



SUGA INTERNATIONAL HOLDINGS LIMITED 信佳國際集團有限公司

(Incorporated in Bermuda with limited liability)(於百慕達註冊成立之有限公司)
Stock Code 股份代號 : 912

30



2020/21

ANNUAL REPORT
年報

MISSION STATEMENT

企業使命

We contribute to the advancement of society by providing people with quality products and employing advanced technology, with protecting the environment always in mind. We hire and nurture professionals and, together, we march towards our goals in pace with time. Putting customers first, we provide them with the best products and services, assuring win-win results.

創新科技 倡導環保 培育英才
共創理想 以客為本 互惠雙贏

CORPORATE OBJECTIVE

企業目標

To become a technologically advanced and innovative company in Asia and the preferred partner by providing comprehensive electronics solutions and building a pet health ecosystem.

致力提供全面電子解決方案及建構寵物健康生態系統，以成為亞洲先進及創新的公司及最備受信賴的商務夥伴為目標。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Dr. Ng Chi Ho (*Chairman*)
Mr. Ma Fung On (*Deputy Chairman*)
Dr. Ng Man Cheuk

Non-Executive Directors

Mr. Lee Kam Hung
Prof. Luk Wing Ching

Independent Non-Executive Directors

Mr. Leung Yu Ming, Steven
Mr. Chan Kit Wang
Dr. Cheung Nim Kwan

COMPANY SECRETARY

Ms. Zeng Zhi

AUDIT COMMITTEE

Mr. Leung Yu Ming, Steven
Mr. Chan Kit Wang
Dr. Cheung Nim Kwan

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants and Registered PIE Auditor

LEGAL ADVISER

MinterEllison LLP

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Citibank, N.A.
DBS Bank (Hong Kong) Limited
MUFG Bank, Ltd.
Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

董事會

執行董事

吳自豪博士(主席)
馬逢安先生(副主席)
吳民卓博士

非執行董事

李錦雄先生
陸永青教授

獨立非執行董事

梁宇銘先生
陳杰宏先生
張念坤博士

公司秘書

曾智女士

審核委員會

梁宇銘先生
陳杰宏先生
張念坤博士

核數師

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

法律顧問

銘德有限法律責任合夥律師事務所

主要銀行

中國銀行(香港)有限公司
花旗銀行
星展銀行(香港)有限公司
株式會社三菱UFJ銀行
渣打銀行(香港)有限公司
香港上海滙豐銀行有限公司

REGISTERED OFFICE

Clarendon House 2
Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

22nd Floor, Tower B, Billion Centre
1 Wang Kwong Road, Kowloon Bay
Kowloon, Hong Kong

BERMUDA PRINCIPAL SHARE REGISTRAR

MUFG Fund Service (Bermuda) Limited
26 Burnaby Street
Hamilton HM11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

PUBLIC RELATIONS CONSULTANT

Strategic Financial Relations Limited
24/F
Admiralty Centre I
18 Harcourt Road
Hong Kong

CONTACTS

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Website: www.suga.com.hk
Stock code: 912

註冊辦事處

Clarendon House 2
Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港九龍
九龍灣宏光道一號
億京中心B座22樓

百慕達主要股份登記處

MUFG Fund Service (Bermuda) Limited
26 Burnaby Street
Hamilton HM11
Bermuda

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東 183 號
合和中心 17 樓
1712–1716 號舖

公共關係顧問

縱橫財經公關顧問有限公司
香港
夏慤道 18 號
海富中心第一期
24 樓

聯絡資料

電話：(852) 2953 0383
傳真：(852) 2953 1523
網址：www.suga.com.hk
股份代號：912

FINANCIAL HIGHLIGHTS

財務摘要

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
OPERATING RESULTS			
For the year ended 31 March			
Revenue	經營業績 截至三月三十一日止年度 收益	2,101,573	1,615,183
Gross profit	毛利	286,634	206,343
Operating profit	經營溢利	102,083	34,534
Profit attributable to owners of the Company	本公司擁有人應佔溢利	79,274	27,705
Earnings per share — Basic (HK cents)	每股盈利 — 基本(港仙)	27.96	9.77
Interim dividend, paid, per ordinary share (HK cents)	每股普通股已付中期股息 (港仙)	6.0	6.0
Final dividend, proposed, per ordinary share (HK cents)	每股普通股擬派末期股息 (港仙)	8.0	2.0
Special dividend, proposed, per ordinary share (HK cents)	每股普通股擬派特別股息 (港仙)	3.0	—
FINANCIAL POSITION			
As at 31 March			
Total equity	財務狀況 於三月三十一日 權益總額	802,168	704,841
Net current assets	流動資產淨值	355,422	343,233
Net (debt)/cash	(負債)/現金淨額	(10,760)	60,709
Capital expenditure	資本開支	114,690	35,005
Net assets value per share	每股資產淨值	2.830	2.486
FINANCIAL RATIOS			
Current ratio	財務比率 流動比率	1.68	2.19
Debt to equity ratio	負債權益比率	17.5%	9.6%
Inventory turnover days	存貨周轉日數	61	71
Debtors turnover days	應收賬款周轉日數	47	45
Return on average equity	平均股本回報率	10.6%	3.9%

FINANCIAL HIGHLIGHTS

財務摘要

REVENUE BY PRODUCT TYPE

收益按產品類別分析

For the year ended 31 March
截至三月三十一日止年度

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Electronic products	電子產品	1,695,367	1,364,415
Pet related products	寵物相關產品	406,206	250,768
Total	合計	2,101,573	1,615,183

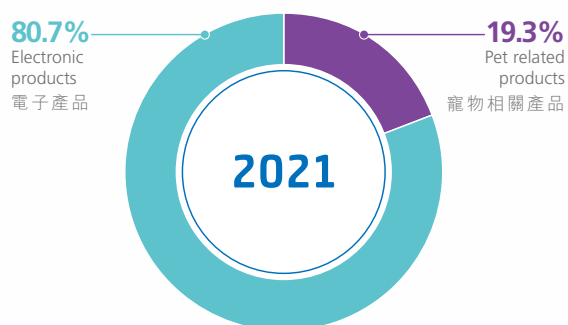
REVENUE BY GEOGRAPHICAL SEGMENT

收益按地理區域分類分析

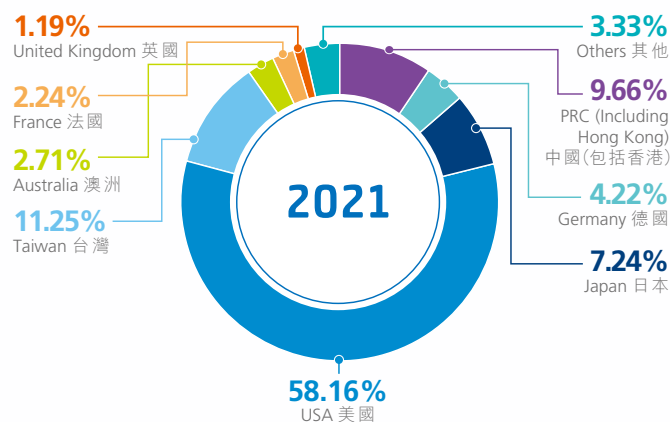
For the year ended 31 March
截至三月三十一日止年度

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
The United States of America (the "USA")	美利堅合眾國(「美國」)	1,222,232	769,079
Taiwan	台灣	236,440	105,914
The People's Republic of China (the "PRC", including Hong Kong)	中華人民共和國 (「中國」, 包括香港)	202,981	151,967
Japan	日本	152,147	181,948
Germany	德國	88,629	60,835
Australia	澳洲	56,883	93,169
France	法國	47,067	110,516
United Kingdom	英國	24,934	64,406
Others	其他	70,260	77,349
Total	合計	2,101,573	1,615,183

Revenue by Product Type
收益按產品類別分析



Revenue by Geographical Segment
收益按地理區域分類分析





Headquarter in
Hong Kong
香港總部
13,000 sq. ft. 平方呎





Factory in Vietnam
越南廠房
397,000 sq. ft. 平方呎



Factory in Dong Guan
東莞廠房
775,000 sq. ft. 平方呎





Systematic

MANAGEMENT

注重系統管理

On behalf of the Board of Directors, I hereby present the annual results report of Suga International Holdings Limited (the "Company") and its subsidiaries ("SUGA" or the "Group") for the financial year ended 31 March 2021.

FINANCIAL PERFORMANCE

During the year, COVID-19 continued to wreak havoc worldwide and brought unprecedented challenges to all industries. However, the pandemic has also given rise of the "stay-at-home economy" and online shopping, with companies responsive, highly adaptable, and well-prepared able to stand out among its peers. SUGA has a diversified product portfolio, and has insisted on developing new products and deploying its production base in Vietnam amid the pandemic, allowing it to seize new opportunities stemming out of COVID-19, with some products in demand because of the "stay-at-home" phenomenon and as such its turnover reached record high.

Its turnover amounted to HK\$2,101.6 million for the year (FY2019/20: HK\$1,615.2 million), representing an increase of 30.1% against the previous year. Gross profit increased by 38.9% to HK\$286.6 million and gross profit margin rose to 13.6% (FY2019/20: HK\$206.3 million and 12.8%), mainly due to the increase in revenue and production capacity in Vietnam, plus effective cost control measures, boosting cost-effectiveness. Profit attributable to shareholders was HK\$79.3 million (FY2019/20: HK\$27.7 million). Net profit margin was 3.8% (FY2019/20: 1.7%). Basic earnings per share were HK27.96 cents (FY2019/20: HK9.77 cents).

DIVIDEND

To celebrate SUGA's 30th anniversary as well as reward shareholders for their ongoing support, the Directors have proposed the payment of a final dividend of HK8.0 cents per share for the financial year ended 31 March 2021 (FY2019/20: HK2.0 cents per share) and a special dividend of HK\$3.0 cents per share (FY2019/20: Nil) to the shareholders whose names appear on the Register of Shareholders of the Company as at 19 August 2021. Together with the interim dividend of HK6.0 cents per share already paid, total dividend for the year would be HK17.0 cents per share (FY2019/20: HK8.0 cents per share). Subject to approval by shareholders at the 2021 Annual General Meeting, the proposed final dividend and special dividend will be paid on or before 27 August 2021.

本人謹代表董事會，提呈信佳國際集團有限公司（「本公司」）及其附屬公司（合稱「信佳」或「本集團」）截至二零二一年三月三十一日止財政年度的全年業績報告。

業績表現

年內，2019冠狀病毒病（「COVID-19」）仍然肆虐全球，為各行各業帶來空前挑戰。然而，疫情亦造就了「宅經濟」及網上購物崛起，同時令反應迅速、適應力強和準備充足的企業脫穎而出。信佳的多元產品組合，以及在「疫」境下堅持研發新產品及佈局越南生產據點，令本集團得以把握COVID-19疫情下新機遇，部分產品受惠於「宅在家」需求，帶動營業額創新高。

年內營業額為2,101,600,000港元（二零一九／二零年財政年度：1,615,200,000港元），較去年增加30.1%。毛利相應增加38.9%至286,600,000港元，毛利率上升至13.6%（二零一九／二零年財政年度：206,300,000港元及12.8%），主要由於收益與越南的產能同步提升，加上有效的成本控制措施，令成本效益彰顯。股東應佔溢利為79,300,000港元（二零一九／二零年財政年度：27,700,000港元）。純利率為3.8%（二零一九／二零年財政年度：1.7%）。每股基本盈利為27.96港仙（二零一九／二零年財政年度：9.77港仙）。

股息

為慶祝信佳三十週年誌慶及回饋股東的不懈支持，董事建議向於二零二一年八月十九日名列本公司股東名冊的股東，派發截至二零二一年三月三十一日止財政年度末期股息每股8.0港仙（二零一九／二零年財政年度：每股2.0港仙）及特別股息每股3.0港仙（二零一九／二零年財政年度：無）。連同早前派發的中期股息每股6.0港仙，全年股息為每股17.0港仙（二零一九／二零年財政年度：每股8.0港仙）。待股東於二零二一年股東週年大會批准後，建議的末期股息及特別股息將於二零二一年八月二十七日或之前派付。

CHAIRMAN'S STATEMENT

主席報告

BUSINESS REVIEW

Electronic Products

Electronic products business remained as the Group's main revenue source, contributing HK\$1,695.4 million (FY2019/20: HK\$1,364.4 million), up 24.3% year-on-year, accounting for 80.7% of total sales.

The Group has been committed to developing innovative products over the years, no exception even amid the pandemic, and these efforts paid off during the extraordinary year. With the working and studying at home modes prevailing because of COVID-19, there was a strong demand from many business partners of the Group for its professional audio equipment, particularly wireless microphones which orders increased notably. As consumers have had to stay at home more, the demand for professional audio equipment for entertainment also increased markedly, as such related sales recorded satisfactory growth during the year, and along with that a diversified and stable customer base was established. Orders for other products were delayed at the impact of the pandemic, but some showed signs of improvement in the second half year.

By market, the Chinese economy quickly rebounded with the pandemic effectively under control. Focusing on tapping the development potential of this huge market, the Group secured more orders there during the year, mainly for general consumer electronics. New orders landed in China were enough to fill the production capacity vacated of the Dongguan factory, which was relocated to Vietnam.

Pet Business

The pet business contributed revenue of approximately HK\$406.2 million (FY2019/2020: HK\$250.8 million), representing a year-on-year increase of 62.0%, accounting for 19.3% of the Group's total revenue. The growth was mainly attributable to the significant increase in sales of pet training devices. As people are spending more time at home and with their pets because of the pandemic, demand for pet-related products had a strong push.

業務回顧

電子產品

電子產品業務仍為本集團的主要收益來源，貢獻1,695,400,000港元(二零一九／二零年財政年度：1,364,400,000港元)按年增加24.3%，佔總銷售額80.7%。

本集團多年來堅持研發創新產品，縱使在疫情下亦不間斷，該等努力於這不平凡的一年迎來豐碩成果。COVID-19疫情下在家工作及學習的熱潮持續，帶動多名業務夥伴對本集團的專業音響器材訂單需求殷切，當中無線麥克風的訂單增長尤為強勁；加上消費者居家時間增加，娛樂方面的專業音響器材需求亦見明顯升幅，因此年內專業音響器材銷售錄得理想增長，亦建立了多元化的穩健客戶基礎。其他產品的訂單則受疫情影響而延遲，然而部分於下半年已見起色。

市場方面，中國有效控制疫情推動經濟快速反彈。本集團瞄準當地市場的龐大發展空間，成功於年內獲得內地市場更多訂單，主要為一般消費電子產品。新增的國內訂單已足夠填滿本集團部分生產遷往越南後騰空出來的東莞廠房產能。

寵物業務

寵物業務貢獻收益約406,200,000港元(二零一九／二零年財政年度：250,800,000港元)，佔本集團總收益19.3%，較去年增加62.0%，主要由於寵物培訓器材銷售額顯著增加所致。疫情下大眾「宅在家」的時間更長，寵物主有更多時間與寵物相處，刺激寵物相關用品的需求。

Regarding the pet food business, to seize the enormous business opportunities in the mainland China market, in early November 2020, the Group started selling the domestic pet food brand "TeenyTiny" on the largest e-commerce platform in the country and received enthusiastic consumer response, reflective of the strong demand for quality pet food in the mainland market. To enhance awareness of its own-brand pet food and grasp the online shopping trend amid the pandemic, the Group strengthened online marketing and sales, which resulted in growth of its pet food business in both Mainland China and Hong Kong. Turnover of its subsidiary Espetsso Limited climbed more than 30% last year. Happypaws, another online store of the Group, commenced operation to provide all-round services including online pet products retail and wholesale, and online vet consultation.

AWARDS

SUGA was named the "2020 Contract Manufacturer of the Year" by one of its key customers PreSonus Audio Electronics, Inc. ("PreSonus") during the year, recognising the Group's outstanding contribution to its supply chain and in introducing new products. In terms of individual awards, Dr. Ng Man Cheuk, Alfred, Executive Director, Chief Technology Officer and Chief Executive Officer of the Electronics Manufacturing Services (EMS) Division of SUGA, won the "Young Industrialist Awards of Hong Kong 2020" of Federation of Hong Kong Industries acknowledging his outstanding contribution to industrial sector and society of Hong Kong. Also, in October 2020, Dr. Ng was appointed as Director of the Hong Kong Applied Science and Technology Research Institute, where he could, with innovation and applied technology, assist Hong Kong in developing technology-based industries. In May 2021, Dr. Ng was elected with high votes as Vice Chairman of the Hong Kong Electronics Industry Council (Group 5 of Federation of Hong Kong Industries). Dr. Ng will keep up his efforts in leading SUGA, helping it innovate and advance, and also contribute to the electronics industry and community in Hong Kong.

寵物糧食業務方面，為把握中國市場的龐大商機，本集團於二零二零年十一月初在國內最大電商平台開售國產寵糧品牌「趣味日記」，消費者反應熱烈，顯示國內市場對優質寵糧的需求殷切。為提高自家寵糧的品牌知名度及把握疫情下的網購趨勢，本集團加強線上市場推廣及銷售，帶動中國內地及香港的寵物糧食業務雙雙錄得增長，當中附屬公司Espetsso Limited去年的營業額攀升逾30%。本集團旗下另一網店Happypaws亦已正式營運，致力於提供網上寵物產品的零售和批發及線上獸醫諮詢等全方位服務。

獎項

信佳於年內獲主要客戶之一PreSonus Audio Electronics, Inc.頒發「二零二零年度最佳合約製造商」殊榮，以表揚本集團於供應鏈和新產品介紹上的卓越貢獻。在個人獎項方面，信佳執行董事、首席技術總監兼電子製造服務(EMS)分部行政總裁吳民卓博士榮獲香港工業總會頒發「2020年香港青年工業家獎」，以表彰其對香港工業界和社會的卓越貢獻。於二零二零年十月，吳博士亦獲委任為香港應用科技研究院的董事，運用創新及應用科技，協助香港發展以科技為基礎的產業。於二零二一年五月，吳博士以高票當選為香港電子業總會(香港工業總會第五分組)副主席。吳博士將再接再厲，帶領信佳創新和進步，為香港電子業和社區作出貢獻。

CHAIRMAN'S STATEMENT

主席報告

PROSPECTS

As more and more people get vaccinated, the pandemic is expected to gradually come under control which will boost confidence in the economic recovery. COVID-19, however, has completely changed the lifestyle of people, and trends such as working and learning at home and shopping online will not be reversible. Capitalising on diverse business development strategy, forward-looking deployment of production facilities in different regions and strong innovative capability and adaptability, SUGA has overcome challenges, such as trade wars and the COVID-19 pandemic, in the past three decades and seen its business climbing to new heights. Hence, the Group has strong confidence in seizing opportunities in the new normal.

SUGA has a diversified product portfolio. Among all its products, professional audio equipment has become an expertise area of SUGA, securing for it a number of business partners. Demand for those products is expected to sustain. The Group will continue to grow its R&D team and strive to develop for customers more products with strong demand potential, including professional audio equipment and hair styling products co-developed with a smart personal care product customers in recent years, all to the end of creating more room for the Group to grow profit. As for other products of the Group, orders and cooperation plans gradually improved in the second half year and hopefully will be back on the right track in the coming year.

In terms of market, China, the fastest among countries to have the pandemic under control, has become the engine of global economic growth. To capture the opportunities presented by China's inner circulation policy, the Group started to focus on expanding the China market last year and reaped initial results. In the future, it will make good use of the production capacity of its Dongguan plant and continue to develop its business in China, aiming to expand its customer base, achieve a more balance and healthy market layout, and enhance its risk resistance.

展望

隨著越來越多人接種疫苗，全球疫情有望逐漸受控，從而提振經濟復甦的信心。COVID-19已徹底改變了大眾的生活方式，在家工作及學習、網上購物等趨勢將不可逆轉。憑藉多元業務發展策略、前瞻性的多區域產能佈局、以及強大的創新及適應能力，信佳於過去三十年克服了貿易戰及COVID-19疫情等不同挑戰，業務更達新高峰，因此本集團對於把握新常態下的機遇充滿信心。

信佳已建立了多元產品組合，在芸芸產品中，專業音響器材已成為信佳的專長之一，吸引了多名業務夥伴，預料該等產品的需求將持續。本集團將繼續壯大研發團隊，務求為客戶開發更多能創造需求的產品，包括專業音響器材及近年與智能個人護理產品客戶開發的髮型造型產品，藉此為本集團締造更大的利潤增長空間。本集團其他產品的訂單及合作計劃亦已於下半年漸見起色，期望於來年回復正軌。

在市場方面，中國憑藉疫情最快受控成為全球經濟增長火車頭。為把握中國內循環政策的機遇，本集團自去年開始著力拓展國內市場，已初見成效，未來將善用東莞廠房的產能，繼續拓展國內業務，以擴大客戶基礎和使市場分佈更均衡健康，提升抗風險能力。

Similarly, the Group's customers are also recognising the importance of market diversification and dispersing supply chain risks, thus tend to prefer to work with partners with production capacity in different regions. The Group started adopting the "China Plus One" strategy in 2018 and established a highly automated factory in Vietnam to meet customers' need for more cost-effective production that Vietnam affords. With that demand increasing, the Group has since kept expanding its production capacity in Vietnam. It is building a more than 30,000 sq.m. new plant in Que Vo III Industrial Zone, Bac Ninh Province, Vietnam, which is expected to commence production in second half of 2021. With operation of its existing plant maturing and when the new plant is finished, the Group expects to enjoy strong economies of scale and achieve higher yet cost-effectiveness in production.

As for pet business, the Group believes the business will continue to benefit from "stay-at-home" new normal. Thus, it will not only pursue online marketing to boost recognition of its domestic pet food brand "TeenyTiny", but also look for producers for "Brabanconne" in other regions to disperse supply risks. In addition, the Group will source more brands for its online stores to avail to customers diverse high-quality products, and also continue to launch new features aiming to enhance user experience.

The Huizhou property project jointly developed with Guangdong Fuchuan Investment Co., Ltd. is in good progress, with pre-sale expected to start at the end of 2021. The management will pay close attention to macroeconomic and market trends and timely adjust strategies as the new normal commands, in its bid to bring SUGA's businesses to the next level and create long-term value for customers and shareholders.

APPRECIATION

The past year was extraordinary for the Group and we are very proud to see our business reaching new heights. Our good performance was owed to the long-term support of our business partners and shareholders, as well as the vigilance and persistence of all staff amid the pandemic. On behalf of the Group, I would like to express my sincere gratitude to all of them. Celebrating the Group's 30th anniversary in 2021, we will work together with all parties, and build on our past achievements in striving for progress in the future for SUGA.

Ng Chi Ho
Chairman

Hong Kong
28 June 2021

同樣，客戶亦意識到分散市場及供應鏈風險的重要，因此偏好擁有多區域產能佈局的合作夥伴。本集團早於二零一八年已採取「中國加一」策略，於越南建立高度自動化廠房，滿足客戶對越南更具成本效益生產的殷切需求。因應該等需求持續增加，本集團已連年拓展當地產能，現正於越南北寧省桂武三工業區工業園內建設超過三萬平方米的新廠房，預計於二零二一年下半年投產。隨著現有廠房運作開始成熟，加上新廠房建成後的規模經濟，成本效益將進一步彰顯。

寵物業務方面，由於「宅在家」已成新常態，相信本集團的寵物業務將會繼續受惠。本集團一方面將透過線上市場推廣提升國產寵糧品牌「趣味日記」的知名度，另一方面會為「Brabanconne 爸媽寵」尋找其他地區的生產商，以分散供應風險。此外，本集團將為網店搜羅更多品牌，以提供多元化的優質選擇，並陸續推出多項嶄新功能，務求完善用家體驗。

至於本集團夥拍廣東富川投資有限公司共同開發的惠州房地產項目正在興建，預計於二零二一年底預售。管理層將密切關注宏觀經濟及市場趨勢，及時調整部署來迎接新常態，帶領信佳業務更上一層樓，為客戶及股東締造長遠價值。

致謝

在過去非凡一年，本集團的業務登上新高峰，對此我們深感自豪。此佳績實在有賴業務夥伴及股東的長期支持，以及全體員工在疫情期間保持警惕和堅守崗位，本人謹代表本集團致以衷心謝意。適逢二零二一年為本集團成立三十週年誌慶，我們將與各方攜手共進，帶領信佳繼往開來。

主席
吳自豪

香港
二零二一年六月二十八日

Understanding of
**CUSTOMERS'
REQUIREMENTS**
深明客戶需求



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Group's revenue for the year ended 31 March 2021 increased by 30.1% to HK\$2,101.6 million (FY2019/2020: HK\$1,615.2 million) compared with previous financial year. The favourable comparison was driven by the significant increase in revenue of professional audio equipment the pet electronic devices business due to continued strong demands for the products of "stay-at-home" market during COVID-19 pandemic. In addition, orders and production initially impacted by the outbreak of COVID-19 was gradually resumed. The Group has implemented various cost control measurement during the year under review, which has improved overall cost efficiency.

Geographically, for the year ended 31 March 2021, revenue generated from the top 3 countries/regions, the United States of America (the "USA"), Taiwan and The People's Republic of China accounted for 79.1% of the Group's total sales (FY2019/2020: 68.3% from the USA, Japan and The People's Republic of China).

Gross profit for the financial year ended 31 March 2021 was HK\$286.6 million, representing an increase of HK\$80.3 million or 38.9% compared to the HK\$206.3 million recorded in the previous financial year. Gross profit margin for the year increased from 12.8% to 13.6%, it was mainly due to increase in revenue and production capacity in Vietnam, plus effective cost control measures, boosting cost-effectiveness.

Operating profit for the year ended 31 March 2021 was HK\$102.1 million, an increase of HK\$67.6 million or 195.6% compared to the previous financial year. The increase was mainly due to the increase in revenue generated and improvement of gross profit margin, and improvement in cost efficiency. Total operating expenses were HK\$189.8 million, an increase of HK\$15.7 million as compared to last fiscal year. Distribution and selling expenses increased by HK\$4.7 million mainly due to increase in staff costs, sales commission, and carriage outward costs due to increase in revenue. General and administrative expenses increased by HK\$11 million mainly attributable to the increase in depreciation expenses and employee benefit expenses.

For the year ended 31 March 2021, the Group has recorded a net finance costs of HK\$1.4 million (FY2019/2020: HK\$3.5 million). The decrease of net finance costs was due to decrease in average bank borrowing interest rate during the year.

財務回顧

本集團截至二零二一年三月三十一日止年度之收益較上一個財政年度增加30.1%至2,101,600,000港元(二零一九/二零二零年財政年度: 1,615,200,000港元)。有關增長乃因新冠肺炎(「COVID-19」)疫情期間市場對「宅在家」產品之需求持續強勁,導致專業音響設備及寵物電子器材業務之收益顯著增加而受帶動。此外,最初受COVID-19爆發影響的訂單及生產已逐步恢復。本集團於回顧年度內實施多項成本控制措施,提升整體成本效益。

就地區而言,截至二零二一年三月三十一日止年度,來自三大國家/地區分別為美利堅合眾國(「美國」)、台灣及中華人民共和國之收益佔本集團總銷售額之79.1%(二零一九/二零二零年財政年度:來自美國、日本及中華人民共和國為68.3%)。

截至二零二一年三月三十一日止財政年度之毛利為286,600,000港元,較上一個財政年度錄得之206,300,000港元增加80,300,000港元或38.9%。年內毛利率由12.8%增加至13.6%,主要由於收益及越南產能增加,加上有效的成本控制措施,令成本效益彰顯。

截至二零二一年三月三十一日止年度的經營溢利為102,100,000港元,較上一個財政年度增加67,600,000港元或195.6%。增加乃主要由於所產生收益增加及毛利率提高以及有效的成本控制措施所致。經營開支總額為189,800,000港元,較上一個財政年度增加15,700,000港元。分銷及銷售費用增加4,700,000港元,此乃主要由於收益增加導致員工成本、銷售佣金及銷貨運送成本增加所致。一般及行政管理費用增加11,000,000港元,此乃主要由於折舊開支及員工福利開支增加所致。

截至二零二一年三月三十一日止年度,本集團錄得融資成本淨額1,400,000港元(二零一九/二零二零年財政年度:3,500,000港元)。融資成本淨額減少乃由於年內平均銀行借貸利率下降。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Profit attributable to the owners of the Company was HK\$79.3 million (2020: HK\$27.7 million), representing an increase of HK\$51.6 million or 186.1% comparing to last year. Basic earnings per share for the year ended 31 March 2021 were HK27.96 cents as compared to HK9.77 cents in the previous financial year.

BUSINESS REVIEW

The chief operation decision-maker has been identified as the Executive Directors (collectively referred to as the “CODM”) that make strategic decisions. The CODM reviews the internal reporting of the Group in order to assess performance and allocate resources and makes relevant decisions based on the entity-wide financial information.

There are two reportable segments of the Group:

Electronic products — Develop, manufacture and sales of electronic products

Pet-related products — Manufacture and distribution of pet-related products

Electronic products

Revenue from electronic products segment recorded approximately HK\$1,695.4 million (FY2019/2020: HK\$1,364.4 million), representing 80.7% of the Group’s total revenue. Revenue from this segment was increased by 24.3% as compared to last year. Among all products, professional audio equipment recorded significant growth during the year, benefited from the “stay-at-home” phenomenon during the COVID-19 pandemic. Other products such as electronic payment products, personal care appliances and telephones for hearing-impaired, which are severely affected by the COVID-19 pandemic, are resuming productions and deliveries in the second half of the financial year.

Major products of this segment are: (i) professional audio equipment; (ii) asset tracker with IoT technology; (iii) telephones for hearing impaired; (iv) telecommunication products; (v) general household consumer appliances; (vi) electronic payment products; and (vii) personal care appliances.

本公司擁有人應佔溢利為79,300,000港元(二零二零年: 27,700,000港元), 較去年度增加51,600,000港元或186.1%。截至二零二一年三月三十一日止年度之每股基本盈利為27.96港仙, 而上一個財政年度為9.77港仙。

業務回顧

主要營運決策人被認為作出策略決策的執行董事(統稱「主要營運決策人」)。主要營運決策人審視本集團內部報告以評估表現和分配資源, 並根據實體財務資料作出相關決策。

本集團有兩個可呈報分類:

電子產品 — 開發、製造及銷售電子產品

寵物相關產品 — 製造及分銷寵物相關產品

電子產品

來自電子產品分類的收益錄得約1,695,400,000港元(二零一九/二零二零年財政年度: 1,364,400,000港元), 佔本集團總收益80.7%。來自該分類的收益較去年增加24.3%。在芸芸產品中, 受惠於COVID-19疫情期間出現的「宅在家」現象, 專業音響器材於年內錄得顯著增長, 而深受COVID-19疫情影響的其他產品(如電子支付產品、個人護理電器及聽障電話)在財政年度下半年恢復生產及出貨。

此分類的主要產品為: (i)專業音響器材; (ii)採用IoT科技的資產追蹤器; (iii)聽障電話; (iv)通訊產品; (v)一般家庭消費電器; (vi)電子支付產品; 及(vii)個人護理電器。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Pet related products

Revenue from pet related products segment recorded approximately HK\$406.2 million (FY2019/2020: HK\$250.8 million), representing 19.3% of the Group's total revenue and an increase of HK\$155.4 million or 62.0% as compared to previous financial year. The increase was mainly driven by the significant growth in demand of pet training devices during the year under review, which was benefited from the "stay-at-home" phenomenon during the COVID-19 pandemic.

The other products of this segment are the Group's own pet food brands, "Brabanconne", imported from Belgium, and domestic brand "TeenyTiny". Both are selling on the largest e-commerce platform in the country and received enthusiastic consumer response, reflective of the strong demand for quality pet food in the mainland market. To enhance awareness of its own-brand pet food and grasp the online shopping trend amid the pandemic, the Group strengthened online marketing and sales, which resulted in growth of its pet food business in both Mainland China and Hong Kong. Turnover for the pet food business grew more than 30% in the year ended 31 March 2021.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2021, the current assets and current liabilities of the Group were approximately HK\$875.2 million (31 March 2020: HK\$630.8 million) and approximately HK\$519.7 million (31 March 2020: HK\$287.6 million) respectively. The liquidity ratio, which is calculated as current assets over current liabilities, was 1.68 times as at 31 March 2021, as compared to that of 2.19 times as at 31 March 2020.

The Group generally finances its operations by internally generated resources and banking facilities provided by its principal bankers in Hong Kong. Banking facilities used by the Group include revolving loans, overdrafts and term loans, which are primarily on floating interest rates basis. As at 31 March 2021, the Group maintained cash and bank balances at approximately HK\$127.8 million (31 March 2020: HK\$128.5 million), similar to that of previous financial year. The Group's bank borrowings were HK\$138.6 million as at 31 March 2021 (31 March 2020: HK\$67.8 million). Gearing ratio, expressed as a percentage of total bank borrowings over total equity, was 17.3% (31 March 2020: 9.6%).

寵物相關產品

來自寵物相關產品分類的收益錄得約406,200,000港元(二零一九／二零二零年財政年度：250,800,000港元)，佔本集團總收益19.3%，較上一個財政年度增加155,400,000港元或62.0%。增加乃主要由於受惠於COVID-19疫情期間出現的「宅在家」現象，導致回顧年度內寵物培訓器材需求顯著增長所致。

此分類其他產品為本集團自家寵糧品牌「Brabanconne 爸媽寵」(比利時進口)及國產寵糧品牌「趣味日記」。兩者均在國內最大的電商平台上銷售，深受消費者熱烈歡迎，顯示國內市場對優質寵糧的需求殷切。為提高自家寵糧品牌的知名度及把握疫情下的網購熱潮，本集團加強線上營銷及銷售，帶動了中國內地及香港的寵糧業務增長。截至二零二一年三月三十一日止年度，寵糧業務的營業額增長超過30%。

流動資金及財務資源

於二零二一年三月三十一日，本集團流動資產及流動負債分別約為875,200,000港元(二零二零年三月三十一日：630,800,000港元)及約為519,700,000港元(二零二零年三月三十一日：287,600,000港元)。於二零二一年三月三十一日的流動資金比率(按流動資產除以流動負債計算)為1.68倍，而於二零二零年三月三十一日則為2.19倍。

本集團一般以內部產生資源及其香港主要往來銀行提供之銀行信貸為業務經營提供資金。本集團所動用銀行信貸包括循環貸款、透支及定期貸款，主要按浮動利率計息。於二零二一年三月三十一日，本集團維持現金及銀行結餘於約127,800,000港元(二零二零年三月三十一日：128,500,000港元)，與上一個財政年度之現金及銀行結餘相若。於二零二一年三月三十一日，本集團銀行借貸為138,600,000港元(二零二零年三月三十一日：67,800,000港元)。資產負債比率(按銀行借貸總額除以總權益之百分比表示)為17.3%(二零二零年三月三十一日：9.6%)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group's total assets and total liabilities as at 31 March 2021 amounted to approximately HK\$1,326.6 million (31 March 2020: HK\$998.0 million) and HK\$524.4 million (31 March 2020: HK\$293.1 million) respectively. The debt ratio, which is calculated based on total liabilities over total assets, was approximately 0.40 times as at 31 March 2021, as compared to that of approximately 0.29 times as at 31 March 2020.

The net asset value of the Group increased from HK\$704.8 million as at 31 March 2020 to HK\$802.2 million as at 31 March 2021, the increase is mainly attributable by the profit for the year.

As at 31 March 2021, the Group had aggregate banking facilities of approximately HK\$710.5 million (31 March 2020: HK\$785.8 million) from its principal bankers for overdrafts, loans and trade financing, with unused facilities of HK\$519.9 million (31 March 2020: HK\$693.8 million).

CAPITAL EXPENDITURES

The Group's total capital expenditures for the year under review were HK\$114.7 million. The capital expenditures were mainly for the additions of machineries and equipment for PRC and Vietnam production plants, additions of the right-of-use assets representing a piece of land subleased by the Group in Vietnam, and construction of new factory in Vietnam.

FOREIGN EXCHANGE EXPOSURE

The Group is not subject to material foreign currency exposure since its operations are mainly denominated in Renminbi, Hong Kong dollars United States dollars and Vietnamese Dong. As Hong Kong dollars is pegged against United States dollars, the Group mainly exposed to foreign currency risk with respect to Renminbi and Vietnamese Dong. The Group monitors foreign currency exchange exposure and will use forward foreign exchange contracts as appropriate to hedge the foreign exchange risk in the ordinary course of business.

During the year, the Group has not used any financial instruments to hedge against foreign currency risk. It is the group's policy not to enter into derivative transactions for speculative purposes.

於二零二一年三月三十一日，本集團的資產總值及負債總額分別為約1,326,600,000港元(二零二零年三月三十一日：998,000,000港元)及524,400,000港元(二零二零年三月三十一日：293,100,000港元)。於二零二一年三月三十一日，負債比率(按負債總額除以資產總值計算)為約0.40倍，而於二零二零年三月三十一日則為約0.29倍。

本集團資產淨值由二零二零年三月三十一日的704,800,000港元增加至二零二一年三月三十一日的802,200,000港元，該增加主要是由於年內溢利所致。

於二零二一年三月三十一日，本集團就透支、貸款及貿易融資向其主要往來銀行取得銀行信貸總額約710,500,000港元(二零二零年三月三十一日：785,800,000港元)，而未動用的信貸額則為519,900,000港元(二零二零年三月三十一日：693,800,000港元)。

資本開支

於回顧年度內，本集團之資本開支總額為114,700,000港元。資本開支主要為中國及越南生產廠房添置機器及設備、添置使用權資產(即本集團於越南分租的地塊)以及興建越南新廠房。

外匯風險

由於本集團之業務主要以人民幣、港元、美元及越南盾計值，故本集團並無面對重大外幣風險。由於港元與美元掛鈎，本集團主要就人民幣及越南盾面臨外幣風險。本集團監察外幣風險，並將適時使用遠期外匯合約以對沖日常業務中的外匯風險。

年內，本集團並無使用任何金融工具以對沖外幣風險。本集團之政策為不作投機性的衍生工具交易。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PLEDGE OF ASSETS

As at 31 March 2021, the Group's interest in a joint venture was pledged in favour of a bank to secure a bank facility granted to its joint venture. The Group did not pledge any other assets as securities for the banking facilities granted to the Group.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 March 2021, the Group had a capital commitment of HK\$23.0 million for property, plant and equipment and investment in Huizhou Jiayifu Real Estate Development Co., Ltd. (31 March 2020: HK\$5.7 million).

Corporate guarantees given to banks to secure the borrowings granted to subsidiaries as at 31 March 2021 amounted to HK\$138.6 million (31 March 2020: HK\$67.8 million). As at 31 March 2021, the Group had contingent liabilities in respect of financial guarantees of HK\$10.0 million and RMB78.0 million for banking facilities granted to its associate and joint venture respectively. The Group assesses the risk of default of an associate and a joint venture at the end of the reporting period and recognised an aggregate loss allowance of HK\$2,521,000 as at 31 March 2021.

HUMAN RESOURCES

As at 31 March 2021 the Group has approximately 2,890 employees, of which 73 were based in Hong Kong while the rest were mainly in Mainland China and Vietnam. Remuneration policy was reviewed regularly, making reference to current legislation, market condition and both the individual and company performance. In addition to salaries and other usual benefits like annual leave, medical insurance and various mandatory pension schemes, the Group also provides educational sponsorship subsidies, discretionary performance bonus and share options.

資產抵押

於二零二一年三月三十一日，本集團於合營企業權益已抵押予銀行，作為其合營企業獲授銀行信貸的擔保。本集團並無抵押其他資產，作為本集團獲授銀行信貸之抵押。

資本承擔及或然負債

於二零二一年三月三十一日，本集團就物業、廠房及設備及惠州佳宜富房地產開發有限公司投資有資本承擔23,000,000港元(二零二零年三月三十一日：5,700,000港元)。

於二零二一年三月三十一日，就附屬公司獲授的借款向銀行作出公司擔保138,600,000港元(二零二零年三月三十一日：67,800,000港元)作抵押。於二零二一年三月三十一日，本集團就聯營公司及合營企業分別獲授銀行信貸而作出的財務擔保10,000,000港元及人民幣78,000,000元有或然負債。本集團於報告期末評估聯營公司及合營企業的違約風險，並於二零二一年三月三十一日確認虧損撥備總額2,521,000港元。

人力資源

於二零二一年三月三十一日，本集團有約2,890名僱員，其中73名長駐香港，其餘主要長駐中國內地及越南。薪酬政策參考現行法例、市況及個人與公司表現定期作出檢討。除薪金及其他一般福利(如年假、醫療保險及各類強制性退休金計劃)外，本集團亦提供教育資助津貼、酌情表現花紅及購股權。

GOOD QUALITY

追求卓越品質



DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

EXECUTIVE DIRECTOR

Dr. NG Chi Ho, aged 71, is the founder, chairman and managing director and chairman of the corporate governance committee of the Group. He is responsible for the formulation of corporate strategy, strategic planning and development, and overall management of the Group. Dr. NG has over 44 years of management experience in the electronics industry and has been teaching electronic engineering at the Hong Kong Polytechnic University for 4 years. Dr. NG holds a bachelor's degree in science from the Chinese University of Hong Kong, a master of philosophy degree in computer engineering from the University of Hong Kong, and an honorary doctor of engineering degree from Lincoln University, USA. Dr. NG is a chartered engineer, a fellow of the Institution of Engineering and Technology, UK, a fellow of the Hong Kong Institute of Directors. He is an university fellow of the Hong Kong Polytechnic University and a honorary life president of the Development Foundation of the Hong Kong Polytechnic University.

In addition, Dr. NG is a founding partner of Hong Kong-Shenzhen United Investment Fund, an advisor of the Technology Development Committee of Federation of Hong Kong Industries, the chairman of Hong Kong Electronic Industries Association and honorary chairman of Hong Kong Electronics Industries Council. Dr. NG is also the Assessment Panel Member under the Innovation and Technology Fund, Innovation and Technology Commission, HKSAR Government.

On community services, Dr. NG is chairman of Sir Cecil Clementi Scholarship Foundation under Education Bureau, HKSAR Government, and a director of Hok Hoi Library.

Dr. NG is the recipient of the Outstanding Entrepreneurship Award by Enterprise Asia in 2013, and the Hong Kong Electronic Industry Outstanding Achievement Award by Hong Kong Electronics Industries Council in 2018.

Dr. NG is the father of Dr. NG Man Cheuk, Alfred, the executive director of the Group and Mr. NG Man Chun, Anthony, the CEO of WePet Group.

執行董事

吳自豪博士，七十一歲，本集團創辦人、主席兼董事總經理及企業管治委員會主席。彼負責制定公司策略、本集團之策略規劃及發展以及整體管理。吳博士擁有超過四十四年電子業管理經驗，曾於香港理工大學任教電子工程四年。吳博士持有香港中文大學之理學士學位、香港大學之電機及電子工程哲學碩士學位以及美國林肯大學之工程學榮譽博士學位。吳博士亦為英國特許工程師及英國電機工程技術學會以及香港董事學會之資深會員。彼亦為香港理工大學大學院士及香港理工大學發展基金永遠榮譽會長。

另外，吳博士為深港聯合投資基金的創始合夥人、香港工業總會技術發展委員會之顧問、香港電子業商會會長及香港電子業總會榮譽會長。吳博士亦為香港特別行政區政府創新科技署創新及科技基金的評審委員會成員。

就社區服務而言，吳博士為香港特別行政區政府教育局金文泰爵士獎學金基金會主席及學海書樓董事。

吳博士於二零一三年獲亞洲企業商會頒發卓越企業家獎，並於二零一八年獲香港電子業總會頒發香港電子業傑出成就獎。

吳博士為本集團執行董事吳民卓博士及佳龍集團行政總裁吳民進先生之父親。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

Mr. MA Fung On, aged 63, is the deputy chairman and a member of the corporate governance committee of the Group. Mr. MA is responsible for the formulation of the Group's overall strategic planning and policies, as well as overseeing the personnel, administration and logistics of the Group. Mr. MA has worked with the Group for more than 28 years and has over 39 years of experience in the electronics industry. He graduated from the Hong Kong Polytechnic University with a higher diploma in electronic engineering and was conferred as a Fellowship of Social Enterprise Research Academy. Mr. Ma is vice chairman of The Hong Kong Enterprise Association of Dongguan Qingxi and vice chairman of Dongguan Photoelectric Communication Industry Association.

Dr. NG Man Cheuk, Alfred, aged 40, is an executive director and chief technology officer of the Group and chief executive officer of Electronics Manufacturing Service (EMS) division. He is responsible for exploring new business opportunities and overseeing Research and Development (R&D) of the Group. Dr. NG joined the Group in 2014 and Dr. Ng holds Bachelor of Engineering (1st Hon.) degree in Computing from Imperial College London, Master of Science (S.M.) and Doctor of Philosophy (Ph.D.) degrees in Electrical Engineering and Computer Science from Massachusetts Institute of Technology (MIT). He is an Adjunct Professor at City University of Hong Kong. Prior to joining the Group, Dr. NG has worked at Qualcomm's New Jersey Research Center. Dr. NG is a member of Hong Kong Trade Development Council Electronics/Electrical Appliances Industries Advisory Committee, a member of City University of Hong Kong's Electronic Engineering Departmental Advisory Committee, Expert Review Panel (ERP) member and Steering Committee member of Logistics and Supply Chain MultiTech R&D Centre (LSCM), and the Admission Panel Member of the MARS Centre of the Hong Kong Science and Technology Parks Corporation (HKSTP). Dr. Ng is also a member of Hong Kong Applied Science and Technology Research Institute Company Limited (ASTRI)'s Board of Directors, a member of Vetting Committee of the Trade and Industrial Organisation Support Fund (TSF), the Executive Committee Member of Federation of Hong Kong Industries Education Committee, a member of the Electronics and Telecommunications Training Board of Vocational Training Council, and Vice Chairman of Hong Kong Electronics Industry Council (Group 5 of Federation of Hong Kong Industries).

馬逢安先生，六十三歲，本集團副主席及企業管治委員會成員。馬先生負責制定本集團之整體策略規劃及政策以及監督本集團之人事、行政及物流工作。馬先生已於本集團服務超過二十八年，並於電子業擁有超過三十九年之經驗。彼畢業於香港理工大學，取得電子工程高級文憑及社會企業研究院院士。馬先生是東莞市清溪港商企業協會副會長及東莞市光電通訊行業協會副會長。

吳民卓博士，四十歲，本集團執行董事及首席技術總監及電子製造服務(EMS)分部行政總裁。彼負責拓展本集團新業務及監督本集團之研發(R&D)工作。吳博士於二零一四年加入本集團。吳博士擁有英國倫敦帝國學院計算機工程學士(一級榮譽)、美國麻省理工學院電子工程及計算機科學碩士和哲學博士學位。彼為香港城市大學客座教授。在加入本集團前，吳博士曾在高通公司新澤西研發中心工作。吳博士為香港貿易發展局電子／電器工業諮詢委員會成員、香港城市大學電機工程學系諮詢委員會委員、物流及供應鏈多元技術研發中心之專家評審小組成員及督導委員會成員以及香港科技園公司MARS醫療用品製造中心評審委員。吳博士亦為香港應用科技研究院有限公司董事會成員、工商機構支援基金評審委員會委員、香港工業總會教育聯會執行委員會委員、香港職業訓練局電子及電訊培訓委員會委員以及香港電子業總會(香港工業總會第五分組)副主席。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

Dr. NG has won the “Young Industrialist Awards of Hong Kong 2020” in recognition of his outstanding contribution to Hong Kong’s industrial sector and the society.

He is the son of Dr. NG Chi Ho, the chairman and managing director of the Group and the brother of Mr. NG Man Chun, Anthony, the CEO of WePet Group.

NON-EXECUTIVE DIRECTOR

Mr. LEE Kam Hung, Arthur, aged 63, is a non-executive director of the Group. He holds a Master degree of Science in Engineering Business Management (Co-organized by The Hong Kong Polytechnic University and The University of Warwick UK).

Mr. LEE is the founder, CEO of Kolinker Group of companies since its inception in 1983. Besides, he is a committee member of Election of Deputies to the Thirteenth National People’s Congress from the Hong Kong Special Administrative Region of the People’s Republic of China, member of The Hong Kong Polytechnic University Council, director of board of ITC Nano and Advanced Materials Institute Limited (NAMI), chairman of The Finance and Administration Committee (FAC) of NAMI and member of Expert Panel of Designated Local Research Institution (DLRI).

In addition, Mr. LEE is the general committee member of The Chinese Manufacturers’ Association of Hong Kong (CMA), fellow member of The Hong Kong Institution of Engineers, vice president (2003 Awardee) of Hong Kong Young Industrialists Council Foundation Limited, fellow of The University of Warwick, founding member of Hong Kong Professionals And Senior Executives Association and executive member of Federation of Hong Kong Industries — PRD Council.

He is also a chairman of Department of Applied Physics of The Hong Kong Polytechnic University, advisory member of Departmental Advisory Committee of Electronic and Information Engineering Department of The Hong Kong Polytechnic University (EIE), member of The Governing Committee of the PolyU Foundation and life member of Outstanding PolyU Alumni Association (OPAA).

Furthermore, he is an honorary advisor and founder chairman of the Kowloon City District Senior Police Call Honorary Presidents Council (SPC) and member of Kowloon City District Youth Programme Committee.

吳博士榮獲「香港青年工業家獎2020」，以表彰其對香港工業界及社會的傑出貢獻。

彼為本集團主席兼董事總經理吳自豪博士之兒子及佳龍集團行政總裁吳民進先生之兄長。

非執行董事

李錦雄先生，六十三歲，本集團非執行董事。彼持有香港理工大學與英國華威大學合辦的「綜合深造工程商業管理碩士學位」。

李先生為科研集團公司之創辦人，自該集團於一九八三年成立以來一直擔任行政總裁。此外，彼為中華人民共和國香港特別行政區第十三屆全國人民代表大會代表選舉會議成員、香港理工大學校董會成員、創新科技署納米及先進材料研發院有限公司(NAMI)董事局董事、NAMI財務及行政委員會(FAC)主席及創新科技署研發開支額外稅務扣減「指定本地研究機構」(DLRI)專家小組委員。

此外，李先生為香港中華廠商會聯合會(CMA)會董、香港工程師學會資深會員、香港青年工業家協會基金會有限公司副會長(二零零三年度獲獎會員)、英國華威大學工業院士、香港專業及資深行政人員協會創始會員以及香港工業總會—珠三角理事會執行會員。

彼亦為香港理工大學應用物理學系顧問委員會主席、香港理工大學電子及資訊工程學系顧問委員會(EIE)顧問委員、香港理工大學基金會管治委員會成員及傑出理大校友協會(OPAA)終身會員。

另外，彼為九龍城警區耆樂警訊名譽會長會(SPC)名譽顧問及始創主席以及九龍城區青年計劃委員會委員。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

Prof. LUK Wing Ching, Wayne, aged 59, is a non-executive director of the Group. He is Professor of Computer Engineering at Imperial College London. He was a Visiting Professor at Stanford University and the founding editor-in-chief of the Association for Computing Machinery Transactions on Reconfigurable Technology and Systems (ACM TRET). Prof. LUK's research covers custom computing, field programmable technology and design automation. He has received awards from various conferences such as those covering application-specific systems and field-programmable technology, and a Research Excellence Award from Imperial College London. Prof. LUK is a Fellow of the Royal Academy of Engineering, a Fellow of the Institute of Electrical and Electronics Engineers (IEEE) and a Fellow of the British Computer Society (BCS). He holds Master of Arts, Master of Science and Doctor of Philosophy degrees from the University of Oxford. He is External Examiner for the Bachelor of Engineering degree, University of Hong Kong; Guest Professor, Peking University; Honorary Fellowship Advisor, the Croucher Foundation; Advisor, Maxeler Technologies; Advisor, Shandong Institute of Industrial Technology; Chief Scientific Officer, Corerain Technologies; Chief Scientist, Peking University Advanced Institute of Information Technology; Director, CCB Fintech Corporation; Trustee, Sino-British Fellowship Trust.

陸永青教授，五十九歲，本集團非執行董事。彼為倫敦帝國學院計算機工程教授。陸教授曾任斯坦福大學客座教授，及美國計算機協會可重構技術與系統期刊的創刊主編。陸教授的研究包括定制計算、現場可編程技術及設計自動化方法。其研究成果曾獲特定應用系統及現場可編程技術等國際會議的獎項，以及倫敦帝國學院的卓越研究獎。陸教授是英國皇家工程院院士、美國電機電子工程師學會院士及英國計算機學會院士，並擁有牛津大學的文學碩士、理學碩士及哲學博士學位。彼為香港大學工程學士學位校外主考、北京大學客座教授、裘槎基金會獎學金計劃榮譽顧問、Maxeler Technologies顧問、山東產業技術研究院顧問、鯤雲科技首席科學家、北京大學信息技術高等研究院首席科學家、建信金融科技有限責任公司董事及中英學術基金會董事。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LEUNG Yu Ming, Steven, aged 62, is an independent non-executive Director of the Group and a member of audit committee, remuneration committee and nomination committee of the Group. Mr. LEUNG holds a master degree in accounting from Charles Sturt University in Australia and a bachelor degree in social science from the Chinese University of Hong Kong. Mr. LEUNG is an associate member of The Institute of Chartered Accountants in England and Wales, a practising certified accountant of CPA Australia and a fellow member of The Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong respectively. Mr. LEUNG is also a practising certified public accountant in Hong Kong. Mr. LEUNG previously worked in Nomura International (Hong Kong) Limited as an assistant vice president in the International Finance and Corporate Finance Department. He commenced public practice in auditing and taxation since 1990. He is now the senior partner of a certified public accountants firm. Mr. LEUNG has over 36 years of experience in assurance, accounting, taxation, financial management and corporate finance. Mr. LEUNG is also an independent non-executive director of C C Land Holdings Limited, The Cross Harbour (Holdings) Limited and Y.T. Realty Group Limited, all of which are companies listed on the Hong Kong Stock Exchange.

Mr. CHAN Kit Wang, Edmond, aged 68, is an independent non-executive director of the Group and a member of audit committee, remuneration committee and nomination committee of the Group. Mr. CHAN graduated from the Hong Kong Polytechnic University in 1977 with a higher diploma in accountancy. Mr. CHAN is a fellow member of The Association of Chartered Certified Accountants, associate member of The Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales. He is now a senior partner of a certified public accountants firm. Mr. CHAN has over 44 years of working experience in accounting, auditing and taxation.

獨立非執行董事

梁宇銘先生，六十二歲，本集團獨立非執行董事兼本集團審核委員會、薪酬委員會及提名委員會成員。梁先生持有澳洲查爾斯特大學會計學碩士學位及香港中文大學社會科學學士學位。梁先生為英格蘭及威爾斯特許會計師公會會員及澳洲執業會計師公會執業會計師，並分別為英國特許公認會計師公會、香港會計師公會及香港稅務學會資深會員。梁先生亦為香港執業會計師。梁先生曾就職於野村國際(香港)有限公司，擔任國際金融及企業融資部之助理副總裁。彼於一九九零年起從事審核及稅務行業，現為一間執業會計師行之高級合夥人。梁先生在審計、會計、稅務、財務管理及企業融資方面積逾三十六年經驗。梁先生亦為香港聯交所上市公司中渝置地控股有限公司、港通控股有限公司及渝太地產集團有限公司之獨立非執行董事。

陳杰宏先生，六十八歲，本集團獨立非執行董事兼本集團審核委員會、薪酬委員會及提名委員會成員。陳先生於一九七七年畢業於香港理工大學，取得會計高級文憑。陳先生為英國特許公認會計師公會資深會員、香港會計師公會及英格蘭及威爾斯特許會計師公會會員。彼現任一間執業會計師事務所高級合夥人。陳先生於會計、審核及稅務方面擁有逾四十四年之豐富工作經驗。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

Dr. CHEUNG Nim Kwan, aged 73, is an independent non-executive director of the Group and a member of audit committee, remuneration committee and nomination committee of the Group. Dr. Cheung is managing director of a start-up company in Hong Kong Science Park. He was Chief Executive Officer of the Hong Kong Applied Science and Technology Research Institute (ASTRI), a 500-member R&D organization in the information and communications area established by the Hong Kong SAR Government. He has founded and served as the inaugural director of the National Engineering Research Centre for Application Specific Integrated Circuit Systems, the first National Engineering Centre established in Hong Kong. Prior to joining ASTRI, Dr. CHEUNG has held different research and senior management positions at AT&T Bell Labs, Bellcore, and Telcordia Technologies. He is a Telcordia Fellow and a Fellow of IEEE. Dr. CHEUNG served as the 18th President of the IEEE Communications Society, a global professional organization with 45,000 members in 180 chapters around the world. He was Editor-in-Chief of the IEEE Communications Magazine, and was appointed Chairman of the IEEE Fellow Committee in 2012-13, where he presided over the selection of all new IEEE Fellows worldwide. Dr. CHEUNG is an Honorary Professor of the Chinese University of Hong Kong and has served as Consulting Professor at Stanford University and in Research Grants Council in Hong Kong. Dr. CHEUNG received his B.Sc. degree from the University of Hong Kong, and M.S. and Ph.D. degrees from the California Institute of Technology.

張念坤博士，七十三歲，為本集團獨立非執行董事以及本集團審核委員會、薪酬委員會及提名委員會之成員。張博士現任香港科學園一間初創公司之董事總經理。彼曾為香港應用科技研究院(應科院)之行政總裁，應科院由香港特別行政區政府成立，為資訊及通訊領域之研發機構，擁有500名成員。彼創辦並出任於香港成立之首個國家工程中心國家專用集成電路系統工程技術研究中心之首任主任。於加入應科院之前，張博士曾於AT&T Bell Labs、Bellcore及Telcordia Technologies擔任不同研究及高級管理職務。彼為Telcordia資深會員及電子和電氣工程師協會(IEEE)資深會員。張博士曾出任於全球擁有180個分會45,000名會員之全球性專業組織IEEE Communications Society第18任會長。彼曾為IEEE Communications Magazine之主編，並獲委任為IEEE Fellow Committee於二零一二至一三年之主席，而彼於任期內主管全球所有新IEEE資深會員之遴選工作。張博士為香港中文大學之名譽教授，並曾經擔任斯坦福大學之顧問教授及香港研究資助局成員。張博士取得香港大學理學士學位及取得加州理工學院碩士及博士學位。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

SENIOR MANAGEMENT

Mr. CHOW Sze Shek, Riley, aged 49, is the chief financial officer of the Group. Mr. CHOW is responsible for overseeing the corporate and financial matters of the Group. Mr. CHOW is a qualified accountant and a fellow member of CPA Australia. Mr. CHOW joined the Group in September 2001 and has over 27 years of experience in corporate finance, accounting and auditing. He graduated from the University of Queensland, Australia with a Bachelor of Commerce degree in accounting.

Mr. TENG Boon Han, Eric, aged 43, is the chief operation officer of EMS division, he is responsible for the overall operations in SUGA Hi-Tech Industrial Park. Mr. TENG holds a bachelor degree of Business Administration in Finance and Economics from University of New Brunswick, Canada. He joined the Group in 2007. Prior to joining the Group, Mr. TENG worked for global IT and telecommunication companies. He has had international working exposure in the USA, Malaysia, Indonesia and Thailand within those companies.

Mr. FUNG Chi Leung, Mark, aged 57, is the chief marketing officer of EMS division. He holds a Bachelor of Science degree from the University of Toronto in Canada. Mr. FUNG joined the Group in 2010 and has over 35 years of working experience in electronics sales and marketing.

Mr. NG Man Chun, Anthony, aged 38, is the chief executive officer of WePet Group. Since joining the Group in 2010, Mr. NG has been responsible for developing the pet business and managing the wholesale and the retail pet business in Hong Kong and mainland China. Mr. NG has also been involving in the development of the smart pet products for the Group. Mr. NG holds Bachelor of Science degree in Robotics from The Staffordshire University, Postgraduate Diploma in Computer Science from The University of Birmingham and Master of Business Administration from The University of Wales, Newport. Mr. NG has accumulated experience on pet business in last 11 years.

Mr. NG is the son of Dr. NG Chi Ho, the chairman and managing director of the Group and the brother of Dr. NG Man Cheuk, Alfred, the executive director of the Group.

高級管理人員

周思碩先生，四十九歲，本集團首席財務總監。周先生負責監督本集團的企業及財務事宜。周先生為合資格會計師及澳洲特許會計師公會資深會員。周先生於二零零一年九月加入本集團，在企業融資、會計及審計方面擁有逾二十七年經驗。彼畢業於澳洲昆士蘭大學，獲商業會計學學士學位。

湯文罕先生，四十三歲，電子製造服務分部首席營運總監，負責監督信佳高科技產業園之整體運作。湯先生持有加拿大新紐伯倫瑞克大學 (University of New Brunswick) 財經工商管理學士學位。彼於二零零七年加入本集團。於加入本集團前，湯先生於多間國際資訊科技及電訊公司任職。彼於該等公司累積了於美國、馬來西亞、印尼及泰國之跨國工作經驗。

馮志良先生，五十七歲，電子製造服務分部首席市場總監。彼持有加拿大多倫多大學理學士學位。馮先生於二零一零年加入本集團，並於電子銷售及市場推廣方面累積逾三十五年工作經驗。

吳民進先生，三十八歲，佳寵集團行政總裁。吳先生自二零一零年加入本集團以來，負責發展寵物業務以及於香港及中國內地管理批發及零售寵物業務。吳先生同時亦參與研發本集團之智能寵物用品。吳先生持有英國史丹福郡大學機器人理學士、英國伯明翰大學計算機科學深造文憑及威爾斯紐波特大學工商管理碩士。吳先生從事寵物業務累積了十一年經驗。

吳先生為本集團主席兼董事總經理吳自豪博士之兒子及本集團執行董事吳民卓博士之弟。

ADVANCED TECHNOLOGY

應用領先科技



CORPORATE GOVERNANCE REPORT

企業管治報告

The Board of Directors (the “Board”) and the management of Suga International Holdings Limited (the “Company”) are committed to attain and uphold a high standard of corporate governance that properly protect and promote the interests of its shareholders and other stakeholders including customers, suppliers, employees and the general public.

Throughout the financial year ended 31 March 2021, the Company has complied with the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), except for CG Code A.2.1.

CG Code A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Up to the date of this report, the Group does not have a separate Chairman and Chief Executive Officer and Dr. Ng Chi Ho currently holds both positions. The Board believes that vesting the roles of Chairman and Chief Executive Officer in the same person provides the Group with strong and consistent leadership in the development and execution of long-term business strategies. Going forward, the Group will periodically review the effectiveness of this arrangement and considers appointing an individual as Chief Executive Officer when it thinks appropriate.

Save as the above-mentioned deviation, none of the directors of the Company is aware of information that would reasonably indicate the Company is not or was not in compliance with the CG Code for the year under review.

BOARD OF DIRECTORS

The Group’s overall management is vested in its board of directors, which now comprises eight members, coming from diverse businesses and professional backgrounds. The Board consisted of three executive directors, Dr. Ng Chi Ho (Chairman and Managing Director), Mr. Ma Fung On (Deputy Chairman) and Dr. Ng Man Cheuk, two non-executive directors, Mr. Lee Kam Hung and Prof. Luk Wing Ching and three independent non-executive directors (“INED”), Mr. Leung Yu Ming, Steven, Mr. Chan Kit Wang and Dr. Cheung Nim Kwan (collectively the ‘Directors’).

信佳國際集團有限公司(「本公司」)董事會(「董事會」)及管理層致力達致及維持高水準之企業管治，妥善保障及促進其股東及其他持份者(包括客戶、供應商、僱員及公眾人士)的權益。

於截至二零二一年三月三十一日止整個財政年度內，本公司一直遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載企業管治守則(「企業管治守則」)，惟企業管治守則第A.2.1條除外。

企業管治守則第A.2.1條訂明須區分主席與行政總裁之角色，並不應由同一人擔任。截至本報告日期，本集團並無區分主席及行政總裁職務，現時由吳自豪博士身兼兩職。董事會相信，由同一人兼任主席及行政總裁，可貫徹本集團之強勢及一貫領導，發展及執行長遠業務策略。本集團將於日後定期檢討此安排是否有效，並於認為適當時委任個別人士為行政總裁。

除上述偏離外，本公司董事概不知悉有任何資料合理顯示本公司目前或曾經於回顧年度內不遵守企業管治守則。

董事會

本集團之整體管理由董事會負責，董事會現由八名來自不同行業及專業背景的人士組成。董事會成員包括三名執行董事吳自豪博士(主席及董事總經理)、馬逢安先生(副主席)及吳民卓博士、兩名非執行董事李錦雄先生及陸永青教授及三名獨立非執行董事(「獨立非執行董事」)梁宇銘先生、陳杰宏先生及張念坤博士(統稱「董事」)。

CORPORATE GOVERNANCE REPORT

企業管治報告

The principal functions of the Board are to supervise the group's business and affairs; to review the Group's financial performance; to review the Group's systems of risk management and internal control; to approve the strategic plans, investment and funding decision. For the financial reporting accountability, the Board has the ultimate responsibility for preparing the financial statements. The day-to-day management is conducted by senior management and employees of the Group, under the direction and supervision of the Directors. When the Directors are aware of any events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern, such events or conditions will be clearly set out and discussed in this Corporate Governance Report.

The Company has complied with Rules 3.10 (1) and (2) of the Listing Rules relating to the appointment of at least three INEDs among whom one has to have appropriate professional qualifications, or accounting or related finance management expertise. The role of INED is to bring an independent and objective view to the Board's deliberations and decisions. The Company has received from each INED an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs are independent.

All non-executive directors (including INEDs) have been appointed for a term of one year and are subject to retirement by rotation and re-election in accordance with the bye-laws of the Company and Listing Rules at each annual general meeting. Save as disclosed in the biographical details of each director, there is no other relationship (including financial, business, family or other material/relevant relationship) among members of the Board.

董事會之主要職能為監督本集團業務及事務；檢討本集團之財務表現；檢討本集團之風險管理及內部監控制度；批准策略計劃、投資及資金決策。於財務申報問責方面，董事會須承擔編製財務報表之最終責任。本集團高級管理層及僱員於董事指引及監督下處理日常管理事務。倘董事知悉有任何可能對本集團繼續以持續方式經營之能力構成重大疑問之事件或情況，該等事件或情況將清楚載於本企業管治報告並於當中討論。

本公司已遵守上市規則第3.10(1)及(2)條之規定，委任最少三名獨立非執行董事，其中一名具備合適專業資格或擁有會計或相關財務管理專業知識。獨立非執行董事之角色為就董事會之商議及決策提供獨立客觀意見。根據上市規則第3.13條，本公司已收到各獨立非執行董事就其獨立身份發出之年度確認。本公司認為全體獨立非執行董事均為獨立人士。

全部非執行董事(包括獨立非執行董事)均獲委任一年之任期，並須根據本公司之公司細則及上市規則於各股東週年大會上輪值告退及重選。除各董事之履歷詳情所披露者外，董事會成員間概無其他關係(包括財務、業務、家族或其他重大／相關關係)。

ROLE OF THE BOARD

The Board meets at least four times annually to review business development and overall strategic policies. The Board is supplied with relevant information by the senior management pertaining to matters to be brought before the Board for decision as well as reports relating to operational and financial performance of the Group before each regular board meeting. At least 14 days' notice of a regular board meeting is given to all directors to give them the opportunity to attend. Board papers are dispatched to the directors at least three days before the meeting to ensure that they have sufficient time to review the papers and be adequately prepared for the meeting.

The Board is responsible for the risk management and internal control systems of the Company and its subsidiaries, setting appropriate policies and reviewing the effectiveness of such controls. Risk management and internal control are defined as a process effected by the Board, management and other personnel, designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, not absolute assurance of the following:

- effectiveness and efficiency operations
- reliability of financial reporting
- compliance with applicable laws and regulations
- effectiveness of risk management functions

The Board conducted a review of the risk management and internal control systems of the Company and its subsidiaries for the year ended 31 March 2021 including the consideration of the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function and their training programmes and budget. The Board assessed the effectiveness of risk management and internal control systems by considering reviews performed by the Audit Committee, executive management and the independent auditors' management letters, if any, and is satisfied that the risk management and internal control systems of the Group is functioning properly.

董事會角色

董事會每年最少舉行四次會議，檢討業務發展及整體策略政策。於舉行各例行董事會會議前，董事會獲高級管理人員提供有關將提呈董事會決議事宜之資料以及有關本集團業務及財務表現之報告。全體董事均獲發最少14日例行董事會會議通知，以便彼等安排出席會議。董事會文件將至少於舉行會議三日前送交董事，以確保彼等有足夠時間審閱文件及於會議舉行前作充足準備。

董事會負責監察本公司及其附屬公司風險管理及內部監控制度，制定合適政策及檢討監控成效。風險管理及內部監控界定為由董事會、管理層及其他人士落實之程序，旨在管理而非杜絕未能達標之風險，並僅可提供以下範疇之合理而非絕對保證：

- 營運效益及效率
- 財務申報之可靠性
- 遵守適用法律及規例
- 風險管理職能之成效

董事會已審閱截至二零二一年三月三十一日止年度本公司及其附屬公司之風險管理及內部監控制度，包括考慮本公司在會計及財務申報職能方面之員工資源、資歷及經驗以及彼等之培訓課程及預算是否足夠。董事會考慮審核委員會和行政管理人員之檢討以及獨立核數師之管理函件(如有)以評估風險管理及內部監控制度之有效性，並信納本集團之風險管理及內部監控制度行之有效。

CORPORATE GOVERNANCE REPORT

企業管治報告

Four regular meetings of the Board and one Annual General Meeting were held during the year. The attendance of each director at the meeting is set out as follows:

年內，共舉行四次例行董事會會議及一次股東週年大會。各董事出席會議之次數載列如下：

Name of directors 董事姓名		Board meeting 董事會會議	AGM 股東週年大會
Executive Directors	執行董事		
Dr. Ng Chi Ho (<i>Chairman</i>)	吳自豪博士(主席)	4/4	1/1
Mr. Ma Fung On (<i>Deputy Chairman</i>)	馬逢安先生(副主席)	4/4	1/1
Dr. Ng Man Cheuk	吳民卓博士	4/4	1/1
Non-Executive directors	非執行董事		
Mr. Lee Kam Hung	李錦雄先生	4/4	1/1
Prof. Luk Wing Ching	陸永青教授	4/4	1/1
Independent Non-Executive Directors	獨立非執行董事		
Mr. Leung Yu Ming, Steven	梁宇銘先生	4/4	1/1
Mr. Chan Kit Wang	陳杰宏先生	4/4	1/1
Dr. Cheung Nim Kwan	張念坤博士	4/4	1/1

DIRECTORS' TRAINING

Based on the training records provided to the Company by the directors, the directors have participated in the following training during the year:

Directors' participation of continuous professional development

董事培訓

根據董事向本公司提供之培訓記錄，年內，董事曾參與以下培訓：

董事參與持續專業發展



Directors

董事

**Attended training courses,
seminars, workshops,
in-house briefs**
出席培訓課程、研討會、
工作坊、內部簡報會

Executive Directors

Dr. Ng Chi Ho (*Chairman*)

Mr. Ma Fung On (*Deputy Chairman*)

Dr. Ng Man Cheuk

執行董事

吳自豪博士(主席)

馬逢安先生(副主席)

吳民卓博士

Non-Executive Directors

Mr. Lee Kam Hung

Prof. Luk Wing Ching

非執行董事

李錦雄先生

陸永青教授

Independent Non-Executive Directors

Mr. Leung Yu Ming, Steven

Mr. Chan Kit Wang

Dr. Cheung Nim Kwan

獨立非執行董事

梁宇銘先生

陳杰宏先生

張念坤博士

✓

✓

✓

✓

✓

✓

✓

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CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE AND INDEMNITY

To indemnify Directors and officers of the Company against all costs, charges, losses, expenses and liabilities incurred by them in the execution of and discharge of their duties or in relation thereto, the Company has arranged insurance cover for this purpose.

BOARD COMMITTEES

The board has established four committees and has delegated various responsibilities to the committees including the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee"), the nomination committee (the "Nomination Committee") and the corporate governance committee (the "Corporate Governance Committee"). All the Board Committees perform their distinct roles in accordance with their respective terms of reference. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

AUDIT COMMITTEE

The Audit Committee comprises three INEDs who are Mr. Leung Yu Ming, Steven, Mr. Chan Kit Wang and Dr. Cheung Nim Kwan. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules. The Chairman of the Audit Committee is Mr. Leung Yu Ming, Steven.

The Audit Committee meetings are held not less than twice a year to review and discuss the risk management and internal audit of the Group, to review the Group's interim and annual financial statements, and also monitor the appointment and function of the Group's independent auditors. Additional meetings may also be held by the Committee from time to time to discuss special projects or other issues of which the Audit Committee considers necessary. The Committee's authority and duties are set out in written terms of reference and are posted on the websites of the Company and the Hong Kong Stock Exchange.

董事及高級職員之責任保險及彌償

為彌償本公司董事及高級職員因執行及履行其職責或與之有關所產生之所有費用、收費、損失、開支及債務，本公司已就此投購保險作出保障。

董事會委員會

董事會轄下已成立四個委員會，並將各種職責分派至各委員會，包括審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）及企業管治委員會（「企業管治委員會」）。所有董事會委員會均按其各自的職權範圍履行其特定職責。董事會委員會有充足資源以履行其職責，且在合理要求下，可在適合情況下尋求獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會由三名獨立非執行董事梁宇銘先生、陳杰宏先生及張念坤博士組成。審核委員會之組成及成員符合上市規則第3.21條項下之規定。審核委員會主席為梁宇銘先生。

審核委員會每年舉行不少於兩次會議，以檢討及討論本集團之風險管理及內部審核、審閱本集團中期及年度財務報表，以及監督本集團獨立核數師的委任及職能。委員會亦可能不時舉行額外會議，以討論特別項目或審核委員會認為需要討論之其他事宜。委員會之權力及職責載於書面職權範圍內，並登載於本公司及香港聯交所之網站。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year, two Audit Committee meetings were held and the individual attendance of each member is set out below:

年內共舉行兩次審核委員會會議，各成員之個別出席次數載列如下：

Member of Audit Committee		Meeting attended
審核委員會成員		出席會議次數
Mr. Leung Yu Ming, Steven	梁宇銘先生	2/2
Mr. Chan Kit Wang	陳杰宏先生	2/2
Dr. Cheung Nim Kwan	張念坤博士	2/2

During the year, the Audit Committee reviewed the fiscal year 2019/2020 annual report and fiscal year 2020/2021 interim report, including the accounting principles and practice adopted by the Group, reviewed and discussed the financial results and risk management and internal control systems of the Group, conducted discussions with the independent auditors on financial reporting, compliance, and reported all relevant matters to the Board.

年內，審核委員會已審閱二零一九／二零二零年財政年度年報及二零二零／二零二一年財政年度中期報告，包括檢討本集團所採納之會計原則及常規、審閱及討論本集團之財務業績以及風險管理及內部監控制度、與獨立核數師討論財務申報及合規事宜，並向董事會匯報所有相關事宜。

The Audit Committee has also reviewed the fiscal year 2020/2021 annual report in a meeting held on 23 June 2021.

審核委員會亦已於二零二一年六月二十三日舉行之會議上審閱二零二零／二零二一年財政年度年報。

REMUNERATION COMMITTEE

The Remuneration Committee comprises three INEDs and is currently chaired by Mr. Leung Yu Ming, Steven. No director or senior executive will be involved in any discussion in connection with his own remuneration. The meeting of the Remuneration Committee shall normally be held not less than once a year.

薪酬委員會

薪酬委員會由三名獨立非執行董事組成，主席現為梁宇銘先生。董事或高級行政人員將不會參與討論彼等本身之薪酬。薪酬委員會一般每年舉行不少於一次會議。

The Company has adopted a model where the Remuneration Committee performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration of executive directors and senior management.

本公司已採納由薪酬委員會作為董事會顧問之運作模式，董事會有最終權力審批執行董事及高級管理層之薪酬。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Committee's principal responsibilities are to make recommendation to the Board on the remuneration packages of individual executive directors and senior management, make recommendations to the Board on the remuneration of non-executive directors and make recommendations to the Board on the remuneration structure. It also reviews and guides the formulation of the Group's performance related pay schemes. Term of reference which described the authorities and duties of the Remuneration Committee are publicly available on the websites of the Company and the Hong Kong Stock Exchange, the contents of which are in compliance with the CG Code.

During the year, two Remuneration Committee meetings were held and the individual attendance of each member is set out below:

Member of the Remuneration Committee

薪酬委員會成員

Mr. Leung Yu Ming, Steven	梁宇銘先生
Mr. Chan Kit Wang	陳杰宏先生
Dr. Cheung Nim Kwan	張念坤博士

Meeting attended

出席會議次數

2/2
2/2
2/2

During the year, the Remuneration Committee reviewed and made recommendations to the Board on the remuneration packages of individual executive directors, non-executive director, the INEDs, and senior management; and reviewed the bonus to senior management.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

For the year ended 31 March, 2021, the remuneration of the members of the senior management by band is set out below:

Remuneration bands (HK\$)

薪酬範圍(港元)

\$0 to \$2,000,000	0港元至2,000,000港元
\$2,000,001 to \$3,000,000	2,000,001港元至3,000,000港元

Further particulars regarding director' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 36 & 35 to the consolidated financial statements.

委員會之主要職責為就個別執行董事及高級管理人員之薪酬待遇向董事會提供建議；就非執行董事之薪酬向董事會提供建議及就有關薪酬架構向董事會提供建議。委員會亦檢討本集團與表現掛鈎之薪酬方案並提供制訂指引。闡述薪酬委員會權責之職權範圍可於本公司及香港聯交所網站公開查閱，有關內容乃遵守企業管治守則之規定。

年內共舉行兩次薪酬委員會會議，各成員之個別出席次數載列如下：

年內，薪酬委員會已審閱及就個別執行董事、非執行董事、獨立非執行董事及高級管理層之薪酬待遇向董事會提出建議；並已審閱高級管理層之花紅。

董事及高級管理層之薪酬

截至二零二一年三月三十一日止年度，高級管理人員按範圍劃分之薪酬載列如下：

Number of persons

人數

2
2

根據上市規則附錄十六須予以披露有關董事薪酬及五名最高薪僱員之進一步詳情載於綜合財務報表附註36及35。

NOMINATION COMMITTEE

The Nomination Committee comprises three INEDs who are Mr. Leung Yu Ming, Steven, Mr. Chan Kit Wang and Dr. Cheung Nim Kwan. The Nomination Committee is currently chaired by Mr. Leung Yu Ming, Steven.

The meeting of the Nomination Committee shall normally be held not less than once a year. The Committee will identify qualified candidates to fill the Board membership whenever such vacancy arises. It will nominate such candidates for the Board to consider, and regularly review the composition of the Board as well as make suggestions as to any change that may be required. The Committee's authority and duties are set out in written terms of reference and are posted on the websites of the Company and the Hong Kong Stock Exchange.

The Nomination Committee held two meetings during the year. Details of individual attendance of its members are set out in the table below:

Member of the Nomination Committee

提名委員會成員

Mr. Leung Yu Ming, Steven	梁宇銘先生
Mr. Chan Kit Wang	陳杰宏先生
Dr. Cheung Nim Kwan	張念坤博士

During the year, the Nomination Committee reviewed the structure, size, diversity, gender and composition of the Board; make recommendations to the Board on appointment of directors after considering their qualifications and experience in relevant industries and re-election of the directors subject to retirement by rotation under the bye-laws at the 2020 annual general meeting and assess the independence of the independent non-executive directors according to the independence requirements set out in Rule 3.13 of the Listing Rules.

Pursuant to code provision A.4.3 of the CG Code, (a) having served the Company for more than nine years could be relevant to the determination of an INED's independence; and (b) if an INED has served more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

提名委員會

提名委員會由三名獨立非執行董事梁宇銘先生、陳杰宏先生及張念坤博士組成。提名委員會主席現為梁宇銘先生。

提名委員會一般每年舉行不少於一次會議。委員會將於董事會成員出現空缺時物色合資格人選填補，並將提名有關人選供董事會考慮，以及定期檢討董事會組成及就任何可能所需變動作出建議。委員會之權力及職責載於書面職權範圍內，並登載於本公司及香港聯交所之網站。

年內，提名委員會共舉行兩次會議。各成員之個別出席次數載列於下表：

Meeting attended

出席會議次數

	2/2
	2/2
	2/2

年內，提名委員會檢討董事會之架構、人數、多元化、性別及組成；就委任董事（經考慮彼等的資格及在相關行業的經驗）及重選董事（根據公司細則須於二零二零年股東週年大會上輪值告退）向董事會提出建議，以及根據上市規則第3.13條所載的獨立性規定，評估獨立非執行董事之獨立性。

根據企業管治守則之守則條文第A.4.3條，(a)在釐定獨立非執行董事之獨立性時，於本公司服務超過九年足以作為一個考慮界線；及(b)倘獨立非執行董事在任已超過九年，則其是否獲續任須經股東以獨立決議案方式批准。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD DIVERSITY POLICY

The Board adopted the board diversity policy in August 2013. The policy sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

The Company considered diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Board developed measurable objectives to implement the board diversity policy, where selection of candidates will be based on the range of diversity perspectives as set out above, and the ultimate decision will be based on merit and contribution that the selected candidate will bring to the Board.

CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee of the Company was established on 21 February, 2012. As at the date of this annual report, the Corporate Governance Committee comprised of two executive directors, namely Dr. Ng Chi Ho (Chairman) and Mr. Ma Fung On.

The role and main function of the Corporate Governance Committee is to assist the Board in developing and reviewing the policies and practices on corporate governance which are applicable to the Group and making recommendations to the Board.

The terms of reference of the Corporate Governance Committee include the duties set out in Code Provision D.3.1. (a) to (e) for the time being in force. The terms of reference of the Corporate Governance Committee are available on the website of the Company.

董事會成員多元化政策

董事會已於二零一三年八月採納董事會成員多元化政策。該政策載有為達致且維持董事會多元化而採取之方針，以提高董事會之效用。

本公司會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。董事會所有委任均以用人唯才原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

董事會制定可計量目標以實行董事會成員多元化政策，甄選人選將按上述一系列多元化規範基準，最終決定將按人選的長處及可為董事會作出之貢獻而決定。

企業管治委員會

本公司企業管治委員會於二零一二年二月二十一日成立。於本年報日期，企業管治委員會由兩名執行董事吳自豪博士(主席)及馬逢安先生組成。

企業管治委員會之角色及主要職能為協助董事會制定及檢討適用於本集團之企業管治政策及常規，並向董事會提出建議。

企業管治委員會之職權範圍包括現時生效之守則條文第D.3.1. (a)至(e)條所載之職責。企業管治委員會之職權範圍可於本公司網站查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Corporate Governance Committee held one meeting during the year. The attendance at this meeting is as follows:

年內，企業管治委員會共舉行一次會議。該會議之出席詳情如下：

Member of the Corporate Governance Committee 企業管治委員會成員

Meeting attended 出席會議次數

Dr. Ng Chi Ho	吳自豪博士	1/1
Mr. Ma Fung On	馬逢安先生	1/1

During the year, the Corporate Governance Committee reviewed and discussed the new requirements of the Corporate Governance Code of the Listing Rules and reviewed and monitored the training and continuous professional development of directors and senior management.

年內，企業管治委員會已審閱及討論上市規則企業管治守則之新規定，並審閱及監察董事及高級管理層之培訓及持續專業發展。

DIVIDEND POLICY

The Board adopted a dividend policy in November 2018 (“Dividend Policy”). Under the Companies Act of Bermuda, dividends may be paid subject to the solvency test is duly passed and satisfied and that:

股息政策

董事會已於二零一八年十一月採納股息政策（「股息政策」）。根據百慕達公司法，待償付能力測試獲正式通過及信納後，股息可於下列情況下派付：

- | | |
|--|---|
| (a) the Company is not or would not after payment of the said final dividend be unable to pay its liabilities as they become due; and | (a) 本公司於派付上述末期股息後不會或將不會無力償還到期負債；及 |
| (b) the realizable value of the Company’s assets would not thereby be less than the aggregate of its liabilities and its issued share capital and share premium account. | (b) 本公司資產之可變現價值不會因此低於其負債及其已發行股本及股份溢價賬之總和。 |

Declaration and recommendation of payment of dividends of the Company is subject to the approval of the Directors of the Company, depending on results of operations, working capital, financial position, future prospects, and capital requirements, as well as any other factors which the Directors of the Company may consider relevant from time to time. Any future declaration, recommendation and payment of dividends of the Company may or may not reflect the historical declarations and payments of dividends and will be at the absolute discretion of the Directors of the Company. The Company does not have any predetermined dividend payout ratio.

宣派及建議派付本公司股息須由本公司董事批准，並取決於經營業績、營運資金、財務狀況、未來前景及資本需求，以及本公司董事可能不時認為相關的任何其他因素。任何未來宣派、建議派發及派付本公司股息未必會反映過往宣派及派付之股息，並將由本公司董事全權酌情決定。本公司並無任何預設之派息率。

CORPORATE GOVERNANCE REPORT

企業管治報告

In addition to cash, dividends may be distributed in the form of Shares. Any distribution of Shares, however, must be approved by a resolution of the shareholders.

The Board will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The audit committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

NOMINATION POLICY

The Board adopted a nomination policy in November 2018 (“Nomination Policy”), which sets out the criteria and procedures when considering candidates to be appointed or re-elected as directors of the Company.

Nomination Criteria

The Nomination Committee shall consider the following criteria in evaluating and selecting candidates for directorship:

1. Character and integrity;
2. Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy;
3. Willingness to devote adequate time to discharge duties as a member of the Board;
4. Board Diversity Policy and any measurable objectives adopted for achieving diversity on the Board;
5. Requirement for the Board to have independent directors in accordance with the listing rules of The Stock Exchange of Hong Kong Limited applicable to the Company (the “Listing Rules”) and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules;
6. Such other perspectives appropriate to the Company’s business or as suggested by the Board.

除現金外，股息亦可以股份形式分派。然而，任何股份分派均須經股東以決議案方式批准。

董事會將於適當時檢討本政策以確保本政策行之有效。審核委員會將討論任何必要修改，並提呈予董事會審批。

提名政策

董事會已於二零一八年十一月採納提名政策（「提名政策」），當中載列當考慮將獲委任或重選為本公司董事的人選時的準則及程序。

提名準則

提名委員會在評估及甄選董事候選人時應考慮以下準則：

1. 品格及誠信；
2. 與本公司業務及公司策略相關的資質（包括專業資格、技能、知識及經驗）；
3. 投入充分時間履行董事會成員職責之意願；
4. 董事會成員多元化政策及就達致董事會成員多元化所採納之任何可計量目標；
5. 董事會根據適用於本公司之香港聯合交易所有限公司上市規則（「上市規則」）委任獨立董事之規定，以及相關候選人經參照上市規則所載之獨立性指引會否被視為獨立；
6. 適用於本公司業務或董事會建議的相關其他觀點。

Nomination Procedures

1. *Nomination by the Nomination Committee*

- 1.1 The Nomination Committee reviews the structure, size and composition (including the skills, knowledge and experience) of the Board periodically and make recommendation on any proposed changes to the Board to complement the Company's corporate strategy;
- 1.2 When it is necessary to fill a casual vacancy or appoint an additional director, the Nomination Committee identifies or selects candidates as recommended to the Committee, with or without assistance from external agencies or the Company, pursuant to the nomination criteria;
- 1.3 If the process yields one or more desirable candidates, the Nomination Committee shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable);
- 1.4 The Nomination Committee makes recommendation to the Board including the terms and conditions of the appointment;
- 1.5 The Board deliberates and decides on the appointment based upon the recommendation of the Nomination Committee;

提名程序

1. 提名委員會提名

- 1.1 提名委員會定期檢討董事會的架構、人數及組成(包括技能、知識及經驗)並就任何建議變動向董事會作出推薦建議以配合本公司之公司策略;
- 1.2 如需填補臨時空缺或新增董事,提名委員會根據提名準則自行或在外部機構或本公司的協助下物色候選人,或對推薦予委員會的候選人加以篩選;
- 1.3 如此過程產生一位或多位合適的候選人,提名委員會將根據本公司需要及對每位候選人作出的背景調查(如適用)排列優先次序;
- 1.4 提名委員會向董事會作出推薦建議,包括委任條款及條件;
- 1.5 董事會根據提名委員會的推薦建議仔細考慮並決定委任;

2. *Re-election of Director at Annual General Meeting*

- 2.1 In accordance with the Company's articles of association, every director shall be subject to retirement by rotation at least once every three years and shall be eligible for re-election at each annual general meeting;
- 2.2 The Nomination Committee shall review the overall contribution and service to the Company of the retiring director. The Nomination Committee shall also review the expertise and professional qualifications of the retiring director, who offered himself/herself for re-election at the annual general meeting, to determine whether such director continues to meet the nomination criteria;
- 2.3 Based on the review made by Nomination Committee, the Board shall make recommendations to shareholders on candidates standing for re-election at the annual general meeting of the Company, and provide the available biographical information of the retiring director in accordance with the Listing Rules to enable shareholders to make the informed decision on the re-election of such candidates at annual general meeting of the Company.

3. *Nomination by shareholders*

The shareholders of the Company may propose a person for election as a director in accordance with the Bye-laws of the Company and applicable law, details of which are set out in the "Procedures for a shareholder to propose a person for election as director of the Company" of the Company adopted in February 2012.

The Board will review this Nomination Policy, as appropriate, to ensure its effectiveness from time to time. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

2. 於股東週年大會上重選董事

- 2.1 根據本公司組織章程細則，每名董事須至少每三年輪值告退一次及合資格於每屆股東週年大會上重選；
- 2.2 提名委員會將檢討退任董事對本公司作出的總體貢獻及提供的服務。提名委員會亦將檢討願意於股東週年大會上重選的退任董事的專長及專業資格以決定有關董事是否繼續符合提名準則；
- 2.3 根據提名委員會作出的檢討，董事會就於本公司股東週年大會上重選的董事人選向股東作出推薦建議，並根據上市規則提供退任董事的履歷資料，以使股東能就於本公司股東週年大會上重選該等候選人作出知情決定。

3. 股東提名

根據本公司之公司細則及適用法律，本公司股東可提名某人參選董事，詳情載於本公司於二零一二年二月採納之「股東提名某人參選本公司董事的程序」。

董事會將於適當時檢討本提名政策以不時確保其行之有效。提名委員會將討論任何必要修改，並提呈予董事會審批。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors’ securities transactions. The Company made specific enquiry of all directors as to whether they complied with the required standard set out in the Model Code regarding their securities transactions for the year under review. It was confirmed that there was full compliance. The relevant employee who, because of their office in the Group, are likely to be in possession of inside information, have been requested to comply with the provisions of the Model Code.

DIRECTORS’ RESPONSIBILITY FOR PREPARING THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibilities in preparing the consolidated financial statements. The finance department of the Company is taken charge by the Chief Financial Officer of the Company. With the assistance of the finance department, the Directors ensure that the consolidated financial statements of the Group have been properly prepared in accordance with relevant regulations and applicable accounting principles.

INDEPENDENT AUDITORS

The Group’s independent auditor is PricewaterhouseCoopers (“PwC”). The financial reporting responsibilities of the independent auditors are set out on pages 105 to 247 of this annual report.

During the year, remuneration of approximately HK\$3,250,000 was payable to PwC for the provision of audit services. In addition, approximately HK\$405,000 was payable to PwC for other non-audit services. The non-audit services mainly consist of tax compliance and other services.

進行證券交易之標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」）作為其本身有關董事進行證券交易之行為守則。本公司已就董事於回顧年度內進行證券交易時是否已遵守標準守則所載規定標準，向全體董事作出具體查詢，並已確認彼等已全面遵守有關規定。可能因於本集團之職位而知悉內幕消息之有關僱員已被要求遵守標準守則之規定。

董事就編製綜合財務報表之責任

董事承認編製綜合財務報表為彼等之責任。本公司財務部門由本公司之首席財務總監管理。於財務部門之協助下，董事確保，本集團已根據有關法規及適用會計原則妥善編製綜合財務報表。

獨立核數師

羅兵咸永道會計師事務所（「羅兵咸永道會計師事務所」）為本集團之獨立核數師。獨立核數師就財務申報須承擔之責任載於本年報第105至247頁。

年內，羅兵咸永道會計師事務所就提供核數服務應獲支付酬金約為3,250,000港元。此外，羅兵咸永道會計師事務所就其他非核數服務應獲支付約405,000港元。非核數服務主要包括稅項遵規及其他服務。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY

Ms. Zeng Zhi is responsible to the Board for ensuring the Board procedures are followed and the Board activities are efficiently and effectively conducted. She is also responsible for ensuring that the Board is briefed on relevant legislative, regulatory and corporate governance developments. During the year, Ms. Zeng have duly complied with the relevant training requirement under Rule 3.29 of the Listing Rules.

CONSTITUTIONAL DOCUMENTS

During the year under review, there is no change in the Company's constitutional documents.

RISK MANAGEMENT AND INTERNAL CONTROL Responsibility

The Board acknowledges that it has overall responsibility in establishing an appropriate risk management and internal control systems, and reviewing their effectiveness regularly. The systems include a defined management structure with limits of authority to safeguard its assets against unauthorized use or disposition; to ensure the maintenance of proper accounting records for the provision of reliable financial information for management use or for publication and to ensure compliance with relevant laws and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage the risks of failure in the Group's operational systems and in the achievement of the Group's objectives.

Management is responsible in the design and implementation of the risk management and internal control systems. A Risk Management Committee was established to monitor the operations of risk management and internal control systems and provide confirmation to the Audit Committee on the effectiveness of the systems regularly.

公司秘書

曾智女士向董事會負責確保董事會程序得到依循及董事會活動以高效及具效益方式進行。彼亦負責確保董事會得到在有關法律、監管及企業管治事務的簡報。年內，曾女士已妥為遵守上市規則第3.29條所載之有關培訓規定。

憲章文件

於回顧年度內，本公司之憲章文件並無任何變動。

風險管理及內部監控 責任

董事會確認其整體上有責任設立適當之風險管理及內部監控制度，並定期檢討其有效性。該制度包括設有權限之清晰管理架構、防止集團資產被挪用或竊取、確保會計記錄妥為存置，以提供可靠財務資料供管理層使用或公佈之用，以及確保遵循有關法律及法規。該制度旨在合理（但非絕對）保證不會出現重大之錯誤陳述或損失，並管理本集團之營運系統及本集團達成目標之失誤風險。

管理層負責設計及實施風險管理及內部監控制度。風險管理委員會已告成立以監察風險管理及內部監控制度之運作，並定期向審核委員會確認制度之有效性。

Risk Management

The purpose of risk management is to ensure that the risks to the Group are identified, analyzed, and managed at an acceptable level. In order to provide a sound and effective risk management system, a Risk Management Manual is established to specify the Risk Management Framework and Risk Management Processes.

The Risk Management Framework outlines the responsibilities of the Board, the senior management, the Audit Committee, the Internal Audit and the Risk Management Committee. The Board, through its risk oversight role, ensures that the senior management establishes risk management policies to identify and evaluate risks. Each subsidiary/division implements such policies and processes in the daily operations and reports significant risks identified to the senior management promptly and regularly. The senior management and Risk Management Committee will communicate the risk management findings to the Audit Committee and the Board for their assessment of the effectiveness of the relevant risk management and internal control systems of the Group.

The Risk Management Processes including the followings:

1. Risk Identification — each subsidiary or division to identify its own risks.
2. Risk Analysis — analyze the identified risks for potential impact and likelihood of occurrence.
3. Risk Register — the likelihood of occurrence and impacts of identified risks are defined. The top risks are identified according to the rating obtained from risk assessment and documented in a risk register. Each operating subsidiary/division records the risk events occurred in the risk register and the action taken to reduce the impact of the risk to the Group.
4. Risk Mitigation — identify the existing controls over the relevant risks to avoid, reduce or transfer the risks, or to accept the identified risks with low impact or likelihood.
5. Risk Confirmation — the process of confirmation to the Risk Management Committee, Audit Committee and the Board by the management of the completion of the risk monitoring process and report the risks occurred, if any, during the review period that have significant impact to the Group.

風險管理

風險管理之目的是確保本集團風險得到識別、分析及管理於可接受水平。為了提供穩健及有效的風險管理制度，風險管理手冊已告制定以具體指明風險管理框架及風險管理過程。

風險管理框架簡介董事會、高級管理層、審核委員會、內部審核及風險管理委員會之責任。董事會透過其風險監督角色，確保高級管理層制定風險管理政策以識別及評價風險。各附屬公司／分部於日常營運執行該等政策及過程，並即時及定期向高級管理層報告所識別之重大風險。高級管理層及風險管理委員會將風險管理發現通知審核委員會及董事會，以供彼等評估本集團之有關風險管理及內部監控制度之效能。

風險管理過程包括以下各項：

1. 風險識別 — 各附屬公司或分部識別其自有風險。
2. 風險分析 — 分析所識別風險，了解潛在影響及發生可能性。
3. 風險登記 — 界定所識別風險之發生可能性及影響。最高風險乃根據風險評估所取得評級識別及於風險登記冊記錄。各營運附屬公司／分部於風險登記冊記錄所發生風險事件及所採取行動以減少風險對本集團帶來之影響。
4. 風險緩減 — 識別對有關風險之現有監控，以避免、減少或轉移風險，或接受影響較少或可能性較低之所識別風險。
5. 風險確認 — 管理層向風險管理委員會、審核委員會及董事會完成風險監察過程及於檢討期間報告所發生對本集團有重大影響之風險(如有)之確認過程。

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Internal Control and Internal Audit

The Group has established systems of internal control to ensure the effectiveness and efficiency of operations, reliabilities of financial and management reporting, compliances of laws and regulations and safeguarding of assets. The system of internal control provides reasonable but not absolute assurance against material errors, losses or frauds.

Suga has an Internal Audit function. Internal Audit reviews material internal control aspects of the Group, including financial, operational and compliance controls as well as risk management.

Internal Audit carries out audit in accordance with audit plan that is reviewed and approved by the Audit Committee. In addition to the approved internal audit schedule, Internal Audit may conduct other review and investigation for the Group's business on an ad hoc basis as and when necessary.

During the financial year ended 31 March 2021, the Group Internal Audit Department conducted audits and issued internal audit reports to management covering various operational and finance functions of the Group. The half-yearly internal audit reports and its findings were reported to the Audit Committee and the Board on a half-yearly basis. Relevant findings and recommendations reported by the Internal Audit were communicated with the management and actions were taken to resolve defects as and when identified. There is no material internal control defects identified during the year.

Review of Risk Management and Internal Control effectiveness

The Board has conducted review of the effectiveness and adequacy of the risk management and internal control systems by reviewing the work performed by the Audit Committee, Risk Management Committee and the Internal Audit Department for the financial year ended 31 March 2021. The review covered all material controls, including operational, financial and compliance control, and risk management functions. The scope and the quality of ongoing monitoring of risks and internal control systems have been assessed.

內部監控及內部審核

本集團已設立內部監控制度以確保營運之高效及具效益、財務及管理報告之可靠性、遵守法律及法規以及保護資產。內部監控制度提供合理但並非絕對保證免除重大錯誤、損失或欺詐。

信佳設有內部審核部職能。內部審核部檢討本集團之重大內部監控層面，包括財務、營運及合規監控以及風險管理。

內部審核部根據由審核委員會審閱及批准之審核計劃進行審核。除經審批之內部審核時間表外，內部審核部可於有需要時就本集團之業務特別進行其他審閱及調查。

於截至二零二一年三月三十一日止財政年度內，本集團內部審核部門進行多項審核及向管理層發表內部審核報告，涵蓋本集團之不同營運及財務職能。半年度內部審核報告及其發現乃每半年報告予審核委員會及董事會。由內部審核部報告之相關發現及推薦建議乃通知管理層及已採取行動以解決所識別不足之處。年內並無識別重大內部監控不足之處。

風險管理及內部監控效能之審閱

董事會已透過審閱審核委員會、風險管理委員會及內部審核部門於截至二零二一年三月三十一日止財政年度進行之工作，對風險管理及內部監控制度之效能及足夠程度進行審閱。審閱涵蓋所有重大監控，包括營運、財務及合規監控，以及風險管理職能。持續監察風險及內部監控制度之範圍及質量已予以評估。

Dissemination of inside information

The Company conducts its business affairs according to the “Guidelines on Disclosure of Inside Information” issued by the Securities and Future Commission. The Company strictly prohibits the unauthorised use of confidential or inside information by Directors, employees and other relevant persons (such as external service providers and project working team members).

The Board is responsible for the handling and dissemination of inside information. In order to ensure the market, shareholders and stakeholders are fully and promptly informed about the material developments in the Company’s business, the Board has adopted continuous disclosure policy and procedures to handle proper information disclosure. Release of inside information is subject to the approval of the Board. All staff of the Company shall not communicate inside information to any external parties unless with approval from the Board. As such, staff shall not respond to market speculation and rumours unless authorised. In addition, all external presentation materials or publications must be pre-vetted before released.

The Board considered that the risk management and internal control systems are functioning effectively and adequately.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Board recognises the importance of maintaining effective communications with shareholders. In order to develop and maintain continuing relationship with the shareholders of the Company, the Company established various channels to facilitate and enhance communication:

- (i) the annual general meeting provides a useful forum for the shareholders of the Company to raise comments and exchange views with the Board;
- (ii) publication of announcements and circulars on the websites of the Stock Exchange and the Company;

發佈內幕消息

本公司根據證券及期貨事務監察委員會頒佈的「內幕消息披露指引」進行其業務事務。本公司嚴禁董事、僱員或其他相關人士（例如外部服務供應商及項目工作團隊成員）未授權使用機密或內幕消息。

董事會負責處理及發佈內幕消息。為確保市場、股東及持份者充分迅速獲告知本公司業務的重大發展，董事會已採納持續披露政策及程序，處理適當的信息披露。發佈內幕消息須獲董事會批准。除非獲董事會批准，所有本公司員工不得與任何外部人士交流內幕消息。因此，除非已獲授權，員工不得回應市場猜測及傳言。此外，所有外部呈列資料或出版物於發佈前必須經事前審核。

董事會認為風險管理及內部監控制度現以有效及足夠程度運作。

與股東之溝通及投資者關係

董事會了解與股東維持有效溝通之重要性。為與本公司股東建立及維持持續關係，本公司已設立各種渠道，促進及提升溝通：

- (i) 股東週年大會作為本公司股東提出意見及與董事會交流見解之有效平台；
- (ii) 於聯交所及本公司網站刊發公佈及通函；

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- (iii) publication of financial statements containing a summary of the financial information and affairs of the Group for the interim and full financial year via the websites of the Stock Exchange and the Company;
 - (iv) interim reports, annual reports and circulars that are sent to all shareholders;
 - (v) notices of and explanatory notes for general meetings; and
 - (vi) the management of the Group continually conducts meetings with investors, analysts and the media, and provides them with up-to-date and comprehensive information regarding the Company's development and answers to their queries.
- (iii) 於聯交所及本公司網站刊發中期及整個財政年度之財務報表，當中載有本集團財務資料及事務之概要；
 - (iv) 寄發中期報告、年報及通函予所有股東；
 - (v) 股東大會通告及說明附註；及
 - (vi) 本集團管理層持續與投資者、分析員及媒體會面，並向彼等提供有關本公司發展之最新及全面資料並解答提問。

The Company also maintains a website at www.suga.com.hk, where updates on the Company's business developments and operations, financial information and news can always be found.

本公司亦設立網站 www.suga.com.hk，經常更新有關本公司業務發展及營運、財務資料及資訊之最新進展。

Shareholders and investors may at any time send their enquiries and concerns to the Board in writing through the contact details as follows:

股東及投資者可隨時以書面形式向董事會提出查詢及關注，聯絡資料如下：

Address: 22nd Floor, Tower B, Billion Centre,
1 Wang Kwong Road, Kowloon Bay,
Kowloon, Hong Kong

地址：香港九龍
九龍灣宏光道一號
億京中心B座22樓

Fax: 2953 1523

傳真號碼：2953 1523

Email: investorrelations@suga.com.hk

電郵地址：investorrelations@suga.com.hk

SHAREHOLDERS' RIGHTS

Shareholders are entitled to requisition a special general meeting and put forward proposals at general meeting. The procedures are as follows:

(a) PROCEDURES FOR REQUISITIONING A SPECIAL GENERAL MEETING

In accordance with Bermuda Companies Act 1981, the shareholders of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall have the right to convene a special general meeting of the Company. If the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists representing more than one half of the total voting rights may themselves convene a meeting.

The written requisition for the special general meeting can be lodged at the Company's principal office in Hong Kong at 22nd Floor, Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong.

(b) PROCEDURES FOR PUTTING FORWARD PROPOSALS AT GENERAL MEETING

Shareholder(s) holding not less than one-twentieth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company or not less than 100 shareholders may, at their expense, provide a written request to the attention of the Company Secretary signed and deposited in accordance with the Bermuda Companies Act 1981.

The procedures for the shareholders to propose a person for election of a director at an annual general meeting is available for viewing at the Company's website at www.suga.com.hk.

The above procedures are subject to the bye-laws of the Company and applicable legislation and regulation.

Besides, the updated memorandum of association and bye-laws of the Company has been posted on the website of the Company at www.suga.com.hk and the designated website of the Stock Exchange at www.hkexnews.hk.

股東之權利

股東有權請求召開股東特別大會及於股東大會上提呈建議。有關程序如下：

(a) 請求召開股東特別大會之程序

根據百慕達一九八一年公司法，於遞呈請求當日持有不少於十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之本公司股東有權召開本公司之股東特別大會。倘董事於遞呈要求日期起計二十一日內未有召開有關大會，則擁有總表決權半數以上之請求人可自行召開股東特別大會。

召開股東特別大會之書面要求可提交至本公司之香港主要辦事處，地址為香港九龍九龍灣宏光道一號億京中心B座22樓。

(b) 於股東大會提呈建議之程序

持有不少於二十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之股東或不少於100名股東可根據百慕達一九八一年公司法向公司秘書遞交經簽署之書面要求，費用由彼等自行承擔。

有關股東提名某人於股東週年大會上參選董事之程序載於本公司網站www.suga.com.hk。

上述程序受本公司之公司細則及適用法律及法規所規限。

此外，本公司之經更新組織章程大綱及公司細則已載於本公司網站www.suga.com.hk及聯交所指定網站www.hkexnews.hk內。

REPORT OF THE DIRECTORS

董事會報告

The Directors are pleased to present to the shareholders their report and the audited financial statements of the Company and its subsidiaries (together, “the Group”) for the year ended 31 March 2021.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its principal subsidiaries are engaged in the research and development, manufacture and sale of electronic and other products and sale of pet food and pet related products. Details of the principal activities of the Group’s subsidiaries are set out in note 10 to the consolidated financial statements.

An analysis of the Group’s performance for the year by reporting and geographical segment is set out in note 5 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group during the year and discussion on the Group’s prospects, as well as discussion and analysis of the Group’s performance during the year ended 31 March 2021 and the material factors underlying its financial performance are set out in the “Chairman Statement” on pages 9 to 13, “Management Discussion and Analysis” on pages 15 to 19 and Environmental, Social and Governance Report on pages 70 to 104 of this annual report.

A description of the principal risks and uncertainties that the Group is facing is provided in the section of Risk Management and Internal Control Systems in “Corporate Governance Report” on pages 44 to 47. Additionally, the financial risk management objectives and policies of the Company can be found in note 3 to the consolidated financial statements.

Save as disclosed in this annual report, there is no important event affecting the Group that have occurred since the end of the financial year ended 31 March 2021.

董事欣然向股東提呈本公司及其附屬公司(統稱「本集團」)截至二零二一年三月三十一日止年度之報告及經審核財務報表。

主要業務

本公司乃一間投資控股公司。其主要附屬公司從事研發、製造及銷售電子及其他產品以及銷售寵物糧食及寵物相關產品。本集團附屬公司之主要業務詳情載於綜合財務報表附註10。

本集團本年度按呈報及地區分類之表現分析載於綜合財務報表附註5。

業務回顧

本集團年內業務回顧以及本集團前景之討論及本集團截至二零二一年三月三十一日止年度表現之討論及分析以及相關財務表現之重大因素載列於本年報第9至13頁「主席報告」、第15至19頁「管理層討論及分析」以及第70至104頁「環境、社會及管治報告」。

本集團面對之主要風險及不明朗因素於第44至47頁的「企業管治報告」內風險管理及內部監控制度一節內闡述。此外，本公司之財務風險管理目標及政策載於綜合財務報表附註3。

除本年報所披露者外，自截至二零二一年三月三十一日止財政年度結束以來並無發生影響本集團之重要事件。

ENVIRONMENTAL POLICY AND PERFORMANCE

SUGA's commitment to excellence extends to the Group conducting its business in a manner that respects the environment. The strive for cleaner production has led SUGA to adopt energy conservation practices that can reduce environmental risks and liabilities as well as improve competitiveness. Details of environment policy and performance are set out in "Environmental, Social and Governance Report" on pages 70 to 104 of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group has established procedures to ensure its operations comply with applicable laws, rules and regulations. The Board of Directors is responsible for monitoring the Group's policies and practices making sure they agree with relevant legal and regulatory requirements, and that those policies and practices are regularly reviewed for adequacy. Any changes in the applicable laws, rules and regulations are brought as necessary to the attention of relevant employees and operating units.

During the year ended 31 March 2021, as far as it is aware, the Group has complied with the relevant laws and regulations of PRC and Hong Kong that have a significant impact on its business and operations.

KEY RELATIONSHIPS WITH STAKEHOLDERS

Discussions on the Group's relationships with its employees, customers and suppliers are set out in "Environmental, Social and Governance Report" on pages 70 to 104 of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2021 are set out in the consolidated income statement on page 116 of this annual report.

An interim dividend of HK6.0 cents per ordinary share were paid during the financial year. The Directors have proposed the payment of a final dividend of HK8.0 cents per ordinary share and a special dividend of HK\$3.0 cents per ordinary share for the year ended 31 March 2021. Total dividend for the year ended 31 March 2021 amounted to HK17.0 cents per ordinary share.

環境政策及表現

信佳對卓越之承諾更擴展至本集團以尊重環境之方式經營其業務。致力實現更潔淨生產以引領信佳採用能夠減少環境風險及責任以及提升競爭能力之節能模式。有關環境政策及表現之詳情載於本年報第70至104頁「環境、社會及管治報告」。

遵守法律及法規

本集團已制定程序以確保其營運遵守適用法律、規則及法規。董事會負責監察本集團之政策及常規，確保其符合有關法律及法規規定，而該等政策及常規經定期檢討後證實足夠。任何適用法律、規則及法規之變動須通知有關僱員及營運單位。

於截至二零二一年三月三十一日止年度，就本集團所知，已遵守對其業務及營運有重大影響之中國及香港之有關法律及法規。

與持份者之主要關係

就本集團與其僱員、客戶及供應商關係之論述載於本年報第70至104頁「環境、社會及管治報告」。

業績及分派

本集團截至二零二一年三月三十一日止年度之業績載於本年報第116頁之綜合收益表。

本財政年度內已派發中期股息每股普通股6.0港仙。董事建議派付截至二零二一年三月三十一日止年度之末期股息每股普通股8.0港仙及特別股息每股普通股3.0港仙。截至二零二一年三月三十一日止年度之股息總額為每股普通股17.0港仙。

REPORT OF THE DIRECTORS

董事會報告

RESULTS AND APPROPRIATIONS (CONTINUED)

The proposed final dividend and special dividend, if approved at the forthcoming Annual General Meeting of the Company to be held on 13 August 2021 is expected to be paid on or before 27 August 2021 to shareholders of the Company whose names appear on the Register of Shareholders of the Company on 19 August 2021.

The register of Shareholders of the Company will be closed for the following periods:

- (i) The Register of Shareholders of the Company will be closed from 10 August 2021 to 13 August 2021 (both days inclusive), during which period no transfer of shares in the Company will be registered, for the purpose of determining the identity of the shareholders entitled to attend and vote at 2021 Annual General Meeting. In order to qualify to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 9 August 2021.
- (ii) The Register of Shareholders of the Company will be closed on 19 August 2021 during which day no transfer of shares in the Company will be registered, for the purpose of determining the entitlement of the shareholders to receive the proposed final dividend and special dividend. Subject to approval of the shareholders at the 2021 Annual General Meeting, the proposed final dividend and special dividend will be payable to the shareholders whose names appear on the Register of Shareholders of the Company on 19 August 2021. In order to qualify for the proposed final dividend and special dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 18 August 2021.

業績及分派(續)

建議之末期股息及特別股息(倘於將在二零二一年八月十三日舉行之本公司應屆股東週年大會獲批准)預期於二零二一年八月二十七日或之前派付予於二零二一年八月十九日名列本公司股東名冊之本公司股東。

本公司將於以下期間暫停辦理股份過戶登記手續：

- (i) 本公司將於二零二一年八月十日及二零二一年八月十三日(包括首尾兩日)期間暫停辦理股份過戶登記手續，期間將不會辦理本公司任何股份過戶登記事宜，以確定有權出席二零二一年股東週年大會並於會上表決的股東身份。為符合資格出席大會並於會上表決，所有股份過戶文件連同有關股票及過戶表格最遲須於二零二一年八月九日下午四時三十分前，送達本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以辦理登記手續。
- (ii) 本公司將於二零二一年八月十九日暫停辦理股份過戶登記手續，於該日將不會辦理本公司任何股份過戶登記事宜，以確定股東收取建議末期股息及特別股息之資格。待股東於二零二一年股東週年大會上批准後，建議末期股息及特別股息將派發予於二零二一年八月十九日名列本公司股東名冊之股東。為符合資格獲派建議末期股息及特別股息，所有股份過戶文件連同有關股票及過戶表格最遲須於二零二一年八月十八日下午四時三十分前，送達本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以辦理登記手續。

RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the note 26 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in share capital and share options of the Company during the year are set out in notes 24 and 25 to the consolidated financial statements respectively.

EQUITY LINKED AGREEMENTS — SHARE OPTIONS GRANTED TO DIRECTORS AND SELECTED EMPLOYEES

Details of the share options granted in prior years and current year is set out in note 25 of the financial statements and “Share options Scheme” section contained in this Directors Report.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 March 2021 calculated under Companies Act of Bermuda amounted to HK\$91,325,000 (2020: HK\$113,450,000).

PRE-EMPTIVE RIGHTS

There is no provision for the pre-emptive rights under the Company’s Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year under review, there were no transactions, which need to be disclosed as connected transactions and continuing connected transactions in accordance with the requirements of the Listing Rules.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, save as disclosed in this annual report, none of the related party transactions as disclosed in note 40 to the consolidated financial statements contained in this annual report is a connected transaction.

儲備

年內，本集團及本公司之儲備變動詳情載於綜合財務報表附註26。

股本及購股權

年內，本公司之股本及購股權變動詳情分別載於綜合財務報表附註24及25。

股票掛鈎協議 — 授予董事及選定僱員之購股權

於過往年度及本年度授出購股權之詳情載於財務報表附註25及本董事會報告所載「購股權計劃」一節。

可供分派儲備

於二零二一年三月三十一日，本公司根據百慕達公司法計算之可供分派儲備為91,325,000港元(二零二零年：113,450,000港元)。

優先權

本公司之公司細則或百慕達法例並無有關優先權之規定，以規定本公司必須按比例向現有股東提呈發售新股份。

關連交易及持續關連交易

於回顧年度內，概無交易須根據上市規則之規定披露為關連交易及持續關連交易。

就董事於作出一切合理查詢後所知、盡悉及確信，除本年報所披露者外，於本年報所載綜合財務報表附註40披露之有關連人士交易並非關連交易。

REPORT OF THE DIRECTORS

董事會報告

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company did not redeem any of its shares during the year. Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's shares during the year.

DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$2,157,000.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group is set out in note 6 to the consolidated financial statements.

BANK BORROWINGS

Particular of bank borrowings as at 31 March 2021 are set out in note 20 to the consolidated financial statements.

RETIREMENT SCHEMES

Particulars of retirement schemes are set out in note 39 to the consolidated financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out on page 248 of this annual report.

購買、出售或贖回上市證券

本公司於年內並無贖回其任何股份。本公司或其任何附屬公司於年內概無購買、贖回或出售本公司任何股份。

捐款

年內，本集團之慈善及其他捐款為2,157,000港元。

物業、廠房及設備

本集團之物業、廠房及設備變動詳情載於綜合財務報表附註6。

銀行借貸

於二零二一年三月三十一日之銀行借貸詳情載於綜合財務報表附註20。

退休計劃

退休計劃詳情載於綜合財務報表附註39。

五年財務概要

本集團過去五個財政年度之業績與資產及負債概要(摘錄自經審核財務報表及重新分類(如適用))載於本年報第248頁。

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the year and up to the date of this report were:

Executive Directors

Dr. Ng Chi Ho (*Chairman*)
Mr. Ma Fung On (*Deputy Chairman*)
Dr. Ng Man Cheuk

Non-executive Directors

Mr. Lee Kam Hung
Prof. Luk Wing Ching

Independent Non-executive Directors

Mr. Leung Yu Ming, Steven
Mr. Chan Kit Wang
Dr. Cheung Nim Kwan

At the forthcoming annual general meeting, Mr. Ma Fung On, Prof. Luk Wing Ching and Dr. Cheung Nim Kwan will retire by rotation in accordance with Bye-law 111 of the Company's Bye-laws. All the retiring Directors are being eligible, offer themselves for re-election.

Each of Non-executive Director and Independent Non-executive Directors is appointed for a term of one year.

Dr. Ng Chi Ho, being Executive Director of the Company has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 September 2002 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Ma Fung On, being Executive Director, has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 April 2004 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Dr. Ng Man Cheuk, being Executive Director, has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 May 2015 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Save as disclosed above, none of the Directors proposed for re-election has a service contract with the Company, which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事及董事服務合約

於本年度及截至本報告日期本公司之董事如下：

執行董事

吳自豪博士 (*主席*)
馬逢安先生 (*副主席*)
吳民卓博士

非執行董事

李錦雄先生
陸永青教授

獨立非執行董事

梁宇銘先生
陳杰宏先生
張念坤博士

根據本公司之公司細則第111條，馬逢安先生、陸永青教授及張念坤博士將於應屆股東週年大會輪值告退。全體退任董事合資格並願意重選連任。

各非執行董事及獨立非執行董事之委任任期為一年。

本公司執行董事吳自豪博士與本公司訂立服務合約，自二零零二年九月一日起計初步固定任期為三年，其後將一直生效，直至任何一方向對方發出不少於三個月之書面通知終止為止。執行董事馬逢安先生與本公司訂立服務合約，自二零零四年四月一日起計初步固定任期為三年，其後將一直生效，直至任何一方向對方發出不少於三個月之書面通知終止為止。執行董事吳民卓博士與本公司訂立服務合約，自二零一五年五月一日起計初步固定任期為三年，其後將一直生效，直至任何一方向對方發出不少於三個月之書面通知終止為止。除上文所披露者外，概無擬重選連任的董事與本公司訂有任何若本公司未有支付賠償(法定賠償除外)則不得於一年內終止之服務合約。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME

The Directors consider the share option scheme, with its broadened basis of participation, will enable the Group to reward the employees, Directors and other selected participants for their contributions to the Group and will also assist the Group in its recruitment and retention of high caliber professional's executives and employees who are instrumental to the growth of the Group.

Pursuant to an ordinary resolution passed on 6 August 2012, the Company's share option scheme adopted on 17 September 2002 (the "Old Share Option Scheme") was terminated and ceased to have any further effect except that the Old Share Option Scheme will remain in force to the extent necessary to give effect to the exercise of the options granted thereunder prior to termination thereof. A new share option scheme (the "New Share Option Scheme") was adopted which will remain in force for a period of 10 years from adoption of the New Share Option Scheme and will expire on 5 August 2022.

For details of the principal terms of the New Share Option Scheme, please refer to the circular of the Company dated 5 July 2012.

Principal terms of the New Share Option Scheme are as follows:

1. Purpose of the New Share Option Scheme

The purpose of the New Share Option Scheme is to enable the Group to grant Options to selected participants as incentives or rewards for their contribution to the Group.

The Directors consider the New Share Option Scheme will enable the Group to reward its employees, Directors and other selected participants for their contributions to the Group and will also assist the Group in its recruitment and retention of high calibre professionals, executives and employees who are instrumental to the growth of the Group.

購股權計劃

董事認為，購股權計劃之參與基準放寬，可使本集團就僱員、董事及其他選定參與者對本集團之貢獻作出獎賞，並將有助本集團招聘及留用協助本集團增長之高質素專業人員、行政人員及僱員。

根據二零一二年八月六日獲通過之普通決議案，本公司於二零零二年九月十七日採納之購股權計劃（「舊購股權計劃」）予以終止並不再產生任何進一步影響，惟於舊購股權計劃終止前，根據該計劃已授出之購股權仍可在所需範圍內予以行使。一項新購股權計劃（「新購股權計劃」）獲採納，其有效期為自新購股權計劃獲採納日期起計十年及將於二零二二年八月五日屆滿。

有關新購股權計劃之主要條款之詳情，敬請參閱本公司日期為二零一二年七月五日之通函。

新購股權計劃之主要條款如下：

1. 新購股權計劃之目的

本集團藉著新購股權計劃向選定參與人士授出購股權，作為表彰該等人士為本集團所作貢獻之獎勵或酬勞。

董事認為，新購股權計劃將有助於本集團獎勵為本集團作出貢獻之僱員、董事及其他選定參與人士，並有助於本集團招攬或挽留對本集團發展有幫助之高質素專業人員、行政人員及僱員。

SHARE OPTION SCHEME (CONTINUED)

2. Who may join

The Directors (which expression shall include a duly authorized committee thereof) may, at their absolute discretion subject to the Listing Rules, invite any person belonging to any of the following classes of participants, to take up options to subscribe for Shares:

- (a) any employee (whether full time or part time including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries or any Invested Entity;
- (b) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and
- (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangements to the development and growth of the Group.

購股權計劃(續)

2. 可參與人士

在上市規則的規限下，董事（該詞彙包括其妥為授權之委員會）可全權酌情決定邀請屬以下任何類別之參與人士之任何人士接受可認購股份之購股權：

- (a) 本公司、其任何附屬公司或任何投資實體之任何僱員（全職或兼職，包括任何執行董事，但不包括任何非執行董事）；
- (b) 本公司、其任何附屬公司或任何投資實體之任何非執行董事（包括獨立非執行董事）；
- (c) 向本集團任何成員公司或任何投資實體提供產品或服務之任何供應商；
- (d) 本集團任何成員公司或任何投資實體之任何客戶；
- (e) 向本集團任何成員公司或任何投資實體提供研究、開發或其他技術支援之任何人士或實體；
- (f) 本集團任何成員公司或任何投資實體之任何股東，或本集團任何成員公司或任何投資實體發行之任何證券之任何持有人；
- (g) 有關本集團任何成員公司或任何投資實體任何業務或業務發展之任何顧問（專業或其他身份）；及
- (h) 已經或可能以合資企業、業務聯盟或其他業務安排之形式對本集團之發展及成長作出貢獻或可能作出貢獻之任何其他組別或類別的參與人士。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (CONTINUED)

2. Who may join (Continued)

For the purposes of the New Share Option Scheme, the Options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of participants. For the avoidance of doubt, the grant of any Options by the Company for the subscription of Shares or other securities of the Group to any person who fall within any of the above classes of participants shall not, by itself, unless the Directors otherwise determined, be construed as a grant of Option under the New Share Option Scheme.

The basis of eligibility of any of the above class of participants to the grant of any Options shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his contribution to the development and growth of the Group.

3. Maximum number of Shares available for subscription

The maximum number of shares in respect of which options may be granted under the New Share Option Scheme must not exceed 10% of the issue share capital of the Company.

As at the date of this annual report, the total number of shares available for issue under the New Share Option Scheme was 22,943,000 shares (including 6,400,000 shares subject to options that have been granted but not yet lapsed or exercised), which represented approximately 8.09% of the issued share capital of the Company.

購股權計劃(續)

2. 可參與人士(續)

就新購股權計劃而言，購股權可授予由屬於上述任何類別參與人士之一名或多名人士全資擁有之任何公司。為免存疑，除非董事另有決定，本公司授予屬於上述任何類別參與人士之任何人士用以認購股份或本集團其他證券之任何購股權就其本身而言不應理解為根據新購股權計劃授出購股權。

上述可獲授予任何購股權之任何類別參與人士之資格由董事不時根據董事對有關人士對本集團發展及成長的貢獻的看法而決定。

3. 可供認購之股份數目上限

根據新購股權計劃可能授出之購股權所涉及之股份數目上限不得超過本公司已發行股本之10%。

於本年報日期，根據新購股權計劃可供發行之股份總數為22,943,000股股份(包括受已授出但尚未失效或獲行使之購股權所規限之6,400,000股股份)，相當於本公司已發行股本之約8.09%。

SHARE OPTION SCHEME (CONTINUED)

4. Maximum entitlement of each participant

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the New Share Option Scheme and any other share option scheme of the Group (including both exercised, cancelled or outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being ("Individual Limit"). Any further grant of Options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular to the Shareholders and the Shareholders' approval in general meeting of the Company with such participant and his associates abstaining from voting. The number and terms (including the exercise price) of the Options to be granted to such participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

5. Basis of determining the subscription price

The subscription price for Shares under the New Share Option Scheme shall be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations on the date of the offer of grant, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares. A nominal consideration of HK\$1.00 is payable on acceptance of the grant of an Option.

6. Exercise period of an option

An Option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day upon which the offer for the grant of Options is made but shall end in any event not later than 10 years from the date of grant of the Option subject to the provisions for early termination thereof.

購股權計劃(續)

4. 各參與者獲授購股權之上限

於任何十二個月期間，各參與者因行使根據新購股權計劃及本集團任何其他購股權計劃所授出購股權(包括已行使、註銷或尚未行使之購股權)獲發行及可能將獲發行之股份總數，不得超過當時本公司已發行股本之1% (「個人限額」)。於截至授出額外購股權當日(包括該日)止任何十二個月期間，批授超出個人限額之額外購股權必須經由向股東寄發通函及獲股東於股東大會上批准，而有關參與者及彼之聯繫人士須放棄表決。將授予有關參與者之購股權之數目及條款(包括行使價)須於股東批准前釐定，而根據上市規則第17.03(9)條附註(1)計算行使價而言，提呈有關進一步授出購股權之董事會會議之日期應被視為授出日期。

5. 釐定認購價之基準

新購股權計劃項下股份之認購價將由董事釐定，惟不得低於以下最高者：(i)於提呈授出日期(必須為營業日)股份於聯交所每日報價表所報收市價；(ii)緊接提呈授出日期前五個交易日股份於聯交所每日報價表所報平均收市價；及(iii)股份面值。於接納授出購股權時應支付1.00港元之象徵式代價。

6. 購股權之行使期

購股權可根據新購股權計劃之條款於董事釐定及知會各承授人之期間內隨時行使，有關期間可於作出提呈授出購股權日期開始，惟無論如何最遲須於授出購股權日期起計十年屆滿，可根據其規定提前終止。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (CONTINUED)

7. Time and payment on acceptance

An offer of the grant of the Option may be accepted by a participant within 21 days from the date of the offer of grant of the Option and the Option in respect of the number of Shares in respect of which the offer was so accepted will be deemed to have been granted on the date of grant of the Options.

8. Minimum period and performance targets

Unless the Directors otherwise determined and stated in the offer of the grant of Options to a grantee, a grantee is not required to hold an Option for any minimum period nor achieve any performance targets before any Options granted under the New Share Option Scheme can be exercised.

9. Remaining life of the New Share Option Scheme

Subject to earlier termination by the Company in general meeting, the New Share Option Scheme shall be valid and effective till 5 August 2022. After the expiry of such valid period, no further options will be offered or granted but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect.

Details of the share option movements during the period from 1 April 2020 to 31 March 2021 under the Old Share Option Scheme and the New Share Option Scheme are as follows:

購股權計劃(續)

7. 接納時限及付款

參與者可於提呈授出購股權之日起21日內接受提呈授出購股權。有關如此獲接納的要約所涉及股份數目的購股權將被視為已於購股權授出日期授出。

8. 最短期間及表現目標

除董事另行決定及於向承授人提呈授出購股權中列明外，承授人於根據新購股權計劃獲授任何購股權可獲行使前毋須按任何最短期間持有購股權或達成任何表現目標。

9. 新購股權計劃之剩餘年期

新購股權計劃將於截至二零二二年八月五日前有效及生效，惟經由本公司於股東大會提前終止則作別論。於有關有效期間屆滿後，將不會提呈或授出額外購股權，惟新購股權計劃之規定在所有其他方面均繼續全面有效及生效。

由二零二零年四月一日至二零二一年三月三十一日期間內，舊購股權計劃及新購股權計劃項下之購股權變動詳情如下：

SHARE OPTION SCHEME (CONTINUED)

9. Remaining life of the New Share Option Scheme (Continued)

購股權計劃(續)

9. 新購股權計劃之剩餘年期(續)

	Number of share options 購股權數目				Outstanding at 31 March 2021 於二零二一年 三月三十一日 尚未行使	Exercise price (HK\$) (港元)	Date of grant 授出日期	Exercisable period 行使期
	Outstanding at 1 April 2020 於二零二零年 四月一日 尚未行使期	Granted during the period 期內授出	Exercised during the period 期內行使	Expired during the period 期內屆滿				
Mr. Ma Fung On 馬逢安先生	1,000,000	-	-	-	1,000,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016-29 June 2021 二零一六年六月三十日至 二零二一年六月二十九日
Dr. Ng Man Cheuk 吳民卓博士	2,000,000	-	-	-	2,000,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016-29 June 2021 二零一六年六月三十日至 二零二一年六月二十九日
	800,000	-	-	-	800,000	2.090	30 August 2018 二零一八年八月三十日	30 August 2018-29 August 2023 二零一八年八月三十日至 二零二三年八月二十九日
Dr. Cheung Nim Kwan 張念坤博士	300,000	-	-	-	300,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016-29 June 2021 二零一六年六月三十日至 二零二一年六月二十九日
Continuous Contract Employees 持續合約僱員	1,700,000	-	-	1,700,000	-	2.260	10 July 2015 二零一五年七月十日	10 July 2015-9 July 2020 二零一五年七月十日 二零二零年七月九日
Continuous Contract Employees 持續合約僱員	650,000	-	-	650,000	-	2.142	7 January 2016 二零一六年一月七日	7 January 2017-6 January 2021 二零一七年一月七日至 二零二一年一月六日
Continuous Contract Employees 持續合約僱員	3,300,000	-	-	-	3,300,000	2.090	30 August 2018 二零一八年八月三十日	30 August 2018-29 August 2023 二零一八年八月三十日至 二零二三年八月二十九日
Continuous Contract Employees 持續合約僱員	1,300,000	-	-	-	1,300,000	1.810	10 July 2019 二零一九年七月十日	10 July 2019-9 July 2024 二零一九年七月十日 二零二四年七月九日
Continuous Contract Employees 持續合約僱員	-	1,000,000	-	-	1,000,000	1.330	16 October 2020 二零二零年十月十六日	16 October 2020-15 October 2025 二零二零年十月十六日至 二零二五年十月十五日
	11,050,000	1,000,000	-	2,350,000	9,700,000			

Note:

- The closing price of the Company's share immediately before the date (16 October 2020) on which the share options were granted was HK\$1.310.

附註：

- 本公司股份於緊接購股權獲授出當日(二零二零年十月十六日)前之收市價為1.310港元。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (CONTINUED)

9. Remaining life of the New Share Option Scheme (Continued)

Details of the share option movements during the period from 1 April 2021 to 28 June 2021 under the Scheme Option Scheme are as follows:

	Outstanding at 1 April 2021 於二零二一年 四月一日 尚未行使	Number of share options 購股權數目			Outstanding at 28 June 2021 於二零二一年 六月二十八日 尚未行使	Exercise price (HK\$) (港元)	Date of grant 授出日期	Exercisable period 行使期
		Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Mr. Ma Fung On 馬逢安先生	1,000,000	-	-	-	1,000,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016–29 June 2021 二零一六年六月三十日至 二零二一年六月二十九日
Dr. Ng Man Cheuk 吳民卓博士	2,000,000	-	-	-	2,000,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016–29 June 2021 二零一六年六月三十日至 二零二一年六月二十九日
	800,000	-	-	-	800,000	2.090	30 August 2018 二零一八年八月三十日	30 August 2018–29 August 2023 二零一八年八月三十日至 二零二三年八月二十九日
Dr. Cheung Nim Kwan 張念坤博士	300,000	-	-	-	300,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016–29 June 2021 二零一六年六月三十日至 二零二一年六月二十九日
Continuous Contract Employees 持續合約僱員	3,300,000	-	-	-	3,300,000	2.090	30 August 2018 二零一八年八月三十日	30 August 2018–29 August 2023 二零一八年八月三十日至 二零二三年八月二十九日
Continuous Contract Employees 持續合約僱員	1,300,000	-	-	-	1,300,000	1.810	10 July 2019 二零一九年七月十日	10 July 2019–9 July 2024 二零一九年七月十日 二零二四年七月九日
Continuous Contract Employees 持續合約僱員	1,000,000	-	-	-	1,000,000	1.330	16 October 2020 二零二零年十月十六日	16 October 2020–15 October 2025 二零二零年十月十六日至 二零二五年十月十五日
	9,700,000	-	-	-	9,700,000			

購股權計劃(續)

9. 新購股權計劃之剩餘年期(續)

由二零二一年四月一日至二零二一年六月二十八日期間內，購股權計劃項下之購股權變動詳情如下：

DIRECTORS' INTERESTS IN SHARES

As at 31 March 2021, the interests and the short positions of the directors of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of the Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such positions of the SFO) or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to the Model Code for Securities Transactions by Directors of Listed issuers (the "Model Code"), to be notified to the Company and the Stock Exchange were as follows:

Interests in shares and underlying shares of the Company and its associated corporation.

董事於股份之權益

於二零二一年三月三十一日，本公司董事於本公司及其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、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8分部規定須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益及淡倉)，或須記入根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

於本公司及其相聯法團之股份及相關股份之權益。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN SHARES (CONTINUED)

(a) Interests in shares of the Company

董事於股份之權益(續)

(a) 於本公司股份之權益

Name of Director	Capacity	Number of shares	Total interests	Percentage of issued ordinary shares	Number of underlying shares held under equity derivatives (Note 1)
董事姓名	身份	股份數目	權益總額	佔已發行普通股百分比	股本衍生工具項下所持相關股份數目(附註1)
Dr. Ng Chi Ho 吳自豪博士	Beneficial owner 實益擁有人	6,930,000 (L)	170,528,000 (L)	60.15% (L)	–
	Interests of controlled corporation 受控法團權益	53,598,000 (L) (Note 2) (附註2)	–	–	–
	Founder of a discretionary trust 全權信託創辦者	110,000,000 (L) (Note 3) (附註3)	–	–	–
Mr. Ma Fung On 馬逢安先生	Beneficial owner 實益擁有人	4,323,000 (L)	14,223,000 (L)	5.02% (L)	1,000,000
	Interests of controlled corporation 受控法團權益	9,900,000 (L) (Note 4) (附註4)	–	–	–
Dr. Ng Man Cheuk 吳民卓博士	Beneficial owner 實益擁有人	1,000,000 (L)	111,000,000 (L)	39.15% (L)	2,800,000
	Beneficiary of a discretionary trust 全權信託受益人	110,000,000 (L) (Note 3) (附註3)	–	–	–
Mr. Lee Kam Hung 李錦雄先生	Beneficial owner 實益擁有人	1,257,800 (L)	1,257,800 (L)	0.44% (L)	–
Mr. Leung Yu Ming, Steven 梁宇銘先生	Beneficial owner 實益擁有人	530,000 (L)	530,000 (L)	0.19% (L)	–
Mr. Chan Kit Wang 陳杰宏先生	Beneficial owner 實益擁有人	200,000 (L)	200,000 (L)	0.07% (L)	–
Dr. Cheung Nim Kwan 張念坤博士	Beneficial owner 實益擁有人	–	–	–	300,000

DIRECTORS' INTERESTS IN SHARES (CONTINUED)

(a) Interests in shares of the Company (Continued)

Notes:

- These represent the interests in underlying shares in respect of the share options granted by the Company, the details of which are set out in the sub-section "Share Option Scheme".
- 53,598,000 shares are held by Billion Linkage Limited, the entire issued shares of which is held by Dr. Ng Chi Ho and his spouse in equal share.
- 110,000,000 Shares are held by Superior View Inc., the entire issued shares of which is ultimately held by Fidelitycorp Limited as the trustee of the C.H. Family Trust, the beneficiaries of which are the family members of Dr. Ng Chi Ho.
- 9,900,000 Shares are held by Global Class Enterprises Limited, the entire issued shares of which is held by Mr. Ma Fung On.
- (L) — Long Position

(b) Interests in shares of the Company's associated corporation

Non-voting deferred shares of HK\$1.00 each in Suga Electronics Limited, a wholly owned subsidiary of the Company:

Name of Director	Capacity	Number of Non-voting deferred shares 無投票權 遞延股份數目 (Note 1) (附註1)	Percentage of issued shares 佔已發行股份 百分比
董事姓名	身份		
Dr. Ng Chi Ho 吳自豪博士	Interests of controlled corporation 受控法團權益	3,680,000 (Note 2) (附註2)	92%
Mr. Ma Fung On 馬逢安先生	Interests of controlled corporation 受控法團權益	240,000 (Note 2) (附註2)	6%

董事於股份之權益(續)

(a) 於本公司股份之權益(續)

附註：

- 有關股份指本公司所授出購股權涉及之相關股份權益，有關詳情載於「購股權計劃」分節。
- 該等53,598,000股股份由Billion Linkage Limited持有，而該公司全部已發行股份則由吳自豪博士與其配偶各持一半。
- 該等110,000,000股股份由Superior View Inc.持有，而該公司全部已發行股份由作為C.H.家族信託受託人之Fidelitycorp Limited最終持有，該信託之受益人為吳自豪博士之家屬。
- 該等9,900,000股股份由Global Class Enterprises Limited持有，而該公司全部已發行股份則由馬逢安先生持有。
- (L) — 好倉

(b) 於本公司相聯法團股份之權益

於本公司全資附屬公司信佳電子有限公司每股面值1.00港元之無投票權遞延股份：

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DIRECTORS' INTERESTS IN SHARES (CONTINUED)

(b) Interests in shares of the Company's associated corporation(Continued)

Notes:

1. These non-voting deferred shares have no voting rights, are not entitled to dividends, and are not entitled to any distributions upon winding up unless a sum of HK\$10,000,000,000 per ordinary shares has been distributed to the holders of ordinary shares.
2. The 4,000,000 non-voting deferred shares in Suga Electronics Limited are held as to 80% by Essential Mix Enterprises Limited and 20% by Broadway Business Limited. Dr. Ng Chi Ho and Mr. Ma Fung On hold 92% and 6% interests in each of Essential Mix Enterprises Limited and Broadway Business Limited respectively.

Save as disclosed above and under the "Share Option Scheme", none of the Directors of the Company have any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations as defined in the SFO as at 31 March 2021.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURE

Save as disclosed in above section, at no time during the year was the Company, its parent company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire benefits by means of the acquisition of shares in, or debenture of, the Company or any body corporate.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT AND CONTRACTS

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, its parent company, or its subsidiaries or fellow subsidiaries was a party and in which a director of the Company, his connected entities were materially interested, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於股份之權益(續)

(b) 於本公司相聯法團股份之權益(續)

附註：

1. 該等無投票權遞延股份無權投票或收取股息，清盤時，只有普通股持有人已獲分派每股普通股10,000,000,000港元後，該等無投票權遞延股份持有人方可獲分派。
2. 4,000,000股信佳電子有限公司無投票權遞延股份分別由Essential Mix Enterprises Limited及Broadway Business Limited持有80%及20%。吳自豪博士及馬逢安先生各自分別於Essential Mix Enterprises Limited及Broadway Business Limited持有92%及6%權益。

除上文及「購股權計劃」項下披露者外，於二零二一年三月三十一日，本公司董事概無於本公司及其相聯法團(定義見證券及期貨條例)之股份、相關股份及債券中擁有任何權益及淡倉。

董事購買股份或債券之權利

除上一節所披露者外，本公司、其母公司或其任何附屬公司或同系附屬公司於年內任何時間並無訂立購買本公司或任何法人團體的股份或債券以允許董事獲得利益的任何安排。

董事於交易、安排及合約之權益

於年末或年內任何時間，本公司、其母公司或其附屬公司或同系附屬公司概無訂立與本集團業務有關之任何重大交易、安排或合約，且本公司董事及其關連實體概無直接或間接於該等交易、安排或合約中擁有任何重大權益。

DIRECTORS' PERMITTED INDEMNITY PROVISIONS

According to the Bye-laws of the Company, every director of the Company shall be entitled to be indemnified out of the assets and profits of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Company.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

In the opinion of the Directors, there is no such competing business as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules").

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2021, the following persons (not being a Director or chief executive of the Company) had interests or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and which have been recorded in the register kept by the Company pursuant to the section 336 of the SFO.

董事之准許彌償條文

根據本公司公司細則，本公司各董事有權就履行其職務或在履行其職務方面或在其他有關方面可能蒙受或招致之所有損失或責任從本公司之資產及溢利中獲取彌償。本公司已為其董事及高級職員投購合適的董事及高級職員責任保險。

董事於競爭業務之權益

董事認為，並無任何香港聯合交易所有限公司證券上市規則(「上市規則」)界定之競爭業務。

主要股東

於二零二一年三月三十一日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，下列人士(並非本公司董事或主要行政人員)於本公司之股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部規定須向本公司披露之權益或淡倉。

Name	Capacity	Number of shares	Percentage of issued shares
姓名／名稱	身份	股份數目	佔已發行股份百分比
Superior View Inc. (Note 1) Superior View Inc. (附註1)	Beneficial owner 實益擁有人	110,000,000 (L)	38.80% (L)
Billion Linkage Limited (Note 2) Billion Linkage Limited (附註2)	Beneficial owner 實益擁有人	53,598,000 (L)	18.91% (L)
Lee Wai Fun (Note 3) 李惠芬 (附註3)	Interest of spouse 配偶權益	116,930,000 (L)	41.25% (L)
	Interest of controlled corporation 受控法團權益	53,598,000 (L)	18.91% (L)

REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS (CONTINUED)

Notes:

1. The entire issued share capital of Superior View Inc. is ultimately held by Fidelitycorp Limited as trustee of the C.H. Family Trust, the beneficiaries of which are the family members of Dr. Ng Chi Ho.
2. The entire issued share capital of Billion Linkage Limited is held by Dr. Ng Chi Ho and his spouse in equal shares and, as such, Dr. Ng Chi Ho is deemed to be interested in all the shares held by Billion Linkage Limited under the SFO.
3. Madam Lee Wai Fun is deemed to be interested in 116,930,000 shares held by her spouse, Dr. Ng Chi Ho, a director of the Company.
4. (L) — Long Position

Save as disclosed above, as far as is known to the Directors, there is no person, other than the Directors and chief executives of the Company, who has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision 2 and 3 of Part XV of the SFO as at 31 March 2021.

MANAGEMENT CONTRACTS

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

MAJOR CUSTOMERS AND SUPPLIERS

The Group's largest customer for the year accounted for approximately 17.7% of the Group's total revenue and the five largest customers accounted for approximately 58.6% of the Group's total revenue. In addition, the largest supplier of the Group accounted for approximately 16.3% of the Group's purchases while the five largest suppliers of the Group accounted for approximately 37.5% of the Group's total purchases.

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

主要股東(續)

附註：

1. Superior View Inc. 全部已發行股本由作為C.H. 家族信託受託人之Fidelitycorp Limited最終持有，該信託之受益人為吳自豪博士之家屬。
2. Billion Linkage Limited全部已發行股本由吳自豪博士與其配偶各佔一半，故根據證券及期貨條例，吳自豪博士被視為擁有Billion Linkage Limited所持有全部股份之權益。
3. 李惠芬女士被視為於其配偶本公司董事吳自豪博士持有的116,930,000股股份中擁有權益。
4. (L) — 好倉

除上文披露者外，於二零二一年三月三十一日，董事並不知悉除董事及本公司主要行政人員外，有任何人士於本公司股份及相關股份中，擁有任何根據證券及期貨條例第XV部第2及3分部規定須向本公司披露之權益或淡倉。

管理合約

年內，本公司概無訂立或訂有有關本公司全部或任何部分重要業務之管理及行政合約。

主要客戶及供應商

年內，本集團向最大客戶作出之銷售額佔本集團總收益約17.7%，而向五大客戶作出之銷售額則佔本集團總收益約58.6%。此外，本集團向最大供應商作出之購買額佔本集團總購買額約16.3%，向五大供應商作出之購買額則佔本集團總購買額約37.5%。

董事、彼等之聯繫人或就董事所知任何擁有本公司股本5%以上之股東，概無於上述主要供應商或客戶中擁有任何權益。

MATERIAL LEGAL PROCEEDINGS

As at 31 March 2021, the Company was not involved in any material litigation or arbitration and no material litigation or arbitration were pending or threatened or made against the Company so far the Company is aware.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the “Corporate Governance Report” on pages 29 to 49.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

INDEPENDENT AUDITOR

The financial statements for the year have been audited by PricewaterhouseCoopers who retire and, being eligible, offered themselves for re-appointment.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”)

The Company has a serious commitment to ESG matters. A report on the environmental, social and governance commitment can be found on pages 70 to 104.

On behalf of the Board
Suga International Holdings Limited
NG Chi Ho
Chairman

Hong Kong, 28 June 2021

重大法律訴訟

於二零二一年三月三十一日，本公司並無涉及任何重大訴訟或仲裁，而據本公司所知，亦無任何尚未了結或可能面臨威脅或對本公司作出之重大法律訴訟或仲裁。

企業管治

本公司致力維持高水準之企業管治常規。本公司採納之企業管治常規資料載於第29至49頁之「企業管治報告」內。

公眾持股量

根據本公司公開取得之資料及就董事所知，於本報告日期，本公司不少於25%已發行股份已按上市規則規定由公眾人士持有。

獨立核數師

本年度之財務報表已由羅兵咸永道會計師事務所審核，該核數師即將任滿告退，惟合資格並願意獲續聘。

環境、社會及管治（「環境、社會及管治」）

本公司嚴肅正視環境、社會及管治的問題。有關環境、社會及管治承諾的報告載於第70至104頁。

代表董事會
信佳國際集團有限公司
主席
吳自豪

香港，二零二一年六月二十八日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

FORWARD

This Environmental, Social and Governance (ESG) Report is prepared for Suga International Holdings Limited and its subsidiaries (referred to in this report as “the Group” or “SUGA”) for the financial year ended 31 March 2021, in accordance with the ESG Reporting Guide as set out in Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

This report presents SUGA’s compliance with the Appendix 27 “Comply or Explain” provision of the ESG Reporting Guide.

As a leading electronics total solutions provider in Hong Kong, SUGA has a mission to contribute to the progress of society by providing people with quality products and employing advanced technology, with protecting the environment and serving the community always in mind.

ESG GOVERNANCE

The Board acknowledges its responsibility in the Group’s ESG affairs. It is committed to making continuous contributions to sustainable development in environmental aspects and fulfilling its corporate social responsibilities. Towards that end, the Board sets the ESG management approach, strategy and objectives as well as process used to evaluate, prioritize and manage ESG issues. The Board regularly assesses the environmental, social and governance risks, formulates the environmental, social and governance strategy, and ensures the establishment and maintenance of an effective internal control system on the environmental, social and governance aspects of its business and operations. At the same time, the Board performs regular analysis and independent assessment on the adequacy and effectiveness of these efforts through an internal audit function.

前言

本環境、社會及管治報告乃根據香港聯合交易所有限公司證券上市規則附錄二十七的《環境、社會及管治報告指引》就信佳國際集團有限公司及其附屬公司（於本報告簡稱「本集團」或「信佳」）截至二零二一年三月三十一日止財政年度而編製。

本報告呈列信佳如何遵守附錄二十七的《環境、社會及管治報告指引》的「不遵守就解釋」規定。

作為香港一間領先的全方位電子解決方案供應商，信佳一直以透過提供優質產品及採用先進技術為社會發展作出貢獻為己任，並時刻謹記保護環境及服務社區的責任。

環境、社會及管治管理

董事會承擔其於本集團環境、社會及管治事務的責任。其致力為環境層面的可持續發展持續作出貢獻以及達成其企業社會責任。就此，董事會制定環境、社會及管治管理方法、策略及目標，以及用於評估、確定優先次序及管理環境、社會及管治事宜的程序。董事會定期評估環境、社會及管治風險、制定環境、社會及管治策略、確保成立及維持就其業務及營運的環境、社會及管治層面的有效內部監控系統。同時，董事會透過內部審計職能就該等工作是否足夠及有效定期進行分析及獨立評估。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

REPORT SCOPE

This report covers the operations of SUGA's core business in Hong Kong, its plant in Dongguan, PRC and plant in Bac Ninh Province, Vietnam. The plant in Vietnam has been newly included in this year's ESG Report. SUGA's sustainable efforts in Environmental Aspects (Aspect A) and Social Aspects (Aspect B) and the material issues in these two general categories are summarized in the following section.

SUMMARY OF MATERIAL ISSUES DISCLOSED IN THIS REPORT

報告範圍

本報告涵蓋信佳於香港以及其中國東莞廠房及越南北寧省廠房的核心業務的營運。越南廠房被新納入本年度的環境、社會及管治報告。信佳在環境層面(層面A)及社會層面(層面B)的可持續發展中所作出的貢獻及該兩大分類的重大事宜於下文一節概述。

於本報告披露的重大事宜概要

Material Issues

重大事宜

Location of Disclosure

披露層面

Environmental — Emissions and Waste
環境 — 排放物及廢料

Aspect A1
層面A1

Environmental — Use of Resources
環境 — 資源使用

Aspect A2
層面A2

Environmental — Environment and Natural Resources
環境 — 環境及天然資源

Aspect A3
層面A3

Environmental — Climate Change
環境 — 氣候變化

Aspect A4
層面A4

Social — Employment
社會 — 僱傭

Aspect B1
層面B1

Social — Health and Safety
社會 — 健康與安全

Aspect B2
層面B2

Social — Development and Training
社會 — 發展及培訓

Aspect B3
層面B3

Social — Labor Standards
社會 — 勞工準則

Aspect B4
層面B4

Social — Supply Chain Management
社會 — 供應鏈管理

Aspect B5
層面B5

Social — Product Responsibility
社會 — 產品責任

Aspect B6
層面B6

Social — Anti-corruption
社會 — 反貪污

Aspect B7
層面B7

Social — Community Investment
社會 — 社區投資

Aspect B8
層面B8

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

REPORTING PRINCIPLES

In line with the “Environmental, Social and Governance Reporting Guide in Appendix 27, this report is prepared according to the following principles.

Materiality — The Group determines material ESG issues by stakeholder engagement and materiality assessment.

Quantitative — Information on the standards, methodologies, and source of conversion factors used for the reporting of the environmental and social KPIs have been disclosed in this report.

Consistency — The methodologies used in this report are consistent with those used last year.

There is no change in the material issues in this report when compared with the ESG Report issued in the Group’s 2019/2020 Annual Report.

報告原則

根據附錄二十七《環境、社會及管治報告指引》，本報告乃根據以下原則編製。

「重要性」原則 — 本集團按持份者參與及重要性評估確定重大環境、社會及管治事宜。

「量化」原則 — 有關匯報環境及社會關鍵績效指標時所用的標準、方法及換算因素來源的資料已於本報告披露。

「一致性」原則 — 本報告所用的方法與去年使用者一致。

與本集團於二零一九／二零二零年年報發佈的環境、社會及管治報告相比，本報告的重大事宜並無任何變動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

MATERIALITY ASSESSMENT

SUGA values internal and external stakeholders' views in all ESG aspects, and therefore we conduct regular reviews in identifying and understanding the main concerns and material interest of internal and external stakeholders for the ESG report. The communications channels for the review are as follows:

- Employee training and seminars
- Employee recreational and volunteer activities
- Intranet and emails
- Customer satisfaction survey
- Newsletters and notice board
- Corporate website
- Annual general meeting and other shareholders meetings
- Annual reports, interim reports and announcements
- Community service programs
- Investor relations programs

重要性評估

信佳重視內部及外部持份者在所有環境、社會及管治方面的意見，因此，我們會定期審查以確定及了解內部及外部持份者對環境、社會及管治報告的主要關注事宜及重大權益。進行審查的溝通渠道如下：

- 僱員培訓及研討會
- 僱員康樂及義工活動
- 內聯網及電郵
- 客戶滿意度調查
- 通信及告示板
- 公司網站
- 股東週年大會及其他股東大會
- 年報、中期報告及公告
- 社會服務計劃
- 投資者關係計劃

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

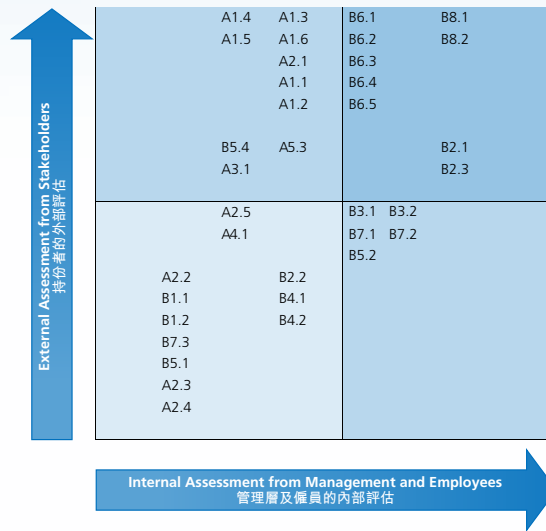
環境、社會及管治報告

MATERIALITY MATRIX

The Materiality Matrix after external and internal assessment is summarized in the following chart.

重要性矩陣

下表概述於進行外部及內部評估後的重要性矩陣。



Notes:

- A1.1 = Types of Emissions and Respective Emissions Data
- A1.2 = Direct (Scope 1) and Indirect Energy (Scope 2) Greenhouse Gas Emissions
- A1.3 = Total Hazardous Waste Produced (in tons)
- A1.4 = Total Non-hazardous Waste Produced (in tons)
- A1.5 = Emissions Target(s) Set and Steps Taken to Achieve Them
- A1.6 = Waste Management for Hazardous and Non-hazardous Substances
- A2.1 = Direct and Indirect Energy Consumption
- A2.2 = Water Consumption
- A2.3 = Description of Energy Use Efficiency Target(s) Set and Steps Taken to Achieve Them
- A2.4 = Description of Water Efficiency Target(s) Set and Steps Taken to Achieve Them
- A2.5 = Total Packing Material Used for Finished Products (in tons)
- A3.1 = Description of Significant Impact of Activities on the Environment and Natural Resources
- A4.1 = Climate Change
- B1.1 = Total Workforce by Gender, Employment Type, Age Group and Geographical Region
- B1.2 = Employee Turnover Rate by Gender, Age Group and Geographical Region
- B2.1 = Number and Rate of Work-related Fatalities for the Past Three Years Including the Reporting Year
- B2.2 = Lost Days Due to Work-related Injury
- B2.3 = Description of Occupational Health and Safety Measures Adopted, Implemented and Monitored
- B3.1 = Percentage of Employees Trained by Gender and Employee Category
- B3.2 = Average Training Hours Completed per Employee by Gender and Employee Category
- B4.1 = Measures to Review Employment Practices to Avoid Child and Forced Labor
- B4.2 = Steps to Eliminate Child and Forced Labor When Discovered
- B5.1 = Number of Suppliers by Geographical Region
- B5.2 = Practices to Engage Suppliers, Numbers of Suppliers Where the Practices Are Implemented
- B5.3 = Practices to Identify Environmental and Social Risk in Supply Chain and Implementation
- B5.4 = Practices to Promote Environmentally Preferable Products When Selecting Suppliers
- B6.1 = Percentage of Total Products Sold Subject to Recall for Safety and Health Reasons
- B6.2 = Number of Product-related Complaints Received and How They Are Dealt With
- B6.3 = Practices Relating to Observing and Protecting Intellectual Property Rights
- B6.4 = Quality Assurance Process and Recall Procedures
- B6.5 = Consumer Data Protection and Privacy Policies
- B7.1 = Number of Concluded Legal Cases Regarding Corrupt Practices against the Group or Employees
- B7.2 = Implementation and Monitoring of Preventive Measures and Whistle-blowing Procedures
- B7.3 = Anti-corruption Training Provided to Directors and Staff
- B8.1 = Focus Areas of Contribution
- B8.2 = Resources Contributed to the Focus Areas

附註：

- A1.1 = 排放類別及相關排放數據
- A1.2 = 直接(範疇1)及間接能源(範疇2)排放溫室氣體排放量
- A1.3 = 有害廢料產生總量(以噸計算)
- A1.4 = 無害廢料產生總量(以噸計算)
- A1.5 = 所訂立的排放目標及為達到這些目標所採取的步驟
- A1.6 = 有害及無害物質的廢料管理
- A2.1 = 直接及間接能源消耗
- A2.2 = 耗水量
- A2.3 = 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟
- A2.4 = 描述所訂立的省水效率目標及為達到這些目標所採取的步驟
- A2.5 = 製成品所用的包裝物料總量(以噸計算)
- A3.1 = 描述業務活動對環境及天然資源的重大影響
- A4.1 = 氣候變化
- B1.1 = 按性別、僱傭類型、年齡組別及地區劃分的僱員總數
- B1.2 = 按性別、年齡組別及地區劃分的僱員流失率
- B2.1 = 過去三年(包括匯報年度)工作相關死亡人數及比率
- B2.2 = 因工傷損失的工作日數
- B2.3 = 描述所採納、執行及監察的職業健康與安全措施
- B3.1 = 按性別及僱員類別劃分的受訓僱員百分比
- B3.2 = 按性別及僱員類別劃分每名僱員完成受訓的平均時數
- B4.1 = 檢討招聘慣例的措施以避免童工及強制勞工
- B4.2 = 在發現童工及強制勞工時消除有關情況的步驟
- B5.1 = 按地區劃分的供應商數目
- B5.2 = 聘用供應商的慣例，向其執行有關慣例的供應商數目
- B5.3 = 識別供應鏈的環境及社會風險的慣例，以及執行方法
- B5.4 = 揀選供應商時促使多用環保產品的慣例
- B6.1 = 已售產品總數中因安全與健康理由而須回收的百分比
- B6.2 = 接獲關於產品的投訴數目以及應對方法
- B6.3 = 有關維護及保障知識產權的慣例
- B6.4 = 質量保證程序及回收程序
- B6.5 = 消費者資料保障及私隱政策
- B7.1 = 對本集團或僱員提出並已審結的貪污訴訟案件的數目
- B7.2 = 執行及監察防範措施及舉報程序
- B7.3 = 向董事及員工提供的反貪污培訓
- B8.1 = 專注貢獻範疇
- B8.2 = 在專注範疇所動用資源

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

FEEDBACK

SUGA values feedback from our stakeholders. If you have any questions or suggestions on the content or the format of reporting of this ESG Report, you are welcome to contact us at the following:

Address: 22/F., Tower B, Billion Centre,
1 Wang Kwong Road, Kowloon Bay,
Kowloon, Hong Kong
Email: investorrelations@suga.com.hk
Telephone: 852-2953 0383
Fax: 852-2953 1523

REPORTING ON ENVIRONMENTAL ASPECTS

Environment Sustainability

SUGA recognizes the importance of environmental sustainability and is committed to protecting the environment. We incorporate environmental considerations into business processes and maintain an ongoing commitment to environment protection in line with laws and regulations within Hong Kong, Mainland China and Vietnam. SUGA has implemented various measures to achieve the following priority objectives in environmental aspects:

- Reducing emissions of greenhouse gases and other pollutants
- Achieving savings in energy
- Reducing waste generation

In supporting the Group to develop an all-round corporate social responsibility and green culture, we have incorporated the internationally-certified ISO 14001 and QC 080000 environmental management systems and processes in our operations and have professionally informed employees through setting environmental protection guidelines.

During this financial year, we have garnered the following awards, certificates and recognition.

回饋建議

信佳重視持份者的回饋建議。倘閣下對本報告的內容或報告形式有任何疑問或意見，歡迎透過以下方式與我們聯絡：

地址：香港九龍
九龍灣宏光道一號
億京中心B座22樓
電郵地址：investorrelations@suga.com.hk
電話號碼：852-2953 0383
傳真號碼：852-2953 1523

環境層面報告

環境可持續發展

信佳深明環境可持續發展的重要性，並承諾保護環境。我們將環境考慮因素融入業務流程，遵守香港、中國內地及越南的法律及法規，致力保護環境。信佳已落實多項措施以達成以下環保優先目標：

- 減少溫室氣體及其他污染物排放
- 實現節省能源
- 減少廢料產生

我們已將國際認可的ISO 14001及QC 080000環境管理系統及流程加入我們的營運中，並已透過制訂環境保護指引讓僱員獲得專業資訊，以推動本集團發展全方位企業社會責任及環保文化。

於本財政年度，我們獲得以下獎項、認證和嘉許。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Awards and Certification

Organizer

獎項及認證主辦單位

Awards and Certificates

獎項及認證

China Quality Certification Center
中國質量認證中心

Accreditation of ISO 14001:2015
ISO 14001:2015 認證



SGS United Kingdom Limited

Accreditation of QC 080000:2017
Accreditation of ISO 9001:2015
QC 080000:2017 認證
ISO 9001:2015 認證



BSI Assurance UK Limited

Accreditation of ISO 13485:2016
ISO 13485:2016 認證



Environmental Campaign Committee
環境運動委員會

Hong Kong Green Organisation
香港綠色機構



Hong Kong Q-Mark Council Federation
香港優質標誌局

HK Green Mark Certification Scheme
香港「Q嘜」環保管理計劃



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Awards and Certification

Organizer

獎項及認證主辦單位

Awards and Certificates

獎項及認證

PRC Guangdong Province Science
Technology Bureau
中國廣東省科學技術廳

High & New Technology Enterprises
Certificate
高新技術企業證書



Due to COVID-19, most of the green activities were suspended, therefore the Group's participation in such activities was reduced.

由於COVID-19爆發，大多數的環保活動已被暫停，故本集團參與有關活動的次數亦因而減少。

Green Activities

環保活動

Green Council
環保促進會

Hong Kong Green Day
香港綠色日



Green Power
綠色力量

The 28th Green Power Hike (Virtual Hike)
「第二十八屆綠色力量環島行」
線上跑



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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ASPECT A1: EMISSIONS AND WASTE REDUCTION

SUGA is committed to protecting the environment by reducing emissions of greenhouse gases as well as by reducing discharge of harmful substances into water and on land alike, along with generation of less hazardous and non-hazardous waste. We fully comply with the relevant laws and regulations related to gas emissions and waste management. Our emissions KPIs are within a normal range when compared with business companies of the same nature. Our goal is to reduce emissions, waste, use of energy and water by using new environmental technologies and environmentally-friendly raw materials.

Aspect A1.1 & A1.2 Reduce Emissions from Fuel Consumption and Greenhouse Gases Emissions

SUGA's main sources of greenhouse gases and other polluting emissions are electricity usage and our vehicle fleet. We have managed to reduce such emissions by measures such as monitoring electricity consumption, implementing energy-saving measures and curtailing use of our vehicle fleet as stated in Aspect A1.5 "Measures to Mitigate Emissions." The amount of gas emissions is calculated according to HKEX "How to Prepare an ESG Report Appendix 2: Reporting Guidance on Environmental KPIs" issued in March 2020.

A1.1 Emissions from Gaseous Fuel Consumption	2020/2021		2019/2020	
	PRC & HK	Vietnam	PRC & HK	Vietnam
NO _x Emissions	402.34 Kg	47.87 Kg	565.05 Kg	N/A
SO _x Emissions	0.94 Kg	0.18 Kg	1.01 Kg	N/A
Particulate Matter (PM) Emissions	31.94 Kg	4.50 Kg	48.68 Kg	N/A
Total Emissions of Pollutants	435.22 Kg	52.55 Kg	614.74 Kg	N/A

Total Emissions of Pollutants decreased mainly due to more efficient arrangement of our vehicle fleet.

層面 A1：減少排放物及廢料

信佳致力透過減少溫室氣體排放，降低水中及陸地有害物質的排放，以及產生較少有害及無害廢料以保護環境。我們全面遵守有關氣體排放及廢料管理的相關法律及法規。與同類業務公司相比，我們的排放關鍵績效指標屬於正常範圍。我們的目標為透過使用新環保技術及環保原材料以減少排放、廢料以及能源及水消耗量。

層面 A1.1 及 A1.2 減少燃料消耗排放及溫室氣體排放

信佳的溫室氣體及其他污染物排放的主要源自用電及車隊。我們以層面 A1.5「減少排放物措施」一節所述監察耗電量、制訂節能措施及減少使用車隊等措施，以減少有關排放物。氣體排放量按聯交所於二零二零年三月刊發的「如何準備環境、社會及管治報告附錄二：環境關鍵績效指標匯報指引」計算。

A1.1 氣體燃料消耗排放	二零二零/二零二一年		二零一九/二零二零年	
	中國大陸及香港	越南	中國大陸及香港	越南
氮氧化物排放	402.34 千克	47.87 千克	565.05 千克	不適用
硫氧化物排放	0.94 千克	0.18 千克	1.01 千克	不適用
懸浮粒子排放	31.94 千克	4.50 千克	48.68 千克	不適用
污染物總排放	435.22 千克	52.55 千克	614.74 千克	不適用

污染物總排放減少主要是由於我們車隊作出了更具效率的安排。

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A1.2 Greenhouse Gas Emissions for the Year:	2020/2021		2019/2020	
	PRC & HK	Vietnam	PRC & HK	Vietnam
Scope 1 —				
Direct Emissions	159.2 Tons	30.2 Tons	171.9 Tons	N/A
Scope 2 —				
Indirect Emissions	6,824.5 Tons	926.6 Tons	5,691.9 Tons	N/A
Total Emissions of Greenhouse Gases	6,983.7 Tons	956.8 Tons	5,863.8 Tons	N/A

A1.2年內溫室 氣體排放：	二零二零／二零二一年		二零一九／二零二零年	
	中國大陸 及香港	越南	中國大陸 及香港	越南
範疇1 —				
直接排放	159.2噸	30.2噸	171.9噸	不適用
範疇2 —				
間接排放	6,824.5噸	926.6噸	5,691.9噸	不適用
溫室氣體 總排放	6,983.7噸	956.8噸	5,863.8噸	不適用

Scope 1 & 2 — PRC & Hong Kong Indirect Greenhouse Gas Emissions increased mainly due to an increase in sales volume. The Vietnam Plant was newly included in the ESG Report in 2020/2021.

範疇1及2 — 中國及香港間接溫室氣體排放增加主要由於銷售量增加。越南廠房於二零二零／二零二一年被新納入環境、社會及管治報告。

Aspect A1.3 & A1.4 Reduce Generation of Hazardous & Non-hazardous Waste

SUGA does not generate any hazardous waste materials during our production. Nevertheless, we have hired specialist contractors to handle hazardous waste materials as a by-product from raw material incoming quality assurance (IQA) operations in the PRC Dongguan Plant. In addition, only vendors that comply with Restriction of Hazardous Substance (RoHS) and Registration, Evaluation, Authorization and Restriction of Chemicals (REACH) codes are included in our "Approved Vendors List." And in order to ensure that our products are environmentally-friendly, only approved vendors are permitted to supply raw materials to us.

層面A1.3及A1.4減少產生有害及無害廢料

信佳生產過程中並無產生任何有害廢料。儘管如此，我們已聘用專門的承包商處理於中國東莞廠房的原材料引進質量保證(IQA)業務所產生的附屬有害廢料。此外，只有符合有害物質限用指令(RoHS)及化學品註冊、評估、授權和限制(REACH)守則的供應商才會列入我們的「核准供應商名單」，而只有核准供應商才可向我們提供原材料以確保我們的產品符合環保規定。

SUGA's main source of non-hazardous waste is the rubbish generated from business operations, the Dongguan Plant Central Canteen and Dormitory and the Vietnam Plant.

信佳的無害廢料主要源於業務營運、東莞廠房中央飯堂及宿舍以及越南廠房所產生的廢料。

We have managed to reduce generation of hazardous and non-hazardous waste by measures stated in Aspect A1.6 "Waste Management for Hazardous and Non-hazardous Substances."

我們以層面A1.6「有害及無害物質的廢料管理」所載措施以減少有害及無害廢料的產生。

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A1.3 Total Hazardous Waste for the Year:	2020/2021		2019/2020	
	PRC & HK	Vietnam	PRC & HK	Vietnam
	Hazardous Waste for the Year	0 Kg	0 Kg	0 Kg

A1.3年內有害 廢料總量：	二零二零/二零二一年		二零一九/二零二零年	
	中國大陸 及香港	越南	中國大陸 及香港	越南
	年內有害廢料	0千克	0千克	0千克

A1.4 Total Non-hazardous Waste for the Year:	2020/2021		2019/2020	
	PRC & HK	Vietnam	PRC & HK	Vietnam
	Industrial Waste	349,160 Kg	18,097 Kg	245,000 Kg
Plastic	19,591 Kg	0 Kg	16,615 Kg	N/A
Garbage	546,867 Kg	36,699 Kg	*397,361 Kg	N/A
Food Residue	166,051 Kg	0 Kg	*122,176 Kg	N/A
Total Non-hazardous Waste	1,081,669 Kg	54,796 Kg	*781,152 Kg	N/A

A1.4年內無害 廢料總量：	二零二零/二零二一年		二零一九/二零二零年	
	中國大陸 及香港	越南	中國大陸 及香港	越南
	工業廢料	349,160	18,097	245,000
塑膠	19,591	0	16,615	不適用
垃圾	546,867	36,699	*397,361	不適用
食物殘渣	166,051	0	*122,176	不適用
無害廢料總量	1,081,669	54,796	*781,152	不適用

PRC and Hong Kong Total Non-hazardous Waste increased mainly due to the increase in sales volume and employee headcount. The Vietnam Plant was newly included in the ESG Report in 2020/2021.

* 2019/2020 date has been adjusted due to change of calculation method.

中國及香港無害廢料總量增加主要是由於銷售量及僱員人數增加。越南廠房於二零二零/二零二一年被新納入環境、社會及管治報告。

* 由於計算方法有變，二零一九/二零二零年的數據經已調整。

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Aspect A1.5 Measures to Mitigate Emissions

SUGA has implemented a wide range of measures to reduce greenhouse gases and emissions of other pollutants highlighted below:

- Implementing a solar panel energy system at the Dongguan Plant which can generate around 950,000 KWH of electricity per annum
- Using LED lighting in all areas of the Hong Kong Office and the Dongguan Plant in the PRC to save energy
- Monitoring electricity consumption by measuring monthly electricity usage
- Deploying a frequency converter in production lines and the air-conditioning system in the Dongguan Plant to conserve energy in production
- Reducing use of our fleet by careful implementation of transportation plans
- Installing various types of sensors for electricity switches in the Dongguan Plant to reduce electricity consumption
- Installing smoke filters and electric ovens in the Central Kitchen of the PRC Dongguan Plant to reduce smoke pollution
- Implementing guidelines and creating slogans and posters to educate employees about energy-saving and environmentally-friendly concepts and encouraging them to live a green life

層面 A1.5 減少排放物措施

信佳已實施一系列措施以減少溫室氣體及其他污染物排放，摘要如下：

- 在東莞廠房啟用太陽能板能源系統，可每年產生約950,000千瓦時的電力
- 在香港辦事處及中國東莞廠房所有範圍使用LED照明以節省能源
- 透過計算每月用電量以監察耗電量
- 於東莞廠房的生產線及空調系統配置頻率轉換器以於生產過程節省能源
- 透過謹慎實施運輸計劃以減少使用我們的車隊
- 於東莞廠房為電力開關安裝不同類型的感應器以減少耗電量
- 在中國東莞廠房的中央廚房安裝煙霧過濾器及電焗爐以減少煙霧污染
- 制訂指引、創作標語及海報以向僱員灌輸節省能源及環保觀念，並鼓勵他們選擇環保生活

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Aspect A1.6 Waste Management for Hazardous and Non-hazardous Substances

Our waste management strategy is in line with the key 4R principles — Reduce, Reuse, Recycle and Replace.

We have undertaken the following measures to mitigate waste generation:

- Hazardous waste is not a major issue in our operations, nevertheless, we have a team and lab to monitor hazardous waste created during the IQA process
- Implementing and adhering to policies to recycle packing pallets and carton boxes and reuse transit carton boxes to reduce packing material usage
- Implementing recycling programs to reduce paper-based waste
- Implementing and adhering to policies to use environmentally-friendly raw materials at the product design stage

ASPECT A2: USE OF RESOURCES

We have adopted a variety of practices and guidelines to continually improve our energy efficiency in our production operations. Meanwhile, we remain committed to finding new ways to reduce energy consumption by improving the performance of machinery and use of infrastructure.

SUGA's main usage of energy is for electricity at our facilities and fuel consumption by our vehicle fleet. We manage direct and/or indirect energy consumption by monitoring monthly energy consumption, and educating employees about energy-saving and environmentally-friendly concepts and practices. Water consumption is not a materially important area for SUGA. Much of our water consumption is for cleaning and sanitation at the Dongguan Plant Dormitory, as well as use at the Dongguan Plant Central Canteen. Nevertheless, we have implemented practices and guidelines to manage water consumption at a reasonable level.

Our efforts in this direction include:

- Implementing a solar panel system at the Dongguan Plant to generate renewable energy and reduce electricity consumption

層面 A1.6 有害及無害物質的廢料管理

我們的廢料管理策略符合主要的4R原則 — 減少、重用、循環再用及取代。

我們已採用下列措施以減少廢料產生：

- 有害廢料並非我們營運中需要面對的主要問題，但我們已設有團隊及實驗室用以監察在引進質量保證檢查過程中產生的有害廢料
- 實施及遵從政策以循環再用包裝卡板及包裝紙箱以及重用中轉箱以減少包裝材料用量
- 實施循環再用計劃以減少紙類廢料
- 實施及遵從政策以於產品設計階段使用環保原材料

層面 A2：資源使用

我們已採取多項常規及指引持續改善我們生產營運的能源效益。與此同時，我們仍然致力尋找新方法透過提升機械表現及基建設施使用以減少能源消耗。

信佳的主要能源用量是我們的設施用電及我們車隊的燃料消耗。我們透過監察每月能源消耗、教育僱員有關節省能源以及環保觀念及做法，以管理直接及／或間接能源消耗。信佳的耗水量並不顯著。我們的大部分用水主要是用於東莞廠房宿舍的清潔及衛生，以及用於東莞廠房的中央飯堂。然而，我們已實施多項常規及指引以將耗水量控制在合理水平。

我們在此方面的措施包括：

- 在東莞廠房裝設太陽能板系統以產生再生能源及減少耗電量

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- Modernizing our air-conditioning system and production machinery to save energy
 - Implementing guidelines and creating slogans and posters to educate employees about energy-saving and environmentally-friendly concepts
 - Installing sensors on water taps in the Dongguan Plant to reduce water usage
 - Implementing paperless e-procurement and e-production and material planning systems to reduce paper consumption
 - Implementing a paperless office system for business operation to reduce paper consumption
 - Initiating a policy to reduce usage of packing materials for finished goods at the product design stage
 - Implementing procedures to reduce packing materials in the production process
 - Rubbish separation for recycling resources
- 將我們的空調系統及生產機器自動化以節省能源
 - 制訂指引、創作標語及海報以向僱員灌輸節省能源及環保觀念
 - 於東莞廠房安裝自來水感應器以減少用水量
 - 採用無紙化電子採購、電子生產及物料規劃系統以減少耗紙量
 - 於業務營運中採用無紙化辦公室系統以減少耗紙量
 - 於產品設計階段訂立減少製成品包裝物料使用量政策
 - 制訂程序以於生產過程減少包裝物料
 - 廢物分類以便資源循環再用

Aspect A2.1 Direct and/or Indirect Energy Consumption

層面 A2.1 直接及／或間接能源消耗

Resources Consumption for the Year:	2020/2021		2019/2020	
	PRC & HK	Vietnam	PRC & HK	Vietnam
1. Electricity (excluding 893,600 KWh (2019/2020: 831,040 KWh) solar panel- generated electricity)	10,832,614 KWh	1,470,739 KWh	8,818,500 KWh	N/A
2. Diesel	42,061 Liters	11,105 Liters	42,380 Liters	N/A
3. Petrol	17,793 Liters	0 Liters	21,987 Liters	N/A

年內資源消耗：	二零二零／二零二一年		二零一九／二零二零年	
	中國大陸 及香港	越南	中國大陸 及香港	越南
1. 電力(不包 括893,600 千瓦時(二 零一九／二 零二零年： 831,040千 瓦時)的太 陽能板電力)	10,832,614 千瓦時	1,470,739 千瓦時	8,818,500 千瓦時	不適用
2. 柴油	42,061升	11,105升	42,380升	不適用
3. 石油	17,793升	0升	21,987升	不適用

PRC & Hong Kong electricity consumption increased mainly due to increases in sales volume and employee headcount. The Vietnam Plant was newly included in the ESG Report in 2020/2021.

中國及香港耗電量增加主要是由於銷售量及僱員人數增加。越南廠房於二零二零／二零二一年被新納入環境、社會及管治報告。

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Aspect A2.2 Water Consumption

Water Consumption for the Year:	2020/2021		2019/2020	
	PRC & HK	Vietnam	PRC & HK	Vietnam
Water Consumed	164,557 m ³	6,976 m ³	145,293 m ³	N/A

PRC and Hong Kong water consumption increased mainly due to increases in sales volume and employee headcount. The Vietnam plant was newly included in the ESG Report in 2020/2021.

Aspect A2.5 Packing Material Consumption

Packing Material Consumption for the Year:	2020/2021		2019/2020	
	Packing Material Consumed	1,173,797 Kg	917,535 Kg	
Intensity	558 Kg/HK\$M Sales	568 Kg/HK\$M Sales		

Packing material consumption increased mainly due to sales volume increasing in 2020/2021, but the Packing Material Intensity decreased due to better packaging design.

層面 A2.2 耗水量

年內耗水：	二零二零／二零二一年		二零一九／二零二零年	
	中國大陸及香港	越南	中國大陸及香港	越南
用水	164,557 立方米	6,976 立方米	145,293 立方米	不適用

中國及香港耗水量增加主要是由於銷售量及僱員人數增加。越南廠房於二零二零／二零二一年被新納入環境、社會及管治報告。

層面 A2.5 包裝物料消耗

年內包裝物料消耗：	二零二零／二零二一年		二零一九／二零二零年	
	已耗包裝物料	1,173,797 千克	917,535 千克	
密度	558 千克／百萬元銷售額	568 千克／百萬元銷售額		

包裝物料消耗增加主要是由於二零二零／二零二一年的銷售量增加，但由於採用更佳的包裝設計，包裝物料密度下降。

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ASPECT A3: IMPACT ON ENVIRONMENTAL AND NATURAL RESOURCES

The nature of our industry does not have a serious impact on environmental and natural resources. SUGA has established ESG Policies which include stringent measures in place to reduce greenhouse gases and control emissions of pollutants. We have also implemented measures to reduce production of hazardous and non-hazardous waste.

Moreover, to promote environmental awareness among our employees, SUGA has created guidelines, slogans and posters to educate employees about energy-saving and environmentally-friendly concepts. We encourage our employees to live a green lifestyle.

SUGA's activities and operations have had no significant adverse impact on the environment and natural resources during the financial year ended 31 March 2021.

ASPECT A4: CLIMATE CHANGE

Climate change has attracted widespread international attention and the Group pays close attention to the changes in domestic and foreign laws and regulations concerning climate changes. We have identified the risks in climate changes and have formulated mitigation measures. We are not subject to serious impact due to climate change, however, we have established emergency processes and response mechanisms for extreme weather to mitigate its impact on our business operations.

層面 A3：對環境及天然資源的影響

我們的行業性質對環境及天然資源並不會造成嚴重影響。信佳已設立環境、社會及管治政策，包括採取嚴格措施以減少溫室氣體及控制污染物排放。我們亦已採取多項措施以減少產生有害及無害廢料。

此外，為了促進我們僱員的環保意識，信佳訂立指引、創作標語及海報以向僱員灌輸節能及環保觀念。我們鼓勵僱員選擇環保生活方式。

於截至二零二一年三月三十一日止財政年度，信佳的活動及營運對環境及天然資源概無造成重大不利影響。

層面 A4：氣候變化

氣候變化已引起國際社會的廣泛關注，本集團密切關注國內外有關氣候變化的法律法規的變化。我們已識別氣候變化的風險並制定緩解措施。我們並無受到氣候變化的嚴重影響，但我們已建立極端天氣的應急流程及應對機制，以減輕對我們業務運營的影響。

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REPORTING ON SOCIAL ASPECTS

Corporate Social Responsibility

As one of Hong Kong's leading providers of total electronics solutions, fulfilling our corporate social responsibility is one of our objectives. SUGA is committed to operating in a manner that is economically, socially and environmentally sustainable. We have put in place policies, practices, procedures, guidelines and measures to achieve our corporate social responsibility objectives in both environmental and social aspects.

SUGA also has a mission of benefiting society through participating in community activities and donations. A core value of SUGA's corporate social responsibility is to benefit society and protect the environment. To fulfill that responsibility, we are committed to conducting business in a manner that respects society and the environment. Our environmental and social responsibility practices positively contribute to the community and protect the environment through donations, volunteer work and environmentally-friendly practices. For cleaner production, SUGA has adopted energy-conservation measures to reduce environmental risks and liabilities. We also work to raise awareness and involvement in environmental protection among our employees at all levels and always encourage them to engage in green activities with their families. In the future, SUGA intends to continue ongoing efforts to fulfil our commitment to environmental protection as well as support sustainable development at the local and global level. We believe that through our efforts in environmental protection and community activities we can make our world a better place to live.

社會層面報告

企業社會責任

作為香港其中一間領先的全方位電子解決方案供應商，實現企業社會責任是我們的其中一個目標。信佳致力以符合經濟、社會及環境可持續發展的方式營運。我們已制訂政策、常規、程序、指引及措施以實現我們在環境及社會層面的企業社會責任目標。

此外，信佳以透過參與社區活動及捐款惠及社會為己任。惠及社會及保護環境是信佳的企業社會責任核心價值。為履行該責任，我們致力以尊重社會及環境的方式經營業務。我們透過捐款、義工工作及環保常規為社會作出積極貢獻及保護環境，實踐對環境及社會負責任的常規。為了實現生產過程中減少污染，信佳已採用多項節能措施以減少環境風險及責任。我們亦致力提升各級僱員的環保意識及推動他們參與環保事務，更經常鼓勵僱員與其家人參與環保活動。展望將來，信佳計劃繼續致力實現我們對環保的承諾，以及於本地及全球層面支持可持續發展。我們相信，透過我們於環保及社區活動方面的努力，我們能令我們的世界變得更美好。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ASPECT B1: EMPLOYMENT

SUGA has around 2,890 employees in Hong Kong, the PRC and Vietnam. We are committed to providing a rewarding work environment for our employees that encourages collaboration and offers them opportunities to learn, grow and succeed at work. The commitment has been incorporated into our human resources policies and practices and the Employee Handbook.

SUGA is in compliance with the following laws and regulations of the PRC, Hong Kong and Vietnam concerning employment.

1. Labor Law of the PRC
2. Law of the PRC on Employment Contracts
3. Minority Protection Law of the PRC
4. PRC Provision on the Prohibition of Child Labor
5. Hong Kong Employment Ordinance
6. Hong Kong Employment of Children Regulation
7. Hong Kong Minimum Wage Ordinance
8. Hong Kong Mandatory Provident Fund Scheme Ordinance
9. Hong Kong Employees' Compensation Ordinance
10. Labor Law of Vietnam

層面 B1：僱傭

信佳在香港、中國及越南聘有約2,890名僱員。我們承諾為我們的僱員提供理想的工作環境、鼓勵他們互相合作及為他們提供學習、成長及於工作上取得成功的機會。有關承諾已納入我們的人力資源政策和常規及僱員手冊。

信佳遵守以下中國、香港及越南的僱傭相關法律及法規。

1. 中華人民共和國勞動法
2. 中華人民共和國勞動合同法
3. 中華人民共和國未成年人保護法
4. 中國禁止使用童工規定
5. 香港僱傭條例
6. 香港僱用兒童規例
7. 香港最低工資條例
8. 香港強制性公積金條例
9. 香港僱員補償條例
10. 越南勞動法

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Recruiting and retaining competent and professional employees is vital to our success and we aim to attract, motivate and retain the best people for our business operations. To achieve this, we provide a competitive employment package consisting of monetary and non-monetary rewards for our employees. Our comprehensive reward system offers a discretionary incentive bonus, sales commissions, share options, group medical insurance protection, and retirement protection. Our employer contribution for the Mandatory Provident Fund (MPF) exceeds the legal requirement and we offer additional holidays to promote the well-being of employees.

At the same time, we help our employees pursue a work-life balance and live a healthy and fulfilling life. Our Human Resources Department organizes a range of social, sports and recreation activities, including local tours, barbecues, dinner gatherings and sports competitions to enrich our employees' lives. In this fiscal year, we have organized three campaigns to promote employees' awareness about a healthy and green life: "Exercise for Health," "Green Office" and "Stay Home, Stay Safe Video Contest." We have also organized various activities to promote employees' welfare and sense of belonging to the Group. Highlights here include the "Christmas Party," "Spring Festival Party," "Women's Day" and "Basketball Competition."

We treat all employees and job applicants fairly and equally regardless of their gender, sexual orientation, marital status, race, color, nationality, religion, age or disability. We have zero tolerance of harassment and discrimination in any form.

招聘及挽留勝任及專業的僱員對我們的成功至為重要，我們致力於為業務營運招攬、鼓勵及挽留優秀人才。為實現此目標，我們為僱員提供具競爭力的僱傭待遇，當中包含金錢及非金錢獎勵。我們的全面獎勵制度提供酌情獎勵花紅、銷售佣金、購股權、團體醫療保險保障及退休保障。我們的強積金僱主供款水平較法定要求水平更高，而我們更會提供額外休假促進僱員福祉。

與此同時，我們協助我們的僱員追求工作與生活的平衡，活出健康豐盛人生。我們的人力資源部門舉辦多種社交、體育及康樂活動，包括本地遊、燒烤、晚宴聚餐及體育競賽，以豐富我們僱員的生活。於本財政年度，我們已舉辦三項活動，以提高員工的健康及環保生活的意識。該等活動為「健康運動」、「綠色辦公室」及「家居抗疫視頻比賽」。此外，我們亦籌辦各類活動以提升員工的福利及對本集團的歸屬感，包括「聖誕聯歡會」、「春節晚會」、「三八女神節」及「籃球比賽」。

我們公平及平等地對待所有僱員及求職者，無分性別、性取向、婚姻狀況、種族、膚色、國籍、宗教、年齡或傷健。我們對任何形式的騷擾及歧視採取零容忍態度。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Employee Communication

Promoting a corporate culture of open communication is one of the keys to sustaining our success. We encourage employees at all levels to express their views and make suggestions through a variety of channels, including face-to-face meetings, gatherings with management, a quarterly employee satisfaction survey and more. Our intranet and notice board keep employees up-to-date on company news across the Group. In addition, we have provided a suggestion box for employees to submit advice or inform the management about problems.

SUGA complies with all relevant Hong Kong, PRC and Vietnam laws and regulations related to working hours, rest periods and overtime pay. We provide workers overtime pay for working time beyond regular working hours. In addition, we strive to amicably resolve any labor-related matters through dialogue and negotiations with relevant employees.

Employee Welfare and Working Conditions

We operate a canteen and a dormitory at our Dongguan Plant, which provides employees with reasonably-priced meals and lodging. We also operate a clubhouse and other recreational facilities at the Dongguan Plant, including a gym, a Karaoke and a cinema theater for employees' entertainment during their leisure time. In addition we operate a canteen at our Vietnam Plant which provides employees free meals.

Moreover, our service excellence award and long service awards recognize the outstanding contributions, commitment and loyalty of dedicated employees.

During the reporting period, we were not aware of any incident of non-compliance with laws and regulations that have significantly affected the Group relating to employment, occupational health or labor standards.

僱員溝通

鼓勵開放溝通的企業文化是令我們賴以持續成功的要素之一。我們鼓勵各級僱員透過不同渠道表達意見及提出建議，包括面談、與管理層會面、季度僱員滿意度調查等。我們的內聯網及告示板令僱員得悉本集團的最新消息。此外，我們已為僱員提供意見箱，以便他們就一些問題向管理層提供意見或知會管理層。

信佳遵守香港、中國及越南所有有關工作時間、休息時間及超時工資的相關法律及法規。我們對工人於正常工作時間以外超時工作提供工資。此外，我們致力透過與相關僱員對話和磋商友好地解決任何勞工事宜。

僱員福利及工作環境

我們在東莞廠房設有飯堂及宿舍，為僱員提供價格合理的膳食及住宿。此外，我們在東莞廠房設有會所及其他康樂設施，包括健身器材、卡拉OK設備及影院，為僱員在空閒時間提供娛樂。我們在越南廠房亦設有飯堂，為員工提供免費膳食。

此外，我們設有卓越服務獎及長期服務獎以表彰我們敬業僱員的傑出貢獻、承擔及忠誠表現。

於報告期內，本集團概無發現與僱傭、職業安全或勞工準則有關而對其有重大影響的任何違反法律及法規情況。

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Protecting Employees during the COVID-19 Pandemic

With the outbreak of COVID-19 in 2020, SUGA has implemented comprehensive safety and hygiene measures to reduce the risk of employees being infected and spreading the virus. The measures included:

1. Implementing a “Photo-catalyst Applied Disinfection Coating” in the Hong Kong Office to provide a clean and hygienic working place.
2. Provide free surgical masks and hand-sterilizer to employees for added protection against COVID-19.
3. Adopt “Work from Home” and “Flexible Working Hours” policies during severe pandemic conditions to reduce employees’ risk of COVID-19 infection.
4. Employees must wear surgical mask, measure body temperature before entering offices and maintain social distancing when they are working in offices to reduce the risk of spreading COVID-19.
5. Arrange PRC Plant employees to get COVID-19 vaccine injections to reduce the risk of infection.

COVID-19 疫情期間保護員工

隨著二零二零年 COVID-19 的爆發，信佳已實施全面的安全衛生措施，以降低員工感染和傳播病毒的風險。有關措施包括：

1. 香港辦事處採用光觸媒抗菌消毒塗層，以提供乾淨衛生的工作場所。
2. 為員工提供免費外科口罩及消毒搓手液，以保護他們免受 COVID-19 的侵害。
3. 疫情嚴峻期間採取「在家工作」及「彈性工作時間」政策，以降低員工感染 COVID-19 的風險。
4. 員工必須佩戴外科口罩，進入辦公室前量度體溫，且在辦公室工作時須保持社交距離，以降低傳播 COVID-19 的風險。
5. 安排中國廠房員工接種 COVID-19 疫苗，以降低感染風險。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

B1.1 Total Employee Headcount

	As at 31 March 2021		As at 31 March 2020	
	PRC & HK	Vietnam	PRC & HK	Vietnam
By Gender	Headcount	Headcount	Headcount	Headcount
Female	934	462	730	N/A
Male	1,313	181	921	N/A
Total	2,247	643	1,651	N/A
By Rank				
Senior	104	0	98	N/A
Staff	343	134	369	N/A
Workers	1,800	509	1,184	N/A
Total	2,247	643	1,651	N/A

The increase in headcount was due to the increase in sales volume in 2020/2021.

	As at 31 March 2021	As at 31 March 2020
By Geographical Region	Headcount	Headcount
Hong Kong	73	86
Mainland China	2,174	1,565
Vietnam	643	0
Total	2,890	1,651

B1.1 僱員總人數

	於二零二一年 三月三十一日		於二零二零年 三月三十一日	
	中國大陸 及香港	越南	中國大陸 及香港	越南
按性別	人數	人數	人數	人數
女性	934	462	730	不適用
男性	1,313	181	921	不適用
總數	2,247	643	1,651	不適用
按職級				
高層	104	0	98	不適用
員工	343	134	369	不適用
工人	1,800	509	1,184	不適用
總數	2,247	643	1,651	不適用

員工人數增加主要是由於二零二零／二零二一年的銷售量增加所致。

	於二零二一年 三月三十一日	於二零二零年 三月三十一日
按地區	人數	人數
香港	73	86
中國內地	2,174	1,565
越南	643	0
總數	2,890	1,651

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

B1.2 Employee Average Turnover Rate

By Gender	As at 31 March 2021		As at 31 March 2020	
	PRC & HK	Vietnam	PRC & HK	Vietnam
Female	6.79%	4.07%	7.49%	N/A
Male	8.99%	3.91%	8.51%	N/A

By Rank	As at 31 March 2021		As at 31 March 2020	
	PRC & HK	Vietnam	PRC & HK	Vietnam
Senior	0.69%	0%	1.26%	N/A
Staff	2.74%	2.62%	2.53%	N/A
Workers	9.79%	4.36%	9.98%	N/A

By Geographical Region	As at 31 March 2021	As at 31 March 2020
	Hong Kong	1.96%
Mainland China	8.37%	20.83%
Vietnam	4.03%	N/A

B1.2 僱員平均流失率

按性別	於二零二一年 三月三十一日		於二零二零年 三月三十一日	
	中國大陸 及香港	越南	中國大陸 及香港	越南
女性	6.79%	4.07%	7.49%	不適用
男性	8.99%	3.91%	8.51%	不適用

按職級	於二零二一年 三月三十一日		於二零二零年 三月三十一日	
	中國大陸 及香港	越南	中國大陸 及香港	越南
高層	0.69%	0%	1.26%	不適用
員工	2.74%	2.62%	2.53%	不適用
工人	9.79%	4.36%	9.98%	不適用

按地區	於二零二一年 三月三十一日	於二零二零年 三月三十一日
	香港	1.96%
中國內地	8.37%	20.83%
越南	4.03%	不適用

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ASPECT B2: HEALTH AND SAFETY

As a company caring for our employees, we are committed to maintaining a healthy and safe work environment in compliance with all relevant Hong Kong, PRC and Vietnam laws and regulations. We have included related guidelines in the Dongguan Plant Employee Handbook and Vietnam Plant Employee Handbook. We have also posted Hong Kong Labour Department Occupational Health and Safety Guidelines on the Hong Kong Notice Board so as to educate employees about occupational safety and health concepts. In addition, we have employed a dedicated Safety and Health (OSH) Officer in the Dongguan Plant to handle safety issues and measures, aiming to reduce industrial accidents and injuries. During the year, there were no serious work-related injuries across the Group's operations.

	2020/2021		2019/2020		2018/2019	
	PRC & HK	Vietnam	PRC & HK	Vietnam	PRC & HK	Vietnam
B2.1 Number of work-related fatalities	0 person	0 person	0 person	N/A	0 person	N/A
Number of work-related injuries	4 incidents	0 incident	4 incidents	N/A	1 incident	N/A
B2.2 Lost days due to work injuries	138 days	0 day	249 days	N/A	3 days	N/A

Remark: The work-related injuries have been handled and related issues were resolved.

層面 B2：健康與安全

作為關懷僱員的公司，我們承諾營造一個符合香港、中國及越南的所有相關法律及法規的健康和安全的工作環境。我們已在東莞廠房僱員手冊及越南廠房僱員手冊加入相關指引，並將香港勞工處的職業安全及健康指引張貼於香港告示板以向僱員灌輸職業安全及健康觀念。此外，我們已於東莞廠房僱用一名專責處理安全事項措施的職業安全及健康主任，以減少工業意外及傷亡。於年內，本集團整體營運上概無發生與工作相關嚴重的傷亡事故。

	二零二零/ 二零二一年		二零一九/ 二零二零年		二零一八/ 二零一九年	
	中國大陸 及香港	越南	中國大陸 及香港	越南	中國大陸 及香港	越南
B2.1 工作相關 死亡人數	0人	0人	0人	不適用	0人	不適用
工作相關 受傷人數	4宗事故	0宗事故	4宗事故	不適用	1宗事故	不適用
B2.2 因工傷 損失的 工作日數	138日	0日	249日	不適用	3日	不適用

附註：工傷已獲處理及相關事宜已解決。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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ASPECT B3: DEVELOPMENT AND TRAINING

We consider the professional development of our employees to be one of the keys to sustainable business growth. We continue to promote a culture conducive to learning and offer career development and training programs to all levels of employees paying for or subsidizing their attendance at seminars, forums or exhibitions to ensure they are well-prepared to execute their duties. In addition, we have a Company Training Sponsorship Scheme to encourage our employees to enroll in further education courses to support their career development. With prior approval from the Group, courses and examination fees for further education may be organized or reimbursed upon attainment of successful academic qualifications.

As for newly recruited employees, we have a training program in place, including orientation and on-the-job training, to ensure they can properly perform their duties in line with the Group's expectations.

B3.1 Percentage of Employees Trained

By Gender	2020/2021	2019/2020
Female	93%	94%
Male	94%	92%

B3.2a Average Training Hours by Gender (per head per annum)

	2020/2021		2019/2020	
	PRC & HK	Vietnam	PRC & HK	Vietnam
Male	26.96 Hours	8.11 Hours	32.37 Hours	N/A
Female	27.83 Hours	7.32 Hours	24.70 Hours	N/A

層面 B3：發展及培訓

我們視僱員的專業發展為業務可持續增長的關鍵因素。我們向各級僱員提倡促進學習的文化及提供事業發展及培訓計劃，透過資助或補貼僱員出席研討會、論壇或展覽，以確保僱員擁有足夠知識及技能履行其職責。此外，我們設有公司培訓資助計劃，以鼓勵僱員深造以支持其事業發展。在得到本集團事先批准的情況下，在成功取得學術資格後，僱員可安排報讀持續進修課程及考試，並就有關費用報銷。

對於新招聘僱員，我們已制訂培訓計劃，包括入職及在職培訓，以確保僱員能夠適當地履行職責以符合本集團的預期。

B3.1 受訓僱員百分比

按性別	二零二零/ 二零二一年	二零一九/ 二零二零年
女性	93%	94%
男性	94%	92%

B3.2a 按性別劃分之平均培訓時數(每年人均時數)

	二零二零/二零二一年		二零一九/二零二零年	
	中國大陸 及香港	越南	中國大陸 及香港	越南
男性	26.96 小時	8.11 小時	32.37 小時	不適用
女性	27.83 小時	7.32 小時	24.70 小時	不適用

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B3.2b Average Training Hours by Employment (per head per annum)

	2020/2021		2019/2020	
	PRC & HK	Vietnam	PRC & HK	Vietnam
Workers	33.47 Hours	8.35 Hours	34.68 Hours	N/A
Staff	6.64 Hours	3.89 Hours	12.86 Hours	N/A
Senior	4.07 Hours	N/A	6.69 Hours	N/A

B3.2b 按僱傭類別劃分之平均培訓時數 (每年人均時數)

	二零二零/二零二一年 中國大陸 及香港		二零一九/二零二零年 中國大陸 及香港	
	越南	越南	越南	越南
工人	33.47小時	8.35小時	34.68小時	不適用
員工	6.64小時	3.89小時	12.86小時	不適用
高層	4.07小時	不適用	6.69小時	不適用

ASPECT B4: LABOR STANDARDS

We are committed to protecting human rights and comply with all relevant laws and regulations in Hong Kong, PRC and Vietnam concerning human rights. We have a zero-tolerance policy towards the use of forced labor and child labor in our business operations and require our vendors to accept and observe our Supplier Code of Conduct, which forbids forced and child labor. We will immediately terminate a vendor if it is found to be employing forced or child laborers. SUGA complies with the Hong Kong, PRC and Vietnam laws and regulations concerning labor standards as stated in Aspect B1 above.

層面 B4：勞工準則

我們承諾保障人權及遵守所有香港、中國和越南有關人權的法律及法規。我們對業務營運中使用強制勞工及童工採取零容忍政策，並要求供應商接受及遵守我們的供應商操守守則，其中嚴禁強制勞工及童工。假如供應商被發現僱用強制勞工或童工，我們將即時終止與該供應商之業務往來。信佳遵守香港、中國及越南的勞工準則相關法律及法規(見上文層面B1所載)。

ASPECT B5: POLICIES ON MANAGING ENVIRONMENTAL AND SOCIAL RISK IN OUR SUPPLY CHAIN

We have business relationships with suppliers all around the globe that provide us with a wide variety of raw materials, equipment and services. The Group has set up policies and procedures to manage its supply chain in fulfillment of its corporate social responsibilities and to provide good quality products to customers. It also has in place a comprehensive supplier quality management mechanism to facilitate quality accreditation and carry out inspection and factory supervision of products.

層面 B5：管理供應鏈的環境及社會風險政策

我們與來自全球各地為我們提供各種原材料、設備及服務的供應商維持業務往來。本集團已就為履行自身企業社會責任及為客戶提供優質產品以管理其供應鏈制訂政策及程序。我們亦已就促進質量認證、履行查驗及工廠監督產品制訂全面的供應商質量管理機制。

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In order to manage environmental and social risk, the Group's Dongguan Plant has incorporated the ISO 9001:2015, ISO 14001:2015, QC 080000:2017 and ISO 13485:2016 accredited procedures in the management of its supply chain. The supply chain policy has specific supplier requirements on business ethics, quality standards and public responsibilities for the process of supplier evaluation and approval, strategic supplier development and procurement of materials. Moreover, the Group has achieved RoHS and Waste Electrical and Electronic Equipment compliance certifications and complies with REACH standards for our products. Furthermore, we conduct RoHS testing for incoming raw materials to ensure they are free of hazardous substances.

In the future, SUGA will continue to fulfill its commitment to environmental protection and also support sustainable development at both the local and global level.

Supply Chain Management Practices

SUGA has well-established procedures for supplier selection and evaluation. New suppliers are required to undergo an evaluation process which considers their technical capabilities, quality and sustainability performance and only suppliers thus qualified can be included in our Approved Vendor List. For existing suppliers, periodic verification processes and site audits are conducted to ensure their continued compliance with the Group's supply chain policy. A vendor unable to comply with our supply chain requirements is deleted from our Approved Vendors List and is subsequently not permitted to provide us with raw materials or services.

為管理環境及社會風險，本集團的東莞廠房已在供應鏈管理中加入ISO 9001:2015、ISO 14001:2015、QC 080000:2017及ISO 13485:2016認證程序。供應鏈政策對供應商的評估和審批、策略供應商發展及物料採購過程中的商業道德、質量水平及公眾責任訂有具體的供應商規定。此外，本集團已就產品實現RoHS及廢舊電器及電子產品遵例認證及遵守REACH準則。此外，我們就引進的原材料進行RoHS測試，以確保其不會附帶有害物質。

展望將來，信佳將繼續履行其環保承諾，以及在本地及全球層面支持可持續發展。

供應鏈管理常規

信佳已就供應商遴選及評估制訂全面程序。新供應商須接受技術實力、質量及可持續發展等方面的評估，而只有合資格供應商方可列入我們的核准供應商名單。現有供應商須接受定期核實程序及實地審核，以確保他們一直遵守本集團的供應鏈政策。未能遵守我們的供應鏈規定的供應商將從我們的核准供應商名單中剔除，及往後不得向我們提供原材料或服務。

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ASPECT B6: PRODUCT RESPONSIBILITY

The Group has established policies and practices to ensure its operations comply with applicable laws and regulations. The management is responsible for monitoring the Group's policies and practices ensuring they are in line with relevant legal and regulatory requirements, and that those policies and practices are regularly reviewed for adequacy. Any changes in the applicable laws, rules and regulations are brought as necessary to the attention of the relevant employees and operating units. In addition, we have implemented practices to fulfill product safety requirements at the product design stage. The Group has also established a policy to obtain any certification required to ensure the finished goods are environmentally friendly, healthy and safe. In addition, the Group is committed to ensuring that our products comply with relevant laws and regulations of the countries where these products are sold.

At the same time, we have established Manufacturing Execution Systems (MES) to enhance product quality management and product traceability/tracking.

During the reporting period, the Group was not aware of any incidents of non-compliance with laws and regulations that have had a significant impact related to its product responsibilities.

Customer Complaint Policy

The Group has established a Customer Complaint Policy to ensure that customer complaints are promptly and efficiently handled. The policy includes a provision for the concerned parties to work together to find the reasons for any defects and responsibilities and then re-work the rejected finished goods. At the same time, we regularly communicate with customers to collect their feedback and opinions.

層面 B6：產品責任

本集團已制訂政策及常規確保其營運遵守適用法律及法規。管理層負責監察本集團的政策及常規，確保其符合相關法律及法規規定，並定期檢討以確保該等政策及常規足夠。如適用法律、規則及法規有任何更改，本集團將指令有關僱員及營運單位跟進。此外，我們已於產品設計階段制訂產品安全規定。本集團亦已制訂政策以取得所有確保製成品為環保、健康及安全所需的認證。此外，本集團承諾確保我們的產品遵守於出售產品國家的相關法律及法規。

同時，我們已制定製造執行系統(MES)以加強產品質量管理及產品追蹤／監察能力。

於報告期內，本集團概無發現對其產品責任有重大影響的任何違法違規事件。

客戶投訴政策

本集團已制訂客戶投訴政策，以確保客戶投訴會得到迅速而有效處理。政策的其中一項條文規定，相關人士須合作查找任何缺陷及責任的原因，以及重新研製遭退貨的製成品。與此同時，我們將定期與客戶溝通以收集回饋建議及意見。

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B6.1 Percentage of Total Products Sold or Shipped Subject to Recall for Safety and Health Reasons

No products have been sold or shipped which were subject to recall for safety and health reasons during this financial year.

B6.2 Number of Complaints Received Related to Products and Services

No complaints have been received for the products sold and services rendered during this financial year.

Aspects B6.3 & B6.5 Intellectual Property Policy and Customer Data Protection and Privacy Policies

The Group has a strict policy in place to sign a formal Non-Disclosure Agreement to protect customers' intellectual property (IP). Also, the Group has applied for intellectual property rights certification for its own products and designs, thus its standard practice is not to infringe on the IP rights of other parties.

Aspect B6.4 Quality Assurance Procedures and Recall Procedures

The Group has established quality assurance procedures to ensure that incoming raw materials, work-in-progress and finished goods meet the products' quality specifications and comply with environmentally-friendly, health and safety requirements. At the same time, the Group has established recall procedures to handle recalled or defective products.

B6.1 已售或已付運產品因安全及健康理由而須回收的百分比

於本財政年度內，概無因安全及健康理由須回收之已售或已付運產品。

B6.2 接獲關於產品及服務的投訴數目

於本財政年度內，概無接獲關於所售產品及提供服務的投訴。

層面 B6.3 及 B6.5 知識產權政策及客戶資料保障和私隱政策

本集團已制訂簽署正式不披露協議的嚴謹政策來保障客戶的知識產權。此外，本集團已為其產品及設計申請知識產權認證，以令其標準常規不會侵犯其他人士的知識產權。

層面 B6.4 質量保證程序及回收程序

本集團已制訂質量保證程序，以確保引進的原材料、在製品及製成品符合產品質量規格，以及遵守環保、健康及安全規定。與此同時，本集團已制訂處理回收或有缺陷產品的程序。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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ASPECT B7: ANTI-CORRUPTION

SUGA is committed to maintaining a high standard of corporate governance. We have a zero-tolerance policy regarding bribery and corruption in any form or at any level in association with any aspect of the Group's activities. Our Employee Code of Conduct is specified in the SUGA Employee Handbook which clearly states that the Group shall not tolerate any illegal or unethical acts. Any employee in violation of the Code of Conduct would be appropriately disciplined, including termination of employment in serious cases.

Our Code of Conduct includes terms for compliance with the Prevention of Bribery Ordinance, as well as provisions covering soliciting advantages, accepting advantages, offering advantages, accepting entertainment, use of proprietary information, confidentiality, resolution of conflict of interest, misuse of the Group's assets and resources, loans and outside employment which are also in compliance with the Hong Kong Anti-Corruption Ordinance. Regular anti-corruption training has been provided to our directors and employees for the relevant policies and guidelines, including any updates or revisions. In addition, we regularly arrange for the Hong Kong Independent Commission Against Corruption to hold seminars to educate our employees about anti-corruption laws and concepts. During this financial year, the directors and senior management also attended an anti-corruption seminar held by the Hong Kong Institute of Directors (HKIoD).

The Group was not aware of any breach of laws and regulations relating to bribery that have had a significant impact on its business.

Aspect B7.1 Number of Concluded Corruption-Related Legal Cases

	2020/2021	2019/2020
Number of Concluded Legal Cases Related to Corruption	0	0

層面 B7：反貪污

信佳承諾維持高水準的企業管治。本集團所有活動無論任何形式或層面上都採取了賄賂及貪污零容忍政策。我們於信佳僱員手冊中註明的僱員操守守則清楚指出本集團不會容忍任何非法或不道德行為。任何僱員如違反操守守則將會接受適當的紀律處分，包括於嚴重情況下遭解僱。

我們的操守守則加入遵守防止賄賂條例的條款，而有關索取利益、接受利益、提供利益、接受酬酢、使用專屬資料、保密規定、解決利益衝突、濫用本集團資產及資源、貸款及外部僱用的條文謹遵香港防止貪污條例。我們為董事及員工定期提供有關政策及指引的反貪污培訓，包括任何更新或修訂。此外，我們定期安排香港廉政專員公署舉辦研討會以教育我們的僱員有關防貪法律及概念。於本財政年度，董事及高級管理層亦出席了由香港董事學會舉辦的反貪污研討會。

本集團概無發現對其業務有重大影響的任何違反賄賂法律及法規情況。

層面 B7.1 已審結的貪污相關法律案件數目

	二零二零 / 二零一九 / 二零二一年	二零二零年
已審結的貪污相關法律案件數目	0	0

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Aspect B7.2 Whistle-blowing Procedures

SUGA has established whistle-blowing procedures and a channel through which employees can confidentially report unethical and illegal behavior. All reported unethical and illegal behavior would be investigated and the reporter of such an act would be informed about the investigation result within seven working days. If required, the unethical and illegal behavior will be reported to management for follow-up action.

ASPECT B8: COMMUNITY INVESTMENT

SUGA is committed to participating in volunteer activities and charitable donations in order to benefit society. Our major focus area is education, community service and green activities. Our employees have participated in various community activities and made donations during this financial year. SUGA remains committed to participation in volunteer work and continuously contributing donations in the future.

The total volunteer hours decreased during this fiscal year. The reason was that SUGA could not participate in some community activities which the organizers cancelled due to the COVID-19 outbreak.

B8.2 Resources Contributed

	2020/2021 HK\$	2019/2020 HK\$
Education	2,080,000	6,080,000
Community	62,350	33,970
Green Activities	3,000	43,400
Total	2,145,350	6,157,370

Note: The Hong Kong Polytechnic University and SUGA share the common goal of advancing research and development for the betterment of humanity. Therefore SUGA has donated HK\$2 million (second installment) to The Hong Kong Polytechnic University for the establishment of the SUGA Research Laboratory for Sustainable Urban Green Agriculture (included in the Education Aspect above). (Last year's donation to The Hong Kong Polytechnic University was HK\$6 million.)

層面 B7.2 舉報程序

信佳已制定舉報程序及渠道，而僱員可透過有關程序及渠道以保密方式舉報不道德及非法行為。我們將對所有舉報的不道德及非法行為進行調查，並於七個工作日內將調查結果告知有關舉報人。如有需要，將向管理層匯報不道德及非法行為，以採取跟進行動。

層面 B8：社區投資

信佳為貢獻社會致力參與義工活動及作出慈善捐款。我們的主要專注領域為教育、社區服務及環保活動。我們的僱員於本財政年度內參與不同的社區活動及捐款。信佳承諾日後繼續參與義工工作及作出捐款。

於本財政年度之義工工作總時數有所減少，此乃由於舉辦者因 COVID-19 爆發而取消了一些社區活動，使信佳無法該等社區活動。

B8.2 貢獻資源

	二零二零/ 二零二一年 港元	二零一九/ 二零二零年 港元
教育	2,080,000	6,080,000
社區	62,350	33,970
環保活動	3,000	43,400
合計	2,145,350	6,157,370

附註：香港理工大學與信佳均有共同的目標，即推動研究及開發以造福人群。因此，信佳已向香港理工大學捐贈 2,000,000 港元（第二期），用於建立信佳城市綠色耕種研究實驗室（計入上文教育層面內）。（去年已向香港理工大學捐贈 6,000,000 港元。）

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We have participated in the following community activities and have garnered awards and been accredited certifications during this financial year.

我們曾於本財政年度內參與以下社區活動及獲頒授獎項及認證。

Awards and Certifications

獎項及認證

The Hong Kong Council of Social Service
香港社會服務聯會

10 Years+ Caring Company Logo
10年Plus「商界展關懷」標誌



Promoting Happiness Index Foundation
香港提升快樂指數基金

Happiness-at-Work Promotional Scheme
「開心工作間」推廣計劃

Hong Kong Productivity Council (HKPC)
香港生產力促進局

Happy Company 2021 Label
2021「開心企業」標誌



Federation of Hong Kong Industries FHKI
香港工業總會

Industry Cares
工業獻愛心



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Activities

活動

Charity Activity Rice Donation
慈善活動 慈善捐米活動

To donate rice to people in need
捐贈白米給有需要的人



Internal Activity Exercise for Health
內部活動 健康運動比賽

To encourage daily exercise among
employees for better health
鼓勵僱員為了健康，每天做運動



Internal Activity Green Office Campaign
內部活動 綠色辦公室比賽

To encourage employees to create
a green workplace by raising plants
in the office
鼓勵僱員在辦公室種植，
以營造一個綠色辦公室



Internal Activity "Stay Home, Stay Safe"
內部活動 Video Contest
家居抗疫視頻比賽

To encourage employees to share
their home activities via video to
more actively fight COVID-19 together
鼓勵僱員分享家居活動，
用積極的心態去同心抗疫



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環境、社會及管治報告

Activities 活動

Internal Activity Spring Festival Party
內部活動 春節晚會

To celebrate Chinese New Year
with employees
與僱員慶祝春節



Internal Activity Women's Day
內部活動 三八女神節

To celebrate "8 March Women's Day"
with female employees
與女性僱員慶祝三八婦女節



Internal Activity Basketball Competition
內部活動 籃球比賽

To encourage employees to pursue
a work-life balance
鼓勵僱員追求工作與生活的平衡



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Other Activities

其他活動

Community
社區

The Community Chest of Hong Kong
香港公益金

Mooncakes for Charity
公益月餅

Donation & Sponsorship

損款及贊助

Donation
捐款

The Hong Kong Polytechnic University
香港理工大學

Establishment of the SUGA Research Laboratory for Sustainable Urban Green Agriculture in Polytechnic University
在理工大學設立「信佳城市綠色耕種研究實驗室」

Sponsorship
贊助

World Vision Hong Kong
香港世界宣明會

Child Sponsorship
助養兒童計劃

Sponsorship
贊助

The Chinese University of Hong Kong
香港中文大學

Suga International Holding Limited Scholarships
信佳集團獎學金

Sponsorship
贊助

Vocational Training Council
職業訓練局

VTC Scholarship
職業訓練局獎學金

Sponsorship
贊助

Green Power
綠色力量

Green Power Hike
環島行慈善行山

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



羅兵咸永道

To the Shareholders of Suga International Holdings Limited
(incorporated in Bermuda with limited liability)

致信佳國際集團有限公司股東
(於百慕達註冊成立的有限公司)

OPINION

What we have audited

The consolidated financial statements of Suga International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 114 to 247, which comprise:

- the consolidated balance sheet as at 31 March 2021;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated cash flow statement for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

意見

我們已審計的內容

信佳國際集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第114至247頁的綜合財務報表，包括：

- 於二零二一年三月三十一日的綜合資產負債表；
- 截至該日止年度的綜合收益表；
- 截至該日止年度的綜合全面收入表；
- 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。

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 Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零二一年三月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

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INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We 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 HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the 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:

- Impairment of inventories
- Impairment assessment of an associate

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

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

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。

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該等事項。該等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。我們不會對該等事項提供單獨的意見。

我們於審計時識別的關鍵審計事項概述如下：

- 存貨減值評估
- 一間聯營公司權益之減值評估

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Impairment of inventories

存貨減值評估

Refer to note 15 "Inventories" and note 4 "Critical accounting estimates and judgements" to the consolidated financial statements

請參閱綜合財務報表附註15「存貨」及附註4「重要會計估計及判斷」

As at 31 March 2021, the Group held net inventories amounting to HK\$344,902,000. Inventories are stated at the lower of cost and net realisable value ("NRV") in the consolidated financial statements. The cost of inventories may not be fully recoverable if they are aged and damaged, or become obsolete, or if their selling prices have declined.

貴集團於二零二一年三月三十一日持有存貨344,902,000港元。於綜合財務報表中，存貨乃按成本與可變現淨值之較低者列賬。倘存貨已經陳舊、損壞、過時或售價下跌，則可能無法全數收回存貨成本。

Management determined the lower of cost and NRV of inventories by considering the ageing profile, status and estimated selling price of individual inventory items.

管理層釐定存貨成本及可變現淨值之較低者時，會考慮個別存貨項目的庫齡、狀況和估計售價。

Management calculated the NRV at period end based on the estimated selling price less selling expenses, taking into account historical experience of selling products of similar nature and expectation of future sales based on current market condition.

管理層以其預測售價減去出售開支來計算期末的可變現淨值，包括考慮以往出售類似性質產品的經驗以及按現有市況對未來銷售作出之預測。

We understood and validated the control procedures performed by management, including its procedures in estimating the NRV of the inventories and conducting periodic review on inventory obsolescence.

我們了解和驗證管理層執行的監控程序，包括其估計存貨可變現淨值及定期覆核存貨過時的程序。

We observed management's inventory counts to identify whether there is any damaged or obsolete inventories.

我們觀察管理層對存貨進行的盤點，以識別出有否有任何損壞或過時存貨。

We tested, on a sample basis, the accuracy of the ageing profile of individual inventory item by checking to supporting documents including the underlying procurement correspondences, goods receipt notes and inter-warehouse transfer documents.

透過檢查支持文件，包括相關的與採購有關之文件、收貨單及倉庫間轉移文件，我們以抽樣方式測試個別存貨項目庫齡之準確性。

We tested on a sample basis, the subsequent usage or sales of selected inventory items, obtained through the usage or sales reports subsequent to the year end as a basis to identify inventory obsolescence.

我們以抽樣方式測試選定存貨於年終後之使用或銷售情況，透過取得年終後的使用或銷售報告，識別出過時存貨。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

Management applied a provisioning methodology for slow moving inventories based on inventory ageing and made specific provision for long aged inventories. It also conducted periodic review on inventory obsolescence, including performance of periodic inventory counts and review of holding period for individual inventory items.

管理層按存貨年期對滯銷存貨應用撥備方法，並就長期陳舊存貨作出特定撥備。管理層亦會就存貨是否過時進行定期審查，包括定期進行存貨盤點及審閱個別存貨項目的持有期。

We focused on this area due to the magnitude of the balance to the financial position of the Group, and the significant judgement and estimates involved in determining the provision for impairment of inventories.

我們關注此範疇是鑒於存貨對 貴集團財務狀況的結餘屬重大，以及對存貨的撥備估計涉及重大判斷及評估。

Impairment assessment of an associate

一間聯營公司權益之減值評估

Refer to note 11 "Interests in associates" and note 4 "Critical accounting estimates and judgements" to the consolidated financial statements.

請參閱綜合財務報表附註11「於聯營公司之權益」及附註4「重要會計估計及判斷」。

As at 31 March 2021, the Group held interest in an associate, Mobilogix, Inc. ("Mobilogix"), with carrying value of HK\$19,808,000.

二零二一年三月三十一日，貴集團於一間聯營公司 Mobilogix, Inc. (「Mobilogix」) 中持有權益，賬面值為 19,808,000 港元。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

We also tested, on a sample basis, the NRV of selected inventory items by comparing the selling price subsequent to the year end against the carrying values of individual finished goods.

我們亦以抽樣方式測試選定存貨項目之可變現淨值，在測試中將個別製成品於年終後的售價與其賬面值作一比較。

We consider the provision for impairment of inventories as at 31 March 2021 is supportable by available evidence.

我們認為，於二零二一年三月三十一日的陳舊或滯銷存貨的撥備有可得的證據支持。

We obtained an understanding of the Group's policies and procedures to identify impairment indicators of interests in associates.

我們已了解 貴集團識別於聯營公司權益之減值指標之政策及程序。

We evaluated the internal sources and external sources of information to identify impairment indicators, if any.

我們已評估內部及外部資料來源，以識別減值指標(如有)。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

Key Audit Matter

關鍵審計事項

Management performed assessment at the end of each reporting period whether there is any indication that interests in associates may be impaired. Should indication of impairment exists, an impairment assessment will be performed accordingly.

管理層於各報告期末評估是否有任何指標表示 貴集團於聯營公司之權益可能出現減值。倘存在減值指標，會相應進行減值評估。

The recoverable amount of the interest in an associate is assessed by value-in-use calculations which are based on future discounted cash flows of the associate.

貴集團於一間聯營公司之權益之可收回金額乃透過使用價值計算進行評估，其乃根據該聯營公司之未來已貼現現金流量計算。

Key parameters and assumptions adopted in the assessment include the expected growth rate of revenue of Mobilogix and the discount rate adopted.

評估採用的主要參數及假設包括Mobilogix之預期收入增長率及所採用之貼現率。

Management has concluded that there was no impairment in respect of interest in Mobilogix as at 31 March 2021.

管理層得出結論，於二零二一年三月三十一日，貴集團於Mobilogix之權益並無減值。

We focused on this area due to the significant judgement and estimates involved in the impairment assessment.

我們關注此範疇是鑒於減值評估涉及重大判斷及估計。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

We discussed with management of the Group and Mobilogix regarding their overall future business plan. Based on the explanations and supporting evidence provided by Mobilogix's management and our knowledge of its business and industry, we assessed the reasonableness of the bases and key assumptions adopted by management in the expected cash flows projection.

我們已與 貴集團及Mobilogix的管理層討論其整體未來業務計劃。根據Mobilogix管理層提供的解釋及支持憑證以及我們對其業務及行業的了解，我們評估管理層於預期現金流量預測中採納的基準及主要假設的合理性。

We involved our internal valuation specialist in our discussion with management to understand the rationale of the chosen value-in-use calculation model, based on which we assessed the appropriateness of the methodology, reasonableness of the key assumptions as well as the parameters used in preparation of the model.

我們的內部估值專家參與了我們與管理層的討論，以了解其所選使用價值計算模型的理由，我們據此評估所用方法的恰當性以及於編製該模型時所採用的主要假設及參數的合理性。

We also reviewed sensitivity analysis prepared by management in consideration of the potential impact of reasonably possible changes in certain key inputs and parameters on the recoverable amount of the Group's interest in Mobilogix.

我們亦已審閱管理層編製之敏感度分析，考慮若干主要輸入數據及參數的合理可能變動對 貴集團於Mobilogix權益的可收回金額的潛在影響。

We consider management's impairment assessment of investment in Mobilogix as at 31 March 2021 is supportable by available evidence.

我們認為管理層於二零二一年三月三十一日對Mobilogix投資的減值評估有可得憑證支持。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，惟綜合財務報表及我們的核數師報告除外。

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

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

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

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定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。

審核委員會須負責監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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。我們僅按照百慕達一九八一年《公司法》第90條向閣下（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責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴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《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

The engagement partner on the audit resulting in this independent auditor's report is Leung Po Wah, Pauline.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 28 June 2021

核數師就審計綜合財務報表承擔的責任(續)

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

出具本獨立核數師報告的審計項目合夥人是梁寶華。

羅兵咸永道會計師事務所
執業會計師

香港，二零二一年六月二十八日

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2021 於二零二一年三月三十一日

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	6	300,910	225,266
Right-of-use assets	使用權資產	7	95,941	76,458
Goodwill	商譽	9	3,949	3,949
Interests in associates	於聯營公司之權益	11	26,338	25,311
Interest in a joint venture	於一間合資企業之權益	12	7,862	6,919
Financial assets at fair value through other comprehensive income	按公平值記入其他全面收入之財務資產	14	6,004	5,266
Loans receivable	貸款應收款項	18	–	266
Amount due from an associate	應收一間聯營公司之款項	11	–	8,500
Deferred income tax assets	遞延所得稅資產	21	1,950	1,314
Non-current prepayments, deposit and other receivables	非流動預付、按金及其他預收款項	16	8,505	13,897
			451,459	367,146
Current assets	流動資產			
Inventories	存貨	15	344,902	259,708
Trade and other receivables	應收貿易賬款及其他應收款項	16	401,166	240,221
Financial assets at fair value through profit or loss	按公平值記入損益之財務資產	17	193	43
Loans receivable	貸款應收款項	18	–	1,800
Amounts due from associates	應收聯營公司款項	11	1,106	585
Cash and cash equivalents	現金及現金等價物	19	127,790	128,459
			875,157	630,816
Total assets	資產總值		1,326,616	997,962
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	7	4,430	5,112
Deferred income tax liabilities	遞延所得稅負債	21	283	426
			4,713	5,538

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2021 於二零二一年三月三十一日

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current liabilities	流動負債			
Trade and other payables	應付貿易賬款及其他應付款項	22	331,238	186,779
Contract liabilities	合約負債	22	23,206	19,360
Financial guarantee contracts	財務擔保合同	23	2,521	–
Income tax payable	應付所得稅		19,113	7,889
Lease liabilities	租賃負債	7	5,107	5,805
Bank borrowings	銀行借貸	20	138,550	67,750
			519,735	287,583
Total liabilities	負債總額		524,448	293,121
EQUITY	權益			
Equity attributable to owners of the Company	歸屬於本公司擁有人之權益			
Share capital	股本	24	28,349	28,349
Other reserves	其他儲備	26	124,347	84,810
Retained earnings	保留盈利	26	648,278	590,830
			800,974	703,989
Non-controlling interests	非控制性權益		1,194	852
Total equity	權益總額		802,168	704,841
Total equity and liabilities	權益及負債總額		1,326,616	997,962

The consolidated financial statements on pages 114 to 247 were approved by the Board of Directors on 28 June 2021 and were signed on its behalf.

第114至247頁的綜合財務報表已於二零二一年六月二十八日獲董事會批准，並由下列董事代表簽署：

Ng Chi Ho
吳自豪
Director
董事

Ma Fung On
馬逢安
Director
董事

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

上述綜合資產負債表應與隨附附註一併閱讀。

CONSOLIDATED INCOME STATEMENT

綜合收益表

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue	收益	27	2,101,573	1,615,183
Cost of sales	銷售成本	28	(1,814,939)	(1,408,840)
Gross profit	毛利		286,634	206,343
Other income	其他收入	29	5,085	1,593
Other gains — net	其他收益 — 淨額	30	412	1,843
Distribution and selling expenses	分銷及銷售費用	28	(62,099)	(57,396)
General and administrative expenses	一般及行政管理費用	28	(127,729)	(116,735)
Net impairment losses on financial assets and financial guarantees	財務資產及財務擔保 減值虧損淨額		(220)	(1,114)
Operating profit	經營溢利		102,083	34,534
Finance income	融資收入	31	1,268	2,034
Finance costs	融資成本	31	(2,713)	(5,562)
Finance costs — net	融資成本 — 淨額	31	(1,445)	(3,528)
Share of losses of associates	應佔聯營公司虧損		(8,634)	(1,882)
Profit before income tax	除所得稅前溢利		92,004	29,124
Income tax expense	所得稅開支	32	(12,388)	(1,586)
Profit for the year	年內溢利		79,616	27,538
Profit attributable to: Owners of the Company	溢利歸屬於： 本公司擁有人		79,274	27,705
Non-controlling interests	非控制性權益		342	(167)
			79,616	27,538
Earnings per share for profit attributable to owners of the Company during the year — Basic (HK cents)	年內歸屬本公司擁有人 應佔溢利的每股盈利 — 基本(港仙)	33	27.96	9.77
— Diluted (HK cents)	— 攤薄(港仙)	33	27.96	9.77

The above consolidated income statement should be read in conjunction with the accompanying notes.

上述綜合收益表應與隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit for the year	年內溢利		79,616	27,538
Other comprehensive income/(loss):	其他全面收入／(虧損)：			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至 損益之項目：</i>			
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司所產生 匯兌差額		39,561	(12,214)
<i>Item that will not be reclassified subsequently to profit or loss:</i>	<i>其後將不會重新分類至 損益之項目：</i>			
Fair value gains/(losses) on equity investments at fair value through other comprehensive income	按公平值記入其他全面收入 之股權投資之 公平值收益／(虧損)	14	738	(1,237)
Other comprehensive income/(loss) for the year	年內其他全面收入／(虧損)		40,299	(13,451)
Total comprehensive income for the year	年內全面收入總額		119,915	14,087
Total comprehensive income/(loss) attributable to:	全面收入／(虧損)總額歸屬於：			
Owners of the Company	本公司擁有人		119,573	14,254
Non-controlling interests	非控制性權益		342	(167)
			119,915	14,087

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes. 上述綜合全面收入表應與隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔			Non- controlling interests 非控制性 權益	Total 總額
		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance as at 1 April 2019	於二零一九年四月一日之結餘	28,349	100,174	595,063	1,019	724,605
Profit/(loss) for the year	年內溢利/(虧損)	-	-	27,705	(167)	27,538
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	-	(12,214)	-	-	(12,214)
Fair value losses on equity investments at fair value through other comprehensive income	按公平值記入其他全面收入之股權投資之公平值虧損	-	(1,237)	-	-	(1,237)
Total comprehensive (loss)/income	全面(虧損)/收入總額	-	(13,451)	27,705	(167)	14,087
Transfer of accumulated losses on disposal of equity investments at fair value through other comprehensive income to retained earnings	於出售按公平值記入其他全面收入之股權投資時將累計虧損轉入保留盈利	-	1,353	(1,353)	-	-
Transactions with owners:	與擁有人之間的交易:					
Employee share option scheme:	僱員購股權計劃:					
Valuation of employee services	僱員服務之價值	-	167	-	-	167
Options lapsed and expired	失效及屆滿之購股權	-	(3,433)	3,433	-	-
Dividends paid	已付股息	-	-	(34,018)	-	(34,018)
Balance as at 31 March 2020	於二零二零年三月三十一日之結餘	28,349	84,810	590,830	852	704,841
Balance as at 1 April 2020	於二零二零年四月一日之結餘	28,349	84,810	590,830	852	704,841
Profit for the year	年內溢利	-	-	79,274	342	79,616
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	-	39,561	-	-	39,561
Fair value gains on equity investments at fair value through other comprehensive income	按公平值記入其他全面收入之股權投資之公平值收益	-	738	-	-	738
Total comprehensive income	全面收入總額	-	40,299	79,274	342	119,915
Transactions with owners:	與擁有人之間的交易:					
Employee share option scheme:	僱員購股權計劃:					
Valuation of employee services	僱員服務之價值	-	91	-	-	91
Options expired	屆滿之購股權	-	(853)	853	-	-
Dividends paid	已付股息	-	-	(22,679)	-	(22,679)
Balance as at 31 March 2021	於二零二一年三月三十一日之結餘	28,349	124,347	648,278	1,194	802,168

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述綜合權益變動表應與隨附附註一併閱讀。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量			
Cash generated from operations	經營業務產生之現金	37(a)	60,199	77,925
Interest paid	已付利息		(2,713)	(5,562)
Hong Kong profits tax paid, net	已付香港利得稅，淨額		(2,158)	(933)
Net cash generated from operating activities	經營業務產生之現金淨額		55,328	71,430
Cash flows from investing activities	投資活動之現金流量			
Purchase of property, plant and equipment	購買物業、廠房及設備		(87,791)	(24,902)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之所得款項	37(b)	999	49
Increase in interest in an associate	於一間聯營公司之權益增加		(3,875)	(1,305)
Decrease/(increase) in amounts due from associates	應收聯營公司款項減少/(增加)		479	(4,360)
Increase in interest in a joint venture	於一間合營企業之權益增加		–	(990)
Advance of shareholder's loan to a joint venture	向一間合營企業墊付股東貸款		–	(51,129)
Repayment of shareholder's loan from a joint venture	一間合營企業償還股東貸款		–	51,129
Repayments of loans receivable	償還貸款應收款項	18	2,066	481
Interest received	已收利息		1,268	2,034
Proceeds from disposal of financial assets at fair value through other comprehensive income	出售按公平值記入其他全面收入之財務資產所得款項		–	407
Decrease in pledged bank deposits	已抵押銀行存款減少		–	115
Net cash used in investing activities	投資活動所用之現金淨額		(86,854)	(28,471)
Cash flows from financing activities	融資活動所得現金流量			
Proceeds from bank borrowings	銀行借貸所得款項		175,050	346,000
Repayment of bank borrowings	償還銀行借貸		(104,250)	(347,787)
Principal elements of lease payments	租賃付款之本金部分		(30,337)	(3,784)
Dividends paid	已付股息		(22,679)	(34,018)
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額	37(c)	17,784	(39,589)

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(13,742)	3,370
Effect of changes in foreign exchange rates	匯率變動影響	13,073	(2,737)
Cash and cash equivalents, beginning of the year	現金及現金等價物，年初	128,459	127,826
Cash and cash equivalents, end of the year	現金及現金等價物，年終	127,790	128,459

The above consolidated cash flow statement should be read in conjunction with the accompanying notes.

上述綜合現金流量表應與隨附附註一併閱讀。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 GENERAL INFORMATION

Suga International Holdings Limited (the “Company”) and its subsidiaries (together “the Group”) are principally engaged in the research and development, manufacturing and sales of electronic products, pet food and other pet-related products. As at 31 March 2021, the Group has operations mainly in Hong Kong, Mainland China and Vietnam.

The Company was incorporated as an exempted company with limited liability in Bermuda on 28 September 2001. The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 18 September 2002.

These 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. The financial statements are for the Group consisting of the Company and its subsidiaries.

2.1 Basis of preparation

(a) Compliance with HKFRSs and HKCO

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) and disclosure requirements of the Hong Kong Companies Ordinance (“HKCO”) Cap. 622.

(b) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention, except for financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss which are carried at fair value.

1 一般資料

信佳國際集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事電子產品、寵物食品及其他寵物相關產品研究及開發、製造及銷售業務。於二零二一年三月三十一日，本集團業務主要位於香港、中國內地及越南。

本公司於二零零一年九月二十八日在百慕達註冊成立為獲豁免有限公司。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司股份自二零零二年九月十八日在香港聯合交易所有限公司(「聯交所」)主板上市。

除另有註明外，該等財務報表以港元(「港元」)為單位呈列。

2 重要會計政策概要

本附註提供編製此等綜合財務報表所採納之主要會計政策清單。除另有註明者外，此等政策於所有呈報年度均貫徹應用。本集團財務報表包括本公司及其附屬公司。

2.1 編製基準

(a) 遵守香港財務報告準則及香港公司條例

本集團的綜合財務報表乃根據所有適用的香港財務報告準則(「香港財務報告準則」)及香港公司條例(「香港公司條例」)第622章的披露規定編製。

(b) 歷史成本常規法

綜合財務報表按照歷史成本常規法編製，惟按公平值記入其他全面收入之財務資產及按公平值記入損益之財務資產除外，該等財務資產乃按公平值入賬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(c) Amendments to existing standards and conceptual framework adopted by the Group

The following amendments to existing standards and conceptual framework are mandatory for the first time for the financial year beginning 1 April 2020 and have been adopted in the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Definition of a business
Conceptual framework for financial reporting 2018	Revised conceptual framework for financial reporting
Amendments to HKAS 1 and HKAS 8	Definition of material
Amendments to HKAS 39, HKFRS 7 and HKFRS 9	Interest rate benchmark reform

The adoption of these amendments to existing standards and conceptual framework has no material effect on the preparation of the Group's accounting policies.

2 重要會計政策概要(續)

2.1 編製基準(續)

(c) 本集團所採納對現有準則之修訂及概念框架

以下對現有準則之修訂概念框架於二零二零年四月一日開始之財政年度首次強制生效，並已於編製綜合財務報表時獲採納：

香港財務報告準則第3號(修訂本)	業務之定義
二零一八年財務報告概念框架	財務報告之經修訂概念框架
香港會計準則第1號及香港會計準則第8號(修訂本)	重大之定義
香港會計準則第39號、香港財務報告準則第7號及香港財務報告準則第9號(修訂本)	利率基準改革

採納該等對現有準則之修訂及概念框架對本集團會計政策之編製並無任何重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(d) *New standards, amendments to existing standards and interpretation that are not yet effective and have not been early adopted by the Group*

The following new accounting standards, amendments to existing standards and interpretation have been issued but are not effective for the financial year beginning 1 April 2020 and have not been early adopted by the Group:

2 重要會計政策概要(續)

2.1 編製基準(續)

(d) *尚未生效且本集團並無提早採納的新訂準則及對現有準則之修訂及詮釋*

以下新訂會計準則及對現有準則之修訂及詮釋已頒佈但於二零二零年四月一日開始之財政年度尚未生效，且本集團並無提早採納：

		Effective for annual periods beginning on or after 於下列日期或之後開始之年度期間生效
Amendments to HKFRS 16 香港財務報告準則第16號(修訂本)	Covid-19 related rent concessions Covid-19相關租金減免	1 June 2020 二零二零年六月一日
Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16 香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號(修訂本)	Interest rate benchmark reform — phase 2 利率基準改革 — 第2階段	1 January 2021 二零二一年一月一日
Amendments to HKAS 16 香港會計準則第16號(修訂本)	Property, plant and equipment: proceeds before intended use 物業、廠房及設備：擬定用途前之所得款項	1 January 2022 二零二二年一月一日
Amendments to HKAS 37 香港會計準則第37號(修訂本)	Onerous contracts — cost of fulfilling a contract 虧損合約 — 履行合約之成本	1 January 2022 二零二二年一月一日
Amendments to HKFRS 3 香港財務報告準則第3號(修訂本)	Reference to the conceptual framework 提述概念框架	1 January 2022 二零二二年一月一日
Amendments to annual improvements project 年度改進項目(修訂本)	Annual improvements 2018–2020 cycle 二零一八年至二零二零年週期之年度改進	1 January 2022 二零二二年一月一日

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(d) *New standards, amendments to existing standards and interpretation that are not yet effective and have not been early adopted by the Group (Continued)*

The following new accounting standards, amendments to existing standards and interpretation have been issued but are not effective for the financial year beginning 1 April 2020 and have not been early adopted by the Group: (Continued)

		Effective for annual periods beginning on or after
		於下列日期或之後開始之年度期間生效
Accounting Guideline 5 (Revised)	Merger accounting for common control combinations	1 January 2022
會計指引第5號(經修訂)	共同控制下合併的合併會計法	二零二二年一月一日
Amendments to HKAS 1	Classification of liabilities as current or non-current	1 January 2023
香港會計準則第1號(修訂本)	負債分類為流動或非流動	二零二三年一月一日
HKFRS 17	Insurance contracts	1 January 2023
香港財務報告準則第17號	保險合約	二零二三年一月一日
HKFRS 17	Amendments to HKFRS 17	1 January 2023
香港財務報告準則第17號	香港財務報告準則第17號(修訂本)	二零二三年一月一日
HK-Interpretation 5 (2020)	Presentation of financial statements — Classification by the borrower of a term loan that contains a repayment on demand clause	1 January 2023
香港詮釋第5號(二零二零年)	呈列財務報表 — 借款人對包含按要 償還條款之有期貨款之分類	二零二三年一月一日
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture	To be determined
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產銷售或注入	待定

None of the above new standards, amendments to existing standards and interpretation are expected to have a significant effect on the consolidated financial statements of the Group in the current or future reporting periods and on foreseeable future transactions.

以下新訂會計準則及對現有準則之修訂及詮釋已頒佈但於二零二零年四月一日開始之財政年度尚未生效，且本集團並無提早採納：(續)

2 重要會計政策概要(續)

2.1 編製基準(續)

(d) *尚未生效且本集團並無提早採納的新訂準則及對現有準則之修訂及詮釋(續)*

預期上述新訂準則對現有準則之修訂及詮釋概不會對本集團於當前或未來報告期間之綜合財務報表及可見未來交易造成重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Principles of consolidation and equity accounting

(a) Subsidiaries

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

2 重要會計政策概要(續)

2.2 綜合及權益法原則

(a) 附屬公司

附屬公司指本集團擁有控制權之實體(包括結構性實體)。當本集團承受或享有參與實體所得之可變回報，且有能力透過其對實體之權力影響該等回報時，則本集團控制該實體。附屬公司在控制權轉移至本集團之日合併入賬。附屬公司在控制權終止之日起停止合併入賬。

本集團應用收購法將業務合併入賬。收購附屬公司所轉撥之代價乃所轉讓資產、對被收購方前擁有人所產生負債及本集團所發行股權之公平值。所轉撥之代價包括因或有代價安排所致之任何資產或負債之公平值。與收購相關之成本於產生時支銷。業務合併時可識別之所收購資產及所承擔負債及或然負債初步按收購日期之公平值計量。

本集團按個別收購基準，確認在被收購方的任何非控制性權益。被收購方的非控制性權益為現時的擁有權權益，並賦予持有人一旦清盤時按比例應佔實體的淨資產，可按公平值或按現時擁有權權益應佔被收購方可識別淨資產的確認金額比例而計量。非控制性權益的所有其他組成部分按收購日期的公平值計量，除非香港財務報告準則規定必須以其他計量基準計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Principles of consolidation and equity accounting (Continued)

(a) Subsidiaries (Continued)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKFRS 9 Financial Instruments ("HKFRS 9") in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net asset acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

Inter-group 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. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

2 重要會計政策概要(續)

2.2 綜合及權益法原則(續)

(a) 附屬公司(續)

倘業務合併分階段進行，則收購方先前持有之被收購方之股權於收購日期之賬面值會重新計量為於收購日期之公平值；有關重新計量所產生之任何收益或虧損於損益確認。

本集團將轉讓的任何或有代價按收購日期的公平值確認。被視為資產或負債的或有代價公平值的其後變動，根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)的規定，在損益中確認。分類為權益的或有代價不重新計量，其之後的結算在權益中入賬。

所轉讓代價，於收購被收購方的任何非控制性權益金額及任何先前於被收購方的股本權益於收購日期的公平值高於所收購可識別資產淨值的公平值時，其差額以商譽列賬。就議價購買而言，如轉讓代價、已確認非控制性權益及先前持有的權益總額低於所收購附屬公司資產淨值的公平值，其差額直接在綜合收益表中確認。

集團間交易、集團公司間交易之結餘及未變現收益已對銷。除非交易提供證據證明所轉讓的資產出現減值，未變現虧損亦會對銷。於必要時，附屬公司所呈報之金額已經作出調整，以符合本集團之會計政策。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Principles of consolidation and equity accounting (Continued)

(a) Subsidiaries (Continued)

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, statement of comprehensive income, statement of changes in equity and balance sheet 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 (d) below), after initially being recognised at cost.

(c) Joint arrangements

Under HKFRS 11 Joint Arrangements ("HKFRS 11"), investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has a joint venture which is accounted for using the equity method (see (d) below), after initially being recognised at cost in the consolidated balance sheet.

2 重要會計政策概要(續)

2.2 綜合及權益法原則(續)

(a) 附屬公司(續)

附屬公司的業績及權益中的非控股權益分別於綜合收益表、全面收入表、權益變動表及資產負債表中單獨列示。

(b) 聯營公司

聯營公司為本集團對其有重大影響力而無控制權或共同控制權的所有實體。該情況通常為本集團持有20%至50%投票權。於聯營公司之投資於初始按成本確認後以權益法入賬(見下文(d))。

(c) 合營安排

根據香港財務報告準則第11號合營安排(「香港財務報告準則第11號」)，合營安排投資分類為共同經營或合營企業。分類視乎各投資者的合約權利及義務而定，而非合營安排的法律結構。本集團擁有一間合資企業，其於初始按成本於綜合資產負債表中確認後，以權益法入賬(見下文(d))。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Principles of consolidation and equity accounting (Continued)

(d) Equity method

Under the equity method of accounting, the investments are initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investments in associates and a joint venture include goodwill identified on acquisition. Upon the acquisition of the ownership interests in associates and a joint venture, any difference between the cost of the associates or a joint venture and the Group's share of the net fair value of associates' or a joint venture's identifiable assets and liabilities is accounted for as goodwill.

If the ownership interests in associates and a joint venture are reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in associates and a joint venture equal or exceed its interest in associates and a joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of associates and a joint venture.

2 重要會計政策概要(續)

2.2 綜合及權益法原則(續)

(d) 權益法

根據權益會計法，投資初始按成本確認，而賬面值被增加或減少以確認投資者應佔被投資方在收購日期後的損益。本集團於聯營公司及合營企業的投資包括購買時已識別的商譽。在收購聯營公司及合營企業擁有權權益時，聯營公司或合營企業成本與本集團應佔聯營公司或合營企業可識別資產及負債的公平值淨額的任何差額確認為商譽。

如於聯營公司及合營企業的擁有權權益被削減但仍保留重大影響力，只有按比例將之前在其他全面收入中確認的數額重新分類至損益(如適當)。

本集團應佔收購後溢利或虧損於綜合收益表內確認，而其應佔於其他全面收入的收購後變動則於其他全面收入內確認，並相應調整投資之賬面值。如本集團應佔聯營公司及合營企業的虧損等於或超過其在聯營公司及合營企業的權益，包括任何其他無抵押應收款項，本集團不會確認進一步虧損，除非本集團對聯營公司及合營企業已產生法律或推定責任或已代聯營公司及合營企業作出付款。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Principles of consolidation and equity accounting (Continued)

(d) Equity method (Continued)

The Group determines at each reporting date whether there is any objective evidence that the investments in associates and a joint venture are impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of associates and a joint venture and its carrying value and recognises the amount in the consolidated income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associates and joint venture are recognised in the Group's financial statements only to the extent of unrelated investor's interests in associates and a joint venture. Unrealised losses are 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.

Gains and losses on dilution of equity interests in associates and a joint venture are recognised in the consolidated income statement.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.9.

2 重要會計政策概要(續)

2.2 綜合及權益法原則(續)

(d) 權益法(續)

本集團在每個報告日期釐定是否有客觀證據證明於聯營公司及合營企業之投資已減值。如事實如此，則本集團會計算減值，數額為聯營公司及合營企業可收回金額與其賬面值的差額，並在綜合收益表中確認。

本集團與其聯營公司及合營企業之間的上流和下流交易的溢利及虧損，在本集團的財務報表中確認，但僅限於無關連投資者在聯營公司及合營企業權益的數額。未變現虧損亦予以對銷，除非交易有證據顯示所轉讓資產已減值。以權益會計法入賬之被投資方的會計政策已按需要作出改變，以確保與本集團所採納的政策一致。

攤薄於聯營公司及合營企業之權益時產生之收益及虧損於綜合收益表確認。

以權益會計法入賬之投資之賬面值根據附註2.9所述之政策進行減值測試。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Principles of consolidation and equity accounting (Continued)

(e) 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, joint 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 HKFRSs.

If the ownership interest in a joint venture or an associate is reduced but joint control or 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 重要會計政策概要(續)

2.2 綜合及權益法原則(續)

(e) 擁有權權益之變動

本集團將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的交易。擁有權權益變動導致控股權益與非控股權益賬面值之間之調整以反映彼等於附屬公司之相對權益。非控股權益調整數額與任何已付或已收代價間之任何差額於本公司權益持有人應佔權益中之單獨儲備項目內確認。

倘本集團因喪失控制權、共同控制權或重大影響力而終止就投資合併入賬或按權益入賬，其於該實體之任何保留權益按其公平值重新計量，而賬面值變動則於損益內確認。就隨後入賬列作於聯營公司、合營企業或財務資產之保留權益而言，公平值成為初步賬面值。此外，先前於其他綜合收益內確認與該實體有關的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。此可能代表先前在其他綜合收益內確認之金額重新分類至損益或轉入適用香港財務報告準則所指／准許之另一權益類別。

倘於合營企業或聯營公司的擁有權權益減少但保留共同控制權或重大影響力，則先前於其他全面收入確認的金額僅有一定比例份額重新分類至損益(如適用)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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 dividends 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 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors collectively who make strategic decisions.

2.5 Foreign currency 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 HK\$, which is the Company's functional and the Group's presentation currency.

2 重要會計政策概要(續)

2.3 獨立財務報表

於附屬公司之投資按成本扣除減值列賬。成本包括投資的直接歸屬成本。附屬公司的業績由本公司按已收及應收股息入賬。

如股息超過宣派股息期內附屬公司的全面收入總額，或如在獨立財務報表的投資賬面值超過綜合財務報表中被投資方淨資產(包括商譽)的賬面值，則必須對於附屬公司之投資作減值測試。

2.4 分類報告

經營分類按與向主要營運決策人(「主要營運決策人」)所提供內部報告貫徹一致之方式報告。主要營運決策人負責就經營分類分配資源及評估表現，已被認定為共同作出策略決定之執行董事。

2.5 外幣換算

(a) 功能和呈報貨幣

本集團旗下各實體之財務報表所列項目均採用有關實體營業所在主要經濟環境通用之貨幣(「功能貨幣」)為計算單位。綜合財務報表以本公司之功能貨幣及本集團之呈報貨幣港元呈列。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Foreign currency translation (Continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

(c) Group companies

The results and financial position of all the group entities (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:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement and statement of comprehensive income are translated at average exchange rates (unless this average 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
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

2 重要會計政策概要(續)

2.5 外幣換算(續)

(b) 交易及結餘

外幣交易按交易當日適用之匯率或重新計量項目之估值換算為功能貨幣。因結算交易及按年結日匯率換算以外幣計值貨幣資產和負債產生之匯兌損益，均於綜合收益表確認。

(c) 集團旗下公司

集團旗下所有功能貨幣與呈報貨幣不同之實體(全部均非高通脹經濟之貨幣)之業績及財務狀況，按以下方式換算為呈報貨幣：

- (i) 各資產負債表所呈列資產及負債，按有關資產負債表結算日之收市匯率換算；
- (ii) 各收益表及全面收入表之收入及支出，按平均匯率換算，惟此平均值並非該等交易日期通行匯率累積效果之合理約數除外。在此情況下，收入及支出將於交易日期換算；及
- (iii) 所有產生之貨幣換算差額將於其他全面收入確認。

收購海外實體產生之商譽及公平值調整，列作海外實體之資產及負債處理，並按結算日之匯率換算。所產生的貨幣匯兌差額於其他全面收入內確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Foreign currency 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 joint control over a joint venture 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 currency translation differences are reattributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or a joint venture that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

2.6 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. 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 the replaced part is derecognised. All other repairs and maintenance costs are charged to the consolidated income statement during the financial period in which they are incurred.

2 重要會計政策概要(續)

2.5 外幣換算(續)

(d) 出售海外業務及部分出售

於出售海外業務(即出售本集團於海外業務之全部權益或涉及失去對一間附屬公司(包括海外業務)之控制權之出售、或涉及失去對合資企業(包括海外業務)之共同控制權之出售、或涉及失去對一間聯營公司(包括海外業務)之重大影響力之出售時,就本公司擁有人應佔該業務而於權益內確認之所有匯兌差額重新分類至損益。

對於並不導致本集團失去對附屬公司(包括海外業務)之控制權之部分出售,累計匯兌差額之應佔比例部分重新列入非控制性權益及不會於損益確認。就所有其他之部分出售(即本集團在聯營公司或合資企業中的擁有權權益的減少並不導致本集團失去重大影響力或共同控制權),該累計匯兌差額之應佔比例則須重新分類至損益。

2.6 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及累計減值虧損入賬。歷史成本包括收購有關項目直接應佔開支。

當與項目有關之未來經濟利益可能流入本集團,以及項目成本能夠可靠計算時,其後成本才會記入資產之賬面值或確認為獨立資產(視適用情況而定)。被替代部分之賬面值乃取消確認。所有其他維修及保養成本於產生之財政期間內於綜合收益表扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Property, plant and equipment (Continued)

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs less their residual values over their estimated useful lives, as follows:

Buildings	35–48 years (over the land lease terms)
Leasehold improvements	5–10 years
Plant and machinery	5 years
Furniture and equipment	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

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 (Note 2.9).

Gains and losses on disposals are determined by comparing proceeds with carrying amounts and are recognised within "other gains — net" in the consolidated income statement.

Construction in progress is stated at cost less accumulated impairment losses. Cost includes all attributable costs of bringing the asset to working condition for its intended use. This includes direct costs of construction as well as interest expense capitalised during the period of construction and installation. Capitalisation of these costs will cease and the construction in progress is transferred to appropriate categories within property, plant and equipment when the construction activities necessary to prepare the assets for their intended use are completed. No depreciation is provided in respect of construction in progress.

2.7 Intangible assets

(a) Customer relationship

Contractual customer relationship acquired in a business combination is recognised at fair value at the acquisition date. The contractual customer relationship has a finite useful life and is subsequently carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer relationship of five years.

2 重要會計政策概要(續)

2.6 物業、廠房及設備(續)

物業、廠房及設備折舊於下列估計可使用年期內以直線法分配其成本減餘值：

樓宇	35至48年 (土地租賃年期)
租賃物業裝修	5至10年
廠房及機器	5年
傢俬及設備	5年

資產之剩餘價值及可用年期會於各結算日審閱及調整(倘適用)。

倘資產之賬面值超過其估計可收回金額，則其賬面值即時撇減至可收回金額(附註2.9)。

出售之損益按比較所得款項與賬面值釐定，於綜合收益表內「其他收益 — 淨額」確認。

在建工程乃以成本扣除累計虧損列賬。成本包括所有將資產轉為其擬定用途狀態之應佔成本。此包括興建之直接成本及於興建安裝期間撥充資本之利息支出。當完成所需興建活動以將資產轉為其擬定用途時，該等成本之資本化將會終止，並將在建工程轉為物業、廠房及設備之適當類別。在建工程毋須計提折舊。

2.7 無形資產

(a) 客戶關係

於業務合併中收購之合約客戶關係乃於收購日期按公平值確認。合約客戶關係具有固定可使用年期及其後按成本減累計攤銷列賬。攤銷乃按客戶關係之預計年期五年採用直線法計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Intangible assets (Continued)

(b) Product development

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique products controlled by the Group are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software product so that it will be available for use;
- Management intends to complete the product and use or sell it;
- There is an ability to use or sell the product;
- It can be demonstrated how the product will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the product are available; and
- The expenditure attributable to the product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads. Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Development costs recognised as assets are amortised over their estimated useful lives of three years.

2 重要會計政策概要(續)

2.7 無形資產(續)

(b) 產品開發

與維護軟件程序相關的成本於產生時確認為開支。設計及測試本集團所控制的可識別獨特產品時直接應佔的開發成本在符合以下條件時確認為無形資產：

- 完成軟件產品在技術上可行，並可供使用；
- 管理層擬完成產品並使用或出售產品；
- 能夠使用或出售產品；
- 能夠論證產品將如何產生可能的未來經濟利益；
- 具備足夠的技術、財務及其他資源完成開發及使用或出售產品；及
- 產品開發期間應佔的開支能可靠地計量。

直接應佔成本資本化為部分軟件產品，包括軟件開發、僱員成本及相關間接成本的適當部分。不符合上述條件的其他開發支出於產生時確認為開支。先前確認為開支的開發成本不會於往後期間確認為資產。

確認為資產的開發成本於其估計可使用年期三年內攤銷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Intangible assets (Continued)

(c) Patents and trademarks

Separately acquired patents and trademarks are shown at historical cost. Patents and trademarks acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method over their expected useful lives of five years.

2.8 Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that are expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

2 重要會計政策概要(續)

2.7 無形資產(續)

(c) 專利及商標

分開收購的專利及商標按歷史成本列賬。業務合併中收購的專利及商標於收購日期按公平值確認。兩者均有限定的可使用年期，其後按成本減累計攤銷及減值虧損列賬。攤銷利用直線法按其五年之預期可使用年期計算。

2.8 商譽

收購附屬公司產生商譽及指已轉讓代價、於被收購方之任何非控制性權益金額及於被收購方之任何先前股權之收購日期公平值超出所收購之已識別資產淨值之公平值之金額。

就減值測試而言，業務合併所獲得之商譽乃分配至預期將受益於合併協同效應之各現金產生單位(「現金產生單位」)或現金產生單位組別。獲分配商譽之各單位或單位組別指實體內就內部管理目的監察商譽之最低層級。商譽乃於經營分類層級進行監察。

商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。商譽賬面值與可收回金額作比較，可收回金額為使用價值與公平值減出售成本之較高者。任何減值即時確認為開支，且其後不會撥回。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 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 immediately as an expense 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.

2.10 Financial assets

(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 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.

2 重要會計政策概要(續)

2.9 非財務資產的減值

商譽及並無指定可用期限之無形資產毋須攤銷，但須最少每年測試有否出現減值，或發生事件或情況變化顯示其有可能減值時更頻密進行減值測試。倘發生顯示可能無法收回賬面值之任何事件或情況變化，則會對其他資產進行減值測試。倘資產賬面值超越其可收回金額，則即時確認減值虧損為開支。可收回金額為資產公平值減出售成本後之價值與其使用價值之較高者。為評估減值，資產按個別可識別現金流入之最低水平分類（其大致上獨立於其他資產或資產組別（現金產生單位）之現金流量）。出現減值之商譽以外之非財務資產會於各報告期末審閱撥回減值之可能性。

2.10 財務資產

(a) 分類

本集團將其財務資產分為以下計量類別：

- 其後將按公平值（記入其他全面收入或記入損益）計量的財務資產；及
- 按攤銷成本列賬的財務資產。

該分類取決於實體管理財務資產的業務模式及現金流量的合約條款。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (Continued)

(a) Classification (Continued)

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investment in equity instruments that is 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.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

(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 investments have expired or have been transferred and the Group has transferred substantially all 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, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

2 重要會計政策概要(續)

2.10 財務資產(續)

(a) 分類(續)

就按公平值計量的資產而言，收益及虧損將計入損益或其他全面收入。就並非持作買賣之權益工具投資而言，其將取決於本集團是否於初步確認時不可撤回地選擇將其作為按公平值記入其他全面收入之權益投資入賬。

本集團於及僅於其管理資產的業務模式變更時將債務工具重新分類。

(b) 確認及終止確認

財務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。當本集團從該等投資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分風險和回報轉移，則會終止確認該等財務資產。

(c) 計量

初始確認時，本集團的財務資產按公平值計量，倘屬並非按公平值記入損益之財務資產，則另加收購該財務資產直接可歸屬之交易成本。按公平值記入損益之財務資產之交易成本於損益支銷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (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:

- Financial assets at 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 — net" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated income statement.

2 重要會計政策概要(續)

2.10 財務資產(續)

(c) 計量(續)

債務工具

債務工具的后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：

- 按攤銷成本列賬之財務資產
就持有以收取合約現金流量的資產而言，如該等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。該等財務資產的利息收入以實際利率法計算後計入財務收入。終止確認時產生的任何收益或虧損直接於損益確認，並與匯兌收益及虧損一同以「其他收益 — 淨額」呈列，而減值虧損則於綜合收益表中單獨呈列。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

- Financial assets at fair value through other comprehensive income
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 fair value through other comprehensive income. Movements in the carrying amount are taken through other comprehensive income, 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 other comprehensive income is reclassified from equity to profit or loss and recognised in "other gains — net". 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 — net" and impairment expenses are presented as separate line item in profit or loss.
- Financial assets at fair value through profit or loss
Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within "other gains — net" in the period in which it arises.

2 重要會計政策概要(續)

2.10 財務資產(續)

(c) 計量(續)

債務工具(續)

- 按公平值記入其他全面收入之財務資產
為收取合約現金流量並為出售財務資產而持有的資產，並且資產的現金流量僅代表對本金和利息的支付，該等資產按公平值記入其他全面收入計量。賬面值的變動計入其他全面收入，惟於損益確認的減值收益或虧損、利息收入及匯兌收益及虧損之確認除外。當財務資產終止確認時，之前於其他全面收入確認的累計收益或虧損由權益重新分類至損益，並於「其他收益 — 淨額」確認。該等財務資產的利息收入使用實際利率法計入融資收入內。匯兌收益及虧損以「其他收益 — 淨額」呈列，而減值開支於損益單獨呈列。
- 按公平值記入損益之財務資產
不符合以攤銷成本或按公平值記入其他全面收入標準的資產將按公平值記入損益計量。其後按公平值記入損益計量的債務投資的收益或虧損於損益確認，並於產生之期間以淨值呈列於「其他收益 — 淨額」。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (Continued)

(c) Measurement (Continued)

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 other comprehensive income, there is no subsequent transfer 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 fair value through profit or loss are recognised in "other gains — net" in the consolidated income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at fair value through other comprehensive income are not reported separately from other changes in fair value.

(d) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. 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 HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. See Note 3.1(iii)(c) and Note 16 for further details.

2 重要會計政策概要(續)

2.10 財務資產(續)

(c) 計量(續)

權益工具

本集團其後按公平值計量所有權益投資。倘本集團管理層選擇於其他全面收入呈列權益投資之公平值收益及虧損，則於投資終止確認後不會將公平值收益及虧損隨後轉撥至損益。來自有關投資之股息會於本集團之收款權利獲確立時繼續於損益中確認為其他收入。

按公平值記入損益之財務資產的公平值變動於綜合收益表中的「其他收益 — 淨額」中確認(如適用)。按公平值記入其他全面收入計量之權益投資之減值虧損(及減值虧損撥回)不會與公平值的其他變動分開呈報。

(d) 減值

本集團按預期基準評估按攤銷成本列賬的債務工具相關的預期信貸虧損。所應用的減值方法取決於信貸風險是否顯著增加。

就應收貿易賬款而言，本集團應用香港財務報告準則第9號所允許的簡化方法，該方法規定預期使用年期虧損將自初步確認應收款項起確認。進一步詳情請參閱附註3.1(iii)(c)及附註16。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (Continued)

(e) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated balance sheet where the Group 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 legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.12 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other 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 and other receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 3.1(iii)(c) for further information about the Group's accounting for trade and other receivables and a description of the Group's impairment policies.

2 重要會計政策概要(續)

2.10 財務資產(續)

(e) 抵銷金融工具

當本集團有法定可執行權利可抵銷已確認金額，並有意按淨額基準結算或同時變現資產和結算負債時，財務資產與負債可互相抵銷，並在綜合資產負債表報告其淨額。法定可執行權利不得以未來事件為條件，且必須可於正常業務過程中及公司或對手方違約、無力償債或破產的情況下執行。

2.11 存貨

存貨按成本與可變現淨值中之較低者入賬。成本按先入先出法計算。製成品及在製品之成本包括原材料、直接勞工、其他直接成本及相關生產雜費(按正常營運能力計算)，但不包括借貸成本。可變現淨值為於日常業務中估計售價減適用不定額出售費用。

2.12 應收貿易賬款及其他應收款項

應收貿易賬款為在日常業務過程中出售商品或提供服務之應收客戶款項。倘預期應收貿易賬款可於一年或之內(或一般營運業務週期內(如較長))收回，則列作流動資產，否則，將列作非流動資產。

應收貿易賬款及其他應收款項初步按無條件代價金額確認，除非當中包含重大融資部分，則按公平值確認。本集團持有應收貿易賬款及其他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量。有關本集團應收貿易賬款及其他應收款項之會計處理的進一步資料，請參閱附註3.1(iii)(c)，以及有關本集團減值政策的說明。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.13 Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents include cash on hand and deposits held at call with banks which have a maturity of less than three months.

2.14 Share capital

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.

2.15 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.16 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement 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 pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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 balance sheet date.

2 重要會計政策概要(續)

2.13 現金及現金等價物

於綜合現金流量表，現金及現金等價物包括手頭現金及銀行活期存款，均於三個月內到期。

2.14 股本

普通股分類為權益。發行新股或購股權直接應佔之遞增成本，於扣除稅項後於權益列賬為所得款項減少。

2.15 應付貿易賬款及其他應付款項

應付貿易賬款為在日常業務過程中向供應商購買商品或服務之付款責任。如須於一年或以內(或一般營運業務週期內(如較長))，應付貿易賬款及其他應付款項會分類為流動負債，否則，將列作非流動負債。

應付貿易賬款及其他應付款項初步以公平值確認，其後利用實際利率法按攤銷成本計量。

2.16 借貸

借貸初步以公平值減所產生交易成本確認。借貸其後以攤銷成本列賬；扣除交易成本後所得款項與贖回價值間差額，乃以實際利率法於借貸期間在綜合收益表確認。

在融資很有可能部分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。在並無跡象顯示該融資很有可能部分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。

除非本集團擁有無條件權利遞延結算負債至結算日起計最少12個月，否則借貸分類為流動負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.17 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially 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.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.18 Current and deferred income tax

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.

(a) 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 Group generates 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.

2 重要會計政策概要(續)

2.17 借貸成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間以作其擬定用途或銷售之資產)之一般及特定借貸成本乃加入該等資產之成本內,直至資產大致上備妥供其擬定用途或銷售之有關時間為止。

就特定借貸於等待合資格資產支出時之臨時投資賺取之投資收入,自合資格資本化之借貸成本中扣除。

所有其他借貸成本於產生期內之損益中確認。

2.18 即期及遞延所得稅

本期間所得稅開支或抵免指就本期間應課稅收入按各司法權區適用所得稅稅率應繳稅項(可按暫時性差額及未動用稅項虧損應佔遞延稅項資產及負債之變動而作出調整)。

(a) 即期所得稅

即期所得稅開支以本集團產生應課稅收入所在國家於報告期內已頒佈或實質頒佈之稅法為基準計算。管理層就適用稅務法例受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不確定的稅務處理。本集團根據最可能的金額或預期價值計量其稅款結餘,具體取決於何種方法可更好地預測不確定性的解決方法。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 Current and deferred income tax (Continued)

(b) *Deferred income tax*

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 financial statements. However, deferred tax liabilities are not recognized 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 substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized 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 Group 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.

2 重要會計政策概要(續)

2.18 即期及遞延所得稅(續)

(b) *遞延所得稅*

遞延所得稅以負債法，就資產及負債之稅基與其於財務報表所載賬面值之間之暫時性差額全數撥備。然而，倘延稅項負債從初步確認商譽產生，則不會予以確認。倘遞延所得稅乃因初步確認進行交易(業務合併除外)時不影響會計或應課稅損益之資產或負債產生，則亦不會計入遞延所得稅。遞延所得稅以報告期末實施或實質上實施之稅率(及法律)釐定，且該等稅率(及法律)預期將於相關遞延所得稅資產變現或遞延所得稅負債清償時應用。

僅於可能有未來應課稅金額以動用該等暫時差額及虧損的情況下，方會確認遞延稅項資產。

倘本集團可控制暫時差額撥回的時間且有關差額很可能不會於可見未來撥回，則不會就海外業務投資的賬面值與稅基的暫時差額確認遞延稅項負債及資產。

當有合法可執行權利抵銷流動稅項資產及負債及當遞延稅項結餘與同一稅務機關有關，遞延稅項資產與負債可予抵銷。倘實體擁有合法可執行權利抵銷及擬按淨額基準結算或同時變現資產及結算負債，則流動稅項資產及稅項負債可予抵銷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 Current and deferred income tax (Continued)

(b) Deferred income tax (Continued)

Current and deferred tax is recognised in the consolidated income statement, 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.

2.19 Employee benefits

(a) Pension obligations

The Group participates in various defined contribution pension schemes. A defined contribution plan is a retirement benefit scheme under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The schemes are generally funded through payments to state/trustee-administered funds. The Group pays contributions to publicly or privately administered funds 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.

2 重要會計政策概要(續)

2.18 即期及遞延所得稅(續)

(b) 遞延所得稅(續)

除與於其他全面收入或直接於權益確認的項目相關外，即期及遞延稅項於綜合收益表內確認。於此情況下，稅項亦分別於其他全面收入或直接於權益中確認。

2.19 僱員福利

(a) 退休金責任

本集團參與多項定額供款退休金計劃。定額供款計劃為一項退休福利計劃，據此，本集團向獨立實體作出固定供款。倘基金並未持有足夠資產向所有僱員支付涉及僱員於本期間及過往期間提供服務之福利，本集團並無法定或推定責任支付進一步供款。

該等計劃一般透過向國家／受託人管理基金付款而獲取資金。本集團按強制、合約或自願基準向公眾或私人管理基金支付供款。本集團一經支付供款，則並無進一步付款責任。供款於到期時確認為僱員福利開支。預付供款確認為資產，惟以可取得現金退款或扣減未來付款者為限。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Employee benefits (Continued)

(b) Share-based compensation

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- (i) including any market performance conditions (for example, an entity's share price);
- (ii) excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- (iii) including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

2 重要會計政策概要(續)

2.19 僱員福利(續)

(b) 股份付款報酬

本集團設有以權益結算、以股份為基礎的報酬計劃，根據該等計劃，實體收取僱員的服務以作為本集團權益工具(期權)的代價。僱員為換取獲授予期權而提供服務的公平值確認為開支。將支銷的總金額參考授予期權的公平值釐定：

- (i) 包括任何市場表現條件(例如實體的股價)；
- (ii) 不包括任何服務和非市場表現歸屬條件(例如盈利能力、銷售增長目標和僱員在某特定時期內留任實體)的影響；及
- (iii) 包括任何非歸屬條件(例如規定僱員儲蓄)的影響。

非市場表現和服務條件包括在有關於預期歸屬的期權數目的假設中。開支總額在歸屬期間內確認，歸屬期間指將符合所有特定歸屬條件的期間。此外，在某些情況下，僱員可能在授出日期之前提供服務，因此授出日期的公平值就確認服務開始期與授出日期之期間內的開支作出估計。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Employee benefits (Continued)

(b) Share-based compensation (Continued)

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-market performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investments in subsidiaries undertakings, with a corresponding credit to equity.

(c) Employee leave entitlements

Employees' entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date.

Employees' entitlements to sick leave and maternity leave are not recognised until the time of leave.

(d) Other benefits

Other directors' and employees' obligations are recorded as a liability and charged to the consolidated income statement when the Group is contractually obliged or when there is a past practice that has created a constructive obligation.

2 重要會計政策概要(續)

2.19 僱員福利(續)

(b) 股份付款報酬(續)

在每個報告期末，本集團依據非市場表現和服務條件修訂其對預期歸屬的期權數目的估計。其在收益表確認對原估算修訂(如有)的影響，並對權益作出相應調整。

在期權行使時，本公司發行新股。收取的所得款項扣除任何直接歸屬交易成本撥入股本(面值)和股份溢價。

本公司向本集團附屬公司僱員授出有關股本工具之購股權被視為注資。所獲僱員服務之公平值乃參考授出日期之公平值計量，於歸屬期間確認為於附屬公司投資增加，並相應記入權益。

(c) 僱員應享假期

僱員應享年假及長期服務假期於有關假期應計予僱員時確認。本集團已為僱員於截至結算日止提供服務估計所享有年假及長期服務假期之預計負債作出撥備。

僱員應得之病假及產假於休假時始予確認。

(d) 其他福利

當本集團有合約責任或過往做法導致產生推定責任時，其他董事及僱員債務會列賬為負債並於綜合收益表扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations is small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.21 Contingent liability

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

2 重要會計政策概要(續)

2.20 撥備

當本集團因過往事件承擔現有法律或推定責任，而解除責任很有可能導致資源流出，且金額能夠可靠計算之情況下，方會確認撥備。本集團不會就日後經營虧損確認撥備。

倘本集團承擔若干類似責任，於釐定履行責任是否需要流出資源時，將按整類責任予以考慮。即使同類責任當中任何一個項目有導致資源流出可能性甚低，亦會確認撥備。

撥備按預期結清承擔所須開支之現值，以反映現行市場對承擔之現金及風險時間價值評估之稅前利率計算。隨時間增加之撥備會確認為利息開支。

2.21 或然負債

或然負債指由於過往事件而可能產生之責任，此等責任最終會否形成乃取決於一項或多項日後或會或不會發生且並非本集團可完全控制之不確定事件，方能確定。或然負債亦可能因過往事件而引致之現有責任，但由於可能不需要流出經濟資源，或責任金額未能可靠地計量而未有確認。

或然負債不予確認，惟於綜合財務報表附註中披露。當流出之可能性有所變化而很可能流出時，或然負債便會確認為撥備。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sales of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns and discounts and after eliminating sales within the Group.

The Group manufactures and sells a range of electronic products, pet food and other pet-related products in the wholesale market. Sales are recognised when control of the products have transferred, being when the goods are delivered to the customers, the customers have full discretion over the goods and there is no unfulfilled obligation that could affect the customers' acceptance of the goods. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to customers, and either 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.

Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts (if any). Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are made with credit terms that are consistent with market practice. The Group's obligation to provide a refund for faulty products under the standard warranty terms is recognised as a provision.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

2 重要會計政策概要(續)

2.22 收益確認

收益為本集團日常業務中銷售貨物及服務已收或應收代價之公平值。收益按扣除增值稅、退貨及折扣列示，並已抵銷本集團內公司間交易。

本集團製造及在批發市場銷售各種電子產品、寵物食品及其他寵物相關產品。當產品的控制權轉移時(即貨品已交付予客戶，客戶對貨品有絕對酌情權，且概無可影響客戶接納貨品的未履行責任時)，則確認銷售。當產品運送到指定地點時交付即告完成。當客戶按照銷售合約接納產品，或接納條款已失效，或本集團有客觀證據證明所有接納標準均已達成時，產品陳舊過時及遺失之風險轉由客戶承擔。

該等銷售的收入乃基於合約規定的價格，經扣除估計量折扣(如有)後確認。本公司利用累積的經驗採用預計估值法估計及提供折扣，且收入僅於重大撥回極大可能不會產生時確認。直至報告期末，當預期向客戶應付有關銷售量的折扣時確認退款負債。由於銷售之信貸期符合市場慣例，故並不存在融資因素。本集團於質保期內為瑕疵產品提供退款的責任被確認為撥備。

當貨品已及時交付，且代價成為無條件時，應收款項方可獲得確認，原因是須經一段時間後有關款項方會到期。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Interest 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 asset (after deduction of the loss allowance).

2.24 Dividend income

Dividend income is recognised when the right to receive payment is established.

2.25 Leases as a lessee

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.

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.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable (if any).

2 重要會計政策概要(續)

2.23 利息收入

利息收入乃對一項財務資產賬面總值應用實際利率予以計算，惟其後出現信用減值之財務資產除外。就出現信用減值之財務資產而言，利息收入乃對其賬面淨值(扣除虧損撥備)應用實際利率予以計算。

2.24 股息收入

股息收入於確立收款權利時確認。

2.25 作為承租人之租賃

本集團在租賃資產可供其使用當日將租賃確認為使用權資產及相應負債。

合約可能包括租賃及非租賃部分。本集團根據其相對單獨價格將合約代價分攤至租賃及非租賃部分。

租賃條款按個別基準進行磋商，包含多種不同的條款及條件。除出租人持有的租賃資產的擔保權益外，租賃協議不構成任何契諾，惟所租賃資產不得用作借款的擔保。

自租賃產生的資產及負債初步按現值計量。租賃負債包括固定付款(包括實質固定付款)減任何應收租賃優惠(如有)之淨現值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.25 Leases as a lessee (Continued)

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.

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; and
- any lease payments made at or before the commencement date less any lease incentives received (if any).

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.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

2 重要會計政策概要(續)

2.25 作為承租人之租賃(續)

根據合理確定延長選擇權作出的租賃付款亦計入負債的計量。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)，則使用承租人之增量借款利率，即個別承租人在類似經濟環境中按類似條款、抵押及條件借入取得與使用權資產價值類似的資產所需資金須予支付的利率。

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；及
- 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(如有)。

使用權資產一般按直線法於資產可使用年期或租期(以較短者為準)內予以折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期內予以折舊。

與短期租賃及低價值資產租賃相關的所有付款按直線法於損益確認為開支。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.26 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are deferred and credited to the profit or loss on a straight-line basis over the expected lives of the related assets.

2.27 Financial guarantees

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with the expected credit loss model under HKFRS 9 and the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15 Revenue from Contracts with Customers (“HKFRS 15”).

The fair value of financial guarantees is determined as the present value of the difference in cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognized as part of the cost of the investment.

2 重要會計政策概要(續)

2.26 政府補助

倘能夠合理保證政府補助可以收取且本集團將符合所有附帶條件，補助將按其公平值確認。

與成本有關的政府補助被遞延，並按擬補償的成本配合所需期間於損益確認。

與物業、廠房及設備有關的政府補助被遞延，並於相關資產的預期年限內按直線基準記入損益。

2.27 財務擔保

財務擔保合同在出具擔保時確認為金融負債。初始以公平值計量，後續按根據香港財務報告準則第9號金融工具下的預期信貸虧損模式確定的金額及初始確認的金額減去根據香港財務報告準則第15號客戶合約收益（「香港財務報告準則第15號」）產生的收入累計確認的收入。

財務擔保的公平值根據債務工具要求的合同付款與無擔保要求的付款之間的現金流量差額的現值確定，或根據為承擔債務而應支付給第三方的估計金額確定。

倘應付聯營公司貸款或其他應付款項的擔保屬無償提供，其公平值作為出資入賬並確認為投資成本的一部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.28 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders in case of final dividend and the Company's directors in case of interim dividend.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, cash flow and fair value interest rate risk, credit risk, and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's performance.

(i) Foreign exchange risk

The Group mainly operates in Hong Kong, Mainland China and Vietnam and its business transactions, assets and liabilities are principally denominated in HK\$, United States dollars ("US\$"), Renminbi ("RMB"), and Vietnamese Dong ("VND"). Foreign currency risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not an entity's functional currency. Management monitors foreign currency exchange exposure and will take measures to minimise the currency translation risk. As at 31 March 2021 and 2020, the Group has not used any financial instruments to hedge against foreign currency risk.

Management considers the foreign exchange risk with respect to US\$ is not significant as HK\$ is pegged against US\$. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates.

2 重要會計政策概要(續)

2.28 派付股息

向本公司股東派付之股息，於本公司股東就末期股息以及本公司董事就中期股息批准派付股息之期間，在本集團財務報表確認為負債。

3 財務風險管理

3.1 財務風險因素

本集團業務承受多種財務風險：外匯風險、現金流量及公平值利率風險、信貸風險及流動資金風險。本集團整體風險管理計劃集中於無法預測之金融市場，並盡量減低對本集團業績之潛在不利影響。

(i) 外匯風險

本集團主要在香港、中國內地及越南經營，而其業務交易、資產及負債主要以港元、美元(「美元」)、人民幣(「人民幣」)及越南盾(「越南盾」)結算。於未來之商業交易或已確認資產及負債並非以實體之功能貨幣結算時，將會產生外幣風險。管理層監察外匯風險並將採取措施，將匯兌風險降至最低。於二零二一年及二零二零年三月三十一日，本集團概無使用任何金融工具以對沖外匯風險。

由於港元與美元掛鈎，管理層認為與美元有關的外匯風險並不重大。本集團密切監察匯率變動藉以管理外幣風險。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(i) Foreign exchange risk (Continued)

As at 31 March 2021 and 2020, if both HK\$ and US\$ had strengthened/weakened by 5% against RMB with all other variables held constant, the post-tax profit for each year would have changed mainly as a result of foreign exchange losses/gains on translation of monetary assets and liabilities denominated in foreign currencies of the relevant group companies, as follows:

Post-tax profit (decrease)/increase	除稅後溢利(減少)/增加
— Strengthen 5%	— 升值5%
— Weakened 5%	— 貶值5%

As at 31 March 2021 and 2020, if both HK\$ and US\$ had strengthened/weakened by 5% against VND with all other variables held constant, the post-tax profit for each year would have changed mainly as a result of foreign exchange gains/losses on translation of monetary assets and liabilities denominated in foreign currencies of the relevant group companies, as follows:

Post-tax profit increase/(decrease)	除稅後溢利增加/(減少)
— Strengthen 5%	— 升值5%
— Weakened 5%	— 貶值5%

3 財務風險管理(續)

3.1 財務風險因素(續)

(i) 外匯風險(續)

於二零二一年及二零二零年三月三十一日，倘港元及美元兌人民幣已升值/貶值5%，而所有其他因素不變，各年度之除稅後溢利則會有所變動，主要因換算以相關集團公司外幣結算之貨幣資產及負債產生匯兌虧損/收益如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Post-tax profit (decrease)/increase		
— Strengthen 5%	(8,946)	(9,555)
— Weakened 5%	8,946	9,555

於二零二一年及二零二零年三月三十一日，倘港元及美元兌越南盾已升值/貶值5%，而所有其他因素不變，各年度之除稅後溢利則會有所變動，主要因換算以相關集團公司外幣結算之貨幣資產及負債產生匯兌收益/虧損如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Post-tax profit increase/(decrease)		
— Strengthen 5%	5,302	(2,247)
— Weakened 5%	(5,302)	2,247

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(ii) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets except for cash and cash equivalents, details of which are disclosed in Note 19.

The Group's interest rate risk primarily relates to its bank borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk. The Group currently does not hedge its interest rate risk. However, management monitors the related interest rate risk exposure closely and will consider hedging significant interest rate risk exposure should the need arise. The interest rates and terms of repayment of borrowings are disclosed in Note 20.

The Group has no fixed interest rate borrowings. Therefore it does not have any fair value interest rate risk.

As at 31 March 2021 and 2020, if the interest rates on bank borrowings had been 50 basis points higher/lower than the prevailing interest rate, with all other variables held constant, post-tax profit for the year would have been HK\$578,000 (2020: HK\$283,000) lower/higher, mainly as a result of higher/lower interest expense on floating rate bank borrowings.

3 財務風險管理(續)

3.1 財務風險因素(續)

(ii) 現金流量及公平值利率風險

本集團之收入及經營現金流量大致上不受市場利率變動影響，原因為除現金及現金等價物外，本集團並無重大計息資產，有關詳情分別於附註19披露。

本集團之利率風險主要與銀行借貸有關。浮息借貸令本集團面對現金流量利率風險。本集團現時並無對沖其利率風險。然而，管理層密切監察有關利率風險，並於需要時考慮對沖重大利率風險。借貸利率及還款條款於附註20披露。

本集團並無定息借貸，故並無面對任何公平值利率風險。

於二零二一年及二零二零年三月三十一日，倘銀行借貸之利率較現行利率高/低50個基點，而所有其他因素不變，年內除稅後溢利則應減少/增加578,000港元(二零二零年：283,000港元)，主要因浮息銀行借貸之利息開支較高/較低產生。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk

(a) Risk management

The Group is exposed to credit risk in relation to its cash and bank balances, loans receivable, amounts due from associates, trade and other receivables (except for prepayments) and financial guarantee contracts. The Group's maximum exposure to credit risk is the carrying amounts of these financial assets.

The Group's credit risk is concentrated on a number of major and long established customers. Trade receivables from the top five customers accounted for approximately 69% (2020: 24%) of the Group's total trade receivables. The Group has policies in place to ensure that sales are made to customers with appropriate credit histories and to limit the amount of credit exposure to any individual customer.

The Group reviews the recoverable amount of each individual trade receivable at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. The Group's past experience in collection of trade receivables falls within the recorded allowances. In order to minimise credit risk to the Group, the Group has certain non-recourse factoring arrangements with banks to cover the credit risk.

3 財務風險管理(續)

3.1 財務風險因素(續)

(iii) 信貸風險

(a) 風險管理

本集團就其現金及銀行結餘、貸款應收款項、應收聯營公司款項、應收貿易賬款及其他應收款項(不包括預付款項)以及財務擔保合同承受信貸風險。本集團承受之最高信貸風險為該等財務資產賬面值之信貸風險。

本集團之信貸風險主要集中於多個主要及長期客戶。來自五大客戶之應收貿易賬款佔本集團應收貿易賬款總額約69%(二零二零年:24%)。本集團已制定政策,確保向信貸記錄良好之客戶銷售,並限制對任何個別客戶之信貸額。

本集團於各個結算日檢討各項個別應收貿易賬款之可收回金額,以確保就不可收回金額作出足夠減值虧損。本集團過往收回之應收貿易賬款屬已提撥準備範圍內。為減低本集團之信貸風險,本集團與銀行訂立若干無追溯權代理收賬安排,就信貸風險提供保障。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

(a) Risk management (Continued)

The credit risk for cash at banks are limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. Transactions in relation to equity fund investments are only carried out with financial institutions of high reputation. The Group has policies that limit the amount of credit exposure to any one financial institution.

Other financial assets at amortised cost include deposits, other and loans receivables, and amounts due from associates. Management assesses the credit quality of the counterparties, taking into account the historical risk of default and capacity to meet its contractual cash flow obligations in the near term.

With respect to financial guarantees provided to banks to secure the banking facilities granted to an associate and a joint venture by the Group, the credit risk is either default of the counterparties or counterparties certain to default based on the latest financial performance of the counterparties.

(b) Security

For certain trade receivables the Group may obtain security in the form of letters of credit which can be called upon if the counterparty is in default.

3 財務風險管理(續)

3.1 財務風險因素(續)

(iii) 信貸風險(續)

(a) 風險管理(續)

由於交易對手均為國際信貸評級機構給予高信貸評級之銀行，故銀行現金之信貸風險有限。有關股本基金投資之交易僅與良好信譽金融機構有關。本集團已制定政策限制任何一間財務機構之信貸風險金額。

其他按攤銷成本列賬之財務資產包括按金、其他及貸款應收款項以及應收聯營公司款項。管理層經考慮歷史違約風險及近期內滿足合約現金流量責任的能力評估交易對手的信貸質素。

就本集團向銀行提供財務擔保以取得授予聯營公司及合營企業的銀行融資而言，信貸風險為交易對手違約或根據交易對手的最新財務表現確定違約的交易對手。

(b) 抵押品

就若干應收貿易賬款而言，本集團可以信用證形式取得抵押品，可於交易對手違約時要求付款。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

(c) Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss model:

- Trade receivables
- Other financial assets at amortised costs

While cash and bank balances are also subject to the impairment requirements of HKFRS 9, the identified impairment loss is insignificant.

Trade receivables

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables, except for those individually significant trade receivables or trade receivables at default which are tested individually.

Measurement of expected credit loss on individual basis

Trade receivables relating to customers with known financial difficulties or significant doubt on collection of receivables are assessed individually for provision for impairment allowance. As at 31 March 2021, the balances of such individually assessed trade receivables and the loss allowance in respect of these receivables are HK\$2,295,000 (2020: HK\$2,295,000) and HK\$2,295,000 (2020: HK\$2,295,000), respectively.

3 財務風險管理(續)

3.1 財務風險因素(續)

(iii) 信貸風險(續)

(c) 財務資產減值

本集團有兩類財務資產須受預期信貸虧損模型所規限：

- 應收貿易賬款
- 按攤銷成本列賬之其他財務資產

儘管現金及銀行結餘亦須遵守香港財務報告準則第9號之減值規定，但已識別之減值虧損並不重大。

應收貿易賬款

本集團應用香港財務報告準則第9號的簡化方法計量預期信貸虧損，該方法就所有應收貿易賬款使用存續期預期虧損撥備，惟單項金額重大的應收貿易賬款或單獨測試的已違約應收貿易賬款除外。

單獨計量預期信貸虧損

與已知出現財務困難或高度懷疑無法收取應收款項的客戶有關的應收款項單獨評估計提減值撥備。於二零二一年三月三十一日，單獨評估的應收貿易賬款結餘以及就該等應收款項計提的虧損撥備分別為2,295,000港元(二零二零年：2,295,000港元)及2,295,000港元(二零二零年：2,295,000港元)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

(c) Impairment of financial assets (Continued)

Trade receivables (Continued)

Measurement of expected credit loss on collective basis

To measure the expected credit losses, trade receivables have been grouped based on geographical region and shared credit risk characteristics. The expected loss rates are based on probabilities of default and loss rates from external credit ratings, industry-specific data or other internal and external credit data sources. The historical loss rates are further adjusted to reflect current and forward-looking information on macroeconomic factors on the global economic growth affecting the ability of the customers to settle the receivables, including but not limited to the impact of the COVID-19 pandemic.

3 財務風險管理(續)

3.1 財務風險因素(續)

(iii) 信貸風險(續)

(c) 財務資產減值(續)

應收貿易賬款(續)

共同計量預期信貸虧損

為計量預期信貸虧損，本集團已根據地理區域及共同信貸風險特徵對應收貿易賬款進行分組。預期虧損率乃基於外部信貸評級、行業特定資料或其他內部及外部信貸資料來源所得的違約機率及虧損率計算。歷史虧損率已進一步作出調整，以反映影響客戶結算應收款項能力有關全球經濟增長的當前及前瞻性宏觀經濟因素，包括但不限於COVID-19疫情的影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

(c) Impairment of financial assets (Continued)

Trade receivables (Continued)

Measurement of expected credit loss on collective basis (Continued)

The following table presents the balances of gross carrying amount and the respective loss allowance as at 31 March 2021 and 2020.

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Gross carrying amount	賬面總值	365,801	189,710
Loss allowance	虧損撥備	(2,250)	(6,403)
Lifetime expected credit loss rate	全期預期信貸虧損率	0.6%	3.4%

Decrease in lifetime expected credit loss rate in the current year was due to change in customer mix of the trade receivables as at 31 March 2021.

Trade receivables are written off when there is no reasonable expectation of recovery. 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. As at 31 March 2021, trade receivables previously provided for amounting to HK\$1,673,000 (2020: Nil) were written off.

3 財務風險管理(續)

3.1 財務風險因素(續)

(iii) 信貸風險(續)

(c) 財務資產減值(續)

應收貿易賬款(續)

共同計量預期信貸虧損(續)

下表呈列於二零二一及二零二零年三月三十一日賬面總值及各自虧損撥備結餘。

本年度的全期預期信貸虧損率下降原因乃於二零二一年三月三十一日應收貿易賬款的客戶組合有變。

當無合理收回預期時撇銷應收貿易賬款。應收貿易賬款的減值虧損於經營溢利內呈列為減值虧損淨額。先前已撇銷之金額其後收回則計入相同條目內。於二零二一年三月三十一日，應收貿易賬款過往撥備1,673,000港元(二零二零年：零)已撇銷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

(c) Impairment of financial assets (Continued)

Other financial assets at amortised cost

For other financial assets at amortised cost including deposits, other and loan receivables; and amounts due from associates, the Group regularly monitors the financial positions of these companies/counterparties to assess their recoverability. As at 31 March 2021, loss allowances of HK\$1,250,000 (2020: HK\$1,250,000) and HK\$452,000 (2020: HK\$202,000) have been provided for amounts due from associates and other receivables, respectively.

These financial assets at amortised cost, except for amounts due from associates and other receivables for which impairment losses have been provided for, are considered to be of low credit risk primarily because historically they had no history of default and the counterparties had strong capacity to meet their contractual cash flow obligations in the near term. Management does not expect any losses from non-performance by these counterparties. The Group assessed the expected credit losses for these receivables were insignificant under 12 month expected loss method. Thus, the loss allowance recognised for these balances were close to zero.

3 財務風險管理(續)

3.1 財務風險因素(續)

(iii) 信貸風險(續)

(c) 財務資產減值(續)

其他按攤銷成本列賬之財務資產

就其他按攤銷成本列賬之財務資產(包括按金、其他及應收貸款以及應收聯營公司款項)而言,本集團定期監察該等公司/交易對手之財務狀況,以評估其還款能力。於二零二一年三月三十一日,本集團已就應收聯營公司款項及其他應收款項計提虧損撥備分別1,250,000港元(二零二零年:1,250,000港元)及452,000港元(二零二零年:202,000港元)。

該等按攤銷成本列賬之財務資產(不包括已計提撥備之應收聯營公司款項及其他應收款項)被視為低信貸風險,主要是由於其過往其無違約記錄,且交易對手擁有強勁實力滿足其於近期之合約現金流量責任。管理層預計不會因該等交易對手不履約而造成任何虧損。本集團根據12個月預期虧損法評估該等應收項款的預期信貸虧損並不重大。因此,就該等結餘確認的虧損撥備接近零。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

(c) Impairment of financial assets (Continued)

Financial guarantee contracts

The maximum exposure in respect of financial guarantee contracts for banking facilities granted to an associate and a joint venture was HK\$10,000,000 and RMB78,000,000 (equivalent to HK\$97,500,000) respectively as at 31 March 2021. As at 31 March 2021, the bank facility utilised by an associate and a joint venture was approximately HK\$6,500,000 and RMB78,000,000 (equivalent to HK\$97,500,000) respectively.

The credit risk of financial guarantee contracts is either default of the counterparties or counterparties certain to default based on their latest financial information. Taking into account the historical default experience and financial position of the guaranteed entities, loss allowance of HK\$2,521,000 was recognised as at 31 March 2021.

(iv) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash balances and the availability of funding through committed credit facilities and takes into account all available information on future business environment including among others, the social and economic impact of the COVID-19 on the economies of the countries in which the Group and its customers and suppliers operate. The Group manages its liquidity risk by controlling the level of inventories, closely monitoring the turnover days of receivables, monitoring its working capital requirements and keeping credit lines available. Management monitors rolling forecasts of the Group's bank facilities and cash and cash equivalents on the basis of expected cash flows.

3 財務風險管理(續)

3.1 財務風險因素(續)

(iii) 信貸風險(續)

(c) 財務資產減值(續)

財務擔保合同

於二零二一年三月三十一日，就授予聯營公司及合營企業的銀行融資的財務擔保合約的最高風險承擔分別為10,000,000港元及人民幣78,000,000元(相當於97,500,000港元)。於二零二一年三月三十一日，聯營公司及合營公司所動用之銀行融資分別約為6,500,000港元及人民幣78,000,000元(相當於97,500,000港元)。

財務擔保合約之信貸風險為交易對手違約或根據交易對手的最新財務資料確定違約的交易對手。考慮到被擔保企業的過往違約經驗及財務狀況，於二零二一年三月三十一日已確認虧損撥備2,521,000港元。

(iv) 流動資金風險

謹慎管理流動資金風險包括透過獲承諾信貸融資維持充裕現金餘額及可動用資金，並計及有關未來營商環境之所有可得資料，其中包括COVID-19對本集團以及其客戶及供應商經營業務所在國家經濟造成之社會及經濟影響。本集團透過控制其存貨水平、密切監察應收款項周轉日、監察營運資金需要及維持信貸融資，管理其流動資金風險。管理層按預期現金流量為基準，監察本集團銀行融資以及現金及現金等價物之滾存預測。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iv) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		On demand	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
		按要求	少於一年	一至兩年	兩至五年	超過5年	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
As at 31 March 2021	於二零二一年三月三十一日						
Trade payables	應付貿易賬款	-	288,463	-	-	-	288,463
Other payables and accruals	其他應付款項及應計費用	-	23,308	-	-	-	23,308
Borrowings	借貸	138,550	-	-	-	-	138,550
Financial guarantee contracts	財務擔保合同	2,521	-	-	-	-	2,521
Lease liabilities	租賃負債	-	5,351	3,411	138	3,011	11,911
		141,071	317,122	3,411	138	3,011	464,753
As at 31 March 2020	於二零二零年三月三十一日						
Trade payables	應付貿易賬款	-	154,346	-	-	-	154,346
Other payables and accruals	其他應付款項及應計費用	-	20,018	-	-	-	20,018
Borrowings	借貸	67,750	-	-	-	-	67,750
Lease liabilities	租賃負債	-	6,203	5,279	-	-	11,482
		67,750	180,567	5,279	-	-	253,596

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iv) 流動資金風險 (續)

下表顯示本集團之財務負債分析，按於結算日至合約到期日期餘下期間劃分為有關到期類別。表內所披露金額為合約未貼現現金流量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iv) Liquidity risk (Continued)

The table below summarises the maturity analysis of the loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts included interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on demand” time band in the maturity analysis contained above. Taking into account the Group’s financial position, the directors do not consider that it is probable that the banks will exercise their discretions to demand immediate repayment. The directors believe that such loans will be repaid in accordance with the scheduled repayment date set out in the loan agreements.

Maturity Analysis — Bank borrowings subject to a repayment on demand clause based on scheduled repayments:

		Less than 1 year 少於一年 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 兩至五年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
31 March 2021	二零二一年三月三十一日	109,763	20,386	10,193	140,342
31 March 2020	二零二零年三月三十一日	69,840	—	—	69,840

3 財務風險管理(續)

3.1 財務風險因素(續)

(iv) 流動資金風險(續)

下表概列帶有按要求償還條款的銀行借款根據貸款協議所載之協定還款時間表作出之到期日分析。有關金額包括運用合約利率計算之利息付款。因此，此等金額高於上述到期日分析中「按要求」時間範圍中披露之金額。計及本集團之財務狀況，董事會認為銀行將行使酌情權要求即時還款的可能性不大。董事相信該等貸款將根據貸款協議所訂預定還款期償還。

到期情況分析 — 具有於要求時償還條文的銀行借貸，根據預定還款期：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debts.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total equity as shown in the consolidated balance sheet.

3 財務風險管理(續)

3.2 資本風險管理

本集團管理資本之目標為保障本集團能夠持續經營，從而為股東帶來回報及其他持份者帶來利益，以及維持良好資本結構，以減低資本成本。

為維持或調整資本結構，本集團或會調整向股東派付之股息金額、發行新股份或出售資產，以減低債務。

本集團按資產負債比率監察資本。此比率以借貸總額除綜合資產負債表所示總權益計算。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Total bank borrowings	銀行借貸總額	138,550	67,750
Total equity	權益總額	802,168	704,841
Gearing ratio	資產負債比率	17.3%	9.6%

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation

The table below analyses the Group's financial assets and liabilities carried at fair value as at 31 March 2021 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's financial assets and liabilities that are measured at fair value as at 31 March 2021:

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Assets	資產				
Financial assets at fair value through other comprehensive income	按公平值記入其他全面收入之財務資產	-	-	6,004	6,004
Financial assets at fair value through profit or loss	按公平值記入損益之財務資產	193	-	-	193
		193	-	6,004	6,197

3 財務風險管理(續)

3.3 公平值估計

下表為本集團於二零二一年三月三十一日按公平值入賬之財務資產及負債按計量公平值所用之估值方法之輸入值層級作出之分析。該等輸入值於公平值層級架構中分為以下三個層級：

- 同類資產或負債於活躍市場之報價(未經調整)(第一級)。
- 報價以外之輸入值，包括第一級之可直接(即按其價格)或間接(即自其價格得出)測定之資產或負債(第二級)。
- 並非以可測定市場數據(即不可測定之輸入值)為基準之資產或負債輸入值(第三級)。

下表呈列本集團於二零二一年三月三十一日按公平值計量之財務資產及負債：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

The following table presents the Group's financial assets and liabilities that are measured at fair value as at 31 March 2020:

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Assets	資產				
Financial assets at fair value through other comprehensive income	按公平值記入其他全面收入之財務資產	–	–	5,266	5,266
Financial assets at fair value through profit or loss	按公平值記入損益之財務資產	43	–	–	43
		43	–	5,266	5,309

There are no transfers between levels 1, 2 and 3 during the year.

(a) Financial instruments in level 1

The fair values of financial instruments traded in active markets are based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for the listed equity instruments held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 classified as trading securities comprise primarily equity investments listed on the National Association of Securities Dealers Automated Quotations (the "NASDAQ").

3 財務風險管理(續)

3.3 公平值估計(續)

下表呈列本集團於二零二零年三月三十一日按公平值計量之財務資產及負債：

於年內，第一、二及三級之間並無任何轉撥。

(a) 第一級金融工具

於活躍市場買賣之金融工具公平值按於結算日之市場報價計量。倘可以輕易地定期自交易所、交易商、經紀、業界團體、定價服務或監管機構取得報價，而有關報價反映實際定期進行之公平市場交易，則該市場被視為活躍市場。本集團所持上市權益工具所用之市場報價為當時買入價。而該等工具則屬於第一級。分類為買賣證券之記入第一級之工具主要包括於美國全國證券交易商協會自動報價系統(「NASDAQ」)上市之股票投資。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

(b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to assess the fair value of an instrument are observable, the instrument is included in level 2. The Group does not have level 2 financial instruments.

(c) Financial instruments in level 3

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. As at 31 March 2021, the Group's financial assets measured at fair value through other comprehensive income are level 3 financial assets.

The fair values of the Group's financial assets at fair value through other comprehensive income are determined based on the net asset values of the funds calculated with reference to the quoted prices in active markets of the underlying investments of the funds.

The following table presents the changes in level 3 instruments for the year ended 31 March 2021:

3 財務風險管理(續)

3.3 公平值估計(續)

(b) 第二級金融工具

並非於活躍市場買賣之金融工具公平值以估值技術釐定。該等估值技術盡量應用觀察可得現有市場數據，並盡量避免依賴個別實體之估算。倘評估工具的公平值所用全部主要輸入值均為觀察可得，則該工具屬於第二級。本集團並無第二級金融工具。

(c) 第三級金融工具

倘一項或多項主要輸入值並非以觀察可得市場數據為基準，則該工具屬於第三級。於二零二一年三月三十一日，本集團按公平值記入其他全面收入計量之財務資產屬於第三級財務資產。

本集團按公平值記入其他全面收入之財務資產乃參考基金之相關投資於活躍市場之報價計算之基金資產淨值釐定。

下表顯示第三級工具於截至二零二一年三月三十一日止年度之變動：

		Financial assets at fair value through other comprehensive income 按公平值 記入其他 全面收入之 財務資產 HK\$'000 千港元
As at 1 April 2020	於二零二零年四月一日	5,266
Net fair value gains credited to equity	計入權益之公平值收益淨額	738
As at 31 March 2021	於二零二一年三月三十一日	6,004

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

(c) Financial instruments in level 3 (Continued)

The following table presents the changes in level 3 instruments for the year ended 31 March 2020:

		Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Total
		按公平值 記入損益之 財務資產	按公平值 記入其他 全面收入之 財務資產	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 April 2019	於二零一九年四月一日	26,863	6,910	33,773
Disposal	出售	–	(407)	(407)
Net fair value losses charged to equity	於權益扣除之公平值 虧損淨額	–	(1,237)	(1,237)
Net fair value losses charged to profit or loss	於損益扣除之公平值 虧損淨額	(975)	–	(975)
Transfers to interests in associates	轉撥至於聯營公司權益	(25,888)	–	(25,888)
As at 31 March 2020	於二零二零年 三月三十一日	–	5,266	5,266

3 財務風險管理(續)

3.3 公平值估計(續)

(c) 第三級金融工具(續)

下表顯示第三級工具於截至二零二零年三月三十一日止年度之變動：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Estimated write-downs of inventories to net realisable value

The Group writes down inventories to net realisable value based on an assessment of the realisability of inventories. Write-downs of inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgement and estimates. These estimates are based on the market condition and the historical experience of selling prices of similar nature. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the period in which such estimate has been changed.

4 重要會計估計及判斷

編製符合香港財務報告準則之財務報表須運用若干關鍵會計估計。管理層於應用本集團會計政策時亦須行使判斷。

估計及判斷不斷按過往經驗及其他因素評核並以此為基準，包括於有關情況相信屬合理的日後事件預期。

本集團就未來作出估計及假設，所得出會計估計顧名思義極少與相關實際結果對等。有重大風險於下個財政年度導致資產及負債賬面值出現重大調整之估計及假設於下文討論。

(a) 存貨撇減至可變現淨值之估計

本集團根據存貨之可變現情況評估將存貨撇減至可變現淨值。當有事件或情況轉變顯示結餘未必能變現時，即記錄存貨撇減值。識別撇減值須運用判斷及估計。該等估計乃按市況及同類性質售價之過往經驗為基準。當預期與原來估計有出入時，該差異將影響存貨之賬面值，故會撇減該估計變動期內之存貨。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(b) Impairment of interests in associates

Management regularly reviews the recoverability of the Group's interests in associates, in particular when they consider objective evidence of impairment exists, such as significant adverse changes in the market environment, including, among others, the social and economic impact of the COVID-19 on the associates and the countries in which they operate. The sources utilised to identify indications of impairment are often subjective in nature and the Group is required to use judgement in applying such information to its business. The Group's interpretation of this information has a direct impact on whether an impairment assessment is performed as at any given reporting date.

If an indication of impairment is identified, such information is further subject to an exercise that requires the Group to estimate the recoverable amount, representing the asset's value in use. The Group is required to make certain assumptions to make such assessment, including the projected business performance and future cash flows of the associates and appropriate discount rates. Changes in any of these assumptions could result in a material change to future estimates of the recoverable amount of such associates. An impairment loss is recognised in the consolidated statement of comprehensive income whenever the carrying amount of an asset exceeds its recoverable amount.

4 重要會計估計及判斷(續)

(b) 聯營公司權益減值

管理層定期檢討本集團於聯營公司權益的可收回性，尤其是當彼等認為存在減值客觀證據(例如市場環境的重大不利變動，包括(其中包括)COVID-19疫情對聯營公司及其經營所在國家之社會及經濟影響)時進行檢討。用於辨識減值跡象之來源通常屬主觀性質，而本集團須於對其業務應用有關資料時使用判斷。本集團對此資料之詮釋對是否於任何已有報告日期進行減值評估具有直接影響。

倘辨識到減值跡象，則有關資料將進一步受行為規限，有關行為即本集團須估計可收回金額(即資產的使用價值)。本集團須就進行有關評估作出若干假設，包括聯營公司的預測業務表現及未來現金流量以及合適折現率。該等估計有任何變動可能對該等聯營公司的可收回金額未來估計造成重大變動。每當一項資產之賬面值超出其可收回金額，則於綜合收益表確認減值虧損。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(c) Estimated useful lives and impairment of property, plant and equipment, right-of-use assets and intangible assets (other than goodwill)

The Group's property, plant and equipment are depreciated based on their estimated useful lives and estimated residual values. The Group's right-of-use assets are depreciated over the shorter of the assets' useful lives and the lease terms on a straight-line basis. Management has reviewed the estimated useful lives and considers they are appropriate. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment and right-of-use assets of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to market conditions.

Management will increase the depreciation charges where useful lives are less than previously estimated and will dispose of technically obsolete or non-strategic assets that have been abandoned. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation expense in future periods.

The Group amortises its intangible assets with finite useful lives on a straight-line basis over their estimated useful lives. The estimated useful lives reflect management's estimates of the periods that the Group intends to derive future economic benefits from the use of these intangible assets. Intangible assets are amortised on a straight-line basis over a period of two to five years. Impairment loss of HK\$1,455,000 for intangible assets was recognised during the year ended 31 March 2020, resulting in the carrying amount being written down to its recoverable amount. Refer to Note 8 for further details.

4 重要會計估計及判斷(續)

(c) 物業、廠房及設備、使用權資產及無形資產(商譽除外)之估計可使用年期及減值

本集團之物業、廠房及設備乃根據其估計可使用年期及估計剩餘價值進行折舊。本集團之使用權資產按直線法於資產可使用年期及租期(以較短者為準)內予以折舊。管理層已審閱估計可使用年期並認為彼等屬適當。此估計乃根據類似性質及功能之物業、廠房及設備及使用權資產之實際可使用年期之過往經驗作出。其可能會因技術創新及競爭者回應市況之行動而發生重大改變。

倘可使用年期少於先前估計之年期，管理層將增加折舊開支，並將出售已被放棄之技術陳舊或非策略資產。實際經濟年期可能有別於估計可使用年期。定期審閱可能導致折舊年期發生改變，以致改變未來期間之折舊開支。

本集團將其具有限使用年期之無形資產按其估計可使用年期以直線基準攤銷。估計可使用年期反映管理層對本集團擬自使用該等無形資產取得未來經濟利益之期間估計。無形資產乃按兩至五年期以直線基準攤銷。截至二零二零年三月三十一日止年度已確認無形資產減值虧損1,455,000港元，導致賬面值撇減至其可收回金額。進一步詳情請參閱附註8。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(c) Estimated useful lives and impairment of property, plant and equipment, right-of-use assets and intangible assets (other than goodwill) (Continued)

Property, plant and equipment, right-of-use assets and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, including, among others, the economic impact of the COVID-19 pandemic on the operations of the Group and the countries in which it operates. Impairment loss on such assets is recognised as the amount by which the carrying amount exceeds its recoverable amount in accordance with the accounting policy stated in Note 2.9. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use, which are based on the best information available to reflect the amount obtainable at each reporting date, from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal. These require the use of estimates.

(d) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.8. The recoverable amounts of cash generating units have been determined based on value-in-use calculations prepared on the basis of management's assumptions and estimates (Note 2.9). These calculations require the use of estimates.

(e) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's historical and existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in Note 3.1.

4 重要會計估計及判斷(續)

(c) 物業、廠房及設備、使用權資產及無形資產(商譽除外)之估計可使用年期及減值(續)

倘發生任何顯示可能無法收回賬面值之事件或情況變化(包括(其中包括)COVID-19疫情對本集團的營運及其經營所在國家之經濟影響),則會檢討物業、廠房及設備、使用權資產及無形資產的減值情況。根據附註2.9所載之會計政策,該等資產之減值虧損按賬面金額超出其可收回金額之差額確認。可收回金額為資產扣除出售成本後之公平值與使用價值間兩者之較高者,乃根據可得之最佳資料計算,以反映於各報告日期從知情及自願買賣雙方進行之公平交易中出售資產,經扣除出售成本後所獲取之金額。此等計算須採用估計。

(d) 估計商譽減值

本集團根據附註2.8所述會計政策,每年檢測商譽有否出現任何減值。現金產生單位可收回金額按以管理層假設及估計(附註2.9)為基準編製之使用價值計算法釐定。此等計算須作出估計。

(e) 財務資產減值

財務資產之虧損撥備乃根據對違約風險及預期損失率之假設作出。本集團於作出該等假設及選定計算減值之輸入值時,會根據本集團於各報告期末之過往及當前市況,以及前瞻性估計作出判斷。主要假設及所使用之輸入值詳情於附註3.1披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(f) Income taxes

The Group is subject to various taxes in a number of jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred income tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and income tax charges in the period in which such estimate is changed.

(g) Fair values of financial assets

The fair values of financial assets that are traded in an active market are determined by the quoted market prices.

For the fair values of financial assets not traded in an active market, the Group would use the valuation techniques with the assistance of independent professional valuers to estimate the fair values. The methodologies, models, assumptions and parameters used in valuing these financial instruments require judgement by management at each balance sheet date. For further details refer to Note 3.3 above.

4 重要會計估計及判斷(續)

(f) 所得稅

本集團須繳納多個司法權區之稅項，決定所得稅撥備時須作出重大評估。有關多項交易及計算之最終稅項未能於日常業務中確定。倘最終稅務結果與初步記錄款額有別，差額將影響決定期間即期所得稅及遞延所得稅撥備。

於管理層認為很可能有日後應課稅溢利以動用暫時差額或稅項虧損時，確認有關若干暫時差額之遞延稅項資產。倘預期情況與原先估計有別，有關差額將影響估計變動期間確認之遞延稅項資產及所得稅開支。

(g) 財務資產之公平值

在活躍市場買賣之財務資產之公平值按市場報價釐定。

就並無在活躍市場買賣之財務資產之公平值而言，本集團在獨立專業估值師之協助下利用估值技巧估計公平值。該等財務工具之估值方法、模型、假設及參數需要管理層於每個結算日作出判斷。進一步詳情請參照上文附註3.3。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION

The CODM has been identified as the Executive Directors of the Group, who make strategic decisions and review the internal reporting of the Group in order to assess performance and allocate resources.

There are two reportable segments for the Group:

- Electronic products — Develop, manufacture and sale of electronic products (Other than pet-related electronic products)
- Pet-related products — Manufacture and distribution of pet-related products

The CODM assesses the performance of the operating segments based on a measure of the results of reportable segments. Finance income and costs, corporate income and expenses, fair value gains or losses of financial assets and share of results of associates are not included in the results for each operating segment that are reviewed by the CODM. Other information provided to the CODM is measured in a manner consistent with that in the consolidated financial statements.

Revenue from external customers is shown after elimination of inter-segment revenue. Sales between segments, which mainly consist of sale of electronic components and products among subsidiaries, are carried out at mutually agreed terms. Revenue from external parties is measured in a manner consistent with that in the consolidated income statement.

Assets of reportable segments exclude current and deferred income tax assets, financial assets at fair value through other comprehensive income, financial assets at fair value through profit or loss, loans receivable, interests in and amounts due from associates, interest in a joint venture and corporate assets, all of which are managed on a central basis. Liabilities of reportable segments exclude current and deferred income tax liabilities and corporate liabilities. These are part of the reconciliation to total balance sheet assets and liabilities.

5 分類資料

主要營運決策人被認為本集團執行董事，其作出策略決定及審視本集團內部報告以評估表現和分配資源。

本集團有兩個可呈報分類：

- 電子產品 — 開發、製造及銷售電子產品 (寵物相關電子產品除外)
- 寵物相關產品 — 製造及分銷寵物相關產品

主要營運決策人根據可呈報分類業績計量來評估經營分類之表現。融資收入及成本、公司收入及開支、財務資產公平值收益或虧損以及應佔聯營公司之業績概不計入主要營運決策人審閱之各經營分類業績。向主要營運決策人提供之其他資料按與綜合財務報表一致之方式計量。

外來客戶收益於對銷分類間收益後呈列。分類間之銷售(主要包括附屬公司之間銷售電子零件及產品)乃按雙方協定之條款進行。外部人士收益乃按與綜合收益表一致之方式計量。

呈報分類資產不包括按統一基準管理之流動及遞延所得稅資產、按公平值記入其他全面收入之財務資產、按公平值記入損益之財務資產、貸款應收款項、應佔聯營公司之權益及其應收款項、於合資企業之權益及公司資產。呈報分類負債不包括流動及遞延所得稅負債及公司負債。該等資產及負債為資產負債表總資產和負債之對賬部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments for the years ended 31 March 2021 and 2020 is as follows:

5 分類資料(續)

就截至二零二一年及二零二零年三月三十一日止年度呈報分類向主要營運決策人提供之分類資料如下：

		2021 二零二一年			
		Electronic products 電子產品 HK\$'000 千港元	Pet-related products 寵物 相關產品 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Revenue	收益				
Revenue from external customers	外來客戶收益	1,695,367	406,206	-	2,101,573
Inter-segment revenue	分類間收益	235,590	227,590	(463,180)	-
		1,930,957	633,796	(463,180)	2,101,573
Segment results	分類業績	94,955	26,926		121,881
A reconciliation of segment results to profit for the year is as follows:	分類業績與年內溢利之對賬如下：				
Segment results	分類業績				121,881
Unallocated expenses — net	未分配開支—淨額				(25,295)
Other income	其他收入				5,085
Other gains — net	其他收益—淨額				412
Operating profit	經營溢利				102,083
Finance income	融資收入				1,268
Finance costs	融資成本				(2,713)
Share of losses of associates	應佔聯營公司虧損				(8,634)
Profit before income tax	除所得稅前溢利				92,004
Income tax expense	所得稅開支				(12,388)
Profit for the year	年內溢利				79,616

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments for the years ended 31 March 2021 and 2020 is as follows: (Continued)

5 分類資料(續)

就截至二零二一年及二零二零年三月三十一日止年度呈報分類向主要營運決策人提供之分類資料如下：(續)

		Electronic products	Pet-related products	Unallocated	Total
		電子產品	寵物 相關產品	未分配	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Other segment information	其他分類資料				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	33,251	357	2,485	36,093
Depreciation of right-of-use assets	使用權資產折舊	6,180	720	3,773	10,673
Additions to non-current assets (other than interests in associates and a joint venture, financial assets and deferred tax assets)	添置非流動資產 (於聯營公司及一間合營企業之權益、財務資產及遞延稅項資產除外)	114,359	562	4,864	119,785

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments for the years ended 31 March 2021 and 2020 is as follows: (Continued)

5 分類資料(續)

就截至二零二一年及二零二零年三月三十一日止年度呈報分類向主要營運決策人提供之分類資料如下：(續)

		2020 二零二零年			
		Electronic products	Pet-related products	Elimination	Total
		電子產品	相關產品	對銷	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Revenue	收益				
Revenue from external customers	外來客戶收益	1,364,415	250,768	–	1,615,183
Inter-segment revenue	分類間收益	101,613	75,466	(177,079)	–
		<u>1,466,028</u>	<u>326,234</u>	<u>(177,079)</u>	<u>1,615,183</u>
Segment results	分類業績	<u>54,040</u>	<u>16,434</u>		<u>70,474</u>
A reconciliation of segment results to profit for the year is as follows:	分類業績與年內溢利之對賬如下：				
Segment results	分類業績				70,474
Unallocated expenses — net	未分配開支—淨額				(39,376)
Other income	其他收入				1,593
Other gains — net	其他收益—淨額				<u>1,843</u>
Operating profit	經營溢利				34,534
Finance income	融資收入				2,034
Finance costs	融資成本				(5,562)
Share of losses of associates	應佔聯營公司虧損				<u>(1,882)</u>
Profit before income tax	除所得稅前溢利				29,124
Income tax expense	所得稅開支				<u>(1,586)</u>
Profit for the year	年內溢利				<u>27,538</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments for the years ended 31 March 2021 and 2020 is as follows: (Continued)

5 分類資料(續)

就截至二零二一年及二零二零年三月三十一日止年度呈報分類向主要營運決策人提供之分類資料如下：(續)

		Electronic products 電子產品 HK\$'000 千港元	Pet-related products 寵物 相關產品 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Other segment information	其他分類資料				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	28,530	332	2,496	31,358
Depreciation of right-of-use assets	使用權資產折舊	2,759	521	2,316	5,596
Amortisation of intangible assets	無形資產攤銷	–	–	1,226	1,226
Impairment loss of intangible assets	無形資產減值虧損	–	–	1,455	1,455
Additions to non-current assets (other than interests in associates and a joint venture, financial assets and deferred tax assets)	添置非流動資產 (於聯營公司及一間合營企業之權益、財務資產及遞延稅項資產除外)	32,965	1,965	4,252	39,182

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

The segment assets and segment liabilities as at 31 March 2021 and 2020 and the reconciliation to the total assets and total liabilities are as follows:

5 分類資料(續)

就截至二零二一年及二零二零年三月三十一日止年度呈報分類向主要營運決策人提供之分類資料如下：

		2021 二零二一年		
		Electronic products	Pet-related products	Total
		電子產品	寵物 相關產品	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Segment assets	分類資產	1,121,318	75,490	1,196,808
Unallocated:	未分配：			
Property, plant and equipment	物業、廠房及設備			24,379
Right-of-use assets	使用權資產			47,656
Interests in associates	於聯營公司之權益			26,338
Interest in a joint venture	於一間合營企業之權益			7,862
Deferred income tax assets	遞延所得稅資產			1,950
Amounts due from associates	應收聯營公司款項			1,106
Income tax recoverable	可收回所得稅			77
Other investments	其他投資			6,197
Cash and cash equivalents	現金及現金等價物			5,240
Other unallocated assets	其他未分配資產			9,003
Total assets per consolidated balance sheet	綜合資產負債表 所示資產總值			1,326,616
Segment liabilities	分類負債	313,472	40,245	353,717
Unallocated:	未分配：			
Bank borrowings	銀行借貸			138,550
Lease liabilities	租賃負債			3,269
Deferred income tax liabilities	遞延所得稅負債			283
Income tax payable	應付所得稅			19,113
Financial guarantee contracts	財務擔保合同			2,521
Other unallocated liabilities	其他未分配負債			6,995
Total liabilities per consolidated balance sheet	綜合資產負債表 所示負債總額			524,448

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

The segment assets and segment liabilities as at 31 March 2021 and 2020 and the reconciliation to the total assets and total liabilities are as follows: (Continued)

5 分類資料(續)

就截至二零二一年及二零二零年三月三十一日止年度呈報分類向主要營運決策人提供之分類資料如下：(續)

		2020 二零二零年		
		Electronic products	Pet-related products	Total
		電子產品	寵物 相關產品	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Segment assets	分類資產	808,629	30,695	839,324
Unallocated:	未分配：			
Property, plant and equipment	物業、廠房及設備			25,945
Right-of-use assets	使用權資產			47,825
Interests in associates	於聯營公司之權益			25,311
Interest in a joint venture	於一間合營企業之權益			6,919
Deferred income tax assets	遞延所得稅資產			1,314
Amounts due from associates	應收聯營公司款項			9,085
Loans receivable	貸款應收款項			2,066
Income tax recoverable	可收回所得稅			620
Other investments	其他投資			5,309
Cash and cash equivalents	現金及現金等價物			24,319
Other unallocated assets	其他未分配資產			9,925
Total assets per consolidated balance sheet	綜合資產負債表 所示資產總值			997,962
Segment liabilities	分類負債	161,231	2,794	164,025
Unallocated:	未分配：			
Bank borrowings	銀行借貸			67,750
Lease liabilities	租賃負債			2,314
Deferred income tax liabilities	遞延所得稅負債			426
Trade payables	應付貿易賬款			31,603
Income tax payable	應付所得稅			7,889
Other unallocated liabilities	其他未分配負債			19,114
Total liabilities per consolidated balance sheet	綜合資產負債表 所示負債總額			293,121

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

An analysis of the Group's revenue from external customers by country/region of destination for the years ended 31 March 2021 and 2020 is as follows:

5 分類資料(續)

本集團截至二零二一年及二零二零年三月三十一日止年度按目的地國家/地區劃分之外來客戶收益分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
The United States of America (the "USA")	美利堅合眾國(「美國」)	1,222,232	769,079
Taiwan	台灣	236,440	105,914
The People's Republic of China (the "PRC", including Hong Kong)	中華人民共和國(「中國」， 包括香港)	202,981	151,967
Japan	日本	152,147	181,948
Germany	德國	88,629	60,835
Australia	澳洲	56,883	93,169
France	法國	47,067	110,516
United Kingdom	英國	24,934	64,406
Others	其他	70,260	77,349
		2,101,573	1,615,183

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

An analysis of the Group's non-current assets, excluding deferred income tax assets and interests in associates and a joint venture, by geographical locations is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Hong Kong	香港	59,254	76,039
Mainland China	中國內地	278,314	242,649
Vietnam	越南	77,741	14,803
Others	其他	-	111
		415,309	333,602

For the year ended 31 March 2021, external revenue of approximately HK\$935,083,000 (2020: HK\$224,489,000) was generated from three (2020: one) major customers. Each of these three customers accounted for more than 10% (2020: 10%) of the Group's revenue.

No other customer accounted for more than 10% of the Group's revenue for the years ended 31 March 2021 and 2020.

5 分類資料(續)

本集團按地區劃分之非流動資產(不包括遞延所得稅資產以及於聯營公司及一間合營企業之權益)分析如下:

截至二零二一年三月三十一日止年度，外部收益約935,083,000港元(二零二零年：224,489,000港元)源自三名(二零二零年：一名)主要客戶。該等三名客戶各自佔本集團收益10%(二零二零年：10%)以上。

截至二零二一年及二零二零年三月三十一日止年度，概無其他客戶佔本集團收益10%以上。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

6 PROPERTY, PLANT AND EQUIPMENT

6 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture and equipment 傢俬及設備 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 1 April 2019	於二零一九年四月一日						
Cost	成本	161,785	77,028	116,303	42,187	-	397,303
Accumulated depreciation and impairment	累積折舊及減值	(17,984)	(33,001)	(73,562)	(31,947)	-	(156,494)
Net book amount	賬面淨值	143,801	44,027	42,741	10,240	-	240,809
Year ended 31 March 2020	截至二零二零年三月三十一日 止年度						
Opening net book amount	年初賬面淨值	143,801	44,027	42,741	10,240	-	240,809
Additions	添置	-	5,288	9,271	9,820	-	24,379
Disposals	出售	-	(42)	(83)	(75)	-	(200)
Depreciation	折舊	(3,655)	(7,994)	(14,381)	(5,328)	-	(31,358)
Exchange differences	匯兌差額	(5,113)	(1,839)	(963)	(449)	-	(8,364)
Closing net book amount	年終賬面淨值	135,033	39,440	36,585	14,208	-	225,266
As at 31 March 2020	於二零二零年三月三十一日						
Cost	成本	156,134	79,112	116,620	50,361	-	402,227
Accumulated depreciation and impairment	累積折舊及減值	(21,101)	(39,672)	(80,035)	(36,153)	-	(176,961)
Net book amount	賬面淨值	135,033	39,440	36,585	14,208	-	225,266
Year ended 31 March 2021	截至二零二一年三月三十一日 止年度						
Opening net book amount	年終賬面淨值	135,033	39,440	36,585	14,208	-	225,266
Additions	添置	-	5,594	39,751	5,874	33,294	84,513
Disposals	出售	-	-	(40)	(4)	-	(44)
Depreciation	折舊	(3,478)	(8,459)	(17,318)	(6,838)	-	(36,093)
Exchange differences	匯兌差額	14,670	4,993	5,602	1,846	157	27,268
Closing net book amount	年終賬面淨值	146,225	41,568	64,580	15,086	33,451	300,910
As at 31 March 2021	於二零二一年三月三十一日						
Cost	成本	172,792	94,541	163,481	59,562	33,451	523,827
Accumulated depreciation and impairment	累積折舊及減值	(26,567)	(52,973)	(98,901)	(44,476)	-	(222,917)
Net book amount	賬面淨值	146,225	41,568	64,580	15,086	33,451	300,910

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

6 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Depreciation of HK\$17,618,000 (2020: HK\$13,674,000) and HK\$18,475,000 (2020: HK\$17,684,000) has been charged to cost of sales and general and administrative expenses, respectively, in the consolidated income statement for the year ended 31 March 2021.

As at 31 March 2021 and 2020, the Group had no pledge of assets.

6 物業、廠房及設備(續)

截至二零二一年三月三十一日止年度，折舊17,618,000港元(二零二零年：13,674,000港元)及18,475,000港元(二零二零年：17,684,000港元)已分別於綜合收益表內銷售成本及一般及行政管理費用內扣除。

於二零二一年及二零二零年三月三十一日，本集團並無質押資產。

7 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (a) Balances recognised in the consolidated balance sheet

7 使用權資產及租賃負債 (a) 於綜合資產負債表確認之結餘

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Right-of-use assets	使用權資產		
Properties	物業	8,210	10,742
Leasehold land	租賃土地	19,351	20,061
Land use rights	土地使用權	68,380	45,655
		95,941	76,458
Lease liabilities	租賃負債		
Current portion	流動部分	5,107	5,805
Non-current portion	非流動部分	4,430	5,112
		9,537	10,917

Additions to the right-of-use assets during the year ended 31 March 2021 were approximately HK\$30,177,000 (2020: HK\$10,626,000), which mainly represented a piece of land subleased by the Group in Vietnam for a term of 39 years for setting up a new manufacturing plant.

截至二零二一年三月三十一日止年度添置使用權資產約30,177,000港元(二零二零年：10,626,000港元)，主要指本集團於越南就設立新製造廠房而轉租一塊租期為39年的土地。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

7 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(b) Amounts recognised in the consolidated income statement

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Depreciation of right-of-use assets	使用權資產折舊		
Properties	物業	7,692	3,807
Leasehold land	租賃土地	710	710
Land use rights	土地使用權	2,271	1,079
		10,673	5,596
Interests on lease liabilities	租賃負債利息	679	377
Expenses relating to short-term leases	與短期租賃有關之開支	4,665	3,976

The total cash outflow for leases during the year ended 31 March 2021 was approximately HK\$35,681,000 (2020: HK\$8,137,000).

Depreciation of HK\$3,980,000 (2020: HK\$2,609,000) and HK\$6,693,000 (2020: HK\$2,987,000) has been charged to cost of sales and general and administrative expenses, respectively, in the consolidated income statement for the year ended 31 March 2021.

(c) The Group's leasing activities and how these are accounted for

The Group leases various office premises, warehouses and factories. Rental contracts are typically made for fixed terms of 1 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease arrangements do not impose any covenants.

The Group also has leasehold land in Hong Kong and land lease arrangements with the local government agencies in the PRC and Vietnam.

7 使用權資產及租賃負債(續)

(b) 於綜合收益表確認之金額

截至二零二一年三月三十一日止年度，租賃的現金流出總額約為35,681,000港元(二零二零年：8,137,000港元)。

截至二零二一年三月三十一日止年度，折舊3,980,000港元(二零二零年：2,609,000港元)及6,693,000港元(二零二零年：2,987,000港元)已分別於綜合收益表銷售成本及一般及行政管理費用內扣除。

(c) 本集團的租賃活動及其會計處理

本集團租賃多項辦公室物業、倉庫及廠房。租賃合約的固定期限一般為1至3年。每份合約的租賃條款均獨立磋商，且包含各種不同的條款及條件。租賃安排並無施加任何契諾。

本集團亦於香港擁有租賃土地，並與中國及越南當地政府機構訂立土地租賃安排。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8 INTANGIBLE ASSETS

8 無形資產

		Customer relationship 客戶關係 HK\$'000 千港元	Product development 產品開發 HK\$'000 千港元	Patents and trademarks 專利及商標 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 1 April 2019	於二零一九年四月一日				
Cost	成本	5,584	4,986	600	11,170
Accumulated amortisation and impairment	累積攤銷及減值	(5,584)	(2,845)	(60)	(8,489)
Net book amount	賬面淨值	-	2,141	540	2,681
Year ended 31 March 2020	截至二零二零年三月三十一日止年度				
Opening net book amount	年初賬面淨值	-	2,141	540	2,681
Amortisation	攤銷	-	(1,106)	(120)	(1,226)
Impairment	減值	-	(1,035)	(420)	(1,455)
Closing net book amount	年終賬面淨值	-	-	-	-
As at 31 March 2020, 1 April 2020 and 31 March 2021	於二零二零年三月三十一日、二零二零年四月一日及二零二一年三月三十一日				
Cost	成本	5,584	4,986	600	11,170
Accumulated amortisation and impairment	累積攤銷及減值	(5,584)	(4,986)	(600)	(11,170)
Net book amount	賬面淨值	-	-	-	-

The Group's intangible assets were fully amortised and impaired as at 31 March 2021 and 2020.

Amortisation of HK\$1,226,000 and impairment loss of HK\$1,455,000 were charged to general and administrative expenses and "other gains — net", respectively, in the consolidated income statement for the year ended 31 March 2020.

本集團的無形資產已於二零二一年及二零二零年三月三十一日悉數攤銷及減值。

截至二零二零年三月三十一日止年度，攤銷1,226,000港元及減值虧損1,455,000港元已分別於綜合收益表一般及行政管理費用及「其他收益—淨額」內扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

9 GOODWILL

Beginning and end of the year 於年初及年終

The Group's goodwill is related to the acquisitions of 50% equity interest of Suga Technology Limited and 15% equity interest of Suga Technology Hong Kong Limited, both of which are wholly owned subsidiaries principally engaged in trading of electronic products.

Impairment test for goodwill

The Group combined the operation of the two entities as one and therefore, management considered these two entities as one cash generating unit ("CGU"). The recoverable amounts of the CGU are determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period which incorporate the following key assumptions.

Terminal growth rate 終端增長率
Discount rate 貼現率

Management determined budgeted revenue growth rate based on past performance and their expectations for market development. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments. Cash flows beyond the period covered in approved budgets are extrapolated using a growth rate that do not exceed the long-term average growth rate for the businesses in which the CGU operates.

Based on the discounted cash flow forecast prepared by management, the directors are of the view that there is no impairment of goodwill as at 31 March 2021.

9 商譽

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Beginning and end of the year 於年初及年終	3,949	3,949

本集團的商譽乃與收購信佳技術有限公司 50% 股本權益及信佳技術香港有限公司 15% 股本權益有關，兩者均為全資附屬公司，主要從事買賣電子產品。

商譽減值測試

本集團將兩間實體之業務合併為一，因此，管理層認為該等兩間實體為一個現金產生單位（「現金產生單位」）。現金產生單位之可收回金額乃按使用價值計算法釐定。有關計算乃根據經管理層批核涵蓋五年期間之財政預算作出之現金流量預測進行，其包括下列主要假設。

	2021 二零二一年	2020 二零二零年
Terminal growth rate 終端增長率	3.0%	3.0%
Discount rate 貼現率	12.0%	12.0%

管理層根據過往表現及對市場發展之預期釐定預算收益增長率。所採用之貼現率為稅前利率，可反映相關分類之指定風險。超過獲批預算涵蓋期間之現金流量乃使用並不超過現金產生單位經營之業務之長期平均增長率之增長率推測。

根據管理層編製之已貼現現金流量預測，董事認為商譽於二零二一年三月三十一日並無減值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 SUBSIDIARIES

Details of the principal subsidiaries of the Company as at 31 March 2021 are as follows:

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法律實體類別	Issued share capital/ paid-up capital 已發行股本/ 繳足股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及營業地點
			2021 二零二一年	2020 二零二零年	
Suga International Limited (i) 英屬處女群島, 有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary shares US\$700 普通股 700 美元	100%	100%	Investment holding 投資控股
Suga Electronics (Hong Kong) Limited 信至有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$2 普通股 2 港元	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
Suga Electronics Limited (ii) 信佳電子有限公司(ii)	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$2; Non-voting deferred shares HK\$4,000,000 (ii) 普通股 2 港元; 無投票權 遞延股份 4,000,000 港元(ii)	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
Suga Beauty Technology Limited 信佳美容科技有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$2 普通股 2 港元	100%	100%	Design and trading of electronic products in Hong Kong 於香港設計及買賣電子產品
Precise Computer Tooling Co., Limited 精工電腦制模有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$500,000 普通股 500,000 港元	100%	100%	Investment holding 投資控股
On Million Limited 弘溢有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$2 普通股 2 港元	100%	100%	Property holding in Hong Kong 於香港持有物業
Suga Technology Limited 信佳技術有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$2 普通股 2 港元	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
Time Lucky Enterprises Limited 曉時企業有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$10 普通股 10 港元	90%	90%	Investment holding in Hong Kong 於香港從事投資控股
Suga Global Innovation Limited 信佳環球創新有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$4,000,000 普通股 4,000,000 港元	100%	100%	Design and trading of electronic products in Hong Kong 於香港設計及買賣電子產品

10 附屬公司

本公司於二零二一年三月三十一日之主要附屬公司詳情如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 SUBSIDIARIES (CONTINUED)

Details of the principal subsidiaries of the Company as at 31 March 2021 are as follows: (Continued)

10 附屬公司(續)

本公司於二零二一年三月三十一日之主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法律實體類別	Issued share capital/ paid-up capital 已發行股本/ 繳足股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及營業地點
			2021 二零二一年	2020 二零二零年	
Suga Technology Hong Kong Limited 信佳技術香港有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$100,000 普通股 100,000 港元	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
United Fountain Investment Ltd. 匯泉投資有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$1 普通股 1 港元	100%	100%	Pet food distribution in Hong Kong 於香港分銷寵物食品
Suga Electronics (Dongguan) Co. Limited ("SEDG") (iii), (xv) 信佳電子(東莞)有限公司 (「信佳電子東莞」)(iii)、(xv)	Mainland China, limited liability company 中國內地, 有限公司	US\$5,000,000 5,000,000 美元	100%	100%	Manufacturing of electronic products in Mainland China 於中國內地製造電子產品
Long Join (Hong Kong) Electronics Co., Limited 龍健(香港)電子有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$2 普通股 2 港元	100%	100%	Design and trading of electronic products in Hong Kong 於香港設計及買賣電子產品
Nodic-Matsumoto Tooling and Plastic Injection (Huizhou) Co., Limited ("Nodic") (iv), (xv) 腦力一松本模具注塑(惠州)有限公司 (「腦力」)(iv)、(xv)	Mainland China, limited liability company 中國內地, 有限公司	US\$6,000,000 6,000,000 美元	100%	100%	Investment holding in Mainland China 於中國內地從事投資控股
Suga Technology (Dongguan) Co., Ltd. ("STDG") (v), (xv) 東莞町強機電有限公司 (「東莞町強」)(v)、(xv)	Mainland China, limited liability company 中國內地, 有限公司	US\$12,000,000 12,000,000 美元	100%	100%	Manufacturing of electronic products in Mainland China 於中國內地生產電子產品
Suga USA Inc. 美國, 有限公司	U.S.A., limited liability company 美國, 有限公司	Ordinary shares US\$10 普通股 10 美元	100%	100%	Investment holding in U.S.A 於美國從事投資控股

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 SUBSIDIARIES (CONTINUED)

Details of the principal subsidiaries of the Company as at 31 March 2021 are as follows: (Continued)

10 附屬公司 (續)

本公司於二零二一年三月三十一日之主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法律實體類別	Issued share capital/ paid-up capital 已發行股本/ 繳足股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及營業地點
			2021 二零二一年	2020 二零二零年	
Suga Networks Equipment (Shenzhen) Co. Ltd. ("SNESL") (vi), (xv) 信佳網絡器材(深圳)有限公司 ("信佳網絡器材")(vi)·(xv)	Mainland China, limited liability company 中國內地·有限公司	HK\$17,500,000 17,500,000 港元	100%	100%	Manufacturing of electronic products in Mainland China 於中國內地生產電子產品
Happypaws (Shenzhen) Co., Ltd ("HPSZ") (vii), (xv) (formerly known as Chummily Trading (Shenzhen) Limited) ("CTL") 開心寶寵物食品(深圳)有限公司 ("開心寶(深圳)") (vii)·(xv) (前稱為志文貿易(深圳)有限公司) ("志文貿易")	Mainland China, limited liability company 中國內地·有限公司	HK\$1,000,000 1,000,000 港元	100%	100%	Trading of pet products in Mainland China 於中國內地買賣寵物產品
Espresso Limited	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$1 普通股 1 港元	100%	100%	Distribution of pet products in Hong Kong 於香港分銷寵物產品
Chummily Technology (Tianjin) Co., Ltd ("CTLTI") (viii), (xv) 天津志文科技有限公司 ("天津志文")(viii)·(xv)	Mainland China, limited liability company 中國內地·有限公司	RMB10,000,000 人民幣 10,000,000 元	100%	100%	Distribution of pet products in Mainland China 於中國內地分銷寵物產品
Chummily International Trading (Guangzhou) Co., Ltd ("CTLGZ") (ix), (xv) 廣州志泉國際貿易有限公司 ("廣州志泉")(ix)·(xv)	Mainland China, limited liability company 中國內地·有限公司	RMB1,000,000 人民幣 1,000,000 元	100%	100%	Distribution of pet products in Mainland China 於中國內地分銷寵物產品
Happypaws International Limited 開心寶國際有限公司	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$10 普通股 10 港元	100%	100%	Distribution of pet food in Asia 於亞洲分銷寵物食品
Chongmi Investment & Consultation (Shenzhen) Co., Ltd ("CMIC") (x), (xv) 深圳前海龍米投資諮詢有限公司 ("龍米投資")(x)·(xv)	Mainland China, limited liability company 中國內地·有限公司	RMB20,000,000 人民幣 20,000,000 元	90%	90%	Consulting services in Mainland China 於中國內地提供顧問服務

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 SUBSIDIARIES (CONTINUED)

Details of the principal subsidiaries of the Company as at 31 March 2021 are as follows: (Continued)

10 附屬公司(續)

本公司於二零二一年三月三十一日之主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法律實體類別	Issued share capital/ paid-up capital 已發行股本/ 繳足股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及營業地點
			2021 二零二一年	2020 二零二零年	
Suga Smart Tech Limited 信佳新科技有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$100 普通股 100 港元	51%	51%	Design and trading of electronic products in Hong Kong 於香港設計及買賣電子產品
Suga Japan Co., Ltd Suga Japan 株式会社	Japan, limited liability company 日本, 有限公司	Japanese Yen 2,000,000 2,000,000 日圓	100%	100%	Design and trading of electronic products in Japan 於日本設計及買賣電子產品
Wepet Technology Ltd 佳寵科技有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$2 普通股 2 港元	100%	100%	Trading of pet products in Hong Kong 於香港買賣寵物產品
Dongguan Suga Idea Electronics Company Limited ("DSIE") (xi), (xv) 東莞信意電子有限公司 (「東莞信意電子」)(xi)、(xv)	Mainland China, limited liability company 中國內地, 有限公司	US\$1,000,000 1,000,000 美元	100%	100%	Manufacturing of electronic products in Mainland China 於中國內地生產電子產品
Suga Bac Ninh Company Limited ("SVN"), (xii)	Vietnam, limited liability company 越南, 有限公司	US\$4,999,925 4,999,925 美元	100%	100%	Manufacturing of electronic products in Vietnam 於越南生產電子產品
Suga International (Vietnam) Company Limited ("SIVC"), (xiii)	Vietnam, limited liability company 越南, 有限公司	US\$5,995,950 5,995,950 美元	100%	–	Manufacturing of electronic products in Vietnam 於越南生產電子產品

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 SUBSIDIARIES (CONTINUED)

Details of the principal subsidiaries of the Company as at 31 March 2021 are as follows: (Continued)

Notes:

- (i) The shares of Suga International Limited are held directly by the Company. The shares of the other subsidiaries are held indirectly.
- (ii) The non-voting deferred shares of Suga Electronics Limited are held by Essential Mix Enterprises Limited and Broadway Business Limited, which are owned by Dr. Ng Chi Ho and Mr. Ma Fung On, directors and beneficial shareholders of the Company. These non-voting deferred shares have no voting rights, are not entitled to dividends, and are not entitled to any distributions upon winding up unless a sum of HK\$10,000,000 per ordinary share has been distributed to the holders of the ordinary shares.
- (iii) SEDG is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until December 2033 under PRC law.
- (iv) Nodic is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 years until September 2020 under PRC law.
- (v) STDG is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until April 2027 under PRC law.
- (vi) SNESL is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until October 2022 under PRC law.
- (vii) HPSZ is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 years until April 2041 under PRC law.
- (viii) CTLTJ is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 years until December 2045 under PRC law.
- (ix) CTLGZ is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 years until December 2045 under PRC law.
- (x) CMIC is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until December 2033 under PRC law.

10 附屬公司(續)

本公司於二零二一年三月三十一日之主要附屬公司詳情如下：(續)

附註：

- (i) Suga International Limited之股份由本公司直接持有。其他附屬公司之股份則由本公司間接持有。
- (ii) 信佳電子有限公司之無投票權遞延股份由 Essential Mix Enterprises Limited及 Broadway Business Limited持有，而該等公司則由本公司董事兼實益股東吳自豪博士及馬逢安先生擁有。該等無投票權遞延股份無投票或收取股息，清盤時，只有普通股持有人已獲分派每股普通股10,000,000港元後，該等無投票權遞延股份持有人方可獲分派。
- (iii) 信佳電子東莞為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零三三年十二月止，為期20年。
- (iv) 腦力為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零二零年九月止，為期30年。
- (v) 東莞町強為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零二七年四月止，為期20年。
- (vi) 信佳網絡器材為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零二二年十月止，為期20年。
- (vii) 開心寶(深圳)為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零四一年四月止，為期30年。
- (viii) 天津志文為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零四五年十二月止，為期30年。
- (ix) 廣州志泉為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零四五年十二月止，為期30年。
- (x) 寵米投資為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零三三年十二月止，為期20年。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 SUBSIDIARIES (CONTINUED)

Details of the principal subsidiaries of the Company as at 31 March 2021 are as follows: (Continued)

Notes: (Continued)

- (xi) DSIE is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until June 2038 under PRC law.
- (xii) SVN is a wholly foreign owned enterprise established in Vietnam in December 2018.
- (xiii) SIVC is a wholly foreign owned enterprise established in Vietnam in April 2020.
- (xiv) None of the subsidiaries had any loan capital in issue at any time during the year ended 31 March 2021.
- (xv) All subsidiaries established in Mainland China have financial accounting year end date on 31 December in accordance with the local statutory requirements, which is not coterminous with the Group. The consolidated financial statements of the Group being presented were prepared based on the management accounts of these subsidiaries for the twelve months ended 31 March 2021 and 31 March 2020.

10 附屬公司(續)

本公司於二零二一年三月三十一日之主要附屬公司詳情如下：(續)

附註：(續)

- (xi) 東莞信意電子為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零三八年六月止，為期20年。
- (xii) SVN為於二零一八年十二月在越南成立之外商獨資企業。
- (xiii) SIVC為於二零二零年四月在越南成立之外商獨資企業。
- (xiv) 於截至二零二一年三月三十一日止年度任何時間，概無附屬公司有任何已發行借貸資本。
- (xv) 根據當地法規，所有於中國內地成立之附屬公司之財政會計年度年結日須為十二月三十一日，與本集團之年結日不同。所呈列之本集團綜合財務報表乃按該等附屬公司截至二零二一年三月三十一日及二零二零年三月三十一日止十二個月之管理賬目編製。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 INTERESTS IN ASSOCIATES

11 於聯營公司之權益

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Unlisted investments, at cost	未上市投資，按成本列賬	26,338	25,311
Amounts due from associates	應收聯營公司款項		
— Non-current portion	— 非流動部分	—	8,500
— Current portion	— 流動部分	1,106	585
		1,106	9,085

The particulars of the Group's principal associates as at 31 March 2021 are as follows:

本集團於二零二一年三月三十一日之主要聯營公司之詳情如下：

Name 名稱	Particulars of issued/ paid-in capital 已發行／繳足股本詳情	Country of incorporation and type of legal entity 註冊成立國家及法人實體類別	Equity interest held 持有股權	
			2021 二零二一年	2020 二零二零年
Concept Infinity Limited ("CIL") Concept Infinity Limited (「夢想創意」)	Ordinary shares HK\$8,510,000 (2020: HK\$8,510,000) 普通股8,510,000港元 (二零二零年：8,510,000港元)	Hong Kong, limited liability company 香港，有限公司	24.38%	24.38%
Growgreen Limited ("Growgreen", Note (i)) 青萌有限公司(「青萌」，附註(i))	Ordinary shares HK\$21,681,833 (2020: HK\$6,000,000) 普通股21,681,833港元 (二零二零年：6,000,000港元)	Hong Kong, limited liability company 香港，有限公司	46.89%	44.44%
Infinity Network Limited ("INL") Infinity Network Limited (「INL」)	Ordinary shares US\$50,000 (2020: US\$50,000) 普通股50,000美元 (二零二零年：50,000美元)	British Virgin Islands, limited liability company 英屬處女群島，有限公司	50%	50%
Dott Limited ("Dott") Dott Limited (「Dott」)	Ordinary shares HK\$8,507,951 (2020: HK\$8,507,951) 普通股8,507,951港元 (二零二零年：8,507,951港元)	Hong Kong, limited liability company 香港，有限公司	33.25%	33.25%
Mobilogix, Inc. ("Mobilogix", Note (ii)) Mobilogix, Inc. (「Mobilogix」，附註(ii))	Ordinary shares US\$3,813,337 (2020: US\$2,813,346) 普通股3,813,337美元 (二零二零年：2,813,346美元)	United States, limited liability company 美國，有限公司	24.37%	22%

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 INTERESTS IN ASSOCIATES (CONTINUED)

Note (i): Growgreen is principally engaged in development and distribution of hydroponic equipment and related products. It is also a customer of the Group. During the year ended 31 March 2021, existing shareholders of Growgreen, including the Group, made further capital injections totalling approximately HK\$15,682,000 into Growgreen. Upon completion of such transaction, the Group's equity interest in Growgreen increased from 44.44% to 46.89%. The additional investment in Growgreen by the Group was effected by capitalisation of balance due from Growgreen amounting to HK\$7,500,000 (see Note (c)).

Note (ii): Mobilogix is principally engaged in provision of turnkey solutions and engineering services for the internet of things. It is also a customer of the Group. Existing shareholders of Mobilogix, including the Group, made further capital injections of approximately US\$1,000,000 into Mobilogix on 1 March 2021, among which the Group's investment amounted to approximately US\$500,000 (equivalent to HK\$3,875,000). Upon completion of such transaction, the Group's equity interest in Mobilogix increased from 22% to 24.37% (see Note (b)).

The summary of financial information of the Group's associates in aggregate is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Total assets	資產總值	63,594	104,263
Total liabilities	負債總額	35,867	62,891
Revenue	收益	52,964	70,135
Loss for the year	年內虧損	(34,371)	(5,351)

During the year ended 31 March 2021, the Group provided a financial guarantee in favour of a bank to secure a banking facility granted to Growgreen. Details of the identified loss allowance for financial guarantee contracts are disclosed in Note 23.

In addition to the above, there are no other significant contingent liabilities and capital commitment relating to the Group's interests in associates as at 31 March 2021 and 2020.

11 於聯營公司之權益(續)

附註(i)：青萌主要從事水培設備和相關產品的開發和分銷。其亦為本集團客戶之一。截至二零二一年三月三十一日止年度，青萌的現有股東(包括本集團)向青萌進一步注資，總額約為15,682,000港元。該交易完成後，集團在青萌的股權從44.44%增加到46.89%。集團對青萌的額外投資是通過將青萌應付的餘額7,500,000港元資本化而實現(見附註(c))。

附註(ii)：Mobilogix主要從事為物聯網提供統包解決方案及工程服務。其亦為本集團之客戶。於二零二一年三月一日，Mobilogix現有股東(包括本集團)向Mobilogix進一步注資約1,000,000美元，其中本集團之投資額約為500,000美元(相當於3,875,000港元)。於有關交易完成後，本集團於Mobilogix之股權由22%增加至24.37%(見附註(b))。

本集團之聯營公司之合計財務資料概要如下：

截至二零二一年三月三十一日止年度，本集團以銀行為受益人提供財務擔保，獲取向青萌授出的銀行擔保。財務擔保合約已識別虧損撥備於附註23。

除上文所述外，於二零二一年及二零二零年三月三十一日並無與本集團於聯營公司的權益相關其他重大或然負債及資本承擔。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 INTERESTS IN ASSOCIATES (CONTINUED)

(a) Interest in Mobilogix

The Group made further capital injections of US\$500,000 (equivalent to HK\$3,875,000) into Mobilogix on 1 March 2021, upon which the Group's equity interest in Mobilogix increased from 22% to 24.37%.

Details of the capital injection are as follows:

11 於聯營公司之權益(續)

(a) 於 Mobilogix 之權益

本集團於二零二一年三月三十一日向 Mobilogix 進一步注資 500,000 美元(相當於 3,875,000 港元)，本集團於 Mobilogix 的權益從 22% 增加至 24.37%。

注資詳情如下：

		2021 二零二一年 HK\$'000 千港元
Purchase consideration — Cash paid	購買代價 — 已付現金	3,875
Share of fair value of net assets acquired	應佔已收購資產淨值公平值	(873)
Fair value adjustments upon acquisition	收購後公平值調整	(220)
Goodwill	商譽	2,782

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 INTERESTS IN ASSOCIATES (CONTINUED)

(a) Interest in Mobilogix (Continued)

Set out below is the summarised financial information of Mobilogix, which the directors consider a significant associate:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Summarised balance sheet	資產負債表概要		
Non-current assets	非流動資產	1,285	2,296
Trade and other receivables	應收貿易賬款及其他應收款項	14,496	41,006
Cash and cash equivalents	現金及現金等價物	38,056	53,566
Other current assets	其他流動資產	1,255	1,922
Trade and other payables	應付貿易賬款及其他應付款項	(13,293)	(42,371)
Bank borrowings	銀行借貸	(3,840)	-
Other liabilities	其他負債	(654)	(904)
Net assets as at 31 March	於三月三十一日之資產淨值	37,305	55,515
Summarised income statement	收益表概要		
Revenue	收益	48,644	64,167
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	(25,710)	(386)

The information above reflects the amounts presented in the associate's financial information as at and for the year ended 31 March 2021 and without considering any fair value adjustments upon acquisition by the Group.

11 於聯營公司之權益(續)

(a) 於 Mobilogix 之權益(續)

Mobilogix(董事認為屬重大之聯營公司)之財務資料概要載列如下:

以上資料反映聯營公司於二零二一年三月三十一日及截至該日止年度之財務資料所呈列金額，而並無考慮本集團收購後之任何公平值調整。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 INTERESTS IN ASSOCIATES (CONTINUED)

(a) Interest in Mobilogix (Continued)

Reconciliation of the summarised financial information of Mobilogix presented to the carrying value of the Group's interest in Mobilogix:

		2021 二零二一年 HK\$'000 千港元
Opening net assets as at 1 April 2020	於二零二零年四月一日期初資產淨值	55,515
Additions of capital	資本增加	7,500
Loss for the year	年內虧損	(25,710)
Closing net assets as at 31 March 2021	於二零二一年三月三十一日期末資產淨值	37,305
Net assets including fair value adjustments attributable to the Group as at 31 March 2021 (Note)	本集團於二零二一年三月三十一日應佔資產淨值(包括公平值調整)(附註)	8,969
Goodwill	商譽	10,839
Carrying value as at 31 March 2021	於二零二一年三月三十一日賬面值	19,808

Note: The Group's equity interest in Mobilogix increased from 22% to 24.37% on 1 March 2021 due to the capital injection.

11 於聯營公司之權益(續)

(a) 於 Mobilogix 之權益(續)

所呈列之 Mobilogix 之財務資料概要與本集團於 Mobilogix 之權益賬面值之對賬：

附註：於二零二一年三月一日，注資導致本集團於 Mobilogix 的權益從 22% 增加至 24.37%。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 INTERESTS IN ASSOCIATES (CONTINUED)

(a) Interest in Mobilogix (Continued)

Reconciliation of the summarised financial information of Mobilogix presented to the carrying value of the Group's interest in Mobilogix: (Continued)

		2020 二零二零年 HK\$'000 千港元
Net assets as at acquisition date	收購日期資產淨值	55,901
Loss for the period	期內虧損	(386)
Net assets as at 31 March 2020	於二零二零年三月三十一日之資產淨值	55,515
Net assets including fair value adjustments attributable to the Group as at 31 March 2020	本集團於二零二零年三月三十一日應佔資產淨值(包括公平值調整)	14,632
Goodwill	商譽	8,057
Carrying value as at 31 March 2020	於二零二零年三月三十一日之賬面值	22,689

The Group has performed an impairment assessment for its interest in Mobilogix as at 31 March 2021 based on value-in-use calculations using a five-year cash flow projection taking into account the potential economic impact of COVID-19. It is expected that Mobilogix's business will gradually recover from the significant negative impact brought by COVID-19 in the near term. The estimated annual growth rate for Mobilogix's revenue is 67%, 60%, 40%, 20% and 8% in the next five years before the revenue returning to its pre-COVID-19 level in the fifth year, and 3% in perpetuity. Other key assumption adopted in the impairment assessment is the discount rate of 22% (2020: 22%).

11 於聯營公司之權益(續)

(a) 於 Mobilogix 之權益(續)

所呈列之 Mobilogix 之財務資料概要與本集團於 Mobilogix 之權益賬面值之對賬：(續)

本集團對其在 Mobilogix 的權益在二零二一年三月三十一日進行減值評估，評估的依據是使用價值的計算，使用五年的現金流預測，並考慮到 COVID-19 的潛在經濟影響。預計 Mobilogix 的業務將在短期內從 COVID-19 帶來的重大負面影響中逐漸恢復。預計未來五年 Mobilogix 的收入年增長率為 67%、60%、40%、20% 和 8%，第五年的收入將恢復到 COVID-19 之前的水準，並將永遠保持 3%。減值評估中採用的其他關鍵假設是折現率為 22% (二零二零年：22%)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 INTERESTS IN ASSOCIATES (CONTINUED)

(a) Interest in Mobilogix (Continued)

Management determined budgeted revenue growth rate based on past performance and their expectations for market development. The discount rates used are post-tax and reflect specific risks relating to the relevant markets and industry. Cash flows beyond the period covered in approved budgets are extrapolated using a growth rate that do not exceed the long-term average growth rate for the businesses in which the associate operates.

The results of the assessment indicated that no impairment charge was necessary as at 31 March 2021. However, the headroom would be eliminated should the revenue growth for the forecast period decrease by a 10% or the discount rate increase by 4.5%.

- (b) Set out below is the Group's share of results of other associates that are not individually material to the Group during the year ended 31 March 2021:

11 於聯營公司之權益(續)

(a) 於 Mobilogix 之權益(續)

管理層根據過往表現及其對市場發展的預測釐定預算收益增長率。所使用之貼現率為除稅後，並反映與相關市場及行業有關的特定風險。超出經批准預算涵蓋期間的現金流量使用不超過該聯營公司所經營業務的長期平均增長率的增長率推斷。

評估結果顯示，並無必要於截至二零二一年三月三十一日計提減值開支。然而，倘預測期間之收益增長減少10%或貼現率增加4.5%，則空間將被消除。

- (b) 以下載列截至二零二一年三月三十一日止年度之本集團應佔其他聯營公司之業績，其個別對本集團並不重大：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
(Loss)/profit and total comprehensive (loss)/income for the year	年內(虧損)/溢利及 全面(虧損)/收入總額	(1,878)	30

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 INTERESTS IN ASSOCIATES (CONTINUED)

(c) Amounts due from associates

11 於聯營公司之權益(續)

(c) 應收聯營公司款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Growgreen (Note (i))	青萌(附註(i))	521	8,500
CIL (Note (ii))	夢想創意(附註(ii))	1,250	1,250
INL (Note (iii))	INL(附註(iii))	585	585
		2,356	10,335
Less: Loss allowances for CIL (Note (ii))	減：夢想創意之虧損撥備 (附註(ii))	(1,250)	(1,250)
Amounts due from associates, net	應收聯營公司款項淨額	1,106	9,085
Representing:	即：		
— Non-current portion	— 非流動部分	—	8,500
— Current portion	— 流動部分	1,106	585
		1,106	9,085

Notes:

- (i) During the year ended 31 March 2021, the Group made additional capital injections into Growgreen by capitalising the balance due from Growgreen amounting to HK\$7,500,000.

As at 31 March 2021, remaining balance due from Growgreen is interest-free, unsecured and repayable on demand (2020: Same).

- (ii) As at 31 March 2021 and 2020, amount due from CIL of HK\$1,250,000 was fully impaired.

- (iii) As at 31 March 2021 and 2020, amount due from INL is non-interest bearing, unsecured and repayable on demand.

附註：

- (i) 截至二零二一年三月三十一日止年度，本集團透過將應收青萌結餘7,500,000港元資本化向青萌進一步注資。

於二零二一年三月三十一日，應收青萌餘下結餘為免息、無抵押及須按要求償還(二零二零年：相同)。

- (ii) 於二零二一年及二零二零年三月三十一日，應收夢想創意款項1,250,000港元已悉數減值。

- (iii) 於二零二一年及二零二零年三月三十一日，應收INL款項為免息、無抵押及須按要求償還。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTEREST IN A JOINT VENTURE

12 於一間合營企業之權益

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Unlisted investments, at cost	未上市投資，按成本列賬	7,862	6,919

As at 31 March 2021, the Group provided a financial guarantee and charged its 50% equity interest in Huizhou Jiayifu Real Estate Development Co., Ltd (“Huizhou Jiayifu”) in favour of a bank to secure a banking facility granted to Huizhou Jiayifu. Details of the identified loss allowance for financial guarantee contracts are disclosed in Note 23. Other than the above, there are no other significant contingent liabilities and capital commitment relating to the Group’s interest in a joint venture as at 31 March 2021 and 2020.

於二零二一年三月三十一日，本集團提供財務擔保，並將其於惠州佳宜富房地產開發有限公司（「惠州佳宜富」）的50%股權抵押予銀行，以獲取向惠州佳宜富授出的銀行融資。財務擔保合同的已識別虧損撥備於附註23披露。除上述者外，於二零二一年及二零二零年三月三十一日並無其他本集團合營企業權益相關重大或然負債及資本承擔。

In the opinion of the directors, the recoverable amount from the joint venture is not less than the carrying value of the Group’s investment in such joint venture.

董事認為，合營企業之可收回金額不少於本集團於該合營企業之投資之賬面值。

The particulars of the Group’s joint venture as at 31 March 2021 are as follows:

本集團於二零二一年三月三十一日的合資企業的詳情如下：

Name 名稱	Particulars of issued/ paid-in capital 已發行／繳足股本詳情	Country of incorporation and type of legal entity 註冊成立國家及法人實體類別	Equity interest held 持有股權	
			2021 二零二一年	2020 二零二零年
Huizhou Jiayifu 惠州佳宜富	RMB1,800,000 (2020: RMB1,800,000) 人民幣1,800,000元 (二零二零年：人民幣1,800,000元)	Mainland China, limited liability company 中國內地，有限公司	50%	50%

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTEREST IN A JOINT VENTURE (CONTINUED)

Set out below is the summarised financial information of Huizhou Jiayifu:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Summarised balance sheet	資產負債表概要		
Non-current assets	非流動資產	21	19
Inventories	存貨	155,725	115,335
Cash and cash equivalents	現金及現金等價物	61	250
Bank borrowings	銀行借貸	(97,500)	(85,800)
Other liabilities	其他負債	(56,057)	(27,824)
Net assets as at 31 March	於三月三十一日之資產淨值	2,250	1,980

Reconciliation of the summarised financial information of Huizhou Jiayifu presented to the carrying value of the Group's interest in Huizhou Jiayifu:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net assets as at 31 March	於三月三十一日之資產淨值	2,250	1,980
Proportion of the Group's ownership interest in Huizhou Jiayifu	本集團於惠州佳宜富之擁有權權益比例	50%	50%
Net assets attributable to the Group as at 31 March	本集團於三月三十一日應佔之資產淨值	1,125	990
Proceeds receivable on disposal of a land use right	出售土地使用權之應收所得款項	10,000	8,800
Elimination of gain from downstream transaction	對銷下游交易的收益	(3,263)	(2,871)
Carrying value as at 31 March	於三月三十一日之賬面值	7,862	6,919

12 於一間合營企業之權益(續)

惠州佳宜富之財務資料概要載列如下：

所呈列之惠州佳宜富之財務資料概要與本集團於惠州佳宜富之權益之賬面值對賬：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

13 FINANCIAL ASSETS AND LIABILITIES BY CATEGORY

13 按類別劃分之財務資產及負債

		Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
		按公平值記入損益之財務資產	按公平值記入其他全面收入之財務資產	按攤銷成本列賬之財務資產	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Assets	資產				
As at 31 March 2021	於二零二一年三月三十一日				
Financial assets at fair value through other comprehensive income (Note 14)	按公平值記入其他全面收入之財務資產(附註14)	-	6,004	-	6,004
Trade and other receivables	應收貿易賬款及其他應收款項	-	-	373,418	373,418
Financial assets at fair value through profit or loss (Note 17)	按公平值記入損益之財務資產(附註17)	193	-	-	193
Amounts due from associates (Note 11(c))	應收聯營公司款項(附註11(c))	-	-	1,106	1,106
Cash and cash equivalents (Note 19)	現金及現金等價物(附註19)	-	-	127,790	127,790
		193	6,004	502,314	508,511
As at 31 March 2020	於二零二零年三月三十一日				
Financial assets at fair value through other comprehensive income (Note 14)	按公平值記入其他全面收入之財務資產(附註14)	-	5,266	-	5,266
Trade and other receivables	應收貿易賬款及其他應收款項	-	-	195,442	195,442
Financial assets at fair value through profit or loss (Note 17)	按公平值記入損益之財務資產(附註17)	43	-	-	43
Loans receivable (Note 18)	貸款應收款項(附註18)	-	-	2,066	2,066
Amounts due from associates (Note 11(c))	應收聯營公司款項(附註11(c))	-	-	9,085	9,085
Cash and cash equivalents (Note 19)	現金及現金等價物(附註19)	-	-	128,459	128,459
		43	5,266	335,052	340,361

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

13 FINANCIAL ASSETS AND LIABILITIES BY CATEGORY (CONTINUED)

13 按類別劃分之財務資產及負債 (續)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Liabilities	負債		
Other financial liabilities at amortised cost	按攤銷成本列賬的其他財務負債		
Trade and other payables	應付貿易賬款及其他應付款項	311,771	174,239
Bank borrowings (Note 20)	銀行借貸(附註20)	138,550	67,750
Lease liabilities (Note 7)	租賃負債(附註7)	9,537	10,917
		459,858	252,906

14 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

14 按公平值記入其他全面收入之財務資產

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Unlisted equity funds	非上市股本基金	6,004	5,266

Movements of the Group's financial assets at fair value through other comprehensive income during the year are as follows:

年內，本集團按公平值記入其他全面收入之財務資產變動如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Beginning of the year	於年初	5,266	6,910
Disposals	出售	-	(407)
Net fair value gains credited/ (losses charged) to equity	於權益計入之公平值收益淨額/ (扣除之公平值虧損淨額)	738	(1,237)
End of the year	於年終	6,004	5,266

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14 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (CONTINUED)

As at 31 March 2021, the Group's financial assets at fair value through other comprehensive income comprised 700 (2020: 700) non-voting and redeemable shares in the unlisted equity funds. These equity funds are denominated in US\$, with fair values being determined based on the carrying value of the fund calculated with reference to the quoted market prices of the underlying investments.

The fair values of such financial assets are within level 3 of the fair value hierarchy (Note 3.3).

15 INVENTORIES

Raw materials	原材料
Work-in-progress	在建工程
Finished goods	製成品
Less: Provision for impairment	減：減值撥備

The cost of inventories recognised as expense and included in cost of sales amounted to HK\$1,549,863,000 (2020: HK\$1,209,990,000).

14 按公平值記入其他全面收入之財務資產(續)

於二零二一年三月三十一日，本集團按公平值記入其他全面收入之財務資產包括非上市股本基金中700股(二零二零年：700股)無表決權可贖回股份。該等股本基金以美元計值，其公平值乃根據參照相關投資的市場報價計算的基金賬面值而釐定。

該等財務資產之公平值屬於公平值層級中的第三級(附註3.3)。

15 存貨

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Raw materials	268,360	212,715
Work-in-progress	27,366	27,870
Finished goods	52,867	22,513
	348,593	263,098
Less: Provision for impairment	(3,691)	(3,390)
	344,902	259,708

為數1,549,863,000港元(二零二零年：1,209,990,000港元)之存貨成本確認為開支，並計入銷售成本。

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16 TRADE AND OTHER RECEIVABLES

16 應收貿易賬款及其他應收款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade receivables	應收貿易賬款	368,096	192,005
Less: Loss allowance	減：虧損撥備	(4,545)	(8,698)
Trade receivables, net	應收貿易賬款，淨額	363,551	183,307
Prepayments to vendors	預付賣方款項	15,048	38,262
Prepayments for plant and equipment	預付廠房及設備款項	5,095	4,177
Other prepayments	其他預付款項	5,028	4,869
Deposit for right-of-use assets	使用權資產按金	–	6,970
Rental and other deposits	租金及其他按金	2,559	3,042
Value added tax receivables	應收增值稅	11,005	3,778
Income tax recoverable	可收回所得稅	77	620
Other receivables	其他應收款項	7,308	9,093
		409,671	254,118
Less: Non-current prepayments, deposit and other receivables	減：非流動預付款項、按金及 其他應收款項	(8,505)	(13,897)
Current portion of trade and other receivables	應收貿易賬款及其他應收款項之 流動部分	401,166	240,221

The Group recognised loss allowance/(reversal of loss allowance) for financial assets as follows:

本集團就財務資產確認之虧損撥備／(虧損撥備撥回)如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss allowance	虧損撥備		
— Trade receivables	— 應收貿易賬款	(2,551)	1,114
— Other receivables	— 其他應收款項	250	–
Net (reversal of impairment losses)/impairment losses on financial assets	財務資產(減值虧損撥回)／ 減值虧損淨額	(2,301)	1,114

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財務報表附註

16 TRADE AND OTHER RECEIVABLES (CONTINUED)

The carrying values of the Group's trade and other receivables approximate their fair values.

As at 31 March 2021, the ageing analysis of trade receivables based on invoice date is as follows:

16 應收貿易賬款及其他應收款項 (續)

本集團應收貿易賬款及其他應收款項之賬面值與其公平值相若。

於二零二一年三月三十一日，應收貿易賬款按發票日期之賬齡分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0 to 30 days	0至30日	350,610	146,921
31 to 60 days	31至60日	7,856	24,193
61 to 90 days	61至90日	1,836	8,849
91 to 180 days	91至180日	1,371	6,463
Over 180 days	180日以上	6,423	5,579
		368,096	192,005
Less: Loss allowance	減：虧損撥備	(4,545)	(8,698)
Trade receivables, net	應收貿易賬款，淨額	363,551	183,307

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

16 TRADE AND OTHER RECEIVABLES (CONTINUED)

All trade receivables are either repayable within one year or on demand. The Group generally grants credit terms of 30 to 60 days to its customers. The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. Movements of loss allowance for trade receivables are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Beginning of the year	於年初	8,698	7,618
Increase in loss allowance recognised in profit and loss during the year	年內於損益確認之虧損撥備增加	–	2,371
Reversal of loss allowance recognised in prior year	撥回於過往年度確認之虧損撥備	(2,551)	(1,257)
Write-off	撇銷	(1,673)	–
Exchange differences	匯兌差額	71	(34)
End of the year	於年終	4,545	8,698

The Group's credit risk management is disclosed in Note 3.1 to the consolidated financial statements.

The carrying amounts of trade receivables are denominated in the following currencies:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
HK\$	港元	3,222	3,680
US\$	美元	355,310	181,866
RMB	人民幣	9,564	6,448
VND	越南盾	–	11
		368,096	192,005

16 應收貿易賬款及其他應收款項 (續)

所有應收賬款均於一年內或按要求償還。本集團一般向其客戶授予30–60日信貸期。本集團應用香港財務報告準則第9號的簡化方法計量預期信貸虧損，該方法就所有應收貿易賬款使用存續期預期虧損撥備。應收貿易賬款虧損撥備變動如下：

本集團之信貸風險管理於綜合財務報表附註3.1披露。

應收貿易賬款之賬面值按以下貨幣計值：

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財務報表附註

16 TRADE AND OTHER RECEIVABLES (CONTINUED)

As at 31 March 2021, the Group is not aware of any other credit risk on deposits, value added tax receivables and other receivables as their counterparties are either banks, government, corporation or individual with good credit ratings. The majorities of these financial assets are neither past due nor impaired and there is no history of default. The carrying amount of deposits, value added tax receivables and other receivables are denominated in the following currencies:

HK\$	港元
RMB	人民幣
US\$	美元
VND	越南盾
Others	其他

The maximum exposure to credit risk at each reporting date is the fair value of each class of receivables as mentioned above. The Group does not hold any collateral as security.

16 應收貿易賬款及其他應收款項 (續)

於二零二一年三月三十一日，本集團並不知悉其按金、應收增值稅及其他應收款項有任何其他信貸風險，原因為交易對方均為銀行、政府或具有良好信貸評級之公司或個人。該等財務資產大部分均未到期或減值，且並無拖欠記錄。按金、應收增值稅及其他應收款項之賬面值按以下貨幣計值：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
1,247	2,196
17,892	12,758
394	7,191
1,195	594
144	144
20,872	22,883

於各報告日期之最高信貸風險為上述各類應收款項之公平值。本集團並無持有任何抵押品作抵押。

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財務報表附註

17 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

17 按公平值記入損益之財務資產

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Listed equity instruments	上市權益工具	193	43

As at 31 March 2021, the Group's listed equity instruments represented 9,774 (2020: 9,774) common stocks of Boxlight Corporation, a company incorporated in the United States, whose shares are listed on NASDAQ.

於二零二一年三月三十一日，本集團的上市權益工具指Boxlight Corporation（一間於美國註冊成立的公司，其股份於NASDAQ上市）的9,774股普通股（二零二零年：9,774股）。

As at 31 March 2021 and 2020, the fair value of such listed equity instrument is determined based on its current bid price. The fair value is within level 1 of the fair value hierarchy (Note 3.3).

於二零二一年及二零二零年三月三十一日，該上市權益工具之公平值乃根據其當時買入價釐定。公平值屬於公平值層級中的第一級（附註3.3）。

18 LOANS RECEIVABLE

18 貸款應收款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loans receivable	貸款應收款項		
— Non-current portion	— 非流動部分	—	266
— Current portion	— 流動部分	—	1,800
		—	2,066

As at 31 March 2020, the balances of HK\$2,066,000 represented loans receivable from the major shareholder of CIL which were unsecured and interest bearing at 6% per annum. Such loans were fully settled by the borrower during the year ended 31 March 2021.

於二零二零年三月三十一日，結餘2,066,000港元指來自CIL主要股東之貸款應收款項，該款項為無抵押且年利率為6%。截至二零二一年三月三十一日止年度，有關貸款已由借貸人悉數結清。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

19 CASH AND CASH EQUIVALENTS

19 現金及現金等價物

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	127,790	128,459

Cash and cash equivalents are denominated in the following currencies:

現金及現金等價物按以下貨幣計值：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
HK\$	港元	16,624	11,611
US\$	美元	81,192	51,648
RMB (Note (b))	人民幣(附註(b))	25,515	64,368
VND (Note (c))	越南盾(附註(c))	3,749	471
Others	其他	710	361
		127,790	128,459

Notes:

- (a) For the year ended 31 March 2021, the effective interest rate on the Group's bank deposits is 0.1% (2020: 0.3%) per annum. The bank deposits of the Group have an average maturity of 22 days (2020: 20 days).
- (b) The conversion of bank balances and cash of the Group denominated in RMB into foreign currencies and remittance of RMB funds out of Mainland China are subject to the rules and regulations of foreign exchange control promulgated by the Mainland Chinese Government.
- (c) The conversion of bank balances and cash of the Group denominated in VND into foreign currencies and remittance of VND funds out of Vietnam are subject to the rules and regulations of foreign exchange control promulgated by the local government in Vietnam.

附註：

- (a) 截至二零二一年三月三十一日止年度，本集團銀行存款之實際年利率為0.1%（二零二零年：0.3%）。本集團之銀行存款之平均到期日為22日（二零二零年：20日）。
- (b) 本集團以人民幣計值之銀行結餘及現金兌換為外幣及將人民幣匯出中國內地，須受中國內地政府頒佈之外匯管制規例及規定所限制。
- (c) 本集團以越南盾計值之銀行結餘及現金兌換為外幣及將越南盾匯出越南，須受越南政府頒佈之外匯管制規例及規定所限制。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

20 BANK BORROWINGS

20 銀行借貸

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current	流動		
Bank borrowings	銀行借貸	138,550	67,750

As at 31 March 2021 and 2020, the Group's borrowings are repayable on demand.

於二零二一年及二零二零年三月三十一日，本集團之借款須按要求償還。

As at 31 March 2021 and 2020, the Group's borrowings repayable based on the scheduled date are as follows:

於二零二一年及二零二零年三月三十一日，本集團按預定日期須予償還之借貸如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within one year	一年內	108,550	67,750
Between one and two years	一至兩年	20,000	–
Between two and three years	兩至三年	10,000	–
		138,550	67,750

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財務報表附註

20 BANK BORROWINGS (CONTINUED)

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates were as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
6 months or less	六個月或以下	138,550	67,750

The Group has aggregate banking facilities of approximately HK\$710,500,000 (2020: HK\$785,800,000) for overdrafts, loans and trade financing.

Unused facilities at the same date amounted to approximately HK\$519,922,000 (2020: HK\$693,811,045), which are secured by corporate guarantees provided by the Company and certain of its subsidiaries (2020: Same).

In addition to the above, the Group is required to comply with certain restrictive financial covenants imposed by the banks.

The effective interest rates at the balance sheet date were as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Bank borrowings	銀行借貸	1.29%	3.09%

As all the bank borrowings were at floating interest rates, the carrying amounts of the borrowings approximate their fair values and all balances are denominated in HK\$.

20 銀行借貸(續)

本集團借貸面對之利率變動風險及合約重新定價日期如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
6 months or less	六個月或以下	138,550	67,750

本集團就透支、貸款及貿易融資有銀行信貸總額約710,500,000港元(二零二零年：785,800,000港元)。

於同日之未動用融資約為519,922,000港元(二零二零年：693,811,045港元)，由本公司及其若干附屬公司提供之公司擔保作抵押(二零二零年：相同)。

除上述者外，本集團須遵守銀行施加之若干限制財務契諾。

於結算日之實際利率如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Bank borrowings	銀行借貸	1.29%	3.09%

由於全部銀行借貸按浮息計息，借貸賬面值與其公平值相若，而全部結餘均按港元計值。

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財務報表附註

21 DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Deferred income tax assets:	遞延所得稅資產：		
— Deferred income tax assets to be recovered after more than 12 months	— 逾十二個月後收回之遞延所得稅資產	(1,950)	(1,314)
Deferred income tax liabilities:	遞延所得稅負債：		
— Deferred income tax liabilities to be settled after more than 12 months	— 逾十二個月後償還之遞延所得稅負債	283	426

Movements of the net deferred income tax assets account are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Beginning of the year	於年初	(888)	(1,973)
(Credited)/charged to consolidated income statement (Note 32)	於綜合收益表(計入)/扣除(附註32)	(687)	1,052
Exchange differences	匯兌差額	(92)	33
End of the year	於年終	(1,667)	(888)

21 遞延所得稅

遞延稅項資產及遞延稅項負債分析如下：

有關遞延所得稅資產淨額賬之變動如下：

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財務報表附註

21 DEFERRED INCOME TAX (CONTINUED)

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax assets —

	Decelerated tax depreciation 減速稅項折舊		Tax losses 稅項虧損		Others 其他		Total 合計	
	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
	As at 1 April 於四月一日	(701)	(738)	-	-	(613)	(1,592)	(1,314)
Charged/(credited) to consolidated income statement 於綜合收益表扣除/(計入)	176	4	(845)	-	125	979	(544)	983
Exchange differences 匯兌差額	(92)	33	-	-	-	-	(92)	33
As at 31 March 於三月三十一日	(617)	(701)	(845)	-	(488)	(613)	(1,950)	(1,314)

Deferred income tax liabilities —

	Accelerated tax depreciation 加速稅項折舊	
	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
As at 1 April (Credited)/charged to consolidated income statement 於四月一日於綜合收益表(計入)/扣除	426	357
	(143)	69
As at 31 March 於三月三十一日	283	426

21 遞延所得稅 (續)

遞延所得稅資產及負債於年內之變動(未計及於同一稅務司法權區抵銷之結餘)如下:

遞延所得稅資產 —

遞延所得稅負債 —

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財務報表附註

21 DEFERRED INCOME TAX (CONTINUED)

As at 31 March 2021, the Group has unrecognised tax losses of HK\$49,273,000 (2020: HK\$57,223,000) for Hong Kong profits tax purposes, which have no expiry, and unrecognised tax losses of HK\$53,036,000 (2020: HK\$62,047,000) for PRC corporate income tax purposes which will expire during year 2021 to year 2025 (2020: 2020 to year 2024). No deferred tax assets have been recognised for certain Hong Kong tax losses and all of the PRC tax loss as the directors consider that it is not probable that the related temporary difference will be reversed in the foreseeable future.

According to the PRC Enterprise Income Tax Rule (“EIT”) law, withholding income tax at a rate of 10% would be imposed on dividends relating to profits earned from year 2008 onwards to foreign investors for the companies established in the PRC. Such dividend tax rate may be further reduced by applicable tax treaties or arrangement. According to the Arrangement between the Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income, the withholding tax rate on dividends paid by a PRC resident enterprise to a Hong Kong resident enterprise is further reduced to 5% if the Hong Kong resident enterprise holds at least 25% equity interests in the PRC resident enterprise.

As at 31 March 2021, deferred income tax liabilities of HK\$3,731,000 (2020: HK\$2,587,000) has not been recognised for the withholding tax and other taxes that would be payable on the unremitted earnings of certain subsidiaries as the Company controls the dividend policies of these subsidiaries and it is not probable that these subsidiaries would distribute earnings in the foreseeable future. Unremitted earnings totalled HK\$74,626,000 as at 31 March 2021 (2020: HK\$51,744,000).

21 遞延所得稅(續)

於二零二一年三月三十一日，就香港利得稅而言，本集團有未經確認稅項虧損49,273,000港元(二零二零年：57,223,000港元)(而其為無屆滿期)，就中國企業所得稅而言，未經確認稅項虧損為53,036,000港元(二零二零年：62,047,000港元)，並將於二零二一年年度至二零二五年年度(二零二零年：二零二零年至二零二四年年度)到期。由於董事認為相關暫時差額有可能不會於可見將來撥回，故概無就若干香港稅項虧損及全部中國稅項虧損確認遞延稅項資產。

根據中國企業所得稅(「企業所得稅」)法實施條例，自二零零八年起於中國成立的公司向其當時海外投資者匯付的股息應按10%的稅率繳納預扣稅。倘訂有適用稅務條約或安排，則可採用較低的預扣稅稅率。根據內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排，合資格香港稅務居民企業如持有中國居民企業至少25%股權，中國居民企業向香港居民企業支付的股息預扣稅稅率進一步減至5%。

於二零二一年三月三十一日，遞延所得稅負債3,731,000港元(二零二零年：2,587,000港元)並未就若干附屬公司之未匯出盈利確認預扣稅及其他稅項，原因為本公司控制該等附屬公司之股息政策，而該等附屬公司將不可能於可見將來分派盈利。於二零二一年三月三十一日之未匯出盈利合共為74,626,000港元(二零二零年：51,744,000港元)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

22 TRADE AND OTHER PAYABLES AND CONTRACT LIABILITIES

22 應付貿易賬款及其他應付款項及合約負債

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade payables	應付貿易賬款	288,463	154,346
Salaries and staff welfare payable	應付薪金及員工福利	19,467	12,540
Accrued expenses	應計費用	4,694	5,071
Others	其他	18,614	14,822
Total trade and other payables	應付貿易賬款及其他應付款項總額	331,238	186,779

The ageing analysis of trade payables based on invoice date is as follows:

應付貿易賬款按發票日期之賬齡分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0 to 30 days	0至30日	259,171	105,280
31 to 60 days	31至60日	12,396	28,330
61 to 90 days	61至90日	6,352	11,520
91 to 180 days	91至180日	5,256	7,423
Over 180 days	180日以上	5,288	1,793
		288,463	154,346

The fair values of the Group's trade and other payables approximate their carrying values.

本集團應付貿易賬款及其他應付款項之公平值與其賬面值相若。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

22 TRADE AND OTHER PAYABLES AND CONTRACT LIABILITIES (CONTINUED)

The carrying amounts of trade payables are denominated in the following currencies:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
HK\$	港元	26,922	13,791
US\$	美元	255,739	110,001
RMB	人民幣	5,689	30,486
Others	其他	113	68
		288,463	154,346

The carrying amounts of other payables are denominated in the following currencies:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
HK\$	港元	6,546	9,345
US\$	美元	283	–
RMB	人民幣	32,002	21,982
VND	越南盾	3,944	1,080
Others	其他	–	26
		42,775	32,433

Note:

The contract liabilities represent the advance payments received from counterparties for goods that have not yet been transferred to customers. The Group has recognised the following liabilities related to contracts with customers:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Contract liabilities — sales of goods	合約負債 — 銷售貨物	23,206	19,360

The carrying amounts of contract liabilities are primarily denominated in US\$.

22 應付貿易賬款及其他應付款項及合約負債(續)

應付貿易賬款之賬面值按以下貨幣計值：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
HK\$	港元	26,922	13,791
US\$	美元	255,739	110,001
RMB	人民幣	5,689	30,486
Others	其他	113	68
		288,463	154,346

其他應付款項之賬面值按以下貨幣計值：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
HK\$	港元	6,546	9,345
US\$	美元	283	–
RMB	人民幣	32,002	21,982
VND	越南盾	3,944	1,080
Others	其他	–	26
		42,775	32,433

附註：

合約負債指就尚未轉讓予客戶的貨物自交易對方收取的預付款。本集團已確認以下與客戶合約有關之負債：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Contract liabilities — sales of goods	合約負債 — 銷售貨物	23,206	19,360

合約負債之賬面值主要以美元計值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

22 TRADE AND OTHER PAYABLES AND CONTRACT LIABILITIES (CONTINUED)

The following table shows the amount of revenue recognised in the years ended 31 March 2021 and 2020 relating to carried-forward contract liabilities:

Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘的已確認收益

The Group expects their performance obligations under the contracts with customers to be satisfied over a period of no more than 1 year.

23 FINANCIAL GUARANTEE CONTRACTS

As at 31 March 2021, the Group provided financial guarantees in favour of two banks of HK\$10,000,000 and RMB78,000,000 (equivalent to HK\$97,500,000) to secure banking facilities granted to an associate and a joint venture respectively. As at 31 March 2021, the bank facilities utilised by an associate and a joint venture was approximately HK\$6,500,000 and RMB78,000,000 (equivalent to HK\$97,500,000) respectively.

As at 31 March 2021, the Group recognised loss allowance of HK\$2,521,000 in accordance with the expected credit loss model under HKFRS 9.

22 應付貿易賬款及其他應付款項及合約負債(續)

下表載列截至二零二一年及二零二零年三月三十一日止年度就結轉合約負債而確認的收益金額：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
19,360	27,622

本集團預期彼等於客戶合約項下的履約責任將於不超過1年的期間內完成。

23 財務擔保合約

於二零二一年三月三十一日，本集團以兩間銀行為受益人提供財務擔保10,000,000港元及人民幣78,000,000元(相當於97,500,000港元)，獲取分別向聯營公司及合營企業授出的銀行融資。於二零二一年三月三十一日，聯營公司及合營企業動用銀行融資約為6,500,000港元及人民幣78,000,000元(相當於97,500,000港元)。

於二零二一年三月三十一日，本集團根據香港財務報告準則第9號項下預期信貸虧損模式確認虧損撥備2,521,000港元。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

24 SHARE CAPITAL

24 股本

		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元
Authorised — ordinary shares of HK\$0.1 each 法定—每股面值0.1港元之普通股		2,000,000	200,000
		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元
Issued and fully paid — ordinary shares of HK\$0.1 each 已發行及繳足—每股面值0.1港元之普通股			
As at 31 March 2020	於二零二零年三月三十一日	283,490	28,349
As at 31 March 2021	於二零二一年三月三十一日	283,490	28,349

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

25 SHARE OPTIONS

The Company adopted a share option scheme (the "Share Option Scheme") on 6 August 2012. Pursuant to the Share Option Scheme, the Company may grant share options to certain grantees (including directors and employees) of the Group to subscribe for shares of the Company. The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under this Share Option Scheme and any other share option schemes adopted by the Group shall not exceed 30 per cent of the share capital of the Company in issue from time to time. The subscription price will be determined by the directors, and will not be less than the highest of the nominal value of the shares, the closing price of the shares quoted on the Stock Exchange on the trading day of granting the options and the average of the closing prices of the shares quoted on the Stock Exchange for the five trading days immediately preceding the date of granting the options.

Movements in the number of share options outstanding during the year are as follows:

25 購股權

本公司於二零一二年八月六日採納購股權計劃(「購股權計劃」)。根據購股權計劃，本公司可向本集團若干承授人(包括董事及僱員)批授購股權以認購本公司股份。根據購股權計劃及本集團採納之任何其他購股權計劃授出及尚未行使其所有發行在外購股權獲行使時可能發行之最高股份數目，不得超過本公司不時已發行股本30%。認購價將由董事釐定，金額將不少於股份面值、批授購股權之交易日當日股份在聯交所所報收市價及緊接購股權批授日期前五個交易日股份在聯交所所報平均收市價(以最高者為準)。

年內尚未行使購股權數目之變動如下：

		2021 二零二一年		2020 二零二零年	
		Average exercise price in HK\$ 每股之平均 港元行使價	Number of options 購股權數目 '000 千份	Average exercise price in HK\$ 每股之平均 港元行使價	Number of options 購股權數目 '000 千份
Beginning of the year	於年初	2.116	11,050	2.431	23,500
Granted during the year	年內已授出	1.330	1,000	1.810	1,300
Lapsed	已失效	—	—	2.784	(10,250)
Expired	已到期	2.201	(2,350)	2.158	(3,500)
End of the year	於年終		9,700		11,050

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

25 SHARE OPTIONS (CONTINUED)

As at 31 March 2021 and 2020, all of the outstanding options were fully vested and exercisable.

No share options were exercised during the years ended 31 March 2021 and 2020.

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

Expiry date 到期日	Exercise price 行使價	Number of options 購股權數目		Vested percentages 歸屬百分比	
		2021 二零二一年 '000 千份	2020 二零二零年 '000 千份	2021 二零二一年	2020 二零二零年
Directors	董事				
29 June 2021	二零二一年六月二十九日	2.190	3,300	100%	100%
29 August 2023	二零二三年八月二十九日	2.090	800	100%	100%
Employees	僱員				
9 July 2020	二零二零年七月九日	2.260	–	100%	100%
6 January 2021	二零二一年一月六日	2.142	–	100%	100%
29 August 2023	二零二三年八月二十九日	2.090	3,300	100%	100%
9 July 2024	二零二四年七月九日	1.810	1,300	100%	100%
15 October 2025	二零二五年十月十五日	1.330	1,000	100%	–
			9,700		11,050

The weighted average fair value of the options granted during the year ended 31 March 2021 determined using the binomial option pricing model was approximately HK\$0.09 (2020: HK\$0.13) per share. The significant inputs into the model were share prices of HK\$1.330 (2020: HK\$1.810) as at the grant date, exercise price as shown above, volatility of 22% (2020: 21.35%), expected life of options of five years (2020: five years), expected dividend yield of 6.46% (2020: 6.84%) and annual risk-free interest rate of 0.2% (2020: 1.42%). The volatility measured at the standard deviation of expected share price return is based on the historical volatility of the Company's share price over a period of five years before the date when the options were granted.

25 購股權(續)

於二零二一年及二零二零年三月三十一日，所有尚未行使之購股權已悉數歸屬及可予行使。

截至二零二一年及二零二零年三月三十一日止年度，概無購股權予以行使。

於年終未行使購股權之到期日及行使價如下：

截至二零二一年三月三十一日止年度授出的購股權加權平均公平值採用二項式購股權定價模式釐定，約為每股0.09港元(二零二零年：0.13港元)。該模式的重要輸入值分別為於授出日期的股價1.330港元(二零二零年：1.810港元)、上文所示行使價、波幅22%(二零二零年：21.35%)、購股權預期年期五年(二零二零年：五年)、預期股息收益率6.46%(二零二零年：6.84%)及無風險年利率0.2%(二零二零年：1.42%)。按照預期股價回報率之標準偏差計量之波幅乃根據本公司於授出購股權日期前五年期間的股價歷史波幅計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

26 RESERVES

26 儲備

		Share premium	Capital reserve (Note)	Share-based compensation reserve	Property revaluation reserve	Financial assets at fair value through other comprehensive income fair value reserve 按公平值記入其他全面收入之財務資產 公平值儲備	Exchange reserve	Other reserve	Retained earnings	Total
		股份溢價 HK\$'000 千港元	資本儲備 (附註) HK\$'000 千港元	股份付款 報酬儲備 HK\$'000 千港元	物業重估儲備 HK\$'000 千港元	公平值儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	保留盈利 HK\$'000 千港元	合計 HK\$'000 千港元
As at 1 April 2019	於二零一九年四月一日	88,841	10,591	5,717	6,790	(277)	(7,989)	(3,499)	595,063	695,237
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	-	-	-	-	-	(12,214)	-	-	(12,214)
Fair value losses on equity investments at fair value through other comprehensive income	按公平值記入其他全面收入之股權投資之公平值虧損	-	-	-	-	(1,237)	-	-	-	(1,237)
Transfer of accumulated losses on disposal of equity investments at fair value through other comprehensive income to retained earnings	於出售按公平值記入其他全面收入之股權投資時將累計虧損轉入保留盈利	-	-	-	-	1,353	-	-	(1,353)	-
Employee share option scheme: Valuation of employee services	僱員購股權計劃：僱員服務之價值	-	-	167	-	-	-	-	-	167
Options lapsed and expired	已失效及到期之購股權	-	-	(3,433)	-	-	-	-	3,433	-
Profit for the year	年內溢利	-	-	-	-	-	-	-	27,705	27,705
Dividends paid	已付股息	-	-	-	-	-	-	-	(34,018)	(34,018)
As at 31 March 2020	於二零二零年三月三十一日	88,841	10,591	2,451	6,790	(161)	(20,203)	(3,499)	590,830	675,640

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

26 RESERVES (CONTINUED)

26 儲備(續)

		Share premium	Capital reserve (Note)	Share-based compensation reserve	Property revaluation reserve	Financial assets at fair value through other comprehensive income fair value reserve 按公平值記入其他全面收入之財務資產公平值儲備	Exchange reserve	Other reserve	Retained earnings	Total
		股份溢價 HK\$'000 千港元	資本儲備 (附註) HK\$'000 千港元	股份付款 報酬儲備 HK\$'000 千港元	物業重估儲備 HK\$'000 千港元	儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	保留盈利 HK\$'000 千港元	合計 HK\$'000 千港元
As at 1 April 2020	於二零二零年四月一日	88,841	10,591	2,451	6,790	(161)	(20,203)	(3,499)	590,830	675,640
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	-	-	-	-	-	39,561	-	-	39,561
Fair value gains on equity investments at fair value through other comprehensive income	按公平值記入其他全面收入之股權投資之公平值收益	-	-	-	-	738	-	-	-	738
Employee share option scheme:	僱員購股權計劃:									
Valuation of employee services	僱員服務之價值	-	-	91	-	-	-	-	-	91
Options expired	已到期之購股權	-	-	(853)	-	-	-	-	853	-
Profit for the year	年內溢利	-	-	-	-	-	-	-	79,274	79,274
Dividends paid	已付股息	-	-	-	-	-	-	-	(22,679)	(22,679)
As at 31 March 2021	於二零二一年三月三十一日	88,841	10,591	1,689	6,790	577	19,358	(3,499)	648,278	772,625

Note:

The capital reserve of the Group includes the difference between the nominal value of the ordinary shares issued by the Company and the aggregate amount of the share capital and share premium of subsidiaries acquired through an exchange of shares pursuant to the Group's reorganisation in September 2002.

附註:

本集團資本儲備包括於二零二零年九月根據本集團重組透過股份交換本公司所發行普通股面值與所收購附屬公司之股本及股份溢價總額間之差額。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27 REVENUE

The Group is principally engaged in the research and development, manufacture and sales of electronic products, pet food and other pet-related products. Revenue from sales of goods recognised during the year are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Sales of goods	貨物銷售額	2,101,573	1,615,183

28 EXPENSES BY NATURE

Expenses included in cost of sales, distribution and selling expenses and general and administrative expenses are analysed as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Cost of inventories	存貨成本	1,549,863	1,209,990
Depreciation of property, plant and equipment (Note 6)	物業、廠房及設備折舊(附註6)	36,093	31,358
Depreciation of right-of-use assets (Note 7)	使用權資產折舊(附註7)	10,673	5,596
Amortisation of intangible assets (Note 8)	無形資產攤銷(附註8)	-	1,226
Operating lease rental for short-term leases	短期租賃之經營租約租金	4,665	3,976
Employee benefit expense (including directors' emoluments) (Note 35)	員工福利開支(包括董事酬金)(附註35)	263,777	212,266
Auditor's remuneration	核數師酬金		
— Audit services	— 核數服務	3,250	3,250
— Non-audit services	— 非核數服務	405	300
Commission expense	佣金開支	15,520	13,392
Donations	捐款	2,157	6,516
Legal and professional fee	法律及專業費用	4,071	6,163
Advertising	廣告	3,110	6,993
Repairs and maintenance	維修及維護	4,790	4,825
Entertainment	應酬	3,209	2,918
Insurance	保險	1,439	1,154
Other expenses	其他開支	101,745	73,048
Total cost of sales, distribution and selling expenses and general and administrative expenses	銷售成本、分銷及銷售費用以及一般及行政管理費用總額	2,004,767	1,582,971

27 收益

本集團主要從事電子產品、寵物食品及其他寵物相關產品研究及開發、製造與銷售業務。年內確認貨物銷售額之收益如下：

28 按性質劃分之開支

計入銷售成本、分銷及銷售費用以及一般及行政管理費用之開支分析如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

29 OTHER INCOME

29 其他收入

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Government grants	政府補助	4,392	1,256
Scrap sales	廢料銷售	496	292
Others	其他	197	45
		5,085	1,593

30 OTHER GAINS — NET

30 其他收益 — 淨額

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net foreign currency exchange loss	匯兌虧損淨額	(693)	(311)
Gain on disposal of a land use right to a joint venture	向一間合營企業出售土地使用權 之收益	—	4,785
Impairment loss of intangible assets	無形資產減值虧損	—	(1,455)
Net fair value gains/(losses) on financial assets at fair value through profit or loss	按公平值記入損益之財務資產 公平值收益/(虧損)淨額	150	(1,176)
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之收益	955	—
		412	1,843

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 FINANCE COSTS — NET

31 融資成本 — 淨額

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Interest income from:	來自下列各項之利息收入：		
— bank deposits	— 銀行存款	190	410
— overdue interests received from customers	— 自客戶收取逾期利息	864	1,314
— others	— 其他	214	310
Finance income	融資收入	1,268	2,034
Interest expense on:	來自下列各項之利息開支：		
— bank borrowings	— 銀行借貸	(2,034)	(5,185)
— lease liabilities	— 租賃負債	(679)	(377)
Finance costs	融資成本	(2,713)	(5,562)
Finance costs — net	融資成本 — 淨額	(1,445)	(3,528)

32 INCOME TAX EXPENSE

(a) Bermuda and British Virgin Islands income tax

The Company is exempted from taxation in Bermuda until 2035. The Company's subsidiaries in the British Virgin Islands are incorporated under the International Business Acts of the British Virgin Islands and, accordingly, are exempted from the British Virgin Islands income taxes.

(b) Hong Kong profits tax

Hong Kong profits tax has been provided for at 16.5% (2020: 16.5%) on the estimated assessable profit for the year ended 31 March 2021.

32 所得稅開支

(a) 百慕達及英屬處女群島所得稅

本公司直至二零三五年前免繳百慕達稅項。本公司於英屬處女群島之附屬公司乃根據英屬處女群島國際商業法註冊成立，因此免繳英屬處女群島所得稅。

(b) 香港利得稅

截至二零二一年三月三十一日止年度，香港利得稅以稅率 16.5% (二零二零年：16.5%) 就估計應課稅溢利作出撥備。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32 INCOME TAX EXPENSE (CONTINUED)

(c) PRC corporate income tax

The Group's subsidiaries in Mainland China are subject to corporate income tax at 25% (2020: 25%) effective from 1 January 2008.

(d) Vietnam taxation

The Group's subsidiary incorporated in Vietnam is entitled to tax holiday under which its profits would be fully exempted from Vietnam enterprise income tax ("EIT") for two years starting from its first year of profitable operations after offsetting prior year tax losses, followed by 50% reduction in EIT in next four years. During the current year, there are no assessable profits being generated by SVN and SIVC (2020: Nil).

(e) The amount of income tax charged to the consolidated income statement represents:

32 所得稅開支(續)

(c) 中國企業所得稅

本集團於中國內地之附屬公司須按 25% (二零二零年: 25%) 繳納企業所得稅, 自二零零八年一月一日起生效。

(d) 越南稅項

本集團於越南註冊成立之附屬公司有權享受免稅期, 在此期間, 其溢利將在抵銷上一年度稅項虧損後自首個盈利年度開始兩年內完全獲豁免繳納越南企業所得稅(「企業所得稅」), 並於其後四年獲減免一半企業所得稅。於本年度, SVN及SIVC並無產生應課稅溢利(二零二零年: 無)。

(e) 自綜合收益表扣除之所得稅金額指:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current income tax:	當期所得稅:		
— Hong Kong profits tax	— 香港利得稅	12,052	2,219
— Income tax outside Hong Kong	— 香港以外所得稅	1,533	—
— Over-provision in prior years	— 過往年度超額撥備	(510)	(1,685)
Deferred income tax charge (Note 21)	遞延所得稅開支(附註21)	(687)	1,052
Total income tax expense	所得稅開支總額	12,388	1,586

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32 INCOME TAX EXPENSE (CONTINUED)

(f) The income tax on the Group's profit before income tax differs from the theoretical amount that would arise using the taxation rate in Hong Kong as follows:

32 所得稅開支(續)

(f) 本集團除所得稅前溢利之所得稅與以香港稅率計算之理論金額有所不同，詳情如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	92,004	29,124
Calculated at a taxation rate of 16.5% (2020: 16.5%)	按 16.5% (二零二零年：16.5%) 稅率計算	15,181	4,805
Effect of different income tax rates on income outside Hong Kong	香港境外所產生收入採用不同 所得稅率之影響	1,921	(2,146)
Tax losses not recognised	未確認稅項虧損	5,446	8,651
Expenses not deductible for income tax purpose	不可扣所得稅之開支	4,669	4,071
Income not subject to income tax	毋須繳納所得稅之收入	(3,064)	(6,521)
Tax concession and incentives	稅項優惠及激勵	(5,487)	(3,713)
Over-provision in prior years	過往年度超額撥備	(510)	(1,685)
Recognition of deferred income tax assets on previously unrecognised tax losses	就過往未確認稅項虧損確認 遞延所得稅資產	(845)	-
Utilisation of previously unrecognised tax losses	動用過往未確認稅項虧損	(4,923)	(1,876)
Income tax expense	所得稅開支	12,388	1,586

There is no tax charge relating to components of other comprehensive income.

概無稅項支出與其他全面收入項目有關。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2021 二零二一年	2020 二零二零年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)	79,274	27,705
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均股數 (千股)	283,490	283,490
Basic earnings per share (HK cents)	每股基本盈利(港仙)	27.96	9.77

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding assuming conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares which is the share options granted to directors and employees. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

33 每股盈利

(a) 基本

每股基本盈利乃按本公司擁有人應佔溢利除以年內已發行普通股之加權平均股數計算。

(b) 攤薄

每股攤薄盈利乃於假設所有潛在攤薄普通股已轉換的情況下調整發行在外普通股加權平均股數作出計算。本公司有一類潛在攤薄普通股，即向董事及僱員授出之購股權。就購股權而言，有關計算乃按附帶未行使購股權之認購權之貨幣價值作出，釐定可按公平值(釐定為本公司股份平均市價)購入之股份數目。以上述方法計算之股份數目與假設購股權獲行使而已經發行的股份數目比較。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33 EARNINGS PER SHARE (CONTINUED)

(b) Diluted (Continued)

33 每股盈利(續)

(b) 攤薄(續)

		2021 二零二一年	2020 二零二零年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利(千港元)	79,274	27,705
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均股數(千股)	283,490	283,490
Adjustments for share options ('000)	購股權調整(千份)	20	–
Weighted average number of ordinary shares for diluted earnings per share ('000)	每股攤薄盈利之普通股加權平均股數(千股)	283,510	283,490
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	27.96	9.77

34 DIVIDENDS

Dividends paid during the period ended 30 September 2020 and the year ended 31 March 2020 were HK\$17,009,000 (HK6.0 cents per share) and HK\$5,670,000 (HK2.0 cents per share), respectively. A dividend in respect of the year ended 31 March 2021 of HK8.0 cents per share and a special dividend of HK3.0 cents per share, totalling HK\$31,184,000, is to be proposed at the annual general meeting on 13 August 2021. These financial statements do not reflect such dividends payable.

34 股息

截至二零二零年九月三十日止期間及截至二零二零年三月三十一日止年度已付股息分別為17,009,000港元(每股6.0港仙)及5,670,000港元(每股2.0港仙)。將於二零二一年八月十三日的股東週年大會上建議就截至二零二一年三月三十一日止年度宣派股息每股8.0港仙及特別股息每股3.0港仙，合共為31,184,000港元。該等財務報表並無反映該應付股息。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Interim dividend, paid, of HK6.0 cents (2020: HK6.0 cents) per ordinary share	已派中期股息每股普通股6.0港仙(二零二零年: 6.0港仙)	17,009	17,009
Final dividend, proposed, of HK8.0 cents (2020: HK2.0 cents) per ordinary share	擬派末期股息每股普通股8.0港仙(二零二零年: 2.0港仙)	22,679	5,670
Special dividend, proposed, of HK3.0 cents (2020: Nil) per ordinary share	擬派特別股息每股普通股3.0港仙(二零二零年: 零港仙)	8,505	–
		48,193	22,679

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

35 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

35 員工福利開支(包括董事酬金)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Wages and salaries (Note)	工資及薪金(附註)	230,321	186,548
Bonus	花紅	9,534	8,196
Staff welfare	員工福利	11,296	6,996
Share-based compensation expenses	股份付款報酬開支	91	167
Unutilised annual leave	未提取年假	180	163
Pension costs — defined contribution plans	退休金成本 — 定額供款計劃	12,355	10,196
		263,777	212,266

Note:

The Group received subsidies of HK\$4,212,000 from the HKSAR Government under COVID-19 related employment support schemes ("ESS"), which was credited against wages and salaries expense for the year ended 31 March 2021 (2020: Nil).

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included three (2020: three) directors whose emoluments are reflected in Note 36. The emoluments payable to the remaining two (2020: two) individuals during the year are as follows:

附註：

本集團自香港政府COVID-19相關保就業計劃(「保就業計劃」)收取補貼4,212,000港元，計入截至二零二一年三月三十一日止年度工資及薪金開支(二零二零年：零)。

(a) 五名最高薪酬人士

於本年度，本集團五名最高薪酬人士包括三名(二零二零年：三名)董事，彼等之酬金已於附註36反映。年內應付其餘兩名(二零二零年：兩名)人士之酬金如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	4,649	4,955
Retirement benefits scheme contributions	退休福利計劃供款	99	90
		4,748	5,045

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

35 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (CONTINUED)

(a) Five highest paid individuals (Continued)

The emoluments fell within the following bands:

		Number of individuals 人數	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Emolument bands	酬金範圍		
HK\$2,000,001–HK\$2,500,000	2,000,001 港元至 2,500,000 港元	2	1
HK\$2,500,001–HK\$3,000,000	2,500,001 港元至 3,000,000 港元	–	1
		2	2

(b) Senior management's emoluments by band

The senior management's emoluments (excluding the five highest paid individuals) fell within the following bands:

		Number of individuals 人數	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Emolument bands	酬金範圍		
HK\$1,000,001–HK\$1,500,000	1,000,001 港元至 1,500,000 港元	2	2

35 員工福利開支(包括董事酬金)(續)

(a) 五名最高薪酬人士(續)

酬金介乎以下範圍：

(b) 按範圍劃分的高級管理人員酬金

介乎以下範圍的高級管理人員(不包括五名最高薪酬人士)之酬金：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

36 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors and chief executive's emoluments

The emoluments of every director and the chief executive is set out below:

36 董事利益及權益

(a) 董事及主要行政人員酬金

各董事及主要行政人員之酬金載列如下：

		Fees	Salaries and allowance	Share-based compensation	Discretionary bonuses	Employer's contribution to retirement benefit scheme	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	股份付款報酬 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	退休福利計劃僱主供款 HK\$'000 千港元	合計 HK\$'000 千港元
For the year ended 31 March 2021:	截至二零二一年三月三十一日止年度：						
Executive directors:	執行董事：						
Dr. Ng Chi Ho (Chairman, Chief Executive Officer)	吳自豪博士 (主席、行政總裁)	-	4,875	-	700	488	6,063
Mr. Ma Fung On (Deputy Chairman)	馬逢安先生 (副主席)	-	2,119	-	250	106	2,475
Dr. Ng Man Cheuk	吳民卓博士	-	1,521	-	420	76	2,017
Non-executive directors:	非執行董事：						
Mr. Lee Kam Hung	李錦雄先生	180	-	-	-	-	180
Mr. Luk Wing Ching	陸永青先生	180	-	-	-	-	180
Independent non-executive directors:	獨立非執行董事：						
Mr. Leung Yu Ming, Steven	梁宇銘先生	240	-	-	-	-	240
Mr. Chan Kit Wang	陳杰宏先生	216	-	-	-	-	216
Dr. Cheung Nim Kwan	張念坤博士	216	-	-	-	-	216
For the year ended 31 March 2020:	截至二零二零年三月三十一日止年度：						
Executive directors:	執行董事：						
Dr. Ng Chi Ho (Chairman, Chief Executive Officer)	吳自豪博士 (主席、行政總裁)	-	5,213	-	750	521	6,484
Mr. Ma Fung On (Deputy Chairman)	馬逢安先生 (副主席)	-	2,279	-	250	114	2,643
Dr. Ng Man Cheuk	吳民卓博士	-	1,614	-	350	81	2,045
Non-executive directors:	非執行董事：						
Mr. Lee Kam Hung	李錦雄先生	180	-	-	-	-	180
Mr. Luk Wing Ching	陸永青先生	180	-	-	-	-	180
Independent non-executive directors:	獨立非執行董事：						
Mr. Leung Yu Ming, Steven	梁宇銘先生	240	-	-	-	-	240
Mr. Chan Kit Wang	陳杰宏先生	216	-	-	-	-	216
Dr. Cheung Nim Kwan	張念坤博士	216	-	-	-	-	216

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

36 BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)

(a) Directors and chief executive's emoluments (Continued)

Note:

Dr. Ng Chi Ho, Mr. Ma Fung On and Dr. Ng Man Cheuk voluntarily waived emoluments of HK\$421,000, HK\$168,000 and HK\$28,000 respectively during the year ended 31 March 2021. No directors waived their emoluments in respect of the year ended 31 March 2020.

(b) Directors' retirement benefits and termination benefits

None of the retirement benefits was paid or receivable by directors during the year (2020: Nil).

None of the termination benefits was paid by or receivable from the Company, the subsidiary undertaking nor the controlling shareholders to the directors during the year (2020: Nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2021, the Company does not pay consideration to any third parties for making available directors' services (2020: Nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

As at 31 March 2021, there are no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and controlled entities with such directors (2020: Nil).

(e) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2020: Nil).

36 董事利益及權益(續)

(a) 董事及主要行政人員酬金(續)

附註：

於截至二零二一年三月三十一日止年度，吳自豪博士、馬逢安先生及吳民卓博士自願放棄分別為數421,000港元、168,000港元及28,000港元的酬金。截至二零二零年三月三十一日止年度，概無董事放棄酬金。

(b) 董事退休福利及離職福利

年內，概無董事已付或已收退休福利(二零二零年：零)。

年內，概無本公司、附屬公司或控股股東向董事承諾已付或已收終止福利(二零二零年：零)。

(c) 向第三方支付提供董事服務之代價

截至二零二一年三月三十一日止年度，本公司並無向任何第三方支付提供董事服務之代價(二零二零年：零)。

(d) 有關以董事、由董事控制的受控制法人團體及與董事有關連之關連實體為受益人之貸款、準貸款及其他交易之資料

於二零二一年三月三十一日，概無以有關董事、由有關董事控制的受控制法人團體及與有關董事有關連之關連實體為受益人之貸款、準貸款及其他交易安排資料(二零二零年：無)。

(e) 董事於交易、安排或合約之重大權益

於年終或年內任何時間，概無存續本公司作為訂約方且本公司董事於當中擁有重大權益(不論直接或間接)的與本公司業務有關之重大交易、安排或合約(二零二零年：無)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

37 綜合現金流量表附註

(a) Reconciliation of profit for the year to cash generated from operations as follows:

(a) 年內溢利與經營業務所產生現金對賬如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit for the year	年內溢利	79,616	27,538
Adjustments for:	調整：		
— Income tax expense	— 所得稅開支	12,388	1,586
— Finance income	— 融資收入	(1,268)	(2,034)
— Finance cost	— 融資成本	2,713	5,562
— Depreciation of property, plant and equipment	— 物業、廠房及設備折舊	36,093	31,358
— Depreciation of right-of-use assets	— 使用權資產折舊	10,673	5,596
— Amortisation of intangible assets	— 無形資產攤銷	—	1,226
— (Gain)/loss on disposals of property, plant and equipment	— 出售物業、廠房及設備之(收益)/虧損	(955)	151
— Gain on disposal of a land use right	— 出售土地使用權之收益	—	(4,785)
— Net fair value (gains)/losses on financial assets at fair value through profit or loss	— 按公平值記入損益之財務資產公平值(收益)/虧損淨額	(150)	1,176
— Share-based compensation expenses	— 股份付款報酬開支	91	167
— Net impairment losses on financial assets	— 財務資產之減值虧損淨額	220	1,114
— Impairment loss on intangible assets	— 無形資產減值虧損	—	1,455
— Share of losses of associates	— 應佔聯營公司虧損	8,634	1,882
		148,055	71,992
Changes in working capital:	營運資金變動：		
— Inventories	— 存貨	(85,194)	28,914
— Trade and other receivables	— 應收貿易賬款及其他應收款項	(150,967)	11,190
— Trade and other payables and contract liabilities	— 應付貿易賬款及其他應付款項及合約負債	148,305	(34,171)
Cash generated from operations	經營業務產生之現金	60,199	77,925

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(b) Proceeds from disposals of property, plant and equipment and a land use right comprise:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net book value of property, plant and equipment (Note 6)	物業、廠房及設備賬面淨值 (附註6)	44	200
Gain/(loss) on disposals of property, plant and equipment	出售物業、廠房及設備之收益/(虧損)	955	(151)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之所得款項	999	49

(c) Net (debt)/cash reconciliation

This section sets out an analysis of net (debt)/cash and the movements in net (debt)/cash for each of the years presented.

37 綜合現金流量表附註(續)

(b) 出售物業、廠房及設備及土地使用權之所得款項包括：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net book value of property, plant and equipment (Note 6)	物業、廠房及設備賬面淨值 (附註6)	44	200
Gain/(loss) on disposals of property, plant and equipment	出售物業、廠房及設備之收益/(虧損)	955	(151)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之所得款項	999	49

(c) 淨(債務)/現金對賬

本節載列於各所示年度的淨(債務)/現金分析及淨(債務)/現金變動。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	127,790	128,459
Bank borrowings	銀行借貸	(138,550)	(67,750)
Lease liabilities	租賃負債	(9,537)	(10,917)
Net (debt)/cash	淨(債務)/現金	(20,297)	49,792
Cash and cash equivalents	現金及現金等價物	127,790	128,459
Gross debt — variable interest rates	總債務 — 浮動利率	(138,550)	(67,750)
Gross debt — fixed interest rates	總債務 — 固定利率	(9,537)	(10,917)
Net (debt)/cash	淨(債務)/現金	(20,297)	49,792

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(c) Net (debt)/cash reconciliation (Continued)

37 綜合現金流量表附註(續)

(c) 淨(債務)/現金對賬(續)

		Other assets 其他資產	Liabilities from financing activities 融資活動的負債			
		Cash and cash equivalents 現金及 現金等價物	Dividends 股息	Bank borrowings 銀行借貸	Lease liabilities 租賃負債	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Net cash as at 1 April 2020	於二零二零年四月一日 的淨現金	128,459	-	(67,750)	(10,917)	49,792
Non cash — dividend declared	非現金 — 已宣派股息	-	22,679	-	-	22,679
Cash flows	現金流量	(13,742)	(22,679)	(70,800)	30,337	(76,884)
Acquisition — leases	收購 — 租賃	-	-	-	(30,177)	(30,177)
Derecognition — leases	終止確認 — 租賃	-	-	-	1,220	1,220
Foreign exchange adjustments	外匯調整	13,073	-	-	-	13,073
Net debt as at 31 March 2021	於二零二一年 三月三十一日的 淨債務	127,790	-	(138,550)	(9,537)	(20,297)
Net cash as at 1 April 2019	於二零一九年四月一日 的淨現金	127,826	-	(69,537)	(4,075)	54,214
Non cash — dividend declared	非現金 — 已宣派股息	-	34,018	-	-	34,018
Cash flows	現金流量	3,370	(34,018)	1,787	3,784	(25,077)
Acquisition — leases	收購 — 租賃	-	-	-	(10,626)	(10,626)
Foreign exchange adjustments	外匯調整	(2,737)	-	-	-	(2,737)
Net cash as at 31 March 2020	於二零二零年 三月三十一日的 淨現金	128,459	-	(67,750)	(10,917)	49,792

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(d) Major non-cash transactions

During the years ended 31 March 2021, the Group underwent the following major non-cash transaction:

- (i) Amount due from Growgreen of HK\$7,500,000 was capitalised as equity interest as at 31 March 2021.

During the year ended 31 March 2020, the Group had the following major non-cash transactions:

- (i) Financial assets at fair value through profit or loss of HK\$1,287,000 and HK\$24,601,000, representing the Group's investments in future equity of interests of Dott and promissory notes of Mobilogix, respectively, were transferred to investments in associates.
- (ii) Proceeds on disposal of the industrial use right of the land to Huizhou Jiayifu of HK\$8,800,000 have not yet been received as at 31 March 2020 and such balance was included in "interest in a joint venture" as at 31 March 2020.
- (iii) The amount due from an associate of HK\$360,000 was transferred to loans receivable from the major shareholder of CIL ("Guarantor").

37 綜合現金流量表附註(續)

(d) 主要非現金交易

截至二零二一年三月三十一日止年度，本集團已進行以下主要非現金交易：

- (i) 於二零二一年三月三十一日，應收青萌款項7,500,000港元已資本化為股權。

截至二零二零年三月三十一日止年度，本集團有以下主要非現金交易：

- (i) 按公平值記入損益之財務資產1,287,000港元及24,601,000港元，指本集團對Dott遠期股本權益之投資及Mobilogix承兌票據，已分別轉入於聯營公司之投資。
- (ii) 於二零二零年三月三十一日尚未收到向惠州佳宜富出售土地之工業使用權之所得款項8,800,000港元，而有關結餘已計入於二零二零年三月三十一日之「於一間合營企業之權益」。
- (iii) 應收一間聯營公司之款項360,000港元已轉入應收CIL主要股東(「擔保人」)之貸款應收款項。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

38 CAPITAL COMMITMENTS

As at 31 March 2021 and 2020, the Group had the following capital commitments:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Contracted but not provided for:	已訂約但未撥備：		
— Property, plant and equipment	— 物業、廠房及設備	18,498	1,159
— Investment in Huizhou Jiayifu	— 於惠州佳宜富之投資	4,510	4,510
		23,008	5,669

39 EMPLOYEE RETIREMENT BENEFITS

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"). The MPF Scheme is a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees makes monthly contributions to the scheme at 5% to 10% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The Group has no further payment obligations once the contributions have been paid.

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The Group contributes approximately 7% to 12% of the basic salaries of its employees, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

38 資本承擔

於二零二一年及二零二零年三月三十一日，本集團有下列資本承擔：

39 僱員退休福利

本集團已為其香港僱員安排參與強制性公積金計劃（「強積金計劃」）。強積金計劃乃定額供款計劃，由獨立信託人管理。根據強積金計劃，本集團與其僱員分別依照強制性公積金法例每月向該計劃供款，金額為僱員收入之5%至10%。一經支付供款，本集團即概無進一步付款責任。

本集團按照中國內地規則及法例之規定，為其在中國內地之僱員向國家資助退休計劃供款。本集團按其僱員基本工資約7%至12%供款，除年度供款外，並無實際支付退休金或退休後福利之其他責任。國家資助退休計劃負責向退休僱員支付應付之全部退休金。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

39 EMPLOYEE RETIREMENT BENEFITS (CONTINUED)

For employees in Vietnam, the Group contributes to state-sponsored employees' social insurance scheme at 18% of the basic salaries of the subsidiary's employees, subject to a cap. The state-sponsored social insurance scheme is responsible for the pension obligations payable to retired employees.

For the year ended 31 March 2021, the aggregate amount of the Group's contributions to the aforementioned pension schemes were approximately HK\$12,355,000 (2020: HK\$10,196,000).

40 RELATED PARTY TRANSACTIONS

As at 31 March 2021, 38.99% (2020: 38.99%) of the total issued shares of the Company is owned by Superior View Inc., a company incorporated in the British Virgin Islands, and 15.42% (2020: 15.42%) of the total issued shares of the Company is owned by Billion Linkage Limited, a company incorporated in the British Virgin Islands. The ultimate controlling parties of the Group are Dr. Ng Chi Ho, a director of the Company, and Ms. Lee Wai Fun, wife of Dr. Ng Chi Ho, respectively.

(a) Transactions with an associate

Sales of goods to Mobilogix	向 Mobilogix 銷售貨品
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Goods are sold at prices mutually agreed by the Group and its related parties in the ordinary course of business.

39 僱員退休福利(續)

就越南的僱員而言，本集團按越南附屬公司僱員基本薪金之18%向由國家資助的僱員社會保險計劃供款，惟受上限所規限。國家資助的社會保險計劃負責付予退休僱員之養老金。

截至二零二一年三月三十一日止年度，本集團向上述退休金計劃作出之供款總額約為12,355,000港元(二零二零年：10,196,000港元)。

40 有關連人士交易

於二零二一年三月三十一日，本公司已發行股份總額之38.99%(二零二零年：38.99%)乃由在英屬處女群島註冊成立之公司 Superior View Inc. 擁有，而本公司已發行股份總額之15.42%(二零二零年：15.42%)乃由在英屬處女群島註冊成立之公司 Billion Linkage Limited 擁有。本集團最終控股人士分別為本公司董事吳自豪博士及李惠芬女士(吳自豪博士之妻子)。

(a) 與聯營公司之交易

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
3,253	19,862

於日常業務過程中，貨品以本集團及其有關連人士相互協定之價格出售。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

40 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Key management compensation

The aggregate remuneration of key personnel management, including amounts paid to the Company's directors and certain of the highest paid employees, as disclosed in Notes 35 and 36, is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	17,036	17,963
Post-employment benefits	離職後福利	879	916
		17,915	18,879

(c) Year-end balances with related parties

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Amounts due from associates	應收聯營公司款項	1,106	9,085

The terms of balances with related parties are disclosed in Note 11.

40 有關連人士交易(續)

(b) 主要管理層報酬

主要管理層人員之薪酬總額包括已付本公司董事及若干最高薪僱員之款項(於附註35及36披露)，載列如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	17,036	17,963
Post-employment benefits	離職後福利	879	916
		17,915	18,879

(c) 與有關連人士之年終結餘

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Amounts due from associates	應收聯營公司款項	1,106	9,085

與有關連人士的結餘年期於附註11披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

41 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

Balance sheet of the Company

41 本公司之資產負債表及儲備變動

本公司之資產負債表

		31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元	31 March 2020 二零二零年 三月三十一日 HK\$'000 千港元
Non-current assets	非流動資產		
Interests in subsidiaries	於附屬公司之權益	68,166	68,166
Deferred tax assets	遞延稅項資產	280	404
		68,446	68,570
Current assets	流動資產		
Trade and other receivables	應收貿易賬款及其他應收款項	995	1,210
Amounts due from subsidiaries	應收附屬公司款項	142,430	167,323
Cash and cash equivalents	現金及現金等價物	1,862	1,334
		145,287	169,867
Total assets	資產總值	213,733	238,437
Current liabilities	流動負債		
Trade and other payables	應付貿易賬款及其他應付款項	3,529	5,346
Total liabilities	負債總額	3,529	5,346
Equity	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	28,349	28,349
Other reserves	其他儲備	155,402	156,164
Retained earnings	保留盈利	26,453	48,578
		210,204	233,091
Total equity and liabilities	權益及負債總額	213,733	238,437

The balance sheet of the Company was approved by the Board of Directors on 28 June 2021 and was signed on its behalf.

Ng Chi Ho
吳自豪
Director
董事

本公司資產負債表已於二零二一年六月二十八日獲董事會批准，並由下列董事代表簽署。

Ma Fung On
馬逢安
Director
董事

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

41 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

Note (a) reserve movement of the Company

		Share premium	Contributed surplus	Share-based compensation reserve	Retained earnings	Total
		股份溢價 HK\$'000 千港元	繳入盈餘 HK\$'000 千港元	股份付款 報酬儲備 HK\$'000 千港元	保留盈利 HK\$'000 千港元	合計 HK\$'000 千港元
As at 1 April 2019	於二零一九年四月一日	88,841	64,872	5,717	79,377	238,807
Employee share option scheme:	僱員購股權計劃：					
Valuation of employee services	僱員服務之價值	-	-	167	-	167
Options lapsed and expired	已失效及到期之購股權	-	-	(3,433)	3,433	-
Loss for the year	年內虧損	-	-	-	(214)	(214)
Dividends paid	已付股息	-	-	-	(34,018)	(34,018)
As at 31 March 2020	於二零二零年三月三十一日	88,841	64,872	2,451	48,578	204,742
As at 1 April 2020	於二零二零年四月一日	88,841	64,872	2,451	48,578	204,742
Employee share option scheme:	僱員購股權計劃：					
Valuation of employee services	僱員服務之價值	-	-	91	-	91
Options expired	已到期之購股權	-	-	(853)	853	-
Loss for the year	年內虧損	-	-	-	(299)	(299)
Dividends paid	已付股息	-	-	-	(22,679)	(22,679)
As at 31 March 2021	於二零二一年三月三十一日	88,841	64,872	1,689	26,453	181,855

Note:

Contributed surplus represents the difference between the nominal amount of shares issued and the book value of the underlying net assets of subsidiaries acquired in return.

Under the Companies Act 1981 of Bermuda, the contributed surplus is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium.

42 EVENTS OCCURRING AFTER THE REPORTING PERIOD

On 16 April 2021, the Group further granted shareholder's loan of RMB5,000,000 to Huizhou Jiayifu. Such loan is non-interest bearing, unsecured and repayable on demand.

On 7 July 2021, the Group entered into an agreement with Huizhou Jiayifu and Guangdong Fuchuan Investment Co., Ltd ("Guangdong Fuchuan" or the "Joint Venture Partner") for a proposed bank loan of RMB114,000,000 to be granted to Huizhou Jiayifu. The Group will provide a financial guarantee and charge its 50% equity interest in Huizhou Jiayifu in favour of the bank as security for the proposed bank loan.

41 本公司之資產負債表及儲備變動 (續)

附註(a) 本公司儲備變動

		Share premium	Contributed surplus	Share-based compensation reserve	Retained earnings	Total
		股份溢價 HK\$'000 千港元	繳入盈餘 HK\$'000 千港元	股份付款 報酬儲備 HK\$'000 千港元	保留盈利 HK\$'000 千港元	合計 HK\$'000 千港元
As at 1 April 2019	於二零一九年四月一日	88,841	64,872	5,717	79,377	238,807
Employee share option scheme:	僱員購股權計劃：					
Valuation of employee services	僱員服務之價值	-	-	167	-	167
Options lapsed and expired	已失效及到期之購股權	-	-	(3,433)	3,433	-
Loss for the year	年內虧損	-	-	-	(214)	(214)
Dividends paid	已付股息	-	-	-	(34,018)	(34,018)
As at 31 March 2020	於二零二零年三月三十一日	88,841	64,872	2,451	48,578	204,742
As at 1 April 2020	於二零二零年四月一日	88,841	64,872	2,451	48,578	204,742
Employee share option scheme:	僱員購股權計劃：					
Valuation of employee services	僱員服務之價值	-	-	91	-	91
Options expired	已到期之購股權	-	-	(853)	853	-
Loss for the year	年內虧損	-	-	-	(299)	(299)
Dividends paid	已付股息	-	-	-	(22,679)	(22,679)
As at 31 March 2021	於二零二一年三月三十一日	88,841	64,872	1,689	26,453	181,855

附註：

繳入盈餘指作為交換所發行股份之面值與所收購附屬公司相關淨資產賬面值之差額。

根據百慕達一九八一年公司法，繳入盈餘可分派予股東，惟須受以下條件所限，即倘自繳入盈餘宣派或派付股息或作出分派，而(i)本公司目前或於作出分派後無法償還其到期負債；或(ii)其資產之可變現值低於其負債，其已發行股本及股份溢價之總和，則不得作出有關分派。

42 報告期後事項

於二零二一年四月十六日，本集團進一步向惠州佳宜富授出不計息、無抵押及須按要求償還的股東貸款人民幣5,000,000元。

於二零二一年七月七日，本集團與惠州佳宜富及廣東富川投資有限公司(「廣東富川」或「合營夥伴」)就向惠州佳宜富授出人民幣114,000,000元的建議銀行貸款訂立協議。本集團將提供財務擔保並將其於惠州佳宜富的50%股權抵押予銀行，作為建議銀行貸款的擔保。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

A summary of the consolidated results and of the consolidated assets and liabilities of the Group for the last five financial years is set out below:

本集團過往五個財政年度之綜合業績以及綜合資產及負債概要載列如下：

		For the year ended 31 March 截至三月三十一日止年度				
		2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Consolidated results	綜合業績					
Revenue	收益	1,414,103	1,510,504	1,681,862	1,615,183	2,101,573
Operating profit	經營溢利	61,672	82,934	65,524	34,534	102,083
Profit before income tax	除所得稅前溢利	63,615	79,584	60,011	29,124	92,004
Income tax expense	所得稅開支	(3,572)	(6,047)	(4,900)	(1,586)	(12,388)
Profit attributable to the owners of the Company	本公司擁有人應佔溢利	61,745	74,111	55,557	27,705	79,274
		As at 31 March 於三月三十一日				
		2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Consolidated assets and liabilities	綜合資產及負債					
Land use rights	土地使用權	50,484	51,994	48,849	-	-
Property, plant and equipment	物業、廠房及設備	276,081	297,178	261,580	225,266	300,910
Right-of-use assets	使用權資產	-	-	-	76,458	95,941
Investment property	投資物業	10,200	-	-	-	-
Intangible assets	無形資產	986	3,319	2,681	-	-
Goodwill	商譽	3,949	3,949	3,949	3,949	3,949
Interests in associates	於聯營公司之權益	3,804	3,623	-	25,311	26,338
Interest in a joint venture	於一間合營企業之權益	-	-	-	6,919	7,862
Deferred income tax assets	遞延所得稅資產	1,086	1,782	2,330	1,314	1,950
Available-for-sale financial asset	可供出售財務資產	16,439	6,242	-	-	-
Bonds investments – long term	債券投資 – 長期	7,711	-	-	-	-
Financial assets at fair value through other comprehensive income	按公平值記入其他全面收入之財務資產	-	-	6,910	5,266	6,004
Financial assets at fair value through profit or loss – long term	按公平值記入損益之財務資產 – 長期	4,838	3,757	25,576	-	-
Loans receivable	貸款應收款項	-	-	1,063	266	-
Amount due from an associate	應收一間聯營公司款項	-	-	-	8,500	-
Non-current prepayments, deposit and other receivables	非流動預付款項、按金及其他應收款項	-	3,074	13,374	13,897	8,505
Current assets	流動資產	662,137	690,294	676,356	630,816	875,157
Current liabilities	流動負債	(360,112)	(329,344)	(317,661)	(287,583)	(519,735)
Net current assets	流動資產淨值	302,025	360,950	358,695	343,233	355,422
Total assets less current liabilities	資產總值減流動負債	677,603	735,868	725,007	710,379	806,881
Long term borrowings	長期借貸	(6,678)	(3,759)	-	-	-
Lease liabilities	租賃負債	-	-	-	(5,112)	(4,430)
Deferred income tax liabilities	遞延所得稅負債	(453)	(504)	(357)	(426)	(283)
Total equity	權益總額	670,472	731,605	724,650	704,841	802,168

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