

STELUX Holdings International Limited

(Stock Code 股份代號 : 84)

寶光實業(國際)有限公司

Annual Report 2021
年報二零二一

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FINANCIAL SUMMARY

財務摘要

		2017	2018	2019	2020	2021
		HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
		港幣佰萬元	港幣佰萬元	港幣佰萬元	港幣佰萬元	港幣佰萬元
Consolidated income statement for the years ended 31 March	綜合收益表 截至3月31日止年度					
Revenue	收入	1,634.9*	1,509.1*	1,457.8*	1,034.8	706.3
Loss for the year	年度虧損					
Continuing operations	持續營運業務	(132.5)	(145.8)	(144.4)	(402.7)	–
Discontinued operations	終止營運業務	(45.2)	(4.5)	110.0	–	–
Net loss for the year	年度淨虧損	(177.7)	(150.3)	(34.4)	(402.7)	(81.6)
Interim dividend paid	已派中期股息	–	–	–	–	–
Final dividend proposed	擬派末期股息	–	–	–	–	–
Special dividend paid	已派特別股息	–	–	198.8	–	–
Consolidated balance sheet as at 31 March	綜合資產負債表 3月31日結算					
Assets	資產	2,648.2	2,651.9	1,981.7	1,705.9	1,357.8
Less: Liabilities and non-controlling interests	減：負債及 非控股權益	1,729.1	1,631.3	996.7	1,175.5	870.3
Shareholders' funds	股東資金	919.1	1,020.6	985.0	530.4	487.5
		HK\$ 港幣元	HK\$ 港幣元	HK\$ 港幣元	HK\$ 港幣元	HK\$ 港幣元
Per share data	每股資料					
Loss	虧損	(0.170)	(0.144)	(0.033)	(0.385)	(0.0783)
Interim dividend paid	已派中期股息	–	–	–	–	–
Final dividend proposed	擬派末期股息	–	–	–	–	–
Special dividend paid	已派特別股息	–	–	0.19	–	–
Shareholders' funds	股東資金	0.878	0.975	0.941	0.507	0.466

* On 26 January 2018, the Group announced the disposal of its entire optical retail and wholesale businesses (the “Optical Business”) to its controlling shareholder (the “Disposal”). The Optical Business is classified as Discontinued operations. The completion of the Disposal took place on 1 June 2018.

於2018年1月26日，本集團宣佈向其控股股東出售其整個眼鏡零售及批發業務（「眼鏡業務」）（「出售事項」），而已出售的業務於本年報分類為終止營運業務。出售事項已於2018年6月1日完成。

REPORT OF THE DIRECTORS

董事會報告書

The directors of the Company (the “Board”) submit their report together with the audited financial statements for the year ended 31 March 2021.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in Note 35 on pages 160 to 163 to the financial statements.

BUSINESS REVIEW

A fair review of the Group’s businesses for the year ended 31 March 2021 and an indication of likely future development in the Group’s businesses are set out under Management Discussion and Analysis on pages 26 to 30.

Apart from the COVID-19 pandemic no other important events have occurred since the end of FY2020/21.

Stelux is a company that cares about the way it does business, the way we engage with our customers, our employees, our suppliers, and others in general. Certain core principles underpin the way we achieve our business objectives. We engage our business partners and treat our employees in a fair, honest and responsible manner to deliver sustainable results to our shareholders.

Our vision to “Beautify and enrich lives through our products and services” underscores the way we engage with our customers. From our lifestyle products, ranging from trendy watches and smart watches available at our physical and online stores, we strive to deliver a personal shopping experience to our customers engaging them through traditional and social media.

Customers looking for a wide brand selection will enjoy shopping at multi-branded retailer “CITY CHAIN”, appealing to customers who enjoy fashionable watches.

本公司董事會（「董事會」）提呈董事會報告書連同截至2021年3月31日止年度的經審核財務報表。

主要業務

本公司的主要業務為投資控股。其主要附屬公司的業務載於財務報表第160頁至第163頁附註35。

業務回顧

有關截至2021年3月31日止年度本集團業務的公平檢討及本集團業務未來可能發展的評論載於第26頁至第30頁的管理層討論及分析。

除新型冠狀病毒疫情外，自於2020/21財政年度結束以來，概無發生其他重要事件。

寶光一直重視其經營業務的手法以及與顧客、員工、供應商及其他人士的互動形式。我們依照若干核心原則經營業務，務求實現業務目標。我們以公平、誠實及負責的態度與業務夥伴合作及對待員工，從而為股東帶來持續回報。

「通過我們提供的產品和服務，豐富和美化您的生活」的願景強調了我們服務客戶的方式。由我們的實體店舖及網上購物平台所提供的潮流手錶及智能穿戴式裝置等生活產品，本集團致力為顧客帶來傳統及社交媒體層面的個人購物體驗。

作為多樣化品牌零售商，「時間廊」讓客戶享有廣泛的鐘錶品牌選擇，吸引追求時尚鐘錶的客戶。

As for the Group's watch wholesale business, (in addition to selling to CITY CHAIN), our customers comprise of a large network of independent dealer stores spanning, Hong Kong, Singapore, Brunei and Malaysia. Many of these dealers have been doing business with the Group for an average period of over 25 years. On average around 13% of our watch dealers operate at least 2 points of sales.

With older workers delaying retirement and younger workers joining the workforce, the Group is aware of the challenges brought on by these underlying structural changes and also higher employee expectations towards work life balance and work fluidity. We continue with our mission to grow, respect and reward our employees as they progress their careers with us. More details on the Group's employment policies can be found on pages 173 to 184 of the Environmental, Social and Governance Report.

The Group's suppliers are an important component of our businesses, ranging from upstream component vendors, assemblers and manufacturers to downstream third party brand principals and distributors, where third party brands are sourced. Some brand principals have been partnering the Group for over 20 years. Credit terms granted by the Group's suppliers range from 30 to 90 days. More details on our suppliers and business partners are set out on pages 184 to 187 of the Environmental, Social and Governance Report.

Businesses require stable relationships with their lenders. Without exception, the Group maintains strong and active communications with its lenders who provide important trade and other short and long term credit facilities. These lenders range from local banks with strong local connections to regional and global banks with solid reputations.

The Group faces certain principal risks and uncertainties, described below (in no order of preference):

As COVID-19 continued to grip and disrupt economies in FY2020/21, our operations came under severe strain. In addition to increased efforts to provide a safe work place for our employees, our operations continued to face varying periods of lockdowns, movement control or mandatory social distancing orders in all the territories where we operate, thus affecting our physical store operations. New variant strains and slow vaccine roll out or take up in many of the territories, where we operate are two other externalities that add to the uncertainties the Group faces.

關於本集團的鐘錶批發業務(銷售予時間廊除外),本集團的客戶包括龐大的獨立代理店舖網絡,橫跨香港、新加坡、汶萊及馬來西亞。大部分代理商與本集團於業務上已合作多年,平均年期超過25年。鐘錶代理商中平均約有13%於最少2個銷售點經營。

隨著老年員工延遲退休及年輕員工人加入工作崗位,本集團關注到勞工市場的潛在結構變化及員工對工作生活平衡及工作流動性的更高期望帶來挑戰。我們亦明白使命感對員工表現、滿意程度及留任率極為重要,我們將繼續履行我們的使命,在員工與我們的職業生涯中不斷成長、尊重及獎勵他們。有關本集團僱員政策的詳情載於環境、社會及管治報告內第173頁至第184頁。

本集團的供應商為業務的重要部分,包括從事上游業務的零件供應商、裝配商和製造商以及從事下游業務的第三方品牌代理及分銷商。一些品牌代理與本集團合作已超過20年。本集團供應商授出的信貸期介乎30至90日。有關供應商及業務夥伴的詳情載於環境、社會及管治報告內第184頁至第187頁。

企業須與借貸人保持穩定的關係。本集團與其借貸人維持良好及積極溝通,以獲取重要貿易融資(包括其他短期及長期貿易融資)。我們的借貸人包括擁有強大網絡的本地銀行以及具備良好聲譽的地區及國際銀行。

本集團所面對的主要風險及不確定性如下(排名不分先後):

由於新型冠狀病毒疫情於2020/21財政年度持續並擾亂經濟,我們的經營受到嚴峻壓力。除了加強努力為僱員提供安全的工作地點外,我們經營所有地亦繼續面臨著不同時期的停工、出入控制或強制性的社會限聚令,因此很大程度上影響實體店的經營。新的變異株及在我們經營所在地緩慢的疫苗推廣或接受疫苗是另外兩個外部因素,增加本集團面臨的不確定性。

REPORT OF THE DIRECTORS

董事會報告書

Appropriate strategies and measures were adopted to mitigate associated risks. For more details, refer to pages 26 to 30 of the Management, Discussion and Analysis.

Due to the challenging business environment, cash flow management was strengthened with appropriate measures adopted to improve liquidity. For more details, refer to the "Finance" section of the Management, Discussion and Analysis on pages 31 to 32.

As inventory levels impact sales, profitability and cash flows and with long production lead times for some products, effective inventory management is important. Systems are in place to ensure key functions including merchandising, store operations and finance closely monitor metrics like, inventory levels, aging and turnover ratios. The Group adopts a conservative approach to ordering and purchasing stock with increased monitoring due to the adverse business environment. There are also measures to fasten stock turn and to facilitate disciplined capital management including flexible cross regional clearance initiatives.

Securing the right store location at an appropriate rental is another principal driver of performance and affects Group turnover and profitability. Leasing, store operations, finance and senior management review and assess location suitability using a checklist of pre-agreed criteria. A dedicated leasing team focuses on leasing strategies and activities in our major markets.

Product sourcing impacts Group turnover, gross margins and inventory levels. CITY CHAIN being a multi-branded retailer, sources a proportion of products from third party brand principals or distributors and there is no assurance that supply will continue on terms acceptable to the Group. CITY CHAIN has a dedicated merchandising function to focus on sourcing of non-house branded products and maintaining good relationships, particularly with principal suppliers. We look to form medium to long term strategic brand partnerships with our suppliers, working closely with them to facilitate the sharing of fashion trends and market information. To stay attuned to customer tastes and preferences, market research on social media trends, competitors' offerings and market visits are carried out regularly, and customer feedback is closely monitored.

The Group's financial risks and relevant management policies can be found in the "Finance" section under Management, Discussion and Analysis on pages 31 to 32 and Note 6 to the Financial Statements.

Laws and regulations governing consumer protection, employment and personal data have a significant impact on the Group's retail businesses.

本集團已採取適當的策略及措施緩和相關風險。有關更多詳情，請參閱第26頁至第30頁的管理層討論及分析。

由於營商環境充滿挑戰，本公司更加重視現金流管理，並採取適當措施加強流動性。進一步詳情載於第31頁至第32頁的管理層討論及分析內「財務」一節。

由於存貨水平影響銷售、盈利能力、現金流量及若干生產週期較長的产品，故有效的存貨管理甚為重要。集團已建立系統以確保透過主要職能，包括商品、店舖營運及財務，密切監察指標、存貨水平、賬齡及週轉率。由於不利的商業環境，本集團採取保守方式訂購及購買存貨。亦有措施加快存貨週轉期，並加強資本管理紀律，包括採取彈性跨區減存貨的措施。

能確保於合適地點並按合適的租金開設店舖是另一個對業績表現的主要推動力，並影響集團營業額及盈利水平。不同的部門，包括租賃、店舖營運、財務及高級管理層利用預先協定的準則審核及評估位置合適度。本集團設有租賃團隊專注於主要市場的租賃策略及活動。

產品採購影響集團營業額、毛利率及存貨水平。「時間廊」作為多品牌零售商，不少產品均採購自第三方品牌代理或分銷商，因此難確保供應符合集團可接受的條款。「時間廊」設有採購部，專注於採購非自家品牌產品尤其與主供應商維持良好關係。本集團採取與供應商建立中長期戰略品牌合作夥伴關係的策略與其密切合作，促進交流時尚趨勢及市場資料。為適時了解客戶喜好，本集團定期進行社交媒體市場研究、競爭對手的產品及考察，並對客戶反饋進行密切監控。

有關本集團財務風險及有關管理政策的詳情載於管理層討論及分析內的「財務」部分第31頁至第32頁及財務報表附註6。

監管消費者保障、僱傭及個人資料的法律及法規對本集團的零售業務造成重大影響。

A non-exhaustive list of these laws are:

- Personal Data Protection (see pages 191 to 192)
- Employment (see page 177)

A non-exhaustive list of relevant applicable consumer protection legislation for each territory where the Group operates are as follows:

Mainland China

- Law of the People's Republic of China on the Protection of Consumer Rights and Interests

Hong Kong

- Control of Exemption Clauses Ordinance (Cap. 71)
- Sale of Goods Ordinance (Cap. 26)
- Trade Descriptions Ordinance (Cap. 362)

Malaysia

- Consumer Protection Act 1999
- Sale of Goods Act 1957

Singapore

- Consumer Protection (Fair Trading) Act (Chapter 52A)

Thailand

- Consumer Protection Act B.E. 2522

The Group has an in-house legal function and where necessary seeks external legal advice and training to keep abreast of latest developments in different areas of law. There was no material non-compliance with the above laws and regulations for the year ended 31 March 2021.

此等法律的一個非詳盡的清單：

- 個人資料保障(參閱第191至192頁)
- 僱傭(參閱第177頁)

本集團經營所在每個地區的相關的適用消費者保障法規的非詳盡清單如下：

中國內地

- 中華人民共和國消費者權益保護法

香港

- 第71章《管制免責條款條例》
- 第26章《貨品售賣條例》
- 第362章《商品說明條例》

馬來西亞

- 《消費人保護法令1999》
- 1957年貨品銷售法

新加坡

- 消費者保障(公平交易)法(第52A章)

泰國

- 消費者保護法B.E. 2522

本集團設有內部法律部門，並於需要時尋求外部法律意見及培訓，以了解不同範疇相關法律的最新發展情況。於截至2021年3月31日止年度，本集團並無嚴重違反以上法律及法規。

REPORT OF THE DIRECTORS

董事會報告書

Climate change and other social issues may at times impact our business decisions and actions. Our environmental policy is based on 3R's – to reduce, reuse or recycle whenever feasible or practical so as to reduce our environmental impact. Changing the way we consume the earth's resources requires the collective efforts of individuals and businesses together with supportive and progressive environmental policies enacted by governments. The different regions where we operate in have varying degrees of commitment to environmental friendly legislation, regulations and practices, and in places with less awareness, there are more constraints on our performance.

Further reporting on environmental matters can be found on pages 167 to 173 of the Environmental, Social and Governance Report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2021 are set out in the consolidated income statement and statement of comprehensive income on page 45.

No interim dividend was paid during the year (2020: nil).

The directors did not recommend the payment of a final dividend in respect of the year ended 31 March 2021 (2020: nil).

DONATIONS

During the year, the Group made charitable and other donations of HK\$47,000.

SHARES ISSUED IN THE YEAR

Details of the shares issued in the year ended 31 March 2021 are set out in Note 25 to the financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 1 of this annual report.

DISTRIBUTABLE RESERVES

As at 31 March 2021, the distributable reserves of the Company available for distribution as dividends to shareholders amounted to HK\$32.737 million (2020: HK\$32.737 million).

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws although there is no restriction against such rights under the laws in Bermuda.

氣候變化及其他社會問題於任何時候或對我們的業務決策及措施造成一定影響。我們的環境政策根據減量、再利用及循環使用的環保3R原則而定，以減少環境影響。改變消耗地球資源的模式須集合個人及商界的共同努力，並配合政府推行的鼓勵及推動環保政策。本集團不同的營運所在地區都推行不同程度的環保法例、法規及慣例，但低環保意識的地區則對本集團的表現造成較多限制。

環保事項的進一步匯報詳情載於第167頁至第173頁的環境、社會及管治報告。

業績及股息

本集團截至2021年3月31日止年度的業績載於第45頁的綜合收益表及全面收益表內。

年內，本公司並沒有派發中期股息(2020年：無)。

董事會不建議派發截至2021年3月31日止年度的末期股息(2020年：無)。

捐款

年內，本集團作出慈善及其他捐款港幣47,000元。

年內已發行股份

截至2021年3月31日止年度已發行的股份的詳情載於財務報表附註25。

五年財務摘要

本集團於過去五個財政年度之業績以及資產及負債摘要載於年報第1頁。

可分派儲備

於2021年3月31日，本公司可作為股息向股東分派的可分派儲備為港幣32.737百萬元(2020年：港幣32.737百萬元)。

優先認股權

本公司的公司細則並無有關優先認股權的規定，百慕達的法例亦無對該等權利作出限制。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS AND INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

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

Joseph C. C. Wong	(Chairman and Chief Executive Officer)
Wallace Kwan Chi Kin	(executive director and CFO)
Wu Chun Sang	(independent non-executive) (retired on 28 August 2020)
Lawrence Wu Chi Man	(independent non-executive)
Agnes Kwong Yi Hang	(independent non-executive)
Jeff Ho Chi Kin	(independent non-executive) (appointed from 28 August 2020)

In accordance with Bye-law 110(A), Mr. Wallace Kwan Chi Kin and Professor Lawrence Wu Chi Man will retire by rotation at the Company's forthcoming Annual General Meeting ("AGM"). Mr. Wallace Kwan Chi Kin being eligible, offers himself for re-election. Professor Wu has expressed his intention not to seek re-election as an independent non-executive director as he has served the Group in this capacity for more than 15 years. The Company confirms that Professor Wu has no disagreements with the Board and nothing needs to be brought to the attention of the shareholders of the Company due to Professor Wu's retirement.

During the year and up to the date of this report, Mr. Joseph C. C. Wong and Mr. Wallace Kwan Chi Kin are also directors in certain subsidiaries of the Company. Other directors of the Company's subsidiaries in Hong Kong during the year and up to the date of this report are: Mr. Joshua Suriyan Kanjanapas Wong, Ms. Caroline Chong Sue Peng, Mr. William Hui Kin Wai, Ms. Stella Chow Yin Oi and Mr. Johnny Chan Koon Kiu.

No director has a service contract with the Company which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

The Company's directors have formal letters of appointment setting out the key terms and conditions of their appointment. During the year, Mr. Wallace Kwan Chi Kin was eligible to an annual bonus determinable under the terms of a KPI based executive bonus scheme with respect to his management of the Group. Provision for the bonus under the executive bonus scheme for the year ended 31 March 2021 amounted to HK\$874,000 (2020: HK\$570,000). Mr. Joseph C. C. Wong did not participate in the executive bonus scheme for the year ended 31 March 2021.

董事及交易、協議及合約權益

年內及直至本報告日期的在任董事如下：

黃創增	(主席及行政總裁)
關志堅	(行政董事及首席財務總裁)
胡春生	(獨立非行政董事) (於2020年8月28日退任)
胡志文	(獨立非行政董事)
鄺易行	(獨立非行政董事)
何致堅	(獨立非行政董事) (於2020年8月28日獲委任)

按照公司細則第110(A)條，關志堅先生及胡志文教授將於本公司應屆股東週年大會（「股東週年大會」）輪席告退，關志堅先生合資格並願膺選連任。胡教授已表示不再出任獨立非行政董事的意願，原因是彼以獨立非行政董事身分服務本集團超過15年的時間。本公司確認，胡教授與董事會並無意見分歧，亦無其他與胡教授退任有關的事宜需提請本公司股東垂注。

年內及直至本報告日期，黃創增先生及關志堅先生同為本公司若干附屬公司董事。年內及直至本報告日期，其他香港本公司附屬公司董事：黃瑞欣先生、張素萍大律師、許健偉先生，周燕愛女士及陳冠橋先生。

各董事概無與本公司訂立本公司不可於1年內免付補償（法定賠償除外）而終止的服務合約。

本公司董事均有正式委任信，載列其委任的主要條款及條件。年內，關志堅先生就管理本集團作出貢獻而合資格根據「關鍵績效指標」之行政人員花紅計劃條款獲得待定金額之年度花紅。截至2021年3月31日止年度，就行政人員花紅計劃合資格董事而作出之行政人員花紅撥備為港幣874,000元（2020年：港幣570,000元）。黃創增先生未參加截至2021年3月31日止年度的行政人員花紅計劃。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS AND INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS (continued)

Apart from the foregoing and continuing connected transactions of the Group, no other transactions, arrangements and contracts of significance in relation to the Group's businesses to which the Company's subsidiaries or its holding company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES

Chairman and Chief Executive Officer

Chumphol KANJANAPAS (aka Joseph C. C. WONG), aged 61, was appointed executive director of the Company in 1986. Mr. Wong undertook his tertiary studies in the United Kingdom. He graduated from the University of Bradford with a B.Sc. in Industrial Engineering (First Class Honours). Mr. Wong also holds a M.Sc. (with Distinction) in Operational Research from the University of Southampton. Mr. Wong is the Founding Honorary Patron of the HKU Foundation for Education Development and Research and has been serving the Board of Directors of the Foundation for over 20 years. He is also a member of the Court of the University of Hong Kong. He was awarded an Honorary Fellowship by the University of Hong Kong in 2012.

Directors

Wallace KWAN Chi Kin, aged 51, joined the Group in November 2011 as Group Finance Director and was appointed an executive director and Chief Financial Officer of the Company in July 2013. Mr. Kwan holds a Bachelor of Social Science Degree from The Chinese University of Hong Kong. He also holds a MBA from the University of Manchester and a LLM in Corporate & Financial Law from The University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants and also a fellow of the Association of Chartered Certified Accountants. Mr. Kwan has 29 years of experience in financial management having worked at an international audit firm and several listed companies.

WU Chun Sang, aged 64, was appointed an independent non-executive director of the Company in 2004 and retired on 28 August 2020. He is a Macau Registered Auditor. He is also a fellow member of the Association of Chartered Certified Accountants, UK and an associate member of the Hong Kong Institute of Certified Public Accountants.

董事及交易、協議及合約權益(續)

除上述者及本集團的持續關聯交易外，於年終時或年內任何時間，概無任何本公司附屬公司或其控股公司所簽訂而本公司董事及其關聯方直接或間接享有重大利益之與本集團業務有關之重要交易、協議及合約。

董事及高級管理人員的履歷詳情

主席及行政總裁

黃創增先生，61歲，於1986年獲委任為本公司行政董事。黃先生於英國接受高等教育，畢業於布拉德福德大學並擁有工業工程專業理學士學位（一級榮譽）。黃先生亦持有英國南開普敦大學運籌學理碩士學位（最優等）。黃先生為香港大學教育發展研究基金會名譽贊助人並已於該基金的董事會任職逾二十年。彼亦為香港大學校董會的成員並於2012年獲得香港大學名譽院士銜頭。

董事

關志堅先生，51歲，自2011年11月加入本集團出任集團首席財務總監及於2013年7月獲委任為本公司行政董事及首席財務總裁。彼擁有香港中文大學社會科學學士。彼亦擁有曼徹斯特大學工商管理碩士及香港大學公司及金融法法學碩士。彼為香港會計師公會會員及特許公認會計師公會資深會員。關先生曾在國際審計師事務所及數間上市公司任職，擁有大約29年的財務管理經驗。

胡春生先生，64歲，於2004年獲委任為本公司獨立非行政董事並於2020年8月28日退任。彼為澳門註冊核數師。彼亦為英國特許公認會計師公會資深會員及香港會計師公會會員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES *(continued)***Directors** *(continued)*

Lawrence WU Chi Man, aged 62, was appointed an independent non-executive director of the Company in 2005. He graduated from Bristol University, United Kingdom with a BSc(Eng) and PhD in Aeronautical Engineering. He is a Professor at the Department of Materials Science and Engineering at the City University of Hong Kong. He is a fellow of the Hong Kong Institution of Engineers (HKIE). He is also a Council Member of the HKIE. He received the Taishan (泰山學者) Scholar award from the Shandong Provincial Government in 2012.

Agnes KWONG Yi Hang, aged 61, holds a PhD in Molecular Immunology from the University of Hong Kong and an MBA from Troy State University in the USA. She was appointed an independent non-executive director of the Company in 2006. She has a background in consulting with a major focus on health and environmental sustainable living.

Mr. Jeff HO Chi Kin, aged 50 was appointed an independent non-executive director of the Company on 28 August 2020. He holds a MBA from Hawaii Pacific University and a BBA from the University of Hawaii. Mr. Ho is a qualified accountant and a member of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. He has extensive experience in the operation and development of online social platforms, online advertising service business and mobile online games in Mainland China. In addition, he has over 20 years of experience in wealth management services in Mainland China, Hong Kong and USA, providing independent financial consulting services for high-end customers, focusing on corporate restructuring, mergers and acquisitions and assisting domestic clients with managing assets in their overseas listings. Mr. Ho was an executive director and chief executive officer of Smartac Group (HKEX Stock Code: 395) from December 2019 to April 2021. Prior to that, Mr. Ho was an executive director, and chief financial officer of Daohe Global Group Limited, (HKEX stock code: 915), from 2018 to 2019. Mr. Ho began his career as an accountant at Tang and Wong CPA in Hawaii in 1993. From 2000 to 2005, he was a partner for audit and assurance at CCP C.P.A. Limited where he served clients in the property, manufacturing, construction, trading and retailing, hotels and financial sectors. From 2005 to 2016, Mr. Ho was founder and managing director of TAKA International Corporation, a professional firm for corporate restructuring, company secretarial and accounting services in Mainland China. TAKA International Corporation was acquired by the Vistra Group in 2014.

董事及高級管理人員的履歷詳情 *(續)***董事** *(續)*

胡志文教授，62歲，於2005年獲委任為本公司獨立非行政董事。彼畢業於英國布里斯托大學，獲得航空工程學士及博士銜頭。彼為香港城市大學材料科學及工程系教授及香港工程師學會資深會員，亦為香港工程師學會理事。於2012年，彼獲得山東省政府頒發的泰山學者獎。

鄺易行博士，61歲，擁有香港大學頒授之分子免疫學博士銜頭及美國Troy State University頒授之工商管理碩士銜頭。彼於2006年獲委任為本公司獨立非行政董事。彼擁有顧問背景，主要專注健康及環保生活方式。

何致堅先生，50歲，於2020年8月28日獲委任為本公司獨立非行政董事。彼持有夏威夷太平洋大學工商管理碩士學位及夏威夷大學工商管理學士學位。何先生為合資格會計師，並為美國會計師公會會員及香港會計師公會會員。彼於中國內地線上社交平台、線上廣告服務業務及移動網絡遊戲擁有豐富的運營及開發經驗。此外，彼於中國內地、香港及美國積逾20年財富管理服務經驗，為高端客戶提供獨立財務諮詢服務，專注於企業重組、併購及協助國內客戶管理其海外上市資產。自2019年12月至2021年4月，何先生曾出任盈聯集團(聯交所股份代號：395)的執行董事及首席執行官。於此之前，自2018年至2019年，何先生亦曾任道和環球集團有限公司(股份代號：915)的執行董事及首席財務官。何先生於1993年在夏威夷的Tang & Wong會計師事務所擔任會計師開始其職業生涯。自2000年至2005年，彼為永新會計師事務所有限公司的審計及核證的合夥人，彼於該公司服務物業、製造、建築、貿易及零售、酒店及金融行業的客戶。自2005年至2016年，何先生為TAKA International Corporation的創辦人及董事總經理，該公司為一間在中國內地提供企業重組、公司秘書及會計服務的專業公司。TAKA International Corporation於2014年被瑞致達集團收購。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES (continued)

Chief Counsel and Company Secretary

Caroline CHONG, aged 59, joined the Group in 1997. She graduated from the University of Kent, United Kingdom with a Bachelor of Arts (Law) (Hons) degree. She is admitted as a Barrister in England and Wales, and, Hong Kong. She heads Group Legal and Corporate Secretariat, and Group Human Resources.

SHARE OPTIONS

The Company and its subsidiaries did not set up or operate any share option scheme for the year ended 31 March 2021 and up to the date of publication of this Annual Report.

DIRECTORS' INTERESTS

As at 31 March 2021, the interests and short positions of the directors, and the Company's chief executive in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

- (a) The Company – Ordinary shares

Long position in shares and underlying shares of the Company

Name of Director	Number of shares 股份數目				Total	Approximate percentage of the total shares in issue as at 31 March 2021 於2021年 3月31日佔全部 已發行股份 之概約百分比
	Personal interest	Family interest	Corporate/ trust interest	Other interest		
董事姓名	個人權益	家屬權益	法團/ 信託權益	其他權益	總數	
Mr. Joseph C. C. Wong 黃創增先生	548,474,814	11,000	855,200 (Note 1) (附註1)	–	549,341,014	52.49

董事及高級管理人員的履歷詳情 (續)

首席法律顧問及公司秘書

張素萍大律師，59歲，於1997年加入本集團。彼畢業於英國肯特大學，榮獲法律(榮譽)學士學位。彼在英格蘭及威爾斯以及香港獲認可為大律師。彼領導集團法律及公司秘書事務及集團人力資源。

購股權

本公司及其附屬公司於截至2021年3月31日止年度及直至本年報刊發日期並無設立或進行任何購股權計劃。

董事之權益

於2021年3月31日，按本公司根據證券及期貨條例(「證券及期貨條例」)第352條而置存之登記冊所記錄，董事及本公司之最高行政人員於本公司或其任何相聯法團(按證券及期貨條例第XV部之定義)之股份、相關股份及債券中擁有之權益及淡倉，或根據上市發行人董事進行證券交易之標準守則而須知會本公司及聯交所之權益及淡倉如下：

- (a) 本公司—普通股

於本公司之股份及相關股份之好倉

DIRECTORS' INTERESTS (continued)

Notes:

- (1) As at 31 March 2021, Yee Hing Company Limited held 855,200 shares of the Company through its subsidiary Active Lights Company Limited, 55% of the total issued ordinary shares of Yee Hing Company Limited is held by Klayze Holdings Limited, which is the trustee of a discretionary trust (the "Trust"). Mr. Joseph C. C. Wong is a beneficiary of the Trust and was therefore deemed to be interested in 855,200 shares of the Company through the Trust's interest in Yee Hing Company Limited.
- (b) Subsidiaries – Preference shares

董事之權益 (續)

附註：

- (1) 於2021年3月31日，義興有限公司通過其附屬公司Active Lights Company Limited持有本公司855,200股股份。Klayze Holdings Limited以作為一項酌情信託（「信託」）之受託人身份持有義興有限公司全部已發行普通股之55%權益。黃創增先生為信託之受益人，故被視為通過信託於義興有限公司之權益而擁有本公司855,200股股份權益。
- (b) 附屬公司－優先股

	Number of shares 股份數目					Total 總數	Approximate percentage of the total preference shares in issue as at 31 March 2021 於2021年3月 31日佔全部已 發行優先股 概約百分比
	Personal interests 個人權益	Family interest 家屬權益	Corporate/ trust interest 法團/ 信託權益	Other Interest 其他權益			
(i) City Chain (Thailand) Company Limited – Preference shares ¹ City Chain (Thailand) Company Limited – 優先股 ¹							
Mr. Joseph C. C. Wong 黃創增先生	200	–	208,800	–	209,000	99.52	
(ii) Stelux Watch (Thailand) Company Limited – Preference shares ² Stelux Watch (Thailand) Company Limited – 優先股 ²							
Mr. Joseph C. C. Wong 黃創增先生	600	–	–	–	600	16.67	
(iii) Stelux (Thailand) Limited – Preference shares ³ Stelux (Thailand) Limited – 優先股 ³							
Mr. Joseph C. C. Wong 黃創增先生	5,100	–	–	–	5,100	100	

DIRECTORS' INTERESTS (continued)

Notes:

- (1) City Chain (Thailand) Company Limited is a subsidiary of the Company. Each preference share carries a right to vote and a right to an annual fixed dividend but not to any other profit sharing.
- (2) Stelux Watch (Thailand) Company Limited is a subsidiary of the Company. Each preference share carries a right to vote and a right to an annual fixed dividend but not to any other profit sharing.
- (3) Stelux (Thailand) Limited is a subsidiary of the Company. Mr. Joseph C. C. Wong is entitled to approximately 8.6% of the voting power of such subsidiary and an annual fixed dividend by virtue of the 5,100 preference shares held by him but not to any other profit sharing.

Save as disclosed above, no directors, chief executive of the Company or their associates have any interest or short positions in the shares or underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies or no such interest or right has been granted or exercised.

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT TO THE SFO

As at 31 March 2021, the following persons had interests in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

董事之權益(續)

附註：

- (1) City Chain (Thailand) Company Limited為本公司的附屬公司。每股優先股享有投票權及每年的固定股息，但並無權利分取任何其他盈利。
- (2) Stelux Watch (Thailand) Company Limited為本公司的附屬公司。每股優先股享有投票權及每年的固定股息，但並無權利分取任何其他盈利。
- (3) Stelux (Thailand) Limited為本公司的附屬公司。黃創增先生於該附屬公司所持有的5,100股優先股享有該附屬公司大概8.6%投票權及每年的固定股息，但並無權利分取任何其他盈利。

除上文所披露者外，根據本公司依據證券及期貨條例第352條而置存登記冊所記錄或本公司及聯交所根據上市公司董事進行證券交易的標準守則所獲通知，本公司各董事、最高行政人員或彼等的聯繫人士概無在本公司或其任何相聯法團(按證券及期貨條例第XV部的定義)的股份或相關股份及債券中擁有任何權益或淡倉或並無授出或行使該權益或權利。

根據證券及期貨條例須予以披露之股東權益

根據證券及期貨條例第336條而置存之登記冊所記錄，以下人士於2021年3月31日於本公司之股份或相關股份中擁有權益：

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT
TO THE SFO (continued)

根據證券及期貨條例須予以披露之股東權益(續)

Long position in shares and underlying shares of the Company

於本公司之股份及相關股份之好倉

Name of Shareholder	Number of shares 股份數目				Total	Approximate percentage of the total shares in issue as at 31 March 2021 於2021年 3月31日佔全部 已發行股份 之概約百分比
	Personal interest	Family interest	Corporate/ trust interest	Other interest		
股東姓名	個人權益	家屬權益	法團/ 信託權益	其他權益	總數	
Mr. Joseph C. C. Wong 黃創增先生	548,474,814	11,000	855,200 (Note 1) (附註1)	–	549,341,014	52.49

Notes:

附註：

(1) As at 31 March 2021, Yee Hing Company Limited held 855,200 shares of the Company through its subsidiary Active Lights Company Limited, 55% of the total issued ordinary shares of Yee Hing Company Limited is held by Klayze Holdings Limited, which is the trustee of a discretionary trust (the "Trust"). Mr. Joseph C.C. Wong is a beneficiary of the Trust and was therefore deemed to be interested in 855,200 shares of the Company through the Trust's interest in Yee Hing Company Limited.

(1) 於2021年3月31日，義興有限公司通過其附屬公司Active Lights Company Limited持有本公司855,200股股份。Klayze Holdings Limited以作為一項酌情信託(「信託」)之受託人身份持有義興有限公司全部已發行普通股之55%權益。黃創增先生為信託之受益人，故被視為通過信託於義興有限公司之權益而擁有本公司855,200股股份。

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT TO THE SFO (continued)

Save as disclosed above, the directors are not aware of any person (other than a director or chief executive of the Company or his/her respective associate(s)), who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO as at 31 March 2021.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases	
– the largest supplier	66%
– five largest suppliers combined	79%
Sales	
– the largest customer	1%
– five largest customers combined	5%

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.

MANAGEMENT CONTRACTS

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

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the best knowledge of the directors of the Company, at least 25% of the issued share capital of the Company was held by public members as at the date of this report.

根據證券及期貨條例須予以披露之股東權益(續)

除上文所披露者外，於2021年3月31日，按本公司根據證券及期貨條例第336條而置存之登記冊所記錄，董事概無知悉有任何人士(董事或本公司之最高行政人員或其各自之聯繫人除外)於本公司之股份或相關股份中擁有權益或淡倉。

上市證券的購買、出售或贖回

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並無購買或出售本公司的任何股份。

主要客戶及供應商

本集團主要供應商及客戶應佔本年度採購額及銷售額百分比如下：

採購額	
– 最大供應商	66%
– 五大供應商合計	79%
銷售額	
– 最大客戶	1%
– 五大客戶合計	5%

就各董事所知各董事、彼等之聯繫人士或擁有本公司股本5%以上之股東並無於上述主要供應商或客戶擁有權益。

管理合約

年內，本公司並無簽訂或存有任何有關於整體或部分主要業務的管理及行政合約。

足夠公眾持股量

根據本公司可公開獲得之資料及據本公司董事所知，於本報告日期本公司已發行股本中至少25%由公眾人士持有。

CONTINUING CONNECTED TRANSACTIONS

The following continuing connected transactions are based on normal commercial terms agreed after arms' length negotiations between the relevant parties and are in the ordinary and usual course of business of the Group. The continuing connected transactions are subject to the annual review, reporting and announcement requirements under Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules") and exempt from independent shareholders' approval.

The Group's internal audit function conducted an audit to verify compliance of the following continuing connected transactions with the Listing Rules and a summary of the audit findings were presented to the independent non-executive directors as part of their annual review of the continuing connected transactions.

Continuing connected transactions of the Group for the financial year ended 31 March 2021

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive directors of the Company have reviewed the following continuing connected transactions and confirmed that all these transactions have been entered into by the Group:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) according to the agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The directors confirm that the Company's auditor has issued an unqualified letter in respect of the continuing connected transactions disclosed by the Group below in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Hong Kong Stock Exchange.

持續關聯交易

以下持續關聯交易乃基於相關訂約各方經公平磋商後協定的一般商業條款，並於本集團一般及日常業務過程中進行。持續關聯交易須遵守香港聯合交易所有限公司證券上市規則（「上市規則」）第14A章有關年度審閱、申報及公告的規定，並獲豁免獨立股東的批准。

本集團的內部審計部進行了審核，以核實下列各項持續關聯交易與上市規則的合規性。審核結果概要已呈報給獨立非行政董事作為年度審閱持續關聯交易的一部分。

本集團截至2021年3月31日止財政年度之持續關聯交易

根據上市規則第14A.55條，本公司的獨立非行政董事已審閱以下各項持續關聯交易，並已確認本集團的所有該等交易：

- (a) 於本集團一般及日常業務過程中訂立；
- (b) 按一般商業條款或更好條款訂立；及
- (c) 根據規管該等交易的相關協議按公平合理並符合本公司股東整體利益的條款訂立。

根據香港會計師公會頒佈的香港鑒證業務準則第3000號（修訂）「歷史財務資料審核或審閱以外之鑒證工作」並參考實務說明第740號「香港上市規則規定的持續關聯交易的核數師函件」，本公司核數師已受聘對本集團持續關聯交易作出報告。董事確認，根據上市規則第14A.56條，本公司核數師已就本集團以下披露的持續關聯交易發出無保留意見函件。本公司已向香港聯交所提供核數師函件副本。

CONTINUING CONNECTED TRANSACTIONS (continued)

持續關聯交易 (續)

Summary of the continuing connected transactions:

持續關聯交易概要：

1. Renewal of leases or licensing of office premises, parking spaces and warehouse spaces

1. 更新租賃或獲許可使用辦公室場所、停車位及倉庫

Connected persons 關聯人士	Nature of transactions 交易性質	Income/ (expenses) 收入／(支出) HK\$'000 港幣仟元	Annual Caps 年度上限 HK\$'000 港幣仟元	Notes 附註
Mengiwa Property Investment Limited ("MPIL") as Landlord 明華物業投資有限公司(「明華」)， 作為業主	Leasing of properties 租賃物業	(7,883)	(7,883)	(i), (iv) & (vii)
Active Lights Company Limited ("ALCL") as Landlord Active Lights Company Limited(「ALCL」) 作為業主	Leasing of a warehouse and licensing of parking space 租賃倉庫及停車位許可	(197)	(1,115)	(ii), (iv) & (vi)
MPIL, as Licensor 明華，作為許可人	Licensing of parking spaces 停車位許可	(362)	(362)	(iii), (iv) & (vii)
MPIL as Principal 明華，作為委託人	Provision of management and property agency liaison services 提供管理及物業代理 聯絡服務	2,460	2,706	(v) & (vii)

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes:

All definitions in the notes below have the same meaning as referred to in the Company's announcement dated 21 March 2019 unless otherwise indicated.

Leasing of properties

- (i) On 21 March 2019, Stelux Holdings Limited ("SHL") and Thong Sia Watch Company Limited ("TSWCL"), wholly owned subsidiaries of the Company, each individually as tenant/licensee, entered into the Stelux House Renewal Tenancy Licence Agreements 2019 with MPIL in respect of the following properties:

Premises A:	whole of 27th floor and portion of 28th floor of Stelux House
Premises B:	portion of 21st floor of Stelux House
Premises C:	office unit number 2206A on the 22nd floor of Stelux House
Premises D:	storeroom 6A on the 16th floor of Stelux House
Premises E:	storeroom 1B on the 17th floor of Stelux House
Premises F:	storeroom 6A on the 22nd floor of Stelux House

For Premises A, B, C, D, E and F, the term was for three years from 1 April 2019 up to and including 31 March 2022.

The total monthly rental for Premises A, B and C amounted to HK\$637,470 (exclusive of rates, government rent and management charges). The total monthly licence fees for Premises D, E and F amounted to HK\$19,440 (inclusive of rates, government rent and management charges). All rents and licence fees are payable monthly in advance in cash by the tenants/licensees on the first day of each and every calendar month.

The monthly rents of all the above-mentioned premises were determined on an arm's length basis taking into account a rental valuation conducted by an independent property valuer dated 5 March 2019 and as such reflected the prevailing market rental values/licence fees of the subject premises. Accordingly, the directors considered the Stelux House Renewal Tenancy Agreements 2019; and the TSWCL Tenancy Agreement were on normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

In addition, SHL (as tenant of Premises A) has been granted the naming right of Stelux House and each of SHL and TSWCL has been granted an option (but not an obligation), to renew the tenancy agreements for the Premises A, B; and the TSWCL Tenancy Agreement with the landlord every three years for three more years for a maximum of 9 years commencing from 1 April 2022 at the then prevailing open market rent.

持續關聯交易 (續)

附註：

除另有註明者外，本附註所有刊發定義與本公司於2019年3月21日所刊發之公告所載者具相同涵義。

租賃物業

- (i) 於2019年3月21日，寶光實業(集團)有限公司(「SHL」)及本公司全資附屬公司通城鐘錶有限公司(「通城鐘錶」)(各自個別作為租戶／獲許可人)與明華訂立2019年寶光商業中心租賃更新協議，內容有關以下物業：

物業A：	寶光商業中心27樓全層及28樓的一部份
物業B：	寶光商業中心21樓的一部分
物業C：	寶光商業中心22樓2206A室之辦公室單位
物業D：	寶光商業中心16樓6A儲存室
物業E：	寶光商業中心17樓1B儲存室
物業F：	寶光商業中心22樓6A儲存室

物業A、物業B、物業C、物業D、物業E及物業F的租期自2019年4月1日起計至2022年3月31日(包括該日)為止，為期三年。

物業A、物業B及物業C的每月租金總額為港幣637,470元(不包括差餉、政府地租及管理費)。物業D、物業E及物業F的每月許可使用費總額為港幣19,440元(包括差餉、政府地租及管理費)。所有租金及許可使用費由租戶／獲許可人於每個曆月首日以現金預付。

上述所有物業的每月租金乃根據公平原則釐定，並計及一位獨立物業估值師於2019年3月5日作出的租金估值反映有關業之物業現行市場租金／許可使用費。因此，董事認為，2019年寶光商業中心租賃更新協議及通城鐘錶租賃協議乃按一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

另外，SHL(作為物業A之租戶)獲授寶光商業中心之命名權，以及SHL及通城鐘錶各自就物業A及物業B及通城鐘錶租賃協議獲授選擇續約權(但無責任)可每三年與業主按當時現行公開市場租金將有關租賃協議續期，每次續期三年，由2022年4月1日起計最多續期九年。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

Leasing of warehouse and licensing of parking space

(ii) On 21 March 2019, Active Lights Company Limited (“ALCL”) (as licensor) and a wholly-owned subsidiary of the Company (as licensee), entered into the Licence Agreements 2019 with respect to the following parking spaces in Hong Kong:

- (a) One vehicle parking space at an industrial building in Kowloon Bay, Kowloon, Hong Kong at a monthly license fee of HK\$5,800 (inclusive of rates, government rent and management charges)

for a term of three years from 1 April 2019 up to and including 31 March 2022.

On 17 March 2020, Active Lights Company Limited (“ALCL”) (as landlord) and a wholly-owned subsidiary of the Company (as tenant), entered into the Warehouse Leasing Agreement 2020 with respect to the following warehouse in Hong Kong:

- (b) Warehouse space A at an industrial building in Kowloon Bay, Kowloon, Hong Kong (“Kowloon Bay Building”).

for a term of three years from 1 April 2020 up to and including 31 March 2023.

All rental and licence fees are payable monthly in advance in cash by the tenant/licensee on the first day of each and every calendar month.

The monthly rental/license fees were determined on an arm’s length basis taking into account the prevailing market rates in the vicinity, which indicated that the renewal rentals/licence fees were favourable to the Group. Accordingly, the directors considered the Licence Agreements 2019 and Warehouse Leasing Agreement 2020 were on normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

持續關聯交易 (續)

附註：(續)

租賃倉庫及停車位

(ii) 於2019年3月21日，Active Lights Company Limited (「ALCL」) (作為許可人) 及本公司一間全資附屬公司 (作為獲許可人) 訂立2019年許可使用協議，內容有關以下香港車位：

- (a) 香港九龍九龍灣一幢工業大廈之一個車輛停放位置合共每月許可使用費港幣5,800元 (包括差餉、政府地租及管理費)。

租期自2019年4月1日起計至2022年3月31日 (包括該日) 為期三年。

於2020年3月17日，Active Lights Company Limited (「ALCL」) (作為業主) 及本公司一間全資附屬公司 (作為租戶) 訂立2020年倉庫租賃協議，內容有關以下香港倉庫：

- (b) 位於香港九龍九龍灣一幢工業大廈 (「九龍灣樓宇」) 之倉庫A。

租期自2020年4月1日起計至2023年3月31日 (包括該日) 為期三年。

所有租金及許可使用費由租戶／獲許可人於每個曆月首日以現金預付。

每月租金／許可使用費乃按公平原則釐定，並計及附近位置之現行市場利率，由此顯示的續期租金／許可使用費經對本集團有利。因此，董事認為，2019年許可使用協議及2020年倉庫租賃協議乃按一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

Licensing of parking spaces

(iii) On 21 March 2019, certain wholly-owned subsidiaries of the Company (each individually as licensee) entered into the Carparking Space Licenses with MPIL with respect to the following parking spaces:

- (a) eight parking spaces at Stelux House at a total monthly license fee of HK\$30,100 (inclusive of rates, government rent and management charges);

for a period of three years from 1 April 2019 up to and including 31 March 2022. The license fees are payable monthly in advance in cash by the licensees on the first day of each and every calendar month.

The monthly license fees were determined on an arm's length basis taking into account the prevailing market rates for parking spaces in the vicinity. Accordingly, the directors considered the terms of the Parking Space Licenses reflect normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(iv) The Group has been using the subject office premises, storerooms, warehouses and parking spaces primarily for office, administrative and storage purposes generally over a long period of time. In order to avoid possible disruption to its business due to relocation, the Group intends to continue to lease/licence the subject office premises, storerooms, parking spaces and warehouses following the expiration of the relevant leases/licences. The directors consider it to be in the interests of the Company and the Shareholders as a whole for the Group to continue with use as long as the relevant rental/ licence fee and other terms are on normal commercial terms or better to the Group so as to avoid relocation and refurbishment costs which otherwise the Group will have to incur.

The continuing connected transactions as set out in (i) to (iii) above, have been aggregated for the purpose of classification in accordance with Rule 14A.81 of the Listing Rules, and the aggregate annual cap for the financial year ended 31 March 2021 was approximately HK\$9,360,000.

持續關聯交易 (續)

附註：(續)

停車位許可

(iii) 於2019年3月21日，本公司若干全資附屬公司（各自個別作為獲許可人）與明華訂立停車位許可使用協議，內容有關以下停車位：

- (a) 寶光商業中心八個停車位合共每月許可使用費港幣30,100元（包括差餉、政府地租及管理費）；

租期為自2019年4月1日起計至2022年3月31日（包括該日）為期三年。許可使用費由獲許可人於每個曆月首日以現金預付。

每月許可使用費乃按公平原則釐定，並計及附近車輛停放位置之現行市場租金。因此，董事認為，停車位許可使用協議乃按一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

(iv) 本集團於過去一直長期使用有關辦公室物業、儲存室、倉庫及停車位，一般用作辦公室、行政及儲物用途。為避免搬遷可能對業務導致的影響，本集團擬於有關租約／許可屆滿後繼續租賃／獲許可使用有關辦公室物業、儲存室、停車位及倉庫。董事認為，只要有關於之租金／許可使用費及其他條款按一般商業條款或更佳條款對本集團有利及使本集團可避免產生搬遷及裝修費用，本集團繼續使用以符合本公司及股東之整體利益。

根據上市規則第14A.81條，以上(i)至(iii)所載的交易為須合併計算之持續關聯交易，而截至2021年3月31日止財政年度的年度上限總額約為港幣9,360,000元。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

Provision of management and property agency liaison services

- (v) On 21 March 2019, Stelux Properties Agency Limited (“SPAL”), a wholly-owned subsidiary of the Company, as agent, renewed the management and property agency liaison services agreement (“Service Agreement 2019”) with MPIL, as principal, for a term of three years from 1 April 2019 up to and including 31 March 2022 for the provision of the following services (“Services”):
- (a) contract administration with respect to contracts entered into between MPIL and third parties from time to time;
 - (b) property agency liaison and tenancy management;
 - (c) management of the property manager of Stelux House; and
 - (d) other miscellaneous administrative services.

SPAL has been providing the Services with respect to Stelux House since 1998 and has accumulated relevant knowledge and experience. MPIL is satisfied so far with the Services provided by the Group, whilst the remuneration received by the Group is enough to cover the relevant costs incurred by the Group in providing the Services. As such, SPAL continued to provide the Services to MPIL following the expiration of the preceding service agreement on 31 March 2019.

Monthly remuneration was set at HK\$205,000 per calendar month (in the second year ended 31 March 2021) payable in advance in cash on the first day of each and every calendar month. Parties to the Service Agreement 2019 shall negotiate and agree in good faith to increase the remuneration on an annual basis for the third year by not more than 10% over that in the preceding year with reference to the actual increase in costs (including but not limited to the related staff salaries) incurred by the Group with respect to the provision of the Services. In the event that no agreement is reached between the parties in negotiating the remuneration for the next year, the remuneration shall remain unchanged.

The remuneration was arrived at after arm’s length negotiations between the parties and with reference to the estimate of the costs to be incurred by the Company with respect to the provision of the Services in the financial year ended 31 March 2019. Accordingly, the directors considered the terms of the Service Agreement 2019 were on normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

持續關聯交易 (續)

附註：(續)

提供管理及物業代理聯絡服務

- (v) 於2019年3月21日，本公司全資附屬公司寶光地產代理有限公司(「寶光地產」)(作為代理)，與明華(作為委託人)重續管理及物業代理聯絡服務協議(「2019年服務協議」)，由2019年4月1日起至2022年3月31日(包括該日)止為期三年，提供下列服務(「服務」)：
- (a) 管理明華與第三方不時訂立的合約；
 - (b) 物業代理聯絡及租賃管理；
 - (c) 管理寶光商業中心的物業管理公司；及
 - (d) 其他行政服務。

寶光地產自1998年起向寶光商業中心提供服務，並累積相關知識及經驗。明華迄今滿意本集團提供的服務，同時本集團收取的酬金足以抵銷本集團提供服務所產生的有關成本。因此，寶光地產於2019年3月31日先前服務協議屆滿後繼續向明華提供服務。

每月酬金為每個曆月港幣205,000元(於截至2021年3月31日止第二年度)，須於每個曆月首日以現金預付。2019年服務協議之訂約方須參考本集團因提供該等服務而產生之實際增加成本(包括但不限於相關員工薪酬)，並按年度基準真誠磋商及協定於第三年度之酬金升幅，惟升幅不得超過上一年度酬金之10%。倘訂約方在磋商下一年度酬金時未能達成協議，則該酬金將維持不變。

酬金按訂約各方公平磋商後達成，並參考本公司於截至2019年3月31日止財政年度提供服務所產生的估計成本。因此，董事認為，2019年服務協議之條款為一般商業條款，屬公平合理，並符合本公司及股東之整體利益。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

Provision of management and property agency liaison services (continued)

(v) (continued)

With reference to the monthly remuneration under the Service Agreement 2019, the Annual Cap Amount for this continuing connected transaction was set at HK\$2,706,000 for the financial year ended 31 March 2021.

Relationships between counterparties

- (vi) ALCL is a wholly owned subsidiary of Yee Hing Company Limited ("Yee Hing"). The Trust, of which Mr. Joseph C.C. Wong, is a beneficiary, holds 55% of the total issued shares of Yee Hing. As Mr. Joseph C.C. Wong is a director of the Company, each of TSCL and ALCL is an associate of Mr. Joseph C.C. Wong and hence is a connected person of the Company.
- (vii) MPIL is a 30% controlled company held indirectly by Mr. Joseph C. C. Wong, who is a director of the Company.

2. Master Property Agreement

Notes:

All definitions in the notes below have the same meaning as referred to in the Company's announcement dated 26 January 2018, unless otherwise indicated.

持續關聯交易 (續)

附註：(續)

提供管理及物業代理聯絡服務 (續)

(v) (續)

參照根據2019年服務協議下之每月酬金，該持續關聯交易截至2021年3月31日止財政年度之年度上限金額設定為港幣2,706,000元。

與交易對方之關係

- (vi) ALCL為義興有限公司(「義興」)之全資附屬公司。黃創增先生實益擁有的信託持有義興已發行股份總數之55%。由於黃創增先生為本公司董事，而TSCL及ALCL均為黃創增先生之關聯公司，故此，黃創增先生為本公司之關連人士。
- (vii) 本公司董事黃創增先生間接持有明華控股30%股權。

2. 物業總協議

附註：

除非文義另有所指，否則下文附註內所用釋義與本公司日期為2018年1月26日之公告所界定者具有相同涵義。

Connected persons 關聯人士	Nature of transactions 交易性質	Income/ (expenses) 收入／(支出) HK\$'000 港幣仟元	Annual Caps 年度上限 HK\$'000 港幣仟元	Notes 附註
All of Chumphol Kanjanapas (also known as Joseph C. C. Wong) and the Joseph Family Members 黃創增先生及其所有家族成員	Leasing, sub-leasing or licensing offices, shops and warehouses by the Retained Group to the Disposed Entities 保留集團向被出售實體租賃、分租或許可使用辦公室、店舖及倉庫	3,530	9,500	(i)
All of Chumphol Kanjanapas (also known as Joseph C. C. Wong) and the Joseph Family Members 黃創增先生及其所有家族成員	Leasing, sub-leasing or licensing offices and shops to the Retained Group by the Disposed Entities 被出售實體向保留集團租賃、分租或許可使用辦公室及店舖	(2,175)	(14,000)	(ii)

CONTINUING CONNECTED TRANSACTIONS (continued)

2. Master Property Agreement (continued)

- * Disposed Entities includes Optical 88 Group (BVI) Limited, eGG Optical Boutique Group Limited, Thong Sia Optical Group Limited and Optical 88 (Thailand) Ltd disposed on 1 June 2018.

During the year ended 31 March 2019, as a result of the disposal of the Optical Business on 1 June 2018, the Master Property Agreement was entered into between Stelux Holdings Limited (“the Retained Group”) and the Disposed Entities, including Optical 88 Group (BVI) Limited, eGG Optical Boutique Group Limited, Thong Sia Optical Group Limited and Optical 88 (Thailand) Ltd., commencing from 1 June 2018 and expiring on 31 March 2021. Under the Master Property Agreement, the Retained Group and the Disposed Group will lease, sub-lease or license certain offices, shops and warehouse to each other. and is renewable upon mutual agreement between the parties provided that the requirements of the Listing Rules related to connected transactions shall be complied with in connection with such renewal.

- (i) The office, shops and warehouse leased, sub-leased or licensed by the Retained Group to the Disposed Entities are as follows:

Number 編號	Region 地區	Nature 性質	Location 地址
2	HK 香港	Shop 店舖	65-68, Upper Ground Floor, Olympian City II, 18 Hoi Ting Road, West Kowloon 西九龍海庭道18號奧海城二期地下高層65-68號
5	Macau 澳門	Shop 店舖	Em Macau, Rua da Palha N20 Beco da Palha N 1A, San Vo Res-do-chao F and G
9	SEA 東南亞	Office 辦公室	63 Ubi Avenue 1 #06-04 Singapore 408937
11	SEA 東南亞	Office 辦公室	G8, Jalan Puteri 7/13A Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan, Malaysia
13	SEA 東南亞	Shop 店舖	Future Rangsit – shop

持續關聯交易 (續)

2. 物業總協議 (續)

- * 於2018年6月1日，被出售實體包括Optical 88 Group (BVI) Limited、eGG Optical Boutique Group Limited、Thong Sia Optical Group Limited及Optical 88 (Thailand) Ltd。

於截至2019年3月31日止年度，由於眼鏡業務已於2018年6月1日出售，寶光實業(集團)有限公司(「保留集團」)與被出售實體，包括Optical 88 Group (BVI) Limited、eGG Optical Boutique Group Limited、Thong Sia Optical Group Limited及Optical 88 (Thailand) Ltd訂立物業總協議，相關協議由2018年6月1日開始直至2021年3月31日到期。根據物業總協議，保留集團及被出售實體將互相租賃、分租或許可使用辦公室、店舖及倉庫，並可經雙方共同協定後續期，惟該續期須遵守與關聯交易有關的上市規則的規定。

- (i) 保留集團向被出售實體租賃、分租或許可使用辦公室、店舖及倉庫如下：

CONTINUING CONNECTED TRANSACTIONS (continued)

持續關聯交易 (續)

2. Master Property Agreement (continued)

2. 物業總協議 (續)

Number 編號	Region 地區	Nature 性質	Location 地址
17	SEA 東南亞	Shop 店舖	Central Rama III
18	SEA 東南亞	Office 辦公室	CP27, Suite 2601-04, 26th Floor, Central Plaza, 34, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia
19	SEA 東南亞	Office 辦公室	31 Ubi Road 1 #02-06 Singapore 408694
20	SEA 東南亞	Shop 店舖	Ayuthaya Park

The total monthly rental for the above properties approximated HK\$295,000 (exclusive of rates, government rent and management charges). All rents incurred during FY2020/21 were paid during the year. The continuing connected transactions as set out under 2(i) above have been aggregated for the purpose of classification in accordance with Rule 14A.81 of the Listing Rules, and the aggregate annual cap for the financial year ended 31 March 2021 was approximately HK\$9,500,000.

上述物業的每月租金總額約為港幣295,000元(不包括差餉、政府地租及管理費)。所有於2020/21財政年度產生的租金已於年內支付。上述2(i)項下的持續關聯交易已根據上市規則第14A.81條合併計算，而截至2021年3月31日止財政年度的年度上限總額約為港幣9,500,000元。

(ii) Alternatively, the office and shops leased, sub-leased or licensed to the Retained Group by the Disposed Entities are as follows:

(ii) 此外，被出售實體向保留集團租賃、分租或許可使用辦公室及店舖如下：

Number 編號	Region 地區	Nature 性質	Location 地址
14	SEA 東南亞	Shop 店舖	Future Rangsit II – shop
16	SEA 東南亞	Office 辦公室	347, 349 Muang Thong Thani, Bondstreet Road, Bangpood Subdistrict, Pakkred District, Nonthaburi 11120, Thailand

CONTINUING CONNECTED TRANSACTIONS (continued)

2. Master Property Agreement (continued)

The total monthly rent for the above properties approximated HK\$182,000 (exclusive of rates, government rent and management charges). All rents incurred during FY2020/21 were paid during the year. The continuing connected transactions as set out under 2(ii) above have been aggregated for the purpose of classification in accordance with Rule 14A.81 of the Listing Rules, and the aggregate annual cap for the financial year ended 31 March 2021 was approximately HK\$14,000,000.

The monthly rents of the above properties in 2(i) and 2(ii) above were determined on an arms-length basis taking into account publicly available information of similar properties leased, sub-leased or licensed by independent third parties.

The above continuing connected transactions also constitute related party transactions and are disclosed in note 33 to the financial statements on page 154. For operating lease rental in respect of the office premises, the amounts shown in note 33(a)(ii) to the financial statements on page 156 were calculated at effective rents in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants.

PERMITTED INDEMNITY PROVISIONS

To the extent permitted by Bermuda law, and as permitted by the Bye-laws of the Company, a director of the Company may be indemnified out of the Company's assets against any liability incurred by the director save where incurred or sustained through his/her own wilful neglect or default, fraud and dishonesty. Such permitted indemnity provision has been in force throughout the financial year and is currently in force at the time of approval of this report.

The Company has also taken out and maintained directors' and officers' liability insurance throughout the year, which provides appropriate cover for certain legal actions brought against its directors and officers.

持續關聯交易 (續)

2. 物業總協議 (續)

上述物業的每月租金總額約為港幣182,000元(不包括差餉、政府地租及管理費)。所有於2020/21財政年度產生的租金已於年內支付。上述2(ii)項下的持續關聯交易已根據上市規則第14A.81條合併計算，而截至2021年3月31日止財政年度的年度上限總額約為港幣14,000,000元。

上述2(i)及2(ii)項的物業的每月租金乃按公平原則，並已考慮獨立第三方租賃、分租或許可使用類似物業的公開資料後釐定。

上述持續關聯交易亦構成有關連人士交易，並於第154頁財務報表附註33內披露。就辦公室物業的營業租金而言，第156頁財務報表附註33(a)(ii)所列之金額乃根據香港會計師公會頒佈的香港財務報告準則按實際租金計算。

獲准許的彌償條文

本公司之細則允許及本公司董事可在百慕達法律允許的範圍內，獲得從本公司於其資產中補償所有責任，惟不包括由其自身故意忽視或違約、欺詐及不誠實所致或持續。此等獲准許的彌償條文於財政年度內及至批准本報告時仍為有效。

本公司於年內已購買及維持董事及高級職員責任保險，為其董事及高級職員面對若干法律行動時提供適當的保障。

PERMITTED INDEMNITY PROVISIONS *(continued)*

As permitted by the articles of association of the Company's subsidiaries in Hong Kong ("Hong Kong Subsidiaries"), a director or a former director of the Hong Kong Subsidiaries may be indemnified out of the Hong Kong Subsidiaries' assets against any liability incurred by the director to a person other than the Hong Kong Subsidiaries or an associated company of the Hong Kong Subsidiaries, to the extent permitted by law. Such permitted indemnity provision is currently in force at the time of approval of this report.

AUDITORS

The financial statements have been audited by RSM Hong Kong who retire and, being eligible, offer themselves for re-appointment.

Last but not least, I express my most sincere thanks and gratitude to colleagues and staff members for their commitment, hard work and loyalty to the Group during an unprecedented year.

On behalf of the Board

Joseph C. C. Wong

Chairman and Chief Executive Officer

Hong Kong, 24 June 2021

獲准許的彌償條文(續)

本公司於香港附屬公司(「香港附屬公司」)之組織章程細則允許香港附屬公司董事或前董事可在法律允許的範圍內，獲得從香港附屬公司於其資產中補償所有除香港附屬公司或香港附屬公司相聯公司以外因該董事為香港附屬公司董事的任何責任。此等獲准許的彌償條文至批准本報告時仍為有效。

核數師

本財務報表已經由羅申美會計師事務所審核，該核數師任滿告退，惟合資格並願膺選連任。

最後，本人衷心感謝各位員工於過去不平凡的一年持續對本集團的辛勤貢獻及忠誠服務。

代表董事會

黃創增

主席及行政總裁

香港，2021年6月24日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

- Group Turnover down 31.7% to HK\$706.3 million
- Loss Attributable to Equity Holders of the Company of HK\$81.9 million (FY2019/20: HK\$402.9 million)
- Gearing ratio at 70.2% (31 March 2020: 88.6%)
- Net debt at HK\$342.5 million, down HK\$127.3 million from HK\$469.8 million at 31 March 2020
- Group Inventory down HK\$105.7 million or 28.3% to HK\$267.3 million
- 集團營業額下降 31.7% 至 HK\$706.3 佰萬
- 本公司權益持有人應佔虧損為 HK\$81.9 佰萬 (2019/20 財政年度：HK\$402.9 佰萬)
- 借貸比率為 70.2% (2020 年 3 月 31 日：88.6%)
- 淨債務為 HK\$342.5 佰萬，較 2020 年 3 月 31 日 HK\$469.8 佰萬減少 HK\$127.3 佰萬
- 集團存貨減少 HK\$105.7 佰萬或 28.3% 至 HK\$267.3 佰萬

For the year under review, Group turnover decreased by 31.7% to HK\$706.3 million (FY2019/20: HK\$1,034.8 million) as the pandemic severely disrupted economic activities with lockdowns in some of our operating regions. A loss attributable to Group equity holders of HK\$81.9 million was recorded after taking into account the following items:

- a gain on disposal of a subsidiary of HK\$97.8 million (relating to a property in Hong Kong);
- the accounting impact from HKFRS 16 Leases (non-cash) of HK\$76.3 million (income);
- an impairment (non-cash) of HK\$15.7 million relating to right-of-use assets mainly arising from retail stores with declined store profitability;
- an impairment loss (non-cash) of HK\$54.1 million due to revaluation of investment properties and leasehold land and buildings as at 31 March 2021;
- a stock provision expense (non-cash) of HK\$19.3 million relating to slow-moving watch movements; and
- an impairment of intangible assets (non-cash) of HK\$5.6 million due to reducing recoverable amount.
- 出售一間附屬公司之收益 HK\$97.8 佰萬 (有關一個香港物業)；
- 香港財務報告準則第 16 號租賃的會計影響 (非現金) HK\$76.3 佰萬 (收入)；
- 使用權資產減值 (盈利水平有所下降的零售店舖) (非現金) HK\$15.7 佰萬；
- 於 2021 年 3 月 31 日重新估值投資物業及租賃土地及樓宇而產生減值虧損 (非現金) HK\$54.1 佰萬；
- 慢流手錶機芯的存貨撥備開支 (非現金) HK\$19.3 佰萬；及
- 無形資產減值 (由於可回收金額減少) (非現金) HK\$5.6 佰萬。

If the above items are excluded, the Group would have reported a loss of HK\$161.3 million.

於回顧年度，疫情嚴重干擾經濟活動，集團部分營運地區實施封城措施，本集團的營業額下降 31.7% 至 HK\$706.3 佰萬 (2019/20 財政年度：HK\$1,034.8 佰萬)。集團權益持有人應佔虧損為 HK\$81.9 佰萬，已經計及下列項目：

如剔除上述項目，集團將會錄得虧損 HK\$161.3 佰萬。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In FY2019/20, the Group would have reported a loss of HK\$145.8 million, after excluding the following non-cash expense items totalling HK\$257.1 million:

- the accounting impact from HKFRS 16 Leases of HK\$12.3 million (expense);
- an impairment of HK\$76.9 million relating to right-of-use assets mainly arising from retail stores with declined store profitability;
- an impairment loss of HK\$66.3 million due to revaluation of investment properties;
- a stock provision expense of HK\$95.4 million mainly relating to slow-moving watch movements; and
- an impairment of intangible assets of HK\$6.2 million due to a reducing recoverable amount.

Group gross profit margin was 46.0% compared with 48.8% in FY2019/20 as promotional strategies were implemented to stimulate consumer demand and to reduce inventory to enhance liquidity.

Various government subsidies of approximately HK\$31.2 million were received in our operating regions during the reporting period.

In FY2020/21, the Group continued with measures, including those below, to further reduce operating costs and to strengthen liquidity:–

- selling expenses (excluding expenses related to investment in brand building) which fell 43.5% mainly due to reduced rental expenses and other overheads at shops;
- Group general and administrative expenses which fell further by 13.3% in FY2020/21 following a decrease of 21.6% in FY2019/20;
- capital expenditures which were significantly reduced by 63.2% to HK\$4.2 million (FY2019/20: HK\$11.4 million) in line with Group strategy to close non-performing shops and to rationalise shop portfolio to improve shop productivity. Shop numbers fell by 19.4% y-o-y;

於 2019/20 財政年度，於剔除下列總額為 HK\$257.1 百萬的非現金項目之後，集團的虧損為 HK\$145.8 百萬：

- 香港財務報告準則第 16 號租賃的會計影響 HK\$12.3 百萬(開支)；
- 使用權資產減值(盈利水平有所下降的零售店舖)HK\$76.9 百萬；
- 重新估值投資物業而產生減值虧損 HK\$66.3 百萬；
- 慢流手錶機芯的存貨撥備開支 HK\$95.4 百萬；及
- 無形資產減值 HK\$6.2 百萬(由於可回收金額減少)。

本集團的毛利率為 46.0%，而 2019/20 財政年度為 48.8%，是由於推行促銷策略以刺激消費者需求及減少存貨從而改善資本周轉。

於報告期內，集團營運所在地區獲得各項政府補貼約 HK\$31.2 百萬。

於 2020/21 財政年度，本集團繼續實施以下措施以進一步減少營運費用及加強流動性：

- 銷售支出(撇除與品牌推廣投資有關的開支)下降 43.5%，主要由於商舖的租金支出及其他店舖營運開支的減少；
- 集團一般及行政支出繼 2019/20 財政年度下降 21.6% 後，於 2020/21 財政年度再下降 13.3%；
- 資本開支大幅減少 63.2% 至 HK\$4.2 百萬(2019/20 財政年度：HK\$11.4 百萬)，與本集團關閉表現欠佳的店舖及優化店舖組合以提升店舖生產力的策略相符。店舖數目按年減少 19.4%；

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

- strict inventory control and tightened stock procurement to reduce Group inventory balance which declined by 28.3% against that at the end of March 2020 (after including a stock provision expense of HK\$19.3 million for slow-moving watch movements which was made with a view that the consumption of watch movements will remain stagnant given the current adverse retail climate and uncertainty around the magnitude of recoveries of the retail and tourism sectors in the near future). Excluding the impact of the provision expense, Group inventory balance at the end of March 2021 declined by 23.2% or HK\$86.4 million y-o-y.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 March 2021 (2020: Nil per ordinary share).

CITY CHAIN GROUP

The CITY CHAIN Group operates around 150 stores in Hong Kong, Macau, Mainland China (the “Greater China”), Singapore, Thailand and Malaysia together with on-line stores for “CITY CHAIN” and “SOLVIL et TITUS”.

The CITY CHAIN Group reported a 38.9% decline in turnover to HK\$472.5 million (FY2019/20: HK\$773.3 million) and a loss before interest and tax (LBIT) of HK\$69.6 million (FY2019/20: HK\$206.1 million with the impact of an impairment loss of HK\$76.9 million being right-of-use assets of the Group’s retail stores arising from the adoption of the new HKFRS 16 Leases in FY2019/20).

In FY2020/21, as the CITY CHAIN Group progressed with its migration to an omni-channel business model encouraging results were reported by our e-commerce business in Hong Kong. Moreover, our upgraded CRM membership program “Delights”, a key component to the development of our omni-channel business was launched in Hong Kong and Mainland China in 2019 and continues to strengthen customer engagement. Under COVID-19, we continued to accelerate our pace of investment, adopting the necessary infrastructure and expertise, increasing allocation of marketing expenditure on our online operations such as social networking platforms to maintain quality interactions with consumers to boost online sales and to enhance the online brand presence of “CITY CHAIN” and “SOLVIL et TITUS”.

- 嚴格控制存貨並收緊採購，集團存貨較2020年3月末減少28.3%（其中包括手錶機芯存貨撥備HK\$19.3百萬，由於當前零售景氣疲弱及短期內零售和旅遊業復甦前景不明朗，導致手錶機芯存貨慢流）。若剔除撥備支出的影響，本集團於2021年3月末之存貨結餘按年計減少23.2%或HK\$86.4百萬。

末期股息

董事會不建議宣派截至2021年3月31日止年度的末期股息（2020年：每股普通股零）。

「時間廊」集團

「時間廊」集團於香港、澳門、中國內地（「大中華」）、新加坡、泰國及馬來西亞營運約150間店舖，並經營「時間廊」及「鐵達時」電商平台。

「時間廊」集團的營業額下降38.9%至HK\$472.5百萬（2019/20財政年度：HK\$773.3百萬）及除利息及稅項前虧損HK\$69.6百萬（2019/20財政年度：HK\$206.1百萬，包括因2019/20財政年度採納新香港財務報告準則第16號租賃而產生本集團零售店舖使用權資產的減值虧損的影響HK\$76.9百萬）。

於2020/21財政年度，隨著時間廊轉型至全域營銷模式，集團於香港的電子商務業務取得令人鼓舞的成績。集團全域營銷模式發展的主要組成部分—升級CRM會籍計劃「Delights」於2019年在香港及中國內地推出以加強客戶聯繫。在新型冠狀病毒疫情下，集團繼續加快投資步伐，建立各項基建配置及掌握線上市場數據，增加投放於線上營運，例如社交網絡平台，以保持與消費者的有效互動，從而促進線上銷售並加強「時間廊」及「鐵達時」品牌於線上的滲透力。

Greater China

Turnover for our CITY CHAIN operations in Greater China fell by 46.7% to HK\$254.3 million (FY2019/20: HK\$477.1 million) but LBIT narrowed to HK\$75.1 million (FY2019/20: LBIT HK\$209.2 million) mainly attributable to tight cost control measures in place throughout the year and the accounting impact from HKFRS 16 Leases. In line with our shop consolidation strategy, number of shops reduced by 19 shops compared with March 2020. A deficit in valuation of investment properties of HK\$15.3 million was recorded in FY2020/21.

Notwithstanding the pandemic, we saw a mild recovery of sales in the quarter from January to March 2021 (“Q4”) with a positive y-o-y despite reduced number of shops. We continued to see a y-o-y sales growth from April to May 2021.

Our online business in Hong Kong delivered a promising performance with escalating sales recorded in FY20/21 and a satisfactory EBIT was recorded, whilst cost efficiencies at our Mainland China watch e-commerce business continued to improve.

Southeast Asia

Our Southeast Asian operations in Singapore, Malaysia and Thailand were impacted by COVID-19 almost throughout the year as curfews and movement controls were implemented within these countries. Certain shopping malls either closed temporarily in response to government demand for controlling crowds and sanitization or voluntarily shortened operating hours. Work-from-home and no dine-in arrangements were prevalent and reduced foot traffic in shopping malls significantly. Moreover, these economies were hit hard by muted tourism. Despite these however, our operation teams remained agile, and managed these unprecedented challenges with an emphasised focus on enlarging our local customer base, growing e-commerce sales and negotiating for rental concessions.

大中華

大中華「時間廊」業務的營業額下跌 46.7% 至 HK\$254.3 佰萬 (2019/20 財政年度：HK\$477.1 佰萬)，除利息及稅項前虧損收窄至 HK\$75.1 佰萬 (2019/20 財政年度：除利息及稅項前虧損為 HK\$209.2 佰萬)，主要由於年內實施嚴格的成本控制措施及香港財務報告準則第 16 號租賃的會計影響。為配合集團店舖整合策略，於年內已關閉 19 間店舖。於 2020/21 財政年度，投資物業估值虧損為 HK\$15.3 佰萬。

儘管受疫情的影響，集團於 2021 年 1 月至 3 月的季度（「第四季度」）的銷售溫和反彈，在商舖數目減少的情況下，銷售額按年計仍錄得增長；並於 2021 年 4 月至 5 月，集團銷售額按年計持續增長。

集團於香港的線上業務取得令人滿意的成績，於 20/21 財政年度營業額大幅增長，並錄得令人滿意的除利息及稅項前溢利，而中國內地手錶電子商務業務的成本效益則持續提昇。

東南亞

集團於新加坡、馬來西亞及泰國的東南亞業務幾乎全年均受新型冠狀病毒疫情的影響，因為該等國家實施宵禁及人流管控。因應政府對控制聚集及衛生消毒的要求，部分商場暫時關閉或縮短營業時間。在家工作及不設堂食的安排大幅影響商場的人流。此外，該等國家亦同時受到旅遊業低迷的嚴重打擊。儘管面對該等前所未有的挑戰，集團營運團隊靈活應變，積極擴大本地客戶群，增加電子商務銷售及磋商租金減免。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Turnover at our Southeast Asian operations declined by 26.3% to HK\$218.2 million (FY2019/20: HK\$ 296.2 million) with the number of shops reduced by 17% due to the closure of certain non-performing shops mainly in Thailand and Singapore. Despite the challenging business environment, our Singapore and Malaysian operations posted an EBIT (excluding exchange difference) of HK\$10.2 million. Our Singapore operations recorded a same store growth of 11.4% in the last 4 months of the financial year. Our Southeast Asian operations reported an aggregate EBIT (excluding exchange difference) of HK\$6.5 million (FY2019/20: HK\$3.1 million) despite a loss of HK\$3.7 million posted by our Thai operations.

SUPPLY CHAIN MANAGEMENT AND WHOLESALE TRADING

Turnover for this division comprising our supply chain and wholesale trading subsidiaries decreased moderately by 10.6% to HK\$233.8 million (FY2019/20: HK\$261.5 million) and an EBIT of HK\$20.0 million was posted. Excluding a provision expense of HK\$19.3 million for slow-moving watch movements, this division would have reported a profit of HK\$39.3 million (FY2019/20, a profit of HK\$30.4 million excluding a provision expense of HK\$95.4 million for slow-moving watch movements).

As the sole distributor for “SEIKO” clocks and watches and “GRAND SEIKO” watches in Hong Kong, Macau, Singapore, Brunei and Malaysia, our wholesale trading unit launched various marketing campaigns, which were well received, and with prompt service support promoted sell-through to retailers.

COVID-19 AND THE SHORT TERM OUTLOOK

In the short to medium term, the direction of the pandemic, associated vaccine rollout and take up will continue to dictate the pace of economic recovery in most of the regions where we operate. Based on these factors, the Group is highly likely to continue operating in a challenging environment for the remaining fiscal year.

The Group will continue to adopt appropriate measures to meet these headwinds, including closely monitoring cash flow, operating costs, capital expenditure, inventory management; closing non-performing shops. The financial impact of cost containment measures will continue to be reflected in FY2021/22. However, we will continue to accelerate investment in our online businesses and further progress the development of our omni-channel business.

東南亞業務的營業額下降 26.3% 至 HK\$218.2 百萬 (2019/20 財政年度：HK\$296.2 百萬)，由於關閉泰國及新加坡若干表現欠佳的店舖，店舖數目減少 17%。儘管業務環境充滿挑戰，集團新加坡及馬來西亞業務錄得除利息及稅項前溢利 (不包括匯兌差額) HK\$10.2 百萬。集團新加坡業務於財政年度最後四個月錄得同店增長 11.4%。雖然泰國業務錄得虧損 HK\$3.7 百萬，集團東南亞業務仍錄得除利息及稅項前溢利 (不包括匯兌差額) HK\$6.5 百萬 (2019/20 財政年度：HK\$3.1 百萬)。

供應鏈管理及批發貿易

供應鏈及批發貿易分部的營業額溫和下降 10.6% 至 HK\$233.8 百萬 (2019/20 財政年度：HK\$261.5 百萬) 及錄得除利息及稅項前溢利 HK\$20.0 百萬。如撇除慢流手錶機芯撥備開支 HK\$19.3 百萬，此分部溢利為 HK\$39.3 百萬 (2019/20 財政年度：若撇除慢流手錶機芯撥備開支 HK\$95.4 百萬，溢利為 HK\$30.4 百萬)。

作為鐘錶品牌「精工」及「GRAND SEIKO」於香港、澳門、新加坡、汶萊及馬來西亞的獨家經銷商，集團此分部已開展多項市場營銷活動，並深受消費者歡迎，並提供及時顧客服務以支援零售商的銷售。

新型冠狀病毒疫情及短期前景

於中短期內，疫情的走向、相關疫苗的推出及接種將繼續影響集團營運所在大部份地區的經濟復甦步伐。因此，集團於財政年度餘下期間將繼續面臨各項挑戰。

集團將繼續採納合適措施應對相關挑戰，包括密切監控現金流、經營成本、資本開支、存貨管理，關閉表現欠佳的店舖。成本控制措施的積極財務影響會繼續於 2021/22 財政年度反映。然而，集團將繼續加快線上業務投資及進一步開發全域營銷業務模式。

FINANCE

The Group's capital management, currency and interest rate movement are constantly monitored and reviewed by the management of the Group to address and manage relevant financial risks relating to the Group's operations. The Group maintains prudent treasury management policies to address liquidity to finance both short-term and long-term working capital needs for business operations. Funds are generated from business operating activities and banking facilities in the form of term loans and short-term trading facilities. Forecast and actual cash flow analyses are continuously monitored. Maturity of assets and liabilities and requirement of financial resources for business operations are prudently managed.

Group gearing ratio was 70.2% (31 March 2020: 88.6%) with shareholders' funds standing at HK\$487.5 million (31 March 2020: HK\$530.4 million) and net debts of HK\$342.5 million (31 March 2020: HK\$469.8 million). The net debts are based on the bank borrowings of HK\$512.8 million (31 March 2020: HK\$651.4 million) less bank balance and cash of HK\$170.3 million (31 March 2020: HK\$181.6 million of which HK\$54.6 million were pledged). The bank borrowings comprised of HK\$226.2 million repayable within one year and HK\$ 286.6 million with scheduled repayment after one year but repayable on demand and were classified as current liabilities.

The decrease in gearing ratio was due to the disposal of a property by way of transfer of shares in a subsidiary to a third party during FY2020/21 with most of the sales proceeds used to repay bank loans. The Group's cash inflow from its operations was HK\$185.3 million. The unutilized banking facilities as at 31 March 2021 was HK\$122.7 million.

The Group's major borrowings are in Hong Kong dollars and mostly based on a floating rate at HIBOR or bank prime lending rates. As major revenues of the Group are in Hong Kong dollars and Macanese Pataca, the natural hedge mechanism was applied.

As at 31 March 2021, the current assets and current liabilities were approximately HK\$579.6 million (31 March 2020: HK\$718.1 million) and HK\$765.3 million (31 March 2020: HK\$1,017.6 million), respectively. The current ratio was approximately 0.76 (0.71 as at 31 March 2020).

財務

本集團管理層密切監察及掌握集團的資本管理、貨幣及利率變動，以監控本集團營運相關的財務風險。本集團實行嚴謹的財務管理策略，以掌握用於業務營運的短期及長期資金需求的流動性。有關資金來自業務營運以及有期貸款及短期貿易融資等銀行融資。本集團亦持續監察現有及預估未來現金流，審慎管理資產及負債的到期日以及業務營運的財務資金需要。

本集團的借貸比率為 70.2% (2020 年 3 月 31 日：88.6%)，股東資金為 HK\$487.5 佰萬 (2020 年 3 月 31 日：HK\$530.4 佰萬)，本集團的淨債務為 HK\$342.5 佰萬 (2020 年 3 月 31 日：HK\$469.8 佰萬)。淨債務乃根據銀行貸款 HK\$512.8 佰萬 (2020 年 3 月 31 日：HK\$651.4 佰萬) 減去銀行結餘及現金 HK\$170.3 佰萬 (2020 年 3 月 31 日：HK\$181.6 佰萬，其中 HK\$54.6 佰萬為抵押銀行存款)。銀行貸款包括 HK\$226.2 佰萬需於一年內償還及 HK\$286.6 佰萬為預定還款期於一年以後 (但可應要求償還，因此列為流動負債)。

借貸比率減少乃由於在 2020/21 財政年度透過向一名第三方轉讓附屬公司股份的方式出售物業，大部分銷售所得款項用於償還銀行貸款。本集團營運的現金流入為 HK\$185.3 佰萬。於 2021 年 3 月 31 日，未動用銀行融資為 HK\$122.7 佰萬。

本集團的主要貸款以港幣結算，主要按香港銀行同業拆息率或銀行最優惠利率基準，以浮動息率計算。由於本集團的主要收益以港幣及澳門幣計算，故本集團應用自然對沖機制。

於 2021 年 3 月 31 日，流動資產及流動負債分別約為 HK\$579.6 佰萬 (2020 年 3 月 31 日：HK\$718.1 佰萬) 及 HK\$765.3 佰萬 (2020 年 3 月 31 日：HK\$1,017.6 佰萬)。流動比率約為 0.76 (2020 年 3 月 31 日：0.71)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 31 March 2021, the Group's total equity funds amounted to HK\$494.6 million.

The Group does not use any financial instruments for hedging purposes.

The Group does not engage in speculative derivative trading.

As at 31 March 2021, the Group does not have any significant contingent liabilities.

The Group does not have plans for material investments or change of capital assets.

As at 31 March 2021, certain property, plant and equipment and investment properties amounting to HK\$513.9 million (31 March 2020: HK\$640.4 million of certain property, plant and equipment, investment properties and bank deposit) were pledged to secure banking facilities granted to the Group. Capital expenditure was well controlled and reduced to HK\$4.2 million (FY2019/20: HK\$11.4 million).

The investment properties and leasehold land and buildings were revalued by independent valuers as at 31 March 2021. An impairment loss of HK\$54.1 million was recorded in the year ended 31 March 2021 accordingly.

The deferred tax asset balance decreased by HK\$22.3 million and this expense was charged to the income statement during the year ended 31 March 2021. The decrease was mainly from a decrease in tax losses and other temporary differences recognised as a deferred tax asset.

於 2021 年 3 月 31 日，本集團的股權總額為 HK\$494.6 佰萬。

集團並無使用任何財務工具作對沖用途。

集團並無參與純投機的衍生工具交易。

於 2021 年 3 月 31 日，集團並沒有任何重大或然負債。

集團並無任何重大投資或轉變資本資產之計劃。

於 2021 年 3 月 31 日，本集團部分物業、機器及設備及投資物業總值 HK\$513.9 佰萬(2020 年 3 月 31 日：部份物業、機器及設備、投資物業及銀行存款總值 HK\$640.4 佰萬)已抵押予銀行以獲取銀行信貸。資本開支處於控制中並削減至 HK\$4.2 佰萬(2019/20 財政年度：HK\$11.4 佰萬)。

於 2021 年 3 月 31 日，投資物業及租賃土地及樓宇由獨立專業合資格估值師重新估值。截至 2021 年 3 月 31 日止年度，錄得減值虧損 HK\$54.1 佰萬元。

遞延稅項資產結餘減少 HK\$22.3 佰萬及此支出已於截至 2021 年 3 月 31 日止年度之收益表扣除。減少主要來自確認為遞延稅項資產之稅項虧損及其他暫時性差額減少所致。

**NUMBER AND REMUNERATION OF EMPLOYEES,
REMUNERATION POLICIES, BONUS AND TRAINING
SCHEMES**

The Group's remuneration policies are reviewed on a regular basis and remuneration packages are in line with market practices in the relevant countries where the Group operates. As at 31 March 2021, the Group had around 1,000 employees (31 March 2020: 1,120). The Group offers KPI related bonuses to eligible employees based on the performance of the Group and the individual employee. The Group also provides related training programmes to improve the quality, competence and skills of its employees.

Joseph C. C. Wong

Chairman and Chief Executive Officer

Hong Kong, 24 June 2021

僱員數目、酬金政策、獎金及僱員培訓計劃

集團以其運營國家的人力資源市場為準則，釐定給予當地僱員的報酬，並定期進行檢討。本集團於2021年3月31日約有1,000位(2020年3月31日：1,120位)僱員。集團就業績及個別僱員表現提供按「關鍵績效指標」釐定之獎金予合資格的僱員。集團亦提供相關的培訓計劃改善僱員質素、能力及技能。

黃創增

主席及行政總裁

香港，2021年6月24日



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**TO THE SHAREHOLDERS OF
STELUX HOLDINGS INTERNATIONAL LIMITED**

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Stelux Holdings International Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 45 to 163, which comprise the consolidated balance sheet as at 31 March 2021, and the consolidated income statement and statement of other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated balance sheet 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.

致寶光實業(國際)有限公司股東

(於百慕達註冊成立之有限公司)

意見

本核數師(以下簡稱「吾等」)已審計列載於第45至163頁的寶光實業(國際)有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,此等綜合財務報表包括於2021年3月31日的綜合資產負債表以及截至該日止年度的綜合收益表及綜合全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註(包括主要會計政策概要)。

吾等認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於2021年3月31日的綜合財務狀況及截至該日止年度貴集團的綜合財務表現及綜合現金流量,並已按照香港《公司條例》的披露規定妥為編製。

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters we identified are:

意見基準

我們已根據香港會計師公會頒布的《香港審計準則》（「香港審計準則」）進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《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道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

關鍵審計事項

關鍵審計事項為按照吾等的專業判斷，審計本期綜合財務報表中最重要的事項。吾等於審計綜合財務報表之整體過程中處理此等事項及就此形成意見，而不會就此等事項單獨發表意見。吾等識別的關鍵審計事項如下：

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	我們的審計如何處理關鍵審計事項
Net realisable value of inventories		存貨的可變現淨值	
<p>Refer to Note 22 to the consolidated financial statements.</p> <p>The net realisable value of inventories is identified as a key audit matter because of the magnitude of the inventories combined with the judgements associated with determining the amount of allowance for inventories.</p> <p>As at 31 March 2021, the Group recorded inventories (net of provision) of approximately HK\$267.303 million.</p> <p>The write-down of inventories to net realisable value was estimated by management through the application of judgement and the use of assumptions.</p> <p>During the year ended 31 March 2021, a provision for inventories of approximately HK\$24.885 million was recognised to the consolidated income statement based on management's assessment.</p>	<p>Our procedures in relation to management's estimation and judgement applied in determining the net realisable value of inventories include:</p> <ul style="list-style-type: none">• Understanding the inventories allowance/write down policy of the Group;• Testing, on a sample basis, the accuracy of the inventory ageing reports; and• Evaluating the key assumptions and estimates applied by management to determine the provisioning percentages applicable to individual ageing categories of inventory by comparing to current year and historical sales trends.	<p>請參閱綜合財務報表附註22。</p> <p>存貨的可變現淨值被確定為關鍵的審計事項，與確定存貨撥備的判斷相關聯。</p> <p>於2021年3月31日，貴集團於存貨撥備後錄得存貨約港幣267.303佰萬元。</p> <p>管理層透過判斷及高度主觀假設來估計撇銷存貨至可變現淨值。</p> <p>截至2021年3月31日止年度，存貨撥備約港幣24.885佰萬元，並根據管理層的評估計入綜合收益表。</p>	<p>對於管理層在釐定存貨的可變現淨值中所運用的估計及判斷，我們的程序包括：</p> <ul style="list-style-type: none">• 了解集團存貨撥備及撇賬政策；• 以抽樣方式測試存貨貨齡報告之準確性；及• 根據比較本年度及過往銷售趨勢，評估管理層釐定存貨的個別賬齡分類之撥備比率所應用的主要假設及估計。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	我們的審計如何處理關鍵審計事項
<p>Impairment assessment on property, plant and equipment and right-of-use assets</p> <p>Refer to Notes 17 and 19 to the consolidated financial statements.</p> <p>The impairment of property, plant and equipment, and right-of-use assets is identified as a key audit matter because of the significant judgement involved in assessing the amount of impairment of property, plant and equipment, and right-of-use assets.</p> <p>As at 31 March 2021, the Group had retail store assets recorded under property, plant and equipment and right-of-use assets of approximately HK\$224.312 million and HK\$78.198 million, respectively.</p> <p>The carrying amount of the retail stores assets is written down to their recoverable amount when the assets carrying amount exceeded their estimated recoverable amount.</p> <p>Management determined that each retail stores is a cash-generating unit and monitors their financial performance for the existence of impairment indicators, such as stores making a loss and early closure of stores before the lease term.</p> <p>The recoverable amount of self-owned retail shops is determined using fair value less costs to sell approach, of which the fair values of properties were largely based on property valuations obtained from professional property valuers. Meanwhile, the recoverable amount of remaining retail stores assets is determined by value-in-use calculations using discounted cash flow projections based on the forecasts approved by management covering the remaining tenure of the lease.</p>	<p>Our procedures in relation to management's assessment process for identifying impairment indications include:</p> <ul style="list-style-type: none">• Understanding management's process for identifying impairment indicators;• challenging the judgements made by management in identifying impairment indicators;• Obtaining the cash flow forecasts prepared by management, understanding the major assumptions adopted in the cash flow forecasts for each cash-generating unit and checking arithmetic accuracy of the forecast calculation;• Comparing the major assumptions such as growth rates, budgeted sales and gross margins to historical results and evaluating their reasonableness in light of current and expected future market conditions;• With auditors' expert assistance, reviewing the bases and assumptions adopted in the valuation for estimating the fair value of properties and performed the benchmarking of the value of properties held by the Group to other comparable properties; and• Evaluating the sufficiency of the disclosure of the impairment assessment by management in the consolidated financial statements.	<p>物業、機器及設備及使用權資產的減值評估</p> <p>請參閱綜合財務報表附註17及19。</p> <p>物業、機器及設備及使用權資產減值識別為關鍵審計事項，因為於評估物業、機器及設備及使用權資產的減值金額時涉及重大判斷。</p> <p>於2021年3月31日，記錄於貴集團的物業、機器及設備及使用權資產之下的零售店舖資產分別為約HK\$224.312佰萬元及HK\$78.198佰萬元。</p> <p>倘零售店舖資產的賬面值大於其估計可收回金額，則將其賬面值撇減至可收回金額。</p> <p>管理層釐定其個別零售店舖為獨立可識別現金產生單位，並監察零售店舖的財務表現，檢視有否出現減值指標，如店舖產生虧損及於店舖租期完結前提前關閉。</p> <p>自有零售店舖的可收回金額按公平值減出售成本釐定，其中物業的公平值大部分根據從專業物業估值師取得的物業估值。同時，其餘零售店舖資產的可收回金額根據使用價值計算釐定，根據經管理層批准涵蓋租賃剩餘年期的預測使用折現現金流量預測。</p>	<p>管理層在識別減值跡象時，我們的程序包括：</p> <ul style="list-style-type: none">• 了解管理層識別減值指標的過程；• 對於識別減值指標時作出的判斷提出質疑；• 獲取管理層編製之現金流量預測，了解各現金產生單位之現金流量預測採納之主要假設，以及核實現金流量預測計算之運算準確性；• 將主要假設，如增長率、預算銷售額及毛利與歷史數據進行比較，並根據現時及預期未來市場狀況評估其合理性；• 在核數師專家協助下，審閱於物業公平值估計中採用的估值基準及假設，以及就貴集團所持物業的價值與可資比較物業進行對照；及• 評估管理層在綜合財務報表中披露減值評估的充足性。

INDEPENDENT AUDITOR'S REPORT

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Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	我們的審計如何處理關鍵審計事項
<p>Impairment assessment on property, plant and equipment and right-of-use assets (Continued)</p> <p>Management carried out an impairment assessment for such assets which have an impairment indicator and as a result impairment loss of property, plant and equipment of approximately HK\$7.544 million and impairment loss of right-of-use assets of approximately HK\$15.676 million have been recognised in the consolidated income statement for the year.</p>		<p>物業、機器及設備及使用權資產的減值評估(續)</p> <p>管理層對有減值跡象的該等資產進行減值評估，並因此於本年度綜合收益表確認物業、機器及設備減值虧損約港幣7.544百萬元及使用權資產減值虧損約港幣15.676百萬元。</p>	
<p>Impairment assessment on trademarks</p> <p>Refer to Note 20 to the consolidated financial statements.</p> <p>The impairment of trademarks is identified as a key audit matter because the assessment which is based on past performance and management's expectations for the future market development involved significant judgment and estimates.</p> <p>As at 31 March 2021, trademarks of the Group amounted to approximately HK\$43.033 million.</p> <p>Trademarks with an indefinite useful life are carried at costs and are not amortised.</p> <p>Management tests annually whether the trademarks suffered any impairment by considering the economic benefit to be generated from trademarks. The recoverable amount is determined based on a value-in-use calculation. This calculation used pre-tax cashflows projections based on financial budgets prepared by management.</p> <p>During the year ended 31 March 2021, an impairment loss of trademarks of approximately HK\$5.583 million was recognised to the consolidated income statements.</p>	<p>Our procedures in relation to management's impairment assessment on trademarks include:</p> <ul style="list-style-type: none">• Understanding from management the business plans associated with these trademarks;• Assessing the appropriateness of impairment method used and evaluating key assumptions such as growth rate and discount rate applied by management with the assistance of our in-house valuation specialists; and• Evaluating the sufficiency of the disclosure of the impairment assessment by management in the consolidated financial statements.	<p>商標的減值評估</p> <p>請參閱綜合財務報表附註20。</p> <p>商譽減值識別為關鍵審計事項，乃由於管理層對過往表現以及未來市場發展的預計時涉及重大判斷及估計。</p> <p>於2021年3月31日，貴集團的商標總額約為HK\$43.033百萬元。</p> <p>具有無限使用年期的商標按成本列賬，且毋須攤銷。</p> <p>管理層考慮到商標產生的經濟利益，每年測試商譽是否受到任何減值。可回收金額根據使用價值之計算而釐定。此計算採用根據管理層之財政預算作出之稅前現金流量預測。</p> <p>於截至2021年3月31日止年度，商標減值約港幣5.583百萬元計入綜合收益表。</p>	<p>對於管理層商標的減值評估，我們的程序包括：</p> <ul style="list-style-type: none">• 向管理層了解與此等商標相關的業務計劃；• 在內部估值專家的協助下評估減值方式是否適當，及評估主要假設(如管理層所用的增長率及貼現率)；及• 評估管理層在綜合財務報表中披露減值評估的充足性。

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Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	我們的審計如何處理關鍵審計事項
Going concern assessment		持續經營評估	
<p>Refer to Note 2 to the consolidated financial statements.</p>	<p>Our procedures in respect of the directors' assessment of going concern included:</p>	<p>請參閱綜合財務報表附註2。</p>	<p>對於董事就持續經營的評估，我們的程序包括：</p>
<p>During the year ended 31 March 2021, the Group incurred a net loss of HK\$81.621 million and, as of that date, the Group had net current liabilities of approximately HK\$185.708 million. These conditions may create doubt about the Group's ability to continue as going concern.</p>	<ul style="list-style-type: none"> Obtaining an understanding of the inputs and key assumptions of the cash flow projections prepared for the purpose of the going concern assessment; 	<p>於截至2021年3月31日止年度，貴集團錄得虧損淨額約HK\$81.621百萬，而於當日，貴集團流動負債淨額約HK\$185.708百萬。此財務狀況可能導致對貴集團的持續經營能力產生重大疑慮。</p>	<ul style="list-style-type: none"> 了解為進行持續經營評估而編製的現金流量預測的輸入及主要假設；
<p>The Group's financial statements were prepared on a going concern basis. The directors' assessment in respect of going concern is set out in Note 2.</p>	<ul style="list-style-type: none"> Challenging the inputs and assumptions used in the cash flow projections by benchmarking them against historical trends and data and observable external economic data; 	<p>貴集團綜合財務報表乃按持續經營基準編製。董事就持續經營的評估載於附註2。</p>	<ul style="list-style-type: none"> 通過對照歷史趨勢及數據以及可觀察外部經濟數據對現金流量預測中使用的輸入及假設提出質疑；
<p>The going concern assessment is identified as a key audit matter as significant management judgement is involved in determining whether a material uncertainty exists and in estimating the Group's future cash flows and funding requirements.</p>	<ul style="list-style-type: none"> Assessing the availability of unused banking facilities during the forecast periods by inspecting relevant documentation and evaluating whether the facilities were sufficient to meet the Group's funding needs with reference to the cash flows projections; 	<p>持續經營評估識別為關鍵審計事項，原因是於釐定是否出現重大不確定性以及估計貴集團的日後現金流量及資金需求時涉及重大管理判斷判斷。</p>	<ul style="list-style-type: none"> 檢查相關文件並參考現金流量預測以評估融資是否足夠以滿足貴集團的資金需求，以評估預測期內未動用銀行融資的可行性；
	<ul style="list-style-type: none"> Performing sensitivity analysis on the cash flow projections; 		<ul style="list-style-type: none"> 對現金流量預測進行敏感性分析；
	<ul style="list-style-type: none"> Assessing the possible mitigating actions identified by management in the event that actual cash flows are below forecast; 		<ul style="list-style-type: none"> 倘實際現金流量低於預測時，評估管理層識別的可能緩解措施；
	<ul style="list-style-type: none"> Challenging the directors' assessment that there was not a material uncertainty in relation to going concern based on our understanding of the Group's expected liquidity requirements during the forecast period; and 		<ul style="list-style-type: none"> 根據吾等對貴集團在預測期內的預期流動資金需求的理解，對董事的評估認為持續經營不存在重大不確定性提出質疑；及
	<ul style="list-style-type: none"> Assessing the appropriateness of the disclosures included in note 2 to the consolidated financial statements. 		<ul style="list-style-type: none"> 評估載於綜合財務報表附註2的披露的恰當性。

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OTHER INFORMATION

The directors of the Company are responsible for the Other Information. The other information comprises the information included in Management Discussion and Analysis (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and Report of the Directors and Environmental, Social and Governance Report, which are expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the Other Information and we do not and will 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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, 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.

When we read Report of the Directors and Environmental, Social and Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit committee and take appropriate action considering our legal rights and obligations.

其他信息

貴公司董事須對其他信息負責。其他信息包括我們在本核數師報告日期前取得的管理層討論及分析內的信息(但不包括綜合財務報表及我們的核數師報告),以及預期會在本核數師報告日期後取得的環境、社會及管治報告內的信息。

我們對綜合財務報表的意見並不涵蓋其他信息,我們既不也將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,我們的責任是閱讀上述的其他信息,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。

基於我們就我們於本核數師報告日期前取得的其他信息所執行的工作,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。

當我們閱讀董事會報告書及環境、社會及管治報告後,如果我們認為其中存在重大錯誤陳述,我們需要將有關事項與審核委員會溝通,並考慮我們的法律權利和義務後採取適當行動。

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RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的《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，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

貴公司董事在審核委員會協助下，須負責監督貴集團的財務報告過程。

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任何重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告，除此之外本報告別無其他目的。我們不會就本報告內容向任何其他人士負上或承擔任何責任。

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

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

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

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。
- 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。

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- 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.
- 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。

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.

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道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 Mr. Liu Eugene.

RSM Hong Kong
Certified Public Accountants
Hong Kong
24 June 2021

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，除非法律或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廖於勤先生。

羅申美會計師事務所
執業會計師
香港
2021年6月24日

CONSOLIDATED INCOME STATEMENT AND STATEMENT OF COMPREHENSIVE INCOME

綜合收益表及全面收益表

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

		Note	2021	2020
		附註	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Revenue	收入	8	706,267	1,034,794
Cost of sales	銷售成本		(381,542)	(529,403)
Gross profit	毛利		324,725	505,391
Other gains/(losses)	其他收益/(虧損)	9	43,102	(68,292)
Other income	其他收入	10	96,375	53,705
Selling expenses	銷售支出		(266,760)	(444,765)
General and administrative expenses	一般及行政支出		(161,376)	(186,095)
Other operating expenses	其他營運支出		(63,246)	(190,809)
Finance costs	財務成本	11	(28,710)	(50,607)
Loss before tax	除稅前虧損	12	(55,890)	(381,472)
Income tax expense	所得稅支出	15	(25,731)	(21,212)
Loss for the year	年內虧損		(81,621)	(402,684)
Loss for the year attributable to:	以下人士應佔年內虧損：			
Equity holders of the Company	本公司權益持有人		(81,890)	(402,898)
Non-controlling interests	非控股權益		269	214
			(81,621)	(402,684)
Loss per share	每股虧損			
Basic and diluted (HK Cents)	基本及攤薄 (港仙)	16	(7.83)	(38.50)
Other comprehensive income/(loss):	其他全面收益/(虧損)：			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益的項目：</i>			
Exchange differences of translation of foreign operations	海外業務的匯兌差額		42,687	(42,789)
<i>Item that will not be reclassified to profit or loss:</i>	<i>其後不會重新分類至損益的項目：</i>			
Change in fair value of equity investment at fair value through other comprehensive income	按公平值透過其他全面收益列賬的股份投資的公平值變動	21	(3,570)	(9,526)
Other comprehensive income/(loss) for the year, net of tax	年內除稅後其他全面收益/(虧損)		39,117	(52,315)
Total comprehensive loss for the year	年內全面虧損總額		(42,504)	(454,999)
Total comprehensive loss for the year attributable to:	以下人士應佔年內全面虧損總額：			
Equity holders of the Company	本公司權益持有人		(42,926)	(454,525)
Non-controlling interests	非控股權益		422	(474)
			(42,504)	(454,999)

The notes on page 51 to 163 are an integral part of these consolidated financial statements.

第51至163頁的附註為此等綜合財務報表不可或缺部份。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2021 於2021年3月31日

		Note	2021	2020
		附註	HK\$'000	HK\$'000
			港幣仟元	港幣仟元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	17	265,476	131,315
Investment properties	投資物業	18	296,700	519,800
Right-of-use assets	使用權資產	19	123,990	198,704
Intangible assets	無形資產	20	53,459	57,541
Equity investment at fair value through other comprehensive income	按公平值透過其他全面收益列賬的股份投資	21	1,874	5,444
Deposits and prepayments	按金及預付款項	23	20,643	36,638
Deferred tax assets	遞延稅項資產	27	16,071	38,384
Total non-current assets	非流動資產總額		778,213	987,826
Current assets	流動資產			
Inventories	存貨	22	267,303	373,040
Trade and other receivables	貿易及其他應收賬款	23	141,978	163,454
Pledged bank deposits	抵押銀行存款	24	–	54,579
Cash and cash equivalents	現金及現金等值物	24	170,344	127,016
Total current assets	流動資產總額		579,625	718,089
Total assets	資產總額		1,357,838	1,705,915
EQUITY	股權			
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔股本及儲備			
Share capital	股本	25	104,647	104,647
Reserves	儲備	26	382,873	425,799
Shareholders' funds	股東資金		487,520	530,446
Non-controlling interests	非控股權益		7,077	6,655
Total equity	股權總額		494,597	537,101

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2021 於2021年3月31日

		Note	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
		附註		
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	27	27,760	32,933
Lease liabilities	租賃負債	28	70,148	118,251
Total non-current liabilities	非流動負債總額		97,908	151,184
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	29	148,724	172,583
Income tax payable	應付所得稅		17,441	16,288
Bank borrowings	銀行貸款	30	512,797	651,449
Lease liabilities	租賃負債	28	86,371	177,310
Total current liabilities	流動負債總額		765,333	1,017,630
Total liabilities	負債總額		863,241	1,168,814
Total equity and liabilities	股權及負債總額		1,357,838	1,705,915

The consolidated financial statements on page 45 to 163 were approved by the Board of Directors on 24 June 2021 and were signed on its behalf.

董事會在2021年6月24日批准並簽署載於第45頁至第163頁的綜合財務報表。

Joseph C.C. Wong

黃創增

Chairman and Chief Executive Officer

主席及行政總裁

Wallace Kwan Chi Kin

關志堅

Executive Director and Chief Financial Officer

行政董事及首席財務總裁

The notes on page 51 to 163 are an integral part of these consolidated financial statements.

第51至163頁的附註為此等綜合財務報表不可或缺的部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to equity holders of the company 本公司權益持有人應佔				
		Share capital 股本	Reserves 儲備	Total 總計	Non- controlling interests 非控股權益	Total equity 權益總額
		HK\$'000 港幣仟元	HK\$'000 港幣仟元 (Note 26) (附註26)	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
At 1 April 2019	於2019年4月1日	104,647	880,324	984,971	7,129	992,100
(Loss)/profit for the year	年度(虧損)/溢利	-	(402,898)	(402,898)	214	(402,684)
Other comprehensive loss	其他全面虧損	-	(51,627)	(51,627)	(688)	(52,315)
Changes in equity for the year	年度權益變動	-	(454,525)	(454,525)	(474)	(454,999)
At 31 March 2020	於2020年3月31日	104,647	425,799	530,446	6,655	537,101
At 1 April 2020	於2020年4月1日	104,647	425,799	530,446	6,655	537,101
(Loss)/profit for the year	年度(虧損)/溢利	-	(81,890)	(81,890)	269	(81,621)
Other comprehensive income	其他全面收益	-	38,964	38,964	153	39,117
Changes in equity for the year	年度權益變動	-	(42,926)	(42,926)	422	(42,504)
At 31 March 2021	於2021年3月31日	104,647	382,873	487,520	7,077	494,597

The notes on page 51 to 163 are an integral part of these consolidated financial statements.

第51至163頁的附註為此等綜合財務報表不可或缺的部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		2021	2020
	Note	HK\$'000	HK\$'000
	附註	港幣仟元	港幣仟元
Loss before tax	除所得稅前虧損	(55,890)	(381,472)
Adjustments for	調整		
Depreciation of:	折舊：		
– property, plant and equipment	– 物業、機器及設備	27,849	33,547
– right-of-use assets	– 使用權資產	108,383	212,221
Amortisation of intangible assets	無形資產攤銷	–	1,430
Loss/(gain) on disposal of property, plant and equipment	出售物業、機器及設備虧損／(收益)	826	(40)
Gain on termination of leases	終止租賃合約收益	(310)	–
Fair value changes of investment properties	投資物業公平值變動	48,100	66,300
Provision for inventories	存貨撥備	24,885	91,004
Inventories written off	存貨撇賬	1,560	194
Reversal of impairment of trade receivables	壞賬準備撥回	(98)	(368)
Impairment loss of:	減值：		
– property, plant and equipment	– 物業、機器及設備	7,544	5,842
– right-of-use assets	– 使用權資產	15,676	76,918
– intangible assets	– 無形資產	5,583	6,166
Gain on disposal of a subsidiary	出售附屬公司收益	(97,778)	–
Interest income	利息收入	(277)	(836)
Finance costs	財務成本	28,710	50,607
Dividend income	股息收入	–	(1,014)
Operating profit before working capital changes	除營運資金轉變前的經營溢利	114,763	160,499
Adjustments for	調整		
Inventories	存貨	89,182	85,629
Trade and other receivables	貿易及其他應收賬款	43,540	30,745
Trade and other payables	貿易及其他應付賬款	(27,800)	(48,772)
Cash generated from operations	營運活動所得現金	219,685	228,101
Interest paid	支付利息	(28,710)	(50,607)
Hong Kong profits tax paid	支付香港利得稅	(1,637)	(4,329)
Hong Kong profits tax refunded	已退回香港利得稅	479	10
Overseas profits tax paid	支付海外利得稅	(5,329)	(15,641)
Overseas profits tax refunded	已退回海外利得稅	855	1,551
Net cash generated from operating activities	營運活動所得的現金淨額	185,343	159,085

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		Note	2021	2020
		附註	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Cash flows from investing activities	投資活動的現金流量			
Cash inflow arising from disposal of a subsidiary	出售附屬公司所得款項	31(a)	107,965	–
Purchase of property, plant and equipment	購入物業、機器及設備		(4,153)	(11,446)
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備所得款項		260	897
Interest received	已收利息		277	836
Dividends received	已收股息		–	1,014
Net cash generated from/(used in) investing activities	投資活動所得／(所用)的現金淨額		104,349	(8,699)
Cash flows from financing activities	融資活動的現金流量			
Drawdown of bank borrowings	提取銀行貸款		57,137	143,357
Repayment of bank borrowings	償還銀行貸款		(195,789)	(180,158)
Principal portion of lease payments	支付租賃本金部份		(191,855)	(192,316)
Decrease in pledged bank deposit	抵押銀行存款減少		57,224	–
Net cash used in financing activities	融資活動所用的現金淨額		(273,283)	(229,117)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值物之增加／(減少)淨額		16,409	(78,731)
Effect of foreign exchange rate changes	匯率變動的影響		26,919	(29,122)
Cash and cash equivalents at the beginning of the year	年初的現金及現金等值物		127,016	234,869
Cash and cash equivalents at the end of the year	年終的現金及現金等值物		170,344	127,016
Analysis of balances of cash and cash equivalents:	現金及現金等值物結餘的分析：			
Cash and cash equivalents	現金及現金等值物	24	170,344	127,016

The notes on page 51 to 163 are an integral part of these consolidated financial statements.

第51至163頁的附註為此等綜合財務報表不可或缺部份。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1. GENERAL INFORMATION

Stelux Holdings International Limited (the “Company”) is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda and the address of its principal place of business is 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited.

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are shown in Note 35 to the consolidated financial statements.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRSs”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed below.

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

During the year ended 31 March 2021, the Group incurred a net loss of approximately HK\$81.621 million and as of that date, the Group recorded net current liabilities of approximately HK\$185.708 million.

1. 一般資料

寶光實業(國際)有限公司(「本公司」)為於百慕達註冊成立之有限公司，其註冊地址為Clarendon House, Hamilton, HM11 2 Church Street, Bermuda及其主要辦事處地址為香港九龍新蒲崗太子道東698號寶光商業中心27樓。

本公司的股份於香港聯合交易所有限公司上市。

本公司的主要業務為投資控股，其主要附屬公司的業務載於綜合財務報表附註35。

除另有註明者外，本綜合財務報表乃以港幣計值。

2. 編製基準

此等綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈的所有適用香港財務報告準則(「香港財務報告準則」)編製。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)及詮釋。此等綜合財務報表亦符合聯交所證券上市規則之適用披露條文及香港《公司條例》(香港法例第622章)的披露規定。本集團所採納的主要會計政策於下文披露。

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可供提早採納的新訂及經修訂香港財務報告準則。附註3提供於本會計期間及過往會計期間因初步應用與本集團相關之此等發展而產生之會計政策變動的資料，有關變動資料反映於此等綜合財務報表。

於截至2021年3月31日止年度，本集團錄得虧損淨額約HK\$81.621百萬，而於當日，本集團流動負債淨額約HK\$185.708百萬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. BASIS OF PREPARATION (Continued)

In preparing these consolidated financial statements, the directors of the Company have given careful consideration to the current and anticipated future liquidity of the Group and the ability of the Group to continue to attain profitable and positive cash flows from operations in the immediate and longer terms.

Included in current liabilities are bank borrowings of HK\$512.797 million which contain a repayment on demand clause. Based on the Group's credit history and historical relationship with the banks, the directors of the Company do not believe that it is probable that the banks will demand immediate repayment but rather such bank borrowings will be repaid in accordance with their scheduled repayment dates as disclosed in Note 6(a)(iv). Accordingly, principal and interest payments due within the next twelve months from the reporting date amounted to HK\$237.775 million.

In order to strengthen the Group's liquidity in the foreseeable future, the directors of the Company have taken measures such as closing down under-performing retail stores and implementing various cost control measures to reduce the costs of operations. Furthermore, as at 31 March 2021, the gearing ratio of the Group was improved from 88.6% to 70.2%. The Group continues with the implementation of the aforementioned measures in order to achieve further improvement of the Group's liquidity in short term and long-term periods.

The directors of the Company have taken into account the cash requirements of the Group for the next twelve months commencing from the end of the reporting period. With unutilised banking facilities of approximately HK\$122.724 million as at 31 March 2021, other potential sources of funding, and continued adoption of the above measures, the directors have therefore concluded that the Group will have sufficient working capital to fully meet its financial obligations when they fall due. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

2. 編製基準(續)

於編製該等綜合財務報表時，本公司董事已審慎考慮本集團之現有及預期未來流動資金，以及本集團即期及較長期業務持續達至盈利及正面現金流量之能力。

流動負債中包括HK\$512.797百萬元的銀行貸款，當中包括按要求償還條款。根據本集團的信貸歷史及與銀行的長期關係，本公司董事並不認為銀行要求即時償還，反而根據附註6(a)(iv)內披露之預定的償還日期償還該等銀行貸款。因此，自報告日期起計未來十二個月內到期應付的本金及利息為HK\$237.775百萬。

為增強本集團於可預見未來流動資金狀況，本公司董事已採取以下措施：關閉表現不佳的零售店舖；並制定各項成本控制措施，以縮緊經營成本。此外，於2021年3月31日，本集團的借貸比率由88.6%下降至70.2%。本集團將繼續實施上述措施，以進一步改善本集團短期及長期的流動性。

本公司董事已考慮本集團於報告期末起未來十二個月之現金需求。於2021年3月31日的未動用銀行融資約為HK\$122.724百萬元，其他潛在融資方式及繼續採取上述措施，董事已繼而得出結論，本集團將擁有充足營運資金以充分履行其到期之財務責任，因此，此綜合財務報表已按持續經營基準編製。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) Application of new and revised HKFRSs

The Group has applied the Amendments to Reference to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2020 for the preparation of the consolidated financial statements:

Amendments to HKAS 1 and HKAS 8 Definition of Material
 Amendments to HKFRS 3 Definition of a Business
 Amendments to HKFRS 9, HKAS 39 and HKFRS 7 Interest Rate Benchmark Reform

In addition, as at 31 March 2020, the Group has early applied the Amendments to HKFRS 16, COVID-19 Related Rent Concessions.

Except as described below, the application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current year had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

本集團於編製綜合財務報表時已首次採納香港財務報告準則中對概念框架的提述修訂本及以下由香港會計師公會頒佈的香港財務報告準則修訂本，有關修訂自2020年4月1日或之後開始的年度期間強制生效：

經修訂香港會計準則第1號及香港會計準則第8號
 經修訂香港財務報告準則第3號
 經修訂香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號

此外，截至2020年3月31日，本集團已提早採納經修訂香港財務報告準則第16號，新冠病毒疾病(COVID-19)相關租金減免。

下文所述者外，於本年度採納香港財務報告準則中對概念框架的提述修訂本及香港財務報告準則修訂本對本集團於本年度及過往年度之財務狀況及表現及／或對該等綜合財務報表所載之披露事宜並無重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

Amendments to HKAS 1 and HKAS 8 Definition of Material

The amendments provide a new definition of material that states “information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.” The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments had no impact on the consolidated financial statements.

Amendments to HKFRS 3 Definition of a Business

The amendments clarify the definition of a business and provide further guidance on how to determine whether a transaction represents a business combination. In addition, the amendments introduce an optional “concentration test” that permits a simplified assessment of whether an acquired set of activities and assets is an asset rather than business acquisition, when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The Group has applied the amendments prospectively to transactions for which the acquisition date is on or after 1 April 2020. The application of the amendments had no impact on the consolidated financial statements.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用新訂及經修訂香港財務報告準則 (續)

經修訂香港會計準則第1號及香港會計準則第8號，重大性之界定

有關修訂對重大性作出新定義，指出「倘遺漏、錯誤陳述或掩蓋資料可合理地預期會對一般用途財務報表的主要使用者基於該等財務報表(提供有關特定報告實體的財務資料)作出的決策造成影響，則有關資料屬於重大」。有關修訂亦澄清重大性將視乎資料的性質或重要性(單獨而言或與其他資料合計)對於財務報表整體而言是否屬於重大。

採納有關修訂對綜合財務報表並無影響。

經修訂香港財務報告準則第3號，業務之界定

有關修訂澄清業務的定義，並進一步提供有關如何釐定一宗交易是否為業務合併的指引。此外，有關修訂引入一項選擇性「集中測試」，以便於收購一組業務及資產時涉及總資產的絕大部份公平值集中於單一可識別資產或一組同類可識別資產，就獲收購的一組業務及資產是否屬資產而非業務收購進行簡易評估。

本集團已對收購日期為2020年4月1日或之後的交易追溯應用有關修訂。採納有關修訂對綜合財務報表並無影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

Amendments to HKFRS 9, HKAS 39 and HKFRS 7, Interest Rate Benchmark Reform

The amendments modify specific hedge accounting requirements to allow hedge accounting to continue for affected hedges during the period of uncertainty before the hedged items or hedging instruments affected by the current interest rate benchmarks are amended as a result of the on-going interest rate benchmark reform.

The amendments had no impact on the consolidated financial statements of the Group as the Group's designated hedged items/assessment of hedge effectiveness/is not affected by the interest rate benchmark reform.

Amendment to HKFRS 16, COVID-19-Related Rent Concessions

The amendment provides a practical expedient that allows a lessee to by-pass the need to evaluate whether certain qualifying rent concessions occurring as a direct consequence of the COVID-19 pandemic ("COVID-19 Related Rent Concessions") are lease modifications and, instead, account for those rent concessions as if they were not lease modifications.

The Group has elected to early adopt the amendments and applies the practical expedient to all qualifying COVID-19 Related Rent Concessions granted to the Group during the year. Consequently, rent concessions received have been accounted for as negative variable lease payments recognised in income statement in the period in which the event or condition that triggers those payments occurred (see Note 10). There is no impact on the opening balance of equity at 1 April 2020.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

經修訂香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號，利率基準改革

有關修訂對特定對沖會計規定做出修改，以容許因持續之利率基準改革而引致不確定因素期間，對沖項目或對沖工具受現時之利率基準修改影響前，繼續將對沖會計法應用於受影響之對沖。

由於本集團的指定對沖項目／對沖效益性評估不受利率基準改革的影響，有關修訂對本集團之綜合財務報表並無影響。

經修訂香港財務報告準則第16號，新冠病毒疾病(COVID-19)相關租金減免

該修訂本提供一項實際權宜方法，准許承租人無須評估直接因新冠病毒疾病(COVID-19)大流行而產生之若干合資格租金優惠(「新冠病毒疾病(COVID-19)相關租金減免」)是否為租賃修訂，而是可按猶如其非租賃修訂之方式將租金減免入賬。

本集團已選擇提早採納該修訂，並應用於本集團於年內獲授之所有合資格之新冠病毒疾病(COVID-19)相關租金減免。因此，獲授的租金寬減乃按負值可變租賃付款入賬，並於引起該等獲授付款的事件或情況期間的收益表中確認(見附註10)。以上修訂對2020年4月1日之年初股權結餘並無影響。

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised HKFRSs in issue but not yet effective

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 April 2020. These new and revised HKFRSs include the following which may be relevant to the Group.

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16
經修訂香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號

Amendments to HKFRS 3

經修訂香港財務報告準則第3號

Amendments to HKAS 1

經修訂香港會計準則第1號

Amendments to HKAS 16

經修訂香港會計準則第16號

Amendments to HKAS 37

經修訂香港會計準則第37號

Annual Improvements to HKFRSs 2018 – 2020 Cycle

香港財務報告準則年度改進2018年至2020年之週期

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用於2020年4月1日開始之財政年度已頒佈但尚未生效的新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括以下可能與本公司相關的準則。

Effective for accounting periods beginning on or after
於以下日期或之後
開始的會計期間生效

Interest Rate Benchmark Reform – Phase 2
1 April 2021

利率基準改革－第2期
2021年4月1日

Reference to the Conceptual Framework
1 April 2022

概念框架的提述
2022年4月1日

Classification of liabilities as current or non-current
1 April 2023

流動或非流動負債分類
2023年4月1日

Property, plant and equipment: proceeds before intended use
1 April 2022

物業、機器及設備：擬定用途前的所得款項
2022年4月1日

Onerous contracts—cost of fulfilling a contract
1 April 2022

虧損合約－履行合約之成本
2022年4月1日

Annual Improvements to HKFRSs 2018 – 2020 Cycle
1 April 2022

香港財務報告準則年度改進2018年至2020年之週期
2022年4月1日

本集團現正對該等新訂及經修訂準則於初步應用期間預期出現的影響進行評估。目前已得出結論，採納該等準則對綜合財務報表產生重大影響的可能性極低。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. investment properties and certain financial instruments that are measured at fair value).

The preparation of financial statements in conformity with HKFRS 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. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Business Combination

The consolidated financial statements include the financial statements of the company and its subsidiaries made up to 31 March. Subsidiaries are all 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 to direct the activities of the entity. When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

4. 主要會計政策

本綜合財務報表乃按歷史成本常規法編製，除以下會計政策中另有說明之外(投資物業及部分金融工具按公平值計量)。

編製符合香港財務報告準則之綜合財務報表須採用若干重要會計估計，管理層亦須於應用本集團會計政策時作出判斷。附註5披露對涉及對本綜合財務報表重要的較高判斷力或複雜性的領域或假設和估計。

編制此綜合財務報表所採用的重要會計政策如下：

(a) 業務合併

綜合財務報表包括本公司及其附屬公司截至3月31日止的財務報表。附屬公司指本集團對其具有控制權的所有實體(包括結構性實體)。當本集團因為參與該實體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該實體的權力影響此等回報時，本集團即控制該實體。在評估控制權時，本集團會考慮其潛在投票權以及其他各方持有的潛在投票權。僅於持有人能實際行使潛在投票權的情況下，方會考慮其權利。

附屬公司之賬目自控制權轉讓予本集團之日起全面綜合入賬，並自該控制權終止之日停止綜合計入賬目。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)**(a) Business Combination** (Continued)

The acquisition method of accounting is used to account for business combinations by the Group.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the income statement and statement of comprehensive income, statement of changes in equity and balance sheet respectively.

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.

4. 主要會計政策 (續)**(a) 業務合併** (續)

本集團採用收購法為所有合併業務合併入賬。

集團內交易、結餘及未變現溢利均會予以對銷。除非該交易有證據顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已經於需要時作出變動，以確保與本集團所採納之政策貫徹一致。

非控股權益及附屬公司的權益在綜合收益表和綜合全面收益表，綜合權益變動表及資產負債表內呈列。

本集團視與非控制性權益進行而並無導致失去控制權之交易為與本集團權益擁有人的交易。控制性權益變動導致控股權益及非控股權益賬面值之間的調整，以反映其於附屬公司之相對權益。對非控制性權益之調整金額與已付或已收任何代價之間的任何差額在本公司擁有人應佔權益內的獨立儲備中確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Business Combination (Continued)

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 the income statement. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associated company, 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 the income statement or transferred to another category of equity as specified/permitted by applicable HKFRSs.

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

4. 主要會計政策(續)

(a) 業務合併(續)

本集團因失去控制權、共同控制權或重大影響力而就終止一項投資之綜合入賬或權益入賬時，於實體之任何保留權益重新計量至其公平值，有關賬面值變動在損益確認。就其後入賬列作聯營公司、合營企業或財務資產之保留權益，此公平值為初始賬面值。此外，先前於其他全面收益確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味先前在其他全面收益確認之金額按適用香港財務報告準則之規定／許可條文重新分類至損益或轉撥至另一類股權。倘合營企業或聯營公司的控制性權益有所減少但仍保留共同控制權或重大影響力，則過往在其他全面收益確認的按比例應佔金額會在適當時重新分類至損益。

本集團採用收購法為所有合併業務合併入賬(包括收購部份權益或其他資產)。收購一間附屬公司之轉讓代價包括：

- 所轉讓資產的公平價值
- 對被收購方前擁有人所產生的負債
- 本集團所發行股本權益的公平值計算
- 因或然代價安排所產生的任何資產或負債的公平值；及
- 附屬公司任何先前的股權的公平價值

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Business Combination (Continued)

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred. The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in the income statement as a bargain purchase.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in the consolidated income statement.

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 remeasurement are recognised in the consolidated income statement.

4. 主要會計政策(續)

(a) 業務合併(續)

在業務合併過程中所收購的可識別資產以及所承擔的負債及或然負債(除少數例外情況外)，均於收購當日按其公平值作初步計量。本集團確認所收購非控股權益實體按公平值或按非控股權益被收購實體的可識別資產淨值比例入賬。

收購相關成本於產生時支銷。超出：

- 所轉讓代價、
- 被收購方之任何非控股權益金額，及
- 任何先前於被收購方之股權於收購日期之公平價值高於所收購可辨認資產淨值之公平值時，其差額以商譽列賬。如轉讓代價、已確認非控股權益及先前持有之權益計量總額低於所收購附屬公司資產淨值之公平值，其差額將直接於收益表中確認。

或然代價分類為權益或金融負債。分類為金融負債的金額其後按公平值重新計量，並於綜合收益表確認公平值變動。

倘業務合併分階段達成，收購方以往持有之被收購方股權在列入收益表時乃按收購日期之公平值重新計量，因重新計量而產生的任何收益或虧損於綜合收益表內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends 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 financial statements of the investee's net assets including goodwill.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

The Company has appointed the executive directors as the chief operating decision makers to review the operating results of the Group on a consolidated basis, and makes strategic decisions.

(d) 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 financial statements are presented in HK\$, which is the functional currency of the Company and presentation currency of the Group.

4. 主要會計政策(續)

(b) 獨立財務報表

於附屬公司的投資按成本扣除減值列賬。成本亦包括投資的直接應佔成本。本公司將附屬公司的業績根據已收及應收股息入賬。

倘於附屬公司的投資產生的股息超過附屬公司於宣派股息期間的全面收益總額或倘該等投資於獨立財務報表內的賬面值超過投資對象資產淨值(包括商譽)於綜合財務報表內的賬面值，則於收到該等股息時須對該等投資進行減值測試。

(c) 分部報告

營運分部之報告方式，與向主要營運決策者提供內部報告之方式一致。

本公司已委任行政董事為首席經營決策者，其會按綜合基準審閱本集團的營運業績，並作出策略性決定。

(d) 外幣換算

(a) 功能及呈報貨幣

本集團旗下每個實體之財務報表所包括之項目，均以該實體之主要營運地區之貨幣計算，此為功能貨幣。本綜合財務報表乃以港幣呈報，港幣為本公司之功能及本集團之呈報貨幣。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Foreign currency translation (Continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are generally recognised in the consolidated income statement. All foreign exchange gains and losses are presented in the consolidated income statement within “other gains, net”.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined. Translation differences on assets and liabilities carried at fair values are reported as part of the fair value gain or loss. For example, translation differences on nonmonetary financial assets and liabilities such as equities held at fair value through profit or loss (“FVTPL”) are recognised in income statement as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale financial assets/equity investment are recognised in other comprehensive income.

4. 主要會計政策(續)

(d) 外幣換算(續)

(b) 交易及結餘

外幣交易均按交易當日或項目重新估值採用估值日之現行匯率換算為功能貨幣。因上述交易結算及按結算日之匯率兌換以外幣計值之貨幣資產及負債而產生之匯兌損益，均於綜合收益表確認。所有匯兌損益均在綜合收益表「其他收益，淨額」內列示。

按歷史成本以外幣計量的非貨幣項目，使用初始交易日的匯率換算。

按公平值以外幣計量的非貨幣項目使用釐定公平值當日的匯率換算。有關按公平值列賬之資產及負債之換算差額均呈報為公平值收益或虧損的一部分。舉例而言，非貨幣性財務資產及負債(如按公平值透過損益列賬之證券)之換算差額在損益內確認為公平值收益或虧損的一部分，而非貨幣財務資產／股份投資(如分類為可供出售財務資產)的換算差額則在其他全面收益內確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Foreign currency translation (Continued)

(c) Group companies

The results and balance sheet 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:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement 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
- all resulting currency translation differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to the consolidated income statement, as part of the gain or loss on sale.

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.

4. 主要會計政策(續)

(d) 外幣換算(續)

(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(全部均非高通漲經濟之貨幣)之業績及財務狀況，按以下方式換算為呈報貨幣：

- 各資產負債表所呈列資產及負債，按結算日之收市匯率換算；
- 各收益表之收入及支出，按平均匯率換算，惟此平均值並非交易當日現行匯率具累積效果之合理約數除外。在此情況下，收入及支出於交易日期換算；及
- 所有匯兌差額於其他全面收益表中確認。

於綜合入賬時，換算任何海外實體淨投資以及借款所產生之匯兌差額均在其他全面收益中確認。當出售海外業務或償還組成淨投資一部分的任何借款時，相關匯兌差額會於出售時重新分類至損益，作為收益或虧損的一部分。

收購一間海外實體所產生之商譽及公允值調整被視作海外實體之資產及負債，並按期末匯率換算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) 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 any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the consolidated income statement during the financial period in which they are incurred.

Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Leasehold land	Shorter of remaining lease term or useful life
Buildings	Shorter of the unexpired lease term or 20 to 50 years
Equipment and leasehold improvements	3 to 10 years or over the lease term
Furniture and fixtures	3 to 15 years
Motor vehicles	5 years

No depreciation is provided on freehold land. Freehold land is stated at cost less accumulated impairment loss, if any. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

4. 主要會計政策(續)

(e) 物業、機器及設備

物業、機器及設備按歷史成本減累積折舊及累積減值虧損入賬。歷史成本包括直接歸屬於該收購項目的支出。

當與項目有關之未來經濟利益可能流入本集團，以及項目成本能可靠計算時，其後成本才會計入資產之賬面值或確認為獨立資產(視適用情況而定)。計入為獨立資產的已更換零件之賬面值於置換時被終止確認。所有其他維修及保養費用於產生財政期間於綜合收益表扣除。

其他資產之折舊以直線法於其估計可用年期內分配其成本至剩餘價值。所採用年率如下：

租賃土地	未屆滿租期或使用年限(以較短者為準)
樓宇	未屆滿租期或20至50年(以較短者為準)
設備及租賃權益改良	3至10年或租賃期
傢俬及裝修	3至15年
汽車	5年

永久業權之土地無須折舊。永久業權之土地以成本減累計減值虧損(如有)入賬。資產之剩餘價值及可用年期會於各結算日審閱及調整(如適用)。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Property, plant and equipment (Continued)

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated income statement within "Other (losses)/gains, net". Valuations are performed to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the income statement. Any subsequent revaluation surplus is credited to the income statement to the extent of the deficit previously charged. An annual transfer from the revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the revaluation reserve realised in respect of previous valuations is transferred to retained earnings as a movement in reserves.

4. 主要會計政策(續)

(e) 物業、機器及設備(續)

倘資產之賬面值超過其估計可收回金額，則其賬面值將即時撇減至可收回金額。

出售之損益按比較所得款項與賬面值釐定，並計入綜合收益表「其他(虧損)/收益，淨額」內。物業、機器及設備須進行估值以確保重估資產的公允價值與其賬面金額並無重大差異。其公允值變動按重估儲備之變動處理。以單一資產為基礎，如果該儲備的總金額不足以彌補赤字，超出赤字部分將計入損益表內。任何其後重估盈餘均按先前已計的赤字計入損益表。根據資產的重估賬面值折舊與根據資產初始成本的折舊之間的差額，每年從重估儲備轉移至保留盈利。在出售重估資產時，先前已變現的重估儲備的相關部分，作為儲備變動轉入保留盈利。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Investment properties

Investment properties principally leasehold land and buildings are held for long-term rental yields and are not occupied by the Group. Investment property is initially measured at fair value at the date of transfer from property, plant and equipment. Differences between the costs and fair values of the properties are recognised in revaluation reserve. Subsequently, they are carried at fair value. Changes in fair values are presented in consolidated income statement as part of other income.

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy as disclosed in Note 4(e) up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy as disclosed in Note 4(e). For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the income statement.

4. 主要會計政策 (續)

(f) 投資物業

投資物業指本集團為獲得長期租金收益，但並不由本集團佔用而持有之物業。投資物業在由物業、機器及設備轉入日期按公平值在列賬。物業的成本與公平值之間的差額確認為重估儲備。隨後，其以公平價值呈示。公平價值之變動在綜合收益表中列示為其他收入的一部分。

由投資物業轉撥為自用物業之物業或存貨，用作日後會計處理之視作成本為其於更改用途當日之公平價值。倘本集團之自用物業轉為投資物業，則在用途變更當日之前，本集團根據附註4(e)所規定之政策將該物業入賬，直至更改用途之日於該日之物業賬面值與公平價值之任何差額根據附註4(e)所規定之重估政策入賬。對於從存貨轉為投資物業，於該日之物業公平價值與之賬面值之任何差額在損益表內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Intangible assets

(i) Goodwill

Goodwill is subsequently measured as disclosed in Note 4(i). Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

(ii) Trademarks

Separately acquired trademarks are shown at historical cost. Trademarks have an indefinite useful life and are not amortised but tested annually for impairment.

(iii) Technical know-how

Technical know-how acquired in a business combination is recognised at fair value at the acquisition date. The technical know-how has a finite useful life and is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of 30 years.

4. 主要會計政策(續)

(g) 無形資產

(i) 商譽

商譽其後按附註4(i)所述計量。收購附屬公司之商譽計入無形資產。商譽不予攤銷，惟會每年進行減值測試，或倘出現事件或情況轉變顯示可能出現減值時，則更頻密地進行測試，且按成本減累計減值虧損列賬。出售實體之收益及虧損包括有關已售實體的商譽賬面值。

商譽就減值測試目的分配至現金產生單位。分配乃對該等預期將受惠於產生商譽的業務合併的現金產生單位或現金產生單位組別作出。該等單位或單位組別乃按就內部管理目的監察商譽的最低層級識別，即經營分部。

(ii) 商標

單獨購入的商標按歷史成本列賬。商標具有無限使用年期，且毋須攤銷，但須每年就減值進行測試。

(iii) 專業技術

在業務合併中取得的專業技術於收購日期按公平值確認。專業技術具有使用期限，並按成本減累計攤銷列賬。攤銷乃使用直線法按預期專業技術的三十年使用期計算。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated balance sheet when the Group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in income statement.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in income statement.

4. 主要會計政策(續)

(h) 金融工具之確認及終止確認

金融資產及金融負債於本集團實體成為該工具合約條文之訂約方時，在綜合財務狀況表內確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債直接應佔之交易成本(以公允值計入損益表的金融資產和金融負債除外)於初步確認時加入金融資產公平值或從金融負債公平值扣除(倘適用)。於取得以公允值計入損益表的金融資產和金融負債直接應佔之交易成本立即計入當期損益。

僅當自資產收取現金流量之合約權利屆滿時，或本集團將金融資產及資產擁有權絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團並未轉讓亦未保留所有權的絕大部分風險及回報，並繼續控制已轉讓資產，本集團確認其於資產的保留權益及可能需支付的相關負債。倘本集團保留已轉讓金融資產所有權的絕大部分風險及回報，則本集團繼續確認該金融資產並確認已收所取款項為有抵押借款。

本集團僅於其責任已獲解除、註銷或屆滿時方會終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價的差額(包括任何非現金資產轉讓或所承擔的債項)於損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Recognition and derecognition of financial instruments (Continued)

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

(i) Financial assets

The Group classifies its financial assets in two categories:

- financial assets at amortised cost; and
- financial assets designated at fair value through other comprehensive income (“FVTOCI”) with no recycling of cumulative gains and losses upon derecognition (equity instruments)

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

4. 主要會計政策(續)

(h) 金融工具之確認及終止確認(續)

當本集團具有抵銷已確認金額之合法強制執行權，而有關方面擬按淨額基準結算或同時變現資產和結算負債時，金融資產與負債將會互相抵銷，並在綜合資產負債表報告其淨額。本集團亦已經訂立不符合抵銷準則之安排，惟仍然容許在若干情況下抵銷相關金額，如破產或終止合約。

(i) 金融資產

本集團將其金融資產分為兩類：

- 按攤銷成本計量的金融資產；及
- 指定為按公允值計入其他綜合全面收益表且終止確認時累計損益不可轉回的金融資產(權益工具)。

所有通過常規方式買賣之金融資產買賣於交易日確認及終止確認。常規買賣指須在市場規則或慣例訂定的時間內交收資產之金融資產買賣。所有已確認金融資產整體以攤銷成本或公平值計量，視乎金融資產的類別而定。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Recognition and derecognition of financial instruments (Continued)

(i) Financial assets (Continued)

Financial assets at amortised cost

The Group classifies its financial assets at amortised cost only if both of the following criteria are met:

- the financial asset is held within a business model with the objective of collecting the contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

The Group's financial assets at amortised cost includes trade and other receivables, deposit and bank balances.

Financial assets designated at FVTOCI (Equity investment)

The Group makes an election to designate its equity investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained profits. It is not recycled through income statement. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in income statement as other income.

4. 主要會計政策(續)

(h) 金融工具之確認及終止確認(續)

(i) 金融資產(續)

按攤銷成本計量的金融資產

在同時滿足以下兩個條件時，本集團按攤銷成本對金融資產進行分類：

- 金融資產是以收取合同現金流量為目標的業務模式而持有的；及
- 合同條款在特定日期產生的現金流量僅包括本金和未償還本金利息的支付。

本集團按攤銷成本計量的金融資產包括貿易及其他應收賬款、按金以銀行存款結餘。

指定為按公允值計入其他綜合全面收益表的金融資產(權益工具)。

本集團於初次確認投資時選擇指定將投資以公允值計入其他全面收益(不可轉回)計量，此後公允值之變動則於其他全面收益中確認。該等選擇以個別工具的基礎上作出，但該投資需符合發行人對權益之定義，方可作出該選擇。倘已作出選擇，於其他全面收益中所累計之金額便保留於公允值儲備(不可轉回)中，直至出售該投資為止。於出售時，該公允值儲備(不可轉回)中之累計金額將轉撥至保留溢利，而不會轉回計入損益。權益證券投資之股息，不論分類為以公允值計入損益，或以公允值計入其他全面收益，均於損益中確認為其他收入。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Recognition and derecognition of financial instruments (Continued)

(ii) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

4. 主要會計政策 (續)

(h) 金融工具之確認及終止確認 (續)

(ii) 金融負債及權益工具

根據香港財務報告準則，金融負債及權益工具乃根據該金融負債及權益工具所訂立合約安排性質及金融負債及權益工具之定義而進行分類。權益工具指證明於扣除本集團之所有負債後其資產中餘下權益之任何合約。具體金融負債及權益工具採用的會計政策載列如下：

借貸及貸款

初次確認後，計息借貸及貸款其後採用實質利率法按攤銷成本計量，除非折現影響不大，在該情況下則按成本列賬。於負債不再確認時以及透過實質利率法計量之攤銷過程之收益及虧損於損益賬確認。

攤銷成本之計算包括收購產生之任何折價或溢價以及屬於實質利率組成部分之費用或成本。按實質利率法計量之攤銷包括在損益賬之財務費用內。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) 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 non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(j) Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECL") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

4. 主要會計政策(續)

(i) 非財務資產減值

沒有確定可使用年期之商譽及無形資產毋須攤銷，但每年或於發生事件或情況改變顯示其或已減值時則更頻密地就減值進行測試。當有事件出現或情況改變顯示賬面值可能無法收回時會測試其他非財務資產是否有減值。減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額以資產之公允值扣除銷售成本及使用價值兩者之較高者為準。為評估減值，資產將按獨立可識別現金流入之最低層次組合，即與其他資產或資產組合之現金流入大致獨立者(現金產生單位)。非財務資產(除商譽外)若已減值，則須在各報告期間期末評估資產有否減值轉撥之可能性。

(j) 金融資產減值

本集團就所有並非按公平價值計入損益持有之債務工具確認預期信貸虧損撥備。預期信貸虧損乃基於根據合約應付的合約現金流量與本集團預期收取並按原有實際利率的相若利率貼現的所有現金流量之間的差額計算。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級所得的現金流量。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Impairment of financial assets (Continued)

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

4. 主要會計政策(續)

(j) 金融資產減值(續)

一般方法

預期信貸虧損於兩個階段確認。就初次確認後並無顯著增加的信貸風險，預期信貸虧損就可能於未來12個月內(12個月的預期信貸虧損)發生就違約事件而產生的信貸虧損計提撥備。就初次確認後顯著增加的信貸風險，須於信貸虧損風險剩餘年內計提虧損撥備，不論違約時間(全期預期信貸虧損)。

於各報告日期，本集團評估金融工具的信貸風險是否自初次確認後大幅提高。於作出該評估時，本集團將於報告日期金融工具產生的違約風險與於初次確認時金融工具產生的違約風險進行比較，並考慮在無須付出不必要成本或努力而可獲得合理及可靠資料，包括過往及前瞻性資料。

本集團將合約付款逾期90日的財務資產視作違約。然而，於若干情況下，當內部或外部資料顯示本集團不可能在本集團採取任何信貸提升安排前悉數收回未償還合約金額時，本集團亦可能認為該財務資產違約。倘無法合理預期收回合約現金流量，則撇銷財務資產。

按攤銷成本入賬之財務資產根據一般方法減值及除應收賬款使用下文詳述的簡化法外，其在以下階段分類用於預期信貸虧損計量。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Impairment of financial assets (Continued)

General approach (Continued)

Stage 1: Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs.

Stage 2: Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECL.

Stage 3: Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component, if any, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

4. 主要會計政策(續)

(j) 金融資產減值(續)

一般方法(續)

第一階段：信貸風險自初次確認後並無大幅增加的金融工具，其虧損撥備按等於12個月預期信貸虧損的金額計量。

第二階段：信貸風險自初次確認後大幅增加但並無出現財務資產信貸減值的金融工具，其虧損撥備按等於全期預期信貸虧損的金額計量。

第三階段：於報告日期已出現信貸減值的財務資產(但在購買或產生之時並無信貸減值)，其虧損撥備按等於全期預期信貸虧損的金額計量。

簡化方法

就不包含重大融資組成部分的應收賬款或當本集團使用不調整重大融資組成部分影響的可行權宜方法時，本集團計算預期信貸虧損時應用簡化法。根據簡化法，本集團並無追蹤信貸風險的變化，但於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已根據過往信貸虧損經驗，建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

對於包含重大融資成分及應收租賃款項的應收賬款(如有)，本集團選擇採用簡化方法計算上述預期信貸虧損之會計政策。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) *The Group as a lessee*

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

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

4. 主要會計政策(續)

(k) 租賃

訂立一份合約時，本集團評估合約是否或包含租賃。倘合約轉移一段時期內控制已識別資產的使用以換取代價，則合約屬或包含租賃。如顧客有權控制已識別資產的使用並從該使用中獲得近乎所有的經濟利益時，即有控制權。

(i) 本集團作為承租人

倘合約包含租賃部分及非租賃部分，則本集團選擇不區分非租賃部分，並就所有租賃將各租賃部分及任何相關的非租賃部分入賬列為單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或以下的短期租賃及低價值資產租賃除外，就本集團而言主要為電腦及辦公傢俱。倘本集團就低價值資產訂立租賃，則本集團決定是否按個別租賃基準將有關租賃資本化。與該等並無資本化的租賃相關的租賃付款於租期內按系統基準確認為開支。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Leases (Continued)

(i) The Group as a lessee (Continued)

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

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred.

Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses, except for the right-of-use assets that meet the definition of investment property are carried at fair value.

4. 主要會計政策 (續)

(k) 租賃 (續)

(i) 本集團作為承租人 (續)

倘有關租賃被資本化，則有關租賃負債於租期內按應付租賃付款現值初步確認，並使用租賃內含利率或(如該利率無法輕易釐定)使用相關增量借款利率貼現。初步確認後，租賃負債按攤銷成本計量，利息開支則使用實際利率法計算。計量租賃負債時並不計及不會依賴指數或利率的可變租賃付款，故有關付款在產生的會計期間於損益中扣除。

租賃資本化時確認的使用權資產初步按成本計量，其中包括租賃負債的初步金額加於開始日期或之前作出的任何租賃付款及任何已產生初步直接成本。

倘適用，使用權資產成本亦包括就拆除並移除相關資產或修復相關資產或其所在地盤產生的估計成本，並將其貼現至現值(扣除任何已收租賃優惠)。使用權資產其後按成本減累計折舊及減值虧損列賬，符合按公平值計量的投資物業定義的使用權資產除外。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Leases (Continued)

(i) The Group as a lessee (Continued)

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

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

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

The Group presents right-of-use assets that do not meet the definition of investment properties and lease liabilities separately in the consolidated balance sheet.

4. 主要會計政策(續)

(k) 租賃(續)

(i) 本集團作為承租人(續)

本集團於租期結束時合理確定獲取相關租賃資產所有權的使用權資產自開始日期起至使用年期結束期間計提折舊。在其他情況下，使用權資產以直線法於其估計使用年期及租賃期(以較短者為準)內計提折舊。

已付的可退款租賃按金根據香港財務報告準則第9號列賬，初步按公平值計量。初步確認的公平值調整被視為額外租賃付款及計入使用權資產成本。

倘指數或利率變動導致未來租賃付款變動，或本公司所估計根據餘值擔保預期應付的金額變動，或因重新評估本集團將是否合理確定行使購買、續期或終止選擇權而導致變動，則租賃負債予以重新計量。倘以此方式重新計量租賃負債，則會相應調整使用權資產賬面值，或倘使用權資產賬面值減至零，則將有關調整計入損益。

本集團將不符合投資物業定義的使用權資產及租賃負債單獨呈列於綜合資產負債表內。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)**(k) Leases (Continued)***(ii) The Group as a lessor*

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

(l) Inventories

Raw materials, work-in-progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials and subcontracting fee. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Provision for inventories are recognised in the consolidated income statement within "other operating expenses".

(m) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated balance sheet. Cash and cash equivalents are assessed for ECL.

4. 主要會計政策 (續)**(k) 租賃 (續)***(ii) 本集團作為出租人*

倘本集團作為出租人，其於租賃開始時釐定一項租賃為融資租賃或經營租賃。倘租賃轉移相關資產的所有權附帶的絕大部分風險及報酬，該租賃應分類為融資租賃。倘不屬於該情況，該租賃被分類為經營租賃。

(l) 存貨

原材料、在製品及製成品按成本與可變現淨值之較低者列賬。成本包括直接材料及直接勞工。成本按加權平均成本獲分配至個別存貨項目。已購買存貨成本於扣除回扣及折扣後釐定。可變現淨值為日常業務過程中的估計售價，減去估計完成成本及進行銷售所需的估計成本。存貨撥備於綜合收益表內「其他營運支出」內確認。

(m) 現金及現金等值物

現金及現金等值物包括手頭現金、隨時可用於提取之金融機構存款、其他短期、高流通性投資(原到期日為三個月或以下，可即時轉換為已知現金金額且面臨的價值變動風險並不重大)以及銀行透支。銀行透支在綜合資產負債表內流動負債中的借款內列示。現金及現金等值物屬需作預期信貸虧損評估。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) 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.

(o) 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 may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

The Group provides for warranties in relation to the sale of watch products for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group on certain products are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

4. 主要會計政策(續)

(n) 股本

普通股被列為權益。直接歸屬於發行新股或認股權之新增成本在權益中列為所得款項之減少(扣除稅項)。

(o) 撥備

當集團因已發生的事件須承擔現有的法律性或推定性的責任，而解除責任時有可能消耗資源，且責任金額能夠可靠地作出估算，則需確認撥備。未來經營虧損不會被確認為撥備。

如有多項類似義務，則履行時要求資源流出的可能性應通過總體考慮該類義務來確定。即使就該類義務中某個項目而言，資源流出的可能性很低，仍須確認撥備。

撥備乃按預期需用作清償責任開支以稅前比率計算之現值計量，其反映當時市場對貨幣之時間值及該責任之特定風險之評估。因時間之流逝而增加之撥備確認為利息開支。

本集團在保修期內提供手錶產品售後一般維修。本集團就若干產品授出此等保證條款乃根據銷售量及過往維修及退貨水平的經驗確認，並酌情貼現至其現值。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

(q) Related parties

A party is considered to be related to the Group if:

- (a) a person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control of the Group;
 - (ii) has significant influence over the Group;
or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

Or

4. 主要會計政策 (續)

(p) 合約負債

合約負債指就本集團已向客戶收取代價(或代價款項已到期)而須向客戶轉讓貨品或服務的責任。倘客戶於本集團將貨品或服務轉讓予客戶前支付代價，合約負債則於作出付款或該款項到期時(以較早者為準)確認。合約負債於本集團履行合約時確認為收益。

(q) 關聯人士

若個人在下列情況下，將視為與本集團有關聯：

- (a) 該人士或該人士之近親與本集團有關係；
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團母公司之主要管理層成員；

或

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Related parties (Continued)

- (b) an entity is related to the Group if any of the following conditions applies:
- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

4. 主要會計政策(續)

(q) 關聯人士(續)

- (b) 實體若符合下列情況之一，則與本集團有關聯：
- (i) 該實體及本集團為同一集團之成員公司(意指母公司、子公司及兄弟公司間彼此具有關聯)；
 - (ii) 一實體為另一實體之關聯企業或合資(或為某集團中某成員之關聯企業或合資，而另一實體亦為該集團之成員)；
 - (iii) 兩實體均為相同第三方之合資；
 - (iv) 一實體為一第三者之合營公司，且另一實體為該第三者之聯營公司；
 - (v) 該實體為本集團或與本集團有關聯的實體的僱員而設的受僱後福利計劃；倘本集團自身為該計劃，主辦的僱主亦與本集團有關聯；
 - (vi) 該實體受(a)所識別人士控制或共同控制；
 - (vii) 於(a)(i)所識別之人士對該實體有重大影響力，或為該實體(或該實體之母公司)之主要管理層成員；及
 - (viii) 該實體或其所屬集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

4. 主要會計政策(續)

(r) 收入確認

來自客戶合約之收益乃於貨品或服務按反映本集團預期就轉讓貨品或服務而有權獲得的代價金額轉予客戶時確認。

當合約中的代價包含可變金額時，代價金額於本集團就轉讓貨品或服務至客戶而有權獲得交換時估計。可變代價在合約開始時估計並受約束，直至可變代價的相關不確定因素得到解決時，確認的累計收益金額不大可能出現重大收益回撥。

倘合約中包含為客戶提供超過一年的重大融資利益(撥付轉讓貨品或服務至客戶)的融資部分，則收益按應收金額的現值計量，並使用本集團與客戶之間於合約開始時的單獨融資交易中反映的貼現率貼現。倘合約中包含為本集團提供一年以上重大融資利益的融資部分，合約項下確認的收益包括按實際利率法計算的合約負債所產生的利息開支。就客戶付款與轉讓承諾貨品或服務之期間為一年或者更短的合約，交易價格採用香港財務報告準則第15號的可行權宜方法，不會就重大融資部分的影響作出調整。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Revenue recognition (Continued)

(a) Sale of watch products

Revenue from the sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products.

Some contracts for the sale of products provide customers with rights of return and volume rebates. The rights of return and volume rebates give rise to variable consideration.

(i) Rights of return

For contracts which provide a customer with a right to return the goods within a specified period, the expected value method is used to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in HKFRS 15 on constraining estimates of variable consideration are applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, a refund liability is recognised. A right-of-return asset (and the corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

4. 主要會計政策(續)

(r) 收入確認(續)

(a) 銷售鐘錶

來自貨品銷售之收入於資產之控制權轉讓予客戶時(一般為交付貨品時)確認。

若干銷售合約給予客戶退貨權及批量折扣。其退貨權及批量折扣引致產生可變代價。

(i) 退貨權

就給予客戶於指定時間內可退回貨品之合約而言，使用預期價值法估計將不予退回之貨品，因該方法為預測本集團將享有之可變代價金額之最佳方法。採用香港財務報告準則第15號關於可變代價估計之規限，以釐定可計入交易價格之可變代價金額。就預期將予退回之貨品，確認退款負債，而並非收入。另就向客戶收回產品之權利確認退貨權資產(並對銷售成本作出相應調整)。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Revenue recognition (Continued)

(a) Sale of watch products (Continued)

(ii) Volume rebates

Retrospective volume rebates may be provided to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the most likely amount method is used that best predicts the amount of variable consideration. The requirements on constraining estimates of variable consideration are applied and a refund liability for the expected future rebates is recognised.

The Group do not have expected future volume rebates and no refund liability is recognised as at 31 March 2021.

(b) Other income

Building management services income and shared services income are recognised when the services are rendered.

(c) Rental income

Rental income is recognised on a time proportion basis over the lease terms.

(d) Interest income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

4. 主要會計政策(續)

(r) 收入確認(續)

(a) 銷售鐘錶(續)

(ii) 批量折扣

本集團向若干客戶提供可追溯批量折扣，一旦彼等在此期間購買的產品數量超過合同規定的限值，其折扣可抵消應付賬款。本集團使用預期價值法估計將提供給客戶的折扣，因該方法為預測本集團將享有之可變代價金額之最佳方法。採用關於可變代價估計之規限，就預期提供之折扣，確認退款負債。

於2021年3月31日，本集團並無預期未來的批量折扣及無就其確認退款負債。

(b) 其他收入

物業管理費收入及共享服務收入於有關服務提供後確認。

(c) 租金收入

租金收入按租賃期時間比例基準確認。

(d) 利息收入

利息收入採用實質利息法，按應計基準，以有關利率在有關金融工具之預計年期或較短期間(按適用情況)內準確折現估計未來現金收入至有關財務資產之賬面淨值確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Revenue recognition (Continued)

(e) Dividend income

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

(s) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

(t) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in income statement because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

4. 主要會計政策(續)

(r) 收入確認(續)

(e) 股息收入

股息收入於股東收取股息權利確立時，與股息相關之經濟利益很可能流入本集團，而股息金額可以可靠地計量時確認。

(s) 貸款成本

可直接歸屬收購、建造或生產合資格資產之一般及特定貸款成本，於需要完成及準備資產作其擬定用途或銷售的期間內資本化。合資格資產為需要大量時間準備方可作擬定用途或銷售的資產。

在特定貸款撥作合資格資產支出前之暫時投資所賺取之投資收入，須自合資格資本化之貸款成本中扣除。

所有其他借貸成本於其發生期間的收益表內確認。

(t) 稅項

所得稅指即期稅項及遞延稅項之總和。

即期應付稅項乃根據本年度之應課稅溢利計算。應課稅溢利與於損益確認之溢利不同，乃由於其他年度之應課稅或可予扣稅之收入或開支項目，以及免稅或不可扣稅之項目所致。本集團有關即期稅項之負債乃採用於報告期末已實施或實質已實施之稅率計算。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Taxation (Continued)

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint arrangements, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in income statement, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

4. 主要會計政策 (續)

(t) 稅項 (續)

遞延稅項乃指在綜合財務報表內資產及負債之賬面值與計算應課稅溢利採用之相應稅基之差額。遞延稅項負債一般按所有應課稅暫時差額確認入賬，而遞延稅項資產則會在預期應課稅溢利可供作抵銷可予扣減暫時差額、未動用稅項虧損或未動用稅項抵免時確認入賬。倘暫時差額乃因商譽或首次確認一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中之其他資產及負債而產生，則不會確認有關資產及負債。

遞延稅項負債乃按於附屬公司之投資而產生之應課稅暫時差額確認入賬，惟倘本集團可控制暫時差額之撥回，並預期該暫時差額將不會在可見將來撥回者除外。

遞延稅項資產之賬面值乃於各報告期末進行檢討，並於預期將不可能有充裕之應課稅溢利以抵銷所有或部分資產時調減。

遞延稅項乃根據於報告期末已實施或實質實施之稅率，按預期在負債償還或資產變現期間適用之稅率計算。遞延稅項乃自損益中扣除或計入，惟倘遞延稅項與其他全面收益或直接於權益確認之項目相關，則在此情況下亦會在其他全面收益或直接於權益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Taxation (Continued)

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

4. 主要會計政策(續)

(t) 稅項(續)

遞延稅項資產及負債之計量反映於報告期末本集團預期收回及結付其資產及負債賬面值之方式所產生之稅務影響。

就本集團確認使用公平價值方式計量之投資物業計量遞延稅項而言，除非對推定有反駁，否則假定該等物業賬面值是通過出售而收回的。當投資物業可折舊且以本集團的業務模式持有時，該推定被駁回。本集團的業務目標是隨著時間的推移體現該等物業的經濟利益，而不是通過出售該等物業來體現該等物業的經濟利益。如果推定被駁回，則該等投資物業的遞延稅項將根據有關如何收回物業的預期方式計量。

對於稅項扣減應歸屬於租賃負債的租賃交易，本集團對整項租賃交易應用香港會計準則第12號的規定。與使用權資產和租賃負債有關的暫時差額以淨額基準評估。對於租賃負債的本金部分，使用權資產之折舊額超過租賃付款之淨額產生可扣減暫時差額之淨額。

當可合法執行權利許可將即期稅項資產與即期稅項負債抵銷，並涉及與同一稅務機關徵收之所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債時，則遞延稅項資產及負債可互相對銷。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Employee benefits

(i) Pension obligations

Group companies operate various pension schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds. The Group mainly has defined contribution plans.

A defined contribution plan is a pension plan 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 Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(ii) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

4. 主要會計政策(續)

(u) 僱員福利

(i) 退休計劃責任

集團公司營辦不同的退休金計劃。該等計劃一般是通過向保險公司或由信託管理的退休金作出供款而撥付。本集團主要設有界定供款計劃。

界定供款計劃為本集團須向獨立實體支付固定供款之退休金計劃。倘基金之資產於本期間或過往期間並不足以向全體僱員支付所有與僱員服務有關之福利，則本集團概無任何法律或推定責任支付額外供款。

本集團按強制、合約或自願基準向公眾或私人管理之退休金計劃供款。本集團於支付供款後，再無其他付款責任。供款於到期時確認為僱員福利開支。預付供款確認為資產，惟以退回現金或可扣減日後付款金額為限。

(ii) 利潤分享及花紅計劃

本集團根據本公司股東應佔溢利經調整後的公式就花紅及利潤分享確認負債及支出。當負有合約上之責任或當以往慣例造成推定性責任時，本集團須確認撥備。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Employee benefits (Continued)

(iii) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(iv) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

4. 主要會計政策(續)

(u) 僱員福利(續)

(iii) 僱員應有假期

僱員在年假及長期服務休假的權利在僱員應享有時確認。本集團為截至結算日止僱員已提供服務而產生的休假及長期服務假的估計負債作出撥備。

僱員的病假及產假於僱員正式休假前不作確認，於離職時確認。

(iv) 終止福利

終止福利於僱員在正常退休日前被本集團終止聘用或僱員接受自願離職以換取這些福利時支付。本集團按以下日期(以較早者為準)確認離職福利：(a) 於本集團不能取消提供該等福利時；及(b)實體確認任何屬香港會計準則第37號範疇內及涉及終止服務權益付款之有關重組成本當日。在提出要約以鼓勵自願離職的情況下，離職福利乃根據預期接受要約的僱員人數計量。在報告期末後超過十二個月到期支付的福利應貼現為現值。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)**(v) Government grants**

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate. Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

(w) Dividends 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 or directors, where appropriate.

(x) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. 主要會計政策 (續)**(v) 政府補助**

當能合理確定本集團將遵守補助的附帶條件並將收到政府的補助金時，則補助會予以確認。

與收入相關的政府補助將遞延並於損益內根據與獲補償之成本作相對性的期間確認。作為已承擔開支或虧損的補償或向本集團提供即時財務援助而可收取(並無日後相關成本)的政府補助，乃於其成為可收取的期間於損益內確認。

(w) 股息分派

在獲本公司股東或董事(倘合適)批准分派股息之期間內，分派予本公司股東之股息於本集團之綜合財務報表內確認為負債。

(x) 報告期後事項

為本集團於報告期末狀況提供額外資料之報告期後事項均屬於調整事項，並於綜合財務報表內反映。並非調整事項之報告期後事項如屬重大，則於綜合財務報表附註中披露。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

(a) *Going concern basis*

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon future operational performance and the expected future operating cash inflows; and the continuous availability of banking facilities. Details are explained in Note 2.

(b) *Significant increase in credit risk*

The ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

(c) *Determining the lease term*

In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation.

5. 關鍵判斷及主要估計

應用會計政策之關鍵判斷

於應用會計政策過程中，董事已作出以下對綜合財務報表中所確認金額具有重大影響的判斷(在下文處理涉及估計的判斷除外)。

(a) *持續經營基準*

此等綜合財務報表乃按持續經營基準編製，其有效性取決於未來的經營業績和預期的未來經營現金流入；以及銀行融資的持續可用性。有關詳情於綜合財務報表附註2說明。

(b) *信貸風險顯著增加*

預期信貸虧損的計量方法是：第一階段資產的預期信貸虧損等於12個月的虧損撥備，第二階段或第三階段資產的預期信貸虧損按整個存續期預期信貸虧損的虧損撥備計量。自初始確認後，資產的信貸風險顯著增加，則資產進入第二階段。香港財務報告準則第9號並未界定何為信貸風險顯著增加。在評估資產的信貸風險是否顯著增加時，本集團考慮定性和定量的合理且可支持的前瞻性信息。

(c) *釐定租賃年期*

於開始日期釐定含有本集團可行使重續選擇權的租賃的租賃年期時，本集團評估行使重續選擇權的可能性，當中計及產生令本集團行使選擇權的經濟優惠的所有相關事實及情況，包括優惠條款、已進行租賃裝修及該相關資產對本集團營運的重要性。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

*(Continued)***Critical judgements in applying accounting policies***(Continued)**(c) Determining the lease term (Continued)*

Generally, periods covered by an extension option in other properties leases have not been included in the lease liability because the Group could replace the assets without significant cost or business disruption. See Note 28 for further information.

The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. During the year, no lease term has been reassessed.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next year, are discussed below.

(a) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are 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 income tax and deferred tax provisions in the period in which such determination is made. During the year, the income tax was charged to income statement disclosed in Note 15.

5. 關鍵判斷及主要估計(續)

應用會計政策之關鍵判斷(續)

(c) 釐定租賃年期(續)

一般而言，因為本集團可替換有關資產而不產生重大成本或導致業務中斷，其他物業租賃中延長選擇權涵蓋的期間並無計入租賃負債。進一步資料請參閱附註28。

當出現本集團可控制範圍內的重大事務或重大變動，則重新評估租賃年期。於本財務年度，並無重新評估租賃年期。

估計不明朗因素之主要來源

很大可能導致下一個財政年度資產及負債賬面值須作出重大調整之未來主要假設及於報告期末估計不明朗因素之其他主要來源於下文討論。

(a) 所得稅

本集團須繳納若干司法權區之所得稅。釐定所得稅撥備時須作出重大估計。於日常業務過程中，本集團不少交易及計算之最終稅項釐定並不明確。倘有關事宜之最終稅務結果與初步記錄之金額有所不同，則該等差額將對作出釐定期間之即期稅項及遞延稅項撥備構成影響。年內，本公司之估計溢利於附註15內披露所得稅。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

*(Continued)***Key sources of estimation uncertainty** *(Continued)**(b) Impairment of property, plant and equipment and right-of-use assets*

The Group assesses at least annually whether property, plant and equipment and right-of-use assets exhibit any indications of impairment. The recoverable amounts are determined based on value-in-use calculation. The value-in-use calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset and applying the appropriate discount rate to those future cash flows. The estimation of future cash flows and selection of discount rate require the use of judgements and estimates. Management believes that any reasonably foreseeable change in any of the above key elements in the value-in-use calculation would not result in material additional impairment charges.

Further, the cash flows projections, growth rate and discount rate are subject to greater uncertainties in the current year due to uncertainty on how the COVID-19 pandemic may progress and evolve and volatility in retail markets.

The carrying amount of property, plant and equipment and right-of-use assets as at 31 March 2021 were in Notes 17 and 19 respectively.

5. 關鍵判斷及主要估計 (續)

估計不明朗因素之主要來源 (續)

(b) 物業、機器及設備以及使用權資產減值

本集團會至少每年評估物業、機器及設備及使用權資產是否存在任何減值跡象。可收回金額按照使用價值計算而釐定。使用價值計算包括對持續使用該資產於未來所得之現金流入及流出，以及按適當貼現率折現現金流量。對將產生之現金流量、及選擇適用市場該等計算需要應用判斷及估計。管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致重大額外的減值。

此外，由於對於新型冠狀病毒疫情進展及演變的不確定性及零售市場的波動，本年度現金流量預測、增長率及貼現率面臨更程度的估計不確定性。

於2021年3月31日，物業、機器及設備及使用權資產之賬面值分別在附註17和19內披露。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

*(Continued)***Key sources of estimation uncertainty** *(Continued)**(c) Fair value of investment properties*

The Group considers information from a variety of sources, including (1) current prices in an active market for properties of a different nature, condition and location, adjusted to reflect those differences; (2) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and (3) independent valuations.

Whilst the Group considers valuations of the Group's investment properties are the best estimates, the ongoing COVID-19 pandemic has resulted in greater market volatility depending on how the COVID-19 pandemic may progress and evolve, which have led to high degree of uncertainties in respect of the valuations in the current year.

The carrying amount of investment properties as at 31 March 2021 is disclosed in Note 18.

(d) Impairment of goodwill and technical know-how

The Group tests at least annually whether goodwill and technical know-how have suffered any impairment. The Group reviews goodwill and technical know-how for impairment whenever events or changes in circumstances indicate that the related carrying amounts may not be recoverable. The recoverable amount has been determined based on higher of value-in-use calculation and fair value less cost of disposal. The calculation requires the use of judgments and estimates.

5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(c) 投資物業之公平值

本集團考慮來自各種途徑之資料，包括：(1)於活躍市場上不同性質、狀況或地點的物業的現價，並作出調整以反映該等差別；(2)於次要市場上類似物業近期的價格，並作出調整以反映自按該等價格進行交易日期起出現的任何經濟狀況變化；及(3)獨立估值。

雖然本集團認為本集團投資物業估值是最佳估計，但持續的新型冠狀病毒疫情導致更大的市場波動，由於對於新型冠狀病毒疫情進展及演變的不確定性，導致本年度的估值面臨更高层次的估計不確定性。

於2021年3月31日，投資物業之賬面值在附註18內披露。

(d) 商譽和專業技術的減值

本集團每年測試商譽及專業技術是否出現減值。本集團審閱商譽及專業技術的減值，當事件發生或情況變動顯示相關賬面值或不能被收回時。釐定是否減值須作出各種判斷和估計，可收回金額按照使用價值計算及按公平值減出售成本的較高者而釐定。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(d) Impairment of goodwill and technical know-how (Continued)

Furthermore, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainties in the current year due to uncertainty on how the COVID-19 pandemic may progress and evolve and volatility in retail markets.

The carrying amount of goodwill and technical know-how as at 31 March 2021 and valuation assumption used in determining recoverable amount is disclosed in Note 20.

(e) Impairment of trademarks

Trademarks with an indefinite useful life are carried at costs and are not amortised. Management tests annually whether the trademarks suffered any impairment by considering the economic benefit to be generated from trademarks. The recoverable amount is determined based on value-in-use calculation. This calculation used pre-tax cashflows projections based on financial budgets prepared by management. Management determined the financial budget based on past performance and its expectations for the future market development, which involved significant judgment and estimates.

Furthermore, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainties in the current year due to uncertainty on how the COVID-19 pandemic may progress and evolve and volatility in retail markets.

The carrying amount of trademarks as at 31 March 2021 and valuation assumption used in determining recoverable amount is disclosed in Note 20.

5. 關鍵判斷及主要估計 (續)

估計不明朗因素之主要來源 (續)

(d) 商譽和專業技術的減值 (續)

此外，由於對於新型冠狀病毒疫情進展及演變的不確定性及零售市場的波動，本年度現金流量預測及貼現率面臨更高程度的估計不確定性。

於2021年3月31日，商譽及專業技術之賬面值及有關釐定可收回金額所用估值假設的資料於附註20內披露。

(e) 商標減值

商標因使用壽命不確定不每年攤銷而以成本計價。管理層考慮到商標產生的經濟利益，每年測試商標是否受到任何減值。可收回金額基於使用價值釐定。此計算使用基於管理層所編製的財務預算的稅前現金流量預測而作出。管理層根據過往表現及其對未來市場發展的預期釐定財務預算，其中涉及重大判斷及估計。

此外，由於對於新型冠狀病毒疫情進展及演變的不確定性及零售市場的波動，本年度現金流量預測及貼現率面臨更高程度的估計不確定性。

於2021年3月31日，商標之賬面值及有關釐定可收回金額所用估值假設的資料於附註20內披露。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

*(Continued)***Key sources of estimation uncertainty** *(Continued)**(f) Deferred tax assets*

The Group's management determines the amount of deferred tax asset to be recognised by estimating the amount of future profit available to utilise the tax losses or certain temporary differences in the relevant tax jurisdiction and entity. The estimate is based on the projected profit in respective jurisdiction and entity and the Group uses its judgement to make assumptions that are mainly based on market conditions existing on balance sheet date. It could change as a result of the uncertainties in the market conditions.

The carrying amount of deferred tax assets recognised as at 31 March 2021 is disclosed in Note 27.

(g) Fair value measurement

The Group's unlisted equity investment was classified as equity investment at FVTOCI and measure at fair value using market approach with reference to the price to earnings multiple of comparable companies listed in the market. This valuation requires the Group to make estimates about price to earnings multiple, non-marketability discount, and hence they are subject to uncertainty.

Whilst the Group considers these valuations are the best estimates, the ongoing COVID-19 pandemic has resulted in greater market volatility and may cause further disruptions to the investees' business, which have led to higher degree of uncertainties in respect of the valuations in the current year.

The fair value of the equity investment at FVTOCI as at 31 March 2021 is disclosed in Note 21.

5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(f) 遞延稅項資產

本集團管理層決定將遞延稅項資產數額，按估計日後可動用有關稅務司法權區及公司稅務虧損的溢利確認。該估計乃根據各司法權區及實體的預測溢利作出，而本集團則以該判斷及主要根據結算日當時市況作出假設。該估計或會因市況不明朗而更改。

於2021年3月31日，已確認的遞延稅項資產之賬面值在附註27內披露。

(g) 公平值計量

本集團的非上市股份投資分類為以公平值透過其他全面收益列賬的股份投資，並採用市場方法參照市場上可比較公司的市盈率進行公平價值計量。此估值需要本集團對市盈率，非市場性折讓進行估計，因此存在不確定性。

雖然本集團認為這些估值乃是否最佳估計，但持續的新型冠狀病毒疫情導致市場波動加劇，並可能進一步干擾被投資方的業務，從而導致本年度的估值面臨更高层次的估計不確定性。

於2021年3月31日，以公平值透過其他全面收益列賬的股份投資之公平值在附註21內披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(Continued)

Key sources of estimation uncertainty (Continued)

(h) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycles. Management will reassess the estimations at the balance sheet date.

The allowance for inventories was made for the year ended 31 March 2021 is disclosed in Note 22.

(i) Impairment of trade receivables

The management of the Group estimates the amount of impairment loss for ECL on trade receivables and contract assets based on the credit risk of trade receivables and contract assets. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 March 2021, the carrying amount of trade receivables (net of impairment loss) is disclosed in Note 23.

5. 關鍵判斷及主要估計 (續)

估計不明朗因素之主要來源 (續)

(h) 存貨的可變現淨值

存貨之可變現淨值乃在日常業務進行中之估計售價，減去估計完成成本及銷售開支。該等估計乃以現有市況及製造與銷售同類產品之歷來經驗為基準進行。由於客戶品味和競爭對手行動的變化而導致嚴重的行業周期變化，其可能會發生顯著變化。管理層將於各報告期間期末重新評估有關估計。

截至2021年3月31日止年度的存貨撥備在附註22內披露。

(i) 應收貿易賬款減值

本集團管理層根據應收貿易賬款和合同資產的信貸風險估計應收貿易賬款和合同資產的預期信貸虧損減值虧損金額。根據合同應歸於本集團的所有合同現金流量與本集團預計將收到的所有現金流量之間的差額，按實際利率折現後確認。重大減值損失可能產生，如果未來現金流量少於預期，或由於事實和情況的變化而向下調整。

於2021年3月31日，應收貿易賬款之賬面值(扣除減值損失淨額)在附註23內披露。

6. FINANCIAL RISK MANAGEMENT**(a) Financial risk factors**

The Group's activities expose it to a variety of financial risks: foreign exchange risk, interest rate risk, credit risk and liquidity risk. The board of directors of the Company reviews and agrees policies for managing each of these risks and they are summarised below.

(i) Foreign exchange risk

The Group mainly operates in Hong Kong, China and a number of countries in South East Asia. Retail sales transactions are mostly denominated in the functional currencies of respective group entities. The Group's exposure to foreign exchange risk mainly arises from commercial transactions, recognised assets and liabilities denominated in currencies other than the functional currency of the group entities to which they relate. The Group considers its foreign currency exposure as mainly arising from the exposure of the Singapore dollar, Malaysian ringgit, Thai baht, Renminbi and Swiss Franc against the Hong Kong dollar. The Group regularly monitors its exposures to foreign currency transactions.

6. 財務風險管理**(a) 財務風險因素**

本集團經營活動面對各種財務風險：外匯風險、利率風險、信貸風險及流動資金風險。本公司董事會審閱並同意下文所概述管理各項此等風險之政策。

(i) 外匯風險

本集團主要於香港、中國及若干東南亞國家經營業務。而零售交易大部分乃以集團實體的功能貨幣計值。本集團主要承受來自以集團實體的功能貨幣以外貨幣計值的商業交易，已確認資產及負債的外匯風險。本集團認為其外幣風險主要來自新加坡元、馬來西亞令吉、泰銖、人民幣及瑞士法郎兌港幣的風險。本集團定期監控其外幣交易風險。

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(i) Foreign exchange risk (Continued)

The impact to the Group's loss before tax that might be resulted from the reasonable possible changes in the foreign exchange rates against the Hong Kong dollar to which the Group has significant exposure as at the end of the reporting date is summarised below.

6. 財務風險管理(續)

(a) 財務風險因素(續)

(i) 外匯風險(續)

本集團主要面臨的港幣外匯匯率的合理可能變動而導致的對本集團的稅前虧損概約影響概要如下。

		2021		2020	
		(Increase)/ decrease		(Increase)/ decrease	
		Increase in foreign exchange rate	in loss before income tax	Increase in foreign exchange rate	in loss before income tax
		外匯匯率 的增加	除稅前虧損 (增加)/ 減少	外匯匯率 的增加	除稅前虧損 (增加)/ 減少
			HK\$'000 港幣仟元		HK\$'000 港幣仟元
Singapore dollar	新加坡元	5%	(871)	5%	(156)
Malaysian ringgit	馬來西亞令吉	5%	(649)	5%	(506)
Thai baht	泰銖	5%	(5,581)	5%	407
Renminbi	人民幣	5%	1,708	5%	1,747
Swiss franc	瑞士法郎	5%	8,550	5%	8,885

Decrease in the above foreign exchange rates by 5% (2020: 5%) would affect the loss before income tax by the same amount but in the opposite direction.

上述外匯匯率減少5% (2020年：5%) 將對除稅前虧損產生相同金額但相反方向的影響。

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) 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 other than bank balances as disclosed in Note 24. The Group's exposure to changes in interest rates is mainly attributable to its bank borrowings as disclosed in Note 30. Bank borrowings at variable rates expose the Group to cash flow interest-rate risk. The Group's policy is to obtain the most favorable interest rates available.

The Group has not used any interest rate swaps to hedge its exposure to cash flow interest rate risk.

At 31 March 2021, if interest rates of bank borrowings at variable rates had been 50 basis points (2020: 50 basis points) higher/lower with all other variables held constant, loss before income taxes would have been HK\$2.564 million (2020: HK\$3.257 million) higher/lower, mainly as a result of higher/lower interest expense.

6. 財務風險管理(續)

(a) 財務風險因素(續)

(ii) 利率風險

由於本集團並無重大計息資產除附註24中詳述的銀行結餘外，故本集團之收入及營運現金流量大致上不受市場利率變動影響。本集團面對的利率變動風險主要來自附註30披露的銀行貸款。按浮動利率授出的銀行貸款使本集團承受現金流量利率風險。本集團的政策乃為公司爭取最有利之利率。

本集團並無使用任何利率掉期對沖現金流量利率風險。

於2021年3月31日，倘貸款利率上升／降低50個(2020年：50個)基點而其他因素保持不變，除所得稅前虧損將上升／降低港幣2.564百萬元(2020年：港幣3.257百萬元)，主要是由於浮動利率借貸利息開支上升／降低所致。

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Credit risk

The Group's maximum exposure to credit risk which cause a financial loss to the Group due to failure to perform an obligation by the counterparties arises from the carrying amount of the respective recognised financial assets (mainly include deposits with banks and trade and other receivables) as disclosed in the consolidated balance sheet.

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification at the end of reporting date. The amounts presented are gross carrying amounts for financial assets.

6. 財務風險管理(續)

(a) 財務風險因素(續)

(iii) 信貸風險

本集團因交易對手方未能履行責任引致財務虧損所承擔之最大信貸風險來自綜合資產負債表所載各已確認財務資產之賬面值，主要包括銀行存款以及貿易及其他應收賬款。

下表根據本集團的信貸政策，列示信貸質素及最高信貸風險，除非無須過大成本或努力便可獲得其他資料，否則下表主要以逾期資料，及報告日之年末分階段分類為基礎。呈列數字為財務資產的賬面總值。

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Credit risk (Continued)

		12-month ECLs		Lifetime ECLs		
		12個月預期 信貸虧損		全期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	Total
		第一階段	第二階段	第三階段	簡化方法	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
2021	2021年					
Trade receivables (note a)	應收賬款(附註 a)	-	-	-	79,404	79,404
Financial assets included in deposits and other receivables (note b)	包括按金及其他應收 賬款的財務資產 (附註 b)	78,420	-	-	-	78,420
Cash and cash equivalents	現金及現金等值物	170,344	-	-	-	170,344
		248,764	-	-	79,404	328,168
2020	2020年					
Trade receivables (note a)	應收賬款(附註 a)	-	-	-	79,995	79,995
Financial assets included in deposits and other receivables (note b)	包括按金及其他應收 賬款的財務資產 (附註 b)	114,067	-	-	-	114,067
Pledged bank deposits	抵押銀行存款	54,579	-	-	-	54,579
Cash and cash equivalents	現金及現金等值物	127,016	-	-	-	127,016
		295,662	-	-	79,995	375,657

Note:

- (a) The Group applies the simplified approach for impairment of trade receivables, information based on the provision matrix is disclosed in Note 23.
- (b) The credit quality of the financial assets included in deposits and other receivables are considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

附註：

- (a) 本集團應用簡化方式評估應收賬款的減值，以撥備矩陣為基礎的資料披露於財務報告附註 23。
- (b) 倘包含在按金及其他應收賬款的財務資產並無逾期且並無資訊顯示該等財務資產之信貸風險自初次確認後大幅增加，則該等財務資產之信貸質量被視為「正常」。

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iv) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

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.

6. 財務風險管理(續)

(a) 財務風險因素(續)

(iv) 流動資金風險

本集團之政策為定期監察目前及預期之流動資金需要，以確保本集團維持足夠現金儲備以應付其短期及長期之流動資金需要。

下表顯示本集團之財務負債，按照相關到期組別，根據由結算日至合約到期日的剩餘時間進行分析。於表內披露的金額為未折現的現金流量。

		Repayable on demand/ within 1 year 應要求償還/ 1年以下 HK\$'000 港幣仟元	Between 1 and 2 years 1至2年內 HK\$'000 港幣仟元	Between 2 and 5 years 2至5年內 HK\$'000 港幣仟元	Over 5 years 5年以上 HK\$'000 港幣仟元
As at 31 March 2021	於2021年3月31日				
Bank borrowing (note)	銀行貸款(附註)	524,335	-	-	-
Lease liabilities	租賃負債	94,415	40,383	24,598	23,597
Trade and other payables	貿易及其他應付賬款	140,298	-	-	-
		759,048	40,383	24,598	23,597
As at 31 March 2020	於2020年3月31日				
Bank borrowing (note)	銀行貸款(附註)	674,574	-	-	-
Lease liabilities	租賃負債	191,602	75,263	38,304	28,733
Trade and other payables	貿易及其他應付賬款	168,342	-	-	-
		1,034,518	75,263	38,304	28,733

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iv) Liquidity risk (Continued)

Note:

Certain bank borrowings contain a repayment on demand clause which can be exercised at the bank's sole discretion. Based on the Group's credit history and historical relationships with the banks, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. The analysis below shows the cash outflows based on the scheduled repayment. The amount includes interest payments computed using contractual rates.

		Within 1 year 1年以下 HK\$'000 港幣仟元	Between 1 and 2 years 1至2年內 HK\$'000 港幣仟元	Between 2 and 3 years 2至3年內 HK\$'000 港幣仟元	Over 3 years 3年以上 HK\$'000 港幣仟元
At 31 March 2021	於2021年3月31日	237,775	103,600	26,414	177,050
At 31 March 2020	於2020年3月31日	138,961	233,226	113,622	239,634

6. 財務風險管理 (續)

(a) 財務風險因素 (續)

(iv) 流動資金風險 (續)

附註：

若干貸款載有應要求償還的條文，可按銀行全權酌情行使。根據本集團的信貸歷史及與銀行的長期關係，董事並不認為銀行會行使其酌情權要求即時償還，反而根據其預定的償還日期償還該等銀行貸款。以下分析顯示根據計劃還款的現金流出。有關金額包括使用合約利率計算的利息付款。

6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Categories of financial instruments

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Financial assets:	金融資產：		
Equity investment at fair value through other comprehensive income	按公平值透過其他全面收益列賬的股份投資	1,874	5,444
Financial assets at amortised cost:	以攤銷成本計量的金融資產：		
– Trade and other receivables and deposits	– 貿易及其他應收賬款及按金	157,824	194,062
– Pledged bank deposits	– 抵押銀行存款	–	54,579
– Cash and cash equivalents	– 現金及現金等值物	170,344	127,016
		330,042	381,101
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost:	以攤銷成本計量的金融負債：		
– Trade and other payables	– 貿易及其他應付賬款	140,298	168,342
– Bank borrowings	– 銀行貸款	512,797	651,449
		653,095	819,791

(c) Fair value

The carrying amounts of the Group's financial assets and financial liabilities as disclosed in the consolidated balance sheet approximate their respective fair value.

6. 財務風險管理(續)

(b) 金融工具分類

(c) 公平值

本集團綜合資產負債表內反映之金融資產及金融負債之賬面值與其各自之公平值相若。

6. FINANCIAL RISK MANAGEMENT (Continued)

(d) Capital 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, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio and this is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as 'shareholders' funds' as shown in the consolidated balance sheet.

The gearing ratio of the Group were as follows:

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Bank borrowings (Note 30)	銀行貸款(附註30)	512,797	651,449
Less:	減：		
Cash and cash equivalents (Note 24)	現金及現金等值物(附註24)	(170,344)	(127,016)
Pledged bank deposits (Note 24)	抵押銀行存款(附註24)	-	(54,579)
Net debt	淨債務	342,453	469,854
Shareholders' funds	股東資金	487,520	530,446
Gearing ratio	借貸比率	70.2%	88.6%

6. 財務風險管理(續)

(d) 資本風險管理

本集團的資本管理目標是保障本集團能繼續營運以為股東提供回報和為其他權益持有人提供利益，同時維持最佳的資本結構以減低資金成本之能力。

為了維持或調整資本結構，本集團可能會調整支付股東的股息數額、向股東返還資本、發行新股或出售資產以減低債務。

本集團以借貸比率作為監控資本的基準。借貸比率按淨債務除以資本總額計算。淨債務按貸款總額(包括綜合資產負債表所示之流動及非流動貸款)減現金及現金等值物計算。資本總額計算為綜合資產負債表所示的「股東資金」。

借貸比率載列如下：

7. FAIR VALUE MEASUREMENTS

(i) Fair value hierarchy

The Group's finance department headed by the Chief Financial Officer (the "CFO") is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance controllers report directly to the CFO. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the CFO.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1: The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

7. 公平值計量

(i) 公平值架構

本集團由首席財務總裁帶領的財務部門負責確定金融工具公平價值計量之政策及程序。財務總監直接向首席財務總裁報告。在每個報告日期，財務部門分析金融工具價值之變動，並確定估值應用數據。其估值由首席財務總裁審核及批准。

公平值乃市場參與者在計量日進行之有秩序交易中出售一項資產所收取或轉讓一項負債所支付之價格。以下披露之公平值計量使用公平值等級機制，有關機制將用以計量公平值之估值技術之輸入數據分為三級，詳情如下：

第1層：在活躍市場買賣的金融工具的公平值按報告期末的市場報價列賬。

第2層：並非於活躍市場（如場外衍生工具）買賣的金融工具的公平值採用估值技術釐定，該等估值技術盡量利用可觀察市場數據而極少依賴實體的特定估計。倘計算工具公平值所需全部重大輸入數據均為可觀察數據，則該工具會被列入為第2層。

第3層：如一項或多項重大輸入數據並非根據可觀察市場數據得出，則該工具會被列入為第3層。非上市股本證券即屬此情況。

7. FAIR VALUE MEASUREMENTS (Continued)

(i) Fair value hierarchy (Continued)

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

Disclosures of level in fair value hierarchy:

Recurring fair value measurements	經常性公平值計量
At 31 March 2021	於2021年3月31日
Financial assets	金融資產
Equity investment at fair value through other comprehensive income	按公平值透過其他全面收益列賬的股份投資
– unlisted equity securities	– 非上市股本證券
Non-financial assets	非金融資產
Investment properties	投資物業
– commercial building	– 商業樓宇
At 31 March 2020	於2020年3月31日
Financial assets	金融資產
Equity investment at fair value through other comprehensive income	按公平值透過其他全面收益列賬的股份投資
– unlisted equity securities	– 非上市股本證券
Non-financial assets	非金融資產
Investment properties	投資物業
– commercial building	– 商業樓宇

There were no transfers between levels 1, 2 and 3 for recurring fair value measurements during the year.

7. 公平值計量(續)

(i) 公平值架構(續)

本集團之政策為於轉撥事件或導致轉撥情況發生變化當日，確認轉入及轉出三個級別。

按公平值等級作出之披露：

Level 1 第1層 HK\$'000 港幣仟元	Level 2 第2層 HK\$'000 港幣仟元	Level 3 第3層 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
		1,874	1,874
		296,700	296,700
		298,574	298,574
		5,444	5,444
		519,800	519,800
		525,244	525,244

年內，經常性公平值計量之第1、2及3層之間概無轉撥。

7. FAIR VALUE MEASUREMENTS (Continued)

(ii) Valuation techniques used to determine fair values

Financial assets

The valuation of unlisted equity investment at fair value through other comprehensive income was determined using a market-based valuation technique. The valuation requires the directors to determine comparable public companies based on industry, size, leverage and strategy, and calculates an appropriate enterprise value to earnings before interest, tax, depreciation and amortisation (“EV to EBITDA”) multiple and price to earnings multiple, for each comparable company identified. The multiple is calculated by dividing the market capitalisation by the profits of the comparable companies. The multiple is then discounted for non-marketability. The discounted multiple is applied to the profit of the unlisted equity investment to measure the fair value at each reporting period.

Non-financial assets

The fair value of the investment properties is arrived at on the basis of valuation carried out by Savills (Macau) Limited (“Savills”) independent valuer which is not related to the Group. The Group’s finance department reviews the valuations performed by Savills for financial reporting purpose. These valuation results are then reported to the Group’s management for discussions and review in relation to the valuation processes and the reasonableness of valuation results.

The fair value of the investment properties were arrived by using direct comparison method based on market observable transactions of similar properties in the similar conditions and locations of the subject properties and adjusted to reflect the conditions of the subject properties including property size and property floor level. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

7. 公平值計量(續)

(ii) 釐定公平值所用的估值技術

金融資產

按公平值透過其他全面收益列賬的財務資產的估值通過使用基於市場的估值技術釐定。估值要求董事根據行業、規模、槓桿及戰略釐定可資比較公眾公司，並就各間識別可資比較公眾公司計算合適企業價值對除利息、稅項、折舊及攤銷前盈利比率(企業價值倍數)及市盈率倍數。倍數乃以可資比較公司的市值除以盈利計算得出。倍數以非流動性予以貼現。於各報告期間，貼現倍數用於非上市股份投資的盈利以計量公平值。

非金融資產

投資物業的公平值乃按由與本集團並無關聯的獨立估值師第一太平戴維斯(澳門)有限公司「第一太平戴維斯」進行的估值而達成。為編製財務報表，本集團財務部審閱第一太平戴維斯所進行的估值。有關估值結果會向本集團管理層報告，以就估值程序及估值結果的合理性作出討論及審閱。

投資物業的公平值乃根據與目標物業的狀況及位置相若的類似物業的(經對物業面積及物業樓層等作出調整以反映目標物業之狀況)可觀察市場交易使用直接比較法達致。於估計物業的公平值時，物業的最高及最佳用途為目前用途。

7. FAIR VALUE MEASUREMENTS (Continued)

(iii) Reconciliation of financial assets and non-financial assets measured at level 3

7. 公平值計量(續)

(iii) 按第3層公平值計量之金融資產及非金融資產對賬

		Equity investment at fair value through other comprehensive income 按公平值透過其他全面收益列賬的股份投資 HK\$'000 港幣仟元	Investment properties 投資物業 HK\$'000 港幣仟元
At 1 April 2019	於2019年4月1日	14,970	586,100
Revaluation deficit transfer to equity	轉至股權的重估虧損	(9,526)	-
Change in fair value recognised in income statement	於收益表內確認的公平值變動	-	(66,300)
At 31 March 2020	於2020年3月31日	5,444	519,800
Revaluation deficit transfer to equity	轉至股權的重估虧損	(3,570)	-
Transfer to property, plant and equipment	轉至物業、機器及設備	-	(175,000)
Change in fair value recognised in income statement	於收益表內確認的公平值變動	-	(48,100)
At 31 March 2021	於2021年3月31日	1,874	296,700

7. FAIR VALUE MEASUREMENTS (Continued)

(iv) Valuation processes

The Group's finance department is responsible for the fair value measurement of financial assets required for financial purposes, including Level 3 fair value measurements. The financial department reports directly to the CFO and the audit committee ("AC"). Discussions of valuation processes and results are held between the CFO and AC at least once every six months, in line with the Group's half-yearly reporting periods.

The main inputs used in fair value measurement by the Group are derived and evaluated as follows:

- price to earnings multiple
- EV to EBITDA multiple
- non-marketability discount rate

(v) Valuation inputs and relationships to fair value

Financial assets

The most significant unobservable input is EV to EBITDA multiple of 9 (2020: price to earnings multiple of 6), and non-marketability discount rate of 31% (2020: 30%). The lower the EV to EBITDA multiple/price to earnings multiple, the lower the fair value of the equity investment at fair value through other comprehensive income. The lower of the non-marketability discount rate or non-controlling interest discount, the higher the fair value of the equity investment at fair value through other comprehensive income.

If the non-marketability discount rate increase/ (decrease) by 1%, it would result in (decrease)/ increase in fair value by HK\$27,000 as at 31 March 2021.

7. 公平值計量(續)

(iv) 估值程序

本集團財務部門專責就財務報告目的所需的金融資產項目估值，包括第3層公平值。此財務部門直接向首席財務總裁(CFO)和審核委員會(AC)匯報。為配合本集團的半年報告期，CFO與AC最少每六個月開會一次，討論估值流程和相關結果。

本集團使用的主要第3層輸入數據從下列資訊中取得和評估：

- 市盈率倍數
- 企業價值倍數
- 非流動性貼現率

(v) 估值輸入數據及與公平值的關係

金融資產

最重大不可觀察輸入數據為9的企業價值倍數(2020年：6的市盈率倍數)及31%的非流動性貼現率(2020年：30%)。企業價值倍數／市盈率倍數越低，按公平值透過其他全面收益列賬的股份投資的公平值越低。非流動性貼現率或非控股權益貼現越低，按公平值透過其他全面收益列賬的股份投資的公平值越高。

於2021年3月31日，如果非流動性貼現率上升／(降低)1%，將導致公平值(降低)／上升港幣27,000元。

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7. FAIR VALUE MEASUREMENTS (Continued)

(v) Valuation inputs and relationships to fair value
(Continued)

Non-financial assets

Valuation technique(s) and key input(s)	Significant unobservable input(s) 重大不可觀察 輸入數據	Range of unobservable inputs 不可觀察 輸入數據之範圍	Relationship of unobservable inputs to fair value 不可觀察輸入數據 與公平值的關係
		2021 and date of transfer 及轉讓日期	2020
Direct comparison method based on market observable transactions of similar properties and adjust to reflect the conditions of the subject property. The key inputs are: 1) Property size 2) Unit rate	1. Unit rate 2. Frontage	From HK\$17,000 to HK\$314,000 per square feet	From HK\$21,000 to HK\$314,000 per square feet
根據類似物業的可觀察市場交易使用直接比較法，並經調整以反映目標物業的狀況。 關鍵輸入數據為： 1) 物業面積 2) 單位價格	1. 單位價格 2. 朝向	每平方呎由17,000港元至314,000港元	每平方呎由21,000港元至314,000港元
			1. The higher the unit rate, the higher the fair value 2. The larger the shop frontage, the higher the fair value
			1. 單位價格越高，公平值越高 2. 舖面越大，公平值越高

7. 公平值計量(續)

(v) 估值輸入數據及與公平值的關係(續)

非金融資產

8. REVENUE AND SEGMENT INFORMATION

The chief operating decision-makers have been identified as the executive directors of the Company. The executive directors review the Group's financial information mainly from business nature and geographical perspectives. From a perspective on business nature, the Group has two reportable segments, namely watch retail and watch wholesale trading segments. From a geographical perspective, management mainly assesses the performance of watch retail operations in (i) Hong Kong, Macau and Mainland China and (ii) the rest of Asia.

Revenue represents sales of goods from watch retail segment and watch wholesale trading segment. Sales between operating segments are carried out on terms equivalent to those prevailing in arm's length transactions. The executive directors assess the performance of the operating segments based on a measure of adjusted earnings before interest and tax ("EBIT"). This measurement basis excludes unallocated income and net corporate expenses.

Unallocated income represents dividend income from unlisted equity investment and gain on disposal of a subsidiary. Net corporate expenses mainly represent corporate staff costs and provision for senior management bonus. Unallocated assets represent property, plant and equipment, investment properties and right-of-use assets at corporate level, unlisted equity investment, deferred tax assets, pledged bank deposits and cash and cash equivalents. Unallocated liabilities represent lease liabilities, other payables and accruals at corporate level, bank borrowings, deferred tax liabilities and income tax payable.

8. 收入及分部資料

本公司之首席運營決策者為本公司行政董事。行政董事主要從業務性質及地區角度審閱本集團之財務資料。從業務性質角度來看，本集團有二個分部報告，即鐘錶零售及鐘錶批發業務分部。管理層主要從地區角度評核(i)香港、澳門及中國大陸和(ii)亞洲其餘地區之鐘錶零售業績。

收入是指來自鐘錶零售分部及鐘錶批發分部的商品銷售。營運分部間之銷售按相等於現行按公平原則進行的交易之條款進行。行政董事按除利息及稅項前經調整盈利(「EBIT」)評核營運分部之業績，計算該盈利時不包括未分配收入及集團行政淨支出。

未分配收入指來自非上市股份投資的股息收入及出售附屬公司的收益。集團行政淨支出主要為集團層面的員工成本及高級管理層花紅撥備。未分配的資產指集團層面的物業、機器及設備、投資物業及使用權資產、非上市的股份投資、遞延稅項資產、抵押銀行存款以及現金及現金等值物。未分配的負債是指集團層面的租賃負債、其他應付款項及應計費用、銀行貸款、遞延稅項負債及應付所得稅。

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財務報表附註

8. REVENUE AND SEGMENT INFORMATION (Continued)

For the year ended 31 March 2021

8. 收入及分部資料(續)

截至2021年3月31日止年度

		Watch retail 鐘錶零售			
		Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸	Rest of Asia 亞洲 其餘地區	Watch wholesale trading 鐘錶 批發業務	Total 合計
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Revenues from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內的客戶合約收益				
– Gross segment	– 分部總額	254,287	218,214	351,756	824,257
– Inter-segment	– 分部間	–	–	(117,990)	(117,990)
Sales to external customers	銷售予外來客戶	254,287	218,214	233,766	706,267
Timing of revenue recognition	收入確認時間				
– At a point in time	– 於一個時間點轉撥	254,287	218,214	233,766	706,267
Segment results	分部業績	(75,145)	5,543	20,037	(49,565)
Unallocated income	未分配收入				97,778
Net corporate expenses	集團行政淨支出				(75,393)
Finance costs	財務成本				(28,710)
Loss before tax	除稅前虧損				(55,890)
Income tax expense	所得稅支出				(25,731)
Loss for the year	年度虧損				(81,621)

NOTES TO THE FINANCIAL STATEMENTS
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8. REVENUE AND SEGMENT INFORMATION (Continued)

8. 收入及分部資料(續)

For the year ended 31 March 2021 (Continued)

截至2021年3月31日止年度(續)

		Watch retail 鐘錶零售				
		Hong Kong, Macau and Mainland China 香港、澳門及 中國大陸	Rest of Asia 其餘地區	Watch wholesale trading 鐘錶 批發業務	Unallocated 未分配	Total 合計
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Capital expenditures	資本性開支	(3,039)	(744)	(311)	(59)	(4,153)
Depreciation:	折舊：					
– property, plant and equipment	– 物業、機器及設備	(6,000)	(7,454)	(1,116)	(13,279)	(27,849)
– right-of-use assets	– 使用權資產	(58,591)	(40,208)	(6,403)	(3,181)	(108,383)
Impairment of:	減值：					
– property, plant and equipment	– 物業、機器及設備	(1,300)	(258)	–	(5,986)	(7,544)
– intangible assets	– 無形資產	–	–	(5,583)	–	(5,583)
– right-of-use assets	– 使用權資產	(14,388)	(1,288)	–	–	(15,676)
Fair value change of investment properties	投資物業公平值變動	(15,300)	–	–	(32,800)	(48,100)
Provision for inventories	存貨撥備	(2,168)	(121)	(22,596)	–	(24,885)
Segment assets	分部資產	418,242	153,402	257,349	528,845	1,357,838
Segment liabilities	分部負債	111,019	71,537	80,054	600,631	863,241

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

8. REVENUE AND SEGMENT INFORMATION (Continued)

For the year ended 31 March 2020

8. 收入及分部資料(續)

截至2020年3月31日止年度

		Watch retail 鐘錶零售			
		Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸	Rest of Asia 亞洲 其餘地區	Watch wholesale trading 鐘錶 批發業務	Total 合計
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Revenues from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內的客戶合約收益				
– Gross segment	– 分部總額	477,141	296,154	433,673	1,206,968
– Inter-segment	– 分部間	–	–	(172,174)	(172,174)
Sales to external customers	銷售予外來客戶	477,141	296,154	261,499	1,034,794
Timing of revenue recognition	收入確認時間				
– At a point in time	– 於一個時間點轉撥	477,141	296,154	261,499	1,034,794
Segment results	分部業績	(209,178)	3,124	(64,995)	(271,049)
Unallocated income	未分配收入				1,014
Net corporate expenses	集團行政淨支出				(60,830)
Finance costs	財務成本				(50,607)
Loss before tax	除稅前虧損				(381,472)
Income tax expense	所得稅支出				(21,212)
Loss for the year	年度虧損				(402,684)

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

8. REVENUE AND SEGMENT INFORMATION (Continued)

For the year ended 31 March 2020 (Continued)

8. 收入及分部資料 (續)

截至2020年3月31日止年度 (續)

		Watch retail 鐘錶零售					
		Hong Kong, Macau and Mainland China 香港、澳門及 中國大陸 HK\$'000 港幣仟元	Rest of Asia 亞洲 其餘地區 HK\$'000 港幣仟元	Watch wholesale trading 鐘錶 批發業務 HK\$'000 港幣仟元	Unallocated 未分配 HK\$'000 港幣仟元	Total 合計 HK\$'000 港幣仟元	
Capital expenditures	資本性開支	(5,905)	(3,273)	(135)	(2,133)	(11,446)	
Depreciation:	折舊：						
– property, plant and equipment	– 物業、機器及設備	(12,019)	(8,908)	(2,246)	(10,374)	(33,547)	
– right-of-use assets	– 使用權資產	(151,219)	(51,181)	(6,642)	(3,179)	(212,221)	
Impairment of:	減值：						
– property, plant and equipment	– 物業、機器及設備	(5,694)	(148)	–	–	(5,842)	
– intangible assets	– 無形資產	–	–	(6,166)	–	(6,166)	
– right-of-use assets	– 使用權資產	(71,900)	(5,018)	–	–	(76,918)	
Amortisation of intangible assets	攤銷無形資產	–	–	(1,430)	–	(1,430)	
Fair value change of investment properties	投資物業公平值變動	(29,500)	–	–	(36,800)	(66,300)	
Write back of provision/(provision) for inventories	存貨撥回/(撥備)	4,782	115	(95,901)	–	(91,004)	
Segment assets	分部資產	552,054	188,645	321,702	643,514	1,705,915	
Segment liabilities	分部負債	250,165	86,061	74,657	757,931	1,168,814	

8. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information

An analysis of the Group's revenue and segment results by geographical area are as follows:

		Revenue 收入		Segment results 分部業績	
		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Hong Kong, Macau and Mainland China	香港、澳門及中國大陸	343,832	587,775	(54,215)	(249,441)
Rest of Asia	亞洲其餘地區	362,122	445,072	30,125	17,722
Europe	歐洲	313	1,947	(25,475)	(39,330)
		706,267	1,034,794	(49,565)	(271,049)

An analysis of the Group's non-current assets (other than equity investment at fair value through other comprehensive income and deferred tax assets) by geographical area is as follows:

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Hong Kong, Macau and Mainland China	香港、澳門及中國大陸	600,058	760,081
Rest of Asia	亞洲其餘地區	123,703	147,278
Europe	歐洲	36,507	36,639
		760,268	943,998

The revenue information above is based on the locations of the customers.

These were no revenue transactions with a single external customer which amounted to 10% or more of the Group's revenue during the year (2020: Nil).

8. 收入及分部資料(續)

地區資料

按地區分析集團收入及分部業績如下：

按地區分析集團非流動資產(按公平值透過其他全面收益列賬的股份投資及遞延稅項資產除外)如下：

上述收入資料乃根據客戶所在地編製。

年內，並無來自單一外部客戶的收入超過本集團收入的10%或以上(2020年：無)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information (Continued)

Revenue recognised that was included in contract liabilities at the beginning of the reporting period:

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Sales of watches	銷售鐘錶	451	1,058

Performance obligations

The performance obligation is satisfied upon delivery of the goods and payment is mainly on cash and credit card settlement, except for wholesale customers, where payment is due within credit period from delivery. As at 31 March 2021, the remaining performance obligations (unsatisfied or partially unsatisfied) are part of contracts that have an original expected duration of one year or less, the transaction price allocated to which is not presented according to practical expedient in HKFRS 15.

9. OTHER GAINS/(LOSSES)

Exchange losses	匯兌虧損	(6,060)	(2,032)
Fair value changes of investment properties	投資物業公平值變動	(48,100)	(66,300)
Gain on disposal of a subsidiary (note 31(a))	出售附屬公司收益 (附註31(a))	97,778	-
(Loss)/gain on disposal of property, plant and equipment	出售物業、機器及設備 (虧損)/收益	(826)	40
Gain on termination of leases	終止租賃合約收益	310	-
		43,102	(68,292)

8. 收入及分部資料(續)

地區資料(續)

在報告期初計入合同負債的已確認收入：

	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Sales of watches	451	1,058

履約義務

履約責任於交付貨物時達成，付款主要以現金或信用卡結算，惟批發客戶除外，其於交付後的信貸期內付款。於2021年3月31日的剩餘履約責任(未滿足或部分未滿足)為原初預期持續時間為一年或以下的合約的一部分，根據香港財務報告準則第15號的權宜方法，並無呈列分配的交易價格。

9. 其他收益/(虧損)

	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Exchange losses	(6,060)	(2,032)
Fair value changes of investment properties	(48,100)	(66,300)
Gain on disposal of a subsidiary (note 31(a))	97,778	-
(Loss)/gain on disposal of property, plant and equipment	(826)	40
Gain on termination of leases	310	-
	43,102	(68,292)

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

10. OTHER INCOME

		2021	2020
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Building management fee income	樓宇管理費收入	2,460	2,460
Dividend income from unlisted equity investment	非上市股份投資 股息收入	–	1,014
Interest income	利息收入	277	836
Rental income	租金收入	8,607	11,483
Rental concessions	租金減免	35,173	13,100
Shared service income	共享服務收入	16,941	20,400
Government subsidies (note)	政府補助(附註)	31,246	–
Sundries	雜項	1,671	4,412
		96,375	53,705

Note:

Being government grants in respect of COVID-19 related subsidies, of which HK\$27.909 million relates to Employment Support Scheme provided by Hong Kong, Malaysia, Singapore and Macau governments.

10. 其他收入

附註：

本集團就新型冠狀病毒疫情相關政府補貼，其中HK\$27.909佰萬分別與香港、馬來西亞、新加坡和澳門政府提供的保就業計劃相關。

11. FINANCE COSTS

		2021	2020
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Interest on:	利息：		
– bank borrowings	– 銀行貸款	13,377	25,334
– lease liabilities	– 租賃負債	15,333	25,273
		28,710	50,607

11. 財務成本

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12. LOSS BEFORE TAX

The Group's loss before tax has been derived after debiting or (crediting) the following items in the income statement.

12. 除稅前虧損

本集團的除稅前虧損已扣除／(計入)收益表中以下項目。

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Amortisation of intangible assets (Note 20)	攤銷無形資產(附註20)	–	1,430
Auditor's remuneration:	核數師酬金		
– audit services	– 核數服務	1,942	2,646
– non-audit services	– 非核數服務	520	424
Cost of inventories sold and raw materials consumed	出售存貨成本及原材料消耗	381,542	529,403
Depreciation of:	折舊：		
– property, plant and equipment (Note 17)	– 物業、機器及設備(附註17)	27,849	33,547
– right-of-use assets (Note 19)	– 使用權資產(附註19)	108,383	212,221
Employee benefit expenses (Note 13)	僱員福利支出(附註13)	173,696	238,686
Fair value changes of investment properties	投資物業公平值變動	48,100	66,300
Impairment loss of:	減值：		
– property, plant and equipment (Note 17)	– 物業、機器及設備(附註17)	7,544	5,842
– right-of-use assets (Note 19)	– 使用權資產(附註19)	15,676	76,918
– intangible assets (Note 20)	– 無形資產(附註20)	5,583	6,166
Loss/(gain) on disposal of property, plant and equipment	出售物業、機器及設備(虧損)／收益	826	(40)
Gain on termination of leases	終止租賃合約收益	310	–
Lease rentals in respect of land and buildings	關於土地及樓宇的租賃租金		
– short-term lease payments	– 短期租賃付款	8,312	25,995
– variable lease payments	– 可變租賃付款	4,458	4,733
– rent concession (Note 10)	– 租金減免(附註10)	(35,173)	(13,100)
Reversal of impairment of trade receivables (Note 23)	壞賬準備撥回(附註23)	(98)	(368)
Provision for inventories	存貨撥備	24,885	91,004

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13. EMPLOYEE BENEFIT EXPENSES

		2021	2020
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Salaries and allowances	薪金及津貼	156,887	215,982
Pension contributions less forfeiture utilised (note a)	退休金供款(扣除已被動用的沒收供款)(附註a)	14,169	19,488
Others	其他	2,640	3,216
		173,696	238,686

(a) Pensions-defined contribution plans

The Group operates a retirement scheme under Occupation Retirement Scheme Ordinance (“ORSO scheme”) up to 30 November 2000 for employees in Hong Kong. With effect from 1 December 2000, a mandatory provident fund (“MPF”) scheme is set up which is available to eligible employees of the Group, including executive directors of the Company. No further employees and contributions have been added to the ORSO scheme after the set up of MPF. Contributions to the MPF scheme by the Group and employees are calculated at rates specified in the rules of the MPF scheme. The assets of the MPF scheme and ORSO scheme are held separately from those of the Group in an independently administered fund.

Meanwhile, relevant employees of subsidiaries outside Hong Kong contribute to the local pension schemes, contributions to the local pension schemes are calculated at rates specified in the rules of the local pension schemes. The assets of the pension scheme are held separately from those of the Group in an independently administered fund.

For the year ended 31 March 2021, forfeited contributions totalling HK\$0.456 million (2020: HK\$5.678 million) arising from employees leaving the ORSO scheme, were utilised to offset contributions during the year.

13. 僱員福利支出

(a) 退休金－定額供款計劃

直至2000年11月30日為止，本集團根據職業退休計劃條例為香港區僱員提供退休計劃。自2000年12月1日起，本集團設立強制性公積金計劃（「強積金計劃」），本集團的合資格僱員（包括本公司行政董事）均有權參與。本集團及僱員向強積金計劃作出的供款乃依據強積金計劃規則所規定的水平計算。強積金計劃的資產與本集團的資產分開持有，並由獨立管理基金負責管理。

就香港以外的附屬公司而言，本集團及僱員對當地退休金計劃作出的供款，乃按當地退休金計劃規則所規定的水平計算。退休金計劃之資產與本集團之資產分開持有，並由獨立管理基金負責管理。

截至2021年3月31日止年度內，僱員離職時被沒收之職業退休計劃供款總額港幣0.456百萬元（2020年：港幣5.678百萬元），已被動用以抵銷年內供款。

13. EMPLOYEE BENEFIT EXPENSES

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2020: two) directors whose emoluments are reflected in the analysis shown in Note 14. The emoluments payable to the remaining three (2020: three) highest paid individuals during the year are as follows:

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Basic salaries, allowances and benefits in kind	基本薪金，津貼及實物利益	3,705	4,103
Performance bonuses	表現花紅	1,545	3,178
Contributions to pension plans	退休金計劃的供款	168	181
		5,418	7,462

The emoluments fell within the following bands:

Emolument bands (in HK dollars)	薪酬組別 (港幣)	Number of individuals 人數	
		2021	2020
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至港幣2,000,000元	3	–
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	–	1
HK\$2,500,001 to HK\$3,000,000	港幣2,500,001元至港幣3,000,000元	–	2
		3	3

13. 僱員福利支出 (續)

(b) 五位最高薪酬人士

本年度本集團五名最高薪酬人士包括二名(2020年：二名)董事，其薪酬詳情已於附註14分析中反映。於年內應付予其餘最高薪酬三名(2020年：三名)人士之酬金如下：

	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Basic salaries, allowances and benefits in kind	3,705	4,103
Performance bonuses	1,545	3,178
Contributions to pension plans	168	181
	5,418	7,462

介於下列酬金組別人士如下：

Emolument bands (in HK dollars)	薪酬組別 (港幣)	Number of individuals 人數	
		2021	2020
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至港幣2,000,000元	3	–
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	–	1
HK\$2,500,001 to HK\$3,000,000	港幣2,500,001元至港幣3,000,000元	–	2
		3	3

14. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of every director of the Company is set out below:

14. 董事福利及權益

(a) 董事酬金

本公司各董事酬金如下：

Name	Emoluments paid or payable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking; 本公司或其附屬公司已付董事或董事應收薪酬：						Total
	Fee	Basic salaries, allowances, and benefits in kind	Contributions to retirement benefit schemes	Discretionary bonus (i)	Remunerations paid or payable in respect of accepting office as director	Emoluments paid or payable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	
姓名	袍金	基金薪金、津貼 及實物利益	退休金 供款計劃	酌情花紅(i)	已支付或 就該接受為 董事應收酬金	本公司或其附屬 公司就董事的 其他管理 服務的酬金	總額
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
For the year ended 31 March 2021 截至2021年3月31日							
Joseph C. C. Wong (ii)	黃創增(ii)	100	699	38	-	-	837
Kwan Chi Kin, Wallace	關志堅	80	1,413	18	568	-	2,079
Kwong Yi Hang, Agnes	龔易行	135	-	-	-	-	135
Wu Chun Sang (iii)	胡春生(iii)	56	-	-	-	-	56
Wu Chi Man, Lawrence	胡志文	135	-	-	-	-	135
Ho Chi Kin, Jeff (iv)	何致堅(iv)	80	-	-	-	-	80
		586	2,112	56	568	-	3,322
For the year ended 31 March 2020 截至2020年3月31日							
Joseph C. C. Wong (ii)	黃創增(ii)	-	1,391	58	-	-	1,449
Kwan Chi Kin, Wallace	關志堅	80	1,559	18	973	-	2,630
Kwong Yi Hang, Agnes	龔易行	122	-	-	-	-	122
Wu Chun Sang	胡春生	122	-	-	-	-	122
Wu Chi Man, Lawrence	胡志文	122	-	-	-	-	122
		446	2,950	76	973	-	4,445

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14. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

- (i) Discretionary bonus represents the amount paid during the respective year.
- (ii) Mr. Joseph C. C. Wong is also the Chief Executive Officer of the Group.
- (iii) Mr. Wu Chun Sang has retired by rotation as an independent non-executive director of the Company upon the expiry of his term of office on 28 August 2020.
- (iv) Mr. Ho Chi Kin, Jeff has been appointed as an independent non-executive director of the Company on 28 August 2020.

During the year ended 31 March 2021 and 31 March 2020, none of the directors waived their emoluments, except for Mr. Joseph C.C Wong who waived a portion of his salary of HK\$812,000 for the year ended 31 March 2021 (2020: waived director fees of HK\$100,000) and Mr. Wu Chun Sang, Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang waived 10% director fees, of HK\$13,500 each for the year ended 31 March 2020.

(b) Directors' retirement benefits and termination benefits

None of the directors received or will receive any retirement benefits or termination benefits 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 did not pay consideration to any third parties for making available directors' services (2020: Nil).

14. 董事福利及權益 (續)

(a) 董事酬金 (續)

- (i) 酌情花紅指年內已付的金額。
- (ii) 黃創增先生亦是本集團行政總裁。
- (iii) 胡志文先生於2020年8月28日任期屆滿時輪值退任本公司獨立非行政董事。
- (iv) 何致堅先生於2020年8月28日獲委任為本公司獨立非行政董事。

截至2021年3月31日及2020年3月31日止年度，概無任何董事放棄酬金，除黃創增先生於截至2021年3月31日放棄其部分薪金港幣812,000元(2020年：放棄董事袍金港幣100,000元)及胡春生先生、胡志文教授及鄺易行博士於截至2020年3月31日止年度各放棄10%董事袍金港幣13,500元。

(b) 董事退休福利及離職福利

年內，概無董事已收取或將收取任何退休福利及離職福利(2020年：無)。

(c) 就獲取董事服務向第三方支付之代價

截至2021年3月31日止年度，本公司並無就獲取董事服務而向任何第三方支付代價(2020年：無)。

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財務報表附註

14. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 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

Except as disclosed in Note 33, no other significant transactions, arrangements and contracts in relation to the Group'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.

15. INCOME TAX EXPENSE

Current income tax	本期所得稅
– Hong Kong profits tax	– 香港利得稅
– Overseas profits tax	– 海外利得稅
– Under/(over) provision in prior years	– 過往年度撥備過少／(過多)
Deferred income tax (Note 27)	遞延所得稅(附註27)

14. 董事福利及權益(續)

(d) 有關以董事、該等董事之受控制法團及關聯實體為受益人之貸款、準貸款及其他交易之資料

截至2021年3月31日止年度，概無以董事、或該等董事之受控制法團及關聯實體為受益人之貸款、準貸款及其他交易安排(2020年：無)。

(e) 董事在交易，協議或合同的重大利益

除附註33所披露者外，本年度內或年結時，本公司並無簽訂任何涉及本集團之業務而本公司之董事直接或間接在其中擁有重大利益之重要交易、協議或合同。

15. 所得稅支出

	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Current income tax		
– Hong Kong profits tax	2,905	3,925
– Overseas profits tax	4,960	5,268
– Under/(over) provision in prior years	59	(523)
	7,924	8,670
Deferred income tax (Note 27)	17,807	12,542
	25,731	21,212

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財務報表附註

15. INCOME TAX EXPENSE (Continued)

The provision for Hong Kong Profits Tax for 2021 is calculated at 16.5% (2020: 16.5%) of the estimated assessable profits for the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the jurisdictions in which the Group operates.

The taxation on the Group's loss before income tax differs from the theoretical amount that would arise using the applicable tax rates, being the weighted average of tax rates prevailing in the jurisdictions in which the Group operates, as follows:

15. 所得稅支出(續)

2021年度香港得稅乃根據估計應課稅溢利按稅率16.5%(2020年: 16.5%)計算。海外利得稅乃根據年內估計應課稅溢利按本集團經營地區的適用稅率計算。

本集團按其除所得稅前虧損而計算的稅項，與按其於各營運地區的適用稅率(加權平均率)而計算的理論稅項有差別，詳情如下：

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Loss before tax	除稅前虧損	(55,890)	(381,472)
Theoretical tax at weighted average rate of 13.35% (2020: 16.75%)	按加權平均率13.35%(2020年: 16.75%)而計算的理論稅項	(7,464)	(63,915)
Tax effect arising from:	稅務影響產生自:		
– Non-taxable income	– 無需課稅的收入	(59,442)	(14,060)
– Non-deductible expenses	– 不可扣稅的開支	49,344	58,010
– Recognition of temporary differences not previously recognised	– 確認往年未被確認的暫時性差額	5,497	13,050
– Utilisation of previously unrecognised tax losses	– 使用往年未確認的稅項虧損	(2,313)	(5,005)
– Tax losses not recognised	– 未確認的稅項虧損	39,947	33,505
– Others	– 其他	103	150
– Under/(over) provision in prior years	– 過往年度撥備過少/(過多)	59	(523)
Income tax expense	所得稅支出	25,731	21,212

The weighted average applicable tax rate is 13.35% (2020: 16.75%). The decrease is caused by a change in the distribution of profitability of the Group's subsidiaries in the respective countries.

加權平均適用稅率為13.35%(2020年: 16.75%)。減少乃由於本集團於各個國家的附屬公司的溢利分配變動所致。

16. LOSS PER SHARE

Basic

Basic loss per share is calculated by dividing the Group's loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Loss attributable to equity holders of the Company	本公司權益持有人應佔虧損	(81,890)	(402,898)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (以仟股計)	1,046,474	1,046,474
Basic loss per share attributable to the equity holders of the Company (HK cents)	本公司權益持有人應佔每股 基本虧損(港仙)	(7.83)	(38.50)

Diluted

Diluted loss per share for the years ended 31 March 2020 and 31 March 2021 are the same as the basic loss per share amounts as there were no potentially dilutive ordinary shares in issues during two years.

16. 每股虧損

基本

每股基本虧損以年內本公司權益持有人應佔本集團虧損除以已發行普通股加權平均數而計算。

攤薄

截至2021年3月31日及2020年3月31日止年度，每股攤薄虧損金額與每股基本虧損金額相同，因為於兩個年度內並無潛在攤薄普通股。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、機器及設備

		Freehold, leasehold land and buildings 私有產權 土地、租賃 土地及樓宇 HK\$'000 港幣仟元	Equipment, leasehold improvements and others 設備、租賃 權益改良及其他 HK\$'000 港幣仟元	Total 總額 HK\$'000 港幣仟元
Cost	成本			
At 1 April 2019	於2019年4月1日	217,104	378,641	595,745
Additions	添置	–	11,446	11,446
Disposals	出售	–	(74,263)	(74,263)
Transfer to right-of-use assets	轉至使用權資產	–	(9,431)	(9,431)
Exchange realignment	匯兌差額	(3,064)	(8,918)	(11,982)
At 31 March 2020 and 1 April 2020	於2020年3月31日及2020年4月1日	214,040	297,475	511,515
Additions	添置	–	4,153	4,153
Transfer from investment properties (Note 18)	轉自投資物業(附註18)	175,000	–	175,000
Disposal of a subsidiary (Note 31(a))	出售附屬公司(附註31(a))	(60,062)	–	(60,062)
Disposals	出售	–	(48,995)	(48,995)
Exchange realignment	匯兌差額	2,714	6,169	8,883
At 31 March 2021	於2021年3月31日	331,692	258,802	590,494
Accumulated depreciation and impairment losses	累計折舊及減值			
At 1 April 2019	於2019年4月1日	112,057	318,277	430,334
Charge for the year	本年度折舊	4,872	28,675	33,547
Disposals/Written off	出售/撇賬	–	(73,406)	(73,406)
Impairment loss (note a)	減值(附註a)	–	5,842	5,842
Transfer to right-of-use assets	轉至使用權資產	–	(7,092)	(7,092)
Exchange realignment	匯兌差額	(1,136)	(7,889)	(9,025)
At 31 March 2020 and 1 April 2020	於2020年3月31日及2020年4月1日	115,793	264,407	380,200
Charge for the year	本年度折舊	8,449	19,400	27,849
Disposal of a subsidiary (Note 31(a))	出售附屬公司(附註31(a))	(49,301)	–	(49,301)
Disposals/Written off	出售/撇賬	–	(47,909)	(47,909)
Impairment loss (note a)	減值(附註a)	5,986	1,558	7,544
Exchange realignment	匯兌差額	1,237	5,398	6,635
At 31 March 2021	於2021年3月31日	82,164	242,854	325,018
Carrying amount	賬面值			
At 31 March 2021	於2021年3月31日	249,528	15,948	265,476
At 31 March 2020	於2020年3月31日	98,247	33,068	131,315

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財務報表附註

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

Note:

- (a) As at 31 March 2021, carrying amounts of retail stores assets represent property, plant and equipment and right-of-use assets of approximately HK\$224.312 million and HK\$78.198 million respectively.

The Group regards its individual retail stores as separately identifiable CGUs and the recoverable amounts of the CGUs is determined with reference to their value-in-use and fair value less costs to sell. Management carried out an impairment assessment for the retail stores assets, including property, plant and equipment and right-of-use assets, which exhibited an impairment indicator. Given the potential adverse impact on the performance of the Group's retail stores as a result of the COVID-19 pandemic, management performed impairment assessment for under-performing retail stores. The carrying amount of the retail stores assets is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The estimates of the recoverable amount of self-owned retail shops were determined using fair value less costs to sell approach. Meanwhile, the estimates of the recoverable amount of remaining retail stores assets were based on value-in-use calculations using discounted cash flow projections based on the forecasts approved by management covering the remaining tenure of the lease, with 12% discount rate.

As a result, during the year ended 31 March 2021, impairment of property, plant and equipment of approximately HK\$7.544 million and impairment of right-of-use assets of approximately HK\$15.676 million were made as their carrying values are not expected to be fully recoverable. Impairment loss was included in other operating expenses in the consolidated income statement.

Key assumptions used in the value-in-use calculations for the recoverable amount as follow:

- Revenue: based on estimated timing on resuming operations in all regions and the consequential effect on the Group's retail stores.
 - Running cost: based on the estimated change related to the Group's cost saving plan and measures.
- (b) As at 31 March 2021, the carrying amount of the Group's property, plant and equipment pledged as security for the Group's bank borrowings (Note 30) amounted to HK\$217.230 million (2020: HK\$66.060 million).

17. 物業、機器及設備(續)

附註：

- (a) 於2021年3月31日，零售店舖分為物業、機器及設備及使用權資產的賬面值分別約為港幣224.312百萬元和港幣78.198百萬元。

本集團視其個別零售店舖為獨立可識別現金產生單位，而可收回之現金產生單位是經參考若干物業設備的使用價值釐定。管理層對出現減值指標的零售店舖資產(包括物業、機器及設備以及使用權資產)進行減值評估。鑑於新型冠狀病毒疫情對本集團零售店舖的表現可能造成不利影響，因此管理層對所有零售店舖進行減值評估。倘零售店舖資產的賬面值大於其估計可收回金額，則將其賬面值撇減至可收回金額。自有零售店舖的估計可收回金額按公平值減出售成本釐定。同時，其餘零售店舖資產的估計可收回金額根據經管理層批准涵蓋租賃剩餘年期的預測使用折現現金流量，貼現率為12%。

因此，截至2021年3月31日止年度，物業、機器及設備的減值約為港幣7.544百萬元及使用權資產減值約為港幣15.676百萬元。由於其賬面值預計無法悉數收回而作出減值。減值虧損已計入綜合收益表的其他營運支出中。

可收回金額的使用價值計算中使用的主要假設如下：

- 收入：根據所有地區放寬社交距離限制的估計時間，對本集團零售店舖的相應影響的估計。
- 營運成本：根據本集團節省成本計劃及措施有關的估計變化。

- (b) 於2021年3月31日，本集團物業、機器及設備賬面值港幣217.230百萬元(2020年：港幣66.060百萬元)已抵押給銀行以獲取附注30內本集團的銀行信貸。

18. INVESTMENT PROPERTIES

		2021	2020
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
At 1 April	於4月1日	519,800	586,100
Transfer to property, plant and equipment (Note 17)	轉至物業、機器及設備(附註17)	(175,000)	-
Change in fair value	公平值變動	(48,100)	(66,300)
At 31 March	於3月31日	296,700	519,800

The investment properties were revalued at the end of the reporting date and date of transfer by independent professionally qualified valuer.

18. 投資物業

該投資物業於報告期末及轉讓日期由獨立專業合資格估值師估值。

(i) Amount recognised in consolidated income statement for investment properties

		2021	2020
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Rental income	租金收入	6,511	9,587
Direct operating expenses from properties which generated rental income	產生租金收入的物業之直接 營運支出	(340)	(132)
		6,171	9,455

(i) 投資物業於收益表中確認的金額

18. INVESTMENT PROPERTIES (Continued)

(ii) Lease arrangements

Commitments for minimum lease payments receivable on leases of the investment properties are set out in Note 32(a).

The Group leases out retail stores under operating leases with rentals payable monthly. The leases typically run for an initial period of 2 to 3 years, with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend. The leases of retail stores contain minimum annual lease payment that are fixed over the lease term.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessees' option to purchase the property at the end of lease term.

(iii) Pledge

The Group's investment properties have been pledged as security for the Group's bank borrowings (Note 30).

18. 投資物業(續)

(ii) 租賃安排

有關投資物業應收最低租賃款項承諾載於附註32(a)。

本集團在經營租賃項下出租若干零售店舖，每月收取租金。租賃通常為期2年至3年，承租人有優先續租權利。在承租人行使續租權時，大多數租賃合約均包含市場審查條款。此等零售店舖租賃合約包含在租賃期內有固定的年度最低租賃付款金額。

由於所有租賃合約均以集團實體各自的功能貨幣計算，故本集團不會因租賃安排而承受外幣風險。租賃合約均不包含殘值擔保，在租賃期滿時承租人亦無權選擇購買該物業。

(iii) 抵押

本集團的投資物業已抵押給銀行以獲取銀行貸款(附註30)。

19. RIGHT-OF-USE ASSETS

		2021	2020
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
As at 1 April	於4月1日	198,704	457,007
Addition	添置	52,103	31,079
Termination of leases	終止租賃合約	(5,621)	–
Depreciation charge for the year	本年度折舊	(108,383)	(212,221)
Impairment losses (Note 17 (a))	減值(附註17(a))	(15,676)	(76,918)
Exchange differences	匯兌差額	2,863	(243)
At 31 March	於3月31日	123,990	198,704

The recognised right-of-use assets relate to the following types of assets:

19. 使用權資產

已確認的使用權資產涉及以下類型的資產：

		2021	2020
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Land use rights	土地使用權	2,288	3,911
Property:	物業：		
– office premises	– 辦公室	43,504	47,970
– retail stores	– 零售店鋪	78,198	146,823
		123,990	198,704

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19. RIGHT-OF-USE ASSETS (Continued)

Lease liabilities of HK\$156.519 million (2020: HK\$295.561 million) are recognised with related right-of-use assets of HK\$123.990 million (2020: HK\$198.704 million) as at 31 March 2021. 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.

As disclosed in note 3, the Group has early adopted the Amendments to HKFRS 16: COVID-19 Related Rent Concessions, and applied the practical expedient introduced by the Amendments to all eligible rent concessions received by the Group during the year. Further details are disclosed below.

For both years, the Group leases various offices and retail stores for its operations. Generally, lease contracts are entered into for fixed term of 1 year to 3 years, but may have extension and termination options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Some leases include an option to renew the lease for an additional period after the end of the contract term. Where practicable, the Group seeks to include such extension options exercisable by the Group to provide operational flexibility. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. If the Group is not reasonably certain to exercise the extension options, the future lease payments during the extension periods are not included in the measurement of lease liabilities. The potential exposure to these future lease payments is summarised below:

19. 使用權資產(續)

於2021年3月31日，港幣156.519百萬元(2020年：港幣295.561百萬元)租賃負債已連同港幣123.990百萬元(2020年：港幣198.704百萬元)的相關使用權資產予以確認。該等租賃協議並無施加任何契諾，惟出租人於已租賃資產中持有的擔保權益除外。已租賃資產不得就借貸目的用作抵押品。

誠如附註3所披露，本集團已提早採納香港財務報告準則第16號之修訂：新型冠狀病毒相關租金寬減，並已對本集團於本年度收取的所有合資格租金寬減應用該修訂本規定的實際權宜方法。進一步詳情披露於下文。

該等年度內，本集團租賃多間辦公室及零售店進行營運。一般而言，租賃合約按1年至3年的固定年期訂立，惟可具有下文所述的延長及終止選擇權。租賃年期乃按個別基準商定，包括範疇廣泛的不同條款及條件。釐定租賃年期及評估不可撤銷期間的長度時，本集團應用合約的定義及釐定合約可強制執行的期間。

部分租賃包括於合約年期結束後按額外期間重續租賃的選擇權。於實際可行的情況下，本集團尋求含有可供本集團行使該等延長選擇權的租賃，以提供營運靈活性。本集團於租賃開始日期評估是否合理確定能行使延長選擇權。倘本集團無法合理確定行使延長選擇權，延長期間內的未來租賃付款不會計入租賃負債的計量內。該等未來租賃付款的潛在風險概述如下：

19. RIGHT-OF-USE ASSETS (Continued)

		Lease liabilities recognised (discounted)		Potential future lease payments under extension options not included in lease liabilities (undiscounted)	
		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Office	辦公室	27,571	28,935	20,859	22,548
Retail stores	零售店舖	940	3,720	23,836	21,021

In addition, the Group reassesses whether it is reasonably certain to exercise an extension option, upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the year ended 31 March 2021, there has been no such triggering event.

Details of total cash outflow for leases is set out in Note 31(c).

During the year ended 31 March 2021, the Group leased a number of retail stores which contain variable lease payment terms that are based on sales generated from the retail stores and minimum annual lease payment terms that are fixed. These payment terms are common in retail stops in the regions where the Group operates. During the year, the Group received rent concessions in the form of a discount on fixed payments during the period of severe social distancing and travel restriction measures introduced to contain the spread of COVID-19. The amount of fixed and variable lease payments recognised in consolidated income statement for the year is disclosed in Notes 10 and 12.

19. 使用權資產 (續)

此外，當承租人的控制範圍內發生重大事件或情況有重大改變，本集團重新評估是否合理確定能行使延長選擇權。於截至2021年3月31日止年度，概無有關觸發事件。

租賃現金流出總額的詳細資料在附註31(c)中列出。

於截至2021年3月31日止年度，本集團租賃多間零售店舖，包含基於零售店舖所產生銷售的可變租賃付款條款及固定最低年度租賃付款條款。該等付款條款於本集團營運所在地屬常見。於本年度，本集團於遏制新型冠狀病毒疫情而嚴格推行社交距離及旅遊限制措施期間以固定付款折扣形式收取租金寬減。於綜合收益表確認之固定租賃付款和可變租賃付款在附註10及附註12披露。

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20. INTANGIBLE ASSETS

20. 無形資產

		Technical Know-how 專業技術 HK\$'000 港幣仟元	Trademarks 商標 HK\$'000 港幣仟元	Goodwill 商譽 HK\$'000 港幣仟元	Total 總額 HK\$'000 港幣仟元
Cost	成本				
At 1 April 2019	於2019年4月1日	74,420	83,940	10,328	168,688
Exchange realignment	匯兌差額	475	394	(1,049)	(180)
At 31 March 2020 and 1 April 2020	於2020年3月31日及2020年 4月1日	74,895	84,334	9,279	168,508
Exchange alignment	匯兌差額	–	354	1,147	1,501
At 31 March 2021	於2021年3月31日	74,895	84,688	10,426	170,009
Accumulated amortisation and impairment loss	累計折舊及減值				
At 1 April 2019	於2019年4月1日	73,149	29,906	–	103,055
Charge for the year	本年度攤銷	1,430	–	–	1,430
Impairment losses	減值	–	6,166	–	6,166
Exchange alignment	匯兌差額	316	–	–	316
At 31 March 2020 and 1 April 2020	於2020年3月31日及2020年 4月1日	74,895	36,072	–	110,967
Charge for the year	本年度攤銷	–	–	–	–
Impairment loss	減值	–	5,583	–	5,583
At 31 March 2021	於2021年3月31日	74,895	41,655	–	116,550
Carrying amount	賬面值				
At 31 March 2021	於2021年3月31日	–	43,033	10,426	53,459
At 31 March 2020	於2020年3月31日	–	48,262	9,279	57,541

20. INTANGIBLE ASSETS (Continued)

Impairment assessment for technical know-how

In 2015, in order to secure the supply of mechanical movements in the future, the Group acquired CATENA SA, a Swiss watch movement manufacturer, and recognised an identified technical know-how of HK\$70.816 million. As at 31 March 2021 and 31 March 2020, the technical know-how has been fully amortised.

Impairment assessment for trademarks

Management assess annually whether the trademarks exhibit any impairment by considering the economic benefit generated from the trademarks. The recoverable amount is determined based on a value-in-use calculation. This calculation uses pre-tax cash flow projections based on financial budgets performed by management covering a five-year period. Management determined the financial budget based on past performance and its expectations for the market development.

The key assumptions used for value-in-use calculation are as follows:

- (a) Growth rate used to extrapolate cash flows beyond the five-year budget period of 0% (2020: 0%).
- (b) Growth rate used within the five-year budget period of 0% (2020: 0%) which was considered reasonable with reference to subsequent sales growth rate.
- (c) Pre-tax discount rate applied to cash flow projections of 13% (2020: 14%). The discount rate used reflects specific risks related to the Group.

Management believes that any reasonably foreseeable change in any of the above key assumptions would not cause the carrying amount of trademarks to exceed the recoverable amount significantly.

Impairment losses on trademarks amounted to HK\$5.583 million during the year ended 31 March 2021 (2020: HK\$6.166 million).

20. 無形資產(續)

專業技術的減值測試

為確保日後的鐘錶零件供應，本集團於2015年收購瑞士鐘錶生產商CATENA SA，並確認可識別專業技術為港幣70.816百萬元。於2021年3月31日及2020年3月31日，該專業技術已全部攤銷。

商標減值測試

管理層考慮到商標產生的經濟利益，每年測試商標是否受到任何減值。可回收金額根據使用價值之計算而釐定。該等計算採用根據管理層就涵蓋五年期間之財政預算作出之稅前現金流量預測。本集團管理層根據過往表現及其對市場發展之預期而釐定財政預算。

用於使用價值之計算的主要假設包括：

- (a) 用作推斷超過五年預算期的現金流增長率為0%(2020年：0%)。
- (b) 根據後續銷售增長率的合理考慮，用作推斷五年預算期內的增長率為0%(2020年：0%)。
- (c) 用於現金流預測的除稅前貼現率為13%(2020年：14%)。該貼現率反映了與本集團有關的特定風險。

管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致商標的賬面值大幅超過可收回金額。

截至2021年3月31日止年度，商標減值撥備港幣5.583百萬元(2020年：港幣6.166百萬元)。

20. INTANGIBLE ASSETS (Continued)

Impairment test for goodwill

Goodwill is allocated to the Group's CGUs identified according to business segment. The goodwill is attributable to the watch wholesale trading operations. The recoverable amount of a CGU is determined based on value-in-use calculation. This calculation uses pre-tax cash flow projections based on financial budgets performed by management covering a five-year period. Management determined the financial budgets based on past performance and its expectations for the market development. Cash flows beyond the five-year period are extrapolated using the estimated growth rate stated below.

The key assumptions used for value-in-use calculation are as follows:

- (a) Growth rate used to extrapolate cash flows beyond the five-year budget period of 0% (2020: 0%).
- (b) Growth rate used within the five-year budget period of 0% (2020: 0%) which does not exceed historical growth rate.
- (c) Pre-tax discount rate applied to cash flow projections of 13% (2020: 14%). The discount rate used reflects specific risks related to the Group.

Management believes that any reasonably foreseeable change in any of the above key assumptions would not cause the carrying amount of goodwill to exceed the recoverable amount significantly.

During the year ended 31 March 2021, there was no impairment on the CGUs containing goodwill (2020: Nil).

20. 無形資產(續)

商譽減值測試

商譽根據業務分部分配至本集團可識別的現金產生單位。商譽來自鐘錶批發貿易業務。現金產生單位的可收回金額根據使用價值計算。計算方式利用稅前現金流量預測，依據管理層批核的五年期財政預算。管理層依據過往表現及其對市場發展的預期制定財政預算。超越該五年期的現金流量採用以下所述的估計增長率作出推算。

計算使用價值的主要假設如下：

- (a) 用以推算超過五年預算期的現金流量所使用的增長率為0% (2020年：0%)。
- (b) 用作推斷五年預算期內的增長率為0% (2020年：0%)，並不超出過往的增長率。
- (c) 用於現金流量預測的稅前貼現率為13% (2020年：14%)。該貼現率反映了與本集團有關的特定風險。

管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致商譽的眼面值大幅超過可收回金額。

截至2021年3月31日止年度內，現金產生單位所含具無限使用壽命的商譽並無減值(2020年：無)。

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21. EQUITY INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Equity investment at fair value through other comprehensive income	按公平值透過其他全面收益列賬的股份投資		
Unlisted equity investment, at fair value	非上市公司股份投資(公平值)	1,874	5,444

On 1 April 2020, the above equity investment was irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

During the year ended 31 March 2021, the fair value loss in respect of the Group's equity investment at fair value through other comprehensive income recognised in other comprehensive income amounted to HK\$3.570 million (2020: HK\$9.526 million).

21. 按公平值透過其他全面收益列賬的股份投資

於2020年4月1日，上述股份投資已不可撤回地指定為按公平值透過其他全面收益列賬，乃由於本集團認為該等投資屬策略性質。

截至2021年3月31日止年度，於其他全面收益確認的本集團按公平值透過其他全面收益列賬的股份投資公平值變動虧損為港幣3.570佰萬元(2020年：港幣9.526佰萬元)。

22. INVENTORIES

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Raw materials	原材料	185,934	183,722
Work-in-progress	在製品	9,571	14,850
Finished goods	製成品	396,232	471,429
		591,737	670,001
Less: Provision for inventories	減：存貨撥備	(324,434)	(296,961)
		267,303	373,040

The cost of inventories sold recognised as expense and included in cost of sales amounted to HK\$381.542 million during the year ended 31 March 2021 (2020: HK\$529.403 million).

22. 存貨

於截至2021年3月31日止年度已確認為開支並計入銷售成本內的存貨成本為港幣381.542佰萬元(2020年：港幣529.403佰萬元)。

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23. TRADE AND OTHER RECEIVABLES

		2021	2020
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Trade receivables, gross	應收貿易賬款，總額	79,424	80,107
Less: Impairment loss (note (b))	減：減值撥備(附註(b))	(20)	(112)
		79,404	79,995
Other receivables	其他應收賬款	12,603	35,155
Deposits	按金	65,817	78,912
Prepayments	預付款項	4,797	6,030
		162,621	200,092
Less: non-current portion	減：非流動部份	(20,643)	(36,638)
Current portion	流動部份	141,978	163,454

The ageing analysis of the trade receivables based on invoice date is as follows:

		2021	2020
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
0-60 days	0-60天	35,947	28,692
Over 60 days	60天以上	43,477	51,415
		79,424	80,107

Note:

- (a) The Group engages designated import and export agents for the importation of products from the subsidiaries in Hong Kong to the subsidiaries in the Mainland China. The balances due from and due to the import and export agents are settled on a back-to-back basis, and such balances are repayable on demand. The Group's trade receivables and trade payables include balances due from and due to the import and export agents of HK\$33.955 million as at 31 March 2021 (2020: HK\$34.596 million).

Other than the balances due from the import and export agents, the Group allows an average credit period of 60 days from the invoice date to its trade receivables.

23. 貿易及其他應收賬款

按發票日期分析的應收貿易賬款賬齡如下：

		2021	2020
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
0-60 days	0-60天	35,947	28,692
Over 60 days	60天以上	43,477	51,415
		79,424	80,107

附註：

- (a) 本集團透過指定的進出口代理，將香港附屬公司的產品運往內地的附屬公司。應收及應付進出口代理的結餘乃按同等的對應金額結算，該等結餘按要求結算。截至2021年3月31日，本集團應收賬款及應付賬款包括應收及應付進出口代理的結餘為港幣33.955百萬元(2020年：港幣34.596百萬元)。

除應收及應付進出口代理的結餘外，本集團給予其應收貿易賬款由發票日起計平均60天的信貸期。

23. TRADE AND OTHER RECEIVABLES (Continued)

Note : (Continued)

- (b) An impairment analysis is performed at each reporting date by using a provision matrix to measure ECL. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off when the counter party is in severe financial difficulty and there is no realistic prospect of recovering e.g. under liquidation or entered into bankruptcy.

Trade receivables that were past due but not impaired related to a number of independent customers for whom there was no recent history of default. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully recoverable. The Group did not hold any collateral over these balances.

Meanwhile, the Group applied general approach to provide for ECLs for financial assets included in deposits and other receivables under HKFRS9. The Group considers the historical loss rate and adjusts for forward looking macroeconomic data in calculating the expected credit loss rate. As at 31 March 2021, the Group estimated the expected loss rate for financial assets included in deposits and other receivables is insignificant.

- (c) Movements on the loss allowance for impairment of trade receivables are as follows:

At 1 April	於4月1日
Reversal of impairment losses	壞賬減值撥回
Exchange realignment	匯兌差額
At 31 March	於3月31日

- (d) Trade and other receivables included amounts due from related companies of HK\$10.412 million (2020: HK\$12.193 million). Details of amounts due from related companies are disclosed in Note 33.

23. 貿易及其他應收賬款

附註：(續)

- (b) 本集團於各報告年度使用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似損失情況(例如按地區以及客戶類型及評級)之各個客戶分類組別之逾期天數釐定。相關計算反映可能性加權結果、貨幣之時間價值以及於報告日期可獲得有關過往事件之合理及可支持資料、當前狀況以及未來經濟狀況預測。一般而言，當交易對手處於嚴重的財務困境時且應收賬款顯示不能被收回時(交易對手進入清盤或破產時)，該應收賬款會予以撇銷。

已逾期但未減值的應收貿易賬款與多名獨立客戶有關，彼等近期並無拖欠還款記錄。根據過往經驗，鑒於有關應收賬項的信貸質素並沒有重大改變，欠款仍視為可以全數收回，因此管理層相信無需作出減值撥備。本集團並無就該等欠款持有任何抵押。

與此同時，本集團已應用一般方法香港財務報告準則第9號項下就包括按金及其他應收賬款的財務資產計提預期信貸虧損。本集團於計算預期信貸損率時計及歷史虧損率，並就前瞻性宏觀經濟數據作出調整。於2021年3月31日，本集團估計按金及其他應收賬項所包括的金融資產的預期虧損率並不重大。

- (c) 應收貿易賬款的減值撥備變動如下：

	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
	112	494
	(98)	(368)
	6	(14)
	20	112

- (d) 貿易及其他應收賬款包括應收關聯公司的款項港幣10.412百萬元(2020年：港幣12.193百萬元)，應收關聯公司款項載於附註33披露。

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財務報表附註

23. TRADE AND OTHER RECEIVABLES (Continued)

Note : (Continued)

- (e) The carrying amount of trade and other receivables are denominated in the following currencies:

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Hong Kong dollars	港幣	73,631	81,820
Renminbi	人民幣	30,099	41,612
Singapore dollars	新加坡元	17,561	23,426
Malaysian ringgit	馬來西亞令吉	29,837	30,424
Thai bahts	泰銖	3,097	3,726
Swiss francs	瑞士法郎	736	2,942
Others	其他	7,660	16,142
		162,621	200,092

24. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSITS

Cash at banks	銀行現金	169,719	126,193
Cash on hand	手頭現金	625	36
Time deposits	定期存款	-	787
Cash and cash equivalents	現金及現金等值物	170,344	127,016
Pledged bank deposits	抵押銀行存款	-	54,579
		170,344	181,595

Note:

- (a) The above balances mainly represent cash at banks. Bank balances are deposited in banks with sound credit ratings to mitigate the credit risk.
- (b) Bank deposits were pledged as security for the Group's bank borrowings in Note 30.

23. 貿易及其他應收賬款

附註：(續)

- (e) 貿易及其他應收賬款之賬面值按貨幣呈列如下：

24. 現金及現金等值物及抵押銀行存款

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Cash at banks	銀行現金	169,719	126,193
Cash on hand	手頭現金	625	36
Time deposits	定期存款	-	787
Cash and cash equivalents	現金及現金等值物	170,344	127,016
Pledged bank deposits	抵押銀行存款	-	54,579
		170,344	181,595

附註：

- (a) 上述餘額主要為銀行現金。銀行存款餘額為存放於信用評級良好的銀行存款，以減低信貸風險。
- (b) 銀行存款已抵押給銀行以獲取附註30內的銀行貸款。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

24. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSITS (Continued)

Note : (Continued)

- (c) The cash and cash equivalents and pledged bank deposits are denominated in the following currency:

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Hong Kong dollars	港幣	42,189	36,013
Renminbi	人民幣	10,763	5,037
Singapore dollars	新加坡元	47,088	36,173
Malaysian ringgit	馬來西亞令吉	53,873	35,509
Thai bahts	泰銖	10,593	62,833
Swiss francs	瑞士法郎	797	3,123
Others	其他	5,041	2,907
		170,344	181,595

- (d) The conversion of Renminbi into foreign currencies and remittance of Renminbi out of the PRC is subject to the rules and regulations of exchange controls promulgated by the PRC government.

25. SHARE CAPITAL

24. 現金及現金等值物及抵押銀行存款(續)

附註：(續)

- (c) 現金及現金等值物及抵押銀行存款按貨幣呈列如下：

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Hong Kong dollars	港幣	42,189	36,013
Renminbi	人民幣	10,763	5,037
Singapore dollars	新加坡元	47,088	36,173
Malaysian ringgit	馬來西亞令吉	53,873	35,509
Thai bahts	泰銖	10,593	62,833
Swiss francs	瑞士法郎	797	3,123
Others	其他	5,041	2,907
		170,344	181,595

- (d) 將人民幣兌換為外幣及將人民幣匯出中國大陸須受中國政府頒佈的外匯管控制規則及條例規限。

25. 股本

		Number of shares of HK\$0.1 each 每股面值 港幣0.1元的 股份數目	HK\$'000 港幣仟元
Authorised:	法定股本：		
At 1 April 2019, 31 March 2020, 1 April 2020 and 31 March 2021	於2019年4月1日，2020年3月31日， 2020年4月1日及2021年3月31日	1,600,000,000	160,000
Issued and fully paid:	已發行及繳足股本：		
At 1 April 2019, 31 March 2020, 1 April 2020 and 31 March 2021	於2019年4月1日，2020年3月31日 2020年4月1日及2021年3月31日	1,046,474,025	104,647

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26. RESERVES

26. 儲備

		Share premium	Revaluation reserve	Exchange reserve	Property, plant and equipment revaluation reserve	Retained profits	Total
		股份溢價	重估儲備	匯兌儲備	重估儲備	保留盈利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元
At 1 April 2019	於2019年4月1日	1,977	12,719	(54,114)	403,684	516,058	880,324
Loss for the year	年內虧損	-	-	-	-	(402,898)	(402,898)
Other comprehensive loss for the year	年內其他全面虧損	-	(9,526)	(42,101)	-	-	(51,627)
At 31 March 2020	於2020年3月31日	1,977	3,193	(96,215)	403,684	113,160	425,799
At 1 April 2020	於2020年4月1日	1,977	3,193	(96,215)	403,684	113,160	425,799
Loss for the year	年內虧損	-	-	-	-	(81,890)	(81,890)
Other comprehensive (loss)/income for the year	年內其他全面(虧損)/收益	-	(3,570)	42,534	-	-	38,964
At 31 March 2021	於2021年3月31日	1,977	(377)	(53,681)	403,684	31,270	382,873

Nature and purpose of reserves

儲備之性質及用途

(i) Share premium

Share premium represents amount paid by shareholders for capital injection in excess of par value.

(i) 股份溢價

股份溢價指股東因註資而支付的金額超過面值。

(ii) Revaluation reserve

Revaluation reserve represents the cumulative net change in the fair value of financial assets held at FVTOCI at the end of reporting date and is dealt with in accordance with the accounting policy in Note 4(h).

(ii) 重估儲備

重估儲備指於報告期末持有的以公平值計入其他全面收益之金融資產的公平值累計變動淨額，並根據附註4(h)內之會計政策處理。

26. RESERVES (Continued)

Nature and purpose of reserves (Continued)

(iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 4(d).

(iv) Property, plant and equipment revaluation reserve

The property, plant and equipment revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for land and buildings held for own use in Note 4(e).

27. DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

Deferred tax assets	遞延稅項資產
Deferred tax liabilities	遞延稅項負債

The gross movement on the deferred tax accounts is as follows:

At 1 April	於4月1日
Charged to income statement (Note 15)	已扣除收益表(附註15)
Disposal of a subsidiary (Note 31(a))	出售附屬公司(附註31(a))
Exchange realignment	匯兌差額
At 31 March	於3月31日

26. 儲備(續)

儲備之性質及用途(續)

(iii) 匯兌儲備

匯兌儲備包括所有因換算海外業務財務報表產生之匯兌差額。儲備乃根據附註4(d)所載會計政策處理。

(iv) 物業、機器及設備重估儲備

物業、機器及設備重估儲備之設立，採用根據附註4(e)中為自用而持有之土地及樓宇所載會計政策處理。

27. 遞延所得稅

遞延稅項資產及遞延稅項負債分析如下：

	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Deferred tax assets	16,071	38,384
Deferred tax liabilities	(27,760)	(32,933)
	(11,689)	5,451

遞延稅項賬目的變動如下：

	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
At 1 April	5,451	18,549
Charged to income statement (Note 15)	(17,807)	(12,542)
Disposal of a subsidiary (Note 31(a))	539	-
Exchange realignment	128	(556)
At 31 March	(11,689)	5,451

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27. DEFERRED INCOME TAX (Continued)

The movements in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

Deferred tax assets

		Depreciation allowances	Provision for unrealised profit in inventories 存貨中未變現溢利的準備	Tax losses	Other provisions	Other temporary differences 其他暫時性差額	Total
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
At 1 April 2019	於2019年4月1日	6,291	10,654	19,090	11,383	4,242	51,660
(Charged)/credited to income statement	已(扣除)/計入收益表	(3,146)	(1,260)	(10,070)	(279)	2,068	(12,687)
Exchange differences	匯兌差額	(17)	(213)	-	(95)	(264)	(589)
At 31 March 2020	於2020年3月31日	3,128	9,181	9,020	11,009	6,046	38,384
At 1 April 2020	於2020年4月1日	3,128	9,181	9,020	11,009	6,046	38,384
Charged to income statement	已扣除收益表	(2,955)	(4,744)	(2,951)	(7,263)	(5,041)	(22,954)
Exchange differences	匯兌差額	10	277	-	63	291	641
At 31 March 2021	於2021年3月31日	183	4,714	6,069	3,809	1,296	16,071

Out of the unrecognised tax losses of HK\$1,135.778 million (2020: HK\$887.241 million) carried forward, an amount of HK\$854.001 million (2020: HK\$656.724 million) can be carried forward indefinitely. The remaining HK\$281.777 million (2020: HK\$230.517 million) will expire in the following years:

27. 遞延所得稅 (續)

年內遞延稅項資產及負債的變動(不考慮於相同稅務司法權區內餘額抵銷)如下:

遞延稅項資產

所結轉以抵銷未來應課稅之未確認稅項虧損總額為港幣1,135.778百萬元(2020年: 港幣887.241百萬元), 其中港幣854.001百萬元(2020年: 港幣656.724百萬元)可無限期結轉, 其餘港幣281.777百萬元(2020年: 港幣230.517百萬元)將在下列期限屆滿:

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27. DEFERRED INCOME TAX (Continued)

Deferred tax assets (Continued)

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
In the first year	第1年	55,804	43,021
In the second year	第2年	63,156	63,450
In the third year	第3年	47,693	62,731
In the fourth year	第4年	41,837	29,159
In the fifth to tenth years inclusive	第5年至第10年(包括首尾兩年)	73,287	32,156
		281,777	230,517

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

27. 遞延所得稅(續)

遞延稅項資產(續)

若干在一段時間內產生虧損的附屬公司，並且很可能無法獲得應課稅利潤以抵銷其稅項虧損，故此本集團並未就該等虧損確認遞延稅項資產。

Deferred tax liabilities

遞延稅項負債

		Depreciation allowances 折舊準備 HK\$'000 港幣仟元	Revaluation of property, plant and equipment 物業、機器 及設備重估 HK\$'000 港幣仟元	Right-of-use assets 使用權資產 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
At 1 April 2019	於2019年4月1日	9,653	23,458	-	33,111
Credited to income statement	計入收益表	(2,502)	-	2,357	(145)
Exchange differences	匯兌差額	(7)	-	(26)	(33)
At 31 March 2020	於2020年3月31日	7,144	23,458	2,331	32,933
At 1 April 2020	於2020年4月1日	7,144	23,458	2,331	32,933
Credited to income statement	計入收益表	(1,527)	(1,836)	(1,784)	(5,147)
Disposal of a subsidiary (Note 31(a))	出售附屬公司(附註31(a))	(539)	-	-	(539)
Exchange differences	匯兌差額	545	-	(32)	513
At 31 March 2021	於2021年3月31日	5,623	21,622	515	27,760

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28. LEASE LIABILITIES

28. 租賃負債

		2021		2020	
		Minimum lease payment	Present value of lease liabilities	Minimum lease payment	Present value of lease liabilities
		最低租賃款項	最低租賃款項之現值	最低租賃款項	最低租賃款項之現值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣仟元	港幣仟元	港幣仟元	港幣仟元
Minimum lease payment due:	到期最低租賃付款：				
– within one year	– 1年內	94,415	86,371	191,602	177,310
– more than one year but not exceeding two years	– 1年後但2年內	40,383	35,971	75,263	68,734
– more than two years but not exceeding five years	– 2年後但5年內	24,598	16,513	38,304	29,066
– more than five years	– 5年以上	23,597	17,664	28,733	20,451
		182,993	156,519	333,902	295,561
Less: future finance charge	減：未來財務支出	(26,474)	N/A	(38,341)	N/A
Present value of lease liabilities	租賃負債現值	156,519	156,519	295,561	295,561
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內到期結算金額 (於流動負債內呈列)		(86,371)		(177,310)
Amount due for settlement after 12 months	12個月後到期結算金額		70,148		118,251

The lease liabilities are denominated in the following currencies:

租賃負債按貨幣呈列如下：

		2021	2020
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Hong Kong dollars	港幣	88,575	197,119
Renminbi	人民幣	13,648	24,244
Singapore dollars	新加坡元	24,233	40,465
Malaysian ringgit	馬來西亞令吉	24,588	29,802
Thai bahts	泰銖	5,475	3,931
		156,519	295,561

29. TRADE AND OTHER PAYABLES

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Trade payables (note b)	應付貿易賬款(附註b)	60,185	61,826
Contract liabilities (note c)	合約負債(附註c)	2,164	451
Other payables	其他應付賬款	27,603	45,741
Accruals	應計費用	58,772	64,565
		148,724	172,583

Note:

- (a) Trade payables are unsecured and usually paid within 30 days of recognition.
- (b) The ageing analysis of the trade payables based on invoice date is as follows:

0-60 days	0-60天
Over 60 days	60天以上

Trade and other payables included amounts due to related companies of HK\$0.273 million (2020: HK\$3.611 million). Details of amounts due to related companies are disclosed in Note 33.

- (c) Contract liabilities include advances received from customers. The increase in balance of contract liabilities is due to the increase in advances from customers as at year end.

29. 貿易及其他應付賬款

	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
應付貿易賬款(附註b)	60,185	61,826
合約負債(附註c)	2,164	451
其他應付賬款	27,603	45,741
應計費用	58,772	64,565
	148,724	172,583

附註：

- (a) 應付貿易賬款為無抵押，通常於確認後30日內支付。
- (b) 按發票日期分析的應付貿易賬款賬齡如下：

	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
0-60天	24,027	22,192
60天以上	36,158	39,634
	60,185	61,826

貿易及其他應付賬款包括應付關聯公司款項港幣0.273百萬元(2020年：港幣3.611百萬元)。應付關聯公司款項詳情於附註33披露。

- (c) 合約負債包括就交付鐘錶產品收取的短期款項。合約負債餘額增加仍由於客戶預付款項增加所致。

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29. TRADE AND OTHER PAYABLES (Continued)

Note: (Continued)

- (d) The trade and other payables are denominated in the following currencies:

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Hong Kong dollars	港幣	62,737	89,945
Renminbi	人民幣	27,103	29,691
Singapore dollars	新加坡元	7,271	5,525
Malaysian ringgit	馬來西亞令吉	15,006	11,926
Thai bahts	泰銖	7,783	8,230
Swiss francs	瑞士法郎	8,591	9,168
United states dollars	美元	17,855	16,436
Others	其他	2,378	1,662
		148,724	172,583

30. BANK BORROWINGS

Note:

- (a) The Group's bank borrowings are repayable as follows:

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Bank borrowings, secured (note a)	銀行貸款，抵押(附註(a))	512,797	651,449

- (b) The carrying amounts of assets pledged as security for the Group's bank borrowings are:

		Note 附註	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Property, plant and equipment	物業、機器及設備	17	217,230	66,060
Investment properties	投資物業	18	296,700	519,800
Pledged bank deposits	抵押銀行存款	24	-	54,579
			513,930	640,439

29. 貿易及其他應付賬款(續)

附註：(續)

- (d) 貿易及其他應付賬款按貨幣呈列如下：

30. 銀行貸款

附註：

- (a) 本集團銀行貸款的須償還情況如下：

- (b) 已抵押給銀行以獲取本集團銀行信貸的資產賬面值如下：

30. BANK BORROWINGS (Continued)

Note: (Continued)

- (c) The bank borrowings of the Group are denominated in Hong Kong dollars.
- (d) As at 31 March 2021, weighted average effective interest rate per annum for bank borrowings was 2.3% (2020: 3.6%).

31. CONSOLIDATED CASH FLOW INFORMATION

- (a) On 6 January 2021, the Group disposed 100% of its entire equity interest in STL Properties Limited (“STL”), a wholly owned subsidiary of the Group for a cash consideration of HK\$107.965 million.

Details of net assets of STL at date of disposal were as follows:

30. 銀行貸款(續)

附註：(續)

- (c) 本集團的銀行貸款以港元計值。
- (d) 於2021年3月31日，銀行貸款的加權平均實際年利率為2.3厘(2020年：3.6厘)。

31. 綜合現金流量表附註

- (a) 於2021年1月6日，本集團以現金代價港幣107.965佰萬元出售其於寶光物業有限公司(本集團的全資附屬公司)的全部股權。

寶光物業有限公司於出售日期的淨資產詳情如下：

		2021 HK\$'000 港幣仟元
Property, plant and equipment (note 17)	物業、機器及設備(附註17)	10,761
Deposits and prepayments	按金及預付款項	2
Income tax payable	應付所得稅	(37)
Deferred tax liabilities (note 27)	遞延稅項負債(附註27)	(539)
Total net assets disposed	出售的淨資產總額	10,187
Consideration	代價	
Cash consideration	現金代價	107,965
Gain on disposal of a subsidiary	出售附屬公司的收益	
Cash consideration received	收到的現金代價	107,965
Net assets disposed	出售的淨資產	(10,187)
Gain on disposal	出售的收益	97,778
Net cash inflow arising on disposal	出售產生的淨現金流入	
Cash consideration received	收到的現金代價	107,965

31. CONSOLIDATED CASH FLOW INFORMATION
(Continued)

(b) Changes in liabilities arising from financing activities

Analysis of liabilities arising from financing activities and the movements in liabilities arising from financing activities for each of the years presented.

		Lease liabilities 租賃負債 HK\$'000 港幣仟元	Bank borrowings 銀行貸款 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
At 1 April 2019	於2019年4月1日	–	688,301	688,301
Impact on application of HKFRS 16	採納香港財務報告準則第16號之影響	456,646	(51)	456,595
Restated balance as at 1 April 2019	於2019年4月1日餘額重列	456,646	688,250	1,144,896
Cash flows	現金流量	(192,316)	(36,801)	(229,117)
Non-cash flows	非現金流量	31,079	–	31,079
Exchange differences	匯兌差額	152	–	152
At 31 March 2020	於2020年3月31日	295,561	651,449	947,010
At 1 April 2020	於2020年4月1日	295,561	651,449	947,010
Cash flows	現金流量	(191,855)	(138,652)	(330,507)
Non-cash flows	非現金流量	46,127	–	46,127
Exchange differences	匯兌差額	6,686	–	6,686
At 31 March 2021	於2021年3月31日	156,519	512,797	669,316

(c) Total cash outflow for leases

Amounts included in the consolidated cash flow statements for leases comprise the following:

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Within operating cash flows	於營運活動現金流量內	(7,070)	42,901
Within financing cash flows	於融資活動現金流量內	191,855	192,316
		184,785	235,217
These amounts relate to the following:	該金額涉及如下：		
Lease rental paid	已支付租賃金額	184,785	235,217

31. 綜合現金流量表附註(續)

(b) 融資活動產生的債務變動

本節載列各所示年度融資活動產生的債務及融資活動所產生債務變動的分析：

(c) 租賃之現金流出總額

計入綜合現金流量表中的有關租賃金額包括如下：

32. COMMITMENTS

(a) Non-cancellable operating leases (where the Group is the lessor)

Minimum lease payments receivable on leases of certain land and buildings are as follows:

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Investment properties	投資物業		
Commitments for minimum lease payments receivable in relation to non-cancellable operating leases are payable as follows:	本集團在不可撤銷營業租賃下的未來最低應收租金總額如下：		
– Not later than one year	– 1年內	3,794	7,374
– Later than one year but not later than five years	– 1年後但5年內	4,200	1,815
		7,994	9,189

Properties	物業		
Commitments for minimum lease payments receivable in relation to non-cancellable subleases of operating leases are payable as follows:	本集團在不可撤銷營業租賃下的未來最低應收分租租金總額如下：		
– Not later than one year	– 1年內	1,010	1,241
– Later than one year but not later than five years	– 1年後但5年內	384	662
		1,394	1,903

(b) Non-cancellable operating leases (where the Group is the lessee)

The Group entered into certain short-term leases for office and retail shops. As at 31 March 2021, the outstanding lease commitments relating to these office and retail shops are approximately HK\$5.511 million (2020: HK\$6.034 million).

32. 承擔

(a) 不可撤銷的營業租賃(本集團作為出租人)

若干土地及樓宇租賃下的未來最低應收租金總額如下：

	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
投資物業		
本集團在不可撤銷營業租賃下的未來最低應收租金總額如下：		
– 1年內	3,794	7,374
– 1年後但5年內	4,200	1,815
	7,994	9,189

物業		
本集團在不可撤銷營業租賃下的未來最低應收分租租金總額如下：		
– 1年內	1,010	1,241
– 1年後但5年內	384	662
	1,394	1,903

(b) 不可撤銷的營業租賃(本集團作為承租人)

本集團為若干辦公室和零售店舖簽訂短期租約。於2021年3月31日，該等辦公室及零售店舖相關的未償還租賃承擔約為HK\$5.511百萬(2020年：HK\$6.034百萬)。

33. RELATED PARTY TRANSACTIONS

As at 31 March 2021 and 31 March 2020, Yee Hing Company Limited held 855,200 shares of the Company through its subsidiary Active Lights Company Limited. 55% of the total issued ordinary shares of Yee Hing Company Limited is held by Klayze Holdings Limited, which is the trustee of a discretionary trust (the "Trust"). Mr. Joseph C. C. Wong is a beneficiary of the Trust, therefore deemed to be interested in 855,200 shares of the Company through the Trust's interest in Yee Hing Company Limited.

(a) Significant transactions with related parties

Apart from disclosed elsewhere in the financial statements, the following is a summary of the significant related party transactions carried out in the normal course of the Group's business. The related parties are entities which have directors in common with the Company.

(i) Provision of services to related companies

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Building management service income (note a)	物業管理收入(附註a)	2,460	2,460
Shared service income (note b)	共享服務收入(附註 b)	16,941	20,400
Rental income (note c)	租金收入(附註c)	3,530	5,522
Royalty income (note d)	特許權使用費收入(附註d)	333	778
		23,264	29,160

33. 有關聯人士交易

於2021年3月31日及2020年3月31日，義興有限公司通過其附屬公司Active Lights Company Limited持有本公司855,200股股份。Klayze Holdings Limited以作為一項酌情信託(「信託」)之受託人身份持有義興有限公司全部已發行普通股之55%權益。黃創增先生為信託之受益人，故被視為通過信託於義興有限公司之權益而擁有本公司855,200股股份權益。

(a) 與有關聯人士進行之重大交易

除財務報表其他部分所披露外，下列為本集團與有關聯人士之間所進行的重大交易概要，該等交易乃於本集團日常業務中進行。關聯人士是指與本公司擁有共同董事的實體。

(i) 向有關聯公司提供服務

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33. RELATED PARTY TRANSACTIONS (Continued)

(a) Significant transactions with related parties (Continued)

(i) Provision of services to related companies (Continued)

Note:

- (a) A wholly-owned subsidiary of the Group entered into a renewal agreement with Mengiwa Property Investment Limited ("MPIL"), a wholly-owned subsidiary of Yee Hing Company Limited, for the provision of the following services for the period from 1 April 2019 to 31 March 2022 (2020: 1 April 2019 to 31 March 2022):

- (i) contract administration with respect to contracts entered into between MPIL and third parties from time to time;
- (ii) property agency liaison and tenancy management;
- (iii) management of the property manager of Stelux House; and
- (iv) other miscellaneous administrative services.

The fee for the provision of the above services was agreed at HK\$205,000 (2020: HK\$205,000) per calendar month during the agreement period.

- (b) The Group provided administrative services to a related company which has directors in common with the Group. Shared service income was charged at cost basis allocated based on the counterparties' usage of each type of service, taking into account factors such as headcount and the number of stores.
- (c) The Group provided leasing services to related parties which have directors in common with the Group. Rental income was charged to related parties based on the occupied area ratio times total actual costs incurred.
- (d) The Group provided licensing services to related parties which have directors in common with the Group. Royalty income was charged at 10% of the amount invoiced by suppliers or vendors of the counterparties.

33. 有關聯人士交易 (續)

(a) 與有關聯人士進行之重大交易 (續)

(i) 向有關聯公司提供服務 (續)

附註：

- (a) 本集團全資附屬公司與義興全資附屬公司明華物業投資有限公司(「明華」)就於2019年4月1日至2022年3月31日期間提供以下服務訂立協議(2020：由2019年4月1日至2022年3月31日)：

- (i) 明華與第三方不時訂立的合約下之合約行政；
- (ii) 物業代理洽商及租賃管理；
- (iii) 管理寶光商業中心物業管理公司；及
- (iv) 其他行政服務。

於服務協議年期內，提供上述服務的有關費用為每個曆月港幣205,000元(2020：港幣205,000元)。

- (b) 本集團向與本集團擁有共同董事的關聯人士提供管理服務。共享服務費收入是根據交易對方對各種服務的應用且經考慮員工人數和店鋪數量等因素按成本收取。
- (c) 本集團向與本集團擁有共同董事的關聯人士提供租賃服務。租金收入根據佔地面積乘以實際產生的實際總成本向關聯人士收取。
- (d) 本集團向與本集團擁有共同董事的關聯人士提供牌照服務。特許權使用費收入按供應商或交易對方之供應商開具的發票價值的10%收取。

33. RELATED PARTY TRANSACTIONS (Continued)

(a) Significant transactions with related parties
(Continued)

(ii) Purchases of services from related parties

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
Rental expenses (note a)	租金支出(附註a)	10,617	16,775
Lease management expenses (note b)	租賃管理費支出(附註b)	600	600
		11,217	17,375

Note:

- (a) During the year, certain subsidiaries of the Group entered into tenancy agreements with the following related parties for office premises stores, warehouses, showroom and car-parking spaces:

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
MPIL	明華	8,245	8,245
Other related parties	其他有關聯人士	2,372	8,530
		10,617	16,775

- (b) A related company provided lease management services to the Group. The fee for the provision of such services is charged at pre-determined amount during the agreement period.

33. 有關聯人士交易(續)

(a) 與有關聯人士進行之重大交易(續)

(ii) 向有關聯人士購買服務

附註：

- (a) 年內，本集團若干附屬公司與下列有關聯人士訂立租賃協議，以租用辦公物業店鋪、倉庫、陳列室及停車位：

		2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
		8,245	8,245
		2,372	8,530
		10,617	16,775

- (b) 一家有關聯公司向本集團提供租賃管理服務。提供該等服務的費用已於協議期內按預定收費收取。

33. RELATED PARTY TRANSACTIONS (Continued)

(b) Balances with related parties

The balances due from/to related companies as disclosed in Notes 23 and 29 are unsecured, interest-free and repayable on demand. The related companies are entities which have directors in common with the Group.

(c) Key management compensation

33. 有關聯人士交易 (續)

(b) 與有關聯人士之間的結餘

附註23及29所披露的應收及應付關聯公司間的款項為無抵押、免息及應要求償還。關聯公司指與本集團擁有共同董事之實體。

(c) 主要管理層報酬

		2021	2020
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	5,088	6,625
Other long-term benefits	其他長期福利	116	141
		5,204	6,766

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

34. BALANCE SHEET AND RESERVE MOVEMENTS OF THE COMPANY

34. 公司資產負債及儲備變動表

Balance sheet of the Company

公司資產負債表

		Note	2021 HK\$'000 港幣仟元	2020 HK\$'000 港幣仟元
		附註		
ASSETS	資產			
Non-current assets	非流動資產			
Investment in a subsidiary	附屬公司投資	35	–	–
			–	–
Current assets	流動資產			
Amounts due from subsidiaries	應收附屬公司款項	a	766,848	766,848
Trade and other receivables	貿易及其他應收賬款		233	142
Cash and cash equivalents	現金及現金等值物		2,084	2,304
			769,165	769,294
Total assets	資產總額		769,165	769,294
EQUITY	股權			
Share capital	股本		104,647	104,647
Reserves	儲備	b	34,714	34,714
			139,361	139,361
Total equity	股權總額			
LIABILITIES	負債			
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款		2,584	2,017
Amounts due to subsidiaries	應付附屬公司款項	a	627,220	627,916
			629,804	629,933
Total liabilities	負債總額		629,804	629,933
Total equity and liabilities	股權及負債總額		769,165	769,294

The balance sheet of the Company was approved by the Board of Directors on 24 June 2021 and was signed on its behalf.

董事會在2021年6月24日批准並簽署本公司資產負債表。

Joseph C.C. Wong

黃創增

Chairman and Chief Executive Officer

主席及行政總裁

Wallace Kwan Chi Kin

關志堅

Executive Director and Chief Financial Officer

行政董事及首席財務總裁

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

34. BALANCE SHEET AND RESERVE MOVEMENTS OF THE COMPANY (Continued)

Note:

- (a) The amounts due from/to subsidiaries are unsecured, interest-free and repayable on demand.
- (b) Reserve movements of the Company

34. 公司資產負債及儲備變動表(續)

附註：

- (a) 應收及應付附屬公司的款項為無抵押、免息及應要求償還。
- (b) 公司儲備變動

		Share premium 股本 溢價 HK\$'000 港幣仟元	Retained profits 保留 盈利 HK\$'000 港幣仟元	Total 總額 HK\$'000 港幣仟元
At 1 April 2019	於2019年4月1日	1,977	32,737	34,714
Loss for the year	年內虧損	-	-	-
At 31 March 2020	於2020年3月31日	1,977	32,737	34,714
At 1 April 2020	於2020年4月1日	1,977	32,737	34,714
Loss for the year	年內虧損	-	-	-
At 31 March 2021	於2021年3月31日	1,977	32,737	34,714

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

35. PRINCIPAL SUBSIDIARIES

The principal subsidiaries at 31 March 2021 and 31 March 2020 are:

35. 主要附屬公司

截至2021年3月31日及2020年3月31日，主要附屬公司如下：

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本		Percentage of equity attributable to the Group (%) 集團所佔 權益的百分比	
			Number 股數	Value 每股面值	2021	2020
Investment 投資						
Stelux Holdings International Group (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100
Stelux Holdings Limited 寶光實業(集團)有限公司	Hong Kong 香港	Investment holding 投資控股	1,000	HK\$1 港幣1元	100	100
Stelux Investments and Properties (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100
Thong Sia (BVI) Company Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100
CC Group (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100
Stelux Watch Group (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100
City Chain (Bermuda) Holdings Limited	Bermuda 百慕達	Investment holding 投資控股	12,000	US\$1 1美元	100	100
Stelux Watch Group (Hong Kong) Limited	Hong Kong 香港	Investment holding 投資控股	2	HK\$1 港幣1元	100	100
Property 物業						
City Chain Properties Limited 時間廊物業有限公司	Hong Kong 香港	Property investment 物業投資	2	HK\$1 港幣1元	100	100
Fulani Investment Limited	Hong Kong 香港	Property investment 物業投資	2	HK\$1 港幣1元	100	100
STL Properties Limited 寶光物業有限公司	Hong Kong 香港	Property investment 物業投資	2	HK\$1 港幣1元	-	100
Oswald Property Management Company Limited	Hong Kong 香港	Property investment 物業投資	2	HK\$100 港幣100	100	100

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

35. PRINCIPAL SUBSIDIARIES (Continued)

35. 主要附屬公司 (續)

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本		Percentage of equity attributable to the Group (%) 集團所佔 權益的百分比	
			Number 股數	Value 每股面值	2021	2020
Property (Continued) 物業(續)						
Stelux Properties Agency Limited 寶光地產代理有限公司	Hong Kong 香港	Property agency and management 物業代理及管理	2	HK\$1 港幣1元	100	100
Stelux Properties Limited 寶光地產有限公司	Hong Kong 香港	Property management 物業管理	500	HK\$100 港幣100元	100	100
Retailing and trading 零售及貿易						
City Chain Company Limited 時間廊鐘錶有限公司	Hong Kong 香港	Watch retailing 鐘錶零售	250,000	HK\$100 港幣100元	100	100
City Chain (M) Sdn Bhd	Malaysia 馬來西亞	Watch retailing 鐘錶零售	3,333,333	RM1 1令吉	100	100
City Chain (Macau) Company Limited 時間廊(澳門)有限公司	Macau 澳門	Watch retailing 鐘錶零售	2	MOP5,000 澳門葡幣 5,000元	100	100
City Chain Stores (S) Pte Limited	Singapore 新加坡	Watch retailing 鐘錶零售	1,800,000	S\$1 新加坡幣1元	100	100
City Chain (Thailand) Company Limited	Thailand 泰國	Watch retailing 鐘錶零售	200,000 210,000 ^a	Baht100 100泰銖 Baht100 100泰銖	100	100
Pronto Watch SA	Switzerland 瑞士	Watch distribution 鐘錶分銷	100	SFr1,000 1,000瑞士 法郎	100	100
Solvil et Titus SA	Switzerland 瑞士	Watch distribution 鐘錶分銷	300	SFr1,000 1,000瑞士 法郎	100	100
CYMA SA	Switzerland 瑞士	Watch distribution 鐘錶分銷	100,000	SFr1 1瑞士 法郎	100	100

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

35. PRINCIPAL SUBSIDIARIES (Continued)

35. 主要附屬公司 (續)

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本		Percentage of equity attributable to the Group (%) 集團所佔權益的百分比	
			Number 股數	Value 每股面值	2021	2020
Retailing and trading (Continued) 零售及貿易(續)						
Lissignol Sarl	Switzerland 瑞士	Watch distribution 鐘錶分銷	200	SFr100 100瑞士法郎	100	100
Stelux International Licensing Limited	Bahamas 巴哈馬	Trademark holding and licensing 商標持有及特許經營	2	US\$1 1美元	100	100
Stelux Watch Limited 寶光鐘錶有限公司	Hong Kong 香港	Watch supply chain management 鐘錶供應鏈管理	1,000,000	HK\$1 港幣1元	100	100
Thong Sia Watch Company Limited 通城鐘錶有限公司	Hong Kong 香港	Watch distribution 鐘錶分銷	80,000	HK\$10 港幣10元	100	100
Thong Tai Watch Company Limited 通泰鐘錶有限公司	Hong Kong 香港	Watch distribution 鐘錶分銷	2,000	HK\$1,000 港幣1,000元	100	100
Stelux Trading (International) Limited	Hong Kong 香港	Watch distribution 鐘錶分銷	2	HK\$1 港幣1元	100	100
Thong Sia Company (Singapore) Pte Limited	Singapore 新加坡	Watch distribution 鐘錶分銷	2,000,000	S\$1 新加坡幣1元	100	100
Thong Sia Sdn Bhd	Malaysia 馬來西亞	Watch distribution 鐘錶分銷	1,000,000	RM1 1令吉	97.6	97.6
Thong Sia (Thailand) Limited	Thailand 泰國	Watch retailing and distribution 鐘錶零售及分銷	20,000	Baht100 100泰銖	100	100
Universal Geneve SA	Switzerland 瑞士	Watch supply chain management and distribution 鐘錶供應鏈管理及分銷	5,000	SFr1,000 1,000瑞士法郎	100	100
Catena SA	Switzerland 瑞士	Manufacture of watch movements 手錶機芯製造商	1,016,667	SFr1 1瑞士法郎	100 ^b	100 ^b

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

35. PRINCIPAL SUBSIDIARIES (Continued)

35. 主要附屬公司 (續)

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Paid up capital 繳足資本	Percentage of equity attributable to the Group (%) 集團所佔 權益的百分比	
				2021	2020
Stelux Thong Sia (Guangdong) Trading Limited 寶光通城(廣東)商貿有限公司	The PRC (foreign-invested commercial enterprise) 中國/中國大陸(外商投資 商業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及相關 服務	HK\$226,000,000 港幣226,000,000元	100	100
Stelux Thong Sia (Shanghai) Trading Limited 寶光通城(上海)商貿有限公司	The PRC (foreign-invested commercial enterprise) 中國/中國大陸(外商投資 商業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及相關 服務	US\$16,180,000 16,180,000美元	100	100
Baoqing (Chongqing) Trading Limited 寶慶(重慶)商貿有限公司	The PRC (foreign-invested commercial enterprise) 中國/中國大陸(外商投資 商業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及相關 服務	HK\$51,000,000 港幣51,000,000元	100	100

Note:

- (a) Non-redeemable preference shares
- (b) 100% equity interest included 88% of equity interest and a right to purchase 12% of equity interest

附註：

- (a) 不可贖回優先股
- (b) 100%權益包括88%股權及以買入認購權購買12%股權

PARTICULARS OF INVESTMENT PROPERTIES HELD

所持投資物業詳情

As at 31 March 2021 於2021年3月31日

Location 地點	Lot Number 地段號數	Type 種類	Lease term 租期	Attributable interest of the Group 本集團應佔權益
Macau 澳門				
Em Macau Rua de S.Domingos N.21-A 澳門，板樟堂街 21-A號	712	Commercial 商業	Medium 中	100%
Em Macau Estrada da Areia Preta N.5, Kei Kuan Bairro (Bloco 1A Bloco 6) Res-do-Chao G 澳門，黑沙環馬路5號 歧關新村(第一座至第六座) 地下G座	12125-GR/C	Commercial 商業	Medium 中	100%
Em Macau Rua da Palha N. 20, Beco da Palha N. 1-A San Vo Res-do-Chao F and G 澳門，賣草地街20號 乾草里(賣草地圍)1-A號 新和大廈地下F座及G座	10253-FR/C & GR/C	Commercial 商業	Medium 中	100%

ESG GOVERNANCE STRUCTURE AND REPORTING PRINCIPLES

This Report is prepared in accordance with the “Corporate Governance Code and Corporate Governance Report” and “Environmental, Social and Governance Reporting Guide” of Appendices 14 and 27 respectively of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and covers the reporting period for FY2020/21. With respect to Appendix 27, this Report covers reporting on environmental, social and corporate governance (“ESG”) issues of the Group’s businesses in Mainland China, Hong Kong and Macau (“Greater China”) and the Rest of Asia as these geographical segments comprise the majority of the Group’s businesses. Our businesses comprise of retail and wholesale trading of watches, and watch supply chain management of our house brands. Our reporting scope remains unchanged from FY2019/20.

The Board acknowledges that it has overall oversight of the Group’s ESG issues. The Board is further responsible for evaluating and determining ESG related risks and ensuring that effective ESG risk management and internal controls are implemented. The Group has adopted the Risk Management and Internal Control governance framework set out under the section on “Risk Management and Internal Control” from pages 213 to 215:

- (i) to allow and facilitate Board oversight of ESG issues;
- (ii) to allow and facilitate the Board and the various committees to identify, evaluate and prioritise ESG related risks to the Group’s businesses; and
- (iii) so that appropriate risk management and systems are in place to minimise the impact of any ESG related issues to the Group’s businesses.

The Group’s internal audit function will report to the Board on progress made regarding ESG issues, including goals and targets, at the Board’s annual review of the Group’s risk management and internal control systems.

Management has provided confirmation to the Board on the effectiveness of these systems.

The Board confirms that it has reviewed and approved this ESG Report, which to the best of its knowledge addresses topics that are considered material.

This Report presents an unbiased picture of the Group’s ESG performance during FY2020/21.

環境、社會及管治架構及匯報原則

本報告乃根據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《企業管治守則》及《企業管治報告》及附錄二十七《環境、社會及管治報告指引》而編製，並涵蓋2020/21財政年度的報告期間。就附錄二十七而言，本報告的內容覆蓋本集團於中國內地、香港及澳門（「大中華」）以及亞洲其他地區的業務的環境、社會及企業管治（「ESG」）事宜，原因為該等地理分部包含本集團的大部分業務。我們的業務包括鐘錶零售及批發貿易，以及我們自家品牌的鐘錶供應鏈管理。我們的報告範圍與2019/20財政年度維持不變。

董事會知悉其對本集團的環境、社會及管治事宜承擔監督責任，並負責評估及釐定有關環境、社會及管治之風險，並確保實施有效之環境、社會及管治風險管理及內部監控系統。本集團已採納第213至215頁「風險管理及內部控制」一節中的風險管理及內部控制管治框架：

- (i) 允許並促使董事會對ESG事宜進行監督；
- (ii) 允許並促使董事會及各委員會識別、評估及優先處理本集團業務的ESG相關風險；及
- (iii) 實施適當的風險管理及系統，以降低任何ESG相關事宜對本集團業務的影響。

本集團的內部審核部門將在董事會對本集團風險管理及內部控制系統的年度審查中向董事會報告有關ESG事宜的進展，包括目標及指標。

管理層已向董事會確認該等系統之有效性。

董事會確認，其已審查並批准本ESG報告，而就其所知，本報告處理被視為屬重要的議題。

本報告對本集團在2020/21財政年度的ESG表現作公正的描述。

Stelux has a long business history in the watch industry. We own “CITY CHAIN”, a leading retailer, and also Swiss watch brands, “SOLVIL et TITUS” and “CYMA”. Stelux is also the sole distributor for “SEIKO” watches and clocks and “GRAND SEIKO” watches in Hong Kong, Macau, Singapore, Malaysia and Brunei.

Stelux’ ethos is to engage and work with our stakeholders in a responsible, fair and honest way. We strive to:

- provide high quality products and services to our customers;
- grow, respect and reward our employees as they progress together with us;
- serve and contribute within our communities; and
- create and safeguard shareholders’ value in a sustainable manner.

Our management approach, corresponding strategies and criteria adopted for ESG issues relating to the Group’s businesses are founded on the above principles. Appropriate systems, SOPs and internal controls are built upon these core foundations to achieve the Group’s business objectives.

We strive for our employees to work within a culture where respect for others is encouraged, rewards are fair and the workplace is safe and conducive, allowing for an optimal environment to engage with and deliver to our stakeholders and others in general. The Group’s suppliers and business partners are a key part of the success equation as we work with them to source, produce and deliver high quality products to our customers. Procedures are in place to ensure that we partner vendors and suppliers who understand our values and expectations. Our customers are pivotal and without their support and custom, delivery of quality products and services cannot be achieved. Finally, our shareholders look for sustainable performance delivered within the parameters of good corporate governance, environmental awareness and community engagement.

Our stakeholders each interacting with and supporting the other work together to facilitate the Group’s objectives, and its success.

寶光在鐘錶業界擁有悠久的業務歷史。本集團旗下擁有「時間廊」，一間居領導地位的零售商，亦擁有瑞士鐘錶品牌「SOLVIL et TITUS」及「CYMA」。寶光亦為「精工」及「GRAND SEIKO」鐘錶於香港、澳門、新加坡、馬來西亞及汶萊的獨家經銷商。

寶光的使命是以盡責、公平及誠實的方式處事並與權益人合作。本集團致力：

- 為顧客提供優質的產品和服務；
- 讓與公司一同發展的員工得到成長、受到尊重、獲得應得的獎勵；
- 為社會服務、貢獻；及
- 持續為股東創造價值、保證股東長期權益。

本集團根據以上的原則制訂有關與本集團業務有關的環境、社會及管治事宜的管理方針、相關策略及標準，並基於此等核心基礎建立合適系統、標準作業程序及內部監控措施，以達致本集團的業務目標。

本集團致力推廣互相尊重的企業文化、提供公平的獎勵制度及安全且便利的工作空間，同時為權益人及其他相關人士提供理想的合作環境。本集團一直致力與供應商及業務夥伴合作從而採購、生產優質的產品並提供予顧客，彼等乃本集團成功的重要元素。本集團亦已制訂若干程序，以確保與本集團合作的廠商及供應商充分了解本集團的價值及期望。本集團的客戶亦十分重要，若缺乏客戶支持和惠顧，本集團便無法達成提供優質產品和服務的願景。最後，本集團股東期望可在達致良好企業管治、環境關注及社區參與的同時為本集團持續創造佳績。

權益人互相合作、支持，促使本集團能夠達致目標，從而取得成功。

Internal and external stakeholders were asked to rank/rate the materiality of ESG aspects (as set out in Appendix 27 of the Listing Rules) on the Group's businesses during the reporting period. Stakeholders considered to have a sufficient influence on the Group's businesses were invited to participate in the questionnaires.

The Audit Committee confirmed the methodologies adopted by the Group to identify, assess, evaluate and prioritise material ESG issues related to the Group's businesses.

Based on (i) the Group's current business model (vertical integration from supply chain management to production of our own branded products, to physical retail points of sale and online platforms operated by "CITY CHAIN", where our house brand products are exclusively available for sale), (ii) our management approach, corresponding strategies and criteria described on page 166 and; (iii) the results from the questionnaires, the Risk Steering Committee identified, assessed, evaluated and prioritised material ESG issues to the Board, which then determined in relation to the Group's businesses the material ESG issues to be reported. For FY2020/21, the ESG factors that have been identified as being material to the Group and reported are (in no order of preference):

- Employment and Labour Practices
- Supply Chain Management and Product Responsibilities
- Anti-Corruption
- Community Investment

Subject Areas, Aspects, General Disclosures and KPIs

A. Environmental

Aspect A1: Emissions

General Disclosure

Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste

KPI A1.1

The types of emissions and respective emissions data.

內部及外部權益人被要求對報告期內環境、社會及管治方面(上市規則如附錄二十七所列)對本集團業務的重要性進行排名/評分。被認為對本集團業務有足夠影響力的權益人應邀參加問卷調查。

審核委員會確定本集團採用的方法，以識別、評估、評價及排列對本集團業務相關的重大ESG事宜的優先次序。

基於(i)本集團目前的業務模式(自供應鏈管理至生產我們的自有品牌產品，再到經營實體零售點及由「時間廊」營運的網上平台(我們的自有品牌產品在該平台獨家銷售)的垂直整合)，(ii)我們的管理方針及第166頁所述的相應策略及標準；(iii)問卷調查的結果，風險督導委員會向董事會識別、評估、評價重大ESG事宜及排列其優先順序，然後由董事會確定與本集團業務有關的重大ESG事宜的報告。於2020/21財政年度，確定為對本集團而言屬重要及已報告的ESG因素為(不按優先順序排列)：

- 僱傭及勞工常規
- 供應鏈管理及產品責任
- 反貪污
- 社區投資

標的領域、層面、一般披露及關鍵績效指標

A. 環境

層面A1：排放物

一般披露

有關(a)廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料

關鍵績效指標A1.1

排放類型及各項排放數據。

KPI A1.2

Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).

KPI A1.3

Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).

KPI A1.4

Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).

KPI A1.5

Description of emissions target(s) set and steps taken to achieve them.

KPI A1.6

Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them

KPI A1.1 to KPI A1.6 are not applicable. The nature of the Group's products, namely watches, are such that emissions discharged during the production process are not material. Moreover, the Group buys complete watches from third party brands and also outsources the production of its house brand products to third party manufacturers. Emissions discharged from the services the Group provides are also not material.

There are no relevant laws and regulations that have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that the Group has to comply with.

關鍵績效指標A1.2

直接(範圍1)及能源間接(範圍2)的溫室氣體排放(以噸計算), 及(倘適用)密度(如以每產量單位、每項設施計算)。

關鍵績效指標A1.3

所產生的有害廢棄物總量(以噸計算), 及(倘適用)密度(如以每產量單位、每項設施計算)。

關鍵績效指標A1.4

所產生的無害廢棄物總量(以噸計算), 及(倘適用)密度(如以每產量單位、每項設施計算)。

關鍵績效指標A1.5

描述設定的排放目標及為實現該等目標而採取的步驟。

關鍵績效指標A1.6

說明如何處理有害及無害廢棄物及描述為實現該等目標而設定的減排目標及採取的步驟

關鍵績效指標A1.1至關鍵績效指標A1.6並不適用。本集團產品(即鐘錶)在生產過程中的污染排放並不嚴重。另外, 本集團向第三方品牌購買鐘錶的製成品, 並將自家品牌產品的製作工序外判予第三方製造商。本集團服務所引致的污染排放亦不嚴重。

概無本集團須遵守的有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的相關法律及法規對本集團造成重大影響。

Aspect A2: Use of Resources

General Disclosure

Policies on the efficient use of resources, including energy, water and other raw materials

Although Aspect A2 is, not considered material to the Group's businesses, nevertheless, the Group has policies on the efficient use of resources, including energy, water and other raw materials which are based on 3R's – reduce, reuse or recycle whenever feasible or practical.

KPI A2.1

Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh) and intensity (e.g. per unit of production volume, per facility)

Since the Group buys complete watches from third party brands and also outsources the production of its house brand products to third party manufacturers, direct energy consumption figures are not available. The Group's indirect energy consumption for electricity for shops, offices and warehouses is not material.

KPI A2.2

Water consumption in total and intensity (e.g. per unit of production volume, per facility).

Since the Group buys complete watches from third party brands and also outsources the production of its house brand products to third party manufacturers, water consumption figures are not available.

層面A2：資源使用

一般披露

有效使用資源(包括能源、水及其他原材料)的政策

儘管層面A2被視為對本集團的業務不重大，然而，本集團的有效使用資源(包括能源、水及其他原材料)的政策乃基於在可行情況下的環保3R原則而定，分別為減量(Reduce)、再利用(Reuse)及循環使用(Recycle)。

關鍵績效指標A2.1

按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千瓦時計算)及密度(如以每產量單位、每項設施計算)

由於本集團向第三方品牌購買鐘錶的製成產品，並將自家品牌產品的製作工序外判予第三方製造商，因此並無任何直接能源耗量數據。本集團的店舖、辦公室及倉庫電力的間接能源耗量並不重大。

關鍵績效指標A2.2

總耗水量及密度(如以每產量單位、每項設施計算)。

由於本集團自第三方品牌購買完整的手錶，同時亦將其自家品牌產品的生產外包予第三方製造商，因此無法獲得耗水量的數字。

KPI A2.3

Description of energy use efficiency target(s) set and steps taken to achieve them.

The Group has numerous energy efficiency initiatives currently in place. These include the following:-

- Store fixtures and fittings are designed to be reused. Percentage of reuse ranges between 80% to 90% with a life expectancy of between 5 to 7 years. Natural materials like metal, wood and glass that are easier to reuse and recycle are the main materials utilised in our store fit out and these materials constitute between 80% to 90% of store fixtures and fittings. SOPs ensure policies are implemented. Strict CAPEX control and periodic internal audits are carried out.
- Office equipment are switched off or on electricity saving mode at the end of the work day. Office air conditioning and lights are switched off when not in use. Office lighting are switched off during lunch. Designated personnel from office security or office administration conduct daily or periodic checks (where applicable).
- Energy saving lighting is used in most of our offices, stores and warehouses.
- Paperless meetings are encouraged. For example, the Company's board meetings are paperless and directors are assigned ipads. When printing is necessary use of double sided printing is encouraged and single sided printed paper is reused.
- Ordering of office stationary, including paper, letterheads and name cards are centralised to reduce wastage and for better monitoring and control.
- Written pre-approval is required for all staff air travel and staff are encouraged to use teleconferencing, video conferencing or other virtual meeting tools, like Zoom, Microsoft Teams, Skype, FaceTime, WhatsApp or WeChat to conduct meetings to reduce travelling. Our offices in different regions are supported and linked by video conferencing facilities.

關鍵績效指標A2.3

描述所設定的能源使用效率目標以及為實現該等目標所採取的步驟。

本集團目前已推行多項能源使用效益計劃，包括：

- 重用店舖的裝置和設備。設備重用的百分比介乎80%至90%，預期壽命介乎5至7年。較易再利用及循環使用的金屬、木材及玻璃等天然材料乃本集團店舖設備的主要建造材料，店舖內近80%至90%的裝置和設備由該等天然材料製造。標準作業程序確保政策得以執行。實施嚴格的資本支出控制及定期的內部審計。
- 每天辦公時間結束後關掉辦公室設備或切換至節能模式。在不使用時關閉辦公室的空調及照明。在午餐期間關閉辦公室的照明。辦公室保安或辦公室行政部門的指定人員進行日常或定期檢查(如適用)。
- 在大部分辦公室、店舖及倉庫安裝節能照明裝置。
- 鼓勵無紙張會議。例如，本公司的董事會會議不會使用紙張，並會向董事分派ipad。當有需要列印時，公司鼓勵雙面印刷及重用單面印刷的紙張。
- 統一訂購辦公室文具(包括紙張、信封及卡片)，減少浪費及方便監控。
- 所有員工的商務航空旅程須獲預先書面批准，而本集團亦鼓勵員工使用電話會議、視像會議或透過其他會議方式(例如：Zoom、Microsoft Teams、Skype、FaceTime、WhatsApp或WeChat)進行會議，從而減少外遊。本集團不同地區的辦公室亦可通過視像會議設備取得支援及聯繫。

KPI A2.4

Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.

The Group has no issue with sourcing water that is fit for purpose. Since the Group buys complete watches from third party brands and also outsources the production of its house brand products to third party manufacturers, water consumption figures are not available.

KPI A2.5

Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.

Although packaging that the Group uses (which include bags and watch boxes, made from paper, plastic or metal) was not material in FY2020/21, the Group's long term objective is to reduce use of packaging materials.

Aspect A3: The Environment and Natural Resources

General Disclosure

Policies on minimising the issuer's significant impact on the environment and natural resources

Although Aspect A3 is not considered material to the Group's businesses, nevertheless, the Group has policies based on 3R's – reduce, reuse or recycle whenever feasible or practical.

關鍵績效指標A2.4

描述在求取適用水源方面是否存在任何問題，設定用水效率目標以及為實現該等目標而採取的步驟。

本集團在求取適用水源方面並無問題。由於本集團自第三方品牌購買完整的手錶，同時亦將其自家品牌產品的生產外包予第三方製造商，因此無法獲得耗水量的數字。

關鍵績效指標A2.5

成品使用的包裝材料總量(以噸計算)及(倘適用)每生產單位估量。

儘管本集團使用的包裝物件(包括手提袋及鐘錶盒，由紙張、塑膠或金屬製成)於2020/21財政年度不涉及重大用量，而本集團的長期目標為減少包裝材料的使用。

層面A3：環境及天然資源

一般披露

減低發行人對環境及天然資源造成重大影響的政策

儘管層面A3被視為對本集團的業務不重大，然而，本集團的政策乃基於在可行情況下的減量、再利用及循環使用的環保3R原則。

KPI A3.1

Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.

There are no relevant environmental laws which the Group has to comply with regarding its supply chain. However, policies are adopted to enable the manufacture of house brand watches to meet higher European standards like, RoHS and REACH to the extent possible, even though these standards are not mandatory in Asia, our primary and major market. More information on these standards can be found on the following links:

RoHS – Restriction on Hazardous Substances

http://ec.europa.eu/environment/waste/rohs_eee/index_en.htm

REACH – Registration, Evaluation, Authorization and Restriction of Chemicals

http://ec.europa.eu/environment/chemicals/reach/reach_en.htm

In FY 2020/21, for the production of our “Swiss Made” house brand watches:

- around 75% of leather watch straps were RoHS and REACH compliant; and
- around 30% of our watch suppliers were certified as RoHS and REACH compliant.

For details on managing these policies, please see “Aspect B5 Supply Chain Management” on pages 184 to 187.

Aspect A4: Climate Change*General Disclosure*

Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.

關鍵績效指標A3.1

描述活動對環境及天然資源的重大影響及為管理該等影響所採取的行動。

並無本集團就其供應鏈須遵守的相關環境法律。然而，儘管此等歐洲標準於亞洲（集團的基本及主要市場）並非強制性，集團政策在可行的範圍內使自家品牌鐘錶的生產上符合較高的歐洲標準，如RoHS及REACH。有關標準的更多詳情，請參閱以下網址：

RoHS – 有害物質限制指令

http://ec.europa.eu/environment/waste/rohs_eee/index_en.htm

REACH – 化學品註冊、評估、授權和限制法案

http://ec.europa.eu/environment/chemicals/reach/reach_en.htm

於2020/21財政年度，為生產我們的「瑞士製造」品牌手錶：

- 約有75%的皮革錶帶符合RoHS及REACH標準；及
- 我們的手錶供應商中約有30%被認證為符合RoHS及REACH標準。

有關本公司管理以上政策的詳情，請參閱第184頁至187頁「層面B5：供應鏈管理」。

層面A4：氣候變化*一般披露*

有關識別及減緩已經影響及可能影響發行人的重大氣候相關事宜的政策。

KPI A4.1

Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.

There are no significant climate-related issues which have impacted and those which may impact the Group. However, based on our policies to reduce, reuse or recycle, there are policies in place, as reported in this ESG Report to reduce our carbon footprint.

B. Social

Employment and Labour Practices

Aspect B1: Employment

General Disclosure

Information on: (a) the policies and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare

The Group has established employment policies and guidelines that are compliant with applicable local employment and labour legislation, regulations and practices.

關鍵績效指標A4.1

描述已影響及可能影響發行人的重大氣候相關問題，以及為管理該等問題所採取的行動。

目前並無影響及可能影響本集團的重大氣候相關事宜。然而，根據我們的減量、再利用及循環使用政策，已採取相關政策，如本ESG報告中所報告減少我們碳足跡的政策。

B. 社會

僱傭及勞工常規

層面B1：僱傭

一般披露

有關：(a)薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料

本集團已制定符合適用僱傭、勞工法例、法規及常規的僱傭政策及指引。

These policies and guidelines are:-

Recruitment and Promotion

1. We are an equal opportunities employer. We promote and adopt a policy of equal opportunities to eliminate discrimination on the basis of gender, family status and disability amongst others, in employment and the workplace.
2. We hire and promote based on merit.
3. We hire and promote those who share our values and work ethics; and those who demonstrate initiative, responsibility and integrity.

Compensation

1. Remuneration and benefits are benchmarked against prevailing local industry norms and commensurate with experience and qualifications.
2. For certain employee categories, performance bonuses and commission schemes are adopted as part of remuneration packages to incentivise.

Dismissal

This is based on employment policies and guidelines that are compliant with applicable local employment and labour legislation, regulations and practices.

Working hours, rest periods, and other benefits and welfare

Working hours, rest periods, and other benefits and welfare are in line with applicable local employment and labour legislation and regulations, local industry practice and/or where applicable commensurate with experience, qualification and seniority.

該等政策及指引為:-

招聘及晉升

1. 我們是平等機會僱主。本公司採納相關政策，致力消除招聘及職場上的性別、家庭狀況及殘疾等歧視。
2. 我們按照表現僱用及晉升。
3. 我們僱用及晉升有共同價值觀及職業道德，並表現主動、有責任心及誠信之人士。

薪酬

1. 薪酬及福利以現行本地行業常規為準，並按經驗及資格調整。
2. 就若干員工類別而言，採用表現花紅及佣金計劃為薪酬獎勵計劃一部份。

解僱

解僱依符合適用的本地僱傭及勞工法例、法規及常規的僱傭政策及指引執行。

工作時數、假期及其他待遇及福利

工作時數、假期及其他待遇及福利與適用的本地僱傭及勞工法例及規例、本地行業慣例一致，及/或(如適用)按經驗、資格及年資調整。

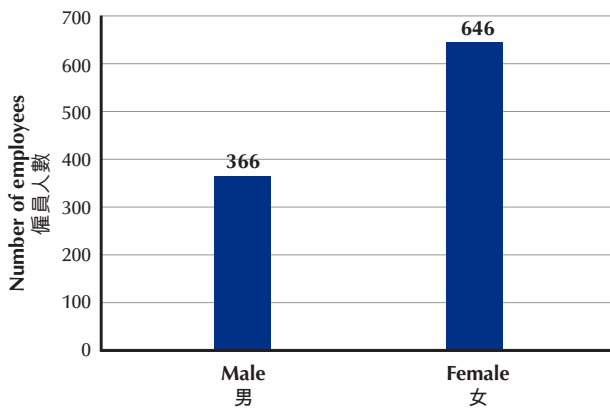
KPI B1.1

Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.

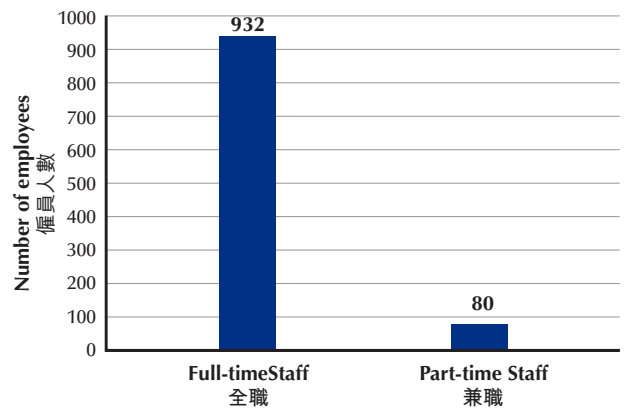
關鍵績效指標B1.1

按性別、僱傭類型(例如,全職或兼職)、年齡組別及地區劃分的僱員總數。

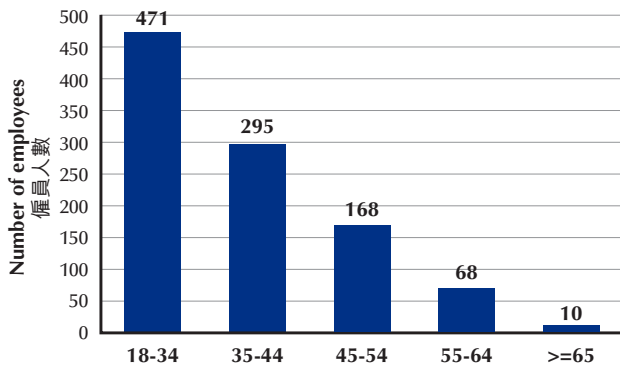
Total workforce by gender
按性別劃分的僱員總數



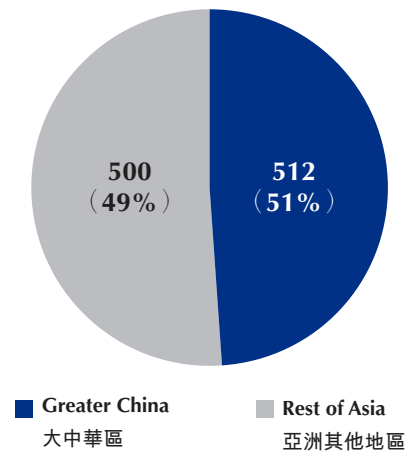
Total workforce by employment type
按僱傭類型劃分的僱員總數



Total workforce by age group
按年齡組別劃分的僱員總數



Total workforce by geographical region
按地區劃分的僱員總數



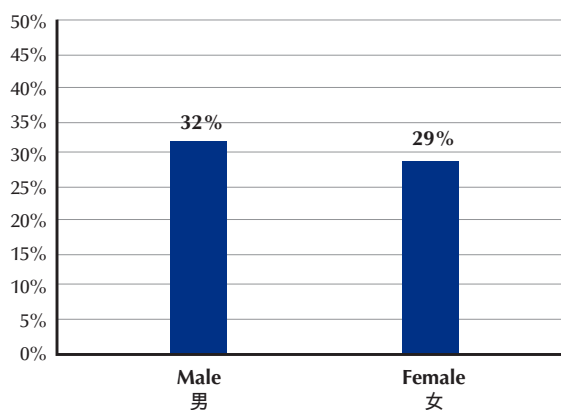
KPI B1.2

Employee turnover rate by gender, age group and geographical region.

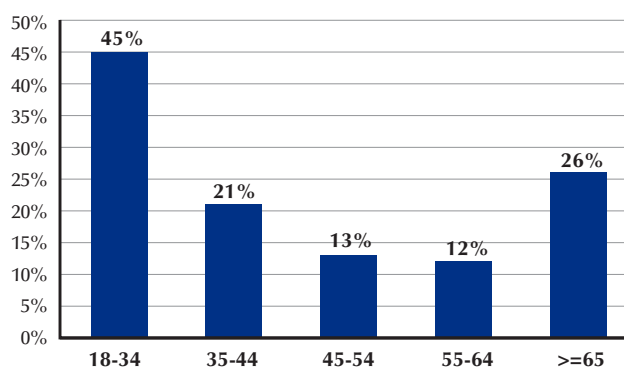
關鍵績效指標B1.2

按性別、年齡組別及地區劃分的僱員流失比率。

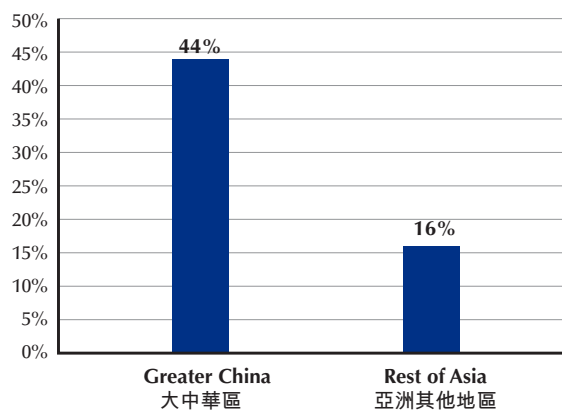
Employee turnover rate by gender
按性別劃分的僱員流失比率



Employee turnover rate by age group
按年齡組別劃分的僱員流失比率



Employee turnover rate by geographical region
按地區劃分的僱員流失比率



A non-exhaustive list of key and relevant applicable employment and labour legislation for each territory in which the Group operates are as follows:-

Mainland China:

- Labour Law of the People's Republic of China
- Measures for the Implementation of Labour Protection for Female Workers in Guangzhou
- Notice on Issues Concerning the Implementation of Maternity Insurance of Employees
- Special Provisions on Labour Protection for Female Employees

Hong Kong

- Employment Ordinance (Cap. 57)
- Employees' Compensation Ordinance (Cap. 282)
- Minimum Wage Ordinance (Cap. 608)

Macau:

- Labour Relations Law (Law No. 7/2008)
- Workers' Minimum Wage Law (Law No. 5/2020)

Malaysia:

- Employment Act 1955
- Employees Provident Fund Act 1991
- Income Tax (Deduction from remuneration) (Amendment) Rules 2015
- Industrial Relations (Amendment) Act 2020
- Minimum Retirement Age Act 2012

Singapore:

- Employment Act (Chapter 91)

Thailand:

- The Labour Protection Act B.E. 2541

During FY2020/21, there was no material non-compliance with the above and other applicable employment or labour legislation and/or regulations.

本集團經營所在每個地區的主要及相關的適用僱傭及勞動法規的非詳盡清單如下：

中國內地：

- 中華人民共和國勞動法
- 廣州市女職工勞動保護實施辦法
- 關於實施職工生育保險有關問題的通知
- 女職工勞動保護特別規定

香港

- 第57章《僱傭條例》
- 第282章《僱員補償條例》
- 第608章《最低工資條例》

澳門：

- 勞動關係法(第7/2008號法律)
- 僱員的最低工資(第5/2020號法律)

馬來西亞：

- 1955年勞工法令
- 1991年僱傭公積金法令
- 2015年所得稅(從薪酬中扣除)(修訂本)規則
- 2020年工業關係(修訂本)法
- 2012年最低退休年齡法令

新加坡：

- 僱傭法(第91章)

泰國：

- 勞動保護法B.E. 2541

於2020/21財政年度，並無嚴重違反上述及其他適用的僱傭或勞工法例及／或規例。

Aspect B2: Health and Safety

Information on:(a) the policies and (b) compliance with relevant laws and regulations that have a significant impact on the Issuer relating to providing a safe working environment and protecting employees from occupational hazards

Policies and practices are adopted to provide a safe working environment for employees and these are described below.

KPI B2.1

Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.

No. of work-related fatalities occurred: 發生的工傷致命事故數量		Greater China 大中華區	Rest of Asia 亞洲其他地區
FY 2018/19	2018/19財政年度	0	0
FY 2019/20	2019/20財政年度	0	0
FY 2020/21	2020/21財政年度	0	0

KPI B2.2

Lost days due to work injury.

No days were lost due to work injury.

層面B2：健康與安全

有關：(a)提供安全工作環境及保障僱員避免職業性危害的政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料

為給員工提供一個安全的工作環境，我們採取了若干政策及慣例，政策及慣例描述如下。

關鍵績效指標B2.1

於過去三年(包括報告年度)各年發生的工傷致命事故的數量及比率。

關鍵績效指標B2.2

因工傷損失工作日。

並無因工傷而損失工作日。

KPI B2.3

Description of occupational health and safety measures adopted, and how they are implemented and monitored.

One of our foremost priorities is to provide employees with a safe and conducive working environment. Below are some of the policies and practices adopted by the Group:

1. Office employees are assigned individual work stations unless this is considered unnecessary due to the nature of work.
2. Offices, stores and warehouses are properly lit and ventilated and kept clean and tidy. In addition to daily cleaning, deep cleaning and pest control are carried out regularly.
3. Offices, stores and warehouses are smoke-free and aisles are kept free. Fire drills are conducted periodically.
4. Furniture, fittings and other office equipment and air conditioning and ventilation systems (where applicable) are regularly inspected, serviced and maintained.
5. First aid kits and fire extinguishers are kept at readily accessible locations at our offices and warehouses.
6. Staff are provided with proper equipment to carry out their tasks, for example, like trolleys to reduce manual movement and of carrying heavy loads.

關鍵績效指標B2.3

描述所採取的職業健康及安全措施，以及如何實施及監督該等措施。

本集團首要優先事項之一是向僱員提供安全方便的工作環境。以下是本集團採取的若干政策及慣例：

1. 除非工作性質不需要，否則辦公室僱員獲分配個別工作地點。
2. 辦公室、店舖及倉庫具備妥善照明及通風系統，環境保持整潔。除日常清潔外，定期進行深度清潔及滅蟲。
3. 辦公室、店舖及倉庫均禁煙。過道保持暢通。定期進行消防演習。
4. 傢俬、配置及其他辦公室設備以及空調及通風系統(如適用)獲定期檢查及保養良好。
5. 在我們的辦公室及倉庫，急救包及滅火器均置於容易拿到的地方。
6. 為員工提供適當的設備以完成彼等的任務，例如手推車，以減少人工移動及搬運重物。

7. Offices have separate and clean pantry areas with hand washing facilities. Water dispensers and light refreshments are provided.
 8. Security measures are in place at our offices and warehouses to restrict entry and exit only to employees and permitted visitors. Entry door passwords are refreshed regularly and also upon staff departures. Staff are issued with staff identification cards.
 9. Applicable government work guidelines, for example, on typhoon and rainstorm warnings are followed.
 10. Free yearly influenza vaccinations are offered to staff in Hong Kong (and to their families at discounted rates).
 11. Eligible managerial staff in Hong Kong are offered free basic body check-ups every two years.
 12. Staff travelling on business are covered by travel insurance and employee compensation insurance is purchased in regions where this is mandatory.
 13. Due to the pandemic, work from home, flexi-hours and staggered lunch hours have been implemented to enhance social distancing.
7. 辦公室設有獨立及乾淨的茶水間，配有洗手設施，並提供飲水機及小點心。
 8. 我們的辦公室及倉庫均落實安全措施，僅允許員工及被允許的訪客進出。定期更新進門密碼，在員工離職時亦會更新。員工均獲發員工身份卡。
 9. 我們遵照香港有關颱風及暴雨警告的適用政府工作指引。
 10. 每年為香港員工提供免費流感疫苗接種(員工家屬享有折扣)。
 11. 香港的合資格管理人員每兩年享有免費基本身體檢查。
 12. 因公出差的員工均有旅行保險，在必須購買僱員補償保險的地區，也會購買這種保險。
 13. 由於疫情的影響，我們實施在家工作、彈性工作時間及錯開午餐時間的做法，以保持社交距離。

14. Strict precautionary measures like temperature screening, compulsory wearing of masks, increased cleaning and not permitting staff to attend the office should they exhibit flu-like symptoms and encouraging virtual meetings have been adopted to provide a safe working environment.
15. Staff are encouraged to be vaccinated against Covid-19 subject to their medical condition and are entitled to a day of sick leave for each dose taken.

The measures are implemented and monitored by the local Human Resources and Office Administration Departments of each territory.

There were no relevant laws and regulations that have a significant impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards in FY2020/21.

14. 我們採取嚴格的預防措施，如體溫檢查、強制佩戴口罩、增加清潔工作、不允許員工在出現類似流感症狀時上班，並鼓勵召開虛擬會議，以提供一個安全的工作環境。
15. 鼓勵員工根據自身的身體狀況接種新型冠狀病毒疫苗，每次接種可請一天的病假。

該等措施由每個地區的當地人力資源部門及辦公室行政部門負責實施及監督。

於2020/21財政年度，並無任何有關提供安全工作環境及保護員工免受職業危害對本集團有重大影響的法律及法規的事宜。

Aspect B3: Development and Training

Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.

Our customers enjoy and have come to expect a personal experience when they shop with us. As there is a direct correlation between service standards and employee development and training, proper emphasis is given to training.

Group policies on employee development and training are set out below:–

1. Store staff receive both regular and ad hoc training.
2. New staff undergo induction and orientation.
3. Training may be conducted internally or externally.
4. Training and development are given in relevant areas like, product knowledge, customer servicing, correct sales techniques and new laws and regulations that impact on business operations.
5. Follow-up evaluation is carried out after training and development to ensure effectiveness.

Training activities undertaken during FY2020/21 include, product design and function, refreshing selling approach and techniques, market trends, staff etiquette and professional, image, and employee engagement.

層面B3：發展及培訓

有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。

客戶於店舖購物時可享受並擁有個人體驗。由於服務水平與僱員發展及培訓息息相關，我們重視提供充足的培訓。

本集團關於僱員發展及培訓的政策載列如下：–

1. 店舖員工定期及不時接受培訓。
2. 新員工有入職培訓。
3. 培訓可能會於內部或外部進行。
4. 提供相關範疇的培訓及發展，例如產品知識、客戶服務、正確銷售技巧及對業務經營可能有影響的新法例及規例。
5. 培訓及發展後進行跟進評估以確保成效。

於2020/21財政年度開展的培訓活動包括：產品設計及功能、改善銷售方法及技巧、市場趨勢、員工禮儀及專業、形象以及員工參與。

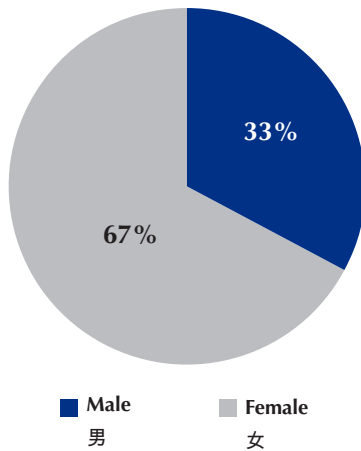
KPI B3.1

The percentage of employees trained by gender and employee category (e.g. senior management, middle management).

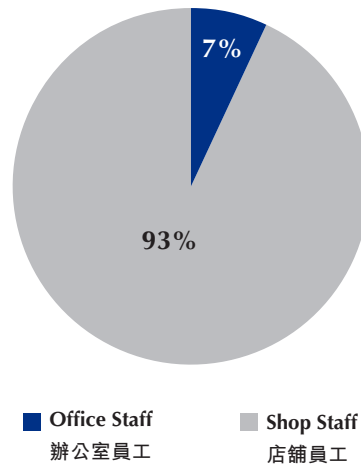
關鍵績效指標B3.1

按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。

Percentage of employees trained by gender
按性別劃分的受訓僱員百分比



Percentage of employees trained by employee category
按僱員類別劃分的受訓僱員百分比

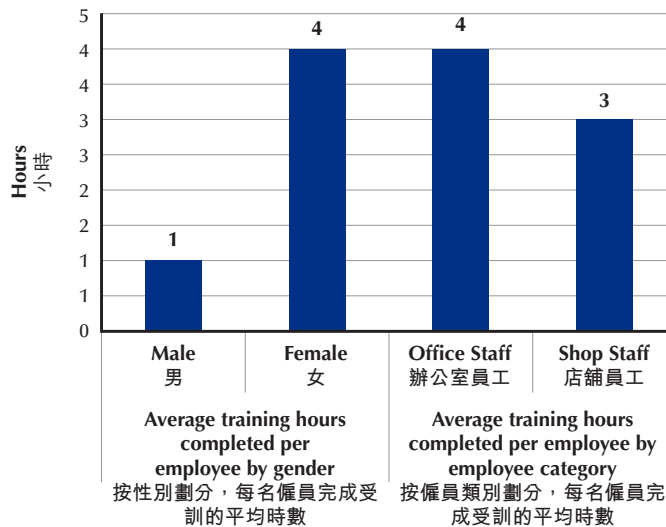


KPI B3.2

The average training hours completed per employee by gender and employee category.

關鍵績效指標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。



Aspect B4: Labour Standards*General Disclosure*

Information on: (a) the policies and (b) compliance with relevant laws and regulations that have a significant impact on the Issuer relating to preventing child and forced labour

The Group has a zero tolerance policy on bonded or underaged labour and strict policies are in place to prevent child and forced labour.

KPI B4.1

Description of measures to review employment practices to avoid child and forced labour.

1. Prospective employees are required to complete pre-employment application forms to disclose their date of birth.
2. Prospective employees are required to provide a copy of their identification documents (with date of birth) prior to confirmation of employment.

KPI B4.2

Description of steps taken to eliminate such practices when discovered.

1. Terminate the hire or contractor responsible for the underaged or forced labour hire
2. Conduct investigation and remedy failures.

Aspect B5: Supply Chain Management

Policies on managing environmental and social risks of the supply chain

層面B4：勞工準則*一般披露*

有關：(a)防止童工或強制勞工的政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料

本集團對抵債或未成年勞工採取零容忍政策。並實施嚴格的政策以防止童工及強迫勞工。

關鍵績效指標B4.1

描述為避免童工及強迫勞動而檢討僱傭慣例的措施。

1. 準僱員需要填寫就業前申請表，以披露其出生日期。
2. 準僱員在確認僱用前需要提供一份身份證明文件的複印本(含出生日期)。

關鍵績效指標B4.2

描述在發現該關聯時為消除有關慣例所採取的步驟。

1. 終止僱傭或負責僱傭童工或強迫勞工的承包商。
2. 進行調查及補救措施失敗。

層面B5：供應鏈管理

管理供應鏈的環境及社會風險政策

KPI B5.1

Number of suppliers (for house brands and third party brands) by geographical region.

Greater China	48
Rest of Asia	29

KPI B5.2

Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.

The Group outsources the manufacturing process of its house brand products by partnering suppliers who share our principles to conduct business in a fair, honest and responsible manner.

The practices below apply to all of the Group's suppliers who are involved in the manufacturing process of our house brand products.

Description of selection of prospective suppliers (29 in FY2020/21) and ongoing monitoring of approved suppliers

1. Conduct assessment and audit of prospective supplier according to our template supplier assessment criteria
2. Conduct annual process audits of existing suppliers according to our template supplier assessment criteria
3. Prospective or existing suppliers that fail assessment/audit are not selected or contracts not renewed. Supplier contracts are valid for 12 months and renewable subject to passing the annual audits.

關鍵績效指標B5.1

按地理區域劃分的供應商(適用於自有品牌及第三方品牌)數量。

大中華區	48
亞洲其他地區	29

關鍵績效指標B5.2

描述與聘用供應商有關的慣例，實施有關慣例的供應商數量，以及如何實施及監督該等慣例。

本集團將自家品牌產品的製作工序外判，務求與擁有共同營商理念的供應商合作，以公平、誠實及盡責之態度經營業務。

以下慣例適用於本集團全部參與我們自有品牌產品生產過程的供應商。

挑選潛在供應商(2020/21財政年度為29家)及持續監督認可供應商的描述

1. 根據我們的供應商評估標準範本，對潛在的供應商進行評估及審核
2. 根據我們的供應商評估標準範本，對現有供應商進行年度流程審核
3. 未通過評估／審計的潛在或現有供應商不會被選中，或不續簽合同。供應商合同有效期為12個月，如通過年度審核，可續簽。

The assessment criteria include:

- compliance with standards like RoHS, REACH, CE, country of origin
- management support systems like, ISO and ERP
- Factory size, cleanliness and state of sanitation, installation of fire/evacuation alarms
- Treatment of generation and discharge of wastewater and solid waste from operations and corresponding certification
- Number of employees, provision of dormitory and canteen facilities
- Compliance with local labour laws
- Insurance
- Quality control and assurance

KPI B5.3

Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.

The practices below applied to all suppliers (29 in FY 2020/21) involved in the manufacturing process of our house brand products.

1. Our suppliers are contractually obliged to ensure that they do not employ bonded or underaged labour.
2. Our suppliers are contractually obliged to supply products that are free from toxic materials.

評估標準包括：

- 是否符合RoHS、REACH、CE、原產國等標準
- 管理支援系統，如ISO及ERP
- 工廠規模、清潔度及衛生狀況，火災／疏散警報器的安裝情況
- 營運中產生及排放的廢水及固體廢物的處理以及相應的認證
- 僱員人數，提供宿舍及堂食設施
- 遵守當地勞動法
- 保險
- 質量控制及保證

關鍵績效指標B5.3

描述用於識別供應鏈上的環境及社會風險的慣例，以及如何實施及監督該等慣例。

以下慣例適用於所有參與我們自有品牌產品生產過程的供應商(2020/21財政年度為29家)。

1. 供應商受合約約束，確保其不可僱用抵債或未成年勞工。
2. 供應商受合約約束，提供產品須不含有毒物質。

3. Our suppliers are encouraged to align their values with the Group by agreeing to adopt certain Standards of Engagement which form part of the contracts they sign. These Standards include the following:-

- No compulsion to work through force or intimidation of any form
- Employment to be based solely on the ability to perform the job and without any discrimination due to ethnicity, gender, age, disability or marital status
- Fair wages and all other legally mandated benefits should be paid
- Provision of a safe and hygienic working environment which complies with local laws or practices
- Integration of sustainability principles into business decisions
- Community involvement

The above practices were implemented and monitored by way of selection and audits as described on page 185.

KPI B5.4

Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.

We followed the same practices described under KPI B5.2 on page 185.

3. 鼓勵供應商同意採用所訂合約中若干行為標準，使理念與本集團一致。該等標準包括以下事項：-

- 不得以任何武力或威嚇形式強迫工作
- 僱傭僅依據履行工作的能力，概不因種族、性別、年齡、殘障或婚姻狀況而遭受歧視
- 支付公平工資及一切其他合法待遇
- 提供安全衛生的工作環境，符合本地法例或慣例
- 業務決策須秉持可持續發展原則
- 融入社區

如第185頁所述，上述慣例通過挑選及審計的方式實施及監督。

關鍵績效指標B5.4

描述在選擇供應商時，為促使多使用環保產品及服務而採用的慣例，以及如何實施及監督該等慣例。

我們遵守第185頁關鍵績效指標B5.2中描述的相同慣例。

Aspect B6: Product Responsibility*General Disclosure*

Information on: (a) the policies and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress

As a provider of high quality products and services, we take our responsibilities relating to the products and services that we deliver very seriously. Customer safety is paramount. Quality control and assurance processes are closely monitored.

We do not engage in false advertising or false labelling. Products sold generally come with warranties and our warranty and exchange policies are clearly printed on sales memos. There are SOPs relating to product after-sales, product warranties and product exchange.

KPI B6.1

Percentage of total products sold or shipped subject to recalls for safety and health reasons.

In FY2020/21 no products sold or shipped were subject to recalls for safety and health reasons.

層面B6：產品責任*一般披露*

有關：(a)所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料

作為優質產品及服務的提供者，本公司十分重視產品及服務提供的責任。顧客安全一向被視為極其重要的一環。品質控制及保證均受嚴格監控。

本公司絕不進行虛假宣傳或使用虛假標籤。產品一般提供保養期，而保養及退貨的政策均於銷售收據明確標示。本公司已制訂產品售後服務、產品保養及退貨的標準作業程序。

關鍵績效指標B6.1

因安全及健康原因而被召回的產品佔售出或運出總量的百分比。

於2020/21財政年度，並無售出或運出的產品因安全及健康原因而被召回。

KPI B6.2

Number of products and service related complaints received and how they are dealt with.

In FY2020/21 on average around 35 cases of complaints per month (y-o-y decrease of around 45%) were received by our Customer Services.

- Customers may express their opinions on our products and services through various channels, including service hotlines, letters, emails and social media
- We have a service commitment to handle customer complaints within 3 working days in accordance with standard complaint handling procedures
- In FY2020/21, nearly 100% of enquires and complaints were handled within 3 working days
- Our standard handling process include reviews on product quality, customer service and product repairs

KPI B6.3

Description of practices relating to observing and protecting intellectual property rights.

Our intellectual property rights are protected and managed through registration, maintenance, monitoring and enforcement measures. Monitoring is conducted through an external watching service provider and also through our local offices. Copyright relating to designs for our house brand products are systematically stored and where applicable, copyright registrations are filed for protection. We respect third party intellectual property rights and will not knowingly use third party intellectual rights without authorisation. Prior to adoption of prospective brands or sub-brands, trademark searches are conducted to confirm availability for use and to prevent infringement of third party rights.

關鍵績效指標B6.2

收到的產品及服務相關的投訴數量以及如何處理該等投訴。

於2020/21財政年度，我們的客戶服務部平均每月收到約35起投訴(按年減少約45%)。

- 客戶可以透過各種渠道，包括服務熱線、信件、電子郵件及社交媒體，發表對我們產品及服務的意見。
- 我們的服務承諾是按照標準的投訴處理程序，在3個工作日內處理客戶投訴
- 於2020/21財政年度，近100%的查詢及投訴在3個工作日內獲得處理。
- 我們的標準處理程序包括對產品質量、客戶服務及產品維修進行審查

關鍵績效指標B6.3

描述有關遵守及保護知識產權的慣例。

我們透過註冊、維護、監控及強制措施保護及管理本集團的知識產權。監控乃透過外部觀察服務供應商及我們的當地辦事處進行。與本集團自家品牌產品設計有關的版權已按系統化的方式儲存，並於適用的情況下，進行版權登記以獲得保護。我們尊重第三方的知識產權，不會故意未經授權下使用第三方知識產權。在採用潛在的品牌或子品牌之前，會進行商標搜索，以確認是否可以使用，並防止侵犯第三方權利。

KPI B6.4

Description of quality assurance process and recall procedures.

Our Quality Control Department is responsible for quality control and assurance of our house brand products. A quality assurance system and procedures are in place and these are continually monitored and updated. Our quality assurance system and procedures include:

- Setting key performance indicators with clear inspection guidelines and procedures for quality management, for example, instructions for inspection of components, reliability tests and procedures for water resistance
- Preparing inspection quality reports, reports on reliability tests, statistical monthly quality reports and attending monthly supplier meetings to ensure consistent follow-up on improvement or corrective actions

Recall procedures for our house brand products:

- Customer Services are responsible for monitoring customer satisfaction levels by collecting customer comments and analysing defective product return rates
- Customer feedback on product quality and repair service requests are recorded in our after sales service return and repair job management system
- Customer Services monitors the monthly defective product return rate, analyses the results and regularly reports to our Product Development and Quality Control Departments and other relevant departments for possible product problems or potential quality risks

關鍵績效指標B6.4

質量保證過程及召回程序的描述。

我們的質量控制部門負責我們的自主品牌產品的質量控制及保證。已實施質量保證體系及程序，並進行持續監控及更新。我們的質量保證體系及程序包括：

- 設定關鍵績效指標，有明確的檢查準則及質量控制程序，例如，部件的檢查說明、可靠性測試及防水程序
- 準備檢查質量報告、可靠性測試報告、統計每月質量報告，並參加每月的供應商會議，以確保持續跟進改進或糾正措施

我們自有品牌產品的召回程序：

- 客戶服務部負責透過收集客戶意見及分析缺陷產品的退貨率來監控客戶滿意度水平
- 客戶對產品質量的回饋及維修服務要求均記錄在我們的售後服務退貨及維修工作管理系統中。
- 客戶服務部監控每月缺陷產品的退貨率，分析結果並定期向我們的產品開發及質量控制部門以及其他相關部門報告可能存在的產品問題或潛在的質量風險

- When defective products are found, the Product Development and Quality Control Departments, Customer Services and other relevant departments promptly investigate, to find the possible causes of product defects, discuss the solutions and identify any necessary improvements in product development
- To evaluate and determine whether it is necessary to recall the products and take any corrective actions. If products are to be recalled, we will notify customers and offer either a return or exchange of the products.

KPI B6.5

Description of consumer data protection and privacy policies, and how they are implemented and monitored.

Consumer protection data policies and SOPs are in place to ensure that applicable laws are followed. PIC statements containing our policies and practices on consumer data explain the meaning of personal data, and the general principles relating to its collection, use, retention and disposal according to local applicable privacy laws. Consumers are asked to read the PIC statement and to consent to the collection and use of their personal data. Yearly audits are conducted to monitor compliance.

The Group takes the confidentiality and handling of consumer personal data very seriously and employees who breach policies or the Group's related guidelines may face disciplinary action.

A non-exhaustive list of key and relevant applicable data privacy legislation for each territory where the Group operates are as follows:

Mainland China

- Cyber Security Law of the People's Republic of China
- National Standard of the People's Republic of China-Information Security Technology – Personal Information Security Specification

- 當發現缺陷產品時，產品開發及質量控制部門、客戶服務部門及其他相關部門及時進行調查，尋找產品缺陷的可能原因，討論解決方案，並確定產品開發中任何必要的改進需求
- 評估及確定是否有必要召回產品，並採取任何糾正措施。如果要召回產品，我們將通知客戶並提供產品退貨或換貨。

關鍵績效指標B6.5

描述消費者資料保護及隱私政策，以及如何實施及監督該等政策。

本公司已制訂消費者資料保護政策及標準作業程序，以確保遵從適用法例。包含我們關於消費者資料的政策及慣例的個人資料收集聲明已詳述個人資料的定義，以及依據當地適用私隱法例收集、使用、保留及處置該等資料的一般原則。消費者被要求閱讀個人資料收集聲明並同意收集及使用彼等的個人資料。每年均會進行審核以監督合規情況。

本集團嚴肅處理消費者個人資料並將其保密。僱員如有違反此政策或本集團相關指引，或會面臨紀律處分。

本集團經營所在每個地區的主要及相關的適用資料私隱法規的非詳盡清單如下：

中國內地

- 中華人民共和國網絡安全法
- 中華人民共和國國家標準—信息安全技術個人信息安全規範

Hong Kong

- Personal Data (Privacy) Ordinance (Cap. 486)

Macau

- Personal Data Protection Act 8/2005

Malaysia

- Personal Data Protection Act 2010

Singapore

- Personal Data Protection Act 2012 (No. 26 of 2012)

Thailand

- Personal Data Protection Act B.E. 2562

During FY2020/21, there was no material non-compliance with the foregoing relevant laws and regulations that have a significant impact on the Group relating to consumer data protection and privacy.

Aspect B7: Anti-corruption

General Disclosure

Information on: (a) the policies and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering

The Group has established anti-corruption policies according to applicable local laws and there are established internal controls and systems to prevent or minimise the occurrence of bribery, extortion and fraud. Integrity is one of the core principles which underpins the way we conduct our businesses. Top management sets the tone and all employees are expected to discharge their duties with integrity and to comply with our policies and the relevant local laws. Our anti-corruption policies are set out in our Employee Handbooks and Operations Manuals. In FY2020/21, the Group complied with relevant laws and regulations that have a significant impact on the Group relating to anti-corruption.

香港

第486章《個人資料(私隱)條例》

澳門

- 個人資料保護法 8/2005

馬來西亞

- 《個人資料保護法令2010》

新加坡

- 2012年(2012年第26號)個人資料保護法

泰國

- 個人資料保護法B.E. 2562

於2020/21財政年度，並無任何重大違反上述有關消費者資料保護及私隱對本集團有重大影響的相關法律及法規的事宜。

層面B7：反貪污

一般披露

有關：(a)防止賄賂、勒索、欺詐及洗黑錢的政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料

本集團已根據適用的本地法例制定反貪污政策，並制定內部監控及制度以防止或盡量減少賄賂、敲詐及欺詐的發生。誠信是支持本集團開展業務的核心原則之一。高級管理層釐定基調及所有我們期望員工以誠信履行職責，並遵守我們的政策及本地相關法例。我們的反貪污政策載於僱員手冊及業務手冊。於2020/21財政年度，本集團已遵守有關反貪污對本集團有重大影響的相關法律及法規。

KPI B7.1

Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.

There were no legal cases (whether ongoing or concluded) regarding corrupt practices in FY2020/21.

KPI B7.2

Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.

The Group has a whistle blowing policy with clearly stated reporting procedures set out in Employee Handbooks and/or on the Group intranet.

KPI B7.3

Description of anti-corruption training provided to directors and staff.

In Hong Kong, the ICAC are invited to conduct training seminars annually but due to the pandemic, this was paused in FY2020/21.

Aspect B8: Community Investment

General Disclosure

Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests

Through community engagement, the Group aims to:-

- show love, to give hope and to support the disadvantaged;
- encourage compassion and empathy in our employees;
- foster a sense of community within Stelux; and
- empower through education.

關鍵績效指標B7.1

於報告期內，針對發行人或其僱員提出的有關貪污行為的已審結法律案件的數量以及案件的結果。

於2020/21財政年度，並無關於貪污行為的法律案件(無論是正在進行或已審結)。

關鍵績效指標B7.2

描述預防措施及舉報程序，以及如何實施及監督該等措施。

本集團已制定舉報政策，並在僱員手冊及／或內聯網清楚列明有關舉報程序。

關鍵績效指標B7.3

描述向董事及員工提供的反貪污培訓。

在香港，每年均會邀請廉政公署進行培訓研討會，但由於疫情的影響，於2020/21財政年度暫停舉行研討會。

層面B8：社區投資

一般披露

有關以社區參與來了解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策

透過社區參與，本集團期望：-

- 表達關愛，為弱勢社群送上希望與支持；
- 鼓勵僱員要憐憫和有同情心；
- 於寶光內培養團體歸屬感；及
- 教育使人有所成就。

With the above objectives in mind, we engage with those within our communities with specific emphasis on:-

- the elderly poor
- the homeless
- poor immigrant families; and
- children and youth

to provide them with:-

- basic sustenance and daily necessities
- social interaction and integration with the wider community; and
- education

Our policies on giving are:-

- to partner reliable registered charities. Partnerships are reviewed annually
- to adopt a “no frills” approach to maximise each dollar donated
- employee volunteering during work hours are capped at 6 hours per employee for each financial year. There is no cap outside of work hours
- activities and giving focus on target groups and their identified needs
- receipts must be issued by a charity for the donations with a breakdown of costs, where applicable

Periodic appraisal meetings are held with the charities we support to understand specific needs and to ensure contributions are appropriately disbursed.

就上述目標而言，幫助社區人士，特別是：-

- 貧困長者
- 無家可歸者
- 貧困的新移民家庭；及
- 兒童及青少年

以為彼等提供：-

- 基本物資及日常用品
- 社會互動及與更廣泛的社區融合；及
- 教育

本集團的捐獻政策為：-

- 與可靠的註冊慈善機構合作。夥伴關係每年進行審查
- 善用捐獻，以達至最大效益
- 每財政年度各員工在工作時間進行義務工作的時數上限為6小時。工作時間以外沒有上限
- 活動及捐獻重點關注目標群體及其確定的需求
- 捐款的收據(包括成本的明細(倘適用))必須由慈善機構發放

本集團定期與慈善團體召開檢討會議，以了解他們的具體需要，並確定本集團的捐獻被適當地運用。

KPI B8.1

Focus areas on contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).

Our policies on community engagement focus on serving certain people groups within our communities and we contribute resources depending on their prevailing needs rather than focusing on specific areas of contribution.

KPI B8.2

Resources contributed (e.g. money or time) to the focus area.

Due to the pandemic, most charitable activities were paused, However, we continued to collaborate with the Hong Chi Association, a charity which serves those with intellectual special needs. Sponsorships included cash donations and supporting their flower arranging services. Other sponsorships included the gifting of our products to support charity raffles organised by the Heep Hong Society, the “18th Green Carnival” organised by the Green Council and “The Salvation Orienteering” organised by the Salvation Army.

關鍵績效指標B8.1

重點貢獻領域(如教育、環境問題、勞工需求、健康、文化、體育)。

我們的社區參與政策側重於為社區內的若干人群服務，我們根據彼等的普遍需求來貢獻資源，而非專注於特定的貢獻領域。

關鍵績效指標B8.2

為重點領域貢獻的資源(如金錢或時間)。

由於疫情，大部分慈善活動均已暫停。然而，我們繼續與匡智會合作，匡智會是一個為有特殊智力需求的人群服務的慈善機構。贊助活動包括現金捐贈及支援彼等的插花服務。其他贊助包括贈送我們的產品以支援協康會舉辦的慈善抽獎活動、環保促進會舉辦的「第十八屆環保嘉年華」及救世軍舉辦的「The Salvation Orienteering」活動。

1. CORPORATE GOVERNANCE

The Group is committed to maintaining high standards of corporate governance to improve transparency and protect the interests of shareholders in general. The Board of directors (the “Board”) of the Company is committed to making sure that effective self-regulatory practices exist to protect the interests of its shareholders. These include a Board comprising experienced and high calibre members, board committees, and effective and sound systems of risk management and internal controls.

This section describes the Company’s corporate governance practices with specific reference to the Corporate Governance Code contained in Appendix 14 of the Listing Rules. During the financial year ended 31 March 2021, the Company complied with the provisions of the Corporate Governance Code except for certain deviations. These deviations with considered reasons are set out in this Report.

2. DIRECTORS’ AND EMPLOYEES’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Listing Rules (the “Model Code”) as the code of conduct regarding directors’ securities transactions.

The Company has also made specific enquiry of all its directors to ascertain whether they have complied with or whether there has been any non-compliance with the required standard set out in the Model Code.

In addition, the Board has established written guidelines on no less exacting terms than the Model Code for relevant employees of the Company and its subsidiaries (the “Group”) in respect of these employees’ dealings in the securities of the Company.

1. 企業管治

本集團致力維持高水平企業管治，以確保維持更高透明度以及維護股東整體利益。本公司董事會（「董事會」）致力確保具備有效的自我監察常規，以保障其股東的利益，當中包括設立由資深能幹人員組成的董事會、董事委員會以及實施有效及完善的風險管理及內部控制系統。

本部分闡述本公司的企業管治常規，當中特別參照上市規則附錄14所載企業管治守則（「企業管治守則」）。截至2021年3月31日止財政年度，本公司已遵守企業管治守則條文，惟本報告所述偏離事項則除外。偏離守則之因由，在本報告內亦有詳述。

2. 董事及僱員進行證券交易

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之操守守則。

本公司亦已向全體董事作出具體查詢，以確定彼等是否遵守標準守則所載規定標準，並無違規的情況。

此外，董事會已就本公司及其附屬公司（「本集團」）有關僱員買賣本公司證券事宜訂立書面指引，指引條文不比標準守則寬鬆。

3. BOARD OF DIRECTORS

The Board assumes responsibility for leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising its affairs. Every director is expected to discharge his or her duties in good faith and up to the standard of prevailing applicable laws and regulations, acting objectively in the best interests of the Group.

Proposals for appointments to the Board are based on the Company's board diversity and nomination policies.

The Board currently comprises of 5 members; two executive directors and three independent non-executive directors (with a female independent non-executive director).

Under Code Provision A.2.1 of the Corporate Governance Code, the roles of chairman and chief executive officer ("CEO") should be separate and should not be performed by the same individual. Under the current organisation structure of the Group, Mr. Joseph C. C. Wong is the Chairman and CEO of the Group. The Board believes that with Mr. Joseph C. C. Wong acting as both Chairman and CEO ensures consistent leadership and further enables better strategic planning for the Group. The Board also believes that the non-separation of roles does not affect the balance of power and authority within the Board.

The independent non-executive directors are highly experienced individuals with a broad range of expertise and experience including in areas such as accounting, tax, engineering and environmental and healthy life style consulting. Together, they ensure that the Board maintains high standards of financial accounting and other mandatory reporting; providing adequate checks and balances to safeguard the interests of shareholders in general and the Group as a whole.

3. 董事會

董事會負有領導及監控本集團的責任，並集體負責統管並監督本集團事務以促使其業務成功。各董事應本著真誠且符合現行適用法例及法規所訂標準履行其責任，並客觀地以本集團之最佳利益行事。

委任董事會成員的建議乃根據本公司董事會成員多元化政策及提名政策而提出。

董事會有五名成員，包括兩名行政董事及三名獨立非行政董事(其中一名獨立非行政董事為女性)。

根據企業管治守則的守則條文第A.2.1條規定，主席與行政總裁(「行政總裁」)的角色應有區分，並應由不同人士擔任。根據本集團現有組織架構，黃創增先生現為本集團主席及行政總裁。董事會認為，主席及行政總裁之角色由黃創增先生同時兼任，確保本集團內統一領導，從而使本集團之整體策略計劃更佳。董事會亦相信，董事會內之權力制衡並不會受到不區分角色影響。

獨立非行政董事為資深專業人士，各自擁有不同專業知識及經驗，彼等分別來自包括會計、稅務、工程及環境以及保健諮詢等界別。彼等須共同確保董事會維持高水平的財務會計及其他法定匯報機制，提供足夠檢測及權衡，以保障股東及本集團整體利益。

3. BOARD OF DIRECTORS (Continued)

To assist the directors to discharge their duties, there are established written procedures to enable the directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expense.

The term of office of the Company's non-executive directors, including the independent non-executive directors, is 3 years, subject to retirement by rotation (pursuant to Bye-law 110(A) of the Company's Bye-laws), whichever is the earlier.

Under Code Provision A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Not all directors of the Company retire strictly under Code Provision A.4.2. The Company's Bye-Laws 110(A) stipulates that, one-third of the directors of the Company who have been longest serving in office since their last election, except the Chairman or CEO, shall retire from office by rotation at each annual general meeting ("AGM").

Both the Board and management have clearly defined roles and responsibilities. The Board is ultimately responsible for establishing the overall long term strategic direction and objectives of the Group, monitoring the performance of senior management and oversees corporate governance and risk management and internal control systems. Management is responsible for formulating and implementing operational and business strategies and plans to achieve the Group's strategic direction. Directors have access to management for enquiries, explanations, briefings or informal discussions on the Group's operations and businesses.

3. 董事會 (續)

為協助董事履行職務，董事會已制訂書面程序，讓董事按合理要求，可在適當情況下尋求獨立專業意見，有關費用由本公司支付。

本公司非行政董事(包括獨立非行政董事)的任期為三年，並須根據本公司的公司細則第110(A)條規定輪席告退，以較早者為準。

根據守則條文第A.4.2條，各董事(包括有指定任期的董事)應最少每三年輪席告退一次。本公司細則第110(A)條規定除主席或行政總裁外自上次獲選起計任期最長的三分之一董事須於每次股東週年大會(「股東週年大會」)輪席告退，並非本公司全體董事均須嚴格遵照守則條文第A.4.2條告退，惟須根據本公司的公司細則告退。

董事會及管理層均有明確界定的角色和職責。董事會負責確立本集團整體長遠策略方向及目標策略、監察高級管理人員之表現以及監控企業管治、風險管理及內部監控系統。管理層則負責制定營運及業務策略及政策及達致本集團策略方向的計劃。各董事均可聯絡管理層，就本集團的營運和業務查詢任何問題、要求作出解答、要求提供簡報或作非正式交流。

3. BOARD OF DIRECTORS (Continued)

The Board held a total of twelve board meetings and passed circular resolutions during the financial year ended 31 March 2021 and up to the date of this Report. At the board meetings, different issues and matters were discussed and reviewed including, approval of the Group's FY2020/21 interim results and FY2020/21 final results; reviewing financial and operating performances of the Group; approval of new and/or renewals of borrowing facilities; annual review of continuing connected transactions; conducting an annual review of the effectiveness of the system of internal controls of the Company and its subsidiaries, reviewing risk management framework, identifying top risks and corresponding mitigation actions and evaluating and prioritising ESG related issues and disposal of a property. Details of the directors' attendance at the board meetings during the financial year and up to the date of this Report are set out below. All businesses transacted at the board meetings are well documented and records are maintained in accordance with applicable laws and regulations.

3. 董事會(續)

董事會於截至2021年3月31日止財政年度及直至本報告日期共舉行十二次董事會會議並通過多項書面決議案。在該十二次董事會會議上討論及檢討多方面事宜，包括通過本集團2020/21財政年度中期業績及2020/21財政年度末期業績；檢討本集團財務及營運表現；批准新及／或重續借貸融資；年度檢討持續關聯交易；對本公司及其附屬公司的內部監控制度的成效進行年度檢討；檢討風險管理框架、辨別重大風險及相關緩解措施並評估及確定ESG相關事宜的優先順序及出售一項物業。於本財政年度及直至本報告日期，各董事於董事會會議之出席詳情載列如下。於董事會會議討論之各項事務均詳細記錄，並按照適用法例及法規存備有關記錄。

Date of board meeting	董事會會議舉行日期	Total no. of Directors 董事總人數	No. of Directors present 出席董事人數
16 April 2020	2020年4月16日	5	5
22 April 2020	2020年4月22日	5	5
12 May 2020	2020年5月12日	5	5
26 June 2020	2020年6月26日	5	5
30 July 2020	2020年7月30日	5	5
28 August 2020	2020年8月28日	5	4
16 October 2020	2020年10月16日	5	4
13 November 2020	2020年11月13日	5	4
26 November 2020	2020年11月26日	5	5
31 March 2021	2021年3月31日	5	5
20 April 2021	2021年4月20日	5	5
24 June 2021	2021年6月24日	5	5

3. BOARD OF DIRECTORS (Continued)

3. 董事會 (續)

Director 董事		No. of board meetings attended/held during the financial year ended 31 March 2021 and up to the date of this Report 於截至2021年 3月31日止財政年度及 直至本報告日期出席/ 召開之董事會會議數目
Executive Directors		
Mr. Joseph C. C. Wong (Chairman and Chief Executive Officer)	行政董事 黃劍增先生 (主席及行政總裁)	11/12
Mr. Wallace Kwan Chi Kin (Chief Financial Officer)	關志堅先生(首席財務總裁)	12/12
Non-executive Directors		
Mr. Wu Chun Sang (<i>independent</i>) (retired on 28 August 2020)	非行政董事 胡春生先生(獨立) (於2020年8月28日退任)	5/12
Professor Lawrence Wu Chi Man (<i>independent</i>)	胡志文教授(獨立)	11/12
Dr. Agnes Kwong Yi Hang (<i>independent</i>)	鄺易行博士(獨立)	12/12
Mr. Jeff Ho Chi Kin (<i>independent</i>) (appointed from 28 August 2020)	何致堅先生(獨立) (於2020年8月28日獲委任)	6/12

During the financial year, the Company held its AGM on 28 August 2020. No other general meetings were held during the financial year. Details of the directors' attendance at the AGM are set out below:

28 August 2020

Mr. Wallace Kwan Chi Kin
Dr. Agnes Kwong Yi Hang
Prof. Lawrence Wu Chi Man

The Chairman of the Company did not attend the AGM due to personal reasons. The other independent non-executive directors including the Chairman of the Remuneration Committee and the prospective incoming independent non-executive director attended the AGM (in person or virtually). The Group's auditor was also present at the AGM.

於本財政年度，本公司於2020年8月28日舉行股東週年大會。於本財政年度概無舉行其他股東大會。董事出席股東週年大會之詳情載列如下：

2020年8月28日

關志堅先生
鄺易行博士
胡志文教授

本公司主席因個人原因未出席股東週年大會。其他獨立非行政董事(包括薪酬委員會主席及即將上任的獨立非行政董事)出席股東週年大會(親自出席或以虛擬方式)。本集團核數師亦出席股東週年大會。

3. BOARD OF DIRECTORS (Continued)

The Board is supplied with relevant information by management pertaining to matters to be brought before the Board for decision as well as reports relating to internal controls, risk management or financial performance of the Group before each regular board meeting. At least 14 day's notice of a regular board meeting is given to all directors giving them the opportunity to attend. Board papers are despatched to directors generally at least 3 days before the meeting and in any event as soon as practicable, in all instances, ensuring that they have sufficient time to review the papers and are adequately prepared for the meeting. At the time when papers are sent to the directors, they are requested to contact the Company Secretary or the Group CFO, where applicable should they have any questions.

The proceedings of board meetings are generally conducted by the Chairman of the Company who ensures that sufficient time is allocated for discussion and consideration of items on the agenda and also ample opportunities are given to directors to speak, express their views and share their concerns. The Chairman values insightful and strategic advice from other directors and further promotes a culture conducive to the exchange of constructive communication within the Board. The Chairman held a meeting on 20 April 2021 with the independent non-executive directors without the other directors present.

Under Code Provision A.6.5, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. As such the directors are encouraged to participate in continuous professional development. Courses have been regularly circulated to directors for their selection and materials are circulated for their reading. E-training on the website of the HKEX was also made available to the directors.

3. 董事會(續)

於每次定期董事會會議召開前，管理人員會向董事會提供與將提呈董事會決議事項有關之資料以及有關本集團內部監控、風險管理或財務表現之報告。於定期董事會會議舉行至少14天前向全體董事發出通告，讓董事有機會出席。董事會文件一般須於會議舉行至少3天前派發予董事，並無論如何應在切實可行情況下盡快作出有關安排，以確保董事有足夠時間審閱會議文件及為會議作出充足準備。於向董事發送文件時，會請彼等就任何問題(如有)聯繫公司秘書或本集團首席財務總裁(如適用)。

董事會之會議程序通常由本公司主席主持，彼須確保分配足夠時間讓董事就各項議程作出討論及審議，同時亦給予各董事充足機會發言，提出意見及表達其關注的事項。主席重視其他董事提出的有見地的策略建議，並在董事會內部進一步提倡一種有利於交流建設性溝通的文化。在無其他董事出席的情況下，主席與獨立非行政董事於2021年4月20日舉行了一次會議。

根據守則條文第A.6.5條，所有董事均須參加持續專業發展以發展及更新其知識及技能。因此，本公司鼓勵董事參加持續專業發展並定期發送相關課程及閱讀材料予各董事選修及閱讀。董事亦可於香港交易所網站上進行電子培訓。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

3. BOARD OF DIRECTORS (Continued)

A description of the training, and number of hours undertaken by each director is set out below: –

3. 董事會 (續)

下文載列對培訓的描述，以及每位董事接受培訓的時間：–

Director 董事	Description of Training 培訓描述	Number of Hours 時數
Mr. Joseph C. C. Wong (<i>Chairman and Chief Executive Officer</i>) 黃創增先生 (主席及行政總裁)	Debunking Cloud Transformation Mystery: Case Studies to Enhance Cybersecurity, Data Confidentiality and Compliance When Working Away From Office	2
Mr. Wallace Kwan Chi Kin (<i>Chief Financial Officer</i>) 關志堅先生 (首席財務總裁)	Global trade impacts and considerations & Asia Pacific immigration; Post COVID-19 changes and transformations in the operating model & Enterprise Resource Planning; Governance, Risk & Compliance Series: Digital Transformation of Regulatory Risk Management and Corporate Governance Compliance; Looking beyond Business Disruption: Hong Kong's technology-driven future; [COVID 19 disclosure] Annual/ESG report guide; Impact of COVID-19 on Hong Kong Consumers' Behaviours; Key trends on tax and immigration impacting talent mobility & Tax controversy in Asia Pacific; Financial Reporting Webinar Series: IASB project update – Business combinations under common control	20
Mr. Wu Chun Sang (<i>independent</i>) (retired on 28 August 2020) 胡春生先生 (獨立) (於2020年8月28日退任)	Reading materials including accounting and business magazines issued by ACCA, APlus Magazine issued by HKICPA	10
Professor Lawrence Wu Chi Man (<i>independent</i>) 胡志文教授 (獨立)	INEDs Role in Corporate Governance; ESG Governance and Reporting; Exchange's New ESG Requirements; Connected Transaction Rules	3
Dr. Agnes Kwong Yi Hang (<i>independent</i>) 鄺易行博士 (獨立)	發現冠狀病毒後探索世界新興消費趨勢	3
Mr. Jeff Ho Chi Kin (<i>independent</i>) (appointed from 28 August 2020) 何致堅先生 (獨立) (於2020年8月28日獲委任)	HKICPA e-seminar: Forum on Consultation on Quality; Management for Firms and Engagements; Leading and Motivating a Virtual Team; Practical Employment Issues arising out of COVID-19 Outbreak; The Impact of COVID-19 on Commercial Contracts and Points to Consider in a Business Continuity Plan; How will the new ethical standard NOCLAR affect you?	5

4. CONFIRMATION OF INDEPENDENCE

The Company confirms that it has received from each of its independent non-executive directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers the independent non-executive directors to be independent.

5. BOARD DIVERSITY

(1) Policy on Board Diversity

- We believe that board appointments should first and foremost be based on merit
- We embrace diversity by being inclusive and support gender, ethnic, cultural, generational and geographical diversity, amongst others
- We believe that an optimal and balanced board should comprise of both male and female members with an appropriate balance of different skills, educational and industry background, experience, knowledge and independence

(2) Objective and Benefits of Board Diversity

We believe in diversity and inclusiveness as these bring to the boardroom a spectrum of perspectives and opinions, necessary as we navigate our businesses through a more complex market place and as our customers' aspirations grow in sophistication.

6. NOMINATION POLICY

- Nomination Committee to consider director retirements, re-election and eligibility within a reasonable time before proposing to the Board
- To review and assess proposed candidates' backgrounds, experience, expertise according to a) Board diversity policy of the Company; b) current board composition of the Company and c) Group's strategic objectives

4. 獨立性確認函

本公司確認已接獲各獨立非行政董事根據上市規則3.13條發出之年度獨立性確認函，且本公司仍認為獨立非行政董事為獨立人士。

5. 董事會成員多元化

(1) 董事會成員多元化政策

- 本集團相信，用人唯才應為董事會委任董事的首要原則
- 董事會兼收並蓄，奉行多元化政策，並支持性別、種族、文化、年紀及地域多樣化
- 本集團相信，一個至優及均衡的董事會應由在不同技能、教育及行業背景、經驗、知識及獨立性之間取得適度平衡的男性及女性成員組成

(2) 董事會成員多元化的目標及裨益

本集團相信多元化及兼收並蓄，會為董事會提供更全面的觀點與看法，對本集團在日趨複雜的市場開展業務以及滿足本集團客戶不斷提高且複雜多樣的期望實屬必要。

6. 提名政策

- 提名委員會在向董事會提出董事退任、重選連任及資格的建議前在合理時間內考慮
- 根據a)本公司的董事會成員多元化政策；b)本公司目前的董事會組成；及c)本集團的戰略目標，審查及評估建議候選人的背景、經驗及專業知識

6. NOMINATION POLICY *(Continued)*

- To consider how a proposed candidate (whether new or seeking re-election) can contribute to and support or has in the past contributed to and supported the Board
- For directors considering re-election, to review and assess if they have attended board, committee and general meetings, and, frequency of attendance
- To consider if a proposed candidate can devote sufficient time to discharge his/her duties and responsibilities
- If the position is for an INED, to ensure listing rules requirements on independence are met

7. PROCEDURE FOR NOMINATION

- (i) Refer/propose name to Company Secretary who will inform the Nomination Committee with CV of the proposed candidate.
- (ii) Presents candidate and his/her CV and where possible, other relevant background information to the Nomination Committee for consideration according to the Nomination Policy.
- (iii) Where necessary, the Nomination Committee or the Chairman of the Nomination Committee meets the proposed candidate to assess suitability.
- (iv) Nomination Committee confirms or rejects proposed candidate with proper reasons.
- (v) To restart process when a proposed candidate is rejected.

6. 提名政策 *(續)*

- 考慮建議候選人(無論是新候選人還是尋求連任的候選人)如何能為董事會作出貢獻及支持,或於過去對董事會所作出的貢獻及支持
- 考慮重選連任的董事時,審查及評估彼等有沒有出席董事會、委員會及股東大會,以及其出席次數
- 考慮建議候選人能否投入足夠的時間履行其職責及責任
- 倘該職位為獨立非行政董事,需確保有關建議候選人符合上市規則內有關獨立性的規定

7. 提名程序

- (i) 向公司秘書提交/提議建議候選人的名稱,公司秘書其後將向提名委員會提供有關建議候選人的履歷。
- (ii) 根據提名政策,向提名委員會提交候選人及其履歷,以及在可行的情況下,提供其他相關的背景資料,以供委員會考慮。
- (iii) 提名委員會或提名委員會主席於需要時會與建議候選人會面,以評估其合適性。
- (iv) 提名委員會會以正當理由確認或拒絕建議候選人。
- (v) 建議候選人被拒絕時,有關流程將重新開始。

8. COMPANY SECRETARY

The Company Secretary is an employee of the Company and has day to day knowledge of the Group's affairs. She reports to the Chairman and CEO. The Board has access to the advice and services of the Company Secretary to ensure that board procedures and all applicable laws, rules and regulations, are followed.

The Company Secretary attended various professional development seminars (Employment Law in Asia Pacific: A Year in Review - (China, Hong Kong, Japan, Korea, Taiwan), HKICS Biennial Corporate Governance Conference (CGC) 2020, HKICS Annual Corporate and Regulatory Update 2020) and read materials on legal and corporate secretarial updates, receiving more than 15 hours of training during the financial year.

9. ACCOUNTABILITY AND AUDIT

The Board acknowledges its responsibility for the preparation of the Group's accounts and has delegated this responsibility to the Group CFO. The Group CFO and his team are responsible for preparing interim and annual financial statements based on Hong Kong Financial Reporting Standards ("HKFRS") ensuring that the financial statements present a true and fair view of the results and the financial position of the Group and that they comply with the disclosure requirements of the Hong Kong Companies Ordinance, the Listing Rules and other applicable laws and regulations. The Group CFO maintains regular communications with the external auditors. He also plays a role in reviewing and making recommendations to the Board on the Group's financial risk management. During the fiscal year, the Group CFO was also responsible for overseeing the Group's investor relations activities.

A statement by the Group's external auditors, RSM Hong Kong about their reporting responsibilities on the Group's financial statements are set out in the Independent Auditor's Report on pages 34 to 44.

The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company and its subsidiaries ability to continue as a going concern. The Group's consolidated financial statements have been prepared on a going concern basis (see notes to financial statements "2. Basis of Preparation" on pages 51 to 52).

8. 公司秘書

本公司的公司秘書為本公司的僱員，瞭解本集團的日常事務。公司秘書向主席及行政總裁報告。公司秘書向董事會提供建議及服務以確保遵守董事會程序及所有適用法律、規則及規例。

公司秘書已於本財政年度出席各項專業發展研討會(亞太地區的僱傭法：一年的回顧(中國、香港、日本、韓國、台灣)、2020年香港特許秘書公會兩年一次的企業管治會議、2020年度香港特許秘書公會企業及監管資料更新)並研讀法律及公司秘書的最新資訊，接受多於15個小時的培訓。

9. 問責及審核

董事會知悉其肩負編製本集團賬目之責任，並已將此責任委派予本集團首席財務總裁。本集團首席財務總裁及其屬下人員負責遵照香港財務報告準則(「香港財務報告準則」)編製中期及年度財務報表，確保財務報表真實及公平地反映本集團的業績及財務狀況，並遵守香港公司條例、上市規則及其他適用法例及法規之披露規定。本集團首席財務總裁須定期與外聘核數師溝通。本集團首席財務總裁在本集團財務風險管理方面亦擔當審核及向董事會作出建議的角色。於財政年內，本集團首席財務總裁亦負責監管本集團投資者關係事務。

本集團外聘核數師羅申美會計師事務所就其對本集團財務報表的責任而作出的聲明載於第34頁至44頁獨立核數師報告。

董事會並未注意到任何與或對本公司及其附屬公司持續經營能力構成重大疑慮之事件或情況有關之重大不確定因素。本集團的綜合財務報表已按持續經營基準編製(請參閱第51至52頁上的財務報表附註2「編製基礎」)。

10. AUDITORS' REMUNERATION

The Board appointed RSM Hong Kong as the external auditor of the Company and certain of its subsidiaries to fill the casual vacancy following the resignation of Ernst & Young, from 16 April 2020 until the conclusion of the 2020 AGM of the Company. RSM Hong Kong was re-appointed as the external auditor of the Company and certain of its subsidiaries at the 2020 AGM. During the year, HK\$1,754,000 was paid or payable to RSM Hong Kong for the provision of audit services.

The Group also engaged other auditors in overseas for auditing and miscellaneous services and total fees paid amounted to HK\$188,000.

11. BOARD COMMITTEES

To assist the Board in the discharge of its duties, the Board is supported by four board committees. Each committee has its defined scope of duties and terms of reference and the committee members are empowered to make decisions on matters within the terms of reference of each committee.

All businesses transacted at board committee meetings are recorded and minuted with copies provided to the Board. Full minutes of Board Committee meetings are kept by the Company Secretary. Draft and final versions of the minutes are sent to all committee members for their comments and records within a reasonable time (generally 14 days) after the committee meeting. The terms of reference of these board committees are available on the Company's website at www.stelux.com.

(1) Audit Committee

The Audit Committee comprises of three independent non-executive directors, namely, Mr. Wu Chun Sang (Chairman of the Audit Committee) (retired on 28 August 2020) replaced by Mr. Jeff Ho Chi Kin (appointed from 28 August 2020), Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

10. 核數師酬金

安永會計師事務所辭任後，董事會委任羅申美會計師事務所為本公司及若干其附屬公司之外聘核數師(任期從2020年4月16日起直至本公司2020年股東週年大會結束為止)，以填補有關臨時空缺。羅申美會計師事務所於2020年的股東週年大會上續聘為本公司及其若干附屬公司的外聘核數師。年內，本公司就羅申美會計師事務所提供之核數服務向其支付或應付港幣1,754,000元。

本集團亦於海外委聘其他核數師提供核數及不同服務，所支付費用合共港幣188,000元。

11. 董事委員會

為協助董事會履行職務，在董事會以下設有四個董事委員會。各委員會有既定的職責及職權範圍，委員會成員獲授權可就各委員會職權範圍內的事項作出決策。

於董事委員會會議進行的所有事項均有記錄及記入會議記錄，該等記錄的副本亦會提供予董事會。董事委員會的完整會議記錄由公司秘書保存。會議記錄的草稿及最終版本會在委員會會議結束後的合理時間內(一般為14天)發送予所有委員會成員，供其評論及記錄。上述董事委員會的職權範圍於本公司網站www.stelux.com可供瀏覽。

(1) 審核委員會

審核委員會由三名獨立非行政董事胡春生先生(審核委員會主席)(於2020年8月28日退任)(由何致堅先生(於2020年8月28日獲委任)取代)、胡志文教授及鄺易行博士組成。

11. BOARD COMMITTEES (Continued)

(1) Audit Committee (Continued)

The terms of reference of the Committee are aligned with the recommendations set out in the Listing Rules and the code provisions set out in the Corporate Governance Code. The Committee provides advice and recommendations to the Board and oversees all matters relating to the external auditors, thus playing an important role in monitoring and safeguarding the independence of the external auditors.

The Committee met seven times during the financial year and up to the date of this Report (together with the external auditors, in two meetings) to discuss matters, including, the disposal of a property by way of transfer of shares in a subsidiary, the Group's audit service plan, the review of accounting standards (including HKFRS 16 Leases principles and practices adopted by the Group and other financial reporting matters; to ensure the completeness, accuracy and fairness of the financial statements of the Company; to discuss the effectiveness of the systems of internal control throughout the Group including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget, ESG related issues and risks on the Group's businesses (if any); to review all significant business affairs managed by the executive directors in particular on continuing connected transactions and to review the Group's interim results for FY2020/21 and results for the year ended 31 March 2021 before they were presented to the Board for approval.

11. 董事委員會(續)

(1) 審核委員會(續)

委員會的職權範圍乃根據上市規則所載建議及企業管治守則所載守則條文而制定。委員會向董事會提供意見及建議，並監督與外聘核數師有關的所有事宜，因此，其在監察及保持外聘核數師獨立性方面扮演重要角色。

委員會於本財政年度及直至本報告日期舉行七次會議，兩次連同外聘核數師，會議討論之事項包括以轉讓於一間附屬公司的股份的方式出售一項物業、本集團之核數服務計劃、檢討本集團採納的會計準則(包括香港財務報告準則第16號租賃)原則及慣例以及其他財務報告事項；確保本公司財務報表的完整性、準確性及公平性；檢討本集團整體內部監控制度的成效，包括在本公司會計及財務匯報職能方面是否擁有充足的資源、員工是否具備足夠的資歷及經驗，並已接受充足的培訓，及是否備有充足的預算、ESG相關事宜及有關本集團業務(如有)的風險；檢討行政董事負責的一切重要商業事務，特別是持續關聯交易；以及在呈報本集團2020/21財政年度中期業績及截至2021年3月31日止年度業績予董事會核准前，審閱該等業績。

11. BOARD COMMITTEES (Continued)

(1) Audit Committee (Continued)

Attendance of directors at the Audit Committee meetings held on:

1 April 2020

16 April 2020

22 April 2020

24 June 2020

24 November 2020

20 April 2021

22 June 2021

Mr. Wu Chun Sang

(retired on 28 August 2020)

Prof. Lawrence Wu Chi Man

Dr. Agnes Kwong Yi Hang

Mr. Jeff Ho Chi Kin

(appointed from 28 August 2020)

(2) Remuneration Committee

The Company's Remuneration Committee comprises of Professor Lawrence Wu Chi Man (Chairman of the Remuneration Committee), Mr. Wu Chun Sang (retired on 28 August 2020) replaced by Mr. Jeff Ho Chi Kin (appointed from 28 August 2020), and Dr. Agnes Kwong Yi Hang (all independent non-executive directors of the Company) and Mr. Joseph C.C. Wong (Group Chairman and CEO).

11. 董事委員會(續)

(1) 審核委員會(續)

董事於下列日期舉行的審核委員會會議的出席情況：

2020年4月1日

2020年4月16日

2020年4月22日

2020年6月24日

2020年11月24日

2021年4月20日

2021年6月22日

胡春生先生

(於2020年8月28日退任)

胡志文教授

鄺易行博士

何致堅先生

(於2020年8月28日獲委任)

(2) 薪酬委員會

本公司的薪酬委員會由胡志文教授(薪酬委員會主席)、胡春生先生(於2020年8月28日退任)(由何致堅先生(2020年8月28日獲委任)取代)及鄺易行博士(均為本公司獨立非行政董事)及黃創增先生(集團主席及行政總裁)組成。

11. BOARD COMMITTEES (Continued)

(2) Remuneration Committee (Continued)

Code Provision B.1.2 deals with the terms of reference of the Remuneration Committee. The Company has adopted the terms of reference under Code Provision B.1.2 except that the terms of reference do not include reviewing and determining the remuneration packages of senior management. The Company believes that the remuneration packages of senior management should be the responsibility of the executive directors as they are in a better position to appraise the performance of senior management. The Remuneration Committee determines with delegated responsibility the remuneration packages of its individual executive directors.

Due to the impact of COVID-19, the basic salaries of its executive directors were frozen in line with the Group's office staff in Hong Kong. In addition, as unpaid leave was implemented for certain levels of employees, Mr. Kwan also participated in the unpaid leave scheme. Mr. Wallace Kwan Chi Kin's annual target bonus base under the annual bonus scheme was reduced for FY2020/21 in line with other senior executives participating under the same executive bonus scheme.

Mr. Joseph C. C. Wong did not participate in the Group's executive bonus scheme for FY2020/21, and further waived his entitlement to his basic salary for part of FY2020/21 so as to align with the Group's adoption of unpaid leave.

11. 董事委員會(續)

(2) 薪酬委員會(續)

守則條文第B.1.2條載有有關薪酬委員會的職權範圍。本公司已採納守則條文第B.1.2條所載的職權範圍，惟不包括有關檢討及釐定高級管理人員薪酬待遇的部分。本公司認為行政董事較適合評估高級管理人員的表現，因此，釐定高級管理人員的薪酬待遇應由行政董事負責。薪酬委員會的職責為釐定其行政董事個人的報酬。

由於新型冠狀病毒疫情的影響，其行政董事的基本工資被凍結，與本集團香港辦事處員工一致。此外，由於對若干級別的員工實施無薪假期，關先生亦參加無薪假期計劃。於2020/21財政年度，關志堅先生在年度花紅計劃中的年度目標花紅基數被削減，與其他參與同一行政人員花紅計劃的高級行政人員一致。

黃創增先生並無參加本集團2020/21財政年度的行政人員花紅計劃，並進一步放棄其在2020/21財政年度部分時間的基本薪金權利，以配合本集團採用無薪假期的做法。

11. BOARD COMMITTEES (Continued)

(2) Remuneration Committee (Continued)

Attendance of directors at the Remuneration Committee held on:

22 April 2020

Mr. Joseph C. C. Wong
Prof. Lawrence Wu Chi Man
Mr. Wu Chun Sang
(retired on 28 August 2020)
Dr. Kwong Yi Hang

The circular resolutions resolved by the Remuneration Committee were comprised of:

Prof. Lawrence Wu Chi Man
Mr. Joseph C. C. Wong (abstaining with respect to his remuneration)

Mr. Wu Chun Sang
(retired on 28 August 2020)
Dr. Agnes Kwong Yi Hang
Mr. Jeff Ho Chi Kin
(appointed from 28 August 2020)

(3) Nomination Committee

The Nomination Committee comprises of Mr. Joseph C. C. Wong (Chairman of the Nomination Committee, Group Chairman and CEO) and three independent non-executive directors, namely, Mr. Wu Chun Sang (retired on 28 August 2020) replaced by Mr. Jeff Ho Chi Kin (appointed from 28 August 2020), Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

11. 董事委員會 (續)

(2) 薪酬委員會 (續)

董事於下列日期舉行的薪酬委員會的出席情況：

2020年4月22日

黃創增先生
胡志文教授
胡春生先生
(於2020年8月28日退任)
鄺易行博士

由下列人士組成的薪酬委員會已通過傳閱決議案：

胡志文教授
黃創增先生(黃先生就其薪酬的動議棄權)

胡春生先生
(於2020年8月28日退任)
鄺易行博士
何致堅先生
(於2020年8月28日獲委任)

(3) 提名委員會

提名委員會由黃創增先生(提名委員會主席、本集團主席及行政總裁)及三名獨立非行政董事胡春生先生(於2020年8月28日退任)(由何致堅先生(於2020年8月28日獲委任)取代)、胡志文教授及鄺易行博士組成。

11. BOARD COMMITTEES (Continued)

(3) Nomination Committee (Continued)

Code Provision A.5.3 deals with the terms of reference of a Nomination Committee. The Company has adopted the terms of reference under Code Provision A.5.3. During the financial year, and up to the date of this Report, the Committee met twice. The Committee considered the independence of its retiring independent non-executive director and confirmed having received from each of its independent non-executive directors an annual confirmation of his/her independence. Professor Lawrence Wu Chi Man and Mr. Wallace Kwan Chi Kin are due to retire at the forthcoming AGM. Mr. Kwan being eligible has put forward himself for re-election. Having served for more than 15 years, Professor Wu has decided not to put himself forward for re-election. In the nomination process for a new independent non-executive director to take the place of Professor Wu, the Committee has received and assessed the CVs of several prospective candidates. The Committee proposes the most appropriate individual with the right balance of skills, experience, and industry background for the position based on the Company's board diversity policies and nomination processes for appointment or election/re-election of directors. The Committee selected a candidate with prior banking experience and who is currently CEO of a retail Food and Beverage business with operations in several regions, including Mainland China.

Attendance of directors at the Nomination Committee meetings held on:

18 June 2020

24 June 2021

Mr. Joseph C. C. Wong

Prof. Lawrence Wu Chi Man

Mr. Wu Chun Sang

(retired on 28 August 2020)

Dr. Agnes Kwong Yi Hang

Mr. Jeff Ho Chi Kin

(appointed from 28 August 2020)

11. 董事委員會(續)

(3) 提名委員會(續)

守則條文第A.5.3條載有有關提名委員會的職權範圍。本公司已採納守則條文第A.5.3條所載的職權範圍。於本財政年度及截至本報告日期，委員會曾舉行兩次會議。委員會考慮退任的獨立非行政董事的獨立性，並確認已收到各獨立非行政董事的年度獨立性確認函。胡志文教授及關志堅先生將於應屆股東週年大會上退任。關先生符合資格並願膺選連任。於服務超過15年後，胡教授已決定不願膺選連任。於提名新獨立非行政董事以接替胡教授的提名過程中，委員會收到並評估數名具潛質的候選人的簡歷。委員會建議根據本公司董事會成員多元化政策以及委任或選舉／重選董事的提名程序提名具有勝任該職位的技能、經驗及行業背景的合適人選。委員會選舉一位具有銀行工作經驗的候選人，該候選人目前為一家在多個地區(包括中國內地)開展業務的零售食品及飲料企業的行政總裁。

董事於下列日期舉行的提名委員會會議的出席情況：

2020年6月18日

2021年6月24日

黃創增先生

胡志文教授

胡春生先生

(於2020年8月28日退任)

鄺易行博士

何致堅先生

(於2020年8月28日獲委任)

11. BOARD COMMITTEES (Continued)

(4) Corporate Governance Committee

Stelux recognises that adopting proper systems, running our businesses within a strong legal framework of rules and procedures, underpinned by sound business ethics are essential to safeguarding the performance of the Group and our shareholders' interests in a sustainable manner. The Corporate Governance Committee comprises Mr. Wallace Kwan Chi Kin (Chairman of the Corporate Governance Committee and Chief Financial Officer) and three independent non-executive directors, namely, Mr. Wu Chun Sang (retired on 28 August 2020) replaced by Mr. Jeff Ho Chi Kin (appointed from 28 August 2020), Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

Code Provision D.3.1 deals with the terms of reference of a corporate governance committee. The Company has adopted the terms of reference under Code Provision D.3.1. The Corporate Governance Committee held a meeting to review the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report. Since the implementation of the statutory disclosure regime for inside information under the Securities and Futures (Amendment) Ordinance 2012 on 1 January 2013, systems are in place on reporting and dissemination of inside information.

11. 董事委員會(續)

(4) 企業管治委員會

寶光認為以良好的商業道德為本，採用合適的體制，按由規則及程序構成的健全法律框架下經營業務，乃保障本集團財務表現及以可持續的方式保障股東權益的基礎。企業管治委員會由關志堅先生(企業管治委員會主席及首席財務總裁)及三名獨立非行政董事胡春生先生(於2020年8月28日退任)(由何致堅先生(於2020年8月28日獲委任)取代)、胡志文教授及鄺易行博士組成。

守則條文第D.3.1條載有有關企業管治委員會的職權範圍。本公司已採納守則條文第D.3.1條所載的職權範圍。企業管治委員會舉行一次會議檢討本公司對守則條文的遵守及於企業管治報告內的披露情況。自2012年證券及期貨(修訂)條例下的內幕消息法定披露政策於2013年1月1日起生效，本公司已制定申報及發放內幕消息的體制。

11. BOARD COMMITTEES (Continued)

(4) Corporate Governance Committee (Continued)

Attendance of directors at the Corporate Governance Committee Meeting held on:

20 April 2021

Mr. Wallace Kwan Chi Kin

Mr. Wu Chun Sang

(retired on 28 August 2020)

Prof. Lawrence Wu Chi Man

Dr. Agnes Kwong Yi Hang

Mr. Jeff Ho Chi Kin

(appointed from 28 August 2020)

12. RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it has overall responsibility for ensuring that the Group establishes and maintains appropriate risk management and internal control systems and for reviewing their effectiveness. The Group's risk management and internal control systems are designed to manage and minimise risk of failures in the Group's operational systems, and to achieve our objectives. Such systems can only provide reasonable but not absolute assurance against material misstatement or loss.

During the year, the Group has complied with all the code provisions on risk management and internal control under the Corporate Governance Code.

The main features of the Group's Risk Management and Internal Control Systems, include:

(1) Risk Management

The Group's risk management process is a four-step process involving identifying, assessing, responding to and monitoring risks which could affect the Group from achieving its strategic or business objectives.

11. 董事委員會 (續)

(4) 企業管治委員會 (續)

董事於下列日期舉行的企業管治委員會會議的出席情況：

2021年4月20日

關志堅先生

胡春生先生

(於2020年8月28日退任)

胡志文教授

鄺易行博士

何致堅先生

(於2020年8月28日獲委任)

12. 風險管理及內部監控

董事會知悉其有責任確保本集團制定及維持適當的風險管理及內部監控系統以及審查有關系統之效用。本集團風險管理及內部監控系統用於管理及減低本集團營運系統的失效風險，從而達致本集團之目標。該等系統只可就重大錯誤陳述或損失提供合理而非絕對之保證。

年內，本集團已符合企業管治守則項下風險管理及內部監控的所有守則條文。

本集團的風險管理及內部監控系統的主要特點包括：

(1) 風險管理

本集團的風險管理程序有四個步驟，包括識別、評估、回應及監察可能對本集團達致策略或業務目標造成影響的風險。

12. RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

(1) Risk Management (Continued)

In order to ensure the risk management process is executed effectively and as an integral part of our business, the Board has established the following risk management and reporting framework which specifies the responsible parties and their roles and responsibilities for managing risks of the Group.

The Board

- oversees management in the design, implementation and monitoring of the risk management and internal control systems
- evaluate and determine the Group's key risks which would significantly affect it achieving strategic or business objectives
- review the Group's key risks and mitigation actions and ensure the effectiveness of risk management and internal control systems

Audit Committee

- oversees design and operating effectiveness of the Group's underlying risk management process and internal control systems
- review effectiveness of the Group's risk management and internal controls with support from the Internal Audit Function and reporting to the Board

Risk Steering Committee

- members comprised of key executives of the Group
- assess and determine the Group's key risks and ensure appropriate mitigation actions/controls are in place
- track progress of mitigation actions/controls over identified key risks and report to Audit Committee
- provide confirmation to the Board on the effectiveness of the Group's risk management and internal control systems annually

12. 風險管理及內部監控(續)

(1) 風險管理(續)

為確保風險管理程序可有效執行並作為本集團業務之整合部分，董事會已設立以下風險管理及報告框架，訂明各負責部門及其就管理本集團風險的職責及責任。

董事會

- 監督管理層對風險管理及內部監控系統之制定、實施及監察
- 評估及判斷可能對本集團達成策略或業務目標造成重大影響的主要風險
- 審閱本集團的主要風險及減低風險之措施，以及確保風險管理及內部監控系統之有效性

審核委員會

- 監測本集團相關風險管理程序及內部監控系統之制定及操作效用
- 在內部審計部的協助下審閱本集團的風險管理及內部監控的有效性，並向董事會報告

風險督導委員會

- 成員包括本集團的主要執行人員
- 評估及判斷本集團的主要風險，並確保實施適當減低風險的措施／監控
- 跟進已識別主要風險之緩減措施／監控，並向審核委員會報告
- 每年向董事會確認本集團的風險管理及內部監控系統的有效性

12. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(1) Risk Management (Continued)

**Business Units and Functional Support
Management**

- management meets periodically to identify new and review existing risks
- design, implement and monitor mitigation actions and internal control activities in their day-to-day operations
- ensure risk management process and mitigation actions and internal controls follow guidelines or recommendations provided by the Risk Committee and Internal Audit Function

Internal Audit Function

- carry out analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems
- support the Audit Committee in reviewing the effectiveness of the Group's risk management and internal control systems

(2) Internal Control

Internal control is a process for the Board and management to assure achievement of the Group's objectives in operational effectiveness and efficiency, reliable financial reporting, and compliance with laws, regulations and our internal policies.

The Group has the following major internal controls in place:

- Policies and SOPs are in place set to govern staff in shop operations, integrity of trading practices, compliance on handling personal data of customers, acquisition and disposal of capital assets, financial reporting, etc.
- Authorisation and approval matrix are set based on nature and type of transactions.

12. 風險管理及內部監控(續)

(1) 風險管理(續)

業務單位及部門支援管理

- 管理層定期進行會議，以識別新風險及審閱現有風險
- 制定、實施及監測日常營運的減低風險措施及內部監控措施
- 確保風險委員會及內部審計部提供的風險管理程序及風險減低措施及內部監控指引或建議獲遵從

內部審計部

- 就本集團的風險管理及內部監控系統的合適性及有效性進行分析及獨立評估
- 支援審核委員會審閱本集團的風險管理及內部監控系統的有效性

(2) 內部監控

內部監控為董事會及管理層確保達致本集團有關營運有效性及效率、可靠財務匯報制度及遵守法律、法規及內部政策的程序。

本集團已實行下列主要內部監控措施：

- 落實政策及標準經營程序以監管營運店舖之員工、交易常規的完整性、處理客戶個人資料的合規性、資本資產的收購及出售、財務報告等。
- 根據不同交易性質及類型制定不同授權及批准的基礎。

12. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(2) Internal Control (Continued)

- Employees' Code of Conduct is available on the Company's intranet, Employee Handbooks and Operations Manuals. Employees are required to strictly follow the Code of Conduct to ensure the Group operates to the highest standards of business behaviour and ethics.
- Business plans and budgets of individual business units are prepared and regularly monitored by management.
- Regular management meetings are held to review business updates, cash positions and to monitor operating performance against budgets and relevant KPIs.
- Regular reviews on store portfolio.
- Information access to Accounting, Human Resources, CRM and other IT systems are restricted and managed on a need-to-know basis in order to protect data and ensure data integrity.
- Major or material connected transactions require pre-approval of independent non-executive directors and all continuing connected transactions are reviewed on an annual basis pursuant to the requirements of the Listing Rules.
- The Group has a "whistle-blowing" mechanism to allow staff to anonymously report any suspected fraud or employee's misconduct to the Head of Internal Audit who will refer the report to the Audit Committee and the Board for further investigation and/or actions.

12. 風險管理及內部監控(續)

(2) 內部監控(續)

- 操守守則載於本公司內聯網、僱員手冊及業務手冊之內。僱員需要嚴格遵守操守守則，確保本集團的營運符合業務行為及道德的最高標準。
- 管理層定期制定及監察個別業務單位的業務計劃及預算。
- 管理層定期舉行會議，參照有關各預算及相關關鍵績效指標，檢討業務的最新情況、現金狀況及經營表現。
- 定期審閱店舖組合。
- 限制並以「有需要知道」的原則管理有關會計、人力資源、CRM及其他電腦系統的資料，以保障資料及確保資料的完整性。
- 主要或重大關聯交易需要獨立非行政董事的事前批准，而所有持續關聯交易根據上市規則每年予以審閱。
- 本集團設有「舉報」機制，供員工向內部審計部主管匿名報告任何涉嫌欺詐或員工不當行為，而內部審計主管將向審核委員會及董事會報告，以作出進一步調查及／或行動。

12. RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

(2) Internal Control (Continued)

- The Company has a system which sets out the requirements and procedures for handling and disseminating inside information to the public. Any material information which comes to the knowledge of one or more officers should be promptly identified, assessed and escalated, where appropriate, to the attention of the Board.
- Our internal audit function conducts regular reviews and ad hoc engagements which cover risk assessment and monitoring, operational, financial and compliance (including ESG) aspects.

(3) Internal Audit

Under Code Provision C.2.5, an internal audit function should be in place. The key tasks of the Group's Internal Audit Function include:

- provides independent and objective assurance to the Audit Committee and the Board with respect to the Group's risk management and internal control systems;
- conduct independent audits on the Group's financial, operational and compliance controls and make recommendations on improving work flow efficiency and effectiveness;
- conduct special reviews on areas of concerns as identified by senior management or the Board;
- conduct investigations on business ethics, employee misconduct, fraud cases and other violations of the Group's policies practices and standards; and
- oversee the "whistle-blowing" mechanism.

The internal audit function also conducts audits on ESG related systems and practices implemented by the Group to monitor compliance and to minimise risks to our businesses.

12. 風險管理及內部監控(續)

(2) 內部監控(續)

- 本公司設有制度列明處理及向公眾傳播內幕資料的要求和程序。如一名或以上的高級人員知悉任何重要資料，則須即時查明、評估及向董事會提呈(如適用)有關資料。
- 內部審計部進行定期審閱及特設行動，包括風險評估及監測、營運、財務及合規(包括環境、社會及管治)等方面。

(3) 內部審計

根據守則條文第C.2.5條，須設立內部審計部。本集團內部審計部的主要職責包括：

- 就本集團的風險管理及內部監控系統向審核委員會及董事會提供獨立和客觀的保證；
- 就本集團的財務、經營及合規監控進行獨立審計，並就改善營運流程效率及效用提供建議；
- 就高級管理層或董事會成員識別的問題進行特別審閱；
- 調查有關業務道德、員工不當行為、欺詐個案、及其他違反本集團政策慣例及標準之事宜；及
- 監測「舉報」機制。

內部審核職能部門亦對本集團實施的ESG相關系統及慣例進行審核，以監控合規，並將我們的業務風險降至最低。

12. RISK MANAGEMENT AND INTERNAL CONTROL

(Continued)

(4) Annual Review by the Board

Under Code Provision C.2.1, the directors should at least annually conduct a review of the effectiveness of the Group's internal controls system reporting to the Company's shareholders in the Corporate Governance Report. The review should cover all material controls, including financial, operational and compliance controls and risk management functions.

Under Code Provision C.2.2, the Board's annual review should, in particular, consider the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function.

The Board through the Audit Committee, reviews the overall effectiveness of the Group's risk management process and internal control systems annually. During the current financial year, the reviews covered the following:

- (i) any significant change in the nature and extent of significant risks and in the control environment of the Group;
- (ii) the significant control weaknesses (including financial, operational and compliance controls) as identified by the Internal Audit Function and the consideration of effectiveness over its recommendations on improving internal business environment;
- (iii) major investigation findings on internal control matters as presented by the Internal Audit function;
- (iv) the effectiveness of the Group's financial reporting and listing related compliance processes;

12. 風險管理及內部監控(續)

(4) 董事會之年度審閱

根據守則條文第C.2.1條，董事應最少每年對本集團內部監控制度的成效進行一次檢討，並在企業管治報告中向本公司股東匯報。有關檢討應涵蓋所有重要的監控方面，包括財務、營運及合規監控以及風險管理職能。

根據守則條文第C.2.2條，董事會的年度檢討應特別審視本集團會計及財務匯報職能是否擁有充足的資源、員工是否具備足夠的資歷及經驗，並已接受充足的培訓，及是否備有充足的預算。

董事會透過審核委員會每年閱審本集團的風險管理程序及內部監控系統的整體成效。於本財政年度，審閱包括以下：

- (i) 重大風險的性質及程度以及本集團監控環境的任何重大改變；
- (ii) 內部審計部識別的重大監控缺陷(包括財務、營運及合規監控)，以及有關其就改善內部業務環境建議的效用性之考慮；
- (iii) 內部審計部就內部監控事宜的主要調查結果；
- (iv) 本集團財務報告及上市規則相關合規程序的有效性；

12. RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

(4) Annual Review by the Board (Continued)

- (v) the Group's risk management system, key risks and corresponding mitigation actions which were summarized by the Risk Steering Committee and the Internal Audit Function based upon discussion with senior management of different business units and functional supports; and
- (vi) the performance, staff qualification and experience, training and adequacy of the Group's accounting, financial reporting and internal audit functions.

The Board and the Audit Committee respectively, conducted an annual review of the Group's risk management and internal control systems for the year ended 31 March 2021 on 20 April 2021 and concluded that adequate and effective risk management and internal control systems of the Group are being maintained.

13. DIVIDEND POLICY

The Company's decision to pay dividends to its shareholders is based on a combination of factors including, the financial performance of the Group, its future developments and capital investments, its liquidity requirements for business operations and external market conditions, like the general operating environment.

14. INVESTOR RELATIONS

We welcome dialogue with existing and prospective investors as a way to promote a greater understanding of the Group's business model and the way we conduct our businesses.

There were no significant changes in the Group's constitutional documents in FY2020/21.

12. 風險管理及內部監控(續)

(4) 董事會之年度審閱(續)

- (v) 本集團由風險督導委員會及內部審計部根據與不同業務單位及部門支援的高級管理層之討論而概括的風險管理制度、主要風險及相應減低風險措施；及
- (vi) 本集團會計、財務匯報及內部審計部的表現、員工資歷及經驗、培訓及充足性。

董事會及審核委員會已分別對本集團截至2021年3月31日止年度的風險管理及內部監控系統於2021年4月20日進行年度檢討，並總結本集團有維持合適及有效的風險管理及內部監控系統。

13. 股息政策

本公司向其股東派付股息的決定基於多項因素，包括本集團的財務表現、其未來發展及資本投資、其業務營運的流動資金需求及外圍市況，如一般營運環境。

14. 投資者關係

我們歡迎與現有及潛在投資者進行對話，藉此促進對本集團的業務模式及開展業務方式的進一步了解。

於2020/21財政年度，本集團的章程文件並無重大變化。

15. SHAREHOLDERS RIGHTS

(1) How shareholders can convene an extraordinary general meeting

Shareholders may request to convene an extraordinary general meeting in accordance with section 74 of the Bermuda Companies Act 1981:

- i. The directors of a company, notwithstanding anything in its bye-laws shall, on the requisition of members 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 as at the date of the deposit carries the right of voting at general meetings of the company, or, in the case of a company not having a share capital, members of the company representing not less than one-tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company.
- ii. The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form each signed by one or more requisitionists.
- iii. 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, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

15. 股東權利

(1) 股東要求召開股東特別大會程序

股東可根據百慕達《1981年公司法》第74條要求召開股東特別大會：

- i. 任何公司董事，儘管公司細則有所規定，如收到公司股東呈請，於提出呈請之日持有不少於公司於提出呈請之日已繳股本十分之一並享有在公司股東大會的投票權，或如公司沒有股本，則公司股東代表於提出呈請之日持有不少於公司所有股東於股東大會上投票的總投票權的十分之一，則應立刻召開公司股東特別大會。
- ii. 呈請必須列明會議目的，由呈請人簽署及投寄至公司註冊辦事處，及可包括由多於一位呈請人簽署的同一格式的多份文件。
- iii. 如董事自遞交呈請後21天內仍未召開大會；該等呈請人，或代表多於全體呈請人一半的總投票權的任何呈請人，則可以自行召開大會，但任何大會皆不能在呈請日起超過三個月後召開。

15. SHAREHOLDERS RIGHTS (Continued)

(1) How shareholders can convene an extraordinary general meeting (Continued)

- iv. A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.
- v. Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such directors as were in default.

(2) Procedures by which enquiries may be put to the board and sufficient contact details to enable these enquiries to be properly directed

Shareholders may send their enquiries to the Board by addressing them to the Company Secretary in writing to:

the Company's principal office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong; or (ii) by email to ir@stelux.com.

(3) Procedures and sufficient contact details for putting forward proposals at shareholders' meetings

Shareholders may, subject to (1) above, by way of request in writing request a shareholders' meeting to be convened for the purpose of considering a certain matter, addressing the request to the Company Secretary at:

the Company's principal office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong.

15. 股東權利(續)

(1) 股東要求召開股東特別大會程序(續)

- iv. 在此條例下由該等呈請人召開的大會須盡可能與由董事召開大會的形式一樣。
- v. 如因董事未能召開大會，任何由該等呈請人支付的合理費用，將由公司付回呈請人。已支付數額將從公司支付給該不履行責任董事的袍金或其他薪酬內扣除。

(2) 股東可向董事會提出查詢的程序，並提供足夠的聯絡資料以便有關查詢可獲恰當處理

股東可以書面方式透過公司秘書向董事會提出問題，郵寄地址為：

香港九龍新蒲崗太子道東698號寶光商業中心27樓本公司主要辦事處；或(ii)電郵至ir@stelux.com。

(3) 在股東大會提出建議的程序及足夠的聯絡資料

在受限於上述第(1)條的情況下，股東可向公司秘書發出書面要求，要求召開股東大會以考慮若干事宜，郵寄地址為：

香港九龍新蒲崗太子道東698號寶光商業中心27樓本公司主要辦事處。

16. COMMUNICATION WITH SHAREHOLDERS

The Company attaches great importance to communication with its shareholders and investors. To foster effective communications, the Company provides extensive information in its annual report, interim report and also publishes information relating to the Group and its businesses on its website: www.stelux.com.

The Company regards the AGM as a platform to provide an important opportunity for direct communications between the Board and the Company's shareholders. All directors and senior management will make an effort to attend. External auditors will also attend the AGM. However, due to COVID-19 restrictions, a hybrid AGM was held, with certain directors attending the AGM by virtual conferencing and physical attendance by staff and other services providers were kept to the minimum. The Chairman and CEO of the Company was not present and, the Chairman of the Nomination and Corporate Governance Committees were virtually present at the Company's AGM held in 2020 whilst the prospective independent non-executive director, Mr Jeff Ho Chi Kin attended the AGM in person. Shareholders are given at least 20 clear business days or 21 days' notice of the AGM (whichever is the longer). The Company supports the Corporate Governance Code principle to encourage shareholders' participation.

Shareholders may send any enquiries they have by addressing them to the Company Secretary in writing to:

(i) the Company's principal office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong; or (ii) by email to ir@stelux.com.

17. CODE OF CONDUCT

To enhance the ethical standards of employees, the Company has an Employee Handbook, setting out the Group's requisite standards and an ethical code of conduct for all employees of the Group. Employees at all levels are expected to conduct themselves in an honest, diligent and responsible manner.

16. 與股東之間的溝通

本公司十分重視與其股東和投資者的溝通。為促進有效的溝通，本公司在年度報告、中期報告中詳盡公佈本集團的資料，亦透過其網站www.stelux.com發佈關於本集團及其業務的資料。

本公司視股東週年大會為董事會與本公司股東提供直接溝通的重要渠道。全體董事及高級管理人員會盡量抽空出席股東週年大會。外聘核數師亦會出席股東週年大會。然而，由於新型冠狀病毒疫情的限制，我們舉行了一個混合模式股東週年大會，部分董事以虛擬方式出席股東週年大會，而員工及其他服務供應商的實際出席率保持在最低水平。本公司的主席兼行政總裁並無出席，提名委員會及企業管治委員會的主席以虛擬方式出席本公司於2020年舉行的股東週年大會，而潛在的獨立非行政董事何致堅先生親身出席股東週年大會。本公司會於舉行股東週年大會前最少20個完整營業日或21日向股東發出會議通知(以時間較長者為準)。本公司堅守企業管治守則，鼓勵股東出席會議。

股東如有任何查詢，可以書面方式郵寄至：

(i) 本公司主要辦事處(地址為香港九龍新蒲崗太子道東698號寶光商業中心27樓)；或
(ii) 電郵至ir@stelux.com向公司秘書提交。

17. 操守守則

為提高僱員的操守標準，本公司設有員工手冊，為本集團全體員工列明本集團所要求的標準及操守守則條文。預期各階級員工均以忠誠、盡職及負責的態度行事。

18. CONCLUSION

The Company recognises that adopting good corporate governance principles and practices are important for the success of the Group and as such we will continue to strengthen and improve the standard and quality of the Group's corporate governance.

18. 總結

本公司認為採納良好的企業管治原則及慣例對本集團的成功至關重要，因此本公司將繼續加強及改善本集團企業管治的水平及質素。

AWARDS

獎項

CARING COMPANY

商界展關懷

In recognition of the Group's services and support to the wider local community, Stelux and its subsidiaries, City Chain Hong Kong, and Thong Sia Watch, the Hong Kong sole distributor for "SEIKO" watches and clocks and "GRAND SEIKO" watches were again respectively awarded Caring Company Awards by the Hong Kong Council of Social Service.

寶光及其附屬公司香港時間廊、「精工」以及「GRAND SEIKO」的手錶香港獨家經銷商通城鐘錶再次分別榮獲香港社會服務聯會頒贈的商界展關懷獎狀，由此證明本集團對廣大社區提供的服務及支援獲得各界肯定。



CORPORATE INFORMATION

公司資料

Registered Office

Clarendon House, 2 Church Street
Hamilton, HM11, Bermuda

Principal Office

27th Floor, Stelux House
698 Prince Edward Road East
San Po Kong
Kowloon
Hong Kong

Principal Bankers

Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited

Auditors

RSM Hong Kong

Share Registrar

Conyers Corporate Services (Bermuda) Ltd.
Clarendon House, 2 Church Street
Hamilton HM11
Bermuda

Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited
Room 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

註冊辦事處

Clarendon House, 2 Church Street
Hamilton, HM11, Bermuda

主要辦事處

香港九龍新蒲崗
太子道東698號
寶光商業中心27樓

主要往來銀行

恒生銀行有限公司
香港上海滙豐銀行有限公司

核數師

羅申美會計師事務所

股份過戶登記處

Conyers Corporate Services (Bermuda) Ltd.
Clarendon House, 2 Church Street
Hamilton HM11
Bermuda

股份過戶登記處香港分處

香港中央證券登記有限公司
香港皇后大道東183號
合和中心17樓1712-1716室

CORPORATE INFORMATION

公司資料

Audit Committee

Mr. Wu Chun Sang (*Chairman of Committee*)

(*retired on 28 August 2020*)

Mr. Jeff Ho Chi Kin (*Chairman of Committee*)

(*appointed from 28 August 2020*)

Professor Lawrence Wu Chi Man

Dr. Agnes Kwong Yi Hang

Remuneration Committee

Professor Lawrence Wu Chi Man (*Chairman of Committee*)

Mr. Joseph C. C. Wong

Mr. Wu Chun Sang (*retired on 28 August 2020*)

Mr. Jeff Ho Chi Kin (*appointed from 28 August 2020*)

Dr. Agnes Kwong Yi Hang

Nomination Committee

Mr. Joseph C. C. Wong (*Chairman of Committee*)

Mr. Wu Chun Sang (*retired on 28 August 2020*)

Mr. Jeff Ho Chi Kin (*appointed from 28 August 2020*)

Professor Lawrence Wu Chi Man

Dr. Agnes Kwong Yi Hang

Corporate Governance Committee

Mr. Wallace Kwan Chi Kin (*Chairman of Committee*)

Mr. Wu Chun Sang (*retired on 28 August 2020*)

Mr. Jeff Ho Chi Kin (*appointed from 28 August 2020*)

Professor Lawrence Wu Chi Man

Dr. Agnes Kwong Yi Hang

審核委員會

胡春生先生 (*委員會主席*)

(*於2020年8月28日退任*)

何致堅先生 (*委員會主席*)

(*於2020年8月28日獲委任*)

胡志文教授

鄺易行博士

薪酬委員會

胡志文教授 (*委員會主席*)

黃創增先生

胡春生先生 (*於2020年8月28日退任*)

何致堅先生 (*於2020年8月28日獲委任*)

鄺易行博士

提名委員會

黃創增先生 (*委員會主席*)

胡春生先生 (*於2020年8月28日退任*)

何致堅先生 (*於2020年8月28日獲委任*)

胡志文教授

鄺易行博士

企業管治委員會

關志堅先生 (*委員會主席*)

胡春生先生 (*於2020年8月28日退任*)

何致堅先生 (*於2020年8月28日獲委任*)

胡志文教授

鄺易行博士

COMPANY DIRECTORY

公司資料索引

MAINLAND CHINA AND HONG KONG

Equity Investment, Property Investment, Retail, Trading, Wholesale and Supply Chain Management

- Stelux Holdings International Limited
- Stelux Holdings Limited
- Stelux Properties Limited
- Stelux Trading (International) Limited
27/F., Stelux House,
698 Prince Edward Road East,
San Po Kong, Kowloon, HONG KONG
- City Chain Company Limited
- Stelux Watch Limited
27/F., Stelux House,
698 Prince Edward Road East,
San Po Kong, Kowloon, HONG KONG

6/F., Continental Electric Building,
17 Wang Chiu Road,
Kowloon Bay, Kowloon, HONG KONG
- Thong Sia Watch Company Limited
- Thong Tai Watch Company Limited
21/F., Stelux House
698 Prince Edward Road East,
San Po Kong, Kowloon, HONG KONG
- Stelux Thong Sia (Shanghai) Trading Limited
5/F, Building 1, Industrial Park,
951 Hutai Road, Shanghai, PRC
- Stelux Thong Sia (Guangdong) Trading Limited
28th Floor, Xinde Business Building,
246 Zhongshan 4th Road, Yuexiu District,
Guangzhou City, Guangdong Province, China

中國大陸及香港

股本投資、物業投資、零售、貿易、批發及供應鏈管理

- 寶光實業(國際)有限公司
- 寶光實業(集團)有限公司
- 寶光地產有限公司
- Stelux Trading (International) Limited
香港九龍新蒲崗
太子道東698號
寶光商業中心27樓
- 時間廊鐘錶有限公司
- 寶光鐘錶有限公司
香港九龍新蒲崗
太子道東698號
寶光商業中心27樓

香港九龍九龍灣
宏照道17號
康大電業大廈6樓
- 通城鐘錶有限公司
- 通泰鐘錶有限公司
香港九龍新蒲崗
太子道東698號
寶光商業中心21樓
- 寶光通城(上海)商貿有限公司
中國上海市閘北區滬太路951號
產業園區1號樓5樓
- 寶光通城(廣東)商貿有限公司
中國廣東省廣州市越秀區中山四路246號
信德商務大廈28樓

COMPANY DIRECTORY

公司資料索引

- Baoqing (Chongqing) Trading Limited
Shop UG-07B, Building A, Longhu Times Tianjie,
174 Changjiang 2, Yuzhong District,
Chongqing, China

MACAU

Retail

- City Chain (Macau) Co Limited
Rua de S. Domingos,
n°s 1G, 1H, 1I, R/C,
Lojas D&E, em
Macau

MALAYSIA

Retail and Wholesale Trading

- City Chain (M) Sdn Bhd
Stelux No. 8, Jalan Puteri 7/13A
Bandar Puteri
47100 Puchong
Selangor Darul Ehsan
MALAYSIA
- Thong Sia Sdn Bhd (87055-A)
CP 27, Suite 2601-04,
26th Floor, Central Plaza
34, Jalan Sultan Ismail
50250 Kuala Lumpur
MALAYSIA

- 寶慶(重慶)商貿有限公司
中國重慶市渝中區長江2號174號
龍湖時代天街A館UG-07B商舖

澳門

零售

- 時間廊(澳門)有限公司
澳門板樟堂街
1G、1H及1I號
新和大廈地下D及E號舖

馬來西亞

零售及批發貿易業務

- City Chain (M) Sdn Bhd
Stelux No. 8, Jalan Puteri 7/13A
Bandar Puteri
47100 Puchong
Selangor Darul Ehsan
MALAYSIA
- Thong Sia Sdn Bhd (87055-A)
CP 27, Suite 2601-04,
26th Floor, Central Plaza
34, Jalan Sultan Ismail
50250 Kuala Lumpur
MALAYSIA

COMPANY DIRECTORY

公司資料索引

THAILAND

Retail and Wholesale Trading

- City Chain (Thailand) Company Limited
- Thong Sia (Thailand) Limited
347, 349 Muang Thong Thani
Bondstreet Road
Bangpood Subdistrict
Pakkred District
Nonthaburi 11120
THAILAND

SINGAPORE

Retail and Wholesale Trading

- City Chain Stores (S) Pte Limited
63 Ubi Avenue 1, #06-04/05
Singapore 408937
SINGAPORE
- Thong Sia Company (Singapore) Pte Ltd
31 Ubi Road 1, #02-06
Singapore 408694
SINGAPORE

泰國

零售及批發貿易業務

- City Chain (Thailand) Company Limited
- Thong Sia (Thailand) Limited
347, 349 Muang Thong Thani
Bondstreet Road
Bangpood Subdistrict
Pakkred District
Nonthaburi 11120
THAILAND

新加坡

零售及批發貿易業務

- City Chain Stores (S) Pte Limited
63 Ubi Avenue 1, #06-04/05
Singapore 408937
SINGAPORE
- Thong Sia Company (Singapore) Pte Ltd
31 Ubi Road 1, #02-06
Singapore 408694
SINGAPORE

COMPANY DIRECTORY

公司資料索引

SWITZERLAND

Watch Supply Chain Management and Trading

- Universal Geneve SA
- Catena SA
- Solvil et Titus SA
- Pronto Watch SA
- CYMA SA
- Lissignol Sarl
38, chemin du Grand Puits
Case Postale 128
1217 Meyrin 1
SWITZERLAND

瑞士

鐘錶供應鏈管理及貿易業務

- Universal Geneve SA
- Catena SA
- Solvil et Titus SA
- Pronto Watch SA
- CYMA SA
- Lissignol Sarl
38, chemin du Grand Puits
Case Postale 128
1217 Meyrin 1
SWITZERLAND

Latest time for lodging transfers of Shares for registration in order to qualify for attending and voting at the Annual General Meeting

4:30 p.m. on Wednesday, 25 August 2021

遞交股份轉讓登記文件
以獲資格出席股東
週年大會並於會上投票
之最後時間

2021年8月25日(星期三)下午四時三十分

Latest date and time for return of proxy form for the Annual General Meeting

not less than 48 hours before the time of the Annual General Meeting

交回股東週年大會代表委任表格之最後
日期及時間

股東週年大會召開時間48小時前

Closure of the register of members of the Company for determining the identity of Shareholders who are entitled to attend and vote at the Annual General Meeting

Thursday, 26 August 2021 to
Tuesday, 31 August 2021 (both days inclusive)

暫停辦理股份過戶登記以確定有資格
出席大會並於會上投票之股東身份
2021年8月26日(星期四)至
2021年8月31日(星期二)
(包括首尾兩日)

Annual General Meeting

3:00 p.m. on Tuesday, 31 August 2021

股東週年大會

2021年8月31日(星期二)下午三時正

Email Contacts

Investor Relations: ir@stelux.com
Shareholder Enquiries: ir@stelux.com

聯絡電郵

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