財務報表。

主要業務

本公司為投資控股公司。本集團的主要業務為生產和銷售珠寶產品（包括珠寶鑲嵌、鉑金及K金首飾和黃金首飾及產品），以及分銷不同品牌的鐘錶。主要附屬公司的業務載於綜合財務報表附註41。

本集團的營業額來自中國內地、香港、澳門及其他市場進行的業務活動。本集團的業務分部資料載於綜合財務報表附註4。

業績及股息

本集團於2021財政年度的業績載列於第166頁的綜合損益及其他全面收益表內。

董事會建議派付2021財政年度每股0.24港元的末期股息，合共約2,400百萬港元（2020財政年度：末期股息每股0.12港元，金額約1,200百萬港元）。派付該等股息須待股東在本公司將於2021年7月28日（星期三）舉行的應屆股東週年大會上批准，並應向於2021年8月5日（星期四）營業時間結束時名列本公司股東名冊的股東派付該等股息。連同已於2020年12月派付每股0.16港元的中期股息，本公司於2021財政年度所分派股息總額為每股0.40港元（2020財政年度：每股0.24港元）。末期股息的派付日期預計為2021年8月20日或前後。

BUSINESS REVIEW

A review of the Group's business and operations for the year as well as a discussion on the likely future developments are provided throughout this annual report, particularly in the following sections:

- "Chairman's Statement", p.12-14
- "Managing Directors' Strategic Report", p.16-36
- "Management Discussion and Analysis", p.38-74

Further discussion on the Group's principal risks and uncertainties:

- "Risk Management Report", p.123-141

Compliance with the relevant laws and regulations:

- "Corporate Governance Report", p.97-122
- "Independent Auditor's Report", p.157-165
- "Sustainability Report", on our Group website accessible via the QR code on p.266

Environmental policies and performance and key relationships with its stakeholders:

- "Sustainability Report", on our Group website accessible via the QR code on p.266

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on p.263.

SHARE CAPITAL

Details of the Company's share capital are set out in note 30 to the consolidated financial statements. There was no movement in the share capital during the year.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 March 2021 amounted to approximately HK\$5,508 million (31 March 2020: HK\$5,503 million).

Movements in reserves of the Group during the year are set out in the consolidated statement of changes in equity on p.169.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the laws of the Cayman Islands.

業務回顧

本年報內各處已就本年度集團業務及營運作出回顧，並對集團未來可能的發展進行討論，主要分佈於以下章節：

- 「主席報告書」第12至14頁
- 「董事總經理策略報告」第16至36頁
- 「管理層討論與分析」第38至74頁

本年報，對集團之主要風險及不確定因素作進一步討論：

- 「風險管理報告」第123至141頁

遵守相關法律法規的情況：

- 「企業管治報告」第97至122頁
- 「獨立核數師報告」第157至165頁
- 「可持續發展報告」刊載於本集團網站，透過第266頁二維碼獲取

環境政策和表現、以及與其持份者之間關鍵關係的進一步討論，主要在下列章節中：

- 「可持續發展報告」刊載於本集團網站，透過第266頁二維碼獲取

財務概要

本集團過去五個財政年度的業績以及資產及負債概要載列於第263頁。

股本

本公司的股本詳情載於綜合財務報表附註30。年內概無股本變動。

可供分派儲備

於2021年3月31日，本公司可供分派儲備為數約5,508百萬港元（2020年3月31日：5,503百萬港元）。

年內本集團儲備的變動載列於第169頁的綜合權益變動表。

優先購買權

細則或開曼群島法例概無任何關於優先購買權的條文。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

DIRECTORS

The directors during the year and up to the date of this annual report are:

Executive Directors

Dr. Cheng Kar-Shun, Henry
Mr. Wong Siu-Kee, Kent
Mr. Chan Sai-Cheong
Dr. Cheng Chi-Kong, Adrian
Mr. Cheng Chi-Heng, Conroy
Ms. Cheng Chi-Man, Sonia (re-designated with effect from 1 April 2021)
Mr. Cheng Kam-Biu, Wilson
Mr. Cheng Ping-Hei, Hamilton
Mr. Suen Chi-Keung, Peter
Mr. Chan Hiu-Sang, Albert (resigned with effect from 1 January 2021)
Mr. Liu Chun-Wai, Bobby

Independent Non-executive Directors

Dr. Fung Kwok-King, Victor
Dr. Or Ching-Fai, Raymond
Mr. Kwong Che-Keung, Gordon
Mr. Cheng Ming-Fun, Paul
Mr. Lam Kin-Fung, Jeffrey
Mr. Chia Pun-Kok, Herbert (appointed with effect from 1 April 2021)
Ms. Cheng Ka-Lai, Lily

In accordance with articles 83 and 84 of the Articles, Mr. Cheng Chi-Heng, Conroy, Ms. Cheng Chi-Man, Sonia, Mr. Cheng Ping-Hei, Hamilton, Mr. Suen Chi-Keung, Peter, Dr. Or Ching-Fai, Raymond and Mr. Chia Pun-Kok, Herbert will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election. Mr. Cheng Ming-Fun, Paul will retire from the Board by rotation at the forthcoming annual general meeting in accordance with article 84 of the Articles and will not seek re-election.

DIRECTORS' SERVICE CONTRACTS

None of the directors has a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation, other than statutory compensation.

購買、出售或贖回上市證券

本公司及其任何附屬公司於年內均無購買、出售或贖回本公司的任何上市證券。

董事

年內及截至本年報日期的董事為：

執行董事

鄭家純博士
黃紹基先生
陳世昌先生
鄭志剛博士
鄭志恒先生
鄭志雯女士(自2021年4月1日起調任)
鄭錦標先生
鄭炳熙先生
孫志強先生
陳曉生先生(自2021年1月1日起辭任)
廖振為先生

獨立非執行董事

馮國經博士
柯清輝博士
鄭志強先生
鄭明訓先生
林健鋒先生
車品覺先生(自2021年4月1日起委任)
鄭嘉麗女士

根據細則第83及84條，鄭志恒先生、鄭志雯女士、鄭炳熙先生、孫志強先生、柯清輝博士及車品覺先生將於應屆股東週年大會上退任，且符合資格膺選連任。鄭明訓先生將在應屆股東週年大會上根據細則第84條自董事會輪席退任，並不會尋求重選連任。

董事服務合約

概無董事與本公司或其任何附屬公司訂立不可於一年內毋須支付任何賠償(法定補償除外)而終止的服務合約。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed in this annual report, no transactions, arrangements and contracts of significance in relation to the Group's business to which any of the Company's subsidiaries, fellow subsidiaries or parent companies was a party and in which a director of the Company or the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CONTINUING CONNECTED TRANSACTIONS

The Group has certain ongoing transactions carried on with connected persons with expected annual transaction amounts exceeding the "de minimis" exemption threshold and therefore the Company reports these non-exempt continuing connected transactions during FY2021 under Chapter 14A of the Listing Rules. These transactions are mainly related to lease of premises and sale and purchase of goods and services. Information about the connected persons is shown on p.148. Details of these transactions are set out in the tables below.

Lease of premises

Name of counterparties 交易對方名稱	CTFE 周大福企業	NWD 新世界發展	NWDS 新世界百貨
Main purposes of the leases 租賃主要用途	Standalone retail shops, industrial and office uses in Hong Kong 於香港的獨立零售店、工業及辦公室用途	Offices and standalone retail shops in Hong Kong 於香港的辦公室及獨立零售店	Concessionaire counters operated in department stores in Mainland China 於中國內地百貨公司開設專櫃
Master / framework agreement date 綜合 / 框架協議日期	28/11/2011	28/4/2020	22/3/2012
Next renewal date 下次重續日期	31/3/2023	30/6/2023	30/6/2023
Annual cap approved and actual amount incurred for FY2021 (HK\$ million) 2021 財政年度的已批准年度上限及實際發生金額 (百萬港元)			
Annual cap 年度上限	370	146	101
Amount incurred 實際發生金額	162	18	56
Annual cap approved for subsequent financial years (HK\$ million) 其後財政年度的已批准年度上限 (百萬港元)			
FY2022	70	174	104
FY2023	70	203	107

董事於交易、安排及合約中的權益

除本年報所披露者外，本公司的附屬公司、同系附屬公司或母公司於年末或年內任何時間，並無訂有任何對本集團業務而言屬重大且本公司董事或董事的關連人士於當中擁有重大權益（不論直接或間接）的交易、安排及合約。

持續關連交易

本集團正與關連人士進行若干持續交易，預期年度交易金額超過最低豁免水平，故本公司根據上市規則第 14A 章匯報 2021 財政年度內的該等非豁免持續關連交易。該等交易主要關於物業租賃以及銷售及購買貨品和服務。有關關連人士的資料載於第 148 頁。該等交易的詳情載列於下表。

物業租賃

Sale and purchase of goods and services

銷售及購買貨品和服務

Name of counterparties 交易對方名稱	NCE
Major types of goods and services 貨品及服務的主要種類	Polishing, processing and handling of gemstones for the Group, and provision of related technology, related assets and other ancillary services, products and devices 為本集團寶石拋光、加工及處理，提供相關技術、相關資產和其他配套服務、產品及工具
Master / framework agreement date 綜合 / 框架協議日期	29/1/2016
Next renewal date 下次重續日期	31/3/2024
Annual cap approved and actual amount incurred for FY2021 (HK\$ million) 2021 財政年度的已批准年度上限及實際發生金額 (百萬港元)	
Annual cap 年度上限	245
Amount incurred 實際發生金額	51
Annual cap approved for subsequent financial years (HK\$ million) 其後財政年度的已批准年度上限 (百萬港元)	
FY2022	88
FY2023	122
FY2024	155

These transactions are governed by respective master or framework agreements which have an initial term of not more than 3 years and, subject to compliance with the Listing Rules, will be renewed automatically for another 3 years upon expiry. The initial agreement date and the next renewal date of these master or framework agreements are set out in the tables above.

該等交易受各綜合或框架協議所監管，而協議的初始年期不超過三年，在遵守上市規則的前提下將於期滿時自動重續三年。該等綜合或框架協議的初始協議日期及下一個重續日期載於上表。

The Group's pricing policy and internal control on continuing connected transactions

The Company has entered into master agreements or framework agreements to set out the principles governing the above continuing connected transactions. The Group maintains a pricing policy which serves as a guidance for the negotiation with counterparties regarding the respective definitive agreements under the continuing connected transaction arrangements of the Group.

- (a) For rental of premises, prevailing market rates around the time of entering into the respective tenancy agreements will be followed. The Group will obtain comparison from relevant market information from the market or independent valuers and with rental rates of premises in similar locations leased by the Group.
- (b) For sale of goods and services, retail or wholesale prices (as the case maybe) and discretionary discounts which the Group offers or is willing to offer to independent customers around the time of transaction will apply.
- (c) For purchase of goods, services and other assets, prevailing market prices around the time of transaction will apply. The Group will obtain quotations or tenders from independent third parties for goods, services or assets with similarities to compare with the prices and terms offered in the market. If there is no sufficient comparable in the market, the Group will make reference to the reasonable costs for developing or providing such goods, services or assets plus a reasonable profit margin that commensurates with industry practices.

The Group will monitor industry practices and market trends on a regular basis to ensure the terms offered to the Group are either equivalent to or better than the prevailing market prices.

集團定價政策及持續關連交易的內部監控

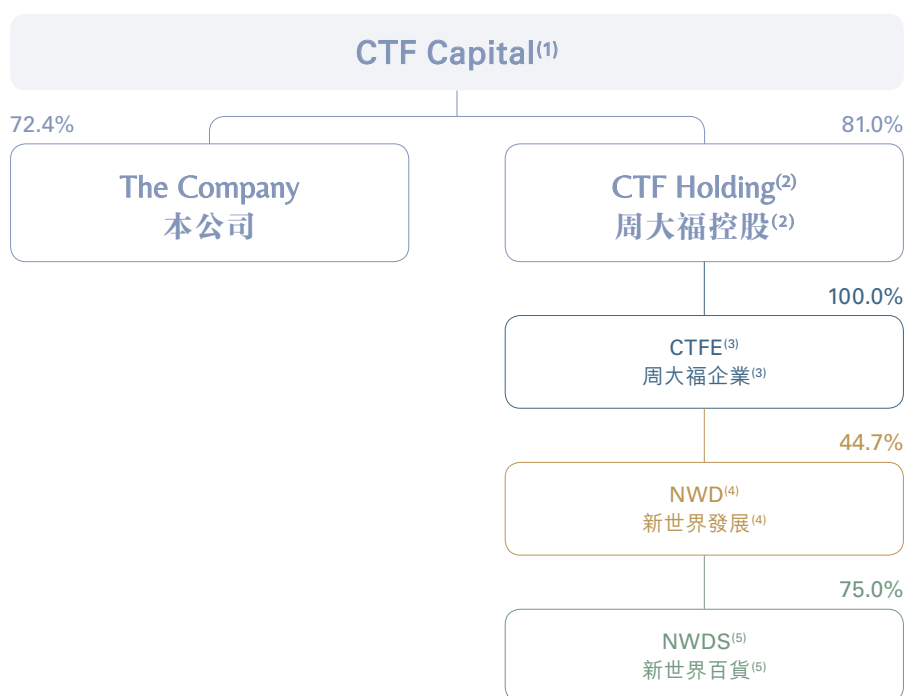
本公司已訂立綜合協議或框架協議以載列相關原則規管上述持續關連交易。本集團設有定價政策，就與對方磋商釐定本集團持續關連交易安排下的明確協議作出指引。

- (a) 物業租賃方面，採用簽訂有關租賃合同當時的市場價格為依據。本集團會從市場上或者獨立估價師取得相關的市場資訊，及跟集團在類似地點的租賃物業的租金作出比較。
- (b) 銷售貨品和服務提供方面，採用進行交易時集團開列或願意開列給獨立顧客的零售價或批發價（視乎情況）及酌情優惠。
- (c) 購買貨品、服務或其他資產方面，採用進行交易時市場價格為依據。集團會根據進行類似交易的獨立第三方所提供的報價或標書，以比較市場上的價格和條款內容。如市場上並無充分可作比較的參考，集團將考慮開發或提供有關貨品、服務或資產的合理成本，及加入與行業常規相符的合理利潤。

集團將定期監測行業常規和市場趨勢，以確保向本集團提供的合約條款與市場價格相若或更佳。

Relationships between counterparties

Other than NCE, the other counterparties to the continuing connected transactions mentioned above are connected persons of the Company mainly due to direct or indirect shareholding held by the Company's substantial shareholder, CTF Capital, in these counterparties. Shareholding relationships among the Company, CTFE, NWD and NWDS are illustrated in the simplified chart below:



Notes:

- (1) Chow Tai Fook Capital Limited
- (2) Chow Tai Fook (Holding) Limited
- (3) Chow Tai Fook Enterprises Limited
- (4) New World Development Company Limited (stock code: 17)
- (5) New World Department Store China Limited (stock code: 825)
- (6) The approximate percentages of shareholding are shown for reference only to illustrate the relationships between the connected parties. The information shown in the chart above is sourced from the Disclosure of Interests published on the Stock Exchange website as at the date of this annual report, which however may not be updated or correct.

New Cutting Edge Limited ("NCE") and its subsidiaries are majority-controlled companies indirectly held by Mr. Cheng Kam-Chiu, Stewart, who is a family member and therefore an associate of certain directors of the Company under Chapter 14A of the Listing Rules. As such, NCE and its subsidiaries are connected persons of the Company.

與交易對方的關係

除 NCE 之外，上述持續關連交易的其他交易對方構成本公司的關連人士，主要是由於本公司主要股東 CTF Capital 直接或間接持有該等對手方股權。本公司、周大福企業、新世界發展與新世界百貨的持股權關係概述於下面簡圖：

附註：

- (1) Chow Tai Fook Capital Limited
- (2) 周大福(控股)有限公司
- (3) 周大福企業有限公司
- (4) 新世界發展有限公司(股份代號：17)
- (5) 新世界百貨中國有限公司(股份代號：825)
- (6) 概約持股百分比僅供參考，以說明與關連方的關係。上圖資料源自於截至本年報日期聯交所網站上刊載的權益披露，未必是最新或屬實。

New Cutting Edge Limited (「NCE」) 及其附屬公司是由某幾位董事的親屬鄭錦超先生間接持有的佔多數控制權的公司，按照上市規則第 14A 章規定，鄭先生是那幾位董事的聯繫人，因此，NCE 及其附屬公司是本公司的關連人士。

Annual review of the continuing connected transactions

At the end of each financial year, the management will prepare a summary of the pricing and other relevant terms of those non-exempt continuing connected transactions for the review of the Executive Committee to ensure that those transactions are entered into in the ordinary and usual course of business, on normal commercial terms or better and in accordance with the relevant agreements on terms which are fair and reasonable. Our internal audit team will further select samples from those transactions and compare them with similar types of transactions entered into by the Group with independent third parties during that financial year.

Pursuant to Rule 14A.56 of the Listing Rules, the Company has engaged the Company's auditor to perform certain review procedures in order to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter in respect of the continuing connected transactions disclosed by the Group in this annual report in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

The results of the review procedures performed by each of the Executive Committee, the internal audit team and the auditor of the Company were reported to the independent non-executive directors in the Audit Committee meeting. After review by the Audit Committee, the independent non-executive directors confirmed that the continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) either on normal commercial terms or better; and (iii) according to the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Announcements were published regarding the Group's non-exempt continuing connected transactions. The directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in so far as they are applicable.

持續關連交易的年度審閱

管理層在財政年度結束後會準備一份概要，羅列不獲豁免的持續關連交易的定價及其他相關條款，給執行委員會審視，以確保該等交易乃是在日常的業務中，按正常或更有利的商務條款，根據有關合約中公平合理的條款進行。我們的內審團隊將進一步從這些交易中抽取樣本，並與集團在該財政年度期間和獨立第三方之間發生的相似交易進行比較。

根據上市規則第 14A.56 條，本公司已委聘本公司的核數師根據香港會計師公會發佈的香港鑒證業務準則 3000 號（經修訂）「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明 740 號「香港上市規則規定的持續關連交易的核數師函件」，進行若干審閱程序，以就本集團的持續關連交易作出報告。根據上市規則第 14A.56 條，核數師已就本集團於本年報披露的持續關連交易，發出無保留意見的函件。本公司已向聯交所提交核數師函件副本。

由執行委員會、內部審核團隊及公司的核數師分別進行的審閱程序所得結果，已在審核委員會會議上向獨立非執行董事匯報。經審核委員會審閱，獨立非執行董事確認這些持續關連交易 (i) 在本集團的日常業務中訂立；(ii) 按照一般商務條款或更佳條款進行；及 (iii) 根據有關交易協議進行，其條款公平合理且符合本公司股東的整體利益。

本集團已就非豁免持續關連交易刊登公告。董事確認本公司已遵守上市規則第 14A 章的披露規定（如適用）。

RELATED PARTY TRANSACTIONS

The significant related party transactions entered into by the Group during the year set out in note 40 to the financial statements include transactions that constitute connected transactions and continuing connected transactions for which the disclosure requirements under Chapter 14A of the Listing Rules have been complied with.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, less than 30.0% of the Group's revenue was attributed to the Group's five largest customers. Besides, 83.9% of the Group's total purchases were attributed to the Group's five largest suppliers and 72.4% of the Group's total purchases were attributed to the Group's largest supplier. To the best of the directors' knowledge, none of the directors, their respective close associates (as defined in the Listing Rules) and any shareholder who to the knowledge of the directors owned more than 5% of the issued share capital of the Company as at 31 March 2021 held any interest in any of the five largest suppliers or customers of the Group.

關聯人士交易

本集團於本年度訂立的重大的關聯人士交易載於財務報表附註40，包括構成關連/持續關連交易的交易，而本集團已就該等交易遵守上市規則第14A章的披露規定。

主要顧客和供應商

年內，本集團少於30.0%營業額來自本集團五大顧客。此外，本集團總採購額83.9%來自本集團五大供應商，而本集團總採購額72.4%來自本集團最大供應商。據董事所知，於2021年3月31日，概無董事、彼等各自緊密聯繫人（定義見上市規則）或董事知悉擁有本公司已發行股本5%以上的任何股東持有本集團五大供應商或顧客的任何權益。

DIRECTORS' INTERESTS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 March 2021, the interests and short positions of the directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix 10 to the Listing Rules were as follows:

Long position in shares

董事於本公司的股份、相關股份及債權證的權益

於2021年3月31日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及第8分部已知會本公司及聯交所的權益及淡倉，或記錄於根據證券及期貨條例第352條規定須予存置的登記冊內的權益及淡倉，或根據上市規則附錄10所載的標準守則須知會本公司及聯交所的權益及淡倉如下：

於股份的好倉

		Number of shares 股份數目			Approximate % of shareholding	
		Personal interests 個人權益	Spouse interests 配偶權益	Corporate interests 法團權益	Total 合計	概約持股 百分比
The Company (ordinary shares of HK\$1 each)		本公司(每股面值 1港元的普通股)				
Mr. Wong Siu-Kee, Kent	黃紹基先生	12,000			12,000	0.0%
Mr. Chan Sai-Cheong	陳世昌先生	12,000			12,000	0.0%
Dr. Cheng Chi-Kong, Adrian	鄭志剛博士			20,000 ⁽¹⁾	20,000	0.0%
Mr. Cheng Ping-Hei, Hamilton	鄭炳熙先生	4,800			4,800	0.0%
Mr. Suen Chi-Keung, Peter	孫志強先生	3,600			3,600	0.0%
Mr. Liu Chun-Wai, Bobby	廖振為先生		12,000		12,000	0.0%

(1) These shares are beneficially owned by a company, which in turn is wholly-owned by Dr. Cheng Chi-Kong, Adrian

(1) 該等股份由鄭志剛博士全資擁有的一家公司實益擁有

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 31 March 2021, the following persons (not being directors or chief executives of the Company) had the following interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Long position in shares

Name 名稱	Number of shares 股份數目		Total 合計	Approximate % of shareholding 概約持股 百分比
	Beneficial interests 實益權益	Corporate interests 法團權益		
Cheng Yu Tung Family (Holdings) Limited		7,239,320,185	7,239,320,185	72.4%
Cheng Yu Tung Family (Holdings II) Limited		7,239,320,185	7,239,320,185	72.4%
Chow Tai Fook Capital Limited		7,239,320,185	7,239,320,185	72.4%
Cheng Kam Chiu, Stewart	402,000	506,860,572	507,262,572	5.1%
Cheng Yu Wai	506,541,354		506,541,354	5.1%
Yueford Corporation	506,541,354		506,541,354	5.1%

Notes:

- As at 31 March 2021, Cheng Yu Tung Family (Holdings) Limited and Cheng Yu Tung Family (Holdings II) Limited held approximately 49.0% and 46.7% interest in Chow Tai Fook Capital Limited respectively, and accordingly each of Cheng Yu Tung Family (Holdings) Limited and Cheng Yu Tung Family (Holdings II) Limited is deemed to have an interest in the shares of the Company held by Chow Tai Fook Capital Limited. Chow Tai Fook Capital Limited held 7,239,320,185 shares of the Company directly as at 31 March 2021.
- As at 31 March 2021, Mr. Cheng Kam Chiu, Stewart held more than one-third of the total shares in each of Yueford Corporation and Manor Investment Holdings Ltd. and accordingly he is deemed to have an interest in the 506,541,354 shares of the Company held by Yueford Corporation and the 319,218 shares of the Company held by Manor Investment Holdings Ltd. Together with the 402,000 shares of the Company directly held by him, Mr. Cheng Kam Chiu, Stewart had an aggregate interest in 507,262,572 shares of the Company as at 31 March 2021.

SHARE OPTION SCHEME

A share option scheme (the "Scheme") was adopted pursuant to a shareholders' written resolution of the Company passed on 17 November 2011. No options have been granted, exercised or cancelled under the Scheme since its adoption up to the date of this annual report.

主要股東於證券的權益

於2021年3月31日，根據證券及期貨條例第336條須存置的登記冊所記錄的以下人士（並非本公司董事或最高行政人員）所持有本公司股份及相關股份的權益或淡倉如下：

於股份的好倉

Name 名稱	Number of shares 股份數目		Total 合計	Approximate % of shareholding 概約持股 百分比
	Beneficial interests 實益權益	Corporate interests 法團權益		
Cheng Yu Tung Family (Holdings) Limited		7,239,320,185	7,239,320,185	72.4%
Cheng Yu Tung Family (Holdings II) Limited		7,239,320,185	7,239,320,185	72.4%
Chow Tai Fook Capital Limited		7,239,320,185	7,239,320,185	72.4%
Cheng Kam Chiu, Stewart	402,000	506,860,572	507,262,572	5.1%
Cheng Yu Wai	506,541,354		506,541,354	5.1%
Yueford Corporation	506,541,354		506,541,354	5.1%

附註：

- 於2021年3月31日，Cheng Yu Tung Family (Holdings) Limited及Cheng Yu Tung Family (Holdings II) Limited各自於Chow Tai Fook Capital Limited分別持有約49.0%及46.7%權益，因此Cheng Yu Tung Family (Holdings) Limited及Cheng Yu Tung Family (Holdings II) Limited被視為於Chow Tai Fook Capital Limited所持本公司股份中擁有權益，而Chow Tai Fook Capital Limited於2021年3月31日則直接持有本公司7,239,320,185股股份。
- 於2021年3月31日，鄭錦超先生於Yueford Corporation和Manor Investment Holdings Ltd.持有超過三分之一的股份總數，因此他被視為在Yueford Corporation和Manor Investment Holdings Ltd.各自持有的506,541,354股本公司股份和319,218股本公司股份中擁有權益。連同鄭錦超先生直接持有的402,000股本公司股份，他於2021年3月31日合共於507,262,572股本公司股份中擁有權益。

購股權計劃

本公司根據於2011年11月17日的一份股東書面決議採納了購股權計劃（「該計劃」）。自該計劃採納日期至本年報日期，本公司概無授出、行使或註銷該計劃下任何購股權。

The purpose of the Scheme is to attract skilled and experienced personnel, incentivise them to remain with the Group and motivate them to strive for the future development and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company. The Board may, at its discretion, grant options pursuant to the Scheme to the directors of the Company (including executive directors, non-executive directors and independent non-executive directors), the directors of the Company's subsidiaries and employees of the Group and any other persons (including consultants or advisers) whom the Board considers, in its absolute discretion, have contributed or will contribute to the Group.

The total number of shares in respect of which options may be granted pursuant to the Scheme and any other share option schemes of the Company shall not exceed 10% of the shares of the Company in issue on the Company's listing date of 15 December 2011, being 1,000,000,000 shares ("Scheme Mandate Limit"), which represented 10.0% of the shares of the Company as at the date of this annual report. The Company may renew the Scheme Mandate Limit with shareholders' approval provided that each such renewal may not exceed 10% of the shares in the Company in issue as at the date of the shareholders' approval.

The maximum number of shares underlying all outstanding options which have been granted and have yet to be exercised pursuant to the Scheme and any other share option schemes of the Company shall not exceed 30.0% of the shares in issue from time to time.

Unless approved by shareholders of the Company in the manner as set out in the Scheme, the maximum number of shares underlying the options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1.0% of the shares of the Company in issue for the time being.

The period during which an option may be exercised by a grantee (the "Option Period") shall be determined and notified by the Board to the grantee at the time of such grant, which shall not expire later than 10 years from the grant date.

Subject to any restrictions applicable under the Listing Rules, an option may be exercised in whole or in part by the grantee at any time during the Option Period in accordance with the terms of the Scheme and the terms on which the option was granted.

No amount is payable by the grantee upon acceptance of an option.

該計劃旨在通過提供獲取本公司股權的機會，吸引有技能和經驗的人員，激勵他們留任本集團，鼓勵其為本集團的未來發展及擴展而努力。董事會可酌情根據該計劃向其酌情認為對本集團已作出或將作出貢獻的本公司董事（包括執行董事、非執行董事及獨立非執行董事）、本公司附屬公司的董事、本集團的僱員以及任何其他人士（包括諮詢人或顧問）授出購股權。

根據該計劃及本公司任何其他購股權計劃可予授出之購股權所涉及股份的總數不得超過本公司於上市日期2011年12月15日已發行本公司股份的10%，即1,000,000,000股股份（「計劃授權上限」），相當於本年報日期當日本公司股份的10.0%。本公司可於獲得股東批准下重訂該計劃授權上限，惟該重訂各不得超過獲股東批准當日本公司已發行股份之10%。

所有根據該計劃及本公司任何其他購股權計劃已授出但尚未行使的購股權相關的最高股份數目，合共不得超過不時已發行股份的30.0%。

除非按該計劃所載方式獲本公司股東批准，每名合資格參與者在任何12個月內獲授購股權（包括已行使及尚未行使的購股權）相關的股份最高數目不得超過本公司當時已發行股份的1.0%。

承授人可行使購股權的期間（「購股權期間」）由董事會授出購股權時決定並通知承授人，該期間不得遲於授出之日起計10年後屆滿。

承授人可根據該計劃的條款及授出購股權的條款於購股權期間隨時行使全部或部分購股權，惟須受上市規則的任何適用限制所規限。

承授人接納購股權時毋須繳付任何款項。

The exercise price shall be determined by the Board but in any event shall not be less than the highest of: (a) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the grant date, which must be a business day; (b) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the grant date; and (c) the nominal value of the shares.

The Scheme will remain in force for a period of 10 years after the date of conditional adoption, i.e. 17 November 2011. As the existing share option scheme will expire in November 2021, the Board will put forward a proposal to the forthcoming annual general meeting for the adoption of a new share option scheme to replace the existing scheme, subject to shareholders' approval. Further details will be included in a circular to be despatched to the shareholders of the Company accompanying the notice of the annual general meeting.

PERMITTED INDEMNITY PROVISION

The Company's Articles provides that every director is entitled to be indemnified out of the assets and profits of the Company against all losses, damages and liabilities which he / she may sustain or incur in or about the execution of duties of his / her office or otherwise in relation thereto provided that such indemnity shall not extend to any matter in respect of fraud or dishonesty which may attach to any director.

The Company has taken out and maintained directors' liability insurance throughout the year, which provides appropriate cover for the directors.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$11.3 million (FY2020: HK\$20.1 million).

行使價由董事會釐定，惟於任何情況下不得低於以下最高者：(a) 聯交所於授出日期(須為營業日)發佈的每日報價表所報股份收市價；(b) 聯交所於緊接授出日期前五個營業日發出的每日報價表所報股份平均收市價；及(c) 股份面值。

該計劃自有條件採納之日(即2011年11月17日)起計10年內有效。由於現有購股權計劃將於2021年11月屆滿，董事會擬向應屆股東週年大會建議採納新的購股權計劃以取代現有計劃，惟須獲得股東批准。更多詳情，將列於擬向公司股東發出的股東週年大會通告所隨附的通函中。

獲許的彌償條文

本公司細則規定，就其任期內或因執行其職務而可能遭致或發生與此相關之所有損失、損害賠償或責任，每位董事有權從本公司資產和溢利中獲得賠償，惟與任何董事本身之欺詐或不誠實事宜有關者除外。

本公司於年內已購買及維持全年的董事責任保險，為董事提供適當的保障。

管理合約

在本年度內，本公司並無就全部業務或其中任何重要部份簽訂或訂有管理及行政合約。

捐款

本集團於年內作出的慈善及其他捐款合共約為11.3百萬港元(2020財政年度：20.1百萬港元)。

EVENTS AFTER THE REPORTING PERIOD

There is no material subsequent event undertaken by the Company or by the Group after 31 March 2021 and up to the date of this annual report.

AUDITOR

Deloitte Touche Tohmatsu (“Deloitte”) retired as the auditor of the Company upon the expiration of its term of office with effect from the conclusion of the annual general meeting of the Company held on 26 July 2018. PricewaterhouseCoopers was appointed as the auditor of the Company following the retirement of Deloitte.

The consolidated financial statements of the Group have been audited by PricewaterhouseCoopers, Certified Public Accountants and Registered PIE Auditor, who will retire and, being eligible, will offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

Dr. Cheng Kar-Shun, Henry
Chairman

Hong Kong, 8 June 2021

報告期後事項

本公司或本集團於2021年3月31日後及截至本年報日期並無進行任何重大期後事項。

核數師

德勤·關黃陳方會計師行(「德勤」)於其任期屆滿後退任本公司核數師，自本公司於2018年7月26日舉行之股東週年大會結束起生效。德勤退任後，羅兵咸永道會計師事務所獲委任為本公司核數師。

本集團綜合財務報表經羅兵咸永道會計師事務所(執業會計師及註冊公眾利益實體核數師)審核。羅兵咸永道會計師事務所將任滿退席，且合資格及將會於本公司應屆股東週年大會上膺選連任。

代表董事會

主席
鄭家純博士

香港，2021年6月8日

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INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



羅兵咸永道

To the members of
Chow Tai Fook Jewellery Group Limited
(incorporated in the Cayman Islands with limited liability)

致周大福珠寶集團有限公司成員
(於開曼群島註冊成立的有限公司)

OPINION

What we have audited

The consolidated financial statements of Chow Tai Fook Jewellery Group Limited (the "Company") and its subsidiaries (the "Group") set out on p.166 to 262, which comprise:

- the consolidated statement of financial position as at 31 March 2021;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見

我們已審計的內容

周大福珠寶集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於166至262頁的綜合財務報表，包括：

- 於2021年3月31日的綜合財務狀況表；
- 截至該日止年度的綜合損益及其他全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

我們的意見

我們認為，該等綜合財務報表已根據《國際財務報告準則》真實而中肯地反映了貴集團於2021年3月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (“ISAs”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (“IESBA Code”), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

- Existence and valuation of inventories
- Valuation of jewellery collectibles

意見的基礎

我們已根據《國際審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部份中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據國際會計師職業道德準則理事會頒布的《國際會計師職業道德守則(包含國際獨立性標準)》(以下簡稱「道德守則」)，我們獨立於 貴集團，並已履行道德守則中的其他職業道德責任。

關鍵審計事項

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

我們在審計中識別的關鍵審計事項概述如下：

- 存貨之存在性及估值
- 珠寶珍藏估值

KEY AUDIT MATTERS (CONTINUED)

Key Audit Matter 關鍵審計事項

Existence and valuation of inventories

存貨之存在性及估值

Refer to note 23 to the consolidated financial statements.

The carrying value of inventories of the Group was HK\$43,011.4 million as at 31 March 2021 which mainly comprised of Gem-set, Platinum and K-gold jewellery, gold jewellery and products and watches. Valuation of inventories was at the lower of cost and net realisable value. Significant portion of inventory cost includes cost of gold, platinum and gemstones, which are subject to the risk of changes in market value. The assessment of net realisable value of inventories was based on significant estimates and judgements made by management in respect of, amongst others, the economic conditions, marketability of products and the forecast market price of gold, platinum and gemstones used to make the jewellery products.

請參閱綜合財務報表附註23。

2021年3月31日，本集團的存貨賬面值為43,011.4百萬港元，主要包括珠寶鑲嵌、鉑金及K金首飾、黃金首飾及產品及鐘錶。存貨的估值為成本與可變現淨值兩者中之較低者。存貨成本中大部份為黃金、鉑金及寶石之成本，受市場價值變動風險影響。管理層須就(其中包括)經濟狀況、產品的受歡迎程度及用於製造珠寶產品的黃金、鉑金及寶石的預測市場價格作出重大估計及判斷，以評估存貨可變現淨值。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter 我們的審計如何對關鍵審計事項進行處理

We understood and evaluated management's key controls over inventory existence and valuation.

We obtained an understanding of the management's internal control and assessment process of impairment of inventories and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud.

We validated management's controls over existence by attending daily cycle physical counts at selected points-of-sale ("POS") throughout the year to observe the daily count procedures at POS. We also inspected a selection of daily physical count reports and the reconciliation to daily ending inventories record in the inventory system.

Furthermore, we attended the annual physical inventory count at year end date and performed sample count procedures at selected POS, manufacturing facilities and logistics and distribution centres.

我們了解及評估管理層對存貨之存在性及估值的關鍵監控。

我們了解管理層就存貨減值的內部監控及評估過程，通過考慮估計不確定性的程度以及其他固有風險因素的水平，例如複雜性、主觀性、變化和對管理層偏差或舞弊的敏感性，評估重大錯報的固有風險。

我們核實管理層對存在性監控的方法為於年內在選定零售點參與每日週期實物盤點，以觀察於零售點的每日盤點程序。我們亦檢查部份日常實物盤點報告，並與存貨系統內記錄的每日存貨記錄對賬。

此外，我們於年結日參與部份零售點、生產設施及物流和配送中心的年度實物存貨盤點及抽樣盤點。

KEY AUDIT MATTERS (CONTINUED)

Key Audit Matter 關鍵審計事項

Existence and valuation of inventories (Continued)

存貨之存在性及估值(續)

Management also engaged an independent professional gemologist to carry out gemological appraisal to verify their authenticity and assess their conditions and values based on its expertise.

管理層亦已委聘獨立專業珠寶鑒定師進行寶石鑒定和估值，以核實真品及根據其專業知識評估寶石的狀況和價值。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter 我們的審計如何對關鍵審計事項進行處理

We evaluated the competence, capabilities and objectivity of the independent professional gemologist, understood their scope of work and their terms of engagement. We selected gem-set jewellery products, observed the appraisal process carried out by the independent professional gemologist and traced these to the gemological appraisal reports to test these were recorded at the lower of cost and net realisable value.

We evaluated the net realisable values of inventories assessed by management with reference to, amongst others, the market price movement of the materials and the subsequent selling prices of similar products, on a sample basis.

We evaluated the historical accuracy of allowances on inventories assessed by the management by comparing the actual loss to historical allowances recognised.

We assessed the adequacy of the disclosures related to impairment of inventories in the context of IFRSs disclosure requirements.

Based on the procedures performed, we found that the existence and valuation of inventories to be supportable by the available evidence.

我們評核獨立專業珠寶鑒定師之資歷、能力及客觀性，並了解其工作範疇和委聘條款。我們挑選一些珠寶鑲嵌首飾產品並觀察獨立專業珠寶鑒定師進行的估值程序，並與珠寶估值報告對照，測試所記錄的價值是否按成本與可變現淨值兩者中的較低者入賬。

我們參照(其中包括)材料市場價格變動及同類產品的其後售價，抽樣評估管理層評估的存貨可變現淨值。

我們將實際損失與過往確認的準備作比較，評核過往由管理層評估存貨準備的準確性。

我們按照國際財務報告準則的披露規定評估與存貨減值有關的披露是否充分。

根據我們進行的程序，我們認為有足夠可得證據支持存貨之存在性及估值。

KEY AUDIT MATTERS (CONTINUED)

Key Audit Matter 關鍵審計事項

Valuation of jewellery collectibles

珠寶珍藏估值

Refer to note 19 to the consolidated financial statements.

The carrying value of jewellery collectibles of the Group was HK\$1,520.1 million as at 31 March 2021. Valuation of jewellery collectibles was at the lower of cost and recoverable amount. The assessment of the recoverable amount of jewellery collectibles was based on the review of the conditions of the items by management and with reference to international diamond prices and current market situation on jewellery industry. The management also engaged an independent professional gemologist to perform valuation with reference to international diamond prices and the current market situation, to verify the authenticity and assess the conditions and values of jewellery collectibles based on gemstone testing and its expertise.

請參閱綜合財務報表附註19。

於2021年3月31日，貴集團的珠寶珍藏賬面值為1,520.1百萬港元。珠寶珍藏的估值為成本與可收回金額兩者中之較低者。管理層檢視珠寶珍藏的狀況，並參照國際鑽石價格以及珠寶行業的市場現況，以評估珠寶珍藏的可收回金額。管理層亦委聘獨立專業珠寶鑒定師參照國際鑽石價格和現時市況進行估值、核實真品及根據寶石測試及其專業知識評核珠寶珍藏的價值及狀況。

關鍵審計事項 (續)

How our audit addressed the Key Audit Matter 我們的審計如何對關鍵審計事項進行處理

We traced the acquisition costs or carrying value upon the designation to jewellery collectibles to relevant source documents.

We obtained an understanding of the management's internal control and assessment process of impairment of jewellery collectibles and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud.

We evaluated the competence, capabilities and objectivity of the independent professional gemologist, understood their scope of work and their terms of engagement. We selected all jewellery collectibles, observed the appraisal process carried out by the independent professional gemologist and traced these to the gemological appraisal reports to test these were recorded at the lower of cost and recoverable amount.

Based on the procedures performed, we found that the valuation of jewellery collectibles to be supportable by the available evidence.

當歸類為珠寶珍藏後，我們會索查相關來源文件，以檢測收購成本或賬面值。

我們了解管理層就珠寶珍藏減值的內部監控及評估過程，通過考慮估計不確定性的程度以及其他固有風險因素的水平，例如複雜性、主觀性、變化和對管理層偏差或舞弊的敏感性，評估重大錯報的固有風險。

我們評核獨立專業珠寶鑒定師之資歷、能力及客觀性，並了解其工作範疇和委聘條款。我們挑選所有珠寶珍藏並觀察獨立專業珠寶鑒定師進行的估值程序，並與珠寶估值報告對照，測試所記錄的價值是否按成本與可收回金額兩者中的較低者入賬。

根據我們進行的程序，我們認為有足夠可得證據支持珠寶珍藏的估值。

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF 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 IFRSs and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他訊息

貴公司董事需對其他訊息負責。其他訊息包括刊載於年報內的所有訊息，但不包括綜合財務報表及我們的核數師報告。

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

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

基於我們的已執行的工作，如果我們認為其他訊息存在重大錯誤的陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據《國際財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

治理層須負責監督 貴集團的財務報告過程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的責任

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

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

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

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

核數師就審計綜合財務報表承擔的責任(續)

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

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，會採取行動以消除威脅，或應用防範措施。

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

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

The engagement partner on the audit resulting in this independent auditor's report is Cheng Woon Yin Michael.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong

8 June 2021

核數師就審計綜合財務報表承擔的 責任(續)

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

出具本獨立核數師報告的審計項目合夥人是鄭煥然。

羅兵咸永道會計師事務所
執業會計師
香港

2021年6月8日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 2021 截至2021年3月31日止年度

		Notes 附註	2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Revenue	營業額	4	70,163.8	56,750.8
Cost of goods sold	銷售成本		(50,089.1)	(40,654.6)
Gross profit	毛利		20,074.7	16,096.2
Other income	其他收入	5	691.7	436.6
Selling and distribution costs	銷售及分銷成本		(8,634.9)	(8,689.7)
General and administrative expenses	一般及行政開支		(3,213.7)	(2,867.1)
Other gains and losses	其他收益及虧損	6	430.8	(147.1)
Other expenses	其他開支	7	(664.1)	(146.3)
Share of profits of an associate	分佔一家聯營公司之溢利		4.6	3.5
Interest income	利息收入	8	81.5	78.0
Finance costs	融資成本	8	(376.0)	(559.6)
Profit before taxation	除稅前溢利	9	8,394.6	4,204.5
Taxation	稅項	11	(2,218.5)	(1,221.4)
Profit for the year	年度溢利		6,176.1	2,983.1
Other comprehensive income/(expense)	其他全面收益/(開支)			
<i>Item that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益的項目：</i>			
— remeasurement of defined benefit scheme	— 重新計算定額福利計劃		18.1	(24.0)
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>隨後可能會重新分類至損益的項目：</i>			
— exchange differences arising on translation of foreign operations	— 換算境外業務所產生之匯兌差額		1,235.1	(980.6)
Other comprehensive income/(expense) for the year	年度其他全面收益/(開支)		1,253.2	(1,004.6)
Total comprehensive income for the year	年度全面收益總額		7,429.3	1,978.5
Profit for the year attributable to:	以下各方應佔年度溢利：			
Shareholders of the Company	本公司股東		6,026.4	2,901.0
Non-controlling interests	非控股權益		149.7	82.1
			6,176.1	2,983.1
Total comprehensive income for the year attributable to:	以下各方應佔年度全面收益總額：			
Shareholders of the Company	本公司股東		7,223.8	1,937.2
Non-controlling interests	非控股權益		205.5	41.3
			7,429.3	1,978.5
Earnings per share — Basic and Diluted	每股盈利 — 基本及攤薄	12	HK60.3 cents 港仙	HK29.0 cents 港仙

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 March 2021 於2021年3月31日

		Notes 附註	2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	4,614.6	4,641.3
Right-of-use assets	使用權資產	15	1,792.8	2,288.0
Investment properties	投資物業	16	214.9	225.4
Goodwill	商譽	17	–	231.5
Other intangible assets	其他無形資產	18	158.0	207.6
Jewellery collectibles	珠寶珍藏	19	1,520.1	1,520.1
Prepayment and deposits	預付款項及已付按金		229.8	248.3
Financial assets at fair value through profit or loss	按公允值計入損益的金融資產		22.0	21.0
Investments in associates	於聯營公司之投資	20	23.8	11.7
Amounts due from associates	應收聯營公司款項	20	51.1	57.5
Loan receivables	應收貸款	21	11.8	15.6
Deferred tax assets	遞延稅項資產	22	426.3	570.1
			9,065.2	10,038.1
Current assets	流動資產			
Inventories	存貨	23	43,011.4	42,538.4
Trade and other receivables	貿易及其他應收款項	24	6,180.4	5,340.8
Amounts due from associates	應收聯營公司款項	20	4.6	–
Loan receivables	應收貸款	21	8.9	7.9
Taxation recoverable	可收回稅項		5.8	99.0
Cash and cash equivalents	現金及現金等價物	25	6,031.9	7,219.2
			55,243.0	55,205.3
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	26	17,240.0	12,430.0
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項	27	66.0	97.9
Taxation payable	應付稅項		721.8	388.6
Bank borrowings	銀行貸款	28	4,619.0	10,533.0
Gold loans	黃金借貸	29	5,725.4	11,280.4
Lease liabilities	租賃負債	15	770.0	896.8
			29,142.2	35,626.7
Net current assets	流動資產淨額		26,100.8	19,578.6
Total assets less current liabilities	總資產減流動負債		35,166.0	29,616.7
Non-current liabilities	非流動負債			
Bank borrowings	銀行貸款	28	1,798.9	897.5
Lease liabilities	租賃負債	15	726.0	900.3
Retirement benefit obligations	退休福利承擔	37	238.8	260.2
Deferred tax liabilities	遞延稅項負債	22	764.0	505.1
Other liabilities	其他負債		70.7	62.8
			3,598.4	2,625.9
Net assets	資產淨額		31,567.6	26,990.8

		Note 附註	2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Share capital	股本	30	10,000.0	10,000.0
Reserves	儲備		20,767.1	16,343.3
Equity attributable to shareholders of the Company	本公司股東應佔權益		30,767.1	26,343.3
Non-controlling interests	非控股權益		800.5	647.5
			31,567.6	26,990.8

The consolidated financial statements on p.166 to 262 were approved and authorised for issue by the Board of Directors on 8 June 2021 and are signed on its behalf by:

董事會於2021年6月8日批准並授權刊發載於第166至262頁之綜合財務報表，並由以下代表簽署：

Dr. Cheng Kar-Shun, Henry
鄭家純博士
DIRECTOR
董事

Mr. Wong Siu-Kee, Kent
黃紹基先生
DIRECTOR
董事

Mr. Cheng Ping-Hei, Hamilton
鄭炳熙先生
DIRECTOR
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2021 截至2021年3月31日止年度

		Attributable to shareholders of the Company 本公司股東應佔								Total 總計	Non-controlling interests 非控股權益	Total 總計
		Share capital 股本	Share premium 股份溢價	Special reserve 特別儲備	Statutory surplus reserve 法定盈餘儲備	Translation reserve 換算儲備	Retained profits 保留溢利	Total 總計	Non-controlling interests 非控股權益			
	Notes 附註	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元 (note a) (附註 a)	HK\$ million 百萬港元 (note b) (附註 b)	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	
At 1 April 2019	於2019年4月1日	10,000.0	5,498.7	2,499.5	1,271.2	(66.0)	11,402.7	30,606.1	652.3	31,258.4		
Profit for the year	年度溢利	-	-	-	-	-	2,901.0	2,901.0	82.1	2,983.1		
Other comprehensive expense for the year	年度其他全面開支	-	-	-	-	(939.8)	(24.0)	(963.8)	(40.8)	(1,004.6)		
Total comprehensive (expense)/income for the year	年度全面(開支)/收益總額	-	-	-	-	(939.8)	2,877.0	1,937.2	41.3	1,978.5		
Capital contribution from a non-controlling shareholder of a subsidiary	一家附屬公司非控股股東出資	-	-	-	-	-	-	-	8.0	8.0		
Deregistration of subsidiaries	註銷附屬公司	-	-	-	(4.8)	(3.9)	8.7	-	(10.9)	(10.9)		
Transfers	轉撥	-	-	-	118.8	-	(118.8)	-	-	-		
Dividends	股息	13	-	-	-	-	(6,200.0)	(6,200.0)	(43.2)	(6,243.2)		
At 31 March 2020	於2020年3月31日	10,000.0	5,498.7	2,499.5	1,385.2	(1,009.7)	7,969.6	26,343.3	647.5	26,990.8		
Profit for the year	年度溢利	-	-	-	-	-	6,026.4	6,026.4	149.7	6,176.1		
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	1,179.3	18.1	1,197.4	55.8	1,253.2		
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	1,179.3	6,044.5	7,223.8	205.5	7,429.3		
Capital contribution from a non-controlling shareholder of a subsidiary	一家附屬公司非控股股東出資	-	-	-	-	-	-	-	11.2	11.2		
Deregistration of subsidiaries	註銷附屬公司	-	-	-	(2.3)	-	2.3	-	(10.4)	(10.4)		
Transfers	轉撥	-	-	-	74.2	-	(74.2)	-	-	-		
Dividends	股息	13	-	-	-	-	(2,800.0)	(2,800.0)	(53.3)	(2,853.3)		
At 31 March 2021	於2021年3月31日	10,000.0	5,498.7	2,499.5	1,457.1	169.6	11,142.2	30,767.1	800.5	31,567.6		

Notes:

- (a) Special reserve represents (i) the accumulated contribution from the Macau jewellery business and (ii) the difference between the nominal value of the shares of various subsidiaries under common control, and cash consideration payable arising from acquisition of these subsidiaries under common control pursuant to the Group reorganisation in 2011.
- (b) As stipulated by the relevant laws and regulations for foreign investment enterprises in Mainland China, the Company's subsidiaries in Mainland China are required to maintain a statutory surplus reserve fund. Appropriation to such reserve is made out of net profit after taxation as reflected in the statutory financial statements of the subsidiaries in Mainland China in accordance with the relevant laws and regulations applicable to enterprises in Mainland China. The statutory surplus reserve fund can be used to make up prior year losses, if any, and can be applied in conversion into capital by means of capitalisation issue.

附註:

- (a) 特別儲備指(i)澳門珠寶業務之累計貢獻及(ii)分佔根據共同控制下各附屬公司的股份面值與根據2011年本集團重組時收購共同控制下附屬公司應支付之現金代價之差額。
- (b) 按有關中國內地外資企業的相關法律及法規，本公司的中國內地附屬公司須存置法定盈餘儲備基金。有關儲備之撥款乃來自中國內地附屬公司的法定財務報表(根據中國內地企業適用的相關法律及法規編製)所載的除稅後溢利淨額。法定盈餘儲備基金可用於彌補過往年度的虧損(如有)，並可以資本化發行之方式轉換為資本。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2021 截至2021年3月31日止年度

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Operating activities	經營活動		
Profit before taxation	除稅前溢利	8,394.6	4,204.5
Adjustments for:	就下列各項作出調整：		
Interest income	利息收入	(141.2)	(138.8)
Interest expenses	利息開支	376.0	559.6
Loss allowance recognised/(written back) on trade and other receivables	貿易及其他應收款項虧損撥備之 確認/(撥回)	149.7	(3.2)
Recognition/(utilisation) of allowance on inventories	存貨撥備確認/(使用)	21.5	(24.1)
Write off of inventories	存貨損失	10.6	3.5
Fair value change of gold loans	黃金借貸的公允值變動	168.4	2,803.8
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,024.1	975.0
Depreciation of right-of-use assets	使用權資產折舊	1,033.5	1,337.5
Depreciation of investment properties	投資物業折舊	11.9	11.3
Amortisation of other intangible assets	其他無形資產攤銷	49.6	46.1
Gain on acquisition of subsidiaries	收購附屬公司收益	-	(18.0)
Share of profits of an associate	分佔一家聯營公司之溢利	(4.6)	(3.5)
Impairment of amount due from an associate	應收一家聯營公司款項之減值	-	0.2
Impairment of goodwill	商譽減值	231.5	26.3
Impairment of property, plant and equipment	物業、廠房及設備減值	66.6	13.0
Impairment of right-of-use assets	使用權資產減值	314.9	50.4
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	32.3	37.7
Gain on surrender of right-of-use assets	處置使用權資產的收益	(1.8)	(78.8)
Provision for defined benefit obligations	定額退休福利承擔撥備	5.8	5.5
Net exchange difference	匯率差額淨額	(171.0)	104.3
Operating cash flows before movements in working capital	營運資金變動前之 經營現金流量	11,572.4	9,912.3
Increase in inventories	存貨增加	(2,859.8)	(2,508.1)
(Increase)/decrease in deposits and trade and other receivables	按金和貿易及其他應收款項 (增加)/減少	(565.0)	788.4
Increase in trade and other payables	貿易及其他應付款項增加	3,724.8	2,276.3
Defined benefits paid	已付定額退休福利	(9.1)	(8.1)
Cash generated from operations	經營所得現金	11,863.3	10,460.8
Interest received	已收利息	57.4	56.0
Income tax paid:	已付所得稅：		
— Hong Kong Profits Tax	— 香港利得稅	(36.0)	(809.2)
— Enterprise Income Tax and withholding tax in Mainland China	— 中國內地企業所得稅及 預扣稅	(1,348.9)	(1,285.9)
— Macau complementary tax	— 澳門所得補充稅	(56.7)	(51.3)
— Taxation in other jurisdictions	— 其他司法地區之稅項	(2.8)	(6.2)
Net cash generated from operating activities	經營活動所得現金淨額	10,476.3	8,364.2

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Investing activities	投資活動		
Interest received	已收利息	84.1	84.0
Purchase of property, plant and equipment	購買物業、廠房及設備	(830.3)	(915.3)
Prepayment for acquisition of property, plant and equipment	購買物業、廠房及設備預付款項	(9.0)	(57.8)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	61.0	63.0
Receipts of loan receivables	已收的應收貸款	5.6	6.9
Loan advanced by the Group	本集團已墊付貸款	(0.6)	–
Acquisition of financial assets at fair value through profit or loss	收購按公允值計入損益的金融資產	(0.6)	(10.1)
Acquisition of subsidiaries (note 39)	收購附屬公司(附註39)	–	(184.2)
Acquisition of an associate	收購一家聯營公司	(9.9)	(10.0)
Repayment from/(advances to) associates	聯營公司還款/(向聯營公司墊款)	3.1	(3.3)
Dividend received from an associate	已收一家聯營公司的股息	4.1	1.4
Net cash used in investing activities	投資活動所用現金淨額	(692.5)	(1,025.4)
Financing activities	融資活動		
Interest paid	已付利息	(337.3)	(553.9)
Bank borrowings raised	已籌集銀行貸款	3,344.0	5,112.1
Repayment of bank borrowings	償還銀行貸款	(8,360.0)	(3,750.6)
Repayment of gold loans	償還黃金借貸	(1,809.3)	(919.7)
Payment of principal portion of lease liabilities	支付租賃負債本金部份	(1,134.4)	(1,263.0)
Capital contribution from a non-controlling shareholder of a subsidiary	一家附屬公司非控股股東出資	11.2	8.0
Repayment of capital to a non-controlling shareholder of subsidiaries	向附屬公司非控股股東出資還款	(10.4)	(10.9)
Repayment to non-controlling shareholders of subsidiaries	償還予附屬公司非控股股東的墊款	(38.4)	(31.3)
Dividends paid	已付股息	(2,853.3)	(6,243.2)
Net cash used in financing activities	融資活動所用現金淨額	(11,187.9)	(7,652.5)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(1,404.1)	(313.7)
Cash and cash equivalents at the beginning of the year	年初的現金及現金等價物	7,219.2	7,640.6
Effect of foreign exchange rate changes	匯率變動的影響	216.8	(107.7)
Cash and cash equivalents at the end of the year	年末的現金及現金等價物	6,031.9	7,219.2

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

1. GENERAL INFORMATION

Chow Tai Fook Jewellery Group Limited (the “Company”, and its subsidiaries collectively referred to as the “Group”) was incorporated as an exempted company in the Cayman Islands with limited liability under the Companies Law of the Cayman Islands on 20 July 2011. Its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 15 December 2011. Its immediate holding company and its ultimate holding company are Chow Tai Fook Capital Limited, a company incorporated in the British Virgin Islands.

The Company acts as an investment holding company. The principal activities of the Company’s principal subsidiaries are set out in note 41. The address of registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of principal place of business is 33/F, New World Tower, 16-18 Queen’s Road Central, Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Statement of compliance and basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and requirements of the Hong Kong Companies Ordinance Cap. 622. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange.

1. 一般資料

周大福珠寶集團有限公司(「本公司」，與其附屬公司統稱「本集團」)於2011年7月20日根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司。其股份自2011年12月15日開始於香港聯合交易所有限公司(「聯交所」)主板上市。其直接控股公司及最終控股公司為Chow Tai Fook Capital Limited，一家於英屬維爾京群島註冊成立的公司。

本公司為投資控股公司，而其主要附屬公司主要業務載於附註41。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。主要營業地址為香港皇后大道中16-18號新世界大廈33樓。

除非另有指明，否則綜合財務報表以港元呈列。

2. 重大會計政策概要

本附註提供編製綜合財務報表時採用的重大會計政策清單。除非另有指明，否則該等政策已於所有呈報年度一直貫徹應用。

2.1 合規陳述及編制基準

綜合財務報表已根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例(第622章)編制。此等財務報表亦符合聯交所證券上市規則(「上市規則」)的適用披露條文。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Statement of compliance and basis of preparation (Continued)

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are measured at fair values.

The preparation of the consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise their judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are especially significant to the consolidated financial statements, are disclosed in note 3.

(a) New and amended standards adopted by the Group

The Group has applied the following standards and amendments which are first effective for their annual reporting period commencing 1 April 2020.

IFRS 3 (Amendments)	Definition of a Business
IAS 1 and IAS 8 (Amendments)	Definition of Material
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting

The application of the above new and amended IFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 重大會計政策概要(續)

2.1 合規陳述及編制基準(續)

綜合財務報表按歷史成本基準編制，惟若干金融工具則以公允值計量。

編製符合國際財務報告準則的綜合財務報表須運用若干關鍵會計估算，同時亦需要管理層在應用本集團的會計政策過程中作出判斷。在綜合財務報表中涉及高度的判斷，複雜程度較高的範疇或重要假設及估算的範疇於附註3披露。

(a) 本集團採納的新訂及經修訂準則

本集團已應用以下於2020年4月1日開始的年度報告期間首次生效的準則及修訂本。

國際財務報告準則第3號(修訂本)	業務的定義
國際會計準則第1號及國際會計準則第8號(修訂本)	重大的定義
財務報告概念框架2018	經修訂財務報告概念框架

於本年度應用上列新訂及經修訂國際財務報告準則對於本年度及過往年度本集團之財務業績及財務狀況及／或於該等綜合財務報表載列之披露資料並無構成重大影響。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Statement of compliance and basis of preparation (Continued)

(b) New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 March 2021 reporting period and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

New standards, amendments and improvements to existing standards

Annual Improvements Project	Annual Improvements to HKFRSs 2018-2020 ¹
IFRS 3, IAS 16 and IAS 37 (Amendments)	Narrow-scope amendments ¹
IAS 1 (Amendments)	Classification of Liabilities as Current or Non-current ²
IFRS 17	Insurance Contracts ²
IFRS 10 and IAS 28 (Amendments)	Sale or contribution of Assets between an Investor and its Associate or Joint Venture ³

1 Effective for accounting periods beginning on or after 1 January 2022

2 Effective for accounting periods beginning on or after 1 January 2023

3 Effective for accounting periods beginning on or after a date to be determined

2. 重大會計政策概要(續)

2.1 合規陳述及編制基準(續)

(b) 尚未採納的新訂準則及詮釋

若干新會計準則及詮釋已經頒佈，但於2021年3月31日報告期間尚未生效，本集團亦無提早採納。該等準則預計不會對本報告期或未來報告期的有關實體或對可見未來的交易構成重大影響。

新訂準則、現有準則的修訂本及改進

年度改進項目	2018年至2020年之香港財務報告準則年度改進 ¹
國際財務報告準則第3號、國際會計準則第16號及國際會計準則第37號(修訂本)	狹義修訂 ¹
國際會計準則第1號(修訂本)	負債分類為流動或非流動 ²
國際財務報告準則第17號	保險合約 ²
國際財務報告準則第10號及國際會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或投入 ³

1 自2022年1月1日或之後開始的會計期間生效

2 自2023年1月1日或之後開始的會計期間生效

3 自待定期日或之後開始的會計期間生效

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Principles of consolidation and equity accounting

(a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control.

The Group controls an entity when the Group:

- has power over the entity;
- 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 to direct the activities of the entity.

The Group reassesses whether or not it controls an entity if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an entity, it has power over the entity when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the entity unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an entity are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

2. 重大會計政策概要(續)

2.2 合併及權益會計原則

(a) 附屬公司

附屬公司為本集團擁有控制權的所有實體(包括架構性實體)。

本集團於下列情況下控制一家實體：

- 對實體有控制權；
- 對因參與該實體而承受或享有浮動回報的風險或權益；及
- 有能力透過其對該實體的權力影響其回報。

倘事實及情況反映上文所列三項控制因素其中一項或多項改變，則本集團會重估是否仍然控制實體。

倘本集團於實體之投票權未能佔大多數，而投票權足以賦予本集團實際能力以單方面指示實體的相關活動時，即對實體擁有權力。本集團於評估本集團於實體的投票權是否足以賦予其權力時考慮所有相關事實及情況，包括：

- 與其他投票權持有人所持投票權的數量及分散情況相對於本集團持有投票權的數量；
- 本集團、其他投票權持有人或其他人士持有之潛在投票權；
- 其他合約安排產生的權利；及
- 於需要作出決定之時，顯示本集團目前能夠或不能指示相關活動的任何額外事實及情況(包括於過往股東會議上的投票模式)。

附屬公司在控制權轉移至本集團當日開始全面合併入賬。附屬公司在控制權終止日起從合併賬內剔除。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Principles of consolidation and equity accounting (Continued)

(a) Subsidiaries (Continued)

The acquisition method of accounting is used to account for business combinations by the Group (refer to note 39).

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position respectively.

(b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (c) below), after initially being recognised at cost.

(c) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

2. 重大會計政策概要(續)

2.2 合併及權益會計原則(續)

(a) 附屬公司(續)

本集團的業務合併乃使用收購會計法入賬(參閱附註39)。

集團內公司之間的交易、交易的結餘及未實現收益予以對銷。除非交易提供獲轉讓資產出現減值的證據，未實現虧損亦予以對銷。附屬公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

於附屬公司業績及權益之非控股權益分別於綜合損益及其他全面收益表、綜合權益變動表及綜合財務狀況表內獨立呈列。

(b) 聯營公司

聯營公司指所有本集團對其有重大影響力而無控制權或共同控制權的實體，通常附帶有20%至50%投票權的股權。聯營公司投資以權益會計法入賬(見下文(c))，初始以成本確認。

(c) 權益法

根據權益會計法，投資初始以成本確認，後續調整於損益確認本集團享有被投資公司在收購後的損益份額，本集團應佔被投資公司之其他全面收益變動則於其他全面收益內確認。已收及應收聯營公司股息被確認為投資賬面價值的抵減。

當本集團分佔於權益列賬投資的虧損相等於或超過在該實體的權益(包括任何其他無抵押長期應收款)，本集團不確認進一步虧損，除非集團已產生義務或已代其他實體付款。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Principles of consolidation and equity accounting (Continued)

(c) Equity method (Continued)

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

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in note 2.5.

(d) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2. 重大會計政策概要(續)

2.2 合併及權益會計原則(續)

(c) 權益法(續)

本集團與其聯營公司之間交易的未變現收益按集團在該等實體權益的數額對銷。除非交易提供獲轉讓之資產減值的證據，否則未變現虧損亦予以對銷。以權益入賬的被投資方的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

權益入賬投資的賬面值根據附註2.5所述的政策進行減值測試。

(d) 擁有權益變動

本集團把不會引致失去控制權的非控股權益交易視為與本集團權益持有人進行的交易。擁有權益變動導致控股股東權益與非控股權益賬面值之間的調整以反映彼等於附屬公司的相對權益。非控股權益調整數額與任何已付或已收代價之間的任何差額於本公司權益持有人應佔權益中的獨立儲備內確認。

當本集團因失去控制權或重大影響力而不再將投資合併入賬或終止權益列賬，於其有關實體之任何保留權益將按公允值重新計量，而賬面值變動於損益確認。就其後入賬列作聯營公司、合營企業或金融資產之保留權益而言，該公允值為初始賬面值。此外，先前於其他全面收益確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。這意味著先前在其他全面收益確認之金額將根據適用國際財務報告準則所訂明／准許重新分類至損益或轉撥至另一類別權益。

當於聯營公司的擁有權益減少，惟仍然保留重大影響，則先前於其他全面收益內確認的金額僅有一定比例部份重新分類至損益(如適用)。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.4 Foreign currencies translation

(a) Functional and presentation currency

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

(b) Translation and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using exchange rates at the date when fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

2. 重大會計政策概要(續)

2.3 單獨財務報表

於附屬公司的投資按成本值扣除減值列賬。成本包括直接應佔投資成本。附屬公司的業績乃由本公司按已收及應收股息基準入賬。

倘股息超過附屬公司於宣佈股息期間的全面收益總額或倘於單獨財務報表內的投資賬面值超過投資對象淨資產(包括商譽)於綜合財務報表內之賬面值，則須於自該等投資收取股息時就於附屬公司之投資進行減值測試。

2.4 外幣換算

(a) 功能及呈列貨幣

計入本集團各實體財務報表的項目，乃按該實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。合併財務報表乃以本公司功能貨幣及呈列貨幣港元呈列。

(b) 換算及結餘

外幣交易採用交易日期的匯率換算為功能貨幣。結算此等交易產生的匯兌收益和損失以及將外幣計值的貨幣資產和負債以年終匯率折算產生的匯兌收益和損失在損益確認。

按公允值計量並以外幣計值之非貨幣性項目使用釐定公允值當日之匯率換算。按公允值列賬之資產及負債換算差額呈報為公允值損益之一部份。例如，非貨幣性資產及負債(例如按公允值計入損益的權益)的換算差額在損益中確認為公允值盈虧的一部份，而非貨幣性資產(例如分類為按公允值計入其他全面收益的金融資產之權益)的換算差額於其他全面收益內確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Foreign currencies translation (Continued)

(c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of the reporting period;
- income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities and of borrowings are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

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

2. 重大會計政策概要(續)

2.4 外幣換算(續)

(c) 集團公司

功能貨幣與呈列貨幣不同的境外營運(概無屬惡性通貨膨脹經濟的貨幣)的業績和財務狀況按如下方法換算為呈報貨幣:

- 每份呈報的財務狀況表內的資產和負債按報告期間結算日的收市匯率換算;
- 每份綜合損益及其他全面收益表內的收入和支出按平均匯率換算(除非交易當日通用匯率累計效應並非於合理水平,收入 and 支出於交易當日換算);及
- 所有由此產生的匯兌差額於其他全面收益內確認入賬。

賬目合併時,換算對境外實體投資淨額及借貸產生的匯兌差額於其他全面收益內確認入賬。如出售境外業務,或償還組成投資淨額一部份的任何借貸,相關的匯兌差額會重新分類為損益,作為出售損益的一部份。

收購境外業務產生的商譽及公允值調整會被視為境外業務的資產及負債,並且按收市匯率換算。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Foreign currencies translation (Continued)

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and is not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in an associate that do not result in the Group losing significant influence) the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.5 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2. 重大會計政策概要(續)

2.4 外幣換算(續)

(d) 出售境外業務及出售部份境外業務

如出售境外業務(即本集團全數出售所持有的境外業務之權益,或出售的權益涉及失去載有其境外業務的附屬公司之控制權,或出售涉及失去載有其境外業務的聯營公司之重大影響力),則所有累計於權益中屬於本公司擁有人的匯兌差額將重新分類為損益。

對於並不導致本集團失去載有其境外業務的附屬公司控制權之部份出售,在累計匯兌差額中的比例份額重新歸屬於非控股權益並且不在損益中確認。對於所有其他部份出售(即並不導致本集團失去對聯營公司重大影響力的擁有權益之減少),在累計匯兌差額中的比例份額重新分類至損益。

2.5 非金融資產減值

商譽及具有無限可使用期限的無形資產毋須攤銷,但每年進行減值測試,或當有事件出現或情況改變顯示可能出現減值時,進行更頻密進行減值測試。其他資產於有事件出現或情況變動顯示賬面值可能無法收回時進行減值測試。就資產賬面值超出其可收回金額的金額確認減值虧損。可收回金額為資產的公允值扣除出售成本與使用價值兩者的較高者。於評估減值時,資產將按可獨立識別的現金流入的最低層級分組,該現金流入與其他資產或資產組合(現金產出單位)的現金流入很大程度的獨立開來。出現減值的非金融資產(商譽除外)會於各報告期末就撥回減值的可能性進行檢討。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

2.7 Government grants

Government grants are recognised at their fair value where there is a reasonable assurance that the Group will comply all attached conditions and the grants will be received.

Government grants related to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that the grants are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as other liabilities and are credited to profit or loss on a straight-line basis over the expected lives of the related assets. Note 5 provides further information on how the Group accounts for government grants.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

For other accounting policies are included in accompanying notes.

2. 重大會計政策概要 (續)

2.6 抵銷金融工具

當本集團目前有法定強制執行權力可抵銷已確認金額，且有意圖按其淨額作結算或同時變現資產和結算負債，有關金融資產會與負債互相抵銷，並在財務狀況表報告其淨額。本集團亦已訂立不符合抵銷條件惟仍可在若干情況（例如破產或終止合約）下抵銷相關金額之安排。

2.7 政府補貼

當本集團有合理保證將遵守政府補貼的附帶條件，並且將會收取該筆補貼，則會以公允值確認政府補貼。

與成本有關的政府補貼於所需期間遞延且於損益內確認，使之與擬補償的成本相配合。

有關購買物業、廠房及設備的政府補貼列為非流動負債中的其他負債，並按直線基準於相關資產預計使用年期內計入損益。附註5載有本集團有關政府補貼的會計法詳情。

作為已產生開支或虧損的補償或作為給予本集團即時財務資助而無日後相關成本的應收政府補貼，於可收取期間在損益確認。

其他會計政策載於隨附附註。

3. CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The estimates and assumptions that carry a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are listed below with references in the notes to the financial statements.

Critical Accounting Estimates	Notes
(a) Impairment of property, plant and equipment and right-of-use assets	14 and 15
(b) Impairment of goodwill and other intangible assets	17 and 18
(c) Valuation of jewellery collectibles	19
(d) Valuation of inventories	23

3. 主要會計估算

編製財務報表需作出會計估算，顧名思義，所作會計估算甚少與有關之實際結果相同。管理層在應用本集團會計政策時亦需行使判斷力。

估算持續評估，並以過往經驗及其他因素(包括可對實體構成財務影響且在若干情況下相信屬合理的未來事件之預期)作基礎。

有相當風險會引致對資產及負債的賬面值作重大調整的估算及假設，根據財務報表附註載列於下文。

主要會計估算	附註
(a) 物業、廠房及設備及使用權資產之減值	14及15
(b) 商譽及其他無形資產之減值	17及18
(c) 珠寶珍藏估值	19
(d) 存貨估值	23

4. REVENUE AND SEGMENT INFORMATION

Accounting Policy

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of the Company has appointed Executive Committee which assesses the financial performance and position of the Group, and makes strategic decisions. Executive Committee, which has been identified as being the chief operating decision maker, consists of executive directors of the Company.

Revenue represents the net amounts received and receivable for goods sold and services provided less returns and net of trade discounts.

For the purposes of resource allocation and performance assessment, information reported to the chief operating decision maker (the "CODM"), which comprises executive directors of the Company, mainly focuses on the location of management. Revenue derived from each location of management is further analysed into those from retail and wholesale markets when reviewed by the CODM. The Group's reportable and operating segments for the years ended 31 March 2021 and 2020 included two segments, namely (i) business in the Mainland China and (ii) business in Hong Kong, Macau and other markets.

4. 營業額及分部資料

會計政策

經營分部的報告方式須與主要營運決策者獲提供的內部報告方式一致。

本公司董事會已委任執行委員會，負責評估本集團財務業績及狀況並作出策略性決定。執行委員會已被確定為主要營運決策者，由本公司執行董事組成。

營業額指已收及應收售出商品及提供服務款項減退貨及交易折扣的淨額。

就資源分配及表現評估而向主要營運決策者（即本公司執行董事）報告的資料主要按管理所在地劃分。主要營運決策者在審閱時會進一步將各管理所在地所得營業額按零售及批發市場劃分進行分析。截至2021年3月31日及2020年3月31日止年度，本集團的可呈報營運分部包括兩個分部，即(i)位於中國內地的業務及(ii)位於香港、澳門及其他市場的業務。

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

4. 營業額及分部資料(續)

(a) Analysis of the Group's revenue and results by reportable segment

(a) 按可呈報分部劃分的本集團營業額及業績分析

For the year ended 31 March

截至3月31日止年度

		Mainland China 中國內地		Hong Kong, Macau and other markets 香港、澳門及其他市場		Total 總計	
		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Revenue	營業額						
External sales	外界銷售						
— Retail	— 零售	35,716.1	26,796.0	9,122.8	14,875.3	44,838.9	41,671.3
— Wholesale (note i)	— 批發(附註i)	23,982.1	13,966.8	1,342.8	1,112.7	25,324.9	15,079.5
Segment/Group revenue	分部/集團營業額	59,698.2	40,762.8	10,465.6	15,988.0	70,163.8	56,750.8
Inter-segment sales (note ii)	分部間銷售(附註ii)	—	—	2,772.8	2,126.3	2,772.8	2,126.3
		59,698.2	40,762.8	13,238.4	18,114.3	72,936.6	58,877.1
Adjusted gross profit (before elimination)	經調整毛利 (撤銷前)	16,710.9	12,432.2	2,743.5	4,244.3	19,454.4	16,676.5
Inter-segment eliminations	分部間撤銷	—	—	332.2	130.5	332.2	130.5
Adjusted gross profit	經調整毛利	16,710.9	12,432.2	3,075.7	4,374.8	19,786.6	16,807.0
Other income	其他收入	425.6	279.4	266.1	157.2	691.7	436.6
Selling and distribution costs and general and administrative expenses	銷售及分銷成本與 一般及行政開支	(8,910.3)	(7,615.7)	(2,938.3)	(3,941.1)	(11,848.6)	(11,556.8)
Core operating profit (segment result)	主要經營溢利 (分部業績)	8,226.2	5,095.9	403.5	590.9	8,629.7	5,686.8
Unrealised gain/(loss) on gold (note iii)	黃金未變現收益/(虧損) (附註iii)					288.1	(710.8)
Others (note iv)	其他(附註iv)					(228.7)	(289.9)
Interest income	利息收入					81.5	78.0
Finance costs	融資成本					(376.0)	(559.6)
Profit before taxation	除稅前溢利					8,394.6	4,204.5
Other segment information included in measurement of core operating profit (segment result):	計入主要經營 溢利(分部業績) 計量的其他 分部資料:						
Concessionaire fees	專櫃分成	1,990.5	1,583.3	0.3	1.4	1,990.8	1,584.7
Operating lease rentals in respect of rented premises	承租物業經營 租賃租金	145.9	135.6	155.7	116.0	301.6	251.6
Staff costs	員工成本	3,454.5	3,027.7	1,185.2	1,532.8	4,639.7	4,560.5
Depreciation and amortisation	折舊及攤銷	1,036.3	964.2	1,082.8	1,405.7	2,119.1	2,369.9

Notes:

- (i) Wholesale revenue represents revenue from jewellery trading, sales to franchisees and retailers and provision of services to franchisees.
- (ii) Inter-segment sales are charged at a price mutually agreed by both parties.
- (iii) A fair value gain of HK\$288.1 million (2020: loss of HK\$710.8 million) has not yet been realised due to timing difference in the recognition of the impact of changes in gold price between gold loans (short position) and gold inventories (long position).
- (iv) Others represent other gains and losses, other expenses and share of profits of an associate.

附註:

- (i) 批發營業額指珠寶貿易、銷售予加盟商及分銷商的營業額及提供服務予加盟商的收入。
- (ii) 分部間銷售按雙方協定之價格支銷。
- (iii) 公允值收益288.1百萬港元(2020年:虧損710.8百萬港元)為因確認金價變動對黃金借貸(黃金淡倉)與黃金存貨(黃金好倉)的影響之間有時間差而仍未變現。
- (iv) 其他指其他收益及虧損、其他開支及分佔一家聯營公司之溢利。

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(a) Analysis of the Group's revenue and results by reportable segment (Continued)

The accounting policies of the reportable segments are the same as the Group's accounting policies described above. Adjusted gross profit represents the gross profit generated from each segment without allocation of unrealised (loss)/gain on gold. Core operating profit represents the profit generated from each segment without allocation of unrealised (loss)/gain on gold, other gains and losses, other expenses, share of profits of an associate, interest income and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

(b) Analysis of the Group's assets and liabilities by reportable segment

As at 31 March

Segment assets

	Mainland China 中國內地		Hong Kong, Macau and other markets 香港、澳門及其他市場		Total 總計	
	2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Property, plant and equipment	3,603.0	3,437.8	1,011.6	1,203.5	4,614.6	4,641.3
Right-of-use assets	634.2	589.5	1,158.6	1,698.5	1,792.8	2,288.0
Investment properties	17.7	17.2	197.2	208.2	214.9	225.4
Goodwill	–	193.3	–	38.2	–	231.5
Other intangible assets	111.8	142.8	37.3	47.6	149.1	190.4
Jewellery collectibles	–	–	1,520.1	1,520.1	1,520.1	1,520.1
Prepayment and deposits	97.9	96.5	131.9	151.8	229.8	248.3
Inventories	26,681.8	24,547.8	16,329.6	17,990.6	43,011.4	42,538.4
Trade and other receivables	5,538.7	4,698.2	641.7	642.6	6,180.4	5,340.8
Taxation recoverable	–	–	5.8	99.0	5.8	99.0
Total segment assets	36,685.1	33,723.1	21,033.8	23,600.1	57,718.9	57,323.2
Unallocated:						
Other intangible assets					8.9	17.2
Financial assets at fair value through profit or loss					22.0	21.0
Investments in associates and amounts due from associates					79.5	69.2
Loan receivables					20.7	23.5
Deferred tax assets					426.3	570.1
Cash and cash equivalents					6,031.9	7,219.2
Total assets					64,308.2	65,243.4

4. 營業額及分部資料(續)

(a) 按可呈報分部劃分的本集團營業額及業績分析(續)

可呈報分部的會計政策與以上所述本集團的會計政策相同。經調整毛利指在未分配黃金未變現(虧損)/收益前各分部所產生的毛利。主要經營溢利指在未分配黃金未變現(虧損)/收益、其他收益及虧損、其他開支、分佔一家聯營公司溢利、利息收入及融資成本前各分部所產生的溢利。此為向主要營運決策者匯報以作資源分配及表現評估的計量基準。

(b) 按可呈報分部劃分的本集團資產及負債分析

於3月31日

分部資產

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

4. 營業額及分部資料(續)

(b) Analysis of the Group's assets and liabilities by reportable segment

(b) 按可呈報分部劃分的本集團資產及負債分析(續)

(Continued)

As at 31 March

於3月31日

Segment liabilities

分部負債

		Mainland China 中國內地		Hong Kong, Macau and other markets 香港、澳門及其他市場		Total 總計	
		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Trade and other payables	貿易及其他應付款項	(15,891.4)	(11,338.5)	(1,348.6)	(1,091.5)	(17,240.0)	(12,430.0)
Taxation payables	應付稅項	(554.6)	(227.9)	(167.2)	(160.7)	(721.8)	(388.6)
Lease liabilities	租賃負債	(500.4)	(472.3)	(995.6)	(1,324.8)	(1,496.0)	(1,797.1)
Total segment liabilities	總分部負債	(16,946.4)	(12,038.7)	(2,511.4)	(2,577.0)	(19,457.8)	(14,615.7)
Unallocated:	未分配：						
Amount due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項					(66.0)	(97.9)
Bank borrowings	銀行貸款					(6,417.9)	(11,430.5)
Gold loans	黃金借貸					(5,725.4)	(11,280.4)
Retirement benefits obligations	退休福利承擔					(238.8)	(260.2)
Deferred tax liabilities	遞延稅項負債					(764.0)	(505.1)
Other liabilities	其他負債					(70.7)	(62.8)
Total liabilities	總負債					(32,740.6)	(38,252.6)

(c) Analysis of the Group's assets by geographical area

(c) 按地域位置劃分的本集團資產分析

The Group's non-current assets, excluding loan receivables, deposits, amounts due from associates, financial assets at fair value through profit or loss and deferred tax assets, by geographical areas are as follows:

按地域位置劃分的本集團非流動資產(不包括應收貸款、已付按金、應收聯營公司款項、按公允值計入損益的金融資產及遞延稅項資產)分析如下：

As at 31 March

於3月31日

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Mainland China	中國內地	4,843.8	4,853.9
Hong Kong, Macau and other markets	香港、澳門及其他市場	3,528.8	4,331.4
		8,372.6	9,185.3

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(d) Disaggregation of revenue

Accounting Policy

Revenue is measured at the fair value of the consideration received or receivable for the sales of goods and 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 or provided 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.

(a) Sales of goods — Retail

The Group operates a chain of retail stores selling jewellery products and watches. Revenue from the sales of goods is recognised when the product is transferred to the customer who takes delivery in store.

Payment of the transaction price is due from retail customers immediately. The payment is usually settled in cash, by credit cards, by means of electronic payments or settled indirectly through retail malls.

(b) Sales of goods — Customers loyalty programme

Sales of goods that result in award credits for customers, under the Group's customer loyalty programme, are accounted for as multiple element revenue transactions and the fair value of the consideration received or receivable is allocated between the products supplied and the award credits granted. Revenue is not recognised at the time of the initial sale transaction — but is deferred and recognised as revenue when the cash coupons or points are redeemed and the Group's obligations have been fulfilled.

4. 營業額及分部資料(續)

(d) 營業額細分

會計政策

營業額按本集團一般業務過程中出售商品及提供服務的已收或應收代價的公允值計量。

營業額於產品或服務的控制權轉移或提供給客戶時確認，金額為本集團預期將有權收取之承諾代價，但不包括代表第三方收取的有關金額。營業額不包括增值稅或其他銷售稅，且乃經扣減任何貿易折扣。

(a) 銷售產品 — 零售

本集團營運銷售珠寶產品及鐘錶的連鎖零售店。銷售商品的營業額在商品於店內轉移予客戶時確認。

應收零售顧客的交易付款即時到期，款項通常以現金、信用卡或電子支付結算或間接通過零售商場結算。

(b) 銷售產品 — 客戶忠誠度計劃

根據本集團客戶忠誠度計劃向顧客提供獎勵額度之貨品銷售入賬為多元營業額交易，且已收或應收代價之公允值於供應貨品及所給予獎勵額度之間分配。營業額不會於最初銷售交易時確認 — 而是遞延至現金券或積分獲兌換及本集團已履行有關責任時方會確認為營業額。

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(d) Disaggregation of revenue (Continued)

Accounting Policy (Continued)

(b) Sales of goods — Customers loyalty programme (Continued)

Accumulated experience is used to estimate the forfeiture of award credits as breakage which is recognised as contract liabilities. The expected breakage amount is recognised as revenue in proportion to the pattern of rights exercised by the customers or when the likelihood of the customer exercising its rights becomes remote.

(c) Sales of goods — Wholesale to franchisees/retailers and Jewellery trading

The Group manufactures and sells a range of jewellery products in the wholesale market. Sales are recognised when control of the products has transferred to franchisees/retailers and jewellery trading customers. The franchisees/retailers and jewellery trading customers have full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the franchisees'/retailers' and jewellery trading customers' acceptance of the products. Control is transferred when the risks of obsolescence and loss have been transferred to the franchisees/retailers and jewellery trading customers, and either the franchisees/retailers and jewellery trading customers have accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

A contract liability is also recognised when the franchisees/retailers pay deposits before the Group transfers control of the products to the franchisees/retailers.

4. 營業額及分部資料(續)

(d) 營業額細分(續)

會計政策(續)

(b) 銷售產品 — 客戶忠誠度計劃(續)

本集團使用累計經驗估計棄權的獎勵額度為未用量，並已確認為合約負債。預期未用量金額依照客戶行使權利的模式或客戶不大可能行使權利時按比例確認為營業額。

(c) 銷售產品 — 向加盟商/分銷商批發及珠寶貿易

本集團製造及於批發市場銷售多種珠寶產品。銷售於產品的控制權轉移至加盟商/分銷商及珠寶貿易客戶時確認。加盟商/分銷商及珠寶貿易客戶對出售產品的渠道及價格有全部決定權，且沒有未達成義務而可能影響加盟商/分銷商及珠寶貿易客戶接納產品的結果。控制權轉移的時間為淘汰及虧蝕風險轉移至加盟商/分銷商及珠寶貿易客戶，且加盟商/分銷商及珠寶貿易客戶根據銷售合約接納產品、接納條文已逾期、或本集團有客觀證據證明所有接納條件均已達成。

合約負債亦於加盟商/分銷商在本集團轉移商品控制權予加盟商/分銷商前支付按金時確認。

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(d) Disaggregation of revenue (Continued)

Accounting Policy (Continued)

(d) Service income from franchisees

The Group provides services to franchisees under fixed-price contracts. Revenue from providing services is recognised in the accounting period in which the services are rendered.

Revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously.

The customer pays the fixed amount based on a payment schedule. If the services rendered by the Group exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

The Group derives revenue from the transfer of goods and services at a point in time and over time in the following major product categories:

For the year ended 31 March

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
At a point in time			
Retail sales of	於某一時點 零售銷售		
— Gem-set, Platinum and K-gold jewellery	— 珠寶鑲嵌、鉑金及K金首飾	11,213.9	11,596.8
— Gold jewellery and products	— 黃金首飾及產品	28,320.0	26,661.4
— Watches	— 鐘錶	5,305.0	3,413.1
		44,838.9	41,671.3
Wholesale to franchisees/retailers	向加盟商／分銷商批發	24,449.8	14,578.9
Jewellery trading	珠寶貿易	575.8	245.2
Over time			
Service income from franchisees	於一段時間內 來自加盟商的服務收入	299.3	255.4
		70,163.8	56,750.8

No individual customer contributed over 10% of the total revenue of the Group in both years.

4. 營業額及分部資料(續)

(d) 營業額細分(續)

會計政策(續)

(d) 來自加盟商的服務收入

本集團按固定價格合約向加盟商提供服務。提供服務的收入在服務提供的會計期間確認。

營業額按報告期末實際已提供的服務佔將予提供的服務總額的比例確認，因為客戶同時接受及使用利益。

客戶根據付款時間表支付固定金額。倘本集團提供的服務超過付款金額，則可確認合約資產。倘付款超過所提供的服務，則確認合約負債。

本集團從轉讓貨品及服務於某一時點及於一段時間內所衍生的營業額，主要產品類別如下：

截至3月31日止年度

兩個年度內，概無個別顧客佔本集團總營業額10%以上。

5. OTHER INCOME

5. 其他收入

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Commission income	回扣收入	69.2	111.9
Government grants (note)	政府補貼(附註)	353.7	81.0
Other income from franchisees	來自加盟商的其他收入	109.5	67.3
Rental income	租金收入	34.6	35.3
Interest income from trade receivables	貿易應收款項的利息收入	57.4	56.0
Interest income from loan receivables	應收貸款的利息收入	2.3	4.8
Others	其他	65.0	80.3
		691.7	436.6

Note: Under Anti-Epidemic Fund launched by the Hong Kong SAR government, wage subsidies of HK\$159.6 million related to the Employment Support Scheme and subsidies of HK\$3.2 million related to the one-off Retail Sector Subsidy Scheme were recognised in the year ended 31 March 2021. Other government subsidies of HK\$1.0 million (2020: HK\$0.6 million) were granted to subsidiaries in Hong Kong.

Government subsidies of HK\$185.3 million (2020: HK\$80.4 million) granted to subsidiaries in Mainland China and government subsidies of HK\$4.6 million granted to subsidiaries in other jurisdictions were recognised in the year ended 31 March 2021.

附註：根據香港特區政府推出的「防疫抗疫基金」，截至2021年3月31日止年度，就「保就業計劃」確認的工資補貼為159.6百萬港元，就一次性「零售業資助計劃」確認的資助為3.2百萬港元。授予香港附屬公司的其他政府補貼為1.0百萬港元(2020年：0.6百萬港元)。

截至2021年3月31日止年度，已確認授予中國內地附屬公司的政府補貼185.3百萬港元(2020年：80.4百萬港元)以及授予其他司法地區附屬公司的政府補貼4.6百萬港元。

6. OTHER GAINS AND LOSSES

6. 其他收益及虧損

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Net foreign exchange gain/(loss)	匯兌收益/(虧損)淨額	336.4	(234.0)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	(32.3)	(37.7)
Gain on surrender of right-of-use assets	處置使用權資產的收益	1.8	78.8
COVID-19-related rent concession	2019冠狀病毒病相關的租金優惠	127.6	16.2
Gain on acquisition of subsidiaries (note 39)	收購附屬公司收益(附註39)	-	18.0
Others	其他	(2.7)	11.6
		430.8	(147.1)

7. OTHER EXPENSES

7. 其他開支

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Donation	捐款	11.3	20.1
Amortisation of other intangible asset	其他無形資產攤銷	39.8	36.3
Impairment of amount due from an associate	應收一家聯營公司款項之減值	-	0.2
Impairment of goodwill (note 17)	商譽減值(附註17)	231.5	26.3
Impairment of property, plant and equipment (note 14)	物業、廠房及設備減值(附註14)	66.6	13.0
Impairment of right-of-use assets (note 15)	使用權資產減值(附註15)	314.9	50.4
		664.1	146.3

8. INTEREST INCOME AND FINANCE COSTS

Accounting Policy

Interest income

Interest income from financial assets at FVPL is included in the net fair value gains and losses on these assets.

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in the profit or loss as part of other income.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes. Any other interest income is included in other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial assets (after deduction of the loss allowance).

Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

8. 利息收入及融資成本

會計政策

利息收入

來自按公允值計入損益的金融資產的利息收入計入該等資產的公允值收益及虧損淨額中。

按攤銷成本計量的金融資產的利息收入使用實際利率法計算，於損益確認為其他收入。

持作現金管理用途的金融資產賺取利息收入時，利息收入會呈列為融資收入。任何其他利息收入則計入其他收入。

利息收入將實際利率應用至金融資產賬面總值計算得出，惟其後出現信貸虧損的金融資產除外。就信貸減值金融資產，實際利率應用於金融資產淨賬面值（扣除虧損撥備後）。

借貸成本

直接源自收購、建築或生產合資格資產的一般及特定借貸成本於完成及籌備資產以作其擬定用途或銷售所需期間內資本化。合資格資產指需要大量時間籌備以作擬定用途或銷售的資產。

在特定借款撥作合資格資產支出前之暫時投資所賺取之投資收入，須從合資格資本化之借款成本中扣除。

其他借貸成本於其產生之期間內支銷。

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Interest income from	利息收入		
— banks	— 銀行	81.5	78.0
Finance costs on	融資成本		
— gold loans	— 黃金借貸	196.8	206.6
— bank borrowings	— 銀行貸款	131.5	284.1
— lease liabilities	— 租賃負債	47.7	68.9
		376.0	559.6

9. PROFIT BEFORE TAXATION

9. 除稅前溢利

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Profit before taxation has been arrived at after charging/(crediting):	除稅前溢利已扣除/(計入):		
Directors' remuneration (note 10)	董事酬金(附註10)	87.5	97.1
Staff's retirement benefits scheme contributions	員工退休福利計劃供款	497.1	606.2
Staff costs	員工成本	4,055.1	3,857.2
		4,639.7	4,560.5
Cost of inventories recognised as expenses	存貨成本確認為開支	48,702.8	38,333.7
Concessionaire fees	專櫃分成	1,990.8	1,584.7
Operating lease rentals in respect of rented premises	承租物業經營租賃租金	301.6	251.6
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,024.1	975.0
Depreciation of right-of-use assets	使用權資產折舊	1,033.5	1,337.5
Depreciation of investment properties	投資物業折舊	11.9	11.3
Amortisation of other intangible assets (note)	其他無形資產攤銷(附註)	49.6	46.1
Recognition/(utilisation) of allowances on inventories (included in cost of goods sold)	存貨撥備確認/(使用) (計入銷售成本內)	21.5	(24.1)
Loss allowance recognised/(written back) on trade and other receivables	貿易及其他應收款項虧損撥備之 確認/(撥回)	149.7	(3.2)
Fair value loss arising from gold loans (included in cost of goods sold)	黃金借貸的公允值虧損 (計入銷售成本內)	168.4	2,803.8
Gain on acquisition of ENZO (included in other gains and losses) (note 39)	收購ENZO之收益(計入其他收益及 虧損內)(附註39)	-	18.0
Donations (included in other expenses)	捐款(計入其他開支內)	11.3	20.1
Auditors' remuneration for the Company's auditor	核數師酬金予本公司核數師		
— audit and related services	— 核數及相關服務	6.3	6.2
— non-audit services	— 非核數服務	2.1	2.2
Auditor's remuneration for other auditors	核數師酬金予其他核數師		
— audit and related services	— 核數及相關服務	6.6	3.9

Note: Amortisation of HK\$39.8 million (2020: HK\$36.3 million) related to HEARTS ON FIRE was included in note 7 "Other Expenses" and the remaining amount was included in general and administrative expenses.

附註：與HEARTS ON FIRE有關的攤銷39.8百萬港元(2020年：36.3百萬港元)計入附註7「其他開支」，而餘額則計入一般及行政開支。

10. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' EMOLUMENTS

10. 董事、最高行政人員及僱員酬金

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Directors' fees	董事袍金	4.8	4.8
Other emoluments to directors	董事的其他酬金		
— salaries and other benefits	— 薪金及其他福利	34.6	35.4
— performance-based bonus	— 績效花紅	43.7	52.2
— retirement benefits scheme contributions	— 退休福利計劃供款	4.4	4.7
		87.5	97.1

10. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' EMOLUMENTS (CONTINUED)

Details of emoluments paid by the Group to the directors and the chief executives of the Company are as follows:

10. 董事、最高行政人員及僱員酬金 (續)

本集團向本公司董事及最高行政人員支付的酬金詳情如下：

		2021					2020				
		Director's fee	Salaries and other benefits	Performance based bonus	Retirement benefits scheme contributions	Total	Director's fee	Salaries and other benefits	Performance based bonus	Retirement benefits scheme contributions	Total
		董事袍金	薪金及其他福利	績效花紅	退休福利計劃供款	總計	董事袍金	薪金及其他福利	績效花紅	退休福利計劃供款	總計
		HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
				(note i)				(note i)			
				(附註i)				(附註i)			
Executive directors:	執行董事：										
Dr. Cheng Kar-Shun, Henry (Chairman)	鄭家純博士(主席)	0.2	5.8	6.3	0.6	12.9	0.2	5.9	7.6	0.6	14.3
Mr. Wong Siu-Kee, Kent (Managing director)	黃紹基先生(董事總經理)	0.2	5.8	7.3	0.6	13.9	0.2	5.9	8.5	0.6	15.2
Mr. Chan Sai-Cheong (Managing director)	陳世昌先生(董事總經理)	0.2	3.8	5.5	0.4	9.9	0.2	3.8	6.8	0.4	11.2
Dr. Cheng Chi-Kong, Adrian	鄭志剛博士	0.2	2.4	2.9	0.5	6.0	0.2	2.4	3.8	0.6	7.0
Mr. Cheng Chi-Heng, Conroy	鄭志恒先生	0.2	3.0	3.2	0.6	7.0	0.2	3.1	4.1	0.6	8.0
Mr. Cheng Kam-Biu, Wilson	鄭錦標先生	0.2	2.1	1.9	0.1	4.3	0.2	2.1	2.5	0.1	4.9
Mr. Cheng Ping-Hei, Hamilton	鄭炳熙先生	0.2	3.2	4.7	0.8	8.9	0.2	3.3	5.7	0.9	10.1
Mr. Suen Chi-Keung, Peter	孫志強先生	0.2	3.0	3.3	0.3	6.8	0.2	3.1	4.1	0.3	7.7
Mr. Liu Chun-Wai, Bobby	廖振為先生	0.2	2.9	3.8	0.3	7.2	0.2	2.9	4.5	0.3	7.9
Mr. Chan Hiu-Sang, Albert (note ii)	陳曉生先生(附註ii)	0.2	2.6	4.1	0.2	7.1	0.2	2.9	3.1	0.3	6.5
Non-executive director:	非執行董事：										
Ms. Cheng Chi-Man, Sonia	鄭志雯女士	0.2	-	0.1	-	0.3	0.2	-	-	-	0.2
Independent non-executive directors:	獨立非執行董事：										
Dr. Fung Kwok-King, Victor	馮國經博士	0.4	-	0.1	-	0.5	0.4	-	0.3	-	0.7
Dr. Or Ching-Fai, Raymond	柯清輝博士	0.4	-	0.1	-	0.5	0.4	-	0.3	-	0.7
Mr. Kwong Che-Keung, Gordon	鄺志強先生	0.6	-	0.1	-	0.7	0.6	-	0.3	-	0.9
Mr. Cheng Ming-Fun, Paul	鄭明訓先生	0.4	-	0.1	-	0.5	0.4	-	0.3	-	0.7
Mr. Lam Kin-Fung, Jeffrey	林健鋒先生	0.4	-	0.1	-	0.5	0.4	-	0.3	-	0.7
Ms. Cheng Ka-Lai, Lily	鄭嘉麗女士	0.4	-	0.1	-	0.5	0.4	-	-	-	0.4
Total	總計	4.8	34.6	43.7	4.4	87.5	4.8	35.4	52.2	4.7	97.1

Note:

- (i) The performance-based bonus is discretionary based on the Group's financial results and directors' performance decided by the management of the Group.
- (ii) Resigned from the Board with effect from 1 January 2021.

附註：

- (i) 績效花紅乃由本集團管理層按本集團的財務業績及董事表現酌情釐定。
- (ii) 辭任董事會職務，自2021年1月1日起生效。

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The emoluments of the non-executive directors and independent non-executive directors shown above were mainly for their services as directors of the Company.

上文所示之執行董事酬金主要有關彼等就管理本公司及本集團事務提供服務。上文所示之非執行董事及獨立非執行董事酬金主要有關彼等擔任本公司董事職務。

10. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' EMOLUMENTS (CONTINUED)

Five highest paid individuals

The five highest paid individuals included five directors (2020: five) of the Company, details of whose emoluments are included above.

During the years ended 31 March 2021, no (2020: no) emoluments were paid by the Group to the directors and the chief executives of the Company or the five highest paid individuals (including directors, the chief executives and employees) as compensation for loss of office and as an inducement to join or upon joining the Group. 10 of the directors (2020: 10) have waived emoluments of HK\$1.8 million (2020: HK\$0.9 million) during the year ended 31 March 2021.

Emoluments of senior management

Other than the emoluments of directors and five highest paid individuals disclosed above, the emoluments of the senior management whose profiles are included in "Profile of Directors and Senior Management" section fell within the following bands:

		Number of individuals 僱員數目	
		2021	2020
HK\$1,500,001 — HK\$2,000,000	1,500,001 港元至 2,000,000 港元	4	—
HK\$2,000,001 — HK\$2,500,000	2,000,001 港元至 2,500,000 港元	7	4
HK\$2,500,001 — HK\$3,000,000	2,500,001 港元至 3,000,000 港元	1	6
		12	10

10. 董事、最高行政人員及僱員酬金 (續)

五名最高酬金人士

五名最高酬金人士包括本公司五名董事(2020年：五名)，彼等薪酬詳情載於上文。

截至2021年3月31日止年度，本集團並無(2020年：無)向本公司董事及最高行政人員或五名最高酬金人士(包括董事、最高行政人員及僱員)支付酬金，以作為離任職位的補償及吸引彼等加入或當加入本集團時的獎勵。截至2021年3月31日止年度，10名董事(2020年：10名)放棄1.8百萬港元(2020年：0.9百萬港元)薪酬。

高級管理人員酬金

除上述董事及五名最高酬金人士的酬金外，高級管理人員(履歷載於「董事及高級管理人員簡介」一節)的酬金乃介乎下列範圍：

11. TAXATION

11. 稅項

Accounting Policy

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

會計政策

本期之所得稅支出或抵免是本期應課稅收入按徵稅地區適用之稅率計算的應付稅項，並會因應暫時性差額和未動用之稅項虧損導致的遞延稅項資產及負債變動而調整。

即期所得稅

即期所得稅支出根據本公司、其附屬公司及聯營公司營運及產生應課稅收入的國家於報告期末已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並考慮稅務機關是否有可能接受未能確定的稅收待遇。本集團根據最有可能出現的金額或預期價值（視乎何者能更準確預測不確定因素的解決方案而定），計量其稅收餘額。

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
The taxation charge comprises:	稅項開支包括：		
Current tax:	即期稅項：		
Enterprise Income Tax ("EIT") in Mainland China	中國內地企業所得稅	1,314.5	789.9
Hong Kong Profits Tax	香港利得稅	163.1	129.8
Macau complementary tax	澳門所得補充稅	5.0	31.6
Taxation in other jurisdictions	其他司法地區之稅項	3.6	3.3
		1,486.2	954.6
Under/(over) provision in prior years:	過往年度撥備不足／(超額撥備)：		
EIT in Mainland China	中國內地企業所得稅	42.4	(6.8)
Hong Kong Profits Tax	香港利得稅	21.5	0.1
Taxation in other jurisdictions	其他司法地區之稅項	3.4	1.5
		67.3	(5.2)
Deferred tax charge (note 22)	遞延稅項開支(附註22)	526.4	149.3
Withholding tax*	預扣稅*	138.6	122.7
		2,218.5	1,221.4

* Withholding tax mainly represents withholding tax on intra-group licence income and interest income from Mainland China subsidiaries.

* 預扣稅主要指集團內公司間的授權收入及中國內地附屬公司的利息收入的預扣稅。

11. TAXATION (CONTINUED)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Under the Enterprise Income Tax Law (the "EIT Law") of the People's Republic of China ("PRC") and Implementation Regulation of the EIT Law, the tax rate of the subsidiaries in Mainland China is 25.0% for both years.

For certain subsidiaries of the Company in Mainland China, they are entitled to the tax incentives in connection with the development of the western part of Mainland China. The applicable tax rate is 15.0% for both years.

Macau complementary tax is calculated at the maximum progressive rate of 12.0% on the estimated assessable profit for both years.

Taxation charge for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss as follows:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Profit before taxation	除稅前溢利	8,394.6	4,204.5
Tax at the applicable income tax rate: (Mainland China: 25.0%; Hong Kong: 16.5%; Macau: 12.0%)	按適用所得稅率計算的稅項： (中國內地：25.0%；香港：16.5%； 澳門：12.0%)	1,915.8	965.2
Tax effect of expenses not deductible for tax purposes	不可扣稅開支的稅務影響	13.0	74.8
Tax effect of income not taxable for tax purposes	毋須課稅收入的稅務影響	(100.7)	(177.6)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	27.9	46.7
Utilisation of tax losses previously not recognised	動用先前未確認的稅項虧損	(44.2)	(7.7)
Tax effect of tax exemptions and incentives granted to certain subsidiaries in Mainland China	若干中國內地附屬公司稅項豁免及 優惠的稅務影響	(48.1)	(23.4)
Withholding tax on undistributed profits of subsidiaries in Mainland China	中國內地附屬公司未分派溢利預扣稅	263.6	228.0
Under/(over) provision in prior years	過往年度撥備不足/(超額撥備)	67.3	(5.2)
Withholding tax	預扣稅	138.6	122.7
Others	其他	(14.7)	(2.1)
Taxation charge for the year	年內稅項支出	2,218.5	1,221.4

At 31 March 2021, the Group had tax losses of HK\$1,143.6 million (2020: HK\$1,142.8 million) not recognised as deferred tax assets. Tax effect of such tax losses as at 31 March 2021 was HK\$235.6 million (2020: HK\$227.6 million).

11. 稅項(續)

兩個年度內，香港利得稅乃按估計應課稅溢利按 16.5% 稅率計算。

根據中華人民共和國(「中國」)企業所得稅法及其實施細則，中國內地附屬公司的稅率兩年均為 25.0%。

本公司若干中國內地附屬公司獲有關中國內地西部發展的稅項優惠。兩個年度的適用稅率均為 15.0%。

兩個年度內，澳門所得補充稅乃按估計應課稅溢利按最高累進稅率 12.0% 計算。

年內稅項支出可與綜合損益表的除稅前溢利對賬如下：

於 2021 年 3 月 31 日，本集團未確認為遞延稅項資產的稅項虧損為 1,143.6 百萬港元 (2020 年：1,142.8 百萬港元)。該稅項虧損於 2021 年 3 月 31 日的稅務影響為 235.6 百萬港元 (2020 年：227.6 百萬港元)。

11. TAXATION (CONTINUED)

The aging of unrecognised tax losses by expiry date is as follows:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
0–5 years	0–5年	134.8	174.7
11–15 years	11–15年	186.5	50.6
16–20 years	16–20年	198.3	334.1
Unlimited	未有年限	624.0	583.4
		1,143.6	1,142.8

At 31 March 2021, the Group had deductible temporary differences of HK\$11.2 million (2020: HK\$5.1 million) not recognised as deferred tax assets. Tax effect of such deductible temporary differences as at 31 March 2021 was HK\$1.8 million (2020: HK\$0.8 million).

Under the EIT Law of the PRC, withholding tax of 5.0% (2020: 5.0%) is imposed on dividends declared in respect of profits earned by subsidiaries in Mainland China from 1 January 2008 onwards. Based on the dividend distribution plan of the management, retained profits as at 31 March 2021 amounting to HK\$10,812.7 million (2020: HK\$7,791.2 million) will be distributed as dividend in the foreseeable future, while the remaining retained profits amounting to HK\$1,728.9 million (2020: HK\$2,991.7 million) has been set aside for local operation and business development.

11. 稅項(續)

按到期日劃分未確認稅項虧損的賬齡如下：

於2021年3月31日，本集團未確認為遞延稅項資產的可扣減暫時性差異為11.2百萬港元(2020年：5.1百萬港元)。該可扣減暫時性差異於2021年3月31日的稅務影響為1.8百萬港元(2020年：0.8百萬港元)。

根據中國企業所得稅法，中國內地的附屬公司須就自2008年1月1日起所賺取溢利在宣派股息時繳交5.0%(2020年：5.0%)之預扣稅。根據管理層的股息分派計劃，於2021年3月31日的保留溢利合共10,812.7百萬港元(2020年：7,791.2百萬港元)將在可見將來作為股息分派，而餘下保留溢利合共1,728.9百萬港元(2020年：2,991.7百萬港元)已保留作當地營運及業務發展所需。

12. EARNINGS PER SHARE

Accounting Policy

(a) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to shareholders of the company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(b) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

12. 每股盈利

會計政策

(a) 每股基本盈利

每股基本盈利按：

- 本公司股東應佔溢利(不包括支付普通股以外權益的任何成本)
- 除以財政年度內已發行普通股加權平均數計算，並就年內已發行普通股(不包括庫存股)的花紅調整。

(b) 每股攤薄盈利

每股攤薄盈利按釐定每股基本盈利所用數據並計及以下項目後調整：

- 與潛在攤薄普通股相關的利息及其他融資成本的除所得稅後影響；及
- 已發行額外普通股加權平均數(假定潛在攤薄普通股全部轉換)。

12. EARNINGS PER SHARE (CONTINUED)

The calculation of the basic earnings per share for the year is based on the consolidated profit attributable to shareholders of the Company for the year and on the number of 10,000,000,000 (2020: 10,000,000,000) shares in issue during the year.

Diluted earnings per share is the same as basic earnings per share as there was no potential ordinary share dilution during both years.

12. 每股盈利(續)

年度每股基本盈利是基於本公司股東應佔年內綜合溢利，以及年內已發行股份10,000,000,000股(2020年：10,000,000,000股)計算。

由於兩個年度並無潛在普通股攤薄效應，故每股攤薄盈利與每股基本盈利相同。

13. DIVIDENDS

Accounting Policy

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

13. 股息

會計政策

就於報告期末或之前已宣派但於報告期末並未分派之任何股息金額(已經適當授權及再不由實體酌情決定)作出撥備。

		2021		2020	
		HK cents per share 每股港仙	HK\$ million 百萬港元	HK cents per share 每股港仙	HK\$ million 百萬港元
Dividends paid and recognised as distribution during the year	於年內支付及確認為分派之股息				
For current year:	本年度：				
— Interim dividends	— 中期股息	16.0	1,600.0	12.0	1,200.0
For prior year:	上年度：				
— Final dividends	— 末期股息	12.0	1,200.0	20.0	2,000.0
— Special dividends	— 特別股息	—	—	30.0	3,000.0
			2,800.0		6,200.0

Subsequent to the end of the reporting period, a final dividend of HK24.0 cents (2020: HK12.0 cents) per share, totalling HK\$2,400.0 million (2020: HK\$1,200.0 million) in respect of the year ended 31 March 2021 have been proposed by the directors of the Company and are subject to approval by the shareholders in the forthcoming annual general meeting.

於報告期末後，本公司董事建議就截至2021年3月31日止年度派付末期股息每股24.0港仙(2020年：12.0港仙)，合共2,400.0百萬港元(2020年：1,200.0百萬港元)，惟須待股東於應屆股東週年大會上批准方告作實。

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

Accounting Policy

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction in progress) are stated at historical cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Land	Over the lease term
Buildings	5%
Plant and machinery	10%
Furniture, fixtures and equipment	20%–33 $\frac{1}{3}$ %
Leasehold improvements	Over the lease term or 20%, whichever is shorter
Motor vehicles	25%

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

Properties which comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

會計政策

物業、廠房及設備包括用以生產或提供貨品或服務或作行政用途的土地及樓宇(在建工程物業除外)，乃按歷史成本值減其後累計折舊及其後累計減值虧損(如有)列賬。

歷史成本包括直接歸屬於項目收購的開支。

僅於與項目有關的未來經濟利益可能流入本集團及項目成本能可靠計算時，隨後成本方計入資產賬面值或確認為單獨資產(如合適)。任何入賬為單獨資產的組成部份之賬面值在被取代時會終止確認。所有其他維修及保養於產生時計入相關報告期的損益內。

折舊乃按以下估計可使用年期以直線法計算，旨在分配其成本(扣除剩餘價值)：

土地	按租約年期
樓宇	5%
廠房及機器	10%
傢俬、裝置及設備	20%–33 $\frac{1}{3}$ %
租賃物業裝修	按租約年期， 或20% (以期限較短者為準)
汽車	25%

資產的剩餘價值及可使用年期於各報告期末進行檢討，及在適當時調整。

部份物業持作賺取租金或資金增值，另一部份持作生產或供應貨品或作行政用途。倘該等部份可分開出售(或根據融資租賃分開出租)，本集團將該等部份分別列賬。倘該等部份不可分開出售，則物業只會於主要並非持作生產或供應貨品或服務或作行政用途的條件下，才屬於投資物業。

14. PROPERTY, PLANT AND EQUIPMENT

(CONTINUED)

Accounting Policy (Continued)

Construction in progress is carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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.

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

14. 物業、廠房及設備(續)

會計政策(續)

在建工程按成本值減任何已確認減值虧損列賬。成本包括專業費用，以及合乎資格資產並根據本集團會計政策撥充資本的貸款成本。有關物業於竣工及可供擬定用途時，歸類至物業、廠房及設備的適當類別。該等資產在可供擬定用途時，方開始如其他物業資產設計提折舊。

如資產賬面值高於其估計可收回金額，資產賬面值會即時撇減至其可收回金額。

物業、廠房及設備項目乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目時產生之任何收益或虧損，按出售所得款項與該資產賬面值之差額釐定，並於損益內確認。

14. PROPERTY, PLANT AND EQUIPMENT

(CONTINUED)

Critical Accounting Estimates

Property, plant and equipment and right-of-use assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or fair value less costs to sell. These calculations require the use of judgements and estimates. Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of asset can be supported by its recoverable amount, being the higher of fair value less costs to sell and the net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's reported financial condition and results of operations. If there is a significant adverse change in the projected performance and resulting future cash flow projections, it may be necessary to take an impairment charge to the consolidated income statement.

During the year ended 31 March 2021, after reviewing the business environment as well as the Group's strategies and past performance of its cash-generating units, management concluded that there was impairment of property, plant and equipment and right-of-use assets of HK\$66.6 million (2020: HK\$13.0 million) and HK\$314.9 million (2020: HK\$50.4 million) respectively. Management believe that any reasonably possible changes in the assumptions used in the impairment reviews would not affect management's view on impairment at 31 March 2021.

14. 物業、廠房及設備(續)

主要會計估算

當有任何事件或情況變動顯示賬面值可能無法收回時，對物業、廠房及設備以及使用權資產進行減值檢討。可收回金額乃根據使用價值計算或公允值減出售成本釐定。有關計算需要運用判斷及估計。資產減值需要管理層作出判斷，尤其是評估：(i) 有否發生任何事件顯示相關資產價值可能無法收回；(ii) 可收回金額（即公允值減出售成本與按於業務中持續使用資產估計的未來現金流量淨現值（以較高者為準））能否支持資產賬面值；及(iii) 於編製現金流量預測時將應用的適當主要假設，包括該等現金流量預測是否應用適當利率貼現。倘改變管理層選用以評估減值的假設（包括現金流量預測的貼現率或增長率假設），則可能對減值測試所用淨現值造成重大影響，因而影響本集團所呈報財務狀況及經營業績。倘預測表現及所得未來現金流量預測出現重大不利變動，則可能須於綜合收益表扣除減值支出。

截至2021年3月31日止年度，經審視營商環境以及本集團策略及其現金產生單位的過往表現後，管理層結論為物業、廠房及設備以及使用權資產減值分別66.6百萬港元（2020年：13.0百萬港元）及314.9百萬港元（2020年：50.4百萬港元）。管理層相信，減值檢討所用假設的任何合理可能變動將不會影響管理層對於2021年3月31日減值的意見。

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

14. 物業、廠房及設備(續)

		Land and buildings	Plant and machinery	Furniture, fixtures and equipment	Leasehold improvements	Motor vehicles	Construction in progress	Total
		土地及樓宇	廠房及機器	傢俬、裝置及設備	租賃物業裝修	汽車	在建工程	總計
		HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Cost	成本							
At 1 April 2019	於2019年4月1日	3,907.3	460.9	2,613.3	2,928.9	55.5	170.1	10,136.0
Currency realignment	貨幣調整	(215.0)	(28.6)	(69.3)	(166.7)	(2.6)	(6.7)	(488.9)
Arising from acquisition of subsidiaries	因收購附屬公司而產生	3.0	0.6	1.2	13.0	0.1	-	17.9
Additions	添置	0.5	26.1	526.2	309.1	6.9	80.9	949.7
Transfer	轉撥	180.7	9.5	3.9	20.7	-	(214.8)	-
Disposals	出售	(2.3)	(5.2)	(207.3)	(129.8)	(5.1)	-	(349.7)
At 31 March 2020	於2020年3月31日	3,874.2	463.3	2,868.0	2,975.2	54.8	29.5	10,265.0
Currency realignment	貨幣調整	272.9	38.2	100.3	229.8	3.1	3.5	647.8
Additions	添置	4.0	36.6	436.6	323.1	3.3	49.7	853.3
Transfer	轉撥	9.9	6.4	0.9	0.6	-	(17.8)	-
Disposals	出售	-	(10.9)	(203.4)	(106.5)	(3.6)	-	(324.4)
At 31 March 2021	於2021年3月31日	4,161.0	533.6	3,202.4	3,422.2	57.6	64.9	11,441.7
Accumulated depreciation and impairment	累計折舊及減值							
At 1 April 2019	於2019年4月1日	894.6	145.0	1,821.2	2,216.9	41.9	-	5,119.6
Currency realignment	貨幣調整	(54.5)	(9.7)	(39.6)	(129.2)	(1.9)	-	(234.9)
Depreciation provided for the year	年內折舊撥備	191.6	47.3	371.5	359.0	5.6	-	975.0
Impairment provided for the year (note 15(a))	年內減值撥備(附註15(a))	0.4	-	12.6	-	-	-	13.0
Eliminated on disposals	出售撇銷	(1.9)	(3.7)	(135.1)	(103.4)	(4.9)	-	(249.0)
At 31 March 2020	於2020年3月31日	1,030.2	178.9	2,030.6	2,343.3	40.7	-	5,623.7
Currency realignment	貨幣調整	81.8	15.8	58.3	185.4	2.5	-	343.8
Depreciation provided for the year	年內折舊撥備	199.4	50.9	420.4	347.4	6.0	-	1,024.1
Impairment provided for the year (note 15(a))	年內減值撥備(附註15(a))	-	-	66.1	0.5	-	-	66.6
Eliminated on disposals	出售撇銷	-	(5.4)	(156.2)	(66.3)	(3.2)	-	(231.1)
At 31 March 2021	於2021年3月31日	1,311.4	240.2	2,419.2	2,810.3	46.0	-	6,827.1
Carrying values	賬面值							
At 31 March 2021	於2021年3月31日	2,849.6	293.4	783.2	611.9	11.6	64.9	4,614.6
At 31 March 2020	於2020年3月31日	2,844.0	284.4	837.4	631.9	14.1	29.5	4,641.3

The carrying values of the Group's properties (including construction in progress) are analysed as follows:

本集團物業(包括在建工程)的賬面值分析如下:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
In Mainland China	於中國內地	2,565.5	2,500.4
In Hong Kong	於香港	349.0	373.1
		2,914.5	2,873.5

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Accounting Policy

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

15. 使用權資產及租賃負債

會計政策

租賃於租賃資產可供本集團使用當日會確認為使用權資產及相關負債。

合約可能包含租賃及非租賃成份。本集團按照租賃及非租賃成份相應的獨立價格，將合約代價分配至租賃及非租賃成份。然而，對本集團為承租人的房地產租賃而言，其選擇將租賃及非租賃成份視為單一租賃成份，並無將兩者區分。

租賃產生的資產及負債初始按現值計量。租賃負債包括下列租賃付款的淨現值：

- 固定付款（包括實質固定付款）扣減任何應收租賃優惠；
- 取決於指數或比率的浮動租賃付款（初始於開始日期利用指數或比率計量）；
- 本集團根據餘值擔保預期應付的金額；
- 在本集團合理確定行使採購選擇權的情況下採購選擇權的行使價；及
- 在租期反映本集團行使該選擇權的情況下，終止租賃的罰款。

根據合理確定延續選擇權支付的租賃付款亦計入負債計量之內。

租賃付款採用租賃所隱含的利率予以貼現。倘無法釐定該利率（本集團的租賃一般屬此類情況），則使用承租人遞增借貸利率，即個別承租人在類似經濟環境中按類似條款、抵押及條件借入獲得與使用權資產價值類似的資產所需資金必須支付的利率。

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

Accounting Policy (Continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the subsidiaries of the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term (note 5). Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

15. 使用權資產及租賃負債(續)

會計政策(續)

為釐定遞增借貸利率，本集團：

- 在可能情況下，使用個別承租人最近獲得的第三方融資為出發點，並作出調整以反映自獲得第三方融資以來融資條件的變動；
- 對於近期未獲得第三方融資下集團所持有的租賃，採用以無風險利率為出發點的累加法，並按照租賃的信貨風險作出調整；及
- 進行特定於租約的調整，例如期限、國家、貨幣及抵押。

租賃付款於本金及融資成本之間作出分配。融資成本在租賃期間於損益扣除，藉以令各期間的負債餘額的期間利率一致。

使用權資產按成本計量，包括以下各項：

- 初始計量租賃負債的金額；
- 在開始日期或之前作出的任何租賃付款減任何已收租賃優惠；
- 任何初始直接成本；及
- 復原成本。

使用權資產一般按直線基礎以資產可使用年期或租期(以較短者為準)計算折舊。倘本集團合理確定行使採購選擇權，則使用權資產於相關資產的可使用年內予以折舊。

本集團以出租人身份從經營租賃獲取的租賃收入於租期內以直線法於收入內確認入賬(附註5)。獲取經營租賃產生的初始直接成本會加入相關資產的賬面值，並於租期內以確認租賃收入的相同基礎確認為開支。個別租賃資產按其性質計入資產負債表。採納新租賃準則後，本集團無需對以出租人身份持有資產的會計處理作任何調整。

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

Accounting Policy (Continued)

An amendment to IFRS 16 “COVID-19-related rent concessions” was issued in June 2020 and is effective for annual reporting periods beginning on or after 1 June 2020. This amendment allows a lessee to elect not to assess whether a rent concession occurring as a direct consequence of the COVID-19 pandemic is a lease modification. Such practical expedient has been applied to all rent concessions occurring as a direct consequence of the COVID-19 pandemic, only if all of the following conditions are met:

- The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- Any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- There is no substantive change to other terms and conditions of the lease.

The Group has early adopted this amendment to the existing standard retrospectively from 1 April 2020 but has not restated comparatives for the 2020 reporting period, as permitted under the specific transition provisions in the standard. The adoption of this amendment has no impact on the opening consolidated statement of financial position on 1 April 2020 and the amount recognised in the consolidated statement of profit or loss (as a reduction of other lease expenses) for the year ended 31 March 2021 is not material.

Critical Accounting Estimates

The Group reviews right-of-use assets for impairment whenever events or changes in circumstances indicate that the related carrying amounts may not be recoverable. Determining whether an impairment has occurred typically requires various estimates and assumptions, for details, please refer to critical accounting estimate in note 14.

15. 使用權資產及租賃負債(續)

會計政策(續)

國際財務報告準則第16號(修訂本)「2019冠狀病毒病相關的租金優惠」於2020年6月頒佈，於2020年6月1日或之後開始的年度報告期間生效。該修訂允許承租人選擇不評核直接由於2019冠狀病毒病疫情產生的租金優惠是否屬租賃修改。此權宜方法已應用於所有直接因為2019冠狀病毒病疫情而帶來的租金優惠，並須符合下列所有條件：

- 租賃付款的變動使租賃代價有所修改，而經修改的代價與緊接變動前的租賃代價大致相同，或少於緊接變動前的租賃代價；
- 租賃付款的任何減幅僅影響原到期日為2021年6月30日或之前的付款；及
- 租賃的其他條款及條件並無實質變動。

本集團已由2020年4月1日起提前採納並追溯應用現有準則的修訂本，但按該準則的特定過渡條文所允許，並無就2020年度報告期重列比較數字。採納此修訂本對2020年4月1日的期初綜合財務狀況表並無影響，而截至2021年3月31日止年度在綜合損益表中確認的金額(作為其他租賃開支減幅)並不重大。

主要會計估算

當有任何事件或情況變動顯示相關賬面值可能無法收回時，本集團對使用權資產進行減值檢討。釐定有否出現減值一般需要作出多項估計及假設，詳情請參閱附註14的主要會計估算。

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

15. 使用權資產及租賃負債(續)

(a) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

(a) 於綜合財務狀況表確認的金額

綜合財務狀況表顯示與租賃有關的金額如下：

Right-of-use assets 使用權資產		Leasehold land/ land use rights (note i) 租賃土地/ 土地使用權 (附註i)	Retail stores 零售店	Office, warehouse and others 辦公室、倉庫 及其他	Total 總計
		HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
At 1 April 2019	於2019年4月1日	648.8	2,104.7	114.8	2,868.3
Currency realignment	貨幣調整	(10.4)	(31.1)	(2.2)	(43.7)
Additions	添置	–	1,089.4	41.7	1,131.1
Depreciation provided for the year (note ii)	年內折舊撥備(附註ii)	(30.4)	(1,256.1)	(51.0)	(1,337.5)
Impairment provided for the year (note iii)	年內減值撥備(附註iii)	(15.6)	(34.8)	–	(50.4)
Surrender	處置	–	(279.8)	–	(279.8)
At 31 March 2020	於2020年3月31日	592.4	1,592.3	103.3	2,288.0
Currency realignment	貨幣調整	12.1	36.8	1.9	50.8
Additions	添置	–	799.4	22.6	822.0
Depreciation provided for the year (note ii)	年內折舊撥備(附註ii)	(22.1)	(962.1)	(49.3)	(1,033.5)
Impairment provided for the year (note iii)	年內減值撥備(附註iii)	–	(314.9)	–	(314.9)
Surrender	處置	–	(19.6)	–	(19.6)
At 31 March 2021	於2021年3月31日	582.4	1,131.9	78.5	1,792.8
Lease liabilities 租賃負債					HK\$ million 百萬港元
At 1 April 2019	於2019年4月1日				2,331.0
Currency realignment	貨幣調整				(34.0)
Lease payment	租賃款項				(1,331.9)
Interest expenses	利息開支				68.9
Additions	添置				1,121.5
Surrender	處置				(358.4)
At 31 March 2020	於2020年3月31日				1,797.1
Currency realignment	貨幣調整				39.3
Lease payment	租賃款項				(1,182.1)
Interest expenses	利息開支				47.7
Additions	添置				815.4
Surrender	處置				(21.4)
At 31 March 2021	於2021年3月31日				1,496.0

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(a) Amounts recognised in the consolidated statement of financial position (Continued)

		At 31 March 2021 於2021年3月31日 HK\$ million 百萬港元	At 31 March 2020 於2020年3月31日 HK\$ million 百萬港元
Lease liabilities	租賃負債		
Current	流動	770.0	896.8
Non-current	非流動	726.0	900.3
		1,496.0	1,797.1

Notes:

- (i) The Group has land lease arrangement with Mainland China government and leasehold land in Hong Kong.
- (ii) The amount was charged to selling and distribution cost and general and administrative expenses.
- (iii) The amount was charged to other expenses.

The Group considers each individual retail store as a separately identifiable cash-generating unit. Management performed impairment assessments for the retail stores that were loss-making. The carrying amount of the retail store asset is written down to its recoverable amount if the asset's carrying amount is in excess of its estimated recoverable amount. The estimates of the recoverable amounts were based on value-in-use calculations using discounted cash flow projections based on the management's forecasts covering the remaining tenure of the lease, with major assumptions such as change in revenue, change in operating cost and change in gross profit.

The change in revenue is dependent on the timing of easing of the various travel restriction and quarantine measures for COVID-19 pandemic, with the assumption that tourist traffic and customer spending would start to gradually recover from the second half of the year ended 31 March 2022 onwards in Hong Kong, Macau and other markets.

During the year ended 31 March 2021, the Group has recorded an impairment loss of property, plant and equipment and right of-use assets of HK\$66.6 million (2020: HK\$13.0 million) and HK\$314.9 million (2020: HK\$50.4 million), respectively in other expenses (as shown in note 7).

15. 使用權資產及租賃負債(續)

(a) 於綜合財務狀況表確認的金額(續)

附註:

- (i) 本集團與中國內地政府訂有土地租賃安排，於香港擁有租賃土地。
- (ii) 金額計入銷售及分銷成本與一般及行政開支。
- (iii) 金額計入其他開支。

本集團將每間個別的零售店視為獨立的可識別現金產生單位。管理層對產生虧損之零售店進行減值評估。倘零售店資產之賬面值超出其估計可收回金額，則有關資產之賬面值撇減至其可收回金額。有關估計可收回金額乃根據管理層涵蓋餘下租期的預測，採用貼現現金流量預測所計算的使用價值而釐定，並計及收益變動、經營成本變動及毛利變動等主要假設。

假設香港、澳門及其他市場之旅客流量及顧客消費將自截至2022年3月31日止年度下半年起開始逐步回升，收益變動取決於有關放寬各項有關2019冠狀病毒病疫情之出行限制及檢疫措施之時間。

截至2021年3月31日止年度，本集團分別於其他開支(於附註7列示)錄得物業、廠房及設備以及使用權資產之減值虧損分別66.6百萬港元(2020年：13.0百萬港元)及314.9百萬港元(2020年：50.4百萬港元)。

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(b) Amounts recognised in the consolidated statement of profit or loss

The consolidated statement of profit or loss shows the following amounts relating to the leases which are not capitalised in accordance with IFRS 16:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Expense relating to short-term leases (included in selling and distribution costs and general and administrative expenses)	與短期租賃有關的開支 (計入銷售及分銷成本以及一般及行政開支)	301.6	251.6
Expense relating to variable lease payments not included in lease liabilities (included in selling and distribution costs)	並非計入租賃負債與浮動租賃付款有關的開支 (計入銷售及分銷成本)	1,990.8	1,584.7
		2,292.4	1,836.3

The total cash outflow for leases for the year ended 31 March 2021 was HK\$3,474.5 million (2020: HK\$3,168.2 million).

(c) The Group's leasing activities and how these are accounted for

The Group mainly leases various retail stores, offices and warehouses. Rental contracts are typically made for fixed periods of six months to five years, but may have extension options as described below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

15. 使用權資產及租賃負債(續)

(b) 於綜合損益表確認的金額

綜合損益表顯示與租賃有關而不需按國際財務報告準則第16號資本化的金額如下：

截至2021年3月31日止年度租賃的現金流出總額為3,474.5百萬港元(2020年：3,168.2百萬港元)。

(c) 集團之租賃活動及其入賬方法

本集團主要租賃多項零售店、辦公室及倉庫。租賃合約通常按六個月至五年之固定期限訂立，惟可能具有下文所述之延續選擇權。

租賃條款按個別基準商議，並包含各種不同的條款及條件。租賃協議不施加任何契諾，惟出租人持有的租賃資產中的抵押權益除外。租賃資產不得就借貸用途作抵押。

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(d) Variable lease payments

Some property leases contain variable payment terms that are linked to sales generated from a store. Variable payment terms are used for a variety of reasons, including minimising the fixed costs base for newly established stores. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

(e) Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

15. 使用權資產及租賃負債(續)

(d) 浮動租賃付款

部份物業租賃包含與店舖所得銷售額掛鈎的浮動付款條款。使用浮動付款條款的原因眾多，包括降低新開店舖的固定成本基礎。按銷售額計算的浮動租賃付款於符合產生付款的條件之期間的損益內確認入賬。

(e) 延續及終止租賃選擇權

本集團有若干數目的物業租賃涉及延續及終止租賃選擇權。該等選擇權就管理本集團業務經營所用的資產上有助盡可能提升經營的靈活性。大部份持有的延續及終止租賃選擇權僅可由本集團行使，並非由其出租人行使。在斷定期時，管理層會考慮能創造經濟獎勵的所有事實及情況，以行使延續租賃選擇權或不行使終止租賃選擇權。只有租賃可合理確定將予延續(或不終止)時，租期方包含延續租賃選擇權(或終止選擇權後的期間)。

16. INVESTMENT PROPERTIES

Accounting Policy

Investment properties are properties held for long-term rental yields and are not occupied by the Group.

Investment properties are initially measured at cost, including related transaction costs and where applicable borrowing costs. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses.

If there is a transfer from investment property to owner-occupied property evidenced by the commencement of owner's occupation, the property shall be measured at its carrying amount at the date of change in use for subsequent accounting.

Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account their estimated residual value, using the straight-line basis over 20 years or lease term.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

16. 投資物業

會計政策

投資物業指為長線租金回報持有且不由本集團佔用的物業。

投資物業初步按成本(包括相關交易成本及借貸成本(如適用))計量。初始確認後,投資物業按成本減其後累計折舊及任何累計減值虧損列賬。

倘將投資物業轉撥至自用物業,以擁有人開始佔用為證,則該物業於其後入賬時按變更新用途日期之賬面值計量。

投資物業按估計可使用年期,經考慮其估計剩餘價值後,按直線基準於20年或租約年期確認折舊,以撇銷投資物業成本。

投資物業於出售后或投資物業永久不再使用且預期出售不會產生未來經濟利益時終止確認。終止確認物業產生的任何收益或虧損(按該資產之出售所得款項淨額與賬面值之差額計算)於該物業終止確認期間計入損益。

16. INVESTMENT PROPERTIES (CONTINUED)

16. 投資物業(續)

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Cost	成本		
At 1 April	於4月1日	302.5	285.0
Currency realignment	貨幣調整	2.4	(0.3)
Arising from acquisition of subsidiaries	因收購附屬公司而產生	-	17.8
At 31 March	於3月31日	304.9	302.5
Accumulated depreciation	累計折舊		
At 1 April	於4月1日	77.1	65.8
Currency realignment	貨幣調整	1.0	-
Depreciation provided for the year	年內折舊撥備	11.9	11.3
At 31 March	於3月31日	90.0	77.1
Carrying values	賬面值		
At 31 March	於3月31日	214.9	225.4

(a) Amounts recognised in consolidated statement of profit or loss for investment properties

(a) 就投資物業於綜合損益表確認的金額

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Rental income from operating leases	經營租賃租金收入	15.2	15.3
Direct operating expenses from property that generated rental income	產生租金收入的物業之直接經營開支	14.9	15.1

16. INVESTMENT PROPERTIES (CONTINUED)

(b) Fair value hierarchy

The fair value measurement of the Group's investment properties at the end of the reporting period have been categorised into the three-level fair value hierarchy (note 35). The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique.

Details of the Group's investment properties and information about the fair value hierarchy at the end of each reporting period are as follows:

		Fair value hierarchy 公允價值等級	Fair value 公允價值	
			2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
At 31 March	於3月31日			
Industrial property units located in Hong Kong	位於香港的工業 物業單位	Level 3 第三級	373.8	373.8

The Group policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

There were no transfers between level 1, 2 and 3 during the period (2020: nil).

(c) Valuation process and techniques used to determine level 3 fair values

The Group engages external, independent and qualified valuers to determine the fair value of the Group's investment properties at the end of every financial year. As at 31 March 2021, the fair values of the investment properties have been determined by Knight Frank Petty Limited.

The fair value was determined based on the income approach, where the market rentals of all lettable units of the properties are assessed and capitalised at the market yield expected by investors for this type of properties. The market rentals are assessed by reference to the rentals achieved in the lettable units of the properties as well as other lettings of similar properties in the neighbourhood. The capitalisation rate is determined by reference to the yields derived from analysing the sales transactions of similar properties in Hong Kong and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties.

16. 投資物業(續)

(b) 公允價值等級

本集團於報告期末投資物業的公允價值計量已分為三個公允價值等級(附註35)。公允價值計量的層級分類是經參考估值技術中使用的輸入資料的可觀察性及重要性後釐定。

本集團於各報告期末的投資物業詳情及有關公允價值等級的資料如下：

本集團的政策是於報告期末確認公允價值層級之間的轉入或轉出。

期內，第一級、第二級與第三級之間並沒有轉換(2020年：無)。

(c) 釐定第三級公允價值的估值程序及方法

本集團外聘獨立合資格估值師釐定本集團投資物業於每個財務年度結束時的公允價值。於2021年3月31日，萊坊測量師行有限公司已釐定投資物業的公允價值。

該公允價值乃根據收入法估值。該等物業之所有可出租單位之市場租金按投資者就此類物業預期之市場收益率評估及資本化。市場租金參考該等物業可出租單位之租金以及鄰近類似物業的其他出租情況作評估。資本化率乃參考分析香港類似物業銷售交易所得之收益率而釐定，並就物業投資者之市場預期作出調整以反映本集團投資物業特有之因素。

16. INVESTMENT PROPERTIES (CONTINUED)

(c) Valuation process and techniques used to determine level 3 fair values (Continued)

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Description	Valuation techniques	Unobservable inputs*	Range of inputs (probability-weighted average)		Relationship of unobservable inputs to fair value
描述	估值方法	不可觀察輸入數據*	輸入數據範圍(概率 — 加權平均)		不可觀察輸入數據與公允值之關係
			2021	2020	
Industrial properties units — Hong Kong	Income approach	Capitalisation rate	3.8%	3.8%	The higher the capitalisation rate, the lower the fair value
工業物業單位 — 香港	收入法	資本化率			資本化率越高，公允值越低
		Monthly market rent	HK\$10.4 p.s.f.	HK\$10.4 p.s.f.	The higher the price per square feet, the higher the fair value
		每月市場租金	每平方呎 10.4 港元	每平方呎 10.4 港元	每平方呎價格越高，公允值越高

* There were no significant inter-relationships between unobservable inputs that materially affect fair values.

於評估該等物業的公允值時，該等物業之最高及最佳用途為彼等目前用途。

16. 投資物業(續)

(c) 釐定第三級公允值的估值程序及方法(續)

於評估該等物業的公允值時，該等物業之最高及最佳用途為彼等目前用途。

(d) Leasing arrangements

The investment properties are leased to tenants under operating leases with rentals payable monthly.

Although the Group is exposed to changes in the residual value at the end of the current leases, the Group typically enters into new operating leases and therefore will not immediately realise any reduction in residual value at the end of these leases. Expectations about the future residual values are reflected in the fair value of the properties.

For minimum lease payments receivable on leases of investment properties, refer to note 31.

(d) 租賃安排

投資物業按經營租賃出租予租戶，每月可收取租金。

儘管本集團於現有租期結束時須承擔餘值變動，惟本集團一般會訂立新經營租賃，故此於租期結束時不會即時將餘值減幅變現。對未來餘值的預期會反映於物業的公允值。

有關投資物業租賃的最低應收租賃付款，請參閱附註31。

17. GOODWILL

Accounting Policy

Goodwill is measured as described in note 39. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments (note 4).

Critical Accounting Estimates

The Group tests whether goodwill has suffered any impairment on an annual basis. For the year ended 31 March 2021 and 2020, the recoverable amount of cash-generating units (CGUs) was 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 the directors covering a five-year period.

Details of impairment charge, key assumptions and impact of possible changes in key assumptions are disclosed on p.215.

17. 商譽

會計政策

商譽按附註39所述計量。商譽不會攤銷，惟會每年進行減值測試，如發生事件或情況有變，顯示商譽可能減值，則會更頻密進行減值測試，並且按成本減累計減值虧損列賬。出售實體的損益包括與已售實體有關商譽的賬面值。

為進行減值測試，商譽已被分配至現金產生單位，並分配往預計可於業務合併得益而產生該商譽之現金產生單位或現金產生單位組別。而現金產生單位或現金產生單位組別乃就內部管理目的於監察商譽的最低層級（即經營分部）確認（附註4）。

主要會計估算

本集團會每年測試商譽是否出現任何減值。截至2021年及2020年3月31日止年度，現金產生單位的可收回金額乃根據需要使用假設的使用價值計算釐定。該計算使用基於董事批准的五年期財務預算的現金流量預測。

減值費率、關鍵假設及關鍵假設潛在變動的影響於第215頁披露。

17. GOODWILL (CONTINUED)

17. 商譽(續)

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Cost	成本	257.8	257.8
Accumulated impairment	累計減值	(257.8)	(26.3)
Carrying values	賬面值	-	231.5

The Group engages external, independent and qualified valuer to determine the value-in-use of the Group's goodwill at the end of every financial year. As at 31 March 2021, the value-in-use of the goodwill have been determined by Knight Frank Asset Appraisal Limited.

The goodwill arose in the acquisition of Hearts On Fire Company, LLC ("Hearts On Fire") included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Hearts On Fire.

The recoverable amount of the Hearts On Fire is determined based on value-in-use calculations which uses discounted future cash flow projections derived from financial forecasts covering a five-year period with cash flows beyond this period extrapolated using rates of growth not exceeding historic levels. Forecast profitability has regard to past performance and expected future changes in costs and sales. The combined effect of the COVID-19 pandemic and the current market situations have been considered in the determination of weighted average cost of capital ("WACC"). The Group's WACC at a pre-tax discount rate of 14.7% to 17.3%, post-tax discount rate of 12.3% to 13.0% (2020: pre-tax of 15.6% to 18.0%, post-tax of 13.0% to 13.5%).

Additionally, POS coverage of Hearts On Fire in Mainland China and Hong Kong, Macau and other markets is expected to scale down in the coming two years as part of brand repositioning, which reducing the amount of future cash flows from previously forecast amounts. In the opinion of directors, the benefit of synergies which arising from acquisition of Hearts On Fire is expected to be minimal in the future under the latest business plan.

As a result, the recoverable amount of goodwill is less than its carrying value, therefore the Group has recorded an impairment loss for goodwill of HK\$231.5 million during the year ended 31 March 2021 (2020: HK\$26.3 million).

本集團委聘外部、獨立及合資格估值師釐定本集團於各財政年度末的商譽使用價值。於2021年3月31日，商譽使用價值已由萊坊資產評估有限公司釐定。

收購Hearts On Fire Company, LLC (「Hearts On Fire」)產生的商譽包括與預期協同效益、收益增長、日後市場發展以及Hearts On Fire整體人手的利益相關的金額。

Hearts On Fire的可收回金額乃根據使用價值進行計算(利用來自涵蓋五年期財務預測的經貼現未來現金流量預測，超過該期的現金流量以不超過過往水平的增長率推斷)而釐定。盈利能力的預測會考慮到成本及銷售的過往表現和預期未來變動。確定加權平均資本成本時，2019冠狀病毒病疫情和現時市況的綜合影響已被考慮在內。本集團的加權平均資本成本稅前貼現率為14.7%至17.3%，稅後貼現率為12.3%至13.0% (2020年：稅前15.6%至18.0%，稅後13.0%至13.5%)。

此外，作為品牌重新定位的一部份，預計Hearts On Fire於未來兩年在中國內地和香港、澳門及其他地區的零售點覆蓋將縮小，因而減少未來現金流量的預測金額。董事預期在最新業務計劃中，因收購Hearts On Fire而產生的協同效應的益處將屬微小。

因此，商譽的可收回金額少於其賬面值，故本集團截至2021年3月31日止年度錄得商譽減值虧損231.5百萬港元(2020年：26.3百萬港元)。

18. OTHER INTANGIBLE ASSETS

18. 其他無形資產

Accounting Policy

Intangible assets other than goodwill are measured initially at cost or, if acquired in a business combination, fair value at the acquisition date. An intangible asset with a finite useful life is amortised on a straight-line basis over its useful life and carried at cost less accumulated amortisation and accumulated impairment losses.

會計政策

商譽以外的無形資產初始按成本計量，或如於業務合併中收購，則於收購日期按公允值計量。具有有限可使用年期的無形資產於其可使用年期內以直線法攤銷，並且按成本減累計攤銷及累計減值虧損列賬。

Critical Accounting Estimates

The Group reviews other intangible assets for impairment whenever events or changes in circumstances indicate that the related carrying amounts may not be recoverable. Determining whether an impairment has occurred typically requires various estimates and assumptions, for details, please refer to critical accounting estimate in note 17.

Details of impairment assessment, key assumptions and impact of possible changes in key assumptions in relation to other intangible assets of Hearts on Fire are disclosed on p.215.

主要會計估算

當有任何事件或情況變動顯示相關賬面值可能無法收回時，本集團對其他無形資產進行減值檢討。釐定有否出現減值，一般需要作出多項估計及假設，詳情請參閱附註17的主要會計估算。

就Hearts on Fire相關的其他無形資產，其關鍵假設及關鍵假設潛在變動對減值評估的影響於第215頁披露詳情。

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Cost	成本		
At 1 April and 31 March	於4月1日及3月31日	472.9	472.9
Accumulated amortisation	累計攤銷		
At 1 April	於4月1日	265.3	219.2
Amortisation provided for the year	年內攤銷撥備	49.6	46.1
At 31 March	於3月31日	314.9	265.3
Carrying values	賬面值		
At 31 March	於3月31日	158.0	207.6

The other intangible assets are amortised with useful life of 6 to 15 years.

該等其他無形資產按可使用年期6至15年攤銷。

19. JEWELLERY COLLECTIBLES

Accounting Policy

Jewellery collectibles are those unique treasures with extremely high-value and are designated not for sale.

Jewellery collectibles are classified as non-current assets at cost less accumulated impairment loss, if any. Jewellery collectibles are derecognised upon disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the profit or loss in the period in which the item is derecognised.

Critical Accounting Estimates

The jewellery collectibles are those unique treasures with extremely high-value considered by the Group and are designated not for sale. They are classified as non-current assets at cost less accumulated impairment loss, if any. In estimating the valuation of jewellery collectibles, it is the Group's policy to review the conditions of items by internal gemologist and assess the recoverable amount periodically with reference to international diamond prices and current market situation on jewellery industry. The Group's management on a regular basis reviews if there is impairment indicator and estimated the recoverable amount if necessary. The Group's management also engaged an independent professional gemologist to perform valuation and assess the conditions of items based on gemstone testing for gem-set jewellery with reference to international diamond prices, its expertise and the current market situation. As at 31 March 2021, the carrying amount of jewellery collectibles was HK\$1,520.1 million (2020: HK\$1,520.1 million). The management of the Group determined that the carrying amount of jewellery collectibles approximated its costs less accumulated impairment.

The amounts represent the aggregate cost of gem-set jewellery collectibles held by the Group which are designated not for sale. In the opinion of the directors of the Company, the recoverable amounts of the jewellery collectibles are at least equivalent to their carrying amounts as at the end of the reporting period.

19. 珠寶珍藏

會計政策

珠寶珍藏為獨一無二、價值不菲的珍藏並指定為非賣品。

珠寶珍藏按成本減累計減值虧損(如有)列賬分類為非流動資產。珠寶珍藏於出售時終止確認。終止確認資產產生的任何損益(按出售所得款項淨額與項目賬面值之差額計算)於項目終止確認之期內計入損益。

主要會計估算

本集團視珠寶珍藏為獨一無二、價值不菲的珍藏並指定為非賣品。該等珍藏按成本減累計減值虧損(如有)分類為非流動資產。對珠寶珍藏進行估值時，本集團的政策是以內部珠寶鑒定師檢討項目狀況並參照國際鑽石價格以及珠寶行業的市場現況定期評核可收回金額。本集團管理層定期檢視是否存在減值跡象以及估計可收回金額(如有需要)。此外，本集團管理層亦委聘獨立專業珠寶鑒定師以進行估值，並參照國際鑽石價格、其專業知識和現時市況，對珠寶鑲嵌首飾的寶石測試進行估值以評核珠寶珍藏的狀況。於2021年3月31日，珠寶珍藏的賬面值為1,520.1百萬港元(2020年：1,520.1百萬港元)。本集團管理層斷定該等珠寶珍藏的賬面值與成本減累計減值相若。

該款項乃指本集團持作指定為非賣品的珠寶鑲嵌首飾珍藏之總成本。本公司董事認為，珠寶珍藏的可收回金額至少等於報告期末的賬面值。

20. INVESTMENTS IN ASSOCIATES/ AMOUNTS DUE FROM ASSOCIATES

(a) Investments in associates

20. 於聯營公司之投資／應收聯營公司款項

(a) 於聯營公司之投資

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
At 1 April	於4月1日	11.7	–
Currency realignment	貨幣調整	1.7	(0.4)
Acquisition	購入	9.9	10.0
Share of profits	應佔溢利	4.6	3.5
Dividends received	已收股息	(4.1)	(1.4)
At 31 March	於3月31日	23.8	11.7

Details of the associates of the Group are as follows:

本集團的聯營公司詳情載列如下：

Name of companies 公司名稱	Place of incorporation/ establishment and principal place of operation 註冊成立／成立地點及 主要營業地點	Proportion of ownership interest held by the Group 本集團所佔擁有權 權益比例		Proportion of voting rights held by the Group 本集團所佔 投票權比例		Principal activities 主要業務
		2021	2020	2021	2020	
Beijing Wolafei Jewellery Company Limited 北京握拉菲首飾有限公司	Mainland China 中國內地	35.0%	35.0%	40.0%	40.0%	Manufacturing of jewellery products 珠寶產品生產
Group Program Limited	British Virgin Islands ("BVI") 英屬維爾京群島	40.0%	40.0%	40.0%	40.0%	Operating a customer loyalty scheme in Hong Kong and Mainland China 於香港及中國內地運作 客戶忠誠度計劃
Shenzhen Qianhai Chow Tai Fook Hong Kong Goods Centre Company Limited 深圳前海周大福港貨中心有限公司	Mainland China 中國內地	30.0%	30.0%	28.6%	28.6%	Operating a shopping complex in Mainland China 於中國內地經營購物中心
Shenzhen Yunqi Xingchen Technology Company Limited 深圳市雲啟星辰高新科技 有限責任公司	Mainland China 中國內地	10.1%	–	–	–	Data analytics platform 數據分析平台

20. INVESTMENTS IN ASSOCIATES/ AMOUNTS DUE FROM ASSOCIATES

(CONTINUED)

(a) Investments in associates (Continued)

Each individual associate does not have a significant financial impact on the Group's results and financial position. Aggregate financial information of associates that are individually immaterial is as follows:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Aggregate carrying amount of individually immaterial associates	個別不屬重大的聯營公司之賬面總值	23.8	11.7
Aggregate amounts of the Group's share of:	本集團所佔下列各項的總額：		
Profit from continuing operations	持續經營業務的溢利	4.6	3.5
Other comprehensive income	其他全面收益	1.7	(0.4)
Total comprehensive income	全面收益總額	6.3	3.1

The Group had discontinued recognising its share of losses of associates because its cumulative share of losses in the associates had exceeded the investment cost less subsequent accumulated impairment losses. The Group will not resume recognition of its share of any future profits in the associates until its share of such profits equals the cumulative share of losses not recognised in past years.

The amounts of unrecognised share of losses of the associates for the year and cumulatively, are as follows:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Unrecognised share of losses of associates	未確認應佔聯營公司虧損	18.6	17.6
Accumulated unrecognised share of losses of associates	累計未確認應佔聯營公司虧損	88.3	69.7

(b) Amounts due from associates

As at 31 March 2021, the carrying value of amounts due from associates is HK\$55.7 million (2020: HK\$57.5 million) of which HK\$40.0 million (2020: HK\$40.0 million) is unsecured, interest-free and has no fixed repayment terms and of HK\$15.7 million (2020: HK\$17.5 million) which bears interest at 4.2% per annum will be repaid to the Group by instalments until 30 September 2024.

20. 於聯營公司之投資／應收聯營公司款項(續)

(a) 於聯營公司之投資(續)

各單獨聯營公司並無對本集團的業績及財務狀況構成重大財務影響。個別不屬重大的聯營公司之財務資料合計如下：

本集團已終止確認其應佔聯營公司虧損，因為其累計應佔聯營公司虧損已超過投資成本減其後累計減值虧損。在本集團應佔聯營公司任何未來溢利等於過往年度未確認的累計應佔虧損前，本集團將不會恢復確認該等溢利。

年內及累計的未確認應佔聯營公司虧損金額如下：

(b) 應收聯營公司款項

於2021年3月31日，應收聯營公司款項的賬面值為55.7百萬港元(2020年：57.5百萬港元)，當中40.0百萬港元(2020年：40.0百萬港元)為無抵押、免息及沒有固定償還期，以及15.7百萬港元(2020年：17.5百萬港元)具有4.2%年利率及將分期償還予本集團至2024年9月30日。

21. LOAN RECEIVABLES

Loan receivables represent loans to staff and an amount due from a private entity (the "Issuer") which is principally engaged in agriculture and wholesale of pearls in Australia. Loan receivables are classified as current or non-current assets based on contractual terms and taking into account the timing of recovery as expected by the management. There was no amount due but unpaid, nor any loss allowance made against the principal amount or interest on these loans at 31 March 2021 and 2020.

All loan receivables from staff were secured over certain properties, the fair value of which exceeds the carrying amount of the related loan on an individual basis.

As at 31 March 2021, loan receivable from the Issuer has a principal amount of Australian Dollar ("AUS") 1.0 million (2020: AUS1.6 million), bears interest at 7.0% (2020: 7.0%) per annum and will be repaid to the Group by instalments until 31 January 2022.

21. 應收貸款

應收貸款指員工貸款及應收一家主要在澳洲從事珍珠培植及批發的私營實體(「發行人」)的款項。應收貸款根據合約條款及考慮管理層預期款項的可收回時間而被分類為流動或非流動資產。於2021年3月31日及2020年3月31日，概無已到期但未付的款項，亦無虧損撥備用以扣除貸款本金或利息。

全部應收員工貸款已以若干物業作抵押，而各公允值個別而言均超逾其相關貸款的賬面值。

於2021年3月31日，應收發行人貸款的本金額為1.0百萬澳元(2020年：1.6百萬澳元)、年利率為7.0%(2020年：7.0%)，並將分期償付予本集團至2022年1月31日。

Accounting Policy

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

會計政策

遞延所得稅採用負債法就資產負債之稅基與它們在綜合財務報表之賬面值兩者之短暫時差作全數撥備。然而如遞延稅項負債因初始確認為商譽而產生，則不予以確認。若遞延稅項來自交易(不包括業務合併)中對資產或負債的初步確認，而在交易時不影響會計損益或應課稅盈虧，亦不作記賬。遞延稅項採用在報告期末前已頒佈或實際頒佈之稅率(或法例)釐定，並預期在有關之遞延稅項資產實現或遞延稅項負債結算時應用。

遞延稅項資產僅在未來應課稅金額將可用於動用該等暫時差額及虧損時予以確認。

倘本公司能控制撥回暫時差額的時間及該等差異很可能不會於可見將來撥回，則不會就境外業務投資賬面值與稅基之間的暫時差額確認遞延稅項負債及資產。

當有可依法強制執行的權利將即期稅項資產與負債抵銷，而遞延稅項結餘與同一稅務機構相關時，則可將遞延稅項資產與負債抵銷。當實體有可依法強制執行抵銷權利且有意按淨額基準結算或同時變現資產及清償負債時，則即期稅項資產與稅項負債抵銷。

即期及遞延稅項將於損益中確認，如與該稅項有關之項目直接於其他全面收益或權益中確認，則該等相關稅項分別於其他全面收益或直接在權益中確認。

22. DEFERRED TAXATION (CONTINUED)

The followings are the major deferred tax (assets)/liabilities recognised by the Group and movements thereon during the current and prior years:

22. 遞延稅項(續)

以下為於本年度及過往年度本集團已確認主要遞延稅項(資產)/負債以及有關變動:

		Withholding tax on undistributed profits of subsidiaries in Mainland China 中國內地附屬公司未分派溢利之預扣稅 HK\$ million 百萬港元	Unrealised profit on inventories 存貨之未變現溢利 HK\$ million 百萬港元	Amortisation and depreciation (deferred tax assets) 攤銷及折舊(遞延稅項資產) HK\$ million 百萬港元	Amortisation and depreciation (deferred tax liabilities) 攤銷及折舊(遞延稅項負債) HK\$ million 百萬港元	Unrealised fair value change of gold loans in Mainland China 中國內地黃金借貸之未變現公允價值變動 HK\$ million 百萬港元	Tax losses 稅項虧損 HK\$ million 百萬港元	Others (deferred tax assets) 其他(遞延稅項資產) HK\$ million 百萬港元	Others (deferred tax liabilities) 其他(遞延稅項負債) HK\$ million 百萬港元	Total 總計 HK\$ million 百萬港元
At 1 April 2019	於2019年4月1日	400.3	(280.3)	(50.9)	-	(0.2)	(16.3)	(95.8)	56.1	12.9
Currency realignment	貨幣調整	(25.0)	6.4	0.3	(3.2)	4.2	-	5.8	(1.9)	(13.4)
Charge/(credit) to profit or loss (note 11)	扣除/(計入)損益(附註11)	228.0*	27.2	(25.1)	118.8	(154.9)	9.1	0.4	(54.2)	149.3
Utilised during the year	年內使用	(213.8)	-	-	-	-	-	-	-	(213.8)
At 31 March 2020	於2020年3月31日	389.5	(246.7)	(75.7)	115.6	(150.9)	(7.2)	(89.6)	-	(65.0)
Currency realignment	貨幣調整	35.8	(8.3)	(0.4)	9.9	(4.2)	-	(9.0)	0.8	24.6
Charge/(credit) to profit or loss (note 11)	扣除/(計入)損益(附註11)	263.6*	100.4	(49.8)	17.0	215.8	7.0	(47.0)	19.4	526.4
Utilised during the year	年內使用	(148.3)	-	-	-	-	-	-	-	(148.3)
At 31 March 2021	於2021年3月31日	540.6	(154.6)	(125.9)	142.5	60.7	(0.2)	(145.6)	20.2	337.7

* Under the EIT Law of PRC, a 10% withholding tax is imposed on dividends declared to foreign investors in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards.

Pursuant to approvals from the relevant PRC government obtained by certain subsidiaries of the Group and reassessment of dividend distribution plan, certain of these subsidiaries should be entitled to a withholding tax at the rate of 5% for dividend payments.

* 根據中國企業所得稅法，自2008年1月1日起，凡就中國的附屬公司賺取的溢利向境外投資者宣派股息，均須徵收10%之預扣稅。

按照本集團若干附屬公司取得中國有關政府的批准及重估股息分派計劃，若干該等附屬公司應有權以優惠稅率5%繳納派付股息之預扣稅。

The following is the analysis of the deferred tax balances for financial reporting purposes:

以下為就財務報告用途所作出遞延稅項結餘分析:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Deferred tax assets	遞延稅項資產	(426.3)	(570.1)
Deferred tax liabilities	遞延稅項負債	764.0	505.1
		337.7	(65.0)

23. INVENTORIES

Accounting Policy

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost is calculated using specific identification basis for gem-set jewellery, platinum and k-gold jewellery (finished goods) and watches; and weighted average for other inventories. Costs of purchased inventory are determined after deducting rebates and discounts. 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.

Critical Accounting Estimates

Inventories are stated at the lower of cost and net realisable value. Net realisable value of inventories is based on estimated selling prices less any estimated costs to be incurred to completion and disposal. It is the Group's policy to review the net realisable value of inventories periodically with reference to current market situation and conditions of the items. The assessment of net realisable value of inventories was based on economic conditions, marketability of products and the forecast market price of gold, platinum and gemstones used to make the jewellery products. The Group's management also engaged an independent professional gemmologist to perform valuation and assess conditions of certain items based on gemstone testing for gem-set jewellery with reference to international diamond prices, its expertise and the current market situation. The Group reassessed the estimation at the end of each reporting period. As at 31 March 2021, the carrying amount of inventories was HK\$43,011.4 million (net of allowances of HK\$156.2 million) (2020: carrying amount of HK\$42,538.4 million (net of allowances of HK\$132.0 million)). Recognition of allowances on inventories of HK\$21.5 million (2020: utilisation of HK\$24.1 million) were recognised in consolidated statement of profit or loss during the year ended 31 March 2021.

23. 存貨

會計政策

存貨以成本及可變現淨值兩者中的較低者入賬。成本包括直接原料、直接勞工及適當比例的浮動及固定間接開銷(後者即按正常營運能力分配)。就珠寶鑲嵌首飾、鉑金及K金首飾(製成品)及鐘錶而言,成本採用特定識別基準計算,而其他存貨則利用加權平均法計算。購買存貨之成本經扣除回扣及折扣後釐定。可變現淨值按一般業務過程中估計的銷售價格減去所有尚需投入的估計完成成本及估計銷售費用計算。

主要會計估算

存貨按成本與可變現淨值兩者中之較低者列賬。存貨之可變現淨值乃根據估計售價減完成及出售將予產生之任何估計成本而計算。本集團的政策為參照現時市況及項目狀況以定期檢討存貨可變現淨值。存貨可變現淨值的評估以經濟狀況、產品受歡迎程度及用於製造珠寶產品的黃金、鉑金及寶石的市場價值預測為基礎。此外,本集團管理層亦委聘獨立專業珠寶鑒定師以進行估值,並參照國際鑽石價格、其專業知識和現時市況,對珠寶鑲嵌首飾的寶石測試進行估值以評核若干存貨的狀況。本集團於各報告期末重新評核估算結果。於2021年3月31日,存貨的賬面值為43,011.4百萬港元(扣減撥備156.2百萬港元)(2020年:賬面值42,538.4百萬港元(扣減撥備132.0百萬港元))。截至2021年3月31日止年度於綜合損益表內確認的存貨撥備為21.5百萬港元(2020年:使用24.1百萬港元)。

23. INVENTORIES (CONTINUED)

23. 存貨(續)

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Raw materials for:	生產以下產品的原材料：		
Gem-set, Platinum and K-gold jewellery	珠寶鑲嵌、鉑金及K金首飾	7,627.5	7,252.3
Gold jewellery and products	黃金首飾及產品	3,017.5	2,114.6
		10,645.0	9,366.9
Finished goods:	製成品：		
Gem-set, Platinum and K-gold jewellery	珠寶鑲嵌、鉑金及K金首飾	16,004.1	16,374.2
Gold jewellery and products	黃金首飾及產品	14,376.9	14,963.6
Watches	鐘錶	1,765.5	1,638.7
		32,146.5	32,976.5
Packaging materials	包裝物料	219.9	195.0
		43,011.4	42,538.4

Inventories recognised as cost of goods sold during the year ended 31 March 2021 amounted to HK\$48,702.8 million (2020: HK\$38,333.7 million).

Write-downs of inventories to net realisable value amounted to HK\$21.5 million (2020: utilised HK\$24.1 million). These were recognised in cost of goods sold during the year ended 31 March 2021 and 2020 in the consolidated statement of profit or loss.

截至2021年3月31日止年度確認為銷售成本的存貨為48,702.8百萬港元(2020年：38,333.7百萬港元)。

存貨撇減21.5百萬港元至可變現淨值(2020年：使用24.1百萬港元)。該等款項於截至2021年及2020年3月31日止年度綜合損益表確認為銷售成本。

24. TRADE AND OTHER RECEIVABLES

24. 貿易及其他應收款項

Accounting Policy

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement between 30 and 180 days and therefore all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See below for further information about the Group's accounting for trade receivables and note 34 for a description of the Group's impairment policies.

會計政策

貿易應收款項指就於一般業務過程中出售貨品或提供服務而應收客戶之款項。貿易應收款項一般於30日至180日之間結付，因此全部分類為即期。

貿易應收款項最初按無條件代價確認，除非當中包含重大融資部份，則按公允值確認。本集團持有貿易應收款項的目的為收取合約現金流量，因此其後以實際利率法按攤銷成本計算。有關本集團貿易應收款項之會計處理的進一步資料，請參閱以下，以及有關本集團減值政策的說明，請參閱附註34。

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Trade receivables	貿易應收款項	4,580.6	2,744.8
Less: Loss allowance	減：虧損撥備	(221.2)	(61.0)
		4,359.4	2,683.8
Prepayments to suppliers	向供應商預付款項	213.2	355.9
Deposits	已付按金	257.0	285.2
Other tax recoverables	其他可收回稅項	1,287.8	1,911.3
Others	其他	63.0	104.6
		6,180.4	5,340.8

24. TRADE AND OTHER RECEIVABLES

(CONTINUED)

As at 31 March 2021, trade receivables of HK\$51.9 million (2020: HK\$45.6 million) are due from entities in which certain directors of the Company, who are also shareholders of the Company, have beneficial interests in those entities.

The Group's sales to retail customers are mainly cash sales and credit card sales. Sales to certain customers are on credit with credit period up to 6 months. For sales through concessionaire counters, the Group usually allows 30 days credit period to these receivables.

The following is an aged analysis of trade receivables presented based on the invoice dates at the end of the reporting period:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
0 to 30 days	0至30日	4,380.6	2,206.8
31 to 90 days	31至90日	79.7	382.4
91 to 180 days	91至180日	22.2	54.2
Over 180 days	180日以上	98.1	101.4
		4,580.6	2,744.8

As at 31 March 2021, included in the trade receivable balances are receivables of HK\$487.3 million (2020: HK\$682.3 million) carrying a fixed interest rate ranging from 7.8% to 9.4% (2020: 7.4% to 9.4%) per annum.

The Group applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

In determining the recoverability of the trade receivables, the Group monitors change in the credit quality of the trade receivables since the credit was granted and up to the reporting date.

During the year ended 31 March 2021, a loss allowance of HK\$149.7 million is recognised (2020: HK\$3.2 million was written back) based on expected credit loss. Information about the impairment of trade receivables and the Group's exposure to credit risk are set out in note 34.

24. 貿易及其他應收款項(續)

於2021年3月31日，貿易應收款項51.9百萬港元(2020年：45.6百萬港元)來自本公司若干董事(亦為本公司股東)持有實益權益之實體。

本集團對零售顧客的銷售以現金銷售及信用卡銷售為主，而向若干顧客的銷售則以除銷形式，信貸期最多為6個月。就專櫃的銷售而言，本集團一般就該等應收款項給予30日的信貸期。

以下為根據發票日期呈列，於報告期末的貿易應收款項的賬齡分析：

於2021年3月31日，貿易應收款項結餘包含487.3百萬港元(2020年：682.3百萬港元)的應收款項，附帶介乎7.8%至9.4%(2020年：7.4%至9.4%)的固定年利率。

本集團應用國際財務報告準則第9號簡化方法計量預期信貸虧損，就所有貿易應收款項應用全期預期虧損撥備。

於釐定貿易應收款項的可收回程度時，本集團監察自授出信貸起直至報告日有關貿易應收款項信貸質素的變動。

截至2021年3月31日止年度，149.7百萬港元(2020年：撥回3.2百萬港元)的虧損撥備乃根據預期信貸虧損而確認。有關貿易應收款項減值的資料及本集團所承擔的信貸風險載於附註34。

25. CASH AND CASH EQUIVALENTS

Accounting Policy

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

During the year ended 31 March 2021, the bank deposits carry interest at the prevailing market rate ranging from 0.01% to 4.00% (2020: 0.01% to 5.50%) per annum.

As at 31 March 2021, the Group's cash and cash equivalents denominated in RMB were HK\$3,362.0 million (2020: HK\$3,271.8 million) in which HK\$366.4 million (2020: HK\$1,192.0 million) were held by entities in Hong Kong. The RMB is not freely convertible into other currencies, however, under the PRC's Foreign Exchange Control Regulations in Mainland China and the Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through authorised banks to conduct business in foreign currency.

25. 現金及現金等價物

會計政策

就呈列現金流量表而言，現金及現金等價物包括手頭現金、於財務機構的活期存款、其他短期、高流動投資（原到期日為三個月或以下及可隨時轉換為已知金額的現金且所承受價值變動風險不大）。

截至2021年3月31日止年度，銀行存款按當時市場年利率介乎0.01%至4.00%（2020年：介乎0.01%至5.50%）計息。

於2021年3月31日，本集團按人民幣列值的現金及現金等價物為3,362.0百萬港元（2020年：3,271.8百萬港元），當中366.4百萬港元（2020年：1,192.0百萬港元）由香港實體持有。人民幣並不可自由兌換為其他貨幣；然而，根據於中國內地的中國外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過特許銀行進行外幣業務，將人民幣兌換為外幣。

26. TRADE AND OTHER PAYABLES

26. 貿易及其他應付款項

Accounting Policy

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid between 7 and 180 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

會計政策

該等金額指財政年度結束前就已提供予本集團的貨品及服務的未償付負債。該等金額為無抵押，通常自確認當日起7天至180天內支付。貿易及其他應付款項呈列為流動負債，除非付款並非於報告期後12個月內到期。其最初按其公允值確認及其後使用實際利息法按攤銷成本計量。

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Trade payables	貿易應付款項	819.4	253.4
Contract liabilities	合約負債	1,773.2	1,245.5
Deposits received from franchisees and customers	自加盟商及顧客收取的按金	12,798.8	9,475.4
Accruals	應計費用	561.4	644.0
Accrued staff costs	應計員工成本	640.7	411.3
Other tax payables	其他應付稅項	500.4	192.7
Interest payables	應付利息	47.8	12.5
Others	其他	98.3	195.2
		17,240.0	12,430.0

Deposits received from franchisees and customers mainly represent deposits made by franchisees in Mainland China for the consigned products. The amounts are unsecured and interest-free.

自加盟商及顧客收取的按金主要指中國內地加盟商接收寄售產品時所支付之按金。該款項為無抵押及免息。

26. TRADE AND OTHER PAYABLES (CONTINUED)

The Group normally receives credit terms of 7 to 180 days from its suppliers. The following is an aged analysis of trade payables presented based on the invoice date at the end of each reporting period:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
0 to 30 days	0至30日	800.6	200.7
31 to 90 days	31至90日	12.0	36.9
91 to 180 days	91至180日	0.4	12.6
Over 180 days	180日以上	6.4	3.2
		819.4	253.4

The Group has recognised the following liabilities related to contracts with customers:

本集團已確認下列有關顧客合約的負債：

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Contract liabilities:	合約負債：		
Customer loyalty programme	客戶忠誠度計劃	249.1	174.0
Receipts in advance	預收款項	1,524.1	1,071.5
		1,773.2	1,245.5

The following table shows the amount of unsatisfied performance obligations:

下表載列未達成履約責任金額：

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Expected to be recognised within one year	預期於一年內確認	1,398.5	976.4
Expected to be recognised after one year	預期於一年後確認	374.7	269.1
		1,773.2	1,245.5

The following table shows the amount of the revenue recognised in the current reporting period relating to contract liabilities at the beginning of the year and the amount relating to performance obligations that were satisfied in previous years:

下表載列與年初合約負債有關本報告期確認的營業額金額以及於過往年度已達成的履約責任之金額：

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Revenue recognised that was included in the contract liabilities at the beginning of the year:	計入年初合約負債已確認營業額：		
— Customer loyalty programme	— 客戶忠誠度計劃	173.0	179.9
— Receipts in advance	— 預收款項	754.1	806.6
		927.1	986.5

27. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES

The balances are unsecured, interest-free and repayable on demand.

28. BANK BORROWINGS

Accounting Policy

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

27. 應付附屬公司非控股股東款項

結餘為無抵押、免息及按要求可予償還。

28. 銀行貸款

會計政策

借款最初乃按公允值(扣除已產生的交易成本)確認。借款其後按攤銷成本計量,如扣除交易成本之後的所得款項及贖回金額出現差額,則於借款期內以實際利率法於損益內確認。在貸款很有可能部份或全部提取的情況下,就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下,該費用將遞延至提取貸款發生時。在並無跡象顯示該貸款很有可能部份或全部提取的情況下,該費用撥充資本作為流動資金服務的預付款項,並於其相關融資期間內予以攤銷。

當合約中規定的責任解除、取消或屆滿時,借貸從綜合財務狀況表中剔除。已消除或轉讓給另一方的金融負債的賬面值與已支付代價(包括已轉讓的任何非現金資產或所承擔的負債)之間的差額,在損益中確認為融資成本。

借款分類為流動負債,惟本集團擁有無條件權利可將負債之清償延遲至報告期後最少十二個月則除外。

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Unsecured bank loans	無抵押銀行貸款		
The carrying amounts are repayable*	賬面值按下列期限償還*：		
Within one year	一年內	4,619.0	10,533.0
More than one year, but not exceeding two years	一年以上,但不超過兩年	1,798.9	597.6
More than two years, but not exceeding five years	兩年以上,但不超過五年	—	299.9
		6,417.9	11,430.5

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

* 到期款項乃以貸款協議所載計劃還款日期為依據。

The bank borrowings carry variable interest rates ranging from 0.6% to 0.9% (2020: 0.6% to 0.9%) over Hong Kong Interbank Offered Rate ("HIBOR") per annum.

銀行貸款按浮動年利率計息,年利率為香港銀行同業拆息加介乎0.6%至0.9%(2020年:0.6%至0.9%)。

28. BANK BORROWINGS (CONTINUED)

As at 31 March 2021, the range of interest rates on the bank borrowings were 0.8% to 1.0% (2020: 1.8% to 3.9%) per annum.

The carrying amounts of the bank borrowings are denominated in the following currency:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
HK\$	港元	6,417.9	11,430.5

29. GOLD LOANS

Accounting Policy

Gold loans to be repaid by cash are designated as financial liabilities at fair value through profit or loss as the gold loans form part of a contract containing one or more embedded derivatives. Gold loans to be repaid by physical gold are classified as liabilities at fair value through profit or loss.

Gain or losses on gold loans are recognised in the consolidated statement of profit or loss, except for the gains or losses arising from the Group's own credit risk relating financial liabilities at fair value through profit or loss which are presented in other comprehensive income with no subsequent reclassification to the consolidated statement of profit or loss. The net fair value gain or loss recognised in the consolidated statement of profit or loss does not include any interest charged on these liabilities.

Gold loans are borrowed to reduce the impact of fluctuations in gold prices on gold inventories. The amounts represent borrowing from banks and the amounts payable are pegged to gold prices.

28. 銀行貸款(續)

於2021年3月31日，有關銀行貸款的年利率介乎0.8%至1.0%（2020年：1.8%至3.9%）。

銀行貸款賬面值以以下貨幣計值：

29. 黃金借貸

會計政策

將以現金償還的黃金借貸屬於按公允值計入損益的金融負債，因為黃金借貸組成包含一個或多個嵌入式衍生工具之合約部份。將以實體黃金償還的黃金借貸分類為按公允值計入損益的負債。

黃金借貸的收益或虧損於綜合損益表內確認，惟該等按公允值計入損益的金融負債因本集團自身信貸風險產生的收益或虧損則計入其他全面收益呈列，且不會重新分類至綜合損益表。於綜合損益表確認的公允值收益或虧損淨額並不包括任何扣除此等負債的利息。

借取黃金借貸目的在於減低黃金存貨受黃金價格波動的影響。該款項乃指銀行貸款，而應付款項與黃金價格掛鈎。

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Financial liabilities at fair value through profit or loss	按公允值計入損益的金融負債		
Gold loans to be repaid by cash	將以現金償還的黃金借貸	2,432.7	3,067.7
Liabilities at fair value through profit or loss	按公允值計入損益的負債		
Gold loans to be repaid by physical gold	將以實體黃金償還的黃金借貸	3,292.7	8,212.7
		5,725.4	11,280.4

29. GOLD LOANS (CONTINUED)

As at 31 March 2021, the gold loans carried fixed interest rates of 0.8% to 2.1% (2020: 0.7% to 2.3%) per annum, with original maturity of 1 to 7 months (2020: 1 to 6 months) from date of inception.

The fair value of the gold loans are denominated in the following currencies:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
US\$	美元	2,432.7	3,067.7
RMB	人民幣	3,292.7	8,212.7
		5,725.4	11,280.4

29. 黃金借貸(續)

於2021年3月31日，黃金借貸按年利率0.8%至2.1%（2020年：0.7%至2.3%）的固定利率計息，原到期日為授出日起1至7個月（2020年：1至6個月）。

黃金借貸公允值按以下貨幣列值：

30. SHARE CAPITAL

Accounting Policy

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

30. 股本

會計政策

普通股乃分類為權益。直接由發行新股或購股權引致之新增成本在權益中列為所得款項之減少（扣除稅項）。

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Authorised: 50,000,000,000 ordinary shares of HK\$1 each	法定： 50,000,000,000 股每股面值 1 港元之普通股	50,000.0	50,000.0
Issued and fully paid: 10,000,000,000 ordinary shares of HK\$1 each	已發行及繳足： 10,000,000,000 股每股面值 1 港元之普通股	10,000.0	10,000.0

There was no change in the Company's authorised, issued and fully paid capital in both years.

兩個年度內，本公司之法定、已發行及繳足股本概無改變。

31. LEASE COMMITMENTS

The Group as lessee

The Group mainly leases various retail stores, offices and warehouses under non-cancellable operating leases expiring within six months to five years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Minimum lease payments under non-cancellable operating leases of rented premises not recognised in the financial statements are as follows:	未於財務報表確認有關出租物業根據不可撤銷經營租賃的最低租賃付款如下：		
Within one year	一年內	101.3	61.7
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	-	0.3
		101.3	62.0

The Group as lessor

The investment properties are leased to tenants under leases with rentals payable monthly. For details of the leasing arrangements, refer to note 16.

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Minimum lease payments receivable on leases of investment properties are as follows:	租賃投資物業的最低應收租賃付款如下：		
Within one year	一年內	12.4	12.5
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	-	12.4
		12.4	24.9

31. 租賃承擔

本集團作為承租人

本集團根據不可撤銷的經營租賃主要租賃多項零售店、辦公室及倉庫，租期於六個月至五年間屆滿。該等租賃有不同的條款、加租條款及重續權。續租時，租賃條款會重新磋商。

本集團作為出租人

投資物業根據租賃出租予租戶，每月可收取租金。有關租賃安排的詳情，請參閱附註16。

32. CAPITAL COMMITMENTS

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Capital expenditure contracted but not provided for the acquisition of property, plant and equipment	就收購物業、廠房及設備已訂約但未撥備的資本開支	132.4	173.2

32. 資本承擔

33. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the group entities will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of bank borrowings, gold loans and equity attributable to shareholders of the Company, comprising share capital, reserves and retained profits as disclosed in the consolidated financial statements.

The management of the Group reviews the capital structure regularly. The Group considers the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through the payment of dividends, new share issues as well as the raising of bank borrowings and gold loans.

34. FINANCIAL INSTRUMENTS

Accounting Policy

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income ("OCI") or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

Debt investments are reclassified when and only when the Group's business model for managing those assets changes.

33. 資本風險管理

本集團管理資本旨在確保集團實體可持續經營，並透過維持債務與權益的最佳平衡而為股東提供最大回報。

本集團的資本架構包括銀行貸款、黃金借貸和本公司股東應佔股權(包括綜合財務報表所披露之股本、儲備及保留溢利)。

本集團管理層定期檢討資本架構。本集團會考慮資本成本及各類資本相關的風險，亦透過派付股息、發行新股、籌集銀行貸款及黃金借貸平衡本集團整體資本架構。

34. 金融工具

會計政策

(a) 分類

本集團將其金融資產分類為以下各類：

- 其後按公允值計入其他全面收益或損益的金融資產；及
- 以攤銷成本計量的金融資產。

該分類取決於實體管理金融資產的業務模式以及現金流量的合約條款。

對於以公允值計量的金融資產，其收益和虧損計入損益或其他全面收益。對於非持作買賣的股權工具投資，這將取決於本集團在初始確認時是否已作出不可撤銷的選擇將按公允值計入其他全面收益的權益投資入賬。

債務投資僅當本集團管理該等資產的業務模式發生變化時，才會進行重新分類。

Accounting Policy (Continued)**(b) Recognition and derecognition**

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established. Changes in the fair value of financial assets at FVPL are recognised in other gains and losses in the consolidated statement of profit or loss as applicable.

會計政策 (續)**(b) 確認及終止確認**

金融資產的定期購入及出售，均於交易日（即本集團承諾購入或出售該資產當日）確認入賬。當本集團從該等金融資產收取現金流量的權利已到期或已被轉讓，及本集團已將擁有權帶來的絕大部份風險和回報轉移，則會終止確認該等金融資產。

(c) 計量

於初始確認時，本集團按金融資產的公允值外加（倘為並非按公允值計入損益的金融資產）直接歸屬於收購該金融資產的交易成本計量。按公允值計入損益的金融資產交易成本於損益支銷。

權益工具

本集團以公允值對所有權益工具投資進行後續計量。如果本集團管理層選擇將權益投資的公允值收益和虧損計入其他全面收益，則當終止確認該項投資時，其後不會將公允值收益和虧損重新分類至損益。當本集團已確立收取股息的權利時，該等投資的股息繼續作為其他收入而計入損益。按公允值計入損益的金融資產之公允值變動於綜合損益表的其他收益及虧損確認（如適用）。

Accounting Policy (Continued)**(c) Measurement (Continued)****Debt instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains and losses together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of profit or loss.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains and losses. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses are presented as separate line item in the statement of profit or loss.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains and losses in the period in which it arises.

會計政策(續)**(c) 計量(續)****債務工具**

債務工具投資的後續計量取決於本集團管理該資產的業務模式以及該資產的現金流量特徵。本集團將債務工具分為以下三種計量類別：

- **以攤銷成本計量：**對於持有以收取合同現金流量的資產，如果合同現金流量僅代表對本金和利息的支付，則該資產以攤銷成本計量。該等金融資產的利息收入以實際利率法計算，計入財務收入。終止確認時產生的利得或損失直接於損益確認，並與匯兌收益和虧損一同列示在其他收益及虧損淨額中。減值虧損於綜合損益表內作單獨項目列示。
- **按公允值計入其他全面收益：**對於持有以收取合同現金流量及出售的金融資產，如果該資產的現金流量僅代表對本金和利息的支付，則該資產被分類為按公允值計入其他全面收益。除減值虧損或收益、利息收入以及外幣兌換收益和虧損於損益確認，賬面價值的變動計入其他全面收益。該等金融資產終止確認時，之前計入其他全面收益的累計收益或虧損從權益重新分類至損益，並於其他收益及虧損確認。該等金融資產的利息收入用實際利率法計入財務收入。外匯損益於其他損益內呈列，減值開支於損益表內單獨項目內呈列。
- **按公允值計入損益：**不符合以攤銷成本計量或按公允值計入其他全面收益標準的金融資產，則按公允值計入損益計量。對於後續按公允值計入損益的債務工具投資，其利得或損失計入損益，並於產生期間以淨值在其他收益及虧損中列示。

Accounting Policy (Continued)**(d) Impairment**

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires lifetime expected credit losses to be recognised from initial recognition of the receivables.

For all other financial assets measured at amortised cost, the Group recognises a loss allowance equal to 12-month expected credit loss 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 expected credit losses.

When there is a significant increase in credit risk or the proceeds receivables are not settled in accordance with the terms stipulated in the agreements, management considers these receivables as underperforming or non-performing and impairment is measured as lifetime expected credit loss.

會計政策 (續)**(d) 減值**

本集團按前瞻性基準評估以攤銷成本及按公允值計入其他全面收益列賬的債務工具的預期信貸虧損。減值方法取決於其信貸風險是否顯著增加。

對於貿易應收款項，本集團採用國際財務報告準則第9號允許的簡化方法，在初始確認應收款項時確認全期預期信貸虧損。

就所有其他以攤銷成本計量的金融資產而言，本集團確認相等於12個月預期信貸虧損的虧損撥備，除非金融工具的信貸風險自初始確認起顯著增加，在此情況下虧損撥備會以相等於全期預期信貸虧損的金額計量。

當信貸風險顯著增加或應收所得款項並非根據協議訂明的條款結付，管理層認為此等應收款項為履約不足或未能履約，會以全期預期信貸虧損計量減值。

34. FINANCIAL INSTRUMENTS (CONTINUED)

The Group holds the following financial instruments:

Categories of financial instruments

		Financial assets/ (liabilities) at amortised cost 按攤銷成本計量的 金融資產/(負債) HK\$ million 百萬港元	Financial assets/ (liabilities) at fair value 按公允值計量的 金融資產/(負債) HK\$ million 百萬港元	Total 總計 HK\$ million 百萬港元
As 31 March 2021	於2021年3月31日			
Financial assets	金融資產			
Financial assets at fair value through profit and loss	按公允值計入損益的金融資產	-	22.0	22.0
Amounts due from associates	應收聯營公司款項	55.7	-	55.7
Loan receivables	應收貸款	20.7	-	20.7
Deposits	已付按金	181.4	-	181.4
Trade and other receivables	貿易及其他應收款項	4,679.4	-	4,679.4
Cash and cash equivalents	現金及現金等價物	6,031.9	-	6,031.9
Total financial assets	金融資產總值	10,969.1	22.0	10,991.1
Financial liabilities	金融負債			
Trade and other payables	貿易及其他應付款項	(965.5)	-	(965.5)
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項	(66.0)	-	(66.0)
Bank borrowings	銀行貸款	(6,417.9)	-	(6,417.9)
Gold loans to be repaid by cash	將以現金償還的黃金借貸	-	(2,432.7)	(2,432.7)
Lease liabilities	租賃負債	(1,496.0)	-	(1,496.0)
Total financial liabilities	金融負債總值	(8,945.4)	(2,432.7)	(11,378.1)

		Financial assets/ (liabilities) at amortised cost 按攤銷成本計量的 金融資產/(負債) HK\$ million 百萬港元	Financial assets/ (liabilities) at fair value 按公允值計量的 金融資產/(負債) HK\$ million 百萬港元	Total 總計 HK\$ million 百萬港元
As 31 March 2020	於2020年3月31日			
Financial assets	金融資產			
Financial assets at fair value through profit and loss	按公允值計入損益的金融資產	-	21.0	21.0
Amounts due from associates	應收聯營公司款項	57.5	-	57.5
Loan receivables	應收貸款	23.5	-	23.5
Deposits	已付按金	188.6	-	188.6
Trade and other receivables	貿易及其他應收款項	3,073.6	-	3,073.6
Cash and cash equivalents	現金及現金等價物	7,219.2	-	7,219.2
Total financial assets	金融資產總值	10,562.4	21.0	10,583.4
Financial liabilities	金融負債			
Trade and other payables	貿易及其他應付款項	(461.1)	-	(461.1)
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項	(97.9)	-	(97.9)
Bank borrowings	銀行貸款	(11,430.5)	-	(11,430.5)
Gold loans to be repaid by cash	將以現金償還的黃金借貸	-	(3,067.7)	(3,067.7)
Lease liabilities	租賃負債	(1,797.1)	-	(1,797.1)
Total financial liabilities	金融負債總值	(13,786.6)	(3,067.7)	(16,854.3)

34. 金融工具(續)

本集團持有以下金融工具：

金融工具類別

34. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVPL, amounts due from associates, loan receivables, trade and other receivables, deposits, cash and cash equivalents, trade and other payables, amounts due to non-controlling shareholders of subsidiaries, bank borrowings, gold loans to be repaid by cash and lease liabilities. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (interest rate risk, currency risk and commodity price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate loan receivables, certain trade receivables, gold loans and lease liabilities. The Group currently does not have any instruments to hedge against the fair value interest rate risk.

Also, the Group is exposed to cash flow interest rate risk through the impact of rate changes on interest bearing financial assets and liabilities, mainly bank balances and bank borrowings at variable interest rates. The Group currently does not have an interest rate hedging policy. However, the management will consider hedging significant interest rate risk should the need arise.

In the opinion of the directors of the Company, the cash flow interest rate risk is considered insignificant and therefore no sensitivity analysis is presented.

34. 金融工具(續)

金融風險管理目標及政策

本集團的主要金融工具包括按公允值計入損益的金融資產、應收聯營公司款項、應收貸款、貿易及其他應收款項、已付按金、現金及現金等價物、貿易及其他應付款項、應付附屬公司非控股股東款項、銀行貸款、將以現金償還的黃金借貸及租賃負債。該等金融工具詳情於各附註披露。該等金融工具之相關風險包括市場風險(利率風險、貨幣風險及商品價格風險)、信貸風險及流動資金風險。如何減輕該等風險的政策載於下文。管理層管理及監控該等風險以確保及時有效地實施適當措施。

市場風險

利率風險

本集團須就應收固定利率貸款、若干貿易應收款項、黃金借貸及租賃負債承擔公允值利率風險。本集團現在並無任何工具就公允值利率風險進行對沖。

此外，本集團因計息金融資產及負債(主要為銀行結餘和按浮動利率計息的銀行貸款)利率變動的影響而面對現金流量利率風險。本集團目前概無利率對沖政策。然而，管理層將於需要時考慮對沖重大利率風險。

由於本公司董事認為現金流量利率風險並不重大，故此並無呈列敏感度分析。

34. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk

Certain Group entities have sales and purchases which are denominated in currency other than their respective functional currencies, which expose the Group to foreign currency risk. In the opinion of the directors of the Company, the foreign currency risk is insignificant considering the related sales and purchases to the total sales and purchases of the Group. The majority of the Group's foreign currency denominated monetary items are cash and cash equivalents denominated in RMB, which are held by Group entities whose functional currencies are not RMB, with carrying amounts of HK\$366.4 million (2020: HK\$1,192.0 million). In addition, certain Group entities whose functional currency is HK\$, have intra-group advances to their subsidiaries, denominated in RMB.

The Group mainly exposes to currency of United States dollars ("US\$") and RMB, which are arising from relevant Group entities' foreign currency denominated monetary assets and liabilities for the Group's operating activities.

The Group currently does not have a foreign currency hedging policy to eliminate the currency exposures. However, the management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposures should the need arise. As at 31 March 2021, if the exchange rate of RMB had been 2% appreciated or depreciated against HK\$, the Group's profit after taxation for the year would increase or decrease by HK\$136.7 million (2020: HK\$65.8 million) and the Group's exchange reserve would increase or decrease by HK\$353.4 million (2020: HK\$289.0 million) for the year.

In the opinion of the directors of the Company, the currency risk of US\$ is considered insignificant.

Commodity price risk

The Group is engaged in the sales of jewellery including gold products. The gold market is influenced by global as well as regional supply and demand conditions. A significant decline in prices of gold could adversely affect the Group's financial performance. In order to reduce the commodity price risk, the Group uses gold loans to reduce its exposure to fluctuations in the gold price on gold inventory. Should the gold price go up, the Group would charge a loss representing the increase in gold price compared to the contract price, and largely net against the increase in revenue of gold products as a result of gold price increase. Gold loans are settled at maturity which is usually in 1 to 7 months (2020: 1 to 6 months) from date of inception and any fair value change is immediately recognised in profit or loss.

34. 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

貨幣風險

若干集團實體之銷售及採購以各自功能貨幣以外的貨幣計值，本集團因此面臨外幣風險。經考慮相關銷售及採購佔本集團銷售及採購總額的比例，本公司董事認為該等外幣風險並不重大。本集團大部份以外幣計值的貨幣項目為以人民幣計值的現金及現金等價物（由功能貨幣並非人民幣的集團實體持有），其賬面值為366.4百萬港元（2020年：1,192.0百萬港元）。此外，若干以港元為功能貨幣之集團實體，有以人民幣計值，向其附屬公司提供的集團內公司墊款。

本集團的經營活動所用相關集團實體以外幣計值的貨幣資產與負債令本集團主要面臨美元及人民幣之貨幣風險。

本集團現時並無就撇除貨幣風險設定外幣對沖政策。然而，管理層會密切監察相關的外幣風險，需要時將考慮對沖重大的外幣風險。於2021年3月31日，倘人民幣兌港元的匯率升值或貶值2%，本集團的年度除稅後溢利將增加或減少136.7百萬港元（2020年：65.8百萬港元），而本集團的年度外匯儲備將增加或減少353.4百萬港元（2020年：289.0百萬港元）。

本公司董事認為美元的貨幣風險並不重大。

商品價格風險

本集團從事包括黃金產品等的珠寶銷售業務。黃金市場受全球以及地區供求狀況影響。黃金價格大幅下跌可對本集團之財務表現造成不利影響。為減低商品價格風險，本集團使用黃金借貸減低黃金價格波動對黃金存貨帶來之風險。倘黃金價格上升，本集團將列支之虧損相當於黃金價格相較合約價之升幅，其中大部份為因黃金價格上升導致的黃金產品營業額增加所抵銷。黃金借貸於屆滿時結算，而期限通常自其開始日起計1至7個月（2020年：1至6個月），如有公允值變動則立即於損益內確認。

34. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Commodity price risk (Continued)

As at 31 March 2021, if the market price of gold had been higher or lower by 10%, profit after taxation for the year would decrease or increase approximately by HK\$532.4 million (2020: HK\$1,077.4 million) due to changes in fair values of gold loans. On the other hand, the gold inventory would not be revalued at market price as it is measured at weighted average cost, unless an impairment indicator exists. The changes in fair value of gold loans would be partly offset by the realised gain or loss impact on gold inventory in future sales.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets stated in the consolidated statement of financial position. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

The Group has two types of financial assets that are subject to the expected credit loss model:

- trade receivable for sales of inventory and from the provision of service; and
- debt investments carried at amortised cost, including other receivables, amounts due from associates and loan receivables

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial as such amounts are placed in banks with good reputation.

34. 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

商品價格風險(續)

於2021年3月31日，倘黃金市價上升或下跌10%，該年度因黃金借貸公允值變動所引致的除稅後溢利將分別減少或增加約532.4百萬港元(2020年：1,077.4百萬港元)。另一方面，除非出現減值跡象，以加權平均成本計量的黃金存貨並不會按市場價格進行重估。部份黃金借貸公允值變動將會被將來銷售此等黃金存貨時所變現的盈虧影響抵銷。

信貸風險

倘交易方於各報告期末未能履行其責任，則本集團就各類已確認金融資產而面對的最大信貸風險，為綜合財務狀況表所列該等資產的賬面值。為盡量降低信貸風險，本集團管理層已委派一組人員專責釐定信貸限額、信貸審批及其他監控程序，以確保採取跟進措施收回逾期債務。

本集團有兩類使用預期信貸虧損模型的金融資產：

- 銷售存貨及提供服務的貿易應收款項；及
- 按攤銷成本列賬的債務投資，包括其他應收款項、應收聯營公司款項及應收貸款

儘管現金及現金等價物亦須遵守國際財務報告準則第9號的減值規定，惟由於金額存放於具良好聲譽的銀行，獲識別的減值虧損微不足道。

34. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Trade receivables

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the aging of gross trade receivables over a period of 12 month before 31 March 2021 or 31 March 2020 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

On that basis, the loss allowance as at 31 March 2021 and 31 March 2020 was determined as follows for trade receivables:

		Aging analysis 賬齡分析				
		0 to 30 days 0至30日 HK\$ million 百萬港元	31 to 90 days 31至90日 HK\$ million 百萬港元	91 to 180 days 91至180日 HK\$ million 百萬港元	Over 180 days 超過180日 HK\$ million 百萬港元	Total 總計 HK\$ million 百萬港元
As of 31 March 2021	於2021年3月31日					
Expected loss rate	預期虧損率	3.4%	0.0%	0.0%	75.8%	
Gross carrying amount	賬面總值	4,380.6	79.7	22.2	98.1	4,580.6
Loss allowance	虧損撥備	146.8	-	-	74.4	221.2
As of 31 March 2020	於2020年3月31日					
Expected loss rate	預期虧損率	0.0%	0.0%	0.0%	60.2%	
Gross carrying amount	賬面總值	2,206.8	382.4	54.2	101.4	2,744.8
Loss allowance	虧損撥備	-	-	-	61.0	61.0

34. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險(續)

貿易應收款項

本集團應用國際財務報告準則第9號之簡化方法計量預期信貸虧損，該預期信貸虧損將全期預期虧損撥備用於所有貿易應收款項。

為計量預期信貸虧損，貿易應收款項已根據共享信貸風險特徵及逾期日數進行分組。

預期虧損率乃根據分別於2021年3月31日或2020年3月31日之前12個月期間貿易應收款項總值的賬齡及期內經歷的相應歷史信貸虧損得出。過往虧損率已作調整以反映影響客戶償付應收款項能力的宏觀經濟因素之目前及前瞻性資料。本集團已識別最為相關的因素，根據該等因素的預期變動調整過往虧損率。

因此，於2021年3月31日及2020年3月31日的貿易應收款項虧損撥備如下：

34. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Trade receivables (Continued)

The loss allowances for trade receivables as at 31 March reconcile to the opening loss allowances as follows:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
At 1 April	於4月1日	61.0	68.4
Currency realignment	貨幣調整	10.5	(4.2)
Loss allowance recognised/(written back)	虧損撥備之確認/(撥回)	149.7	(3.2)
At 31 March	於3月31日	221.2	61.0

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Debt investments

All of the Group's debt investments at amortised cost are considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12 months, expected losses unless significant increase in credit risk. Debt investments are considered to be low credit risk where they have a low risk of default and the counterparty has a strong capacity to meet its contractual cash flow obligations in the near term.

The Group has no significant concentration of credit risk in trade and loan receivables, with exposure spread over a number of counterparties.

34. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險(續)

貿易應收款項(續)

3月31日貿易應收款項虧損撥備與期初虧損撥備的對賬如下：

當不存在可收回貿易應收款項的合理預期時，有關款項應予以撇銷。不存在可收回的合理預期跡象包括(其中包括)債務人無法與本集團達成還款計劃。

貿易應收款項的減值虧損於經營溢利內呈列為減值虧損淨額。其後收回過往已撇銷的金額將計入同一項目。

債務投資

本集團所有按攤銷成本計量的債務投資被視為擁有低信貸風險，故期內確認的虧損撥備限於12個月預期虧損，除非信貸風險顯著增加。當債務工具有低違約風險且對手方有穩健能力在短期內達到其合約現金流量責任，債務工具會屬於低信貸風險。

本集團於貿易應收款項及應收貸款中並無高度集中的信貸風險，風險分散至多名交易方。

34. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Liquidity risk

The management of the Group has built an appropriate liquidity risk management framework for the management of the Group's short and medium-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining banking facilities and by continuously monitoring forecasted and actual cash flows and the maturity profiles of its financial liabilities.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up to reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

		Weighted average interest rate 加權平均利率 %	On demand or less than 3 months 於要求時或3個月內 HK\$ million 百萬港元	3 months to 1 year 3個月至1年 HK\$ million 百萬港元	1 to 5 years 1至5年 HK\$ million 百萬港元	Over 5 years 5年之後 HK\$ million 百萬港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$ million 百萬港元	Carrying amount 賬面值 HK\$ million 百萬港元
At 31 March 2021	於2021年3月31日							
Trade and other payables	貿易及其他應付款項	-	965.5	-	-	-	965.5	965.5
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項	-	66.0	-	-	-	66.0	66.0
Bank borrowings	銀行貸款	0.9%	4,024.6	603.6	1,825.5	-	6,453.7	6,417.9
Gold loans to be repaid by cash	將以現金償還的黃金借貸	0.9%	2,435.5	-	-	-	2,435.5	2,432.7
Lease liabilities	租賃負債	3.0%	228.0	584.9	715.6	16.3	1,544.8	1,496.0
			7,719.6	1,188.5	2,541.1	16.3	11,465.5	11,378.1
At 31 March 2020	於2020年3月31日							
Trade and other payables	貿易及其他應付款項	-	461.1	-	-	-	461.1	461.1
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項	-	97.9	-	-	-	97.9	97.9
Bank borrowings	銀行貸款	2.6%	9,058.0	1,517.0	952.9	-	11,527.9	11,430.5
Gold loans to be repaid by cash	將以現金償還的黃金借貸	0.8%	3,069.7	-	-	-	3,069.7	3,067.7
Lease liabilities	租賃負債	2.9%	284.3	669.7	890.3	18.7	1,863.0	1,797.1
			12,971.0	2,186.7	1,843.2	18.7	17,019.6	16,854.3

Notes:

- (i) The amounts included in above for variable rate bank borrowings are subject to change if changes in variable interest rates differ from those estimates of interest rates determined at the end of the reporting period.
- (ii) The amounts of gold loans are determined with reference to quoted market bid price of gold traded in active liquid markets.

附註：

- (i) 倘若報告期末的浮息利率變動有別於已釐定的利率估計，上列浮息銀行貸款包括的數額或會改變。
- (ii) 黃金借貸的金額參照在高流通市場買賣之黃金市場買入報價釐定。

34. 金融工具(續)

金融風險管理目標及政策(續)

流動資金風險

本集團管理層已為本集團的短期及中期資金以及流動資金管理規定建立適當的流動資金風險管理框架。本集團透過維持銀行融資以及持續監察預測及實際現金流量及其金融負債之到期情況，管理流動資金風險。

下表為本集團之金融負債餘下合約到期日之詳情。該表格根據本集團可被要求支付金融負債之最早日期編製，以反映金融負債之未貼現現金流量。該表格包括利息及本金現金流量。

35. FAIR VALUE MEASUREMENTS

(a) Fair value hierarchy

The following table presents the Group's financial instruments measured at the end of the reporting period at fair value, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2: inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs are unobservable inputs for the asset or liability.

35. 公允值計量

(a) 公允值等級

下表列示了本集團按公允值計算於報告期末的公允值，此公允值已按國際財務報告準則第13號「公允值計量」所界定的三個公允值層級分類。公允值計量的層級分類是經參考下列估值技術中使用的輸入資料的可觀察性及重要性後釐定的：

- 第一級：輸入數據乃實體於計算日於活躍市場可以取得相同的資產或負債之未調整報價；
- 第二級：輸入數據乃第一級之報價外，可根據直接或間接觀察資產或負債所得出之輸入數據；及
- 第三級：輸入數據乃並非可根據觀察資產或負債所得出之輸入數據。

	Notes 附註	Level 1 第一級 HK\$ million 百萬港元	Level 2 第二級 HK\$ million 百萬港元	Level 3 第三級 HK\$ million 百萬港元	Total 總計 HK\$ million 百萬港元
Recurring fair value measurement 經常性公允值計量					
At 31 March 2021 於2021年3月31日					
Asset 資產					
Financial assets at fair value through profit or loss		-	-	22.0	22.0
Liabilities 負債					
Gold loans to be repaid by cash		-	2,432.7	-	2,432.7
Gold loans to be repaid by physical gold	29	-	3,292.7	-	3,292.7
At 31 March 2020 於2020年3月31日					
Asset 資產					
Financial assets at fair value through profit or loss		-	-	21.0	21.0
Liabilities 負債					
Gold loans to be repaid by cash	29	-	3,067.7	-	3,067.7
Gold loans to be repaid by physical gold	29	-	8,212.7	-	8,212.7

During the year ended 31 March 2021, there were no transfers between Level 1 and Level 2, and no transfers into or out of Level 3 (2020: nil).

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as at the end of the reporting period.

截至2021年3月31日止年度，第一級及第二級之間並沒有轉換，也沒有轉入或轉出第三級的情況(2020年：無)。

本集團的政策是於報告期末確認公允值層級之間的轉入或轉出。

35. FAIR VALUE MEASUREMENTS (CONTINUED)

(b) Valuation techniques used to determine Level 2 fair values

The fair value of gold loans is determined using discounted cash flow valuation technique reference to quoted market bid price of gold traded in active liquid markets as a key input.

(c) Fair value measurement using significant unobservable input (Level 3)

The following table presents the changes in Level 3 items for the periods ended 31 March 2021 and 31 March 2020:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Unlisted equity securities	非上市股權證券		
At 1 April	於4月1日	21.0	11.2
Currency realignment	貨幣調整	0.4	(0.3)
Acquisitions	收購	0.6	10.1
At 31 March	於3月31日	22.0	21.0

The fair value of financial assets that are grouped under Level 3 is determined using valuation technique including discounted cash flow analysis. In determining fair value, specific valuation technique are used with reference to inputs such as profit forecast, dividend stream and other specific input relevant to those particular financial assets.

(d) Financial instruments that are not measured at fair value

The fair value of other financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

35. 公允值計量(續)

(b) 用作釐定第二級公允值的估值技巧

黃金借貸之公允值利用貼現現金流估值法釐定，其中參照在高流通市場買賣之黃金市場買入報價為主要輸入數據。

(c) 使用重大不可觀察輸入數據之公允值計量(第三級)

下表載列用作公允值計量的截至2021年3月31日及2020年3月31日止期間第三級項目變動：

於第三級組合的金融資產公允值使用估值技巧(包括貼現現金流量分析)釐定。釐定公允值時，使用特定估值技巧，參照溢利預測、股息流等輸入數據及其他與該等指定金融資產有關的特定輸入數據。

(d) 並非以公允值計量的金融工具

其他金融資產及金融負債的公允值根據貼現現金流量分析按照普遍公認的定價模型釐定。

本公司董事認為，於綜合財務報表按攤銷成本入賬的金融資產及金融負債之賬面值與其公允值相若。

36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Group's consolidated statement of cash flows from financing activities.

36. 融資活動產生的負債對賬

下表詳列本集團融資活動所產生的負債變動，其中包括現金及非現金變動。融資活動產生的負債指其現金流量已經（或未來現金流量將會）於本集團的綜合現金流量表分類為融資活動所得現金流量之負債。

		Bank borrowings	Gold loans	Amounts due to non-controlling shareholders of subsidiaries	Dividends payable (included in trade and other payables)	Interest payables (included in trade and other payables)	Lease liabilities	Total
		銀行貸款 Note 28 附註28	黃金借貸 Note 29 附註29	應付附屬公司非控股股東款項 Note 27 附註27	應付股息 (計入貿易及其他應付款項內) Note 26 附註26	應付利息 (計入貿易及其他應付款項內) Note 26 附註26	租賃負債 Note 15 附註15	總計
		HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
At 1 April 2019	於2019年4月1日	10,056.7	8,011.5	136.7	-	8.0	2,331.0	20,543.9
Financing cash flows	融資現金流量	1,361.5	(919.7)	(31.3)	(6,243.2)	(485.0)	(1,331.9)	(7,649.6)
Arising from acquisition of subsidiaries	因收購附屬公司而產生	11.1	-	-	-	-	-	11.1
Interest expenses	利息開支	-	-	-	-	490.7	68.9	559.6
Foreign exchange translation	外匯換算	-	(402.9)	(7.5)	-	-	(34.0)	(444.4)
Dividends declared	宣派股息	-	-	-	6,243.2	-	-	6,243.2
Fair value loss of gold loans	黃金借貸公允值虧損	-	2,803.8	-	-	-	-	2,803.8
Other non-cash movements	其他非現金變動	1.2	1,787.7	-	-	(1.2)	763.1	2,550.8
At 31 March 2020	於2020年3月31日	11,430.5	11,280.4	97.9	-	12.5	1,797.1	24,618.4
Financing cash flows	融資現金流量	(5,016.0)	(1,809.3)	(38.4)	(2,853.3)	(289.6)	(1,182.1)	(11,188.7)
Interest expenses	利息開支	-	-	-	-	328.3	47.7	376.0
Foreign exchange translation	外匯換算	-	465.6	6.5	-	-	39.3	511.4
Dividends declared	宣派股息	-	-	-	2,853.3	-	-	2,853.3
Fair value loss of gold loans	黃金借貸公允值虧損	-	168.4	-	-	-	-	168.4
Other non-cash movements	其他非現金變動	3.4	(4,379.7)	-	-	(3.4)	794.0	(3,585.7)
At 31 March 2021	於2021年3月31日	6,417.9	5,725.4	66.0	-	47.8	1,496.0	13,753.1

Accounting Policy**Post-employment obligations**

The Group operates various post-employment schemes, including both defined benefit and defined contribution pension plans.

The liability or asset recognised in the consolidated statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

Service cost and net interest cost on the net defined benefit liability are recognised in profit or loss and allocated by function as part of “selling and distribution costs” or “general and administrative expenses”. Current service cost is measured as the increase in the present value of the defined benefit obligation resulting from employee service in the current period. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the consolidated statement of changes in equity and in the consolidated statement of financial position.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service costs.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

會計政策**僱員離職後責任**

本集團營運多個僱員離職後計劃，包括定額福利及定額供款退休計劃。

於綜合財務狀況表就定額福利退休金計劃確認的負債或資產乃定額福利責任於報告期結算日的現值減計劃資產的公允值。定額福利責任每年由獨立精算師利用預測單位貸記法計算。

定額福利責任的現值利用以支付福利的貨幣計值、到期情況與相關責任年期相若的優質公司債券的利率，將估計未來現金流出貼現而釐定。就債券並無深入市場的國家而言，則利用政府債券的市場利率。

定額福利負債淨額的服務成本及利息成本淨額於損益內確認，且按功能分配入「銷售及分銷成本」或「一般及行政開支」之一部份。即期服務成本按僱員於本期提供服務產生定額福利責任之現值增幅計算。利息成本淨額透過將貼現率應用於定額福利責任結餘淨額及計劃資產公允值計算。

經驗調整及精算假設變動產生的損益重新計量於產生期間直接於其他全面收益內確認。有關損益計入綜合權益變動表及綜合財務狀況表的保留盈利。

計劃修訂或削減產生定額福利責任現值變動即時於損益內確認為過往服務成本。

就定額供款計劃而言，本集團按強制、合約或自願基準向公眾或私人管理退休金保險計劃支付供款。本集團於支付供款後再無額外付款責任。供款於到期時確認為僱員福利開支。預付供款於具有現金退款或可供扣減未來付款時確認為資產。

37. RETIREMENT BENEFIT OBLIGATIONS

(CONTINUED)

Defined benefit scheme

Certain subsidiaries of the Company provide defined pension benefits to the employees, who joined to these subsidiaries before 1995. The amount payable is dependent on the employees' final salary and years of services. The Group does not set aside any assets to fund such obligations.

Under the scheme, the employees are entitled to a pension between 25% and 40% of final salary for each year of pensionable service at an age of 65. No other post-retirement benefits are provided. The most recent actuarial valuations of the present value of the defined benefit obligations were carried out in March 2021 by Roma Appraisals Limited ("Roma"), an independent qualified professional valuer, using the projected unit credit method. The principal place of business of Roma is 22/F, China Overseas Building, 193 Hennessy Road, Wanchai, Hong Kong. The assumptions which have the most significant effect on the results of the valuation are discount rate, retirement age, turnover rate, mortality rate and the rate of increase in salaries.

The main actuarial assumptions used were as follows:

		2021	2020
Discount rate	貼現率	1.3%	0.6%
Expected rate of salary increase	預期薪金增加比率	0.8%	2.5%
Turnover rate	周轉率	0.0%	0.0%

Amounts recognised in the consolidated statement of profit or loss and other comprehensive income in respect of the defined benefit scheme are as follows:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Current service cost	現時服務成本	2.3	4.0
Interest on obligation	承擔的利息	3.5	1.5
Components of defined benefits recognised in profit or loss	於損益確認的定額福利部份	5.8	5.5
Remeasurement on defined benefit scheme recognised in other comprehensive income:	於其他全面收益確認的定額福利計劃重新計量：		
Actuarial (gain)/loss arising from changes in financial assumptions	財務假設改變所產生的精算(收益)/虧損	(18.1)	24.0
Total	總額	(12.3)	29.5

37. 退休福利承擔(續)

定額福利計劃

本公司若干附屬公司向於1995年前加入該等附屬公司的僱員提供定額退休金福利。應付款項取決於僱員最後的薪金及服務年期。本集團並無留存任何資產以支付有關承擔。

根據該計劃，僱員於年屆65歲時就每年提供可獲退休金的服務按介乎最後薪金25%至40%享有退休金。本集團並無提供其他退休後福利。最近的定額福利承擔現值精算估值乃於2021年3月由獨立合資格專業估值師羅馬國際評估有限公司(「羅馬」)採用預計單位貸記法進行。羅馬的主要營業地點為香港灣仔軒尼詩道193號中國海外大廈22樓。對估值結果最具影響的假設乃貼現率、退休年齡、周轉率、死亡率及薪金的升幅。

所使用的主要精算假設如下：

就定額福利計劃於綜合損益及其他全面收益表確認的款項如下：

37. RETIREMENT BENEFIT OBLIGATIONS

(CONTINUED)

Defined benefit scheme (Continued)

The current service costs and interest on obligation for the years ended 31 March 2021 and 2020 are included in “selling and distribution costs” and “general and administrative expenses” depending on the respective employee’s function.

The remeasurement of the defined benefit scheme for the years ended 31 March 2021 and 2020 is included in other comprehensive income.

Movements in the present value of the defined benefit obligations are as follows:

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
At 1 April	於4月1日	260.2	238.8
Service costs	服務成本	2.3	4.0
Interest costs	利息成本	3.5	1.5
Actuarial (gain)/loss	精算(收益)/虧損	(18.1)	24.0
Benefits paid	已支付福利	(9.1)	(8.1)
At 31 March	於3月31日	238.8	260.2

Defined contribution scheme

The Group participates in defined contribution schemes which are registered under the Hong Kong Occupational Retirement Scheme Ordinance (the “ORSO Scheme”) and a Mandatory Provident Fund Scheme (the “MPF Scheme”) established under the Hong Kong Mandatory Provident Fund Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of independent trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

The retirement benefit cost charged to the consolidated statement of profit or loss and other comprehensive income represents contributions payable to the funds by the Group at rates specified in the rules of the schemes. Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the MPF Scheme, which contribution is matched by the employee. The maximum monthly amount of contribution is limited to HK\$1,500 per employee.

37. 退休福利承擔(續)

定額福利計劃(續)

截至2021年及2020年3月31日止年度的現時服務成本及承擔的利息按各自的僱員職能計入「銷售及分銷成本」及「一般及行政開支」項。

截至2021年及2020年3月31日止年度的定額福利計劃重新計量計入其他全面收益。

定額福利承擔現值變動如下：

定額供款計劃

本集團已參與根據香港職業退休計劃條例註冊的定額供款計劃(「職業退休計劃條例計劃」)及於2000年12月根據香港強制性公積金條例成立的強制性公積金計劃(「強積金計劃」)。該等計劃資產與本集團的資產分開處理，由獨立受託人控制的基金持有。凡於成立強積金計劃前已參與職業退休計劃條例計劃的僱員可選擇繼續留用職業退休計劃條例計劃或轉用強積金計劃，而所有於2000年12月1日或之後加入本集團的新僱員則須參加強積金計劃。

自綜合損益及其他全面收益表扣除的退休福利成本指本集團按計劃規則指定的比率應付予基金的供款。倘僱員於全數供款歸屬前退出職業退休計劃條例計劃，本集團應付供款將按已沒收供款扣減。

就強積金計劃的成員而言，本集團須向強積金計劃就相關工資成本作5%供款，該筆供款與僱員的供款額一致。每月供款的最高金額為每位僱員1,500港元。

37. RETIREMENT BENEFIT OBLIGATIONS

(CONTINUED)

Defined contribution scheme (Continued)

The eligible employees of the Company's subsidiaries in Mainland China and Macau are members of pension schemes operated by local government of Mainland China and the Macau government, respectively. The subsidiaries in Mainland China are required to contribute a certain percentage of the relevant cost of the payroll of these employees to the pension schemes to fund the benefits. The subsidiary in Macau is required to pay a monthly fixed contribution to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the required contribution under the schemes.

38. SHARE OPTION SCHEME

Pursuant to a resolution which were passed on 17 November 2011, the Company adopted a share option scheme (the "Share Option Scheme") for the purpose of attracting skilled and experienced personnel, to incentivise them to remain with the Group and to motivate them to strive for the future development and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company. Under the Share Option Scheme, the directors of the Company may grant options to directors (including executive directors, non-executive directors and independent non-executive directors), the directors of the subsidiaries and the employees of the Group and any other persons (including consultants or advisers) who the directors of the Company consider, in its absolute discretion, have contributed or will contribute to the Group (the "Participants").

37. 退休福利承擔(續)

定額供款計劃(續)

本公司中國內地及澳門附屬公司的合資格僱員分別為中國內地當地政府及澳門政府營運的退休金計劃成員。中國內地附屬公司須按有關僱員相關工資成本的若干百分比向退休金計劃供款，澳門附屬公司則須每月向退休福利計劃支付定額供款，作為福利供款。本集團有關退休福利計劃的唯一責任為根據該等計劃作出所須供款。

38. 購股權計劃

根據於2011年11月17日通過的決議案，本公司採納購股權計劃（「購股權計劃」），旨在通過提供獲取本公司股權的機會吸引有技能和經驗的人員，激勵他們留任本集團，鼓勵其為本集團的未來發展及擴展而努力。根據購股權計劃，本公司董事可向其全權酌情認為對本集團作出或將作出貢獻的董事（包括執行董事、非執行董事及獨立非執行董事）、附屬公司的董事、本集團的僱員以及任何其他人士（包括諮詢人或顧問）（「參與者」）授出購股權。

38. SHARE OPTION SCHEME (CONTINUED)

The Share Option Scheme shall be valid and effective for a period of 10 years commencing on 17 November 2011. An offer of the grant of an option shall be made to a Participant by a notice of grant requiring the Participant to undertake to hold the option on the terms on which it is to be granted (which may include a minimum period for which the option must be held before it can be exercised and a performance target that must be reached before the option can be exercised in whole or in part) and to be bound by the terms of the Share Option Scheme. An offer of the grant of an option is deemed to be accepted by the Participant (the "Grantee") when the Company receives from the Grantee the duplicate notice of grant duly signed by the Grantee. An offer may be accepted or deemed to have been accepted in respect of less than the number of shares in respect of which it is offered, provided that it is accepted in respect of a board lot or an integral multiple thereof. No amount is payable by the Grantee upon acceptance of an offer of an option. The offer shall remain open for acceptance for such time to be determined by the directors of the Company, provided that no such offer shall be open for acceptance after the expiry of the Share Option Scheme or after the termination of the Share Option Scheme in accordance with its terms or after the Participant to whom the offer is made has ceased to be a Participant. To the extent that the offer is not accepted within the time period and in the manner specified in the offer, the offer will be deemed to have been irrevocably declined.

The exercise price shall be determined by the directors of the Company, and shall not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's share on the date of grant.

During the years ended 31 March 2021 and 2020, no share options were granted by the Company nor were there any share options of the Company outstanding.

The Company issued to the directors and certain employees share appreciation rights (the "SARs") that the Company would pay the intrinsic value of the SARs in cash to the directors and certain employees as part of the discretionary bonus. The Group recorded a total expense of HK\$127.2 million during the year ended 31 March 2021 (2020: HK\$8.3 million).

38. 購股權計劃(續)

購股權計劃的有效期為10年，自2011年11月17日開始。授出購股權的要約須以授出通知的形式向參與者作出，要求參與者承諾按授出條款持有購股權(可能包括行使購股權前最短持有期限，及全部或部份行使購股權前須達到的表現目標)，並受購股權計劃條款約束。倘本公司接獲經承授人正式簽署的授出通知副本，則授出購股權的要約會被視為已獲參與者(「承授人」)接納。承授人可能接納或視為接納的要約，所涉及的股份數目可較所提呈的要約所涉及者為少，惟所接納的須為一手買賣單位或其整數倍數。承授人接納購股權要約時毋須繳付任何金額。有關要約於本公司董事釐定的期間內一直可供接納，惟於購股權計劃期限屆滿或購股權計劃根據其條款終止後或獲作出要約的參與者不再為參與者後，則不再可供接納。倘要約於時限內未按要約所指明方式接納，將視為已不可撤回地拒絕有關要約。

行使價須由本公司董事釐定，並不得低於以下較高者：(i) 授出日期本公司股份的收市價；(ii) 緊接授出日期前五個交易日股份平均收市價；及(iii) 授出日期本公司股份的面值。

截至2021年及2020年3月31日止年度，本公司並無授出任何購股權，亦無任何尚未行使的本公司購股權。

本公司向董事及若干僱員發行股份增值權(「股份增值權」)，本公司會以現金向董事及若干僱員支付股份增值權的內在價值，作為酌情花紅的一部份。截至2021年3月31日止年度，本集團錄得總開支為127.2百萬港元(2020年：8.3百萬港元)。

Accounting Policy

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred;
- amount of any non-controlling interest in the acquired entity; and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a gain on acquisition of subsidiaries.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

會計政策

所有業務合併均以收購會計法入賬，無論所收購者為權益工具或其他資產。收購一間附屬公司所轉讓的代價包括：

- 所轉讓資產的公允值
- 所收購業務先前擁有人產生的負債
- 本集團發行的股權
- 或然代價安排產生的任何資產或負債的公允值；及
- 任何先前存在的附屬公司股權的公允值。

除有限例外情況外，於業務合併收購的可識別資產以及承擔的負債及或然負債初步按收購日期的公允值計量。本集團根據個別收購交易按公允值或非控股權益應佔被收購實體可識別資產淨值的比例確認於被收購實體的任何非控股權益。

收購相關成本於產生時支銷。

- 所轉讓代價；
- 於被收購實體的任何非控股權益金額；及
- 任何先前於被收購實體的權益於收購日期的公允值

高於已收購可識別資產淨值的公允值的差額按商譽列賬。倘上述金額低於所收購業務可識別資產淨值的公允值，有關差額會作為一項收購附屬公司收益直接於損益確認。

倘任何部份現金代價的結算獲遞延，日後應付金額貼現至彼等於兌換日期的現值。所用的貼現率乃該實體的遞增借貸利率，即從獨立融資者根據相若的條款及細則獲得同類借貸的利率。或然代價分為權益或金融負債。分類為金融負債的金額隨後重新計量其公允值，而公允值變動則於損益內確認。

39. BUSINESS COMBINATION (CONTINUED)

(a) Summary of acquisition

In December 2019, the Group acquired 100% of the issued share capital of ENZO Jewelry Inc. ("ENZO"), a luxury coloured gem jeweller. The acquisition has enriched the Group's brand portfolio to meet customer expectations.

Details of the purchase consideration and the net assets acquired were as follows:

		HK\$ million 百萬港元
Purchase consideration (refer to (b) below):	收購代價(參閱下文(b)):	
Cash paid	已付現金	189.3
Total purchase consideration	收購總代價	189.3

The assets and liabilities recognised as a result of the acquisition were as follows:

		Fair value 公允值 HK\$ million 百萬港元
Cash	現金	5.1
Inventories	存貨	189.4
Trade receivables	貿易應收款項	18.1
Other receivables	其他應收款項	35.0
Investment properties	投資物業	17.8
Plant and equipment	廠房及機器	17.9
Bank loan	銀行貸款	(11.1)
Trade payables	貿易應付款項	(31.3)
Other payables	其他應付款項	(33.6)
Net identifiable assets acquired	獲收購可識別資產淨值	207.3
Less: total purchase consideration	減：收購總代價	(189.3)
Gain on acquisition of subsidiaries (included in other gains and losses)	收購附屬公司收益 (計入其他收益及虧損內)	18.0

There were no acquisitions in the year ended 31 March 2021.

39. 業務合併(續)

(a) 收購概要

於2019年12月，本集團收購名貴彩色寶石珠寶商ENZO Jewelry Inc. (「ENZO」)的100%已發行股本。此項收購豐富了本集團的品牌組合，以迎合顧客的期望。

收購代價詳情及獲收購的資產淨值如下：

收購後已確認的資產及負債如下：

截至2021年3月31日止年度並無進行收購事項。

39. BUSINESS COMBINATION (CONTINUED)

(a) Summary of acquisition (Continued)

(i) Acquired receivables

The fair value and gross contractual amount of acquired trade receivables is HK\$18.1 million.

(ii) Revenue and profit contribution

The acquired business contributed revenues of HK\$37.7 million and net loss of HK\$35.0 million to the Group for the period from 1 December 2019 to 31 March 2020.

If the acquisition had occurred on 1 April 2019, consolidated pro-forma* revenue and profit for the year ended 31 March 2020 would have been HK\$56,928.8 million and HK\$2,976.4 million respectively. The negative impact on the consolidated pro-forma profit for the year was mainly due to the depreciation impact arising from the acquired properties which management decided to dispose subsequently.

These amounts have been calculated using the subsidiaries' results and adjusting them for:

- differences in the accounting policies between the Group and the subsidiaries, and
- the additional depreciation that would have been charged assuming the fair value adjustments to investment properties had applied from 1 April 2019, together with the consequential tax effects.

* The pro-forma information is for illustrative purposes only

39. 業務合併(續)

(a) 收購概要(續)

(i) 獲收購應收款項

獲收購貿易應收款項的公允值及合約總額為18.1百萬港元。

(ii) 營業額及溢利貢獻

自2019年12月1日至2020年3月31日期間，獲收購業務向本集團貢獻的營業額為37.7百萬港元，錄得淨虧損35.0百萬港元。

倘若收購事項已於2019年4月1日完成，截至2020年3月31日止年度的綜合備考*營業額及溢利分別為56,928.8百萬港元及2,976.4百萬港元。對年度綜合備考溢利的負面影響主要來自管理層已決定隨後出售的已收購物業產生之折舊影響。

上述金額利用附屬公司業績計算，並且就以下各項作出調整：

- 本集團與附屬公司的會計政策差異；及
- 假設自2019年4月1日起對投資物業作出公允值調整，因而計提額外折舊，再加上相應的稅務影響。

* 備考資料僅供參考

39. BUSINESS COMBINATION (CONTINUED)

(a) Summary of acquisition (Continued)

(iii) Gain on acquisition of subsidiaries

The gain on acquisition of subsidiaries of HK\$18.0 million was recognised in other gains and losses (note 6), which was arising from the difference between (a) the fair value of the shares in ENZO representing the aggregate of the consideration transferred of HK\$189.3 million; and (b) the fair value of net identifiable assets acquired of HK\$207.3 million, comprising the investment properties at fair value with reference to valuation performed by an independent valuer with experience in the valuation of similar properties in the relevant market and the fair values of the identifiable assets and liabilities, which approximate to their carrying amounts.

(b) Purchase consideration — cash outflow

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Outflow of cash to acquire subsidiary, net of cash acquired	收購附屬公司的現金流出 (扣除獲得現金)		
Cash consideration	現金代價	—	189.3
Less: Balances acquired Cash	減：獲收購結餘 現金	—	(5.1)
Net outflow of cash — investing activities	現金流出淨額 — 投資活動	—	184.2

Acquisition-related costs

Acquisition-related costs of HK\$4.7 million were included in general and administrative expenses in the consolidated statement of profit or loss and in operating cash flows in the consolidated statement of cash flows.

39. 業務合併(續)

(a) 收購概要(續)

(iii) 收購附屬公司收益

收購附屬公司收益18.0百萬港元已於其他收益及虧損確認入賬(附註6)，其產生來自以下兩者的差額(a)ENZO股份的公允值(即獲轉讓總代價189.3百萬港元)；及(b)獲收購可識別資產淨值之公允值207.3百萬港元，包括參照擁有對相關市場相類物業進行估值的經驗之獨立估值師進行的估值之按公允值計算的投資物業以及可識別資產及負債的公允值(與其賬面值相若)。

(b) 收購代價 — 現金流出

收購相關成本

收購相關成本4.7百萬港元計入綜合損益表的一般及行政開支以及綜合現金流量表的經營現金流量。

40. RELATED PARTY TRANSACTIONS

(a) Recurring transactions

Other than the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had entered into the following related party transactions during the year:

Relationship 關係	Nature of transactions 交易性質	2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Entities in which certain directors* of the Company have beneficial interests 本公司若干董事*擁有實益權益的實體	Advertising expenses 廣告開支	2.9	6.4
	Concessionaire fees in department stores 百貨公司專櫃分成	56.4	57.4
	Right-of-use assets 使用權資產	179.9	82.8
	Lease expenses 租賃開支	14.9	0.8
	Purchase of goods and commission expenses 購買商品及佣金開支	0.2	–
Non-controlling shareholders of subsidiaries 附屬公司非控股股東	Concessionaire fees in department stores 百貨公司專櫃分成	4.5	6.0
	Franchise sales 加盟銷售	78.9	19.9
Entities in which a close family member of certain directors* of the Company has control 本公司若干董事*的近親家屬成員擁有控制權的實體	Engineering services fee 工程服務費	7.6	4.3
	Lease payments 租賃支付	–	27.3
	Purchase of equipment 購買設備	32.3	41.5
	Marking fee 標記費用	18.7	44.7

* The directors also have beneficial interests in the Company.

Apart from the aforementioned transactions, no other significant transactions, arrangements and contracts to which the Company was a party and in which a director of the Company had, directly or indirectly, a material interest at any time during the year.

(b) Key management compensation

Remuneration paid for key management personnel includes the directors and the chief executives of the Company as disclosed in note 10.

The remuneration of the directors and the chief executives of the Company is determined by the remuneration committee having regard to the performance of individuals and market trends.

40. 關聯方交易

(a) 經常性交易

除綜合財務報表內其他地方披露的交易及結餘外，本集團已於年內訂立下列關聯方交易：

Relationship 關係	Nature of transactions 交易性質	2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Entities in which certain directors* of the Company have beneficial interests 本公司若干董事*擁有實益權益的實體	Advertising expenses 廣告開支	2.9	6.4
	Concessionaire fees in department stores 百貨公司專櫃分成	56.4	57.4
	Right-of-use assets 使用權資產	179.9	82.8
	Lease expenses 租賃開支	14.9	0.8
	Purchase of goods and commission expenses 購買商品及佣金開支	0.2	–
Non-controlling shareholders of subsidiaries 附屬公司非控股股東	Concessionaire fees in department stores 百貨公司專櫃分成	4.5	6.0
	Franchise sales 加盟銷售	78.9	19.9
Entities in which a close family member of certain directors* of the Company has control 本公司若干董事*的近親家屬成員擁有控制權的實體	Engineering services fee 工程服務費	7.6	4.3
	Lease payments 租賃支付	–	27.3
	Purchase of equipment 購買設備	32.3	41.5
	Marking fee 標記費用	18.7	44.7

* 董事亦擁有本公司的實益權益。

除上述交易外，本公司於本年度內任何時間，並無簽訂其他本公司董事在其中直接或間接享有重大利益之重要交易、安排及合約。

(b) 主要管理人員酬金

支付予主要管理人員的酬金包括附註10披露的本公司董事及最高行政人員。

本公司董事及最高行政人員的酬金是經由薪酬委員會根據個別人士的表現及市場趨勢而釐定。

41. PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Company's principal subsidiaries at the end of the reporting period are set out below:

41. 本公司主要附屬公司

下列為於報告期末本公司主要附屬公司之詳情：

Name of subsidiaries 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/設立地點 及日期	Issued and fully paid share capital/registered capital/quota capital 已發行及繳足股本/ 註冊資本/配額資本	Proportion of ownership interest held by the Company 本公司所佔擁有權 權益比例		Principal activities 主要業務
			2021	2020	
Highrise Achiever Limited* 擇天有限公司	BVI 20 June 2011 英屬維爾京群島 2011年6月20日	Share US\$1 股本 1美元	100%	100%	Investment holding 投資控股
Bentley Trading Limited 栢力貿易有限公司	Hong Kong 10 January 2008 香港 2008年1月10日	Ordinary shares HK\$10,000 普通股本 10,000港元	100%	100%	Trading of diamond 鑽石買賣
Chow Tai Fook Jewellery Company Limited 周大福珠寶金行有限公司	Hong Kong 6 March 1961 香港 1961年3月6日	Ordinary shares HK\$350,000,000 普通股本 350,000,000港元	100%	100%	Sales of jewellery products 珠寶產品銷售
CTF Watch (HK) Limited 周大福鐘錶(香港)有限公司	Hong Kong 7 February 2011 香港 2011年2月7日	Ordinary shares HK\$1 普通股本 1港元	100%	100%	Sales of watches 鐘錶銷售
Techni Development Investment Limited 達利發展投資有限公司	Hong Kong 26 May 2005 香港 2005年5月26日	Ordinary shares HK\$5,000,000 普通股本 5,000,000港元	100%	100%	Procurement of gemstones, sales of jewellery products and investment holding 採購寶石、珠寶產品 銷售以及投資控股
World Smart International Limited 華志國際有限公司	Hong Kong 21 March 2018 香港 2018年3月21日	Ordinary shares HK\$1 普通股本 1港元	100%	100%	Sales of jewellery products and provision of services to franchisees 珠寶產品銷售及提供 服務予加盟商
Chow Tai Fook Jewellery and Watch Company (Macau) Limited 周大福珠寶鐘錶(澳門)有限公司	Macau 17 March 2009 澳門 2009年3月17日	Quota capital MOP5,000,000 配額資本 5,000,000澳門元	100%	100%	Sales of jewellery products 珠寶產品銷售
Hearts On Fire Company, LLC	The United States of America 14 May 2001 美國 2001年5月14日	Capital US\$74,468,737 資本 74,468,737美元	100%	100%	Sales of jewellery products 珠寶產品銷售
Beijing Chow Tai Fook Jewellery Company Limited 北京周大福珠寶金行有限公司	PRC^ 13 November 2006 中國^ 2006年11月13日	Registered capital US\$30,000,000 註冊資本 30,000,000美元	100%	100%	Sales of jewellery products and provision of services to franchisees 珠寶產品銷售及提供 服務予加盟商
Chongqing Chow Tai Fook Watch Marketing Company Limited 重慶周大福鐘錶銷售有限公司	PRC~ 25 December 2008 中國~ 2008年12月25日	Registered capital RMB10,000,000 註冊資本 人民幣10,000,000元	100%	100%	Sales of watches 鐘錶銷售
Chongqing Flamingo Watches Company Limited 重慶富明高鐘錶有限公司	PRC~ 25 December 2008 中國~ 2008年12月25日	Registered capital RMB1,000,000 註冊資本 人民幣1,000,000元	100%	100%	Sales of watches 鐘錶銷售
Chongqing Meida Watch Company Limited 重慶美達鐘錶有限公司	PRC~ 21 May 2013 中國~ 2013年5月21日	Registered capital RMB1,000,000 註冊資本 人民幣1,000,000元	100%	100%	Sales of jewellery products 珠寶產品銷售
Chongqing Xinhuang Watch Company Limited 重慶新黃鐘錶有限公司	PRC+ 2 August 2013 中國+ 2013年8月2日	Registered capital RMB10,000,000 註冊資本 人民幣10,000,000元	51%	51%	Sales of watches 鐘錶銷售

41. PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

41. 本公司主要附屬公司(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/設立地點 及日期	Issued and fully paid share capital/registered capital/quota capital 已發行及繳足股本/ 註冊資本/配額資本	Proportion of ownership interest held by the Company 本公司所佔擁有權 權益比例		Principal activities 主要業務
			2021	2020	
Chow Tai Fook Jewellery (Chongqing) Company Limited 周大福珠寶金行(重慶)有限公司	PRC [^] 23 December 2008 中國 [^] 2008年12月23日	Registered capital US\$30,000,000 註冊資本 30,000,000 美元	100%	100%	Sales of jewellery products and provision of services to franchisees 珠寶產品銷售及 提供服務予加盟商
Chow Tai Fook Jewellery (Shenyang) Company Limited 周大福珠寶金行(瀋陽)有限公司	PRC ⁻ 2 January 2014 中國 ⁻ 2014年1月2日	Registered capital RMB20,000,000 註冊資本 人民幣20,000,000元	100%	100%	Sales of jewellery products and provision of services to franchisees 珠寶產品銷售及 提供服務予加盟商
Chow Tai Fook Jewellery (Shenzhen) Company Limited 周大福珠寶金行(深圳)有限公司	PRC [^] 2 April 2002 中國 [^] 2002年4月2日	Registered capital US\$100,000,000 註冊資本 100,000,000 美元	100%	100%	Manufacturing and sales of jewellery products 珠寶產品生產及銷售
Chow Tai Fook Jewellery (Suzhou) Company Limited 周大福珠寶金行(蘇州)有限公司	PRC [^] 11 January 2006 中國 [^] 2006年1月11日	Registered capital US\$30,000,000 註冊資本 30,000,000 美元	100%	100%	Sales of jewellery products and provision of services to franchisees 珠寶產品銷售及 提供服務予加盟商
Chow Tai Fook Jewellery (Wuhan) Company Limited 周大福珠寶金行(武漢)有限公司	PRC [^] 29 January 2008 中國 [^] 2008年1月29日	Registered capital US\$30,000,000 註冊資本 30,000,000 美元	100%	100%	Sales of jewellery products and provision of services to franchisees 珠寶產品銷售及 提供服務予加盟商
Chow Tai Fook Jewellery Culture Industrial Park (Wuhan) Company Limited 周大福珠寶文化產業園(武漢) 有限公司	PRC [^] 16 August 2012 中國 [^] 2012年8月16日	Registered capital US\$140,000,000 註冊資本 140,000,000 美元	100%	100%	Manufacturing of jewellery products 珠寶產品生產
Chow Tai Fook Jewellery Zhangjiagang Baoshui Company Limited 周大福珠寶金行張家港保稅區 有限公司	PRC ⁻ 21 April 2010 中國 ⁻ 2010年4月21日	Registered capital RMB65,723,500 註冊資本 人民幣65,723,500元	100%	100%	Sales of jewellery products 珠寶產品銷售
Foshan Shunde Yuda Jewellery Manufacturing Company Limited 佛山市順德區裕達珠寶首飾製造 有限公司	PRC [^] 14 March 2007 中國 [^] 2007年3月14日	Registered capital US\$10,639,400 註冊資本 10,639,400 美元	100%	100%	Manufacturing of jewellery products 珠寶產品生產
Foshan Yushunfu Jewellery and Diamond Company Limited 佛山裕順福首飾鑽石有限公司	PRC [^] 9 November 1988 中國 [^] 1988年11月9日	Registered capital US\$18,000,000 註冊資本 18,000,000 美元	100%	100%	Manufacturing of jewellery products 珠寶產品生產
Guangdong Chow Tai Fook Jewellery Company Limited 廣東周大福珠寶金行有限公司	PRC [^] 10 December 2007 中國 [^] 2007年12月10日	Registered capital US\$30,000,000 註冊資本 30,000,000 美元	100%	100%	Sales of jewellery products and provision of services to franchisees 珠寶產品銷售及 提供服務予加盟商
Guangdong Shunde Chow Tai Fook Jewellery Manufacturing Company Limited 廣東順德周大福珠寶製造有限公司	PRC ⁻ 30 July 2014 中國 ⁻ 2014年7月30日	Registered capital RMB60,000,000 註冊資本 人民幣60,000,000元	100%	100%	Manufacturing of jewellery products 珠寶產品生產
Jinan Fudonglin Jewellery Company Limited 濟南福東臨珠寶金行有限公司	PRC ⁻ 2 September 2005 中國 ⁻ 2005年9月2日	Registered capital RMB2,000,000 註冊資本 人民幣2,000,000元	100%	100%	Sales of jewellery products and provision of services to franchisees 珠寶產品銷售及提供 服務予加盟商

41. PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

41. 本公司主要附屬公司(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/設立地點 及日期	Issued and fully paid share capital/registered capital/quota capital 已發行及繳足股本/ 註冊資本/配額資本	Proportion of ownership interest held by the Company 本公司所佔擁有權 權益比例		Principal activities 主要業務
			2021	2020	
Shanghai Chow Tai Fook Jewellery Company Limited 上海周大福珠寶首飾有限公司	PRC [^] 26 February 2013 中國 [^] 2013年2月26日	Registered capital HK\$60,000,000 註冊資本 60,000,000 港元	100%	100%	Sales of jewellery products and provision of services to franchisees 珠寶產品銷售及提供服務予加盟商
Shanghai Fulong Chow Tai Fook Jewellery Company Limited 上海福龍周大福珠寶有限公司	PRC ⁺ 5 January 2000 中國 ⁺ 2000年1月5日	Registered capital RMB10,000,000 註冊資本 人民幣10,000,000元	60%	60%	Sales of jewellery products 珠寶產品銷售
Shenzhen Qianhai Chow Tai Fook Jewellery Company Limited 深圳前海周大福珠寶金行有限公司	PRC [^] 31 October 2016 中國 [^] 2016年10月31日	Registered capital US\$10,000,000 註冊資本 10,000,000 美元	100%	100%	Sales of jewellery products 珠寶產品銷售
Shenzhen Chow Tai Fook Jewellery Manufacturing Company Limited 深圳市周大福珠寶製造有限公司	PRC ⁻ 5 March 2012 中國 ⁻ 2012年3月5日	Registered capital RMB50,000,000 註冊資本 人民幣50,000,000元	100%	100%	Manufacturing of jewellery products 珠寶產品生產
Shenzhen Chow Tai Fook Online Media Company Limited 深圳周大福在線傳媒有限公司	PRC ⁻ 5 January 2017 中國 ⁻ 2017年1月5日	Registered capital RMB5,000,000 註冊資本 人民幣5,000,000元	100%	100%	Sales of jewellery products 珠寶產品銷售
Shenzhen CTF Watch Company Limited 深圳周大福鐘錶有限公司	PRC [^] 27 June 2011 中國 [^] 2011年6月27日	Registered capital HK\$300,000,000 註冊資本 300,000,000 港元	100%	100%	Sales of watches 鐘錶銷售
Shenzhen Shenfu Jewellery Company Limited 深圳市深福珠寶金行有限公司	PRC ⁺ 19 April 2007 中國 ⁺ 2007年4月19日	Registered capital RMB8,000,000 註冊資本 人民幣8,000,000元	50%#	50%#	Sales of jewellery products 珠寶產品銷售
Wuhan Hanfu Jewellery Company Limited 武漢漢福珠寶金行有限公司	PRC ⁺ 26 November 2003 中國 ⁺ 2003年11月26日	Registered capital RMB90,000,000 註冊資本 人民幣90,000,000元	70%	70%	Sales of jewellery products 珠寶產品銷售
Zhangjiagang Baoshui Dade Xinfu Jewellery Company Limited 張家港保稅區大德新福珠寶金行有限公司	PRC ⁺ 3 December 2010 中國 ⁺ 2010年12月3日	Registered capital RMB3,000,000 註冊資本 人民幣3,000,000元	50%#	50%#	Sales of jewellery products 珠寶產品銷售
Zhangjiagang Baoshui Dehui Jewellery Company Limited 張家港保稅區德輝珠寶金行有限公司	PRC ⁻ 24 September 2012 中國 ⁻ 2012年9月24日	Registered capital RMB94,567,500 註冊資本 人民幣94,567,500元	100%	100%	Sales of jewellery products 珠寶產品銷售
Zhangjiagang Baoshui Zhaofu Jewellery Company Limited 張家港保稅區肇福珠寶金行有限公司	PRC ⁺ 17 November 2011 中國 ⁺ 2011年11月17日	Registered capital RMB70,000,000 註冊資本 人民幣70,000,000元	51%	51%	Sales of jewellery products 珠寶產品銷售

* Directly held by the Company.

* Pursuant to the relevant agreements entered into among shareholders of these entities, the Group has power to direct the relevant activities of these entities since their respective date of establishment/acquisition, and hence these entities are classified as subsidiaries of the Company.

+ Being a co-operative joint venture establishment in the PRC.

[^] Being a wholly foreign owned enterprise.

- Being a wholly owned enterprise in the PRC.

Note:

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affect the results or assets of the Group. To give details of other subsidiaries which are mainly inactive or engaged in investment holding would, in the opinion of the directors, result in particulars of excessive length.

* 本公司直接持有。

* 根據該等實體的股東之間訂立的相關協議，本集團自此等實體各自成立/收購日期以來有權指導該等實體的相關活動，因此此等實體歸類為本公司的附屬公司。

+ 為中國成立的合資合作企業。

[^] 為外商獨資企業。

- 為中國成立的獨資企業。

附註：

上表列出董事認為主要影響本集團的業績或資產的本公司附屬公司。載列其他主要暫停營業或從事投資控股的附屬公司之詳情，董事則認為會導致詳情過於冗長。

42. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

42. 本公司財務狀況表及儲備變動

		2021 HK\$ million 百萬港元	2020 HK\$ million 百萬港元
Non-current assets	非流動資產		
Investment in a subsidiary	於一間附屬公司之投資	15,387.3	15,387.3
Amount due from a subsidiary	應收一間附屬公司款項	1,798.9	897.5
		17,186.2	16,284.8
Current assets	流動資產		
Amount due from a subsidiary	應收一間附屬公司款項	6,920.3	13,736.0
Taxation recoverable	可收回稅項	0.5	0.6
Cash and cash equivalents	現金及現金等價物	274.2	4.5
		7,195.0	13,741.1
Current liabilities	流動負債		
Other payables	其他應付款項	22.9	24.9
Bank borrowings	銀行貸款	4,619.0	10,533.0
Gold loans	黃金借貸	2,432.7	3,067.7
		7,074.6	13,625.6
Net current assets	流動資產淨額	120.4	115.5
Total assets less current liabilities	總資產減流動負債	17,306.6	16,400.3
Non-current liability	非流動負債		
Bank borrowings	銀行貸款	1,798.9	897.5
		15,507.7	15,502.8
Capital and reserves	資本及儲備		
Share capital	股本	10,000.0	10,000.0
Reserves	儲備	5,507.7	5,502.8
		15,507.7	15,502.8

**42. STATEMENT OF FINANCIAL POSITION
AND RESERVE MOVEMENT OF THE
COMPANY (CONTINUED)**

42. 本公司財務狀況表及儲備變動(續)

		Reserves 儲備			
		Share capital 股本 HK\$ million 百萬港元	Share premium 股份溢價 HK\$ million 百萬港元	Retained profits 保留溢利 HK\$ million 百萬港元	Total 總計 HK\$ million 百萬港元
At 31 March 2019	於2019年3月31日	10,000.0	5,498.7	56.9	15,555.6
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	6,147.2	6,147.2
Dividends	股息	-	-	(6,200.0)	(6,200.0)
At 31 March 2020	於2020年3月31日	10,000.0	5,498.7	4.1	15,502.8
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	2,804.9	2,804.9
Dividends	股息	-	-	(2,800.0)	(2,800.0)
At 31 March 2021	於2021年3月31日	10,000.0	5,498.7	9.0	15,507.7

FINANCIAL SUMMARY

財務概要

The following is a summary of the published results and assets and liabilities of the Group for the last five financial years. The financial information are extracted from the consolidated financial statements in the annual reports.

以下為本集團過去五個財政年度已刊發業績以及資產與負債概要。財務資料摘錄自年報的綜合財務報表。

		For the year ended 31 March 截至3月31日止年度				
		2017 HK\$ million 百萬港元	2018 HK\$ million 百萬港元	2019 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元
Revenue	營業額	51,245.5	59,156.4	66,660.9	56,750.8	70,163.8
Gross profit	毛利	14,962.7	16,213.4	18,601.8	16,096.2	20,074.7
Profit for the year	年度溢利	3,151.1	4,203.3	4,684.0	2,983.1	6,176.1

		As at 31 March 於3月31日				
		2017 HK\$ million 百萬港元	2018 HK\$ million 百萬港元	2019 HK\$ million 百萬港元	2020 HK\$ million 百萬港元	2021 HK\$ million 百萬港元
Total assets	資產總額	49,401.9	57,569.9	62,237.1	65,243.4	64,308.2
Total liabilities	負債總額	16,900.4	23,472.3	30,834.1	38,252.6	32,740.6
Net assets	資產淨額	32,501.5	34,097.6	31,403.0	26,990.8	31,567.6

GLOSSARY

詞彙

1HFY 財政年度上半年	the first half of the financial year, six months ending 30 September 財政年度上半年·截至9月30日止六個月
2HFY 財政年度下半年	the second half of the financial year, six months ending 31 March 財政年度下半年·截至3月31日止六個月
Articles 細則	the articles of association of the Company (as amended or supplemented from time to time) 本公司組織章程細則(經不時修訂或補充)
ASP 平均售價	average selling price 平均銷售價格
Board 董事會	the board of directors of the Company 本公司董事會
CIS 店內專櫃	counter-in-shop in POS 於零售點內的店內專櫃
Company / Chow Tai Fook 本公司/周大福	Chow Tai Fook Jewellery Group Limited (stock code: 1929) 周大福珠寶集團有限公司(股份代號:1929)
Directors 董事	directors of the Company 本公司董事
FY 財政年度	financial year, 1 April of a year to 31 March of the following year 財政年度·指4月1日至翌年3月31日
Gem-set Jewellery 珠寶鑲嵌首飾	jewellery products made with diamonds and gemstones 鑲有鑽石及寶石的首飾產品
Gold jewellery and products 黃金首飾及產品	gold jewellery and products sold by weight or at fixed price. Fixed price gold products include those with substantial amount of art work, delicate designs and licensed gold products 按重量或固定價格出售的黃金首飾及產品。定價黃金產品包括需要相當的工藝技術製成、設計精巧以及授權的黃金產品
Group 集團/本集團	the Company and its subsidiaries 本公司及其附屬公司
Karat gold / K-gold K金	jewellery products made from gold alloy 以合金製成的首飾產品
Listing Rules 上市規則	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司證券上市規則
Mainland China 中國內地	the mainland of the People's Republic of China 中華人民共和國內地

POS 零售點	points of sale 產品零售點
Retail Sales Value / RSV 零售值	the sales at the ending price (VAT inclusive, if any), in respective functional currencies, of products sold to customers in the POS network and other channels 於零售點網絡和其他渠道以相應功能貨幣計值向顧客銷售產品的最終零售價(包括增值稅, 如有)計算
Same Store 同店	self-operated POS existing as at the end of the relevant financial period and which have been operating since the beginning of the prior financial year 自前一個財政年度初已經營並於有關財政期間末仍然續存的直營零售點
Same Store Sales / SSS 同店銷售	“Same store sales” for FY2021 is the RSV from the self-operated POS of CHOW TAI FOOK JEWELLERY existing as at 31 March 2021 and which have been opened prior to 1 April 2019. RSV from franchised POS and other channels are not included 就2021財政年度「同店銷售」而言, 指來自於2019年4月1日前開業並於2021年3月31日仍然續存的周大福珠寶直營零售點的零售值, 惟不包括加盟零售點及其他渠道的零售值
Same Store Sales Growth / SSSG 同店銷售增長	a comparison between Same Store Sales of a particular period and sales from comparable POS in the corresponding period in the previous financial year, measured at constant exchange rates 以相同匯率比較特定期間的同店銷售與上一財政年度同期的可比零售點銷售
SFO 證券及期貨條例	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 香港法例第571章證券及期貨條例
SIS 店中店	shop-in-shop in POS 於零售點內的店中店
Stock Exchange 聯交所	The Stock Exchange of Hong Kong Limited, unless otherwise specified 除非另有指明, 否則均指香港聯合交易所有限公司
Tier I, II, III, IV and other cities 一線、二線、三線、四線及其他城市	for the list of cities, please refer to the city-tier ranking published by Yicai Global. New first tier cities were grouped under Tier II cities in our analysis. Please refer to the ranking released on 29 May 2020 有關城市詳情請參閱《第一財經》發佈的城市等級排名。新一線城市於我們的分析中被分類為二線城市。請參閱2020年5月29日公佈的排名

A SNAPSHOT OF CHOW TAI FOOK JEWELLERY GROUP

周大福珠寶集團簡況



Chow Tai Fook
Jewellery Group Website
周大福珠寶集團網站



Corporate
Presentation
企業簡報



Corporate
Video
企業短片



Our History
集團歷史



Our Brands
我們的品牌



Our Sustainability
Report
可持續發展報告

Investor calendar

FY2021 annual results announcement

8 June 2021

AGM

28 July 2021

Proposed payment of final dividend

on or about 20 August 2021

Closure of register of members (both days inclusive)

For ascertaining attendance and voting right at the AGM
23 to 28 July 2021

For ascertaining entitlement to proposed final dividend

5 August 2021

投資者日誌

2021 財政年度全年業績公告

2021 年 6 月 8 日

股東週年大會

2021 年 7 月 28 日

建議派發末期股息

2021 年 8 月 20 日或前後

暫停辦理股份過戶登記手續(首尾兩天包括在內)

就確定出席股東週年大會並於會上投票
2021 年 7 月 23 日至 28 日

就確認獲發建議末期股息的權利

2021 年 8 月 5 日

Share information

Company name

Chow Tai Fook Jewellery Group Limited

Listing

Hong Kong Stock Exchange

Stock code

1929

Listing date

15 December 2011

Board lot size

200 shares

Issued share capital as at 31 March 2021

10,000,000,000 shares

Index constituent

Hang Seng Composite Index
Hang Seng Composite LargeCap Index
Hang Seng China (Hong Kong-listed) 100 Index
Hang Seng Stock Connect Greater Bay Area Composite Index
Hang Seng High Dividend Yield Index
Hang Seng Corporate Sustainability Benchmark Index
Hang Seng ESG 50 Index
MSCI Hong Kong Index

股份資料

公司名稱

周大福珠寶集團有限公司

上市

香港聯交所

股份代號

1929

上市日期

2011 年 12 月 15 日

每手買賣單位

200 股

於 2021 年 3 月 31 日已發行股本

10,000,000,000 股

成份股

恒生綜合指數
恒生綜合大型股指數
恒生中國(香港上市)100指數
恒生滬深港通大灣區綜合指數
恒生高股息率指數
恒生可持續發展企業基準指數
恒生 ESG50 指數
MSCI 香港指數

CONTACT US

聯絡我們

Shareholder services

For matters relating to your shareholding such as transfer of shares, change of name or address, and loss of share certificates, please write to our Hong Kong Branch Share Registrar:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
Tel: (852) 2980-1333
Fax: (852) 2810-8185

Shareholders can obtain the annual / interim report of the Company by writing to our Hong Kong Branch Registrar, or access the electronic version from our group website.

Investor relations

For more information about the Group, please visit

www.ctfjewellerygroup.com

or contact our Investor Relations and Corporate Communications at

38/F, New World Tower
16-18 Queen's Road Central, Hong Kong
Tel: (852) 2524-3166
Fax: (852) 2526-9178
e-mail: ir@chowtaifook.com

General information

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Registered office

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Cricket Square, Hutchins Drive
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Grand Cayman KY1-1111
Cayman Islands

股東服務

有關閣下的持股事宜，如股份轉讓、更改姓名或地址及遺失股票，請以書面方式通知我們的香港股份過戶登記分處：

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓
電話：(852) 2980-1333
傳真：(852) 2810-8185

股東可透過書面方式聯絡我們的香港股份過戶登記分處以領取本公司的年報/中期報告，或於我們的集團網站閱覽電子版。

投資者關係

有關本集團詳情，請瀏覽

www.ctfjewellerygroup.com

或與我們的投資者關係及企業傳訊聯絡：

香港皇后大道中16-18號
新世界大廈38樓
電話：(852) 2524-3166
傳真：(852) 2526-9178
電郵：ir@chowtaifook.com

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總部及香港主要營業地點

香港皇后大道中16-18號
新世界大廈33樓

註冊辦事處

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P. O. Box 2681
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Cayman Islands

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