



Best Mart 360 Holdings Limited

優品360控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 2360

Annual Report 2020/2021

2020/2021 年度報告

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CORPORATE INFORMATION 公司資料

BOARD OF DIRECTORS

Executive directors

Mr. Lin Tsz Fung (*Chairman*)

Ms. Hui Ngai Fan

Independent non-executive directors

Mr. Sze Irons *BBS JP*

Ms. Choy So Yuk *BBS JP*

Mr. Lee Ka Lun

COMPANY SECRETARY

Mr. Ko Wilson Wai Shun

AUTHORISED REPRESENTATIVES

Mr. Lin Tsz Fung

Mr. Ko Wilson Wai Shun

AUDIT COMMITTEE

Mr. Lee Ka Lun (*Chairman*)

Mr. Sze Irons *BBS JP*

Ms. Choy So Yuk *BBS JP*

REMUNERATION COMMITTEE

Mr. Sze Irons *BBS JP* (*Chairman*)

Ms. Choy So Yuk *BBS JP*

Mr. Lin Tsz Fung

NOMINATION COMMITTEE

Ms. Choy So Yuk *BBS JP* (*Chairman*)

Mr. Lee Ka Lun

Ms. Hui Ngai Fan

REGISTERED OFFICE

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

14/F, SML Tower

165 Hoi Bun Road

Kwun Tong, Kowloon, Hong Kong

董事會

執行董事

林子峰先生 (*主席*)

許毅芬女士

獨立非執行董事

施榮懷先生 *BBS JP*

蔡素玉女士 *BBS JP*

李家麟先生

公司秘書

高偉舜先生

授權代表

林子峰先生

高偉舜先生

審核委員會

李家麟先生 (*主席*)

施榮懷先生 *BBS JP*

蔡素玉女士 *BBS JP*

薪酬委員會

施榮懷先生 *BBS JP* (*主席*)

蔡素玉女士 *BBS JP*

林子峰先生

提名委員會

蔡素玉女士 *BBS JP* (*主席*)

李家麟先生

許毅芬女士

註冊辦事處

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

香港主要營業地點

香港九龍觀塘

海濱道165號

SML大廈14樓

INDEPENDENT AUDITOR

BDO Limited
Certified Public Accountants

獨立核數師

香港立信德豪會計師事務所有限公司
執業會計師

LEGAL ADVISER

Gallant

法律顧問

何耀棟律師事務所

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

開曼群島股份過戶登記總處

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

香港股份過戶登記分處

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

PRINCIPAL BANKERS

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

主要往來銀行

恒生銀行有限公司
香港
德輔道中83號

Dah Sing Bank, Limited
26/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

大新銀行有限公司
香港灣仔
皇后大道東248號
大新金融中心26樓

DBS Bank (Hong Kong) Limited
16th Floor, The Center
99 Queen's Road Central
Hong Kong

星展銀行(香港)有限公司
香港
皇后大道中99號
中環中心16樓

Standard Chartered Bank (Hong Kong) Limited
Standard Chartered Bank Building,
4-4A Des Voeux Road Central,
Hong Kong

渣打銀行(香港)有限公司
香港
德輔道中4-4A號
渣打銀行大廈

STOCK CODE

2360

股份代號

2360

COMPANY WEBSITE

www.bestmart360.com

公司網址

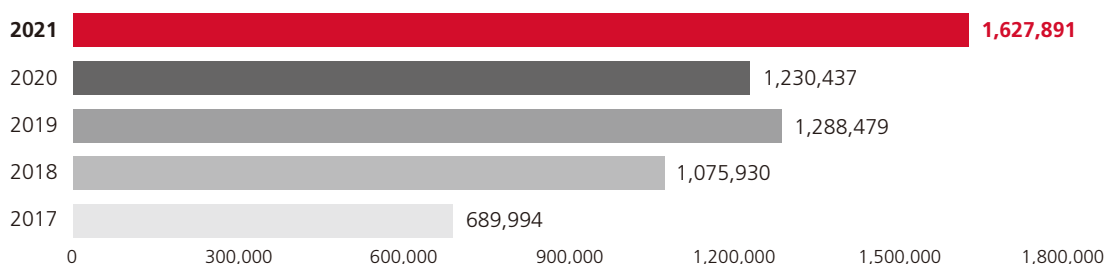
www.bestmart360.com

FINANCIAL SUMMARY 財務概要

		Year ended 31 March 截至三月三十一日止年度				
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收入	1,627,891	1,230,437	1,288,479	1,075,930	689,994
Gross Profit	毛利	520,154	411,492	434,440	342,289	216,253
Operating Profit	經營溢利	101,668	25,374	78,820	68,796	33,072
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收益總額	81,449	12,100	59,728	53,599	25,144
- As a percentage of revenue	- 佔收入百分比	5.0%	1.0%	4.6%	5.0%	3.6%
Total Assets	資產總額	821,202	689,829	507,669	215,898	178,962
Total Liabilities	負債總額	453,071	383,147	138,087	122,714	139,377
Earnings per share attributable to owners of the Company	本公司擁有人應佔每股盈利	8.1	1.2	7.4	7.1	N/A 不適用
- Basic and diluted (HK cents)	- 基本及攤薄(港仙)					
Dividend Per Share	每股股息	2.5	NIL 無	6.0	NIL 無	NIL 無
- Final (HK cents)	- 末期(港仙)					
Equity attributable to owners of the Company	本公司擁有人應佔權益	368,131	306,682	369,582	93,184	39,585
- Total equity	- 總權益					

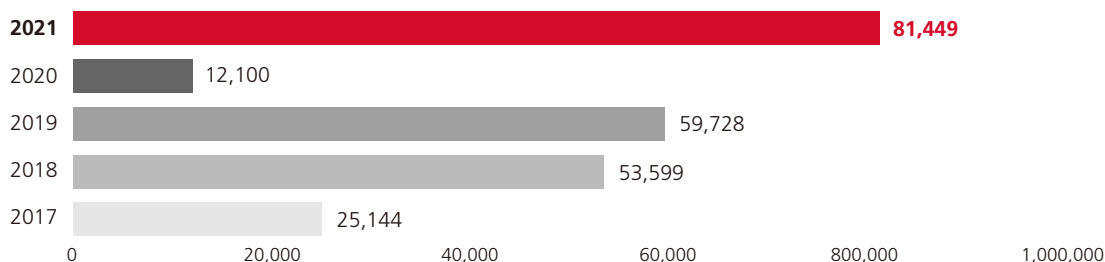
REVENUE (HK\$'000)

收入(千港元)



PROFIT AND TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO OWNERS OF THE COMPANY (HK\$'000)

本公司擁有人應佔溢利及全面收益總額(千港元)



CHAIRMAN'S STATEMENT 主席報告

Dear Shareholders,

For and on behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Best Mart 360 Holdings Limited (the “**Company**”) together with its subsidiaries (the “**Group**”), I am pleased to present the Group’s annual results for the financial year ended 31 March 2021 (the “**Financial Year under Review**”) to the shareholders of the Company (the “**Shareholders**”).

During the Financial Year under Review, the global and Hong Kong economies continued to be affected by the novel coronavirus, with the travel and retail sectors especially hard hit. In the face of the severe and unstable operating environment and condition, the Group’s management adjusted its product strategy according to circumstances and formulated an effective pricing policy, resulting in both sales and profit growth during the year. The Group will continue to exercise stringent control over procurement costs and further diversify its product portfolio, including continuing to source a diversified range of products from suppliers around the world and actively developing its private label products, in an effort to provide the “Best Quality” and “Best Price” to customers.

With the introduction of the coronavirus vaccine and the gradual increase in the proportion of vaccination in various countries, the market expects the outbreak to be well controlled in the near future, and the Group will continue to monitor the development of the pandemic and prepare for the economic recovery. Looking ahead, the Group will continue to focus on long-term development with Hong Kong as a foothold to expand into the Greater China region. On the one hand, the Group continues to be rooted in Hong Kong and is committed to providing products with the “Best Quality” and “Best Price” to customers, and on the other hand, the Group actively prepares for the expansion of sales network in Macau and Mainland China in order to inject new impetus into the Group for its future growth.

各位股東：

本人謹代表優品360控股有限公司（「**本公司**」，連同其附屬公司統稱「**本集團**」）董事（「**董事**」）會（「**董事會**」）向本公司股東（「**股東**」）欣然提呈本集團截至二零二一年三月三十一日止財政年度（「**回顧財政年度**」）的年度業績。

於回顧財政年度，全球及本港經濟仍然備受新型冠狀病毒影響，尤其旅遊及零售等行業首當其衝。面對嚴峻且不穩定的經營環境及狀況，本集團管理層因時制宜調整產品策略，並制定有效的價格政策，年內實現了銷售及盈利雙雙增長。本集團將繼續嚴格控制採購成本，進一步豐富產品種類，包括繼續向世界各地供應商採購多元化產品以及積極開發自家品牌產品，致力為客戶提供「優質」和「優價」的產品。

隨著新冠疫苗面世，以及各國接種新冠疫苗比例逐步提升，市場憧憬疫情於不久將來得到良好控制，本集團將繼續觀察疫情發展，並為迎接經濟復甦作好準備。展望未來，本集團將繼續以立足香港、面向大中華地區為長遠發展目標，本集團一方面繼續扎根香港，致力為顧客提供「優質」、「優價」產品，另一方面積極籌備拓展澳門及中國內地的銷售網絡，為本集團未來增長注入新動力。

CHAIRMAN'S STATEMENT 主席報告

Meanwhile, the Group will strive to diversify its business, including exploring further expansion into the business-to-business (B2B) segment and launching food brands that target the high-end market to meet the demands of different consumers and markets in order to maximise returns for our Shareholders.

At a meeting held on 23 June 2021, the directors recommended a final dividend of HK2.5 cents per ordinary share. The proposed dividends are subject to shareholders' approval in the forthcoming annual general meeting to be held on 18 August 2021 and are not reflected as a dividend payable in the consolidated financial statements for the year ended 31 March 2021.

On behalf of the Board, I would like to thank the Group's management team and employees for their efforts, contribution and loyalties. My gratitude also goes to our Shareholders, customers and business partners for their concern, support and trust.

Best Mart 360 Holdings Limited
Lin Tsz Fung
Chairman

Hong Kong, 23 June 2021

同時，本集團將致力實現業務多元化發展，包括研究將業務進一步拓展至企業對企業 (Business-to-Business, B2B) 及推出針對高端市場的食品品牌，以滿足不同消費者及市場的需求，為本集團股東創造最大回報。

於二零二一年六月二十三日舉行的會議上，董事建議派發末期股息每股普通股2.5港仙。該項建議派發的股息須待股東於二零二一年八月十八日舉行的應屆股東週年大會上批准，且不會於截至二零二一年三月三十一日止年度的綜合財務報表中反映作應付股息。

本人謹代表董事會感謝本集團管理層團隊及員工的努力、貢獻及忠誠。本人亦對股東、顧客及業務夥伴的時刻關注、支持及信任致以衷心謝意。

優品360控股有限公司
主席
林子峰

香港，二零二一年六月二十三日

CHIEF EXECUTIVE OFFICER'S STATEMENT 行政總裁報告

Dear Shareholders, colleagues and customers,

During the Financial Year under Review, the retail industry in Hong Kong continued to be affected by the novel coronavirus, which continued to dampen consumer sentiment and customer traffic, especially with a drastic drop in inbound tourists. During this difficult time for the Hong Kong retail industry, the Group was quick to react to the challenge by optimising its product mix and retail shop distribution to meet the daily needs of the local community, resulting in both sales and profit growth despite the overall weakness of the retail market.

During the Financial Year under Review, the Group recorded revenue of approximately HK\$1,627,891,000, representing a year-on-year increase of approximately 32.3%. Profit attributable to owners of the Company for the year was approximately HK\$81,449,000, representing a significant increase of approximately 573.1%. The Group greatly values the contribution of each and every staff member and is very confident that everyone can work together to overcome the hardship caused by the novel coronavirus, thereby together creating better results for the Group.

OVERVIEW

As at 31 March 2021, the total number of the Group's retail stores in Hong Kong increased from 102 as at 31 March 2020 to 120. Despite the challenges posed by the novel coronavirus to the local business environment, the Group continued to open new retail stores in Hong Kong at a moderate pace, particularly setting foot in residential areas. In response to market needs, the Group actively optimised its product mix during the Financial Year under Review and further strengthened the supply of basic foodstuffs, daily necessities and anti-epidemic supplies, in an effort to not only meet the needs of local residents during the pandemic, but also to offset the negative impact of the Group's loss of inbound tourist spending. It is the Group's future operating strategy to continue expanding its retail network and aptly capture target locations (especially in residential areas) for the Group's premium retail stores to cater to the needs of the local community.

各位股東、同事及顧客：

於回顧財政年度，香港零售業繼續受到新型冠狀病毒的影響，令消費意欲及顧客流量繼續受挫，尤其入境旅客大幅減少。在這個香港零售業的艱難時期，本集團快速回應挑戰，包括優化產品結構及零售店舖分佈，以迎合本地社區消費者的日常需要，令本集團於整體零售市場疲弱情況下仍錄得銷售及盈利增長。

於回顧財政年度，本集團錄得收入約1,627,891,000港元，按年增加約32.3%；年內，本公司擁有人應佔溢利約為81,449,000港元，顯著增長約573.1%。全賴本集團管理層與全體員工的努力付出，本集團非常珍惜每一位員工的貢獻，亦很有信心與全體員工共同渡過新型冠狀病毒的難關，一起攜手為本集團創造更好的成績。

概況

於二零二一年三月三十一日，本集團在香港的零售店舖總數由二零二零年三月三十一日的102間增加至120間。儘管新型冠狀病毒仍為本地營商環境帶來挑戰，本集團繼續保持溫和速度在香港開設新的零售店舖，尤其加大於民生區域的佈局。為配合市場需要，本集團於回顧財政年度積極優化產品結構，進一步加強基本食品、生活必需品以及防疫用品的供應，不僅補足了本地居民在疫情中的生活所需，亦抵銷了本集團就入境旅客消費流失所受的負面影響。本集團未來的經營策略是繼續擴大零售網絡，適當地佔領本集團零售店舖目標位置內（尤其於民生區域）的優質零售店舖，以迎合本地社區顧客的需要。

CHIEF EXECUTIVE OFFICER'S STATEMENT 行政總裁報告

Due to the drastic drop in inbound tourists, the Group was successful in securing rental concessions of varying degrees from most of the landlords of its stores which mitigated the Group's losses during the retail turmoil. The Group sincerely appreciates and applauds these landlords for their support.

The Group is committed to building stable collaborative relationships with global suppliers and continues to identify new suppliers to enrich its product range and product portfolio. During the Financial Year under Review, the Group further developed its private label products and recorded significant sales increase of approximately 194.9% as compared to the previous financial year accordingly, with the proportion of revenue derived further increased to approximately 8.6%. The development of private label products helped the Group in capturing the price advantage and improving its overall profit margin, as well as creating a unique and exclusive brand image for the Group's products and strengthening customer loyalty.

During the Financial Year under Review, the total number of retail stores of the Group in Macau increased from 1 as at 31 March 2020 to 4, signifying the successful extension of the Group's business model to the local market and laying a solid foundation for the Group's business to go beyond Hong Kong.

PROSPECT

Looking ahead, in view of the operating risks and difficulties caused by the novel coronavirus, the management of the Group will continue to closely monitor the various adverse factors affecting the Group's operations and promptly implement necessary and appropriate business measures, while actively seeking vertical and horizontal development to continue to strengthen the Group's core competitiveness and achieve business diversification.

In terms of vertical development, the Group will continue to offer a wide range of products at competitive prices and continue to optimise its product mix to cover more basic foodstuffs and essentials to satisfy and fulfil the demands and expectations of the local community, as well as further develop the Group's private label products in an effort to provide customers with diversity, which is in strict adherence to the Group's mission of providing the "Best Quality" and "Best Price" to customers.

由於入境旅客急劇減少，本集團成功爭取了大部分店舖的業主給予本集團不同程度的租金寬減，以減輕本集團在零售風暴中的損失。本集團衷心感謝及讚揚該等業主的支持。

本集團一直致力與全球供應商建立穩定的合作關係，並持續尋找新的供應商，以豐富其產品種類及產品組合。於回顧財政年度，本集團進一步開發自家品牌產品，相關的銷售額較上個財政年度顯著增加約194.9%，收入的比例亦進一步提升至約8.6%。研發自家品牌產品有助本集團捕捉價格優勢、提升整體利潤率，同時，為本集團產品塑造獨特的品牌專屬形象，加強顧客忠誠度。

於回顧財政年度，本集團在澳門的零售店舖總數由二零二零年三月三十一日的一間增加至4間，標誌著本集團已將業務模式成功輻射至當地市場，奠定本集團業務走出香港的穩健基礎。

前景

展望未來，面對新型冠狀病毒帶來的經營風險及困難，本集團管理層將繼續密切留意各項影響本集團營運的不利因素，迅速實施必要及適當的業務措施，同時積極尋求縱向及橫向發展，繼續鞏固本集團核心競爭力，並實現業務多元化發展的目標。

縱向發展方面，本集團將繼續以具競爭力的價格提供廣泛種類的產品，並持續優化產品結構，涵蓋更多基本食品及必需品，以符合及滿足本地社區顧客的需求及期望，並進一步發展本集團的自家品牌產品，致力為顧客提供多元化的選擇，嚴格秉承本集團為客戶提供「優質」和「優價」產品的使命。

CHIEF EXECUTIVE OFFICER'S STATEMENT 行政總裁報告

Meanwhile, the Group is actively exploring the formation of a new company to further expand its business into the business-to-business (B2B) segment, as well as wholesaling the Group's private label products and other imported products to retailers in Hong Kong and other regional markets in order to expand its revenue stream. In addition, the Group is also actively exploring the launch of food brands that target the high-end market to meet the demands of a wider range of consumers, with a view to diversifying its business and maximising returns for our Shareholders.

In terms of horizontal development, the Group will continue to expand the coverage of its retail stores in Hong Kong and Macau, and is actively preparing to explore the Mainland China market. Although border closure and travel restrictions are still in place due to the novel coronavirus, the Group has reactivated its plans to invest abroad, including sending our Hong Kong-based staff to set up an office in Futian District, Shenzhen, to commence preliminary preparation work and recruiting local staff. The Group expects to open its first retail presence in Mainland China in Shenzhen in the second half of 2021, and will actively seek to further expand its operating model to other cities in the Greater Bay Area, with the ultimate goal of opening retail stores across the nation, thereby laying the foundation for the Group's long-term development.

Lastly, we would like to express heartfelt thanks to the management team and all level of staff and employees for their dedicated contributions.

Best Mart 360 Holdings Limited
Hui Chi Kwan
Chief Executive Officer

Hong Kong, 23 June 2021

同時，本集團正積極研究籌組新公司，將業務進一步拓展至企業對企業(Business-to-Business, B2B)，並以批發形式將本集團的自家品牌產品以及其他進口產品，出售予本港及其他市場的零售商，以拓展收入來源。除此之外，本集團亦正積極研究推出針對高端市場的食品品牌，以滿足更多不同層面的消費者需求，致力實現業務多元化發展，為本集團股東創造最大回報。

橫向發展方面，本集團將繼續擴大香港及澳門零售店舖的覆蓋範圍，並且積極籌備開拓內地市場。雖然目前因應新型冠狀病毒仍實施邊境封鎖及旅遊限制，本集團已重新啟動對外投資的計劃，包括派駐香港同事前往深圳福田區設立辦公室，開展前期籌備工作，並於當地聘請人手。本集團預期於二零二一年下半年於深圳開設本集團位於中國內地的首個零售據點，並積極尋求將經營模式進一步拓展至大灣區其他城市，最終達到於全國開設零售店舖的目標，藉此為本集團的長遠發展奠定基礎。

最後，我們衷心感謝管理團隊及各階層員工及僱員的敬業付出。

優品360控股有限公司
行政總裁
許志群

香港，二零二一年六月二十三日

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group is a leisure food retailer operating chain retail stores under the brand “Best Mart 360° (優品360°)”. The Group offers wide collection of imported prepackaged leisure foods and other grocery products principally from overseas, which can be broadly categorised into (i) confectioneries; (ii) packaged bakery products and snacks; (iii) nuts and dried fruits; (iv) grain and other miscellaneous food products; (v) beverages and wine; (vi) personal care products; and (vii) other products, such as chilled and frozen food, baby food and products, health food and supplements and miscellaneous household items, such as laundry detergent and disinfection products. It is the Group’s business objective to offer “Best Quality” and “Best Price” products to the customers through continuous efforts on global procurement with a mission to provide comfortable shopping environment and pleasurable shopping experience to its customers.

BUSINESS REVIEW

During the Financial Year under Review, the frequent recurrence of the novel coronavirus outbreak and as a result, the continued implementation of stringent anti-epidemic measures in Hong Kong, such as border closures and mandatory quarantine measures, have brought inbound tourism to a halt, creating uncertainty for Hong Kong’s economic development and the local retail sector. Comparing the full year of 2020 with 2019, the gross domestic product (GDP) decreased by 6.1% in real terms, while for the first quarter of 2021, real GDP decreased by 2.8% as compared with the fourth quarter of 2020. According to statistics from the Census and Statistics Department, for 2020 as a whole, the total retail sales decreased by 24.3% in value and 25.5% in volume compared with 2019, while both the value and volume of total retail sales decreased by 2.2% in the first quarter of 2021 as compared with the fourth quarter of 2020. In addition, according to the monthly visitor arrivals statistics released by the Hong Kong Tourism Board, the number of visitor arrivals from January 2020 to December 2020 decreased by 93.6% compared with the same period in 2019, while the total number of visitor arrivals in January, February and March 2021 have consecutively recorded significant drops of 99.9%, 97.2% and 91.9% respectively as compared with the same months in 2020.

本集團為一間連鎖休閒食品零售商，經營「優品360°」品牌零售店舖。本集團提供廣泛系列主要來自海外的進口預先包裝休閒食品及其他雜貨產品，其可大致分為：(i)朱古力及糖果；(ii)包裝烘焙產品及零食；(iii)果仁及乾果；(iv)穀物及其他雜項食品；(v)飲品及酒類；(vi)個人護理產品；及(vii)其他產品，例如冰鮮食品 and 急凍食品、嬰兒食品 and 產品、保健食品及補充劑等，以及雜項家居用品，例如洗衣用品及消毒產品等。本集團的經營宗旨是通過環球採購不斷努力，為顧客提供「優質」和「優價」的產品，以向顧客提供舒適的購物環境和愉快的購物體驗為使命。

業務回顧

於回顧財政年度，由於新型冠狀病毒疫情反覆，本港繼續實施嚴謹防疫抗疫措施，如關閉邊境及強制檢疫措施，導致入境旅遊陷於停頓，為本港經濟發展及本地零售行業帶來不確定因素。二零二零年全年與二零一九年比較，本地生產總值實質下跌6.1%，而二零二一年第一季與二零二零年第四季比較則下跌2.8%。根據政府統計處數據，二零二零年全年的零售業總銷貨價值較二零一九年全年下跌24.3%，總銷貨數量則下跌25.5%，而二零二一年第一季與二零二零年第四季比較，零售業總銷貨價值及數量均下跌2.2%。另外，根據香港旅遊發展局公佈的每月訪港旅客統計數字，二零二零年一月至二零二零年十二月期間的訪港旅客人數較二零一九年同期下降93.6%，二零二一年一月、二月及三月訪港旅客總人數較二零二零年同期月份連續錄得99.9%、97.2%及91.9%的大幅下降。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Although business environment in Hong Kong remains challenging, the Group managed to record a sales growth in the Financial Year under Review despite a weakened retail market due to the fact that newly established stores are located in residential areas and the management was quick to respond to the challenges, including adjusting the product mix to further strengthen the supply of basic foodstuffs such as rice, noodles, flour, canned food, milk, chilled and frozen food, daily necessities and basic grocery products, and supplying epidemic prevention products such as face masks, to meet the daily needs of consumers in the local community.

For the year ended 31 March 2021, the Group recorded revenue of approximately HK\$1,627,891,000, representing an increase of approximately 32.3% over that of approximately HK\$1,230,437,000 for the year ended 31 March 2020. Sales to walk-in customers through its retail stores in Hong Kong and the Macau Special Administrative Region (“**Macau**”) accounted for approximately 99.2% of the Group’s revenue for the Financial Year under Review, while bulk purchases from customers such as corporate customers and trading companies in the industry accounted for approximately 0.8% of the Group’s revenue for the Financial Year under Review. The Group’s gross profit for the year ended 31 March 2021 was approximately HK\$520,154,000, while the Group’s gross profit for the year ended 31 March 2020 was approximately HK\$411,492,000. The increase in revenue was mainly attributable to the significant increase in overall sales of the Group’s retail stores as compared to the corresponding period last year, which was in turn mainly due to (i) a significant increase in demand for household foodstuffs and grocery items as the majority of the population reduce eating out due to the pandemic; (ii) newly added sales of face masks, epidemic prevention products and daily necessities; (iii) an increase in the range of private label products and sales; and (iv) the opening of 28 new stores by the Group during this financial year. During the year, the Group recorded a 10.1% increase in same store sales performance (2020: approximately 18.6% decrease).

縱然本港營商環境仍然充滿挑戰，由於本集團新增的店舖主要位於民生區域，加上管理層快速回應挑戰，包括調整產品結構，進一步增強米、麵食、麵粉、罐頭食品、牛奶、冰鮮食品及急凍食物等基本食品、生活必需品和基本雜貨產品，以及口罩等防疫用品的供應，以滿足本地社區消費者的日常需要，本集團於回顧財政年度於整體零售市場疲弱情況下仍錄得銷售增長。

截至二零二一年三月三十一日止年度，本集團錄得收入約1,627,891,000港元，較截至二零二零年三月三十一日止年度約1,230,437,000港元增加約32.3%。當中來自香港及澳門特別行政區（「**澳門**」）零售店舖的公眾街客銷售額佔本集團於回顧財政年度的收入約99.2%，而大批量購貨的顧客，如業內的企業顧客及貿易公司等，其大批量購貨額佔本集團於回顧財政年度的收入約0.8%。本集團截至二零二一年三月三十一日止年度的毛利約為520,154,000港元，截至二零二零年三月三十一日止年度的毛利則約為411,492,000港元。收入增長主要是由於本集團零售店舖之整體銷售額與去年同期相比大幅增長，主要因為(i)因為疫情關係，大部份人都減少外出用膳，民生食品及雜貨用品需求大幅增加；(ii)新增銷售口罩、防疫用品及生活必需品；(iii)自家品牌種類增多及銷售額上升；(iv)集團在本財政年度增開28間店舖。年內，本集團同店銷售表現錄得10.1%增長（二零二零年：約下跌18.6%）。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Profit attributable to owners of the Company for the year ended 31 March 2021 amounted to approximately HK\$81,449,000 (2020: approximately HK\$12,100,000), representing a significant increase of approximately 573.1%. The increase in profit attributable to owners of the Company was mainly attributable to (i) the substantial increase in the overall sales of the Group's retail stores as compared to the corresponding period last year; and (ii) the Group received subsidies of approximately HK\$31,772,000 in relation to the Employment Support Scheme granted by the Hong Kong and Macau governments for the year ended 31 March 2021.

During the Financial Year under Review, the Group's gross profit margin was approximately 32.0%, representing a decrease of approximately 1.4 percentage points as compared with approximately 33.4% for the year ended 31 March 2020. The decrease in gross profit margin was mainly attributable to the combined effect of (i) the increase in sales of basic foodstuffs and grocery products which have a lower average profit margin than that of confectioneries and snacks; and (ii) the sharp drop in inbound visitor spending which resulted in forced stock clearances of confectioneries and snacks that were not sold in time.

Chain Retail Stores

As at 31 March 2021, the Group operated a total of 124 chain retail stores, including 120 chain retail stores in Hong Kong (as at 31 March 2020: 102) and 4 retail stores in Macau (as at 31 March 2020: 1). During the Financial Year under Review, the Group opened 28 new stores (including 3 new stores in Macau) and closed 7 retail stores upon expiration of the respective lease terms of the stores as a result of adjustment in the Group's store opening strategy.

截至二零二一年三月三十一日止年度的本公司擁有人應佔溢利約為81,449,000港元(二零二零年:約12,100,000港元),顯著增長約573.1%。本公司擁有人應佔溢利增長主要原因為(i)本集團零售店鋪之整體銷售額與去年同期相比大幅增長;及(ii)本集團於截至二零二一年三月三十一日止年度領取了香港及澳門政府發放的「保就業」計劃相關補貼約31,772,000港元。

於回顧財政年度,本集團毛利率約為32.0%,較截至二零二零年三月三十一日止年度約33.4%減少約1.4個百分點。毛利率下降主要是歸因於以下因素的合併影響:(i)基本食品及雜貨產品的銷售增加,而這些產品的平均利潤率較糖果和零食的利潤率為低;及(ii)入境旅客消費急降,因此須清倉銷售未能如期售出的糖果和零食的存貨。

連鎖零售店鋪

於二零二一年三月三十一日,本集團合共經營124間連鎖零售店鋪,包括於香港經營120間連鎖零售店鋪(於二零二零年三月三十一日:102間)及於澳門經營4間連鎖零售店鋪(於二零二零年三月三十一日:1間)。於回顧財政年度,本集團新開設了28間零售店鋪(包括澳門3間新店鋪),並因本集團的開鋪策略進行調整,故此在相關店鋪租期屆滿時關閉了7間店鋪。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

As at 31 March 2021, the 120 retail stores of the Group in Hong Kong consist of 23 retail stores located in Hong Kong Island, 41 retail stores located in Kowloon and 56 retail stores located in the New Territories; while 43 retail stores are street-level stores, 74 retail stores are situated in shopping arcades within community or residential districts and 3 retail stores are situated at traffic hubs that are easily accessible by tourists, spanning over all of the 18 districts in Hong Kong. Rental expense for retail stores was approximately HK\$188,393,000 for the year ended 31 March 2021, representing an increase of approximately 15.7% as compared with approximately HK\$162,869,000 for the year ended 31 March 2020. The typical saleable area of the Group's retail stores ranges from approximately 402 square feet to 2,626 square feet.

The average monthly rent for the year ended 31 March 2021 was approximately HK\$122.0 per square feet, representing a decrease of approximately 13.5% compared with approximately HK\$141.0 per square feet for the year ended 31 March 2020. The ratio of rental expense to sales revenue of retail stores for the year ended 31 March 2021 was approximately 11.6%, which was lower than that of approximately 13.2% for the year ended 31 March 2020.

In response to the deterioration in the overall business environment subsequent to the outbreak of the novel coronavirus infection, the Group had applied for rent concession from its landlords and had received proposals for short term rent concession ranging from approximately 3.0% to 100.0% for periods ranging from one to twelve months from most of the landlords of the Group, which helped partially mitigate the rental burden of the Group under the impact of the pandemic.

於二零二一年三月三十一日，本集團香港120間零售店舖中，有23間位於香港島、41間位於九龍及56間位於新界；當中有43間為街舖、74間位於社區或住宅區購物商場及3間位於旅客可輕易到達的多個交通樞紐，遍佈香港全部18區。截至二零二一年三月三十一日止年度零售店舖的租金開支約為188,393,000港元，較截至二零二零年三月三十一日止年度約162,869,000港元增加約15.7%。本集團零售店舖的一般實用樓面面積介乎約402平方呎至2,626平方呎不等。

截至二零二一年三月三十一日止年度的平均每月租金約為每平方呎122.0港元，較截至二零二零年三月三十一日止年度每平方呎約141.0港元下跌約13.5%。截至二零二一年三月三十一日止年度的零售店舖租金開支對銷售收入比率約為11.6%，低於截至二零二零年三月三十一日止年度的約13.2%。

因應新型冠狀病毒感染爆發後的整體營商環境惡化，本集團已向其業主申請租金寬減，並收到本集團大部分業主提出為期一至十二個月不等的短期租金寬減建議，寬減幅度約為3.0%至100.0%不等。面對疫症的影響，此舉有助減輕本集團的部分租金負擔。

Employees

Employees are crucial to the sustainable development of the Group's business, and in particular, front-line staffs constitute the majority of the labour force of the Group's retail business. Although the business environment remained challenging during the year, the Group maintained a steady pace of expansion. As at 31 March 2021, the total number of employees of the Group was 935, which, excluding five Directors, comprised of 715 full-time employees and 215 part-time employees, while the total number of employees of the Group as at 31 March 2020 was 694, which, excluding five Directors, comprised of 548 full-time employees and 141 part-time employees. In order to retain talented and skilled labour force and suitably incentivise the Group's employees so as to increase cohesion and loyalty amongst them, the Group regularly reviews and refreshes the employee benefit scheme and remuneration packages with reference to the supply of the labour market and the trend of labour costs and based on the individual performance of the employees. The staff costs (excluding the Directors' emoluments) for the year ended 31 March 2021 amounted to approximately HK\$151,633,000 (2020: approximately HK\$134,973,000), representing an increase of approximately 12.3% from that for the year ended 31 March 2020. The staff costs (excluding the Directors' emoluments) for the year ended 31 March 2021 represented approximately 9.3% of the revenue of the Group for the Financial Year under Review while the staff costs (excluding the Directors' emoluments) for the year ended 31 March 2020 represented approximately 11.0% of the revenue of the Group for the corresponding year, amongst which the staff costs of frontline and warehouse staff (including basic salary, commission and other benefits) represented approximately 8.9% and 7.5% of the revenue for each of the year ended 31 March 2020 and 31 March 2021 respectively.

僱員

僱員是本集團業務可持續發展的重要一環，尤其前線員工是本集團零售業務勞動力的重要組成部分。雖然年內營商環境仍然充滿挑戰，本集團維持穩健的拓張步伐。於二零二一年三月三十一日，本集團僱員數目合共935名（不計五名董事，包括715名全職及215名兼職僱員），於二零二零年三月三十一日的本集團僱員數目合共694名（不計五名董事，包括548名全職及141名兼職僱員）。為了挽留才藝兼備的勞動力，以及給予本集團僱員適當獎勵以加強僱員凝聚力及忠誠度，本集團參考勞工市場供應及勞工成本趨勢，並依據僱員個人表現，定期檢討並更新僱員福利計劃及薪酬待遇。截至二零二一年三月三十一日止年度的員工成本（不包括董事酬金）約為151,633,000港元（二零二零年：約134,973,000港元），較截至二零二零年三月三十一日止年度增加約12.3%。截至二零二一年三月三十一日止年度的員工成本（不包括董事酬金）佔本集團於回顧財政年度的收入約9.3%，而截至二零二零年三月三十一日止年度的員工成本（不包括董事酬金）則佔本集團於同年度的收入約11.0%，當中前線及倉庫員工的員工成本（包括基本薪金、佣金及其他福利）佔截至二零二零年三月三十一日及二零二一年三月三十一日止年度各年的收入分別約8.9%及7.5%。

The Products

During the Financial Year under Review, the Group continued its global procurement policy and mission by sourcing broad spectrum of products worldwide that meet and satisfy market trend and demand. To better cater to the daily needs of the local community in the time of fighting against pandemic, the Group further strengthened the supply of basic foodstuffs such as rice, noodles, flour, canned food, milk, chilled and frozen food, daily necessities and basic grocery products, as well as epidemic prevention items such as face masks, to better meet the daily needs of consumers in the local community.

For the year ended 31 March 2021, the Group offers a total of 3,603 SKUs of products (for the year ended 31 March 2020: 3,341 SKUs) from suppliers principally from overseas markets, such as Japan, Europe, the United States, Korea and countries in the South East Asia, and brand owners or importers in Hong Kong. For the year ended 31 March 2021, approximately 55.0% of the products were procured from suppliers and brand owners or importers in Hong Kong (for the year ended 31 March 2020: approximately 43.8%), while the share of import products from Japan, Europe and Vietnam represented approximately 11.9%, 6.3% and 5.1% of the whole procurement respectively (for the year ended 31 March 2020: approximately 14.5%, 13.8% and 4.7% respectively). The increase in the ratio of Hong Kong suppliers was mainly due to the increased procurement of basic foodstuffs, basic grocery products and face masks, most of which were procured from Hong Kong suppliers or Hong Kong brand owners.

As at 31 March 2021, the total amount of inventory of the Group amounted to approximately HK\$198,547,000 (2020: approximately HK\$135,755,000), representing a year-on-year increase of 46.2%. The increase in the Group's total amount of inventory was mainly due to: (i) an increase in the number of retail stores during the year under review, resulting in an increase in in-store inventory and warehouse stock; and (ii) an increase in market demand for various basic foodstuffs and grocery products during the pandemic which caused the Group to adjust its product mix and increase its product range in response to the market demand and resulted in an increase in the amount of inventory.

產品

於回顧財政年度，本集團繼續奉行其環球採購政策及使命，從全世界採購廣泛種類的產品，以迎合及滿足市場趨勢及需求。為了更迎合防疫期間本地社群的日常需要，本集團進一步增強米、麵食、麵粉、罐頭食品、牛奶、冰鮮及急凍食物等基本食品、生活必需品和基本雜貨產品，以及口罩等防疫用品的供應，以更切合本地社區消費者的日常需要。

截至二零二一年三月三十一日止年度，本集團向主要來自海外市場（如日本、歐洲、美國、韓國及東南亞國家）的供應商以及香港的品牌擁有人或進口商進行採購，並銷售合共3,603個SKU的產品（截至二零二零年三月三十一日止年度：3,341個SKU）。截至二零二一年三月三十一日止年度，約55.0%產品採購自香港的供應商及品牌擁有人或進口商（截至二零二零年三月三十一日止年度：約43.8%），至於來自日本、歐洲及越南的進口產品則分別佔整體採購量約11.9%、6.3%及5.1%（截至二零二零年三月三十一日止年度：約14.5%、13.8%及4.7%）。香港供應商的比率增加主要是因為增加基本食品、基本雜貨產品及口罩的採購，有關貨品大部份採購自香港供應商或香港的品牌擁有人。

於二零二一年三月三十一日，本集團總存貨量約值198,547,000港元（二零二零年：約135,755,000港元），按年增加46.2%。本集團總存貨量增加主要由於：(i)零售店舖數目於回顧年度增加，導致店內存貨及倉庫存貨增加；及(ii)疫情期間市場對各類基本食品及雜貨產品的需求上升，因應需求，集團調整產品結構和增加產品種類以致存貨量增加。

During the Financial Year under Review, the Group continued to actively develop private label products that on one hand allow the Group to capture advantages of pricing and exercise higher level of quality control on its products and on the other hand further uplift its brand awareness and strengthen customers' loyalty. For the year ended 31 March 2021, sales derived from private label products was approximately HK\$140,564,000 (for the year ended 31 March 2020: approximately HK\$47,658,000), representing a significant increase of approximately 194.9% from that of last financial year and accounted for approximately 8.6% of the revenue of the Group for the year ended 31 March 2021 (for the year ended 31 March 2020: approximately 3.9%). During the Financial Year under Review, the Group has launched an aggregate of 124 private label products, including nuts and dried fruits, organic grains, wet tissues, canned food, biscuits and snacks, etc.

Membership Scheme

Given that the retail business of the Group is a consumer-driven business, the Group placed substantial efforts in developing and reinforcing its customer base. As such, the Group has established a membership scheme since April 2015 in order to promote consumer loyalty, stimulate sales and expand customer base. In order to further deepen customer stickiness and expand customers' coverage, the Group used big data analysis and reformulated its marketing strategy to launch a new three-tier membership scheme and a second generation mobile app in mid-June 2020. The new membership scheme helps to elevate brand positioning and market recognition, and the membership rewards have been fully optimised and enhanced, with more member benefits such as multiple items purchase stamp reward, special offers for selected products and access to latest market information. Through diversified marketing strategies, the Group aims to internally strengthen the membership core from within and attract new customers through external expansion, so as to effectively and purposefully foster the ties between members and the Group, thereby driving recurring business from members and promoting sustainable growth of the Group's business.

於回顧財政年度，本集團繼續積極開發自家品牌產品，此舉一方面可有助本集團捕捉價格優勢，以及對產品可行使較高程度的品質監控，另一方面可進一步提升本集團的品牌知名度及加深顧客忠誠度。截至二零二一年三月三十一日止年度，自家品牌產品的銷售額約140,564,000港元（截至二零二零年三月三十一日止年度：約47,658,000港元），較上個財政年度顯著增加約194.9%，並佔本集團截至二零二一年三月三十一日止年度的收入約8.6%（截至二零二零年三月三十一日止年度：約3.9%）。於回顧財政年度，本集團已累計推出124款自家品牌產品，包括果仁及乾果、有機穀物、濕紙巾、罐頭食品、餅乾零食及其他產品。

會員計劃

鑒於本集團零售業務以顧客為導向，故投放了巨大努力於發展及鞏固其顧客基礎。有見及此，本集團自二零一五年四月起設立會員計劃，藉以提升顧客忠誠度、刺激銷售及擴展顧客基礎。為進一步深化顧客的黏貼度及擴大其覆蓋面，本集團運用大數據分析及重新制定營銷策略，並於二零二零年六月中旬推出全新的三級制會員計劃及第二代手機應用程式。新計劃有助提升本品牌定位及市場知名度，而會員獎賞亦全面優化及提升，享有更多會員福利如印花複購、精選產品優惠及接收最新市場資訊等。本集團期望透過提供多元化的推廣策略，向內鞏固會員核心及向外延展吸納新顧客，有效及具目標性地促進會員與本集團之間的聯繫，從而促使會員重複惠顧並帶動本集團業務的可持續增長。

During the Financial Year under Review, the number of the Group's members increased from approximately 1,379,000 as at 31 March 2020 to approximately 1,673,000 as at 31 March 2021, representing an increase of approximately 21.3%. Since the launch of the mobile app, the number of mobile app members has reached 538,000 as of 31 March 2021.

Other Business Development

As disclosed in the announcement of the Company dated 22 May 2020 (“**Acquisition Announcement**”) and the circular of the Company dated 4 September 2020 (the “**Acquisition Circular**”), the Group had entered into a formal sale and purchase agreement dated 17 July 2020 to conditionally acquire the entire issued shares of Allied Wide Limited (“**Allied Wide**”) and the relating loan extended to Allied Wide for a consideration of HK\$176,862,000 (which was subsequently adjusted to approximately HK\$176,000,000) (the “**Acquisition**”). The sole business of Allied Wide is to hold an office property located at Offices Nos. 1, 2, 3, 5, 6, 7, 8, 9, 10, 11, 12, 15 and 16 on 11th Floor and Car Parking Spaces Nos. P59, P60 and P65 on the 3rd Floor, C-Bons International Center, No. 108 Wai Yip Street, Kowloon, Hong Kong (the “**Property**”). The Acquisition was completed on 28 September 2020. Upon completion, Allied Wide became an indirect wholly-owned subsidiary of the Company and the financial results, assets and liabilities of Allied Wide had been consolidated into the accounts of the Group. The Property will be used as the head office of the Group in Hong Kong and will serve as the administrative and management headquarter for its Hong Kong business and for developing outbound retailing business. For further details of the Acquisition, please refer to the Acquisition Announcement and the Acquisition Circular.

於回顧財政年度，本集團會員數目由二零二零年三月三十一日約1,379,000名，增加至二零二一年三月三十一日約1,673,000名，增幅約21.3%。自推出手機應用程式以來，截至二零二一年三月三十一日止，使用手機應用程式的會員人數已達538,000名。

其他業務發展

誠如本公司日期為二零二零年五月二十二日的公告（「**收購事項公告**」）及本公司日期為二零二零年九月四日的通函（「**收購事項通函**」）中披露，本集團已訂立日期為二零二零年七月十七日的正式買賣協議，以按代價176,862,000港元（其後調整至約176,000,000港元）有條件地收購協弘有限公司（「**協弘**」）的全部已發行股份及向協弘借出的相關貸款（「**收購事項**」）。協弘的唯一業務是持有一項位於香港九龍偉業街108號絲寶國際大廈11樓1、2、3、5、6、7、8、9、10、11、12、15及16號辦公室及3樓P59、P60及P65號停車位的辦公室物業（「**該物業**」）。收購事項已於二零二零年九月二十八日完成。於完成後，協弘已成為本公司的間接全資附屬公司，且協弘的財務業績、資產及負債已於本集團賬目內綜合入賬。該物業將用作本集團於香港的總辦事處以作為香港業務及發展對外零售業務的行政及管理總部。有關收購事項的進一步詳情，請參閱收購事項公告及收購事項通函。

OUTLOOK

Looking ahead, the Board anticipates that the novel coronavirus will continue to bring uncertainty to the Hong Kong economy and retail business environment. The Group will continue to closely monitor the development of the various unfavourable factors affecting the operation of the Group, so as to promptly implement necessary and appropriate business measures to minimize the adverse impacts on the Group's business operation. The Group will continue to strive to reinforce its core competitiveness in the Hong Kong market by optimising its product mix to cater for the needs of the local market amidst the uncertain economic and retail environment, including exploring the possibility of further expanding the Group's product range to cover more basic foodstuffs and necessities, and further developing the Group's private label products to enrich customers' choices.

The Group will continue to adhere to its business mission in offering the "Best Price" and "Best Quality" to its customers. The management will continue to monitor the development of the pandemic and review the geographical distribution of the Group's stores, especially increasing its foothold in residential areas. In addition, the Group is actively exploring the launch of food brands that target the high-end market to meet the demands of a wider range of consumers, in an effort to diversify its business. The management of the Group is confident in working closely with its employees, customers and other stakeholders to overcome the harsh operating environment so as to create satisfactory returns for the Group's shareholders and reward the support of the Group's employees, customers and other stakeholders.

Meanwhile, the Group is actively exploring the formation of a new company to further expand its business from business-to-customer (B2C) segment to business-to-business (B2B) segment, including wholesaling the Group's private label products and other imported products to other retailers in Hong Kong, online stores and even merchants or enterprises in other overseas markets, with a view to generate more revenue streams for the Group.

展望

展望將來，董事局預計新型冠狀病毒仍然會為香港經濟和零售業營商環境帶來不確定性，本集團將繼續密切留意影響本集團營運的各項不利因素的發展，從而迅速實施必要及適當的業務措施，以減低對本集團業務營運的不利影響。本集團將繼續致力加強在香港市場的核心競爭力，在經濟及零售環境不穩定的情況下，優化產品結構，以迎合本地市場的需要，包括發掘進一步拓展本集團的產品種類的可能性，以涵蓋更多基本食品及必需品，並進一步發展本集團的自家品牌產品，以豐富顧客的選擇。

本集團將繼續堅持「優價」及「優質」的經營使命，管理層會持續觀察疫情發展，審視本集團店舖的區域分佈，尤其加大住宅區域之佈局。除此之外，本集團正積極研究推出針對高端市場的食品品牌，以滿足更多不同消費者的需求，致力實現業務多元化發展。本集團管理層有信心與員工、顧客及其他持份者緊密合作，共同克服嚴峻的經營環境，為本集團股東創造理想的回報，回饋本集團僱員、顧客及其他持份者的支持。

同時，本集團正積極研究籌組新公司，將業務由商家對顧客(Business-to-Customer, B2C)進一步拓展至企業對企業(Business-to-Business, B2B)，包括將本集團的自家品牌產品以及其他進口產品，以批發形式出售予本港其他零售商、網上店舖，甚至其他海外市場的商家或企業，期望為本集團帶來更多收入來源。

During the Financial Year under Review, the Group further expanded its presence in the Macau market and was operating a total of 4 retail stores. Despite the sluggish retail environment, the Group still achieved satisfactory operating results in the Macau market, which strengthened the Group's confidence in going beyond the Hong Kong market and established the operating model for expansion into other markets.

The Group has established a wholly foreign-owned enterprise in Shenzhen, the People's Republic of China (the "PRC") in December 2019 under the name of 深圳優品叁陸零商業有限公司 (Shenzhen Best Mart 360 Commerce Limited). Although the relevant development and expansion plan was temporarily suspended due to the outbreak of the novel coronavirus pandemic and the implementation of social distancing measures and various border closures and travel restrictions, the Group has revived such plan in April 2021 by sending our Hong Kong-based staff to set up a formal office in Futian District, Shenzhen, and to commence preliminary work for staff recruitment and opening of retail stores in Shenzhen, with a view to formally open a retail store in Shenzhen in the second half of 2021 as the Group's first presence in the Mainland China market, and with the objective to expand its operating model to other cities in the Greater Bay Area, thereby extending the sales network of the Group to the whole nation.

FINANCIAL REVIEW

Revenue

During the Financial Year under Review, the revenue of the Group mainly represented the retail sales to walk-in customers through its retail stores in Hong Kong and Macau which accounted for approximately 99.2% of the revenue of the Group while the bulk-sales to certain bulk-purchase customers accounted for approximately 0.8% of the revenue of the Group. For the year ended 31 March 2021, the revenue of the Group was approximately HK\$1,627,891,000, representing an increase of approximately 32.3% as compared to approximately HK\$1,230,437,000 for the year ended 31 March 2020. The increase in revenue was mainly attributed to (i) a significant increase in demand for household foodstuffs and grocery items as the majority of the population reduce eating out due to the pandemic; (ii) newly added sales of face masks, epidemic prevention products and daily necessities; (iii) an increase in the range of private label products and sales; and (iv) the opening of 28 new stores by the Group during this financial year.

於回顧財政年度，本集團進一步拓展於澳門市場的佈局，並經營合共4間連鎖零售店舖，縱然面對經濟不景氣的零售環境，本集團於澳門市場仍然取得令人滿意的經營業績，加強本集團走出香港市場之信心，奠定拓展其他市場之經營模式。

本集團已於二零一九年十二月在中華人民共和國（「中國」）深圳成立一間外商獨資企業，名為深圳優品叁陸零商業有限公司，雖然相關的拓展及擴張計劃曾一度因新型冠狀病毒疫症爆發，實施社交距離措施以及各項邊境封鎖及旅行限制而暫時放緩，但本集團已於二零二一年四月重啟相關計劃，派駐香港同事前往深圳福田區正式設立辦公室，並開展招聘及開設連鎖零售店舖之前期工作，期望於二零二一年下半年於深圳正式開設零售店舖，作為本集團於內地市場的首個據點，目標是將相關經營模式幅射至大灣區其他城市，進而將本集團之銷售網絡拓展至全國。

財務回顧

收入

於回顧財政年度，本集團的收入主要為透過其香港及澳門零售店舖來自公眾的街客所帶來的零售銷售額，其佔本集團收入約99.2%；以及部分大批量購貨的顧客所帶來的大批量購貨銷售額，其佔本集團收入約0.8%。截至二零二一年三月三十一日止年度，本集團的收入約為1,627,891,000港元，較截至二零二零年三月三十一日止年度約1,230,437,000港元增加約32.3%。收入增長主要原因為(i)因為疫情關係，大部份人都減少外出用膳，民生食品及雜貨用品需求大幅增加；(ii)新增銷售口罩、防疫用品及生活必需品；(iii)自家品牌種類增多及銷售額上升；(iv)集團在本財政年度增開28間店舖。

Profit for the Year

Profit of the Group for the year ended 31 March 2021 amounted to approximately HK\$81,449,000, representing an increase of approximately 573.1% from approximately HK\$12,100,000 for the year ended 31 March 2020. Net profit margin before interest and tax for the year ended 31 March 2021 was approximately 6.2%, while the net profit margin before interest and tax for the year ended 31 March 2020 was approximately 2.1%. The increase in profit attributable to owners of the Company for the year ended 31 March 2021 as compared to that of the year ended 31 March 2020 was mainly attributable to (i) the substantial increase in the overall sales of the Group's retail stores as compared to the corresponding period last year; and (ii) the Group received subsidies of approximately HK\$31,772,000 in relation to the Employment Support Scheme granted by the Hong Kong and Macau governments for the year ended 31 March 2021.

Cost of Sales

During the Financial Year under Review, the cost of sales represented the cost of inventories sold which was affected by a number of factors, such as the prevailing market conditions, the volume of orders and the type of products. For the year ended 31 March 2021, the cost of sales of the Group was approximately HK\$1,107,737,000, representing an increase of approximately 35.3% as compared to approximately HK\$818,945,000 for the year ended 31 March 2020. The increase in cost of sales was generally in line with the increase in revenue following the increase of new retail stores opened in Hong Kong and Macau for the year ended 31 March 2021.

年度溢利

本集團截至二零二一年三月三十一日止年度的溢利約為81,449,000港元，較截至二零二零年三月三十一日止年度約12,100,000港元增加約573.1%。截至二零二一年三月三十一日止年度的除息稅前純利率約為6.2%，截至二零二零年三月三十一日止年度的除息稅前純利率則約為2.1%。截至二零二一年三月三十一日止年度本公司擁有人應佔溢利較截至二零二零年三月三十一日止年度有所增加，增加主要可歸因於(i)本集團零售店鋪之整體銷售額與去年同期相比大幅增長；及(ii)本集團於截至二零二一年三月三十一日止年度領取了香港及澳門政府發放的「保就業」計劃相關補貼約31,772,000港元。

銷售成本

於回顧財政年度，銷售成本反映已售存貨的成本，而已售存貨成本乃受多項因素影響，如當前市況、訂單數量及產品種類等。截至二零二一年三月三十一日止年度，本集團的銷售成本約為1,107,737,000港元，較截至二零二零年三月三十一日止年度約818,945,000港元增加約35.3%。本集團的銷售成本增加，與截至二零二一年三月三十一日止年度隨著更多新零售店鋪於香港及澳門開業後的收入增加大致相符。

Gross Profit and Gross Profit Margin

For the year ended 31 March 2021, the gross profit of the Group was approximately HK\$520,154,000 (2020: approximately HK\$411,492,000), representing an increase of approximately 26.4%, while the gross profit margin was approximately 32.0% (2020: approximately 33.4%). The decrease in gross profit margin was mainly attributable to the combined effect of (i) the increase in sales of basic foodstuffs and grocery products which have a lower average profit margin than that of confectioneries and snacks; and (ii) the sharp drop in inbound visitor spending which resulted in forced stock clearances of confectioneries and snacks that were not sold in time.

Other Income and Other Gains, Net

For the year ended 31 March 2021, the Group recorded net other income and other gains of approximately HK\$32,815,000, while for the year ended 31 March 2020 it recorded net other income and other gains of approximately HK\$5,301,000. During the year ended 31 March 2021, the net other income and other gains was mainly the combined results of: (i) interest income from bank deposits; (ii) net loss on written-off/disposal of property, plant and equipment; and (iii) the first and second tranche of wage subsidies of HK\$31,636,000 under the Employment Support Scheme (the “**Employment Support Scheme**”) launched by the Hong Kong Government; and (iv) MOP140,000 in aggregate under an anti-epidemic fund (Planos do Fundo de Apoio ao Combate à Epidemia no Valor de 10 Mil Milhões de Patacas 百億抗疫援助基金計劃) launched by the Macau Government (collectively, “**Government Grant**”).

毛利及毛利率

截至二零二一年三月三十一日止年度，本集團的毛利約為520,154,000港元（二零二零年：約411,492,000港元），增加約26.4%，而毛利率則約為32.0%（二零二零年：約33.4%）。毛利率下降主要是歸因於以下因素的合併影響：(i) 基本食品及雜貨產品的銷售增加，而這些產品的平均利潤率較糖果和零食的利潤率為低；及(ii) 入境旅客消費急降，因此須清倉銷售未能如期售出的糖果和零食的存貨。

其他收入及其他收益淨額

截至二零二一年三月三十一日止年度，本集團錄得其他收入及其他收益淨額約32,815,000港元，而截至二零二零年三月三十一日止年度則錄得其他收入及其他收益淨額約5,301,000港元。截至二零二一年三月三十一日止年度的其他收入及其他收益淨額主要是基於以下綜合結果：(i) 銀行存款利息收入；(ii) 撇銷／出售物業、廠房及設備的虧損淨額；及(iii) 香港政府推出的「保就業」計劃（「**保就業計劃**」）第一期及第二期工資補貼31,636,000港元；及(ii) 澳門政府推出的百億抗疫援助基金計劃下合共140,000澳門元（統稱「**政府補助**」）。

Selling and Distribution Expenses

For the year ended 31 March 2021, selling and distribution expenses of the Group amounted to approximately HK\$399,140,000, representing an increase of approximately 14.7% from approximately HK\$347,906,000 for the year ended 31 March 2020. The increase in selling and distribution expenses was mainly due to (i) the increase of rental expenses for opening additional or new retail stores in Hong Kong and Macau; (ii) the increase of other expenses associated with opening additional or new retail stores, such as management fees and government rent and rates and purchase of equipment for store operation; (iii) the increase of logistic fees due to the increase of retail stores and the upward adjustment of logistic fees; and (iv) the increase in salaries and wages for front-line staff due to the increase of number of retail stores.

Administrative and Other Expenses

For the year ended 31 March 2021, administrative and other expenses of the Group amounted to approximately HK\$52,161,000, representing an increase of approximately 19.9% from approximately HK\$43,513,000 for the year ended 31 March 2020. The increase in administrative and other expenses was mainly due to (i) the recruitment of additional personnel and establishment of new job titles during this financial year to cope with business development and strengthen internal control and back office support; (ii) an increase in the annual provision for depreciation due to the purchase of an office property to be used as a headquarter; and (iii) an increase in staff welfare.

Finance Costs

Finance costs of the Group for the year ended 31 March 2021 amounted to approximately HK\$9,921,000, representing a decrease of approximately 10.3% from approximately HK\$11,061,000 for the year ended 31 March 2020.

銷售及分銷開支

截至二零二一年三月三十一日止年度，本集團的銷售及分銷開支約為399,140,000港元，較截至二零二零年三月三十一日止年度約347,906,000港元增加約14.7%。銷售及分銷開支增加主要是由於：(i)於香港及澳門開設更多或全新的零售店舖致使租金開支增加；(ii)與開設更多或全新的零售店舖有關的其他開支增加，如管理費及政府差餉和地租、購買用於店舖營運的設備；(iii)零售店舖數目增加及物流費用上漲導致物流費用增加；(iv)由於零售店舖數目增加導致前線員工的薪金及工資增加。

行政及其他開支

截至二零二一年三月三十一日止年度，本集團的行政及其他開支約為52,161,000港元，較截至二零二零年三月三十一日止年度約43,513,000港元增加約19.9%。行政及其他開支增加主要由於(i)為配合業務發展，加強內控及後援，集團於本財政年度加聘人員及新增職位；(ii)因購買辦公室物業作為總部，每年折舊撥備增大；(iii)增加員工福利。

融資成本

本集團截至二零二一年三月三十一日止年度的融資成本約為9,921,000港元，較截至二零二零年三月三十一日止年度約11,061,000港元減少約10.3%。

Income Tax Expenses

The income tax expenses of the Group increased from approximately HK\$2,213,000 for the year ended 31 March 2020 to approximately HK\$10,298,000 for the year ended 31 March 2021. Hong Kong profits tax has been provided at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

Financial Position, Liquidity and Financial Resources

As at 31 March 2021, the Group's total cash and bank balances (including cash and cash equivalents) were approximately HK\$91,312,000 (2020: HK\$215,911,000), representing a decrease of approximately HK\$124,599,000 which was mainly due to (i) the payment of approximately HK\$126,000,000 during the year, being the partial consideration payment for the Acquisition; and (ii) the interim dividend amounting to HK\$20,000,000 in aggregate for the six months ended 30 September 2020 (the "Interim Dividend") paid in January 2021. The current ratio (calculated by current assets divided by current liabilities) of the Group decreased from approximately 1.6 times as at 31 March 2020 to approximately 1.0 times as at 31 March 2021.

The gearing ratio of the Group was calculated by total debts divided by the total equity at the end of the year and multiplied by 100%, which was approximately 29.2% as at 31 March 2021 and approximately 32.5% as at 31 March 2020. The total debts of the Group represent bank borrowings. The decrease in gearing ratio was mainly due to the substantial increase in profit for this financial year.

所得稅開支

本集團的所得稅開支截至二零二零年三月三十一日止年度約2,213,000港元，截至二零二一年三月三十一日止年度約10,298,000港元。香港利得稅乃就首2百萬港元的估計應課稅溢利以8.25%的稅率以及就超過2百萬港元的估計應課稅溢利以16.5%的稅率計提。

財務狀況、流動資金及財務資源

於二零二一年三月三十一日，本集團的現金及銀行結餘總額（包括現金及現金等值項目）約為91,312,000港元（二零二零年：215,911,000港元），減幅約為124,599,000港元，此乃主要由於(i)年度期內支付約126,000,000港元，屬收購事項之部份代價付款；(ii)二零二一年一月派付截至二零二零年九月三十日止六個月的中期股息（「中期股息」）合共20,000,000港元。本集團的流動比率（按流動資產除以流動負債計算）由二零二零年三月三十一日約1.6倍，減少至二零二一年三月三十一日約1.0倍。

本集團的資產負債比率是按年末的全部債務除以總權益再乘以100%計算，其於二零二一年三月三十一日約為29.2%，而於二零二零年三月三十一日則約為32.5%。本集團全部債務均為銀行借款。資產負債比率減少，主要是因為本財政年度溢利大幅增加。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

As at 31 March 2021, the Group has total bank borrowings of approximately HK\$107,496,000, representing an increase of approximately 8.0% as compared with approximately HK\$99,542,000 as at 31 March 2020. The total unutilised banking facility extended by commercial banks as at 31 March 2021 amounted to approximately HK\$222,211,000. The carrying amounts of the Group's borrowings are denominated in Hong Kong dollars, secured and approximate to their fair value.

The overview of the Group's cash flow for the year ended 31 March 2021 and 31 March 2020 respectively are set out as follows:

於二零二一年三月三十一日，本集團的銀行借款總額約為107,496,000港元，較於二零二零年三月三十一日約99,542,000港元增加約8.0%。本集團於二零二一年三月三十一日獲商業銀行所提供的未使用銀行融資合共約為222,211,000港元。本集團的借款為有抵押，其賬面值以港元計值，並與其公平值相若。

本集團截至二零二一年三月三十一日及二零二零年三月三十一日止年度的現金流量概列如下：

		For the year ended 31 March 截至三月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net cash generated from operating activities	經營業務所得現金淨額	247,557	115,087
Net cash used in investing activities	投資業務所用現金淨額	(205,739)	(9,315)
Net cash used in financing activities	融資業務所用現金淨額	(166,417)	(162,140)
Net decrease in cash and cash equivalents	現金及現金等值項目 減少淨額	(124,599)	(56,368)

The Group financed its liquidity and working capital requirements through a combination of various sources, including but not limited to cash generated from the Group's operations, bank borrowings, net proceeds from the Share Offer (as defined below), and other external equity and debt financings as and when appropriate.

本集團透過不同資金來源(包括但不限於本集團經營所得現金、銀行借款、股份發售(定義見下文)所得款項淨額，以及於適當時候取得的其他外部股本及債務融資)，為其流動資金及營運資金需求提供資金。

Capital Structure

The Shares were successfully listed on the main board of the Stock Exchange on 11 January 2019 by way of share offer (“Share Offer”). Since then, there has been no change in the capital structure of the Company. The capital structure of the Company comprises of issued share capital and reserves. As at 31 March 2021, the Company had 1,000,000,000 Shares in issue.

資本架構

股份已於二零一九年一月十一日成功以股份發售（「股份發售」）方式在聯交所主板上市。自此之後，本公司的資本架構並無任何變動。本公司的資本架構由已發行股本及儲備組成。於二零二一年三月三十一日，本公司有1,000,000,000股已發行股份。

Capital Commitments

Details of the capital commitments are set out in note 26 to the consolidated financial statements.

資本承擔

有關資本承擔的詳情載於綜合財務報表附註26。

Pledge of Assets

As at 31 March 2021, the bank borrowings and other banking facilities of the Group are secured by:

資產質押

於二零二一年三月三十一日，本集團銀行借款及其他銀行融資以下列項目作抵押：

- (i) the corporate guarantee provided by the Company and a subsidiary; and
- (ii) property, plant and equipment of office premises (Note 15 to the consolidated financial statements) of the Group with carrying amount of HK\$176,342,000 (2020: Nil).

- (i) 本公司及一間附屬公司提供的企業擔保；及
- (ii) 賬面值為176,342,000港元（二零二零年：無）的本集團辦公室物業的物業、廠房及設備（綜合財務報表附註15）。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Foreign Currency Risk

The Group operates in Hong Kong and is exposed to foreign exchange risk from (i) the purchase of products from various overseas suppliers mainly from Japan, Europe and Vietnam, which purchases are primarily settled in foreign currencies; and (ii) the revenue generated from the operation in Macau. Nevertheless, taking into account the retail industry practice and the Group's current operation and the stable exchange rate of Macau Pataca historically, the Directors do not consider the Group is subject to material foreign exchange risk. The Group will take proactive measures and monitor closely of its exposure to such currency movement.

Treasury Policies

The Group adopts prudent treasury management policies and does not engage in any highly leveraged or speculative derivative products. Cash balances are mostly placed in Hong Kong dollars bank deposit with appropriate maturity period for meeting future funding requirements.

USE OF PROCEEDS FROM THE SHARE OFFER

The Shares were listed on the main board of the Stock Exchange on 11 January 2019. The net proceeds from the Share Offer (the “**Net Proceeds**”) amounted to approximately HK\$213.7 million (after deducting the underwriting fees and related expenses).

As disclosed in the announcement of the Company dated 15 January 2020 (the “**First Change of Proceeds Use Announcement**”), the Board resolved to change the use of part of the unutilised Net Proceeds in the amount of HK\$30.0 million allocated for opening of new retail stores in Hong Kong to outbound investment (including but not limited to the expansion of the retail business of the Group in Macau and Mainland China).

As further disclosed in the announcement of the Company dated 24 August 2020 (the “**Second Change of Proceeds Use Announcement**”), the Board resolved to further change the use of part of the unutilised Net Proceeds in the amount HK\$60.0 million for the payment of part of the consideration for the Acquisition as disclosed in the Acquisition Announcement dated 22 May 2020.

外幣風險

本集團於香港及澳門經營業務，並因(i)向不同海外供應商(主要來自日本、歐洲及越南)採購產品，且有關採購主要以外幣結算；及(ii)澳門營運所得收入，而面對外幣風險。儘管如此，考慮到零售業慣例及本集團目前營運狀況及澳門元匯率一直穩定，董事認為本集團面對的外幣風險並不重大。本集團將就有關貨幣變化所帶來的風險，而採取主動措施以及作出嚴密監察。

庫務政策

本集團採取審慎的庫務管理政策，不投購任何高槓桿或投機性衍生產品。現金結餘一般存於設定適當到期日的港元銀行存款賬戶，以滿足未來資金需要。

股份發售的所得款項用途

股份已於二零一九年一月十一日在聯交所主板上市。來自股份發售的所得款項淨額(「**所得款項淨額**」)約為213,700,000港元(扣除包銷費用及相關開支後)。

誠如本公司日期為二零二零年一月十五日的公告(「**首次更改所得款項用途公告**」)所披露，董事會決議將部份原獲分配用作於香港開設新零售店舖的未動用所得款項淨額為數30,000,000港元的用途，變更為用作對外投資(包括但不限於在澳門及中國大陸擴展集團的零售業務)。

誠如本公司日期為二零二零年八月二十四日的公告(「**第二次更改所得款項用途公告**」)所進一步披露，董事會決議將部份未動用所得款項淨額為數60,000,000港元的用途，進一步變更為用作支付收購事項(如日期為二零二零年五月二十二日之收購事項公告所披露)之部份代價。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

As at 31 March 2021, approximately HK\$203.6 million (representing approximately 95.3% of the Net Proceeds) had been utilised. Set out below is the breakdown of the use of the Net Proceeds up to 31 March 2021:

於二零二一年三月三十一日已動用約203,600,000港元(相當於所得款項淨額約95.3%)。下表載列直至二零二一年三月三十一日的所得款項淨額分列的用途:

Original amount of Net Proceeds allocated (approximately)	Change of Proceeds Use Announcement (approximately)	Revised allocation of Net Proceeds (as disclosed in the First	Further revised allocation of Net Proceeds (as disclosed in the Second Change of Proceeds Use Announcement) (approximately)	Amount of Net Proceeds used up to 31 March 2021 (approximately)	Unutilised amount of Net Proceeds as at 31 March 2021 (approximately)
		Change of Proceeds Use Announcement (approximately)	Change of Proceeds Use Announcement (approximately)		
HK\$'million 百萬港元	HK\$'million 百萬港元	HK\$'million 百萬港元	HK\$'million 百萬港元	HK\$'million 百萬港元	HK\$'million 百萬港元
		經修訂分配的所得款項淨額 (如首次更改所得款項用途公告所披露) (概約)	進一步經修訂分配的所得款項淨額 (如第二次更改所得款項用途公告所披露) (概約)	截至二零二一年三月三十一日已動用的所得款項淨額 (概約)	截至二零二一年三月三十一日未動用的所得款項淨額 (概約)
Specific use of Net Proceeds	所得款項淨額的特定用途				
(A) Opening of new retail stores in Hong Kong	(A) 於香港開設新零售店舖	142.1	112.1	98.1	-
(B) Intensifying and broadening marketing efforts	(B) 加強及擴大市場營銷力度	28.9	28.9	13.9	2.1
(C) Upgrading information technology systems	(C) 提升資訊科技系統	21.6	21.6	8.6	0.6
(D) General working capital	(D) 一般營運資金	21.1	21.1	21.1	1.8
(E) Outbound investment	(E) 對外投資	-	30.0	12.0	5.6
(F) Acquisition of Property	(F) 收購物業	-	-	60.0	-
		213.7	213.7	213.7	10.1

As at 31 March 2021, approximately HK\$10.1 million (representing approximately 4.7% of the Net Proceeds) had not yet been utilized. It is expected that the remaining Net Proceeds will be fully utilised by 2022 in accordance with the revised intended use as stated in the Second Change of Proceeds Use Announcement.

於二零二一年三月三十一日,有約10,100,000港元(相當於所得款項淨額約4.7%)尚未使用。預期餘下的所得款項淨額將按照第二次更改所得款項用途公告所述經修訂擬定用途,於二零二二年或之前用畢。

The unutilised Net Proceeds have been placed as time deposits or bank balances with licensed banks in Hong Kong as at the date of this report.

於本報告日期,所得款項淨額的未使用部分已存入香港持牌銀行,存作定期存款或銀行結餘。

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2021, excluding five Directors, the Group employed a total of 715 (2020: 548) full-time employees and 215 (2020: 141) part-time employees. The staff costs, excluding Directors' emoluments, of the Group for the year ended 31 March 2021 was approximately HK\$151,633,000 (2020: approximately HK\$134,973,000). The Company has adopted a share option scheme (the "Share Option Scheme") on 18 December 2018 for the purpose of providing incentives and rewards to the participants for their contributions to the Group. As at the date of this report, no option has been granted under the Share Option Scheme.

The remuneration policy of the Group to reward the employees is based on their performance, qualifications, experience and competence. Remuneration package typically comprises salary, contribution to pension schemes, discretionary annual bonus, performance-related bonus, sales target bonus and miscellaneous duties-related allowances. The Group conducts annual review on the performance of the employees and make reference to such performance review for assessing discretionary annual bonus, salary adjustments and promotion appraisals. The remuneration package of the executive Directors and the senior management is determined with reference to those paid by comparable companies, time commitment and performance of the Directors and senior management, as well as the performance of the Group. A remuneration committee is set up for reviewing the Group's emolument policy and structure of all remuneration of the Directors and senior management of the Group with reference to their experience, responsibilities, workload and time devoted to the Group and performance of the Group.

僱員及薪酬政策

於二零二一年三月三十一日，不計五名董事，本集團僱有合共715名（二零二零年：548名）全職僱員及215名（二零二零年：141名）兼職僱員。本集團截至二零二一年三月三十一日止年度的員工成本（不包括董事酬金）約為151,633,000港元（二零二零年：約134,973,000港元）。本公司已於二零一八年十二月十八日採納一項股份期權計劃（「購股權計劃」），藉以向參與者提供獎勵或報酬，以答謝彼等對本集團所作貢獻。於本報告日期，並無根據購股權計劃授出任何購股權。

本集團的薪酬政策旨在獎勵僱員，有關報酬乃按彼等的工作表現、資歷、經驗及工作能力而定。薪酬待遇一般包括薪金、退休金計劃供款、酌情年終花紅、表現掛鈎花紅、銷售目標花紅及雜項開支津貼。本集團每年評核僱員表現，並參考有關的表現評核的結果，來評估是否給予酌情年終花紅、薪金調整及晉升機會。執行董事及高級管理層的薪酬待遇乃參考同類公司的薪酬水平、董事及高級管理層付出的時間與表現，以及本集團表現而定。本集團設立薪酬委員會，以針對本集團董事及高級管理層收取的所有薪酬，檢討本集團有關的酬金政策及架構，當中參考各董事及高級管理層的經驗、職責、工作量及為本集團付出的時間，以及本集團的表現。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

MATERIAL INVESTMENTS

Save as disclosed in this report, the Group did not have any material investments during the year ended 31 March 2021.

MATERIAL ACQUISITIONS AND DISPOSALS

On 28 September 2020, the Group completed the acquisition of the entire issued shares of Allied Wide and the related loan extended to Allied Wide for a consideration of HK\$176,862,000 (which was subsequently adjusted to approximately HK\$176,000,000). Allied Wide holds an office property located at Offices Nos. 1, 2, 3, 5, 6, 7, 8, 9, 10, 11, 12, 15 and 16 on 11th Floor and Car Parking Spaces Nos. P59, P60 and P65 on the 3rd Floor, C-Bons International Center, No.108 Wai Yip Street, Kowloon, Hong Kong. Allied Wide became an indirect wholly-owned subsidiary of the Company and the financial results, assets and liabilities of Allied Wide had been consolidated into the accounts of the Group. For further details of the Acquisition, please refer to the Acquisition Announcement and the Acquisition Circular.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this report, the Group did not have other plans for material investments and capital assets as at 31 March 2021.

CONTINGENT LIABILITIES

Save as disclosed in this report, the Group did not have any significant contingent liabilities as at 31 March 2021.

重大投資

除本報告所披露者外，本集團於截至二零二一年三月三十一日止年度並無任何重大投資。

重大收購及出售

於二零二零年九月二十八日，本集團完成按代價176,862,000港元（其後調整至約176,000,000港元）收購協弘的全部已發行股份及向協弘借出的相關貸款，協弘持有一項位於香港九龍偉業街108號絲寶國際大廈11樓1、2、3、5、6、7、8、9、10、11、12、15及16號辦公室及3樓P59、P60及P65號停車位的辦公室物業。協弘已成為本公司的間接全資附屬公司，且協弘的財務業績、資產及負債已於本集團賬目內綜合入賬。有關收購事項的進一步詳情，請參閱收購事項公告及收購事項通函。

未來涉及重大投資及資本資產的計劃

除本報告所披露者外，本集團於二零二一年三月三十一日並無其他涉及重大投資及資本資產的計劃。

或然負債

除本報告所披露者外，本集團於二零二一年三月三十一日並無任何重大或然負債。

FINAL DIVIDEND

The Board has recommended the payment of final dividend of HK2.5 cents per share for the year ended 31 March 2021 (2020: nil).

Subject to the approval of the Shareholders at the forthcoming annual general meeting to be held on Wednesday, 18 August 2021 (the “AGM”), the proposed final dividend is expected to be paid on or around Monday, 6 September 2021 to the Shareholders whose names appear on the register of members of the Company on Thursday, 26 August 2021. To ascertain shareholders’ entitlement to the final dividend, if the proposed final dividend is approved by the Shareholders at the AGM, the register of members of the Company will be closed from Tuesday, 24 August 2021 to Thursday, 26 August 2021 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 23 August 2021.

CLOSURE OF SHARE REGISTER FOR AGM

For determining the entitlement of the Shareholders to attend and vote at the forthcoming AGM to be held on Wednesday, 18 August 2021, the register of members of the Company will be closed from Friday, 13 August 2021 to Wednesday, 18 August 2021 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 12 August 2021.

末期股息

董事會建議派付截至二零二一年三月三十一日止年度的末期股息每股2.5港仙(二零二零年：無)。

所建議的末期股息預期將於二零二一年九月六日(星期一)或前後，向於二零二一年八月二十六日(星期四)名列本公司股東名冊的股東派付，惟須待股東於二零二一年八月十八日(星期三)舉行的應屆股東週年大會(「股東週年大會」)上批准，方可作實。倘所建議的末期股息獲股東於股東週年大會上批准，則為確定股東獲派末期股息的資格，本公司將由二零二一年八月二十四日(星期二)起至二零二一年八月二十六日(星期四)止(首尾兩日包括在內)暫停辦理股份過戶登記手續，期間將不會處理任何股份過戶登記。為符合末期股息的資格，所有已填妥的股份過戶表格連同相關股票，必須不遲於二零二一年八月二十三日(星期一)下午四時三十分前送交本公司於香港的股份過戶分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

就股東週年大會暫停辦理股份過戶登記手續

為確定股東出席於二零二一年八月十八日(星期三)舉行之股東週年大會並於會上投票的權利，本公司將由二零二一年八月十三日(星期五)起至二零二一年八月十八日(星期三)止(首尾兩日包括在內)暫停辦理股份過戶登記手續，期間將不會處理任何股份過戶登記。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同相關股票，必須不遲於二零二一年八月十二日(星期四)下午四時三十分前送交本公司於香港的股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

EVENTS AFTER THE END OF THE REPORTING PERIOD

Since the outbreak of novel coronavirus pandemic in January 2020, the global economy continues to experience sharp contraction despite the massive monetary and fiscal support measures from central banks and governments worldwide. Despite the Hong Kong Government launched various relief measures in minimising the impacts of the pandemic on local economy and for supporting the recovery of domestic economy (pursuant to which the Group has been granted HK\$31,772,000 wage subsidies under the Employment Support Scheme launched by the Hong Kong Government and the Macau Government), it is expected that the economic activities will take time to fully recover and the process of recovery will be depend, amongst other factors, upon the pandemic being well-contained in Hong Kong, the Greater China region and globally. Hence, the time duration and scope of the disruptions from the novel coronavirus infection cannot be accurately assessed at this point of time. Such disruptions, if continue, will inevitably affect the Group's subsequent operation performance.

Save as disclosed in this report, there were no other important events affecting the Group that have occurred since 31 March 2021 and up to the date of this report.

報告期末後事項

自二零二零年一月新型冠狀病毒疫情爆發以來，儘管全球各國央行和政府採取龐大的貨幣及財政支持措施，但全球經濟仍在持續急劇收縮。香港政府雖然已推出多項紓緩措施，以減低疫情對本地經濟的影響，以及支持本地經濟復甦（就此，本集團已根據香港及澳門政府推出的保就業計劃獲發約31,772,000港元的工資補貼，但預期經濟活動仍需時日才能全面復甦，而復甦進度將視乎（其中包括）香港、大中華地區及全球疫情是否能夠受到妥善控制。因此，目前無法準確評估新型冠狀病毒感染所造成的干擾的持續時間及程度。倘干擾持續，將不可避免地影響到本集團往後經營表現。

除本報告所披露者外，自二零二一年三月三十一日起至本報告日期止，未有發生其他可影響本集團的重要事件。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷詳情

Biographical details of the Directors and the senior management of the Group are set out below:

DIRECTORS

Executive Directors

Mr. Lin Tsz Fung (林子峰), aged 49, one of the founders of the Group, is the chairman and was appointed as an executive Director on 24 January 2018. Mr. Lin is also one of the controlling shareholders of the Company. Mr. Lin is primarily responsible for formulating the Group's strategic planning and overall business development and overseeing overall management and operation of the Group. Mr. Lin is also a director of the subsidiaries of the Company, i.e. CIAO International Limited, Quality Food 360° (Holdings) Limited, Best Mart 360 International Limited, Best Mart 360 Macau Holdings Limited, Best Mart 360 Macau Limited, Best Mart 360 China Holdings Limited, Best Mart 360 Hong Kong Limited, 深圳優品叁陸零商業有限公司 (Shenzhen Best Mart 360 Commerce Limited), Abundant Year International Limited and Allied Wide Limited. Mr. Lin has accumulated over 23 years of experience in retail and wholesale businesses.

Mr. Lin was a member of the 11th Qing Hai Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議第十一屆青海省委員會). He was appointed as a director of The Hong Kong Fujian Charitable Education Fund (香港福建希望工程基金會) since 2014, a permanent honorary president of Hong Kong Federation of Fujian Associations Limited (香港福建社團聯會有限公司) in 2013, a vice president of The Federation of Hong Kong Footwear Limited (香港鞋業(1970)總會有限公司) in 2014, a permanent honorary president of Hong Kong Federation of Chendai Zhen Clans Limited (香港陳埭鎮同鄉總會有限公司) in 2016, and a vice president of The Federation of Jinjiang Hong Kong Associations Limited (formerly known as "Jinjiang Clans Association (H.K.) Limited") (香港晉江社團總會有限公司, formerly known as 「香港晉江同鄉會有限公司」) in 2013. Mr. Lin was also appointed as one of the directors of Pok Oi Hospital Centenary (70th) board of directors (2019-2020). Mr. Lin was admitted as Honorary Fellow by The Professional Validation Centre of Hong Kong Business Sector in July 2017.

本集團董事及高級管理層的履歷詳情載列如下：

董事

執行董事

林子峰先生，49歲，本集團創始人之一，現任主席，並於二零一八年一月二十四日獲委任為執行董事。林先生亦為本公司控股股東之一。林先生主要負責制定本集團的戰略規劃及整體業務發展，以及監督本集團的整體管理及營運。林先生亦為本公司多間附屬公司（即彩鷗國際有限公司、優品360°食品（集團）有限公司、優品360國際有限公司、優品360澳門控股有限公司、優品360澳門有限公司、優品360中國控股有限公司、優品360香港有限公司、深圳優品叁陸零商業有限公司、溢年國際有限公司及協弘有限公司）的董事。林先生累積逾23年的零售及批發業務經驗。

林先生為中國人民政治協商會議第十一屆青海省委員會委員。彼自二零一四年起獲委任為香港福建希望工程基金會的董事、於二零一三年獲委任為香港福建社團聯會有限公司的永遠名譽主席、於二零一四年獲委任為香港鞋業(1970)總會有限公司的副會長、於二零一六年獲委任為香港陳埭鎮同鄉總會有限公司永遠榮譽會長，以及於二零一三年獲委任為香港晉江社團總會有限公司（前稱「香港晉江同鄉會有限公司」）的副會長。林先生亦獲委任為博愛醫院百周年（己亥年）董事局的其中一名董事（二零一九年至二零二零年）。林先生於二零一七年七月獲香港商業專業評審中心認可頒授榮譽院士。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷詳情

Ms. Hui Ngai Fan (許毅芬), aged 42, one of the founders of the Group, was appointed as an executive Director on 24 January 2018. Ms. Hui is also one of the controlling shareholders of the Company. She is the sister of Mr. Hui Chi Kwan, the chief executive officer of the Company. Ms. Hui is primarily responsible for formulating the Group's strategic planning and overall business development and overseeing overall management and operation of the Group. Ms. Hui is also a director of the subsidiaries of the Company, i.e. CIAO International Limited, Quality Food 360° (Holdings) Limited, Best Mart 360 International Limited, Best Mart 360 Macau Holdings Limited, Best Mart 360 Macau Limited, Best Mart 360 China Holdings Limited, Best Mart 360 Hong Kong Limited, 深圳優品叁陸零商業有限公司 (Shenzhen Best Mart 360 Commerce Limited), Abundant Year International Limited and Allied Wide Limited. Ms. Hui has over 11 years of experience in the retail industry.

Independent Non-executive Directors

Mr. Sze Irons (施榮懷), B.B.S., J.P., aged 59, was appointed as an independent non-executive Director on 18 December 2018. Mr. Sze obtained a Bachelor of Science from the University of Wisconsin-La Crosse in May 1985. He is currently the vice supervisor of the Committee of Human Resources and Environment of the National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議全國委員會人口資源環境委員會副主任), an executive member of the Beijing Municipal Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議北京市委員會常務委員) and the Permanent Honorary President of The Chinese Manufacturers' Association of Hong Kong. Mr. Sze was appointed the Justice of the Peace in 2011 and was awarded the Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region in 2015. Mr. Sze is a director of Hang Tung Resources Limited, a private company in Hong Kong, since March 1984.

Mr. Sze is an independent non-executive director of Chevalier International Holdings Limited (Stock Code: 25), Continental Holdings Limited (Stock Code: 513), ST International Holdings Company Limited (Stock Code: 8521) and Jianzhong Construction Development Limited (Stock Code: 589) respectively, all of which are listed companies in Hong Kong. Mr. Sze was also a non-executive director of China Weaving Materials Holdings Limited (Stock Code: 3778), a listed company in Hong Kong, from May 2011 to June 2019.

許毅芬女士，42歲，本集團創始人之一，於二零一八年一月二十四日獲委任為執行董事。許女士亦為本公司控股股東之一。彼為本公司行政總裁許志群先生的胞妹。許女士主要負責制定本集團的戰略規劃及整體業務發展，並監督本集團的整體管理及營運。許女士亦為本公司多間附屬公司（即彩鷗國際有限公司、優品360°食品（集團）有限公司、優品360國際有限公司、優品360澳門控股有限公司、優品360澳門有限公司、優品360中國控股有限公司、優品360香港有限公司、深圳優品叁陸零商業有限公司、溢年國際有限公司及協弘有限公司）的董事。許女士擁有逾11年零售行業經驗。

獨立非執行董事

施榮懷先生 **B.B.S., J.P.**，59歲，於二零一八年十二月十八日獲委任為獨立非執行董事。施先生於一九八五年五月取得威斯康辛大學拉克羅斯分校理學士學位。彼目前為中國人民政治協商會議全國委員會人口資源環境委員會副主任、中國人民政治協商會議北京市委員會常務委員以及香港中華廠商聯合會永遠名譽會長。施先生於二零一一年獲委任為太平紳士，並於二零一五年獲香港特別行政區政府頒授銅紫荊星章。施先生自一九八四年三月起一直擔任香港一間私人公司恆通資源有限公司的董事。

施先生分別為其士國際集團有限公司（股份代號：25）、恒和珠寶集團有限公司（股份代號：513）、智紡國際控股有限公司（股份代號：8521）及建中建設發展有限公司（股份代號：589）的獨立非執行董事，上述公司均為香港上市公司。施先生亦於二零一一年五月至二零一九年六月期間擔任香港上市公司中國織材控股有限公司（股份代號：3778）的非執行董事。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷詳情

Mr. Sze was also a non-executive director of Bel Global Resources Holdings Limited (“**Bel Global**”) from 1 February 2017 to 21 September 2019, which shares were previously listed on the Main Board of the Stock Exchange with Stock Code 761. Trading in the shares of Bel Global had been suspended since 4 July 2011, and the listing of the shares of Bel Global was cancelled by the Stock Exchange with effect from 24 August 2018.

Ms. Choy So Yuk (蔡素玉) B.B.S., J.P., aged 70, was appointed as an independent non-executive Director on 18 December 2018. Ms. Choy obtained her Bachelor of Science degree and Master of Philosophy degree from The University of Hong Kong in 1974 and 1980 respectively. Ms. Choy is a deputy of the National People’s Congress of the PRC. She was a member of the Legislative Council of Hong Kong from 1998 to 2008. Ms. Choy was appointed the Justice of the Peace in 2005 and was awarded the Bronze Bauhinia Star by the Government of the HKSAR in 2013.

Ms. Choy is also an independent non-executive director of Silk Road Logistics Holdings Limited (Stock Code: 988), a listed company in Hong Kong. She was also an independent non-executive director of Blockchain Group Company Limited (Stock Code: 364), a listed company in Hong Kong, from August 2002 to October 2017, and was an independent non-executive director of Evershine Group Holdings Limited (Stock Code: 8022), a listed company in Hong Kong, from May 2015 to January 2021. On 19 November 2018, Blockchain Group Company Limited was ordered to be wound up by the High Court of Hong Kong and trading in its shares was suspended.

Mr. Lee Ka Lun (李家麟), aged 66, was appointed as an independent non-executive Director on 18 December 2018. Mr. Lee graduated from Hong Kong Polytechnic (currently known as “The Hong Kong Polytechnic University”) with a higher diploma in accountancy in November 1978. He is a fellow of The Chartered Association of Certified Accountants (now known as “Association of Chartered Certified Accountants”) since 1985. Mr. Lee was also a licenced person under the SFO to carry on Type 4 (advising on securities) and Type 9 (asset management) regulated activities between March 2008 and January 2021. He was the responsible officer of Asia Investment Management Limited between 10 April 2017 and 31 January 2021.

施先生亦自二零一七年二月一日至二零一九年九月二十一日為百營環球資源控股有限公司(「百營環球」)的非執行董事，百營環球股份曾於聯交所主板上市，股份代號為761。百營環球的股份自二零一一年七月四日起暫停買賣，其上市地位已於二零一八年八月二十四日被聯交所取消。

蔡素玉女士B.B.S., J.P.，70歲，於二零一八年十二月十八日獲委任為獨立非執行董事。蔡女士分別於一九七四年及一九八零年在香港大學取得理學士學位及哲學碩士學位。蔡女士為中華人民共和國全國人大代表。彼於一九九八年至二零零八年期間擔任香港立法會議員。蔡女士於二零零五年獲委任為太平紳士，並於二零一三年獲香港特區政府頒授銅紫荊星章。

蔡女士亦為於香港上市的絲路物流控股有限公司(股份代號：988)的獨立非執行董事。彼亦曾於二零零二年八月至二零一七年十月期間擔任香港上市公司區塊鏈集團有限公司(股份代號：364)的獨立非執行董事，及於二零一五年五月至二零二一年一月期間擔任香港上市公司永耀集團控股有限公司(股份代號：8022)的獨立非執行董事。於二零一八年十一月十九日，區塊鏈集團有限公司被香港高等法院頒令清盤，其股份亦被暫停買賣。

李家麟先生，66歲，於二零一八年十二月十八日獲委任為獨立非執行董事。李先生於一九七八年十一月畢業於香港理工學院(現稱「香港理工大學」)並取得會計高級文憑。彼自一九八五年起為英國特許公認會計師公會(The Chartered Association of Certified Accountants，現稱「Association of Chartered Certified Accountants」)資深會員。李先生亦自二零零八年三月至二零二一年一月為根據證券及期貨條例可進行第4類(就證券提供意見)及第9類(提供資產管理)受規管活動的持牌人士。彼自二零一七年四月十日及二零二一年一月三十一日為亞洲資產管理有限公司的負責人員。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

Mr. Lee is also an independent non-executive director of Chong Hing Bank Limited (Stock Code: 1111), Yuexiu Property Company Limited (Stock Code: 123); Chow Sang Sang Holdings International Limited (Stock Code: 116), Ever Harvest Group Holdings Limited (Stock Code: 1549) and Medicskin Holdings Limited (Stock Code: 8307), all of which are listed companies in Hong Kong.

李先生亦為創興銀行有限公司(股份代號: 1111)、越秀地產股份有限公司(股份代號: 123)、周生生集團國際有限公司(股份代號: 116)、永豐集團控股有限公司(股份代號: 1549)及密迪斯肌控股有限公司(股份代號: 8307)的獨立非執行董事,全部均為香港上市公司。

CHIEF EXECUTIVE OFFICER

Mr. Hui Chi Kwan (許志群), aged 44, is the chief executive officer of the Group since April 2015. Mr. Hui is the brother of Ms. Hui Ngai Fan, executive director of the Company. He is responsible for overseeing day to day management of the Group and reporting to and executing decisions from the Board. Mr. Hui is also a director of Best Mart 360 Macau Limited and 深圳優品叁陸零商業有限公司(Shenzhen Best Mart 360 Commerce Limited), subsidiaries of the Company. Mr. Hui was appointed as a member of the 12th Chinese People's Political Consultative Conference Shandong Province Committee (中國人民政治協商會議第十二屆山東省委員會) in December 2019. He was appointed as a member of the 12th and 13th Chinese People's Political Consultative Conference Jinjiang Municipal Committee (中國人民政治協商會議第十二屆及第十三屆晉江市委員會). He was appointed as vice president and a permanent honorary president of The Fukien Athletic Club (香港福建體育會) from 2015 to 2018 and was promoted to executive vice president and a permanent honorary president of The Fukien Athletic Club in 2018. Mr. Hui was appointed as a vice chairman of Hong Kong Department Stores and Retail General Union (香港百貨及零售業總會) in January 2016. He was also appointed as the president of Hong Kong Federation of Chendai Zhen Clans Limited (香港陳埭鎮同鄉總會有限公司) in June 2019. Mr. Hui was admitted as Fellow by The Professional Validation Centre of Hong Kong Business Sector in June 2015. Mr. Hui was appointed as a permanent honorary president of Hong Kong Shine Tak Foundation Association Limited in March 2021. Mr. Hui has over 17 years of experience in retail industry.

行政總裁

許志群先生, 44歲, 自二零一五年四月起為本集團的行政總裁。許先生為本公司執行董事許毅芬女士的胞兄。彼負責監督本集團日常管理以及向董事會報告及執行董事會所定決策。許先生亦為本公司之附屬公司優品360澳門有限公司及深圳優品叁陸零商業有限公司之董事。許先生於二零一九年十二月獲委任為中國人民政治協商會議第十二屆山東省委員會委員。彼曾獲委任為中國人民政治協商會議第十二屆及第十三屆晉江市委員會委員。彼於二零一五年獲委任為香港福建體育會副理事長及永遠名譽會長並於二零一八年晉升為香港福建體育會常務副會長及永遠名譽會長。許先生於二零一六年一月獲委任為香港百貨及零售業總會副主席。彼亦於二零一九年六月被委任為香港陳埭鎮同鄉總會有限公司會長。許先生於二零一五年六月獲香港商業專業評審中心認可頒授院士。彼亦於二零二一年三月被委任為香港善德基金會有限公司永遠名譽會長。許先生於零售業擁有逾17年經驗。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷詳情

CHIEF FINANCIAL OFFICER

Ms. Hung Man Chi (洪敏治), aged 58, is the chief financial officer of the Group. Ms. Hung joined the Group in September 2013 as an account officer. She was promoted as our accountant in April 2015 and further promoted as the chief financial officer of the Group in November 2017. She is primarily responsible for overseeing the overall financial position and accounting matters of the Group and overseeing corporate governance and maintaining risk management and internal control system.

Ms. Hung obtained a Higher Stage Diploma in Higher Accounting from the City College of Commerce in 1988. She was admitted as a member of the Hong Kong Institute of Certified Public Accountants in September 2010. She was admitted as a member of and has become a fellow of the Association of Chartered Certified Accountants in November 2008 and November 2013 respectively. Ms. Hung has over 22 years of experience in finance and accounting management.

財務總監

洪敏治女士，58歲，為本集團的財務總監。洪女士於二零一三年九月加盟本集團擔任會計主任。彼於二零一五年四月升任為會計師，並於二零一七年十一月獲進一步擢升為本集團財務總監。彼主要負責監督本集團整體財務狀況及會計事宜，並監管企業管治及維持風險管理及內部監控系統。

洪女士於一九八八年取得城市商業管理學校高級會計高級文憑。彼於二零一零年九月獲認可為香港會計師公會會員。彼於二零零八年十一月獲認可為英國特許公認會計師公會會員，並於二零一三年十一月成為該會資深會員。洪女士擁有逾22年財務及會計管理經驗。

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance, to formulate good corporate governance practice for improvement of accountability and transparency in operations, and to strengthen the internal control system from time to time so as to ensure to meet with the expectations of the shareholders of the Company.

During the Financial Year under Review, save as disclosed below, the Company has adopted and complied with all applicable code provisions in the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”):

- (1) Under Code Provision A.6.7, independent non-executive directors should generally attend general meetings to develop a balanced understanding of the views of shareholders. During the year, not all independent non-executive directors attended general meetings of the Company due to prior or unexpected business engagements.
- (2) Under Code Provision E.1.2, the chairman of the board should attend the annual general meeting. Due to unexpected business engagements, the chairman of the Board was unable to attend the annual general meeting of the Company held on 18 August 2020, which deviates from Code Provision E.1.2.

企業管治常規

本公司致力維持高水平企業管治，制定良好企業管治常規以提高營運的問責性及透明度，並不時加強內部監控系統，確保符合本公司股東的期望。

於回顧財政年度內，除以下所披露者外，本公司已採納並遵守聯交所證券上市規則（「上市規則」）附錄十四所載企業管治守則（「企業管治守則」）的所有適用守則條文：

- (1) 根據守則條文第A.6.7條，一般而言，獨立非執行董事應出席股東大會以公正了解股東的意見。年內，由於有較早前已安排或未能預計之商業事務，並非所有獨立非執行董事均有出席本公司的股東大會；
- (2) 根據守則條文第E.1.2條，董事會主席應出席股東週年大會。由於有未能預計之商業事務，董事會主席未能出席本公司於二零二零年八月十八日舉行之股東週年大會，因而偏離守則條文第E.1.2條。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and the Chief Executive Officer are separate and performed by different individuals to ensure a balance of power and authority, so that power is not concentrated in any one individual. Mr. Lin Tsz Fung, Chairman and Executive Director, is responsible for formulating the Group's strategic planning and overall business development and overseeing overall management and operation of the Group, while Mr. Hui Chi Kwan, Chief Executive Officer, is responsible for overseeing day to day management of the Group and reporting to and executing decisions from the Board. There is a clear division of responsibilities between the Chairman and the Chief Executive Officer.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct governing the securities transactions by the Directors. Following a specific enquiry made by the Company on the Directors, all Directors have confirmed that they had complied with the required standard set out in the Model Code during the Financial Year under Review.

主席及行政總裁

主席及行政總裁的角色乃分開並由不同人士擔當，以確保權力及授權分布均衡，使任何單一人士不能包攬全部權力。主席兼執行董事林子峰先生負責本集團的戰略規劃及整體業務發展，以及監督本集團的整體管理及營運，而行政總裁許志群先生則負責監督本集團日常管理以及向董事會報告及執行董事會所定決策。主席與行政總裁各自的職責已有清楚區分。

董事進行證券交易

本公司已採納上市規則附錄十所刊載的上市發行人董事進行證券交易的標準守則（「標準守則」）作為其自身規管董事進行證券交易的行為守則。經本公司向董事作出具體查詢後，全體董事均已確認，彼等於回顧財政年度內已遵守標準守則所規定的準則。

BOARD OF DIRECTORS

Responsibilities of the Board

The Board is primarily responsible for overseeing and supervising the overall management of the Group's business. The Board is collectively responsible for promoting the success of the Company by providing effective leadership and direction to its business, formulating group policies and business directions, monitoring internal controls and performances, and ensuring transparency and accountability of its operations. The powers and duties of the Board include convening general meetings and reporting the Board's work at the Shareholders' meetings, determining the business and investment plans, preparing the periodic financial budgets and reports, formulating proposals for profit distributions and exercising other powers, functions and duties as conferred by the articles of association of the Company. The Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference which are published on the respective websites of the Stock Exchange and the Company.

The Directors have full access to information of the Group and are entitled to seek independent professional advice in appropriate circumstances at the Company's expense.

The management of the Company is accountable to the Board and performs the following major duties: reporting to the Board, executing the resolutions of the Board, and completing all the tasks assigned by the Board.

BOARD COMPOSITION

The Board comprises of the following five Directors during the Financial Year under Review:

Executive Directors

Mr. Lin Tsz Fung (*Chairman*)
Ms. Hui Ngai Fan

Independent non-executive Directors

Mr. Sze Irons *BBS JP*
Ms. Choy So Yuk *BBS JP*
Mr. Lee Ka Lun

董事會

董事會職責

董事會主要負責監督及督導本集團業務的整體管理。董事會整體負責為本公司業務提供高效的領導力及指引，制定集團政策及業務方向，監察內部監控及表現，以及確保營運的透明度及問責性，以推動本公司成功。董事會的權力及職務包括召開股東大會並於股東大會上匯報董事會的工作，釐定業務及投資計劃，編製定期財務預算及報告、制定利潤分配方案以及行使本公司組織章程細則賦予的其他權力、職能及職務。董事會已成立多個董事委員會，並已按該等董事委員會各自的職權範圍（職權範圍的內容已於聯交所及本公司網站刊載）賦予其不同職責。

董事可自由取閱本集團的資料，並有權於適當情況下徵詢獨立專業意見，有關費用由本公司承擔。

本公司管理層對董事會負責，並行使以下主要職責：向董事會報告工作、執行董事會決議、完成董事會下達的各項任務。

董事會組成

於回顧財政年度內，董事會由下列五名董事組成：

執行董事

林子峰先生 (*主席*)
許毅芬女士

獨立非執行董事

施榮懷先生 *BBS JP*
蔡素玉女士 *BBS JP*
李家麟先生

The biographical details of each of the Directors are set out in the section headed “Biographical Details of the Directors and Senior Management” of this report.

All Directors have given sufficient time and attention to the affairs of the Group. Ms. Hui Ngai Fan, an executive Director, is the sister of Mr. Hui Chi Kwan, Chief Executive Officer of the Group. There was no financial, business, family or other material relationship among the Directors.

The independent non-executive Directors have extensive experience in different areas or professions and will give independent advice to the Board from time to time. By their active participation in Board meeting and by their service on various Board committees, the independent non-executive Directors contribute in important ways to the effective direction and strategic decision making of the Group.

During the Financial Year under Review, the Board had at all times met the requirements of Rules 3.10(1) and (2) and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing at least one-third of the Board.

Each of the independent non-executive Directors has signed a confirmation of independence in writing pursuant to Rule 3.13 of the Listing Rules. Based on such confirmation, the Company considers that all the independent non-executive Directors are independent and have met the independence guidelines set out in Rule 3.13 of the Listing Rules during the Financial Year under Review.

BOARD MEETING

The Board scheduled 4 meetings during the Financial Year under Review. All Directors attended the meetings. The Company expects to hold at least four meetings per year, with special Board meetings being scheduled as required. Formal notice of at least 14 days will be given in respect of a regular meeting, while for special Board meetings, reasonable notice will be given.

有關各董事的履歷詳情載於本報告「董事及高級管理層履歷詳情」一節。

全體董事已就本集團事務付出充足時間及心力。執行董事許毅芬女士為本集團行政總裁許志群先生的胞妹。董事之間並無存有任何財務、業務、家屬或其他重大關係。

獨立非執行董事各自在不同領域或專業範疇中擁有豐富經驗，並將不時向董事會提供獨立意見。獨立非執行董事通過積極參與董事會會議以及供職於各董事委員會，為本集團的有效前進及戰略決策作出重大貢獻。

於回顧財政年度內，董事會一直符合上市規則第3.10(1)及(2)條及第3.10A條有關委任至少三名獨立非執行董事（其須佔董事會成員人數至少三分之一）的規定。

每名獨立非執行董事均已根據上市規則第3.13條就獨立性簽署書面確認。基於有關確認，本公司認為全體獨立非執行董事於回顧財政年度內確屬獨立人士，且已符合上市規則第3.13條所載的獨立指引。

董事會會議

董事會於回顧財政年度內舉行了四次會議。全體董事均有出席會議。本公司預期每年至少舉行四次會議，並按需要舉行董事會特別會議。就舉行定期會議而言將會發出至少14天正式通知，至於董事會特別會議則會發出合理通知。

BOARD COMMITTEES

The Board has established three committees, namely the audit committee, the remuneration committee and the nomination committee to assist in carrying out its responsibilities and functions. Each of these committees has specific written terms of reference setting out its duties and authorities, and are available for review on the respective website of the Company and the Stock Exchange. The committees have sufficient resources to execute their requisite duties and enjoy the support of the management.

Audit Committee

The primary duties of the audit committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management system of the Group, to oversee the audit process, to develop and review the policies and to perform other duties and responsibilities as assigned by the Board. The audit committee comprises of three independent non-executive Directors, namely, Mr. Sze Irons, Ms. Choy So Yuk and Mr. Lee Ka Lun. The chairman of the audit committee is Mr. Lee Ka Lun.

The Group's audited annual results for the year ended 31 March 2021 and the unaudited interim results for the six months ended 30 September 2020 had been reviewed by the audit committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures were made.

Remuneration Committee

The primary duties of the remuneration committee include (but without limitation): (i) making recommendations to the Directors regarding the policy and structure for the remuneration of all the Directors and senior management of the Group and on the establishment of a formal and transparent procedure for developing remuneration policies; (ii) making recommendations to the Board on the remuneration packages of the Directors and senior management; (iii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and

董事委員會

董事會已成立三個委員會，分別為審核委員會、薪酬委員會及提名委員會，以協助其履行職責及職能。各委員會均訂有具體的書面職權範圍，當中載列委員會的職務及授權，並可於本公司及聯交所網站查閱。各委員會均擁有充足資源可執行其必須履行的職務，並擁有管理層的支持。

審核委員會

審核委員會的主要職務為就本集團的財務報告過程、內部監控及風險管理系統的成效提出獨立意見以協助董事會，監督審核過程，制定及檢討有關政策以及履行董事會指派的其他職務及職責。審核委員會由三名獨立非執行董事組成，分別為施榮懷先生、蔡素玉女士及李家麟先生。審核委員會主席為李家麟先生。

本集團截至二零二一年三月三十一日止年度的經審核年度業績及截至二零二零年九月三十日止六個月的未經審核中期業績已經由審核委員會審閱，審核委員會認為有關業績乃遵照適用會計準則編製，並已作出充分披露。

薪酬委員會

薪酬委員會的主要職務包括(但不限於)：(i)就本集團所有董事及高級管理層薪酬的政策及架構以及就建立正式及透明的薪酬政策制定程序而向董事提出建議；(ii)就董事及高級管理層的薪酬待遇向董事會提出建議；(iii)按董事會所訂企業目標及目的，檢討並批准管理層的薪酬提案；及(iv)根據購股權計劃考慮並批准向合資格參與者授出購股權。薪酬委員會由兩名獨立非

objectives; and (iv) considering and approving the grant of share options to eligible participants pursuant to the Share Option Scheme. The remuneration committee comprises of two independent non-executive Directors and one executive Director, namely, Mr. Sze Irons, Ms. Choy So Yuk, and Mr. Lin Tsz Fung. The chairman of the remuneration committee is Mr. Sze Irons.

During the Financial Year under Review, the remuneration committee held one meeting to review matters related to the remuneration structure of the Directors and senior management of the Company.

Nomination Committee

The primary function of the nomination committee is to make recommendations to the Board on the appointment of members of the Board. The nomination committee comprises of two independent non-executive Directors and one executive Director, namely, Ms. Choy So Yuk, Mr. Lee Ka Lun and Ms. Hui Ngai Fan. The chairman of the nomination committee is Ms. Choy So Yuk.

The Company recognises and embraces the importance and benefit to achieve diversity on the Board to corporate governance and board effectiveness. The Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In deciding the composition of the Board, the Company will consider the Board diversity from various perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience. All appointments of the Board are based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board. The nomination committee has primary responsibility for identifying suitably qualified candidates to become members of the Board and shall give adequate consideration to this policy in selection of board candidates.

執行董事及一名執行董事組成，分別為施榮懷先生、蔡素玉女士及林子峰先生。薪酬委員會主席為施榮懷先生。

於回顧財政年度內，薪酬委員會合共召開一次會議，審議公司董事及高級管理人員薪酬結構等相關事宜。

提名委員會

提名委員會的主要職能為就委任董事會成員向董事會提出建議。提名委員會由兩名獨立非執行董事及一名執行董事組成，分別為蔡素玉女士、李家麟先生及許毅芬女士。提名委員會主席為蔡素玉女士。

本公司認同並深信達致董事會成員多元化對企業管治及董事會的有效運作極為重要及有裨益。本公司認為，於董事會層面提升董事會組成的多元性乃協助其實現戰略目標及可持續發展的關鍵元素。在決定董事會的組成時，本公司將參照本公司業務模式及特定需要，就董事會成員多元化作出多方面考慮，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗及專業經驗。董事會的一切委任均以用人唯才為原則，在考慮人選時會依據合適的準則並會全面考慮董事會成員多元化的裨益。提名委員會在物色具備合適資格的人選成為董事會成員上負有首要職責，並應在甄選董事會人選方面給予本政策充分考慮。

CORPORATE GOVERNANCE REPORT 企業管治報告

ATTENDANCE RECORD OF DIRECTORS AND BOARD COMMITTEE MEMBERS

The attendance record of each Director at the Board meetings and Board Committee meetings of the Company held during the Financial Year under Review is set out in the table below:

董事及董事委員會成員的出席紀錄

各董事於回顧財政年度內出席本公司董事會會議及董事委員會會議的出席紀錄如下：

Name of Director	董事姓名	Attendance/Number of Meetings				
		Board	Audit	Remuneration	Nomination	General
		董事會	Committee	Committee	Committee	Meeting
			審核委員會	薪酬委員會	提名委員會	股東大會
<i>Executive Directors:</i> 執行董事：						
Mr. Lin Tsz Fung	林子峰先生	4/4	N/A 不適用	1/1	N/A 不適用	0/2
Ms. Hui Ngai Fan	許靄芬女士	4/4	N/A 不適用	N/A 不適用	1/1	2/2
<i>Independent non-executive Directors:</i> 獨立非執行董事：						
Mr. Sze Irons	施榮懷先生	4/4	2/2	1/1	N/A 不適用	1/2
Ms. Choy So Yuk	蔡素玉女士	4/4	2/2	1/1	1/1	1/2
Mr. Lee Ka Lun	李家麟先生	4/4	2/2	N/A 不適用	1/1	0/2

DIRECTORS' LIABILITIES INSURANCE

During the Financial Year under Review, the Company had arranged for appropriate and adequate insurance cover to protect the Directors from legal action arising from the performance of their duties as a Director. Such insurance coverage is reviewed and renewed by the Board on an annual basis.

董事責任保險

於回顧財政年度內，本公司已投購適當且充分的保險保障，以保障董事免受因履行董事職務而引起的任何法律訴訟。有關投保範圍須由董事會按年檢討及重續。

REMUNERATION OF SENIOR MANAGEMENT

For the year ended 31 March 2021, the remuneration of the Group's senior management fell within the following bands:

高級管理層酬金

於截至二零二一年三月三十一日止年度，本集團之高級管理層的酬金介乎下列範圍：

		Number
		人數
Nil to HK\$1,000,000	零至1,000,000港元	1
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	0
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	1

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant. Pursuant to the CG Code A.6.5, Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. All Directors are encouraged to attend relevant training courses at the Company's expenses. The Company has received from each Director (i.e. Mr. Lin Tsz Fung, Ms. Hui Ngai Fan, Mr. Sze Irons, Ms. Choy So Yuk and Mr. Lee Ka Lun) a confirmation of his/her participation in appropriate continuous professional development by way of attending seminars or self-reading in compliance with CG Code A.6.5 for the Financial Year under Review.

CORPORATE GOVERNANCE FUNCTION

The Board recognises that corporate governance should be the collective responsibility of the Directors though having delegated the corporate governance duties to the Audit Committee which include, but are not limited to:

- 1) developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;
- 2) reviewing and monitoring the training and continuous professional development of the Directors and senior management;
- 3) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- 4) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
- 5) reviewing the Company's compliance with the CG Code and disclosure in this report.

董事的持續專業發展

各董事應密切留意監管規例的最新發展及變化，以便有效履行其職責，以及確保對董事會作出有見地及適切的貢獻。根據企業管治守則A.6.5，董事應參與適當的持續專業發展，以發展並更新其知識及技能。本公司鼓勵所有董事出席相關培訓課程，有關費用由本公司承擔。本公司已收到每名董事（即林子峰先生、許毅芬女士、施榮懷先生、蔡素玉女士及李家麟先生）確認其已遵守企業管治守則A.6.5的規定，於回顧財政年度透過出席研討會或自行修讀的方式，參與適當的持續專業發展。

企業管治職能

董事會確認企業管治應為董事的集體責任，儘管如此，其已將企業管治職責轉授予審核委員會，當中包括但不限於：

- 1) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- 2) 檢討及監察董事及高級管理層的培訓及持續專業發展情況；
- 3) 審閱及監察本公司遵守法律及監管規定的政策及常規；
- 4) 制定、審閱及監察適用於僱員及董事的行為守則及合規手冊（如有）；及
- 5) 檢討本公司遵守企業管治守則及在本報告作出披露的情況。

AUDITOR'S REMUNERATION

An analysis of the remuneration that should be paid to the external auditor of the Company, BDO Limited, for the audit of the year ended 31 March 2021 and non-audit services is set out below:

Nature of Service	服務性質	Fees Paid/Payable 已付／應付費用 HK\$ 港元
Audit services	核數服務	820,000
Non-audit services	非核數服務	580,000
Total	總計	<u>1,400,000</u>

The above fees for non-audit services mainly represent the fees for the auditor's service in relation to the review of the Company's interim results and the Company's acquisition of Allied Wide Limited.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledged their responsibilities for the preparation of the financial statements of the Company for the year ended 31 March 2021, and confirmed that the financial statements of the Company were prepared in accordance with statutory requirements and applicable accounting standards. The Directors confirm that, to the best of their knowledge, information and belief, and having made all reasonable enquiries, they are not aware of any undisclosed material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

COMPANY SECRETARY

Mr. Ko Wilson Wai Shun was appointed as the company secretary on 1 January 2021. Mr. Ko Wilson Wai Shun is an external service provider to the Company and a solicitor practising in Hong Kong. He has taken no less than 15 hours of relevant professional training as required by the Listing Rules. The primary contact person between the Company and Mr. Ko Wilson Wai Shun is Ms. Hung Man Chi, the chief financial officer of the Company.

核數師酬金

就截至二零二一年三月三十一日止年度的核數及非核數服務應支付予本公司外聘核數師香港立信德豪會計師事務所有限公司的酬金分析載列如下：

上述非核數服務費用主要包括核數師就審閱本公司中期業績及就本公司收購協弘有限公司所提供的服務之費用。

董事對財務報表的職責

董事承認，彼等須履行編製本公司截至二零二一年三月三十一日止年度的財務報表的職責，並確認本公司的財務報表乃按法例規定及適用會計準則編製。董事確認，據彼等作出一切合理查詢後所深知、盡悉及確信，彼等並無發現任何未披露的重大不確定事件或狀況，其可能對本公司持續經營的能力構成重大疑問。

公司秘書

高偉舜先生於二零二一年一月一日獲委任為公司秘書。高偉舜先生為一名由本公司外聘的服務機構的代表人員，並為香港執業律師。彼已按上市規則規定參加不少於15小時的相關專業培訓。本公司財務總監洪敏治女士為代表本公司與高偉舜先生聯絡的主要聯絡人。

INTERNAL CONTROL AND RISK MANAGEMENT

The Company has adopted a series of internal control policies and has implemented risk management policies to address various potential risks identified in relation to the Group's operations, including operational risks, credit risks, market risks, financial risks and legal risks. The Board conducts a thorough examination of any material risks associated with any material business decision before approving such decision. The Directors and senior management keep track of day-to-day operations and monitor any associated operational risks of the Group and formulate policies and resolutions to mitigate or resolve these risks. Trainings are provided to relevant employees in order to enhance their industry knowledges and to encourage encompassing culture of risk management ensuring that the relevant employees are aware of and responsible for risk management. The Company convenes meetings periodically to discuss financial, operational, compliance and risk management control. The Board is responsible for the risk management and internal control systems of the Company, and through the audit committee, conducted an annual review on the effectiveness of the Group's risk management and internal control systems in its financial, operational and compliance controls and risk management functions. If defects are discovered during the review, the Board and the CEO will review such defects and make corresponding plans to resolve them, taking into consideration the available resources. The risk management and internal control systems adopted by the Company are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Company does not have an internal audit function, but will review the need for one annually. Furthermore, a compliance team which includes the chief financial officer has been established to organise, review and maintain the internal control system and to provide assistance to the Directors, senior management and employees with respect to the internal control policies. During the Financial Year under Review, the Company has engaged external legal advisers to advise the Company on compliance with and provide updates on the changes in the Listing Rules and the applicable Hong Kong laws, rules and regulations from time to time and as required. The audit committee is responsible for reviewing the internal control systems and procedures for compliance with the requirements prescribed by the applicable laws, rules and regulations.

內部監控及風險管理

本公司已採納一系列內部監控政策並已推行風險管理政策，以應對各種與本集團營運有關的已識別潛在風險，包括營運風險、信貸風險、市場風險、財務風險及法律風險。董事會於批准任何重大商業決定前，對該決定所牽涉的任何重大風險進行詳細評估。董事及高級管理層緊貼日常營運，監察本集團任何相關營運風險，並制訂政策及解決方案以緩解或解決該等風險。本公司向相關僱員提供培訓以加強其行業知識並鼓勵全面的風險管理文化，確保相關僱員知悉並對風險管理負責。本公司定期召開會議以討論財務、營運、合規及風險管理的監控。董事會對本公司之風險管理及內部監控系統負責，並透過審核委員會每年檢討本集團於其財務、營運及合規監控以及風險管理職能方面的風險管理及內部監控系統的成效。如於檢討過程中發現缺陷，董事會及行政總裁將審查所發現的缺陷，考慮可用資源並制定相關解決計劃。本公司採納之風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。本公司並無設有內部審核功能，但將每年檢討是否需要增設此項功能。另外，本公司已成立包括財務總監在內的合規團隊，以統籌、檢討並確保內部監控系統持續運作，並就內部監控政策向董事、高級管理層及僱員提供協助。於回顧財政年度內，本公司已委聘外部法律顧問，以不時及於有需要時就遵守上市規則及適用香港法律、規則及規例向本公司提供建議及有關的最新變動資訊。審核委員會負責檢討內部監控系統及程序，確保其遵守適用法例、規則及規例訂明的要求。

The Company has established procedures and internal controls for the handling and dissemination of inside information, to ensure that inside information and sensitive information in relation to the Company will remain confidential until the disclosure of such information is appropriately approved.

The Board is of the opinion that the Group's risk management and internal control systems were adequate and effective during the Financial Year under Review.

DIVIDEND POLICY

The Company has no fixed dividend policy specifying a dividend payout ratio. The amount of any dividends to be declared will be subject to the decision by the Board and will depend on, among others, the Group's results of operations, available cashflows and financial condition, operating and capital requirements, the articles of association of the Company, the Companies Laws, applicable laws and regulations and any other factors that the Directors deem relevant. Dividends may be paid only out of the distributable profits of the Company as permitted under the applicable laws and shall not exceed the amount determined by the Board.

SHAREHOLDERS' RIGHTS

Procedures for Putting Forward Proposals at Shareholders' Meetings

There are no provisions allowing Shareholders to make proposals or make a motion at the annual general meetings under the memorandum and articles of association of the Company or the laws of the Cayman Islands. Shareholders who wish to make proposals or make a motion may, however, convene an extraordinary general meeting (the "EGM") in accordance with the "Procedures for Shareholders to Convene an EGM" set out below.

本公司已建立處理及發布內幕消息的程序和內部監控措施，以確保關於本公司的內幕消息及敏感消息在獲適當批准披露前一直保密。

董事會認為，於回顧財政年度內，本集團的風險管理及內部監控系統充分有效。

股息政策

本公司並無固定股息政策訂明派息率。未來宣派的任何股息金額將視乎董事會的決定並取決於(其中包括)本集團的經營業績、可用現金流量及財務狀況、經營及資本需求、本公司組織章程細則、公司法、適用法例及規例以及董事認為有關的任何其他因素。股息只能按適用法例所允許從本公司的可分派溢利中支付，且不得超逾董事會釐定的金額。

股東權利

在股東大會上提呈建議的程序

根據本公司的組織章程大綱及細則或開曼群島法例，並無條文允許股東於股東週年大會上提呈建議或作出動議。然而，有意提呈建議或作出動議的股東可按照下文「股東召開股東特別大會的程序」所載召開股東特別大會（「股東特別大會」）。

Procedures for Shareholders to Convene an EGM

In accordance with article 58 of the articles of association of the Company, extraordinary general meeting shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at the general meetings of the Company. Such requisition shall be made in writing to the Board or the company secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting should be held within two months after the deposit of such requisition.

Any requisition to convene an extraordinary general meeting or proposal to be put forward at the general meeting can be addressed to the principal place of business in Hong Kong of the Company at 14/F, SML Tower, 165 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong marked with the attention of the Board or the Company Secretary. The requisitionists must state in their requisition(s) the objects of the extraordinary general meeting to be convened, and such requisition must be signed by all the requisitionists. Upon receipt, the Company will verify the requisitionists' particulars and shareholding and if the requisition is in order, the Company will convene the extraordinary general meeting in accordance with the articles of association of the Company. On the contrary, if the requisition has been verified as not in order, the requisitionists concerned will be advised of the outcome and accordingly, the Board will not convene the extraordinary general meeting and/or include the proposal(s) made or the resolution(s) proposed by the requisitionists at the extraordinary general meeting.

Communications with Shareholders

The Company has adopted a Shareholders' communication policy to ensure effective communication with Shareholders of the Company. Under the policy, the Company's information shall be communicated to the Shareholders through general meetings, including annual general meetings of the Company, the Company's corporate communications (including, but not limited to, the annual report, the interim report, notices of meeting, circulars and proxy forms), information and materials on the Company's website and the Stock Exchange's website.

股東召開股東特別大會的程序

根據本公司組織章程細則第58條，股東特別大會須於任何一位或以上於遞呈要求當日持有不少於本公司繳足股本（具本公司股東大會的投票權）十分之一的股東要求下召開。有關要求須以書面形式向董事會或公司秘書作出，藉以要求董事會就處理該要求中指明的任何事務召開股東特別大會。有關大會應於遞呈該要求後兩個月內舉行。

任何有關召開股東特別大會或在股東大會上提呈建議的要求可送交本公司的香港主要營業地點（地址為香港九龍觀塘海濱道165號SML大廈14樓），並註明收件人為董事會或公司秘書。遞呈要求的人士必須在其要求內述明其召開股東特別大會的目的，且該要求必須經所有遞呈要求的人士簽署。本公司將於接獲要求後核實遞呈要求人士的資料及股權，倘該要求符合程序，本公司將根據本公司的組織章程細則召開股東特別大會。反之，倘該要求經核實為不符合程序，所涉遞呈要求的人士將獲告知有關結果，而董事會將不會召開股東特別大會及／或於股東特別大會上納入遞呈要求的人士所提呈的建議或決議案。

與股東進行溝通

本公司已採納一項股東通訊政策，以確保能與本公司股東進行有效溝通。根據政策，有關本公司的資訊須透過股東大會（包括本公司股東週年大會）、本公司的公司通訊（包括但不限於年度報告、中期報告、大會通告、通函及委任代表表格），以及於本公司網站及聯交所網站刊載的資料及材料而向股東傳達。

Shareholders may, at any time, direct questions, request for publicly available information and provide comments and suggestions to Directors or management of the Company. Such questions, requests and comments can be addressed to the Company by mail to 14/F, SML Tower, 165 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong.

Shareholders should direct their questions about their shareholdings by mail to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by telephone at (852) 2862-8555, who has been appointed by the Company to deal with Shareholders for share registration and related matters.

CONSTITUTIONAL DOCUMENTS

During the Financial Year under Review, there were no changes to the constitutional documents of the Company. An up to date version of the Company's memorandum and articles of association is available on the Company's website and the Stock Exchange's website.

股東可於任何時候向本公司董事或管理層作出查詢、要求索取公開可閱的資料，或提出意見及建議。有關查詢、要求及意見均可透過郵寄方式發送至本公司，地址為香港九龍觀塘海濱道165號SML大廈14樓。

股東應將其有關股權的查詢透過郵寄方式發送至本公司的香港股份過戶登記分處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖）或致電(852) 2862-8555。本公司已委聘香港中央證券登記有限公司以處理股東的股份過戶登記及相關事宜。

組織章程文件

於回顧財務年度內，本公司的組織章程文件並無任何變動。本公司最新版本的組織章程大綱及細則已刊載於本公司網站及聯交所網站。

Headquartered in Hong Kong, the Group operated 120 retail stores in Hong Kong and four retail store in Macau as at 31 March 2021. The Board recognizes the significance of sustainable development of the Group's business operations contributed by the environment and the well-being of the community. For this purpose, the Group, on one hand, is committed to conserving and protecting the environment and, on the other hand, attaches great importance to corporate social responsibilities that improve the welfare of the employees of the Group, cater needs of local community and create better community.

The Group is pleased to present its Environmental, Social and Governance Report (“**ESG Report**”) for the year ended 31 March 2021 which is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” contained in Appendix 27 to the Listing Rules. This ESG Report covers the performance and efforts towards environment, society and governance of the Group in the offices, the retail stores and the warehouses located in Hong Kong and/or Macau for the year ended 31 March 2021.

Affected by the outbreak of the coronavirus pandemic in January 2020, the Group had delayed its operation in the Mainland China until April 2021.

A. ENVIRONMENTAL ASPECTS

The Group is principally engaged in retail business in Hong Kong and Macau, the Group's operational activities in Hong Kong and Macau do not directly generate industrial pollutants in Hong Kong and Macau such as hazardous emissions, wastes or pollutants that are generally regarded as having a high environmental impact. As a responsible corporate citizen, the Group understands and respects its responsibility to the environment, and endeavours to achieve eco-friendly operations and conservation of resources for pursuing sustainable development.

During the Financial Year under Review, the Group had not been involved in any material non-compliance issues in respect of any applicable laws and regulations on environmental protection.

本集團總部設於香港，於二零二一年三月三十一日在香港經營120間零售店舖及在澳門經營四間零售店舖。董事會深明環境和社區健康對本集團於業務經營上實現可持續發展的重要性。有鑒於此，本集團一方面致力維護及保護環境，另一方面亦十分重視企業社會責任，務求提升本集團僱員福祉、滿足本地社區需要以及創造更美好的社區。

本集團欣然呈報截至二零二一年三月三十一日止年度的環境、社會及管治報告（「**環境、社會及管治報告**」），有關報告乃按照上市規則附錄二十七所載的《環境、社會及管治報告指引》編製。環境、社會及管治報告涵蓋本集團的辦公室、零售店舖及倉庫（位於香港及／或澳門）於截至二零二一年三月三十一日止年度在環境、社會及管治方面的表現及努力。

受二零二零年一月爆發冠狀病毒疫情的影響，本集團延遲在中國內地開展業務至二零二一年四月才派人員到國內開展業務。

A. 環境方面

本集團主要於香港及澳門從事零售業務，本集團於香港及澳門的經營活動不會直接產生工業污染物，如有害排放物、廢料或污染物等一般被視為對環境造成高危影響的物質。作為負責任的企業公民，本集團明白並遵守其環保責任，致力實現環境友善的經營模式以及節約資源，力求達致可持續發展。

於回顧財政年度，本集團並無牽涉於任何有關環保的適用法律及法規的重大違規情況。

A.1 Emissions

Hong Kong

The Group does not directly produce emissions. The major source of air emissions that is indirectly generated by the Group is attributed to gasoline and diesel consumed by an external transportation fleet engaged by the Group to collect, distribute and/or deliver goods between products' arrival shipping terminal, airport and warehouse of forwarders appointed by the Group's overseas suppliers, and warehouses of the Group and retail stores of the Group. The Group has outsourced the onland transportation arrangement in Hong Kong to a Hong Kong logistic service company, which is an independent third party that is not owned by or controlled by the Group, and therefore the retrieval of relevant data of such emissions in Hong Kong is not feasible. The Group is, however, keen to guide and pursue the provision of logistic services to the Group by the Hong Kong logistic company in environmental friendly manner and strive to minimize the environmental impact of direct emissions from the external transportation fleet. To this end, the Group has adopted various measures to mitigate air-pollution from its logistic arrangement, including streamlining logistic routing and fully and efficiently utilizing the loading capacity of each transportation vehicles which optimize logistic efficiency and minimize vehicles exhaust and arranging delivery services to the retail stores in Hong Kong in non-peak hours that considerably reduces roadside emissions from traffic congestion. During the Financial Year under Review, such measures were meticulously enforced.

The Group believes that the foregoing measures adopted in Hong Kong, on one hand, promote eco-friendly logistic arrangement and, on the other hand, improve the Group's operational efficiency.

A.1 排放物

香港

本集團並無直接產生排放物。本集團間接產生的廢氣排放物主要源自本集團所委聘的外部運輸團隊所消耗的汽油及柴油，其為了收集、發配及／或交付貨品，並將其由產品到達的碼頭、機場及本集團海外供應商所委託的貨運代理商倉庫，運送到本集團的倉庫及零售店舖。由於本集團已將香港陸路運輸工作外判予一間並非由本集團擁有及控制的香港獨立第三方物流服務公司，故此無法取得香港有關方面的排放數據。儘管如此，本集團殷切引領並促使香港物流公司以環境友善方式向本集團提供物流服務，並矢志減低外聘運輸團隊進行直接排放所造成的環境影響。為此，本集團已採納多項措施，以減低其物流安排所產生的空氣污染，當中包括精簡物流路線以及全面及有效地運用各運輸車輛的裝載能力，以優化物流效率及使汽車排放減至最低，以及安排於非繁忙時間向香港零售店舖提供送貨服務，以大幅減少因交通擠塞而產生的路邊廢氣。本集團於回顧財政年度嚴格執行有關措施。

本集團相信，於香港採納上述措施一方面會促進對環境友善的物流模式，另一方面會改善本集團的經營效率。

In addition, the Group noticed that the Hong Kong logistic company engaged by the Group had completed in April 2019 upgrading all of its heavy duty vehicles in conformity with the Euro-VI emission standard and the qualifying standards for environment-friendly commercial vehicles adopted by the Environmental Protection Department which have taken effect from 1 April 2019. Euro-VI emission standard that are more environmentally friendly in terms of fuel saving and emission composition which contained 80% less nitrogen oxides and 50% less inhalable particulate matter (PM10) as compared with that of vehicles conforming the Euro-V emission standard and thereby lessen the negative impact on the environment from the exhaust gas emission of the transportation vehicles.

Macau

During the Financial Year under Review, the Group operated four retail store in Macau. The shipping of products from Hong Kong to Macau and the onland transportation arrangement in Macau have been outsourced to a Macau shipping company and a Macau logistic service company respectively, both of which are independent third parties that are not owned or controlled by the Group. The Group noted that the vessel principally used by the Macau shipping company has obtained the Hong Kong Air Pollution Prevention Certificate issued by the Hong Kong Marine Department. In addition, the Group noticed that the Macau logistic service company commenced to upgrade all of its vehicles in March 2016, and had completed the upgrade and replacement of all of its vehicles in accordance with the exhaust gas emission standard adopted under the relevant laws and regulations in Macau. The Group has been assured by the Macau logistic service company that all transportation vehicles providing logistic services to the Group in Macau will be in conformance with and will continue to be in conformance with the standard and requirement under the relevant laws and regulations in Macau, and the Macau logistic service company also further assured that it will take all necessary actions to comply with the relevant environment protection laws and regulations in force in Macau from time to time.

此外，本集團得知，該間由本集團委聘的香港物流公司已於二零一九年四月完成提升其所有重型車輛，使之符合歐盟六期排放標準及環境保護署自二零一九年四月一日生效並採納的環保商用車認可標準。有關車輛在節約燃料及排放組合上較為環境友善，與符合歐盟五期排放標準的車輛相比含有少80%的氮氧化物及少50%的可吸入懸浮粒子(PM10)，因此在運輸車輛的廢氣排放上，對環境造成的負面影響較低。

澳門

於回顧財政年度，本集團在澳門經營四間零售店舖。由香港運往澳門的產品及於澳門的陸路運輸安排已分別外判予一間澳門船務公司及一間澳門物流服務公司，兩間公司均為並非由本集團擁有或控制的獨立第三方。本集團注意到，澳門船務公司主要使用的船舶已取得由香港海事處發出的香港防止空氣污染證書。此外，本集團注意到，澳門物流服務公司於二零一六年三月開始對旗下所有車輛進行升級，並已按照澳門相關法律及法規所規定的廢氣排放標準完成所有車輛的升級及替換。本集團獲澳門物流服務公司保證，為本集團在澳門提供物流服務的所有運輸車輛將符合並將繼續符合澳門相關法律及法規的標準及規定，而澳門物流服務公司再進一步保證，其將採取一切必要行動遵守澳門不時生效的相關環保法律及法規。

A.2 Use of Resources

The major source of energy used by the Group is electricity, which is mainly used in the general lighting, air-conditioning and powering of computers, office equipments and other equipments in the office, retail stores and warehouses of the Group.

Water usage in the Group's business operation is minimal as the Group's operation does not consume water. Water is mainly used by employees for drinking and personal hygiene purpose in the office, retail stores and warehouses of the Group which amount is insignificant. The other resources used by the Group in its business operation is paper and plastic shopping bags.

The amount of energy and resources used by the Group during the Financial Year under Review were as follows:

Energy and Resources	Unit	Consumed during the year ended 31 March 2021	Consumed during the year ended 31 March 2020
Electricity	kWh	4,159,573 (Note 1)	3,448,553 (Note 1)
A4 Papers	pieces	1,725,500	1,202,500
A3 Papers (Note 2)	pieces	107,500	40,000
Plastic bags	pieces	2,049,000	1,532,800

Notes:

- representing generation of carbon dioxide emissions of 2,971,847 kilograms in Hong Kong and Macau during the year ended 31 March 2021 and 2,793,328 kilograms during the year ended 31 March 2020 respectively. The increase in consumption of electricity and the generation of carbon dioxide emissions for the Financial Year under Review as compared to that of last financial year was mainly due to the increase in the number of retail stores of the Group in the Financial Year under Review.
- the raw material of A3 papers used by the Group is 100% elemental chlorine free pulp procured from sustainable and legally harvested sources.

A.2 資源使用

本集團主要使用的能源為電力，主要用於一般照明、冷氣空調，以及為電腦、辦公室設備及本集團辦公室、零售店舖及倉庫內的其他設備供電。

本集團於業務經營中的用水量極低，原因是本集團的業務並不消耗水源。僱員主要於本集團辦公室、零售店舖及倉庫使用食水作飲用及個人衛生用途，用量相當輕微。其他於本集團業務經營中使用的資源為紙張及塑膠購物袋。

本集團於回顧財政年度使用的能源量及資源量如下：

能源及資源	單位	於截至	於截至
		二零二一年 三月三十一日 止年度的 消耗量	二零二零年 三月三十一日 止年度的 消耗量
電力	千瓦時	4,159,573 (附註1)	3,448,553 (附註1)
A4紙張	張	1,725,500	1,202,500
A3紙張(附註2)	張	107,500	40,000
塑膠袋	個	2,049,000	1,532,800

附註：

- 此代表截至二零二一年三月三十一日止年度在香港及澳門產生的二氧化碳排放量2,971,847公斤(二零二零年三月三十一日：2,793,328公斤)。於回顧財政年度的用電量及二氧化碳排放量較上一財政年度增加，主要是由於本集團於回顧財政年度的零售店舖數目增加所致。
- 本集團使用的A3紙張採用100%無元素氯漂白木漿製成，其由可持續及合法採伐源頭獲得。

A.3 Environmental and Natural Resources

In order to minimize the impacts on the environment and to improve shareholder returns, the Group has proactively promoted energy utilization efficiency, conservation and environmental awareness to its employees and has adopted various measures for energy and resources saving during the Financial Year under Review. For examples:

- employees are required to switch off all non-essential lighting, air-conditioning and computer monitors during lunchtime, and to switch off all lighting, air-conditioning and computer monitors and unplug all electronic appliances when leaving the office or workplace to reduce electricity consumption;
- maintaining air-conditioning temperature in office generally at 23.5°C for setting comfortable office environment whilst avoiding power waste;
- switching off all non-essential air-conditioning in retail stores when the retail stores are closed after operation hours to reduce electricity consumption;
- maintaining air-conditioning temperature in retail stores generally at around 24-25°C in autumn and winter seasons and at not lower than 19°C in summer season for avoiding power waste;
- paper used by the Group are sourced from suppliers which are certified to be in compliance with Forest Stewardship Council (FSC) Chain-of-Custody certification;
- thermal paper roll used by cash registers of the Group's retail stores have been tested to be free from bisphenol A;
- tissue paper and towel paper used by the Group have been tested to be in compliance with GB standard 20810-2006 "Bathroom Tissue (including bathroom tissue base paper);

A.3 環境及天然資源

於回顧財政年度，為了減低對環境的影響及提高股東回報，本集團積極向僱員推廣能源使用效益、節約及環保的意識，並已採取多項節約能源及資源措施，例如：

- 僱員必須於午飯時間關掉所有非必要的照明、空調及電腦屏幕；於離開辦公室或工作場所時亦必須關掉所有照明、空調及電腦屏幕，以及拔掉所有電子設備的插頭，以減低電力消耗；
- 保持辦公室的整體空調溫度為23.5°C，以創造舒適的辦公環境，同時避免浪費電力；
- 零售店舖在營業時間後關門時須關掉所有店內非必要的空調，以減低電力消耗；
- 於秋冬季保持零售店舖的整體空調溫度為24至25°C，夏季則不低於19°C，以避免浪費電力；
- 本集團使用的紙張均採購自符合森林管理委員會(FSC)產銷監管鏈認證的供應商；
- 本集團零售店舖的收銀機所使用的熱敏紙卷經測試不含雙酚A；
- 本集團使用的紙巾及抹手紙經測試符合國家標準20810-2006《衛生紙(含衛生紙原紙)》；

- employees are required to login with personal user ID and password when photocopying to inspire paper saving;
- electronic salary statement have been adopted to exempt paper usage;
- time attendance system and leave application system of employees have been computerized to minimize paper usage;
- ink boxes and toner cartridges used by the Group are sourced from manufacturers which are certified to be in compliance with ISO 9001:2016;
- garbage classification has been implemented in the office and warehouse of the Group for the ease of waste recycling;
- all circulars and notices to retail stores are sent in electronic format to exempt paper usage; and
- employees are encouraged to print less documents and to reuse single-side used paper to minimize paper usage.
- 僱員在複印文件時，必須使用個人用戶名稱及密碼登入，以鼓勵節省用紙；
- 採用電子糧單，以減低紙張消耗；
- 僱員考勤系統及請假系統均已電腦化，以減低紙張消耗；
- 本集團使用的墨水匣及碳粉盒均採購自符合ISO 9001:2016認證的製造商；
- 本集團的辦公室及倉庫已實行垃圾分類，方便回收垃圾；
- 向零售店舖發出的所有通訊及通告以電子形式傳達，以避免使用紙張；及
- 鼓勵僱員減少列印文件及重用單面用過的紙張，以減低紙張消耗。

In addition, the Group promotes quantitative reduction of wastage at source by:

此外，本集團推動源頭減廢，例如：

- reducing food wastages by offering slow-moving and expiring products at clearance prices to customers;
- no festival gift wrapping in order to reduce the wrapping paper;
- strictly complying with the Product Eco-responsibility (Amendment) Ordinance 2014 and the plastic shopping bag levy in Hong Kong.
- 以清貨價向顧客出售慢銷及快將過期的產品，以減少浪費食物；
- 不再提供禮品包裝，以減少使用包裝紙；及
- 嚴格遵守香港《2014年產品環保責任(修訂)條例》及塑膠購物袋徵稅規定。

The Group also promotes environmental awareness in its business by using polybags made of oxo-biodegradable plastic since February 2018. Such polybags have satisfied relevant product environmental criteria set by Green Council, a non-profit and non-partisan environmental association of Hong Kong, and have been certified and licensed under the Hong Kong Green Label Scheme launched by Green Council.

Further, in order to reduce the plastic wrap used for securing products at warehouses, the Group increased the use of reusable ropes and nylon ties in replacement of the one-time packaging plastic wrap for bounding products and the use of pallet cage carts that secure products on transition from warehouses to retail stores, thereby reduced the use of the undegradable plastic wrap.

Looking ahead, aiming at growing business without depleting environment and natural resources and running business responsibly, the Group will continue to review its operation and explore other possibilities to further diminish pollutants and waste, to optimize energy consumption and to improve energy efficiency.

本集團亦自二零一八年二月起於其業務中推廣使用以氧化式生物降解塑膠製成的膠袋，以提高有關的環保意識。該種膠袋符合環保促進會（香港的非牟利及無黨派環保組織）制定的相關產品環境標準，並獲得環保促進會推行的香港環保標籤計劃認證及許可。

此外，為減少於倉庫固定產品時使用的塑膠包裝，本集團使用更多可重複使用的繩索及尼龍索帶，以代替捆綁產品所用的即棄塑膠包裝，並使用貨板籠車來固定從倉庫過渡至零售店舖的產品，從而減少使用不可降解的塑膠包裝。

展望將來，在尋求業務成長，但不竭盡環境及天然資源，以及負責任地經營業務的宗旨下，本集團將繼續檢討其業務經營，不斷探索其他機遇，以進一步減少污染及廢物、優化能源消耗及改善能源效益。

B. SOCIAL ASPECTS

B.1 Employment

The Group highly values its employees and sees its employees as one of its valuable assets. The Group generally recruits employees from the open market based on various factors such as their experience in the retail industry. The recruitment process is conducted through and monitored by the human resources department to ensure fairness in the recruitment process. The Group is an equal opportunities employer and is committed to providing equal opportunities in recruitment and promotion, regardless of age, gender, race, color, religion, nationality, marital status or disability.

B. 社會方面

B.1 僱傭

本集團高度重視其僱員並視僱員為本集團其中一項寶貴資產。本集團一般根據多項因素公開招聘僱員，如僱員在零售業的經驗等。招聘過程由人力資源部負責進行及監督，以確保招聘過程公平。本集團為平等機會僱主，在招聘及晉升上，不論年齡、性別、種族、膚色、宗教、國籍、婚姻狀況或殘疾，均致力提供平等機會。

The Group conducts periodical review on the performance of the employees from time to time and make reference to such performance reviews for assessing discretionary annual bonus, salary adjustments and promotion appraisals. In addition to base salaries, the Group offers discretionary annual bonus to all of the employees and, for the front-line staff, performance-related bonus, sales target bonus and miscellaneous duties-related allowances. The Group also offers various benefit plans to the employees, including staff shopping discounts, top-up leave entitlement and medical insurance and regularly reviews and improves such benefit plans to suitably award all level of employees timely that persistently uplifts the loyalty and incentives of employees.

During the Financial Year under Review, there was no material non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to employment.

B.2 Health and Safety

The Group is committed to provide a safe and healthy working environment to its employees. The Group complies with the Occupational Safety and Health Ordinance in all relevant requirements. The normal operation of the Group does not by its nature involve high-risk or safety-sensitive type of work. To ensure that the business is operated in a safe environment and the staff have the necessary knowledge on work safety, the Group has adopted and implemented work place safety guidelines for all our staff in the retail stores which set out the Group's work safety policies and promote safety in work sites. In addition, the Group has also launched internal training sessions to educate the employees of the importance of and correct practices for health and safety in work place. Any accidents that occur in the work place will be reported to and handled by the human resources department so as to ensure that any injuries occurred in the work place will be properly recorded and insurance claims and treatments are effectively pursued to protect the employees and the Group.

本集團不時就僱員表現進行定期評核，並參考有關表現評核的結果評估酌情年終花紅、薪酬調整及晉升考核。除基本薪酬外，本集團亦發放酌情年終花紅予所有僱員，並向前線員工發放表現獎金、銷售獎金及多項職務相關津貼。本集團亦向僱員提供不同福利，包括員工購物優惠、額外假期及醫療保險，並定期檢討及改善該等福利，適時合宜地獎勵各級僱員，持續提升僱員的忠誠度及提供更多誘因。

於回顧財政年度，並無任何在僱傭方面對本集團有重大影響的相關法律及法規的重大違規情況。

B.2 健康與安全

本集團致力為僱員提供安全及健康的工作環境。本集團已遵從職業安全及健康條例的所有相關規定。本集團的正常業務營運本質上並不涉及高危或對安全特別敏感的工作。為確保業務處於安全營運環境，以及員工對工作安全有所需知識，本集團已針對我們零售店舖的全部員工採納並實施工作場所安全指引，當中制定本集團的工作安全政策並推動工作場所安全。此外，本集團亦已舉辦內部培訓班，教育僱員關於工作場所健康與安全的重要性及正確做法。任何於工作場所發生的意外將由人力資源部負責收報及處理，以便確保所有於工作場所發生的受傷事故均會獲得妥善記錄，以及能有效獲得保險賠償及治療，為僱員及本集團提供保障。

Apart from escalating the health and safety standard in the Group's working environment, the management of the Group also swiftly responded to emergencies to safeguard work's health and safety of employees. During the Financial Year under Review, the Group renewed occupational safety guidance materials for frontline staffs to strengthen its employee's self-protection capability. Further, in response to the coronavirus pandemic, the Group had timely issued guidelines to all level of staffs to uplift the sense of self-precautions in resisting viral infection and had implemented various preventive measures to safeguard the health and safety of its employees, such as regular cleaning arrangement at offices and retail stores, provision of protective face masks and hand sanitizer to all staffs and the adoption of flexible working hours for all office and warehouse staffs to avoid the high risk of infection in public transportation during peak hours.

During the Financial Year under Review, there was no material non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to occupational health and safety.

B.3 Development and Training

The Group places great importance on the continuous development and training of the employees, and is devoted to the continuous improvement in the skills and quality of service of the employees. The Group offers various in house training programs to the newly recruited employees and front-line staff and management, that provide orientation, enhance skills, knowledge, occupational safety, fertility, sense of belongings of the employees and educate the employees the duties to comply with statutory obligations. During the Financial Year under Review, the Group had improved the modules of in house training by introducing video programmes lectures for the orientation of newly joined front-line staff in order to further improve and unify the training to its front-line staff. The Group also provides sponsorship for the employees' personal development.

除提高本集團工作環境的健康安全標準外，本集團管理層亦迅速應對突發事件，以保障僱員的工作健康及安全。在冠狀病毒疫情爆發初期，本集團已即時向各層級員工發出指引，提高員工對抗病毒感染的自我防範意識，並實施多項預防措施，以保障僱員的健康及安全，如定期安排清潔辦公室及零售店舖，向所有員工提供防護口罩及搓手液，以及為所有辦公室及倉庫員工提供彈性工作時間，避免在較高感染風險的繁忙時間搭乘公共交通工具。

於回顧財政年度，並無任何在職業健康與安全方面對本集團有重大影響的相關法律及法規的重大違規情況。

B.3 發展及培訓

本集團非常注重僱員的持續發展及培訓，並關注於持續改善僱員服務技能及質素。本集團為新聘請僱員及前線員工及管理人員提供不同的內部培訓課程，有關課程旨在提供工作方針，提升僱員的技能、知識、職業安全意識、發展、歸屬感，以及教育僱員有關遵守法定責任的職責。於回顧財政年度，本集團已改善內部培訓單元，為新入職的前線員工引入視像課程講座，以進一步改善及統一前線員工的培訓。本集團亦會為僱員的個人發展提供資助。

B.4 Labour Standards

The Group strictly prohibits the use of child labour and forced or compulsory labour at all its business units, and highly values and strictly abides by all applicable labour laws and regulations on employment in Hong Kong. The Group had not identified any material non-compliance regarding violations of relevant laws and regulations on child labour and forced labour during the Financial Year under Review.

B.5 Supply Chain Management

The Group recognizes the significance of suppliers in maintaining a quality, trendy and broad appeal product mix in the retail stores with competitive prices. In order to keep abreast of information on new products available in the international market, the Group generally maintain stable business collaborative relationships with the existing suppliers for regularly reviewing new brand and products available in the market countries around the world. In response to the coronavirus pandemic, the Group stopped attending international trade shows and business delegation.

The Group has maintained a list of suppliers and typically works with trustworthy suppliers possessing with reliable corporate background, trading history and reputation. The Group has also established and maintained a suppliers' recognition procedure and has adopted a standardised criteria for evaluating the qualifications of potential suppliers. To be admitted as a supplier of the Group, the potential supplier will be required to provide documents proving its corporate background and relevant certifications or qualifications possessed by the potential supplier for meeting certain international or local standards. Depending on the origins of the potential supplier and nature of products to be procured, the potential supplier may also be required to provide manufacturing and analysis certificates, health certificates, certificates of origin and/or attestations issued by relevant governmental bodies or manufacturers or brand owners in respect of products to be procured by the Group, and certificates in relation to food or products safety and/or quality manufacturing process of the products.

B.4 勞工準則

本集團嚴格禁止其一切業務單位僱用童工及強迫或強制勞工，並高度重視及嚴格遵守香港所有適用勞工法例及僱傭條例。本集團於回顧財政年度並無發現任何有關違反童工及強制勞工相關法律及法規的重大違規情況。

B.5 供應鏈管理

本集團認同供應商對維持零售店舖以具競爭力價格保持優質、流行及廣具吸引力的產品組合的重要性。為了掌握國際市場上的最新產品資訊，本集團與現有供應商普遍維持穩定的商務合作關係，定期檢視世界各國市場推出的新品牌及產品。但因疫情關係，今年則暫停參加國際貿易展覽會及商貿考察團。

本集團管有一份供應商名單，並一般與擁有可靠企業背景、貿易往績及信譽且值得信賴的供應商合作。本集團亦已建立及維持一套供應商認可程序，並已採納一套標準化準則，以評估各潛在供應商的資格。如要成為本集團供應商，該潛在供應商將須提供文件證明其企業背景，並提供其持有的相關認證或資格，以符合若干國際或本地標準。視乎潛在供應商的來源地及所採購產品的性質，該潛在供應商亦可能被要求提供由相關政府機構、製造商或品牌商就本集團將予採購的產品所發出的生產及分析證明、健康證書、原產地證書及／或證明，以及與食品或產品安全及／或產品的生產過程質量有關的證書。

The Group conducts periodical review on the product quality, services standard and the reputation of the approved suppliers in order to ensure product quality and services are maintained at a satisfactory level. The periodical review on the product quality covers assessment on the appropriateness of packaging of products provided by individual approved suppliers on their arrival, the consistency on quality between sample products and products ordered and delivered, any quality issue(s) on products provided by individual approved suppliers and its/their nature and materiality of such issue(s) and the overall satisfactory level on the quality of products provided by individual approved suppliers collected from customers' suggestion and feedback, if any. Suppliers that are unable to meet the guiding standards for periodical review will be encouraged to take necessary remedial measures to cure the impediments for the Group's continuous procurement or they will be removed from the list of suppliers until appropriate remedial measures are taken to the Group's satisfaction.

B.6 Product Responsibility

The Group places strong emphasis on products quality and safety and has set up procedures to ensure that the products procured are in full compliance with the food safety, food labelling and consumer goods safety related laws and regulations in Hong Kong. The quality control team of the Group is responsible for monitoring and assessing the compliance of products to be procured with the relevant Hong Kong laws and regulations before placing purchase orders. All of the suppliers are required to warrant the accuracy and completeness of products information provided to the Group. The logistic team of the Group performs designated quality check procedures and checks the inclusion of printed label information on products packages or the status of affixation of applicable product labels on such products at the warehouse. The front-line sales staffs also conduct regular checks on in-store products in order to maintain the safety and quality of the in-store inventory and to ensure relevant product labels are duly affixed.

本集團對產品品質、服務標準及認可供應商的信譽定期進行審查，以確保產品品質及服務標準均維持在滿意水平。有關產品品質的定期審查涵蓋對以下方面作出的評估：由個別認可供應商所供應的產品的包裝在運抵時產品包裝是否適合；產品樣品與正式訂購及交付的產品之間在品質上是否一致；個別認可供應商所供應的產品有否任何品質問題以及該／該等問題的性質及嚴重性；以及就個別認可供應商所供應的產品品質透過向顧客收集意見回饋（如有）而獲得對該產品品質的整體滿意度。如有供應商未能達到定期審查所訂的指引標準，其將須採取必要的補救措施，改正不適當的地方以繼續獲得本集團持續採購，否則，該等供應商將會從供應商名單中除名，直至已採取適當的補救措施而令本集團感到滿意。

B.6 產品責任

本集團相當注重產品品質及安全，並已制定多個程序以確保所採購產品完全符合香港的食物安全、食品標籤及消費品安全的相關法律及法規。本集團的質量控制團隊負責在下採購訂單前監測及評估擬採購產品是否符合相關香港法律及法規。所有供應商均須保證向本集團提供的產品資料為準確及完整。本集團的物流團隊負責於倉庫執行特定的品質檢查程序，以及檢查產品包裝上是否已印有產品資料的標籤或該等產品適用產品標籤的貼附情況。前線銷售員工亦會定期檢查店內產品，以維持店內存貨的安全及品質，以及確保產品已妥善貼上相關標籤。

During the Financial Year under Review, the Group had engaged an independent food testing laboratory to undertake all necessary laboratory tests on its private label products so as to safeguard and ensure the compliance of relevant laws and regulations for such OEM products, such as product labels requirements and to uplift food safety standard.

The Group is committed to complying with relevant laws and regulations on customer data protection and privacy. The personal information of customers collected by the Group through membership scheme are kept in strict confidence and are only used for specific intended purposes. The Group has established internal guidelines to ensure compliance with the Personal Data (Privacy) Ordinance of Hong Kong.

During the Financial Year under Review, the Group is not aware of any material non-compliance with the relevant laws and regulations that constitutes a significant impact on the Group in relation to health and safety, labelling and privacy matters.

B.7 Anti-Corruption

The Group strictly prohibits all bribery and corruption and is committed to the highest possible standards of openness, probity and accountability. The Group had issued guidelines to the employees on red packets or gifts offered to them during Chinese New Year. All employees must fully comply with the relevant laws and regulations as well as the Group's own corruption prevention policies. Employees are encouraged to report any misconduct or dishonest activity, such as suspected corruption, fraud and other forms of criminality to the audit committee, board of directors or the chief executive officer. The Group had not identified any material non-compliance case regarding violations of relevant laws and regulations on anti-corruption during the Financial Year under Review.

於回顧財政年度，本集團已委聘獨立食品測試實驗室對其自家品牌產品進行所有必要的化驗，以保障及確保此等委託代工產品符合有關食品的相關法律及法規，例如產品標籤規定，及提升食品安全標準。

本集團致力遵從有關顧客個人資料保障及私隱方面的相關法律及法規。本集團經會員計劃所收集的顧客個人資料乃絕對保密並僅可用於指定訂明用途。本集團已建立內部指引，以確保符合香港個人資料(私隱)條例的規定。

於回顧財政年度，本集團並不知悉任何在健康與安全、標籤及私隱事宜方面對本集團構成重大影響的相關法律及法規的重大違規情況。

B.7 反貪污

本集團嚴格禁止一切賄賂及貪污行為，並承諾秉持公開、廉潔及問責的最高標準。本集團已就僱員於農曆新年收受紅包或禮物發出指引。全體僱員均必須完全遵守相關法律及法規以及本集團自身的防貪政策。僱員應向審核委員會、董事會或行政總裁舉報任何不當或不誠實行為，例如涉嫌貪污、欺詐及其他形式的罪行。本集團於回顧財政年度並無發現任何有關違反反貪污相關法律及法規的重大違規情況。

B.8 Community Investment

The Group attaches great importance to corporate social responsibility and actively participates in various community involvement programs or charity events to support the development of healthy life, to cater needs of local community, to enhance fraternal cooperation in the community and to create better community.

The Group has been accredited as “Caring Company (商界展關懷)” by The Hong Kong Council of Social Service (香港社會服務聯會) since March 2021. During the Financial Year under Review, the Group has taken initiative in providing donation to various community involvement programs and charity events, including:

- Donation to “抗疫扶貧善心飯盒” organised by The Free Methodist Church of Hong Kong (香港循理會) in June 2020
- Sponsorship for the “New Territories Flag Selling Day” (新界區賣旗日) organised by The Free Methodist Church of Hong Kong (香港循理會) in February 2021

B.8 社區投資

本集團對履行企業社會責任十分重視，並積極參與不同社區參與計劃或慈善活動，以支持發展健康生活，滿足本地社區需要，加強社區的互助互愛以及創造更美好的社區。

本集團在二零二一年三月獲香港社會服務聯會認可為「商界展關懷」公司。於回顧財政年度，本集團主動向不同社區參與計劃及慈善活動捐款，包括：

- 於二零二零年六月捐贈予香港循理會所舉辦的「抗疫扶貧善心飯盒」
- 於二零二一年二月贊助香港循理會所舉辦的新界區賣旗

The directors of the Company (the “**Directors**”) present their annual report and the audited consolidated financial statements of the Group for the year ended 31 March 2021.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the Group is principally engaged in the retail sale of prepackaged leisure foods and other grocery products, which can be broadly categorised into (i) confectioneries; (ii) packaged bakery products and snacks; (iii) nuts and dried fruits; (iv) grain and other miscellaneous food products; (v) beverages and wine; (vi) personal care products; and (vii) other products. The principal activities of the subsidiaries are set out in note 28 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group during the Financial Year under Review and a discussion of the Group’s future development are set out in the Chief Executive Officer’s Statement on pages 8 to 9 of this report and the Management Discussion and Analysis on pages 10 to 31 of this report. These discussions form part of this Directors’ Report.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group’s business operation, financial condition and results may be affected by certain risks and uncertainties pertaining to the Group’s business. Major risks and uncertainties are summarized below which are by no means exhaustive or comprehensive. There may be other risks in addition to these shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

本公司董事(「**董事**」)謹此提呈截至二零二一年三月三十一日止年度的年度報告及經審核綜合財務報表。

主要業務

本公司為一家投資控股公司。本集團主要從事預先包裝休閒食品及其他雜貨產品的零售，其可大致分為：(i)朱古力及糖果；(ii)包裝烘焙產品及零食；(iii)果仁及乾果；(iv)穀物及其他雜項食品；(v)飲品及酒類；(vi)個人護理產品；及(vii)其他產品。附屬公司的主要業務載於綜合財務報表附註28。

業務回顧

有關本集團對回顧財政年度內的業務回顧與對未來業務發展的討論載於本報告第8頁至第9頁的行政總裁報告及本報告第10頁至第31頁的管理層討論及分析。該等討論構成本董事會報告的一部分。

主要風險及不明朗因素

本集團的業務營運、財務狀況及業績可能受若干與本集團業務有關的風險及不明朗因素影響。下文將概述主要面對的風險及不明朗因素，內容並不詳盡或全面。除下述風險外，可能還有一些本集團未知的，或是現時不屬重大但於未來可能變得重大的其他風險。

Risk relating to global and domestic economic environment

In response to the coronavirus pandemic, various governments have implemented stringent anti-epidemic measures such as travel restrictions, border controls and lockdowns, which has dealt a major blow to the global economy, leading to a sharp decline, or even shuttering of economic activities. In April 2021, the International Monetary Fund (IMF) forecasted in its World Economic Outlook Report that there will be a global growth of 6% for 2021, with the global economy expected to be on firmer ground, but with divergent recoveries. The report stated that global prospects remain highly uncertain one year into the pandemic. New virus mutations and the accumulating human toll raise concerns, even as growing vaccine coverage lifts sentiment. The IMF anticipates a vaccine-powered recovery in the second half of 2021, and continued adaptation of economic activity to subdued mobility. The economy is expected to moderate to 4.4% in 2022. The development of the coronavirus pandemic, and the implementation and effectiveness of the fiscal, financial and economic policies and measures by governments of various countries, cast serious uncertainties over the speed of the global economic recovery.

The global economic and business environment has been clouded by the United States-China trade relationship. There is a lot of concern on how the new US administration will handle the stormy trade relationship between the United States and China in 2021.

Uncertainties in the global economic and business environment not only lead to fluctuating exchange rates, but also adversely affect consumer sentiment and confidence. Since the Group purchase products from various overseas suppliers, mainly from Japan, Europe and Vietnam, the purchase commitments are normally settled in foreign currencies. Fluctuations in foreign currency exchange rates may have an impact on the procurement costs of the Group which, in turn, affect its profitability.

與全球及本地經濟環境有關的風險

面對新型冠狀病毒大流行疫情，各國政府實施旅遊限制，邊境管制及封城等嚴格防疫措施，全球經濟遭受重大衝擊，導致經濟活動急劇減少，甚至停頓。於二零二一年四月，國際貨幣基金組織於其刊發的《世界經濟展望報告》中預測二零二一年全球增速為6%，預期全球經濟將進一步企穩，但復蘇進程出現分化。報告表示，新冠疫情爆發一年後，全球前景仍然存在巨大的不確定性，儘管疫苗的持續推廣提振了人們的情緒，但變異毒株的出現和病亡人數的不斷增加引發了人們的擔憂。國際貨幣基金組織預測二零二一年下半年出現疫苗驅動的經濟復蘇，以及經濟活動持續對人員流動下降做出調整和適應。二零二二年經濟預計將放緩至4.4%。新型冠狀病毒疫情的發展以及各國政府如何實施財政、金融及經濟政策及措施及該等政策及措施是否有效，均對全球經濟復甦的速度帶來重大不確定性。

全球經濟及營商環境被中美貿易關係所帶來的烏雲所籠罩。目前各國都關注二零二一年美國新政府將如何處理風高浪急的中美貿易關係。

全球經濟及營商環境的不明朗因素不只導致外匯匯率持續波動，還會對消費意欲及信心造成不利影響。鑒於本集團主要從日本、歐洲及越南等不同海外供應商採購產品，有關的購貨承擔一般以外幣結算。外幣匯率波動或會對本集團的採購成本造成影響，連帶影響其盈利能力。

Hong Kong has restored social order last year and as such, the severe economic contraction last year was mainly due to the fallout from the coronavirus outbreak. However, the economic recovery has been uneven and overall economic activity was still below the pre-recession level. As the pandemic weakened consumption activities and business sentiment, consumption and investment demand remained at a subdued level despite making mild recovery with the labour market facing significant pressure; while consumer price pressure receded further. The challenging economic environment could adversely affect the purchasing power and spending habit of both the local population and tourists visiting Hong Kong, and in turn may have an overall adverse effect on the Group's business and results of operations.

Risk relating to the retail store rental market

The Group leased or licensed all of its retail stores, office and warehouses for its operation. Hence, rental expenses constitute a significant portion of the Group's operating expenses. The Group received offer for short term rental reduction ranging from approximately 3% to 100% for period ranging from one month to twelve months from certain landlords during the Financial Year under Review in response to the outbreak of novel coronavirus infection, the retail rental market fluctuates and remains uncertain, and the rent reductions granted by landlords are temporary. Landlords may not continue to offer rental reductions. Any material increase in rental costs in Hong Kong will significantly raise the operating costs of the Group and affect the Group's profitability.

由於香港社會秩序已經恢復穩定，因此去年經濟嚴重收縮主要是源自新冠病毒疫情的衝擊。然而經濟復蘇並不平均，整體經濟活動仍低於衰退前水平，由於疫情削弱消費活動和營商氣氛，消費和投資需求雖稍為恢復但仍然欠佳，勞工市場承受顯著壓力；消費物價壓力進一步緩和，在充滿挑戰的經濟環境中，本地人口及訪港旅客購買力及消費習慣均可能會受負面影響，並可能對本集團業務及營運業績造成整體不利影響。

與零售店舖租賃市場有關的風險

本集團租用或獲許可使用其所有零售店舖、辦公室及倉庫作經營運作。因此，租金開支佔本集團經營開支一大部分。儘管本集團於回顧財政年度內獲部分業主給予一個月至十二個月介乎3%至100%的短期租金寬減，以應對新型冠狀病毒感染的爆發，然而，零售租賃市場波動及依然不明朗，況且業主所給予的減租為臨時措施，業主亦可能不會繼續給予減租。香港租金成本出現任何顯著上升，均會大幅增加本集團的營運成本及影響本集團的盈利能力。

Risk relating to outbound investment

To counterbalance the risks associated with the downturn of retail market in Hong Kong and the uncertainties in the local economic environment, the Group is prepared to escalate its pace of outbound investment in Macau and in Mainland China. As at the date of this report, the Group has opened four retail stores in Macau, and is preparing the expansion of the Group's retail business into the Mainland China, with an office already opened in Mainland China in April 2021. The Group's expansion plan and progress in outbound investment will be affected by the retail environment in Macau and Mainland China and the implementation of regulations and policies from time to time by the relevant governmental authorities, and may or may not progress as planned. If the Group's expansion plan in Macau and Mainland China is materially affected or hindered, the Group's financial condition, results of operations and growth prospects may also be adversely affected.

Risk relating to the availability of desirable locations for retail stores

The Group's performance depends significantly on the ability to secure and renew tenancy in desirable locations. In selecting sites for retail stores, various factors such as population density of the location, its convenience and customer accessibility will be taken into account. If the Group encounters difficulties in securing or renewing tenancy for retail stores in desirable locations, the Group's existing scale of operation and its proposed plan for retail network's expansion in Hong Kong and Macau will be adversely affected which will, in turn, affect the financial position, results of operation and/or business prospects of the Group.

Risk relating to staff costs

With effect from 1 May 2019, the statutory minimum wage (SMW) rate in Hong Kong is HK\$37.5 per hour. On 2 February 2021, the Chief Executive in Council has adopted the recommendation of the Minimum Wage Commission to maintain the prevailing SMW rate at HK\$37.5 per hour.

與對外投資有關的風險

為抗衡香港零售市場低迷及本地經濟不明朗因素的相關風險，本集團準備加快其對外於澳門及中國大陸的投資步伐。於本報告日期，本集團在澳門開設了四間零售店舖，並於二零二一年四月在國內開設辦公室以籌備擴展本集團零售業務進入中國大陸。本集團的擴張計劃及對外投資進程將受澳門及中國大陸的零售環境以及相關政府機構不時實施的規例及政策所影響，倘本集團於澳門及中國大陸的擴展計劃受到重大影響或阻礙，本集團的財務狀況、營運業績及增長前景亦可能受到不利影響。

與零售店舖的理想選址有關的風險

本集團的業績表現很大程度上取決於能否租得理想位置的舖位及獲得續租。在挑選理想的零售店舖位置時，會考慮人口密度、便利程度及顧客可接近性等因素。倘若本集團在租用理想位置的零售店舖舖位或店舖續租上遇到困難，本集團現時的營運規模及其擬於香港及澳門進行的零售網絡擴充計劃將會受到不利影響，並將進而影響本集團的財務狀況、經營業績及／或業務前景。

與員工成本有關的風險

自二零一九年五月一日起，香港法定最低工資是每小時37.5港元。於二零二一年二月二號行政長官會同行政會議已接納最低工資委員會的建議，維持現行法定最低工資水平在每小時37.5元。

The Group's operations in Hong Kong are required to comply with the statutory minimum wage requirements. Should the statutory minimum wage be raised following any recommendation on increase in the statutory minimum wage rate by the Minimum Wage Commission, the Group's staff costs will increase accordingly.

Although the Group managed to maintain relatively stable staff costs as a percentage of revenue historically, such ratio may increase in the future due to factors beyond the Group's control, including rates of inflation, minimum wages and laws relating to employee salaries and benefits. The Group may not be able to increase its prices effectively to pass such increased staff costs onto its customers, or it may lose certain customers due to increased prices, in which case the Group's financial condition and results of operations would be adversely affected.

ENVIRONMENTAL POLICY AND PERFORMANCE

A discussion on the environmental policy and performance of the Group during the Financial Year under Review is set out in the Environmental, Social and Governance Report on pages 50 to 62 of this report. The Environmental, Social and Governance Report form part of this Directors' Report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Financial Year under Review, as far as the Board and management are aware, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the businesses and operations of the Group.

本集團在香港的業務營運須遵守法定最低工資要求。倘基於最低工資委員會任何有關調升法定最低工資水平的建議而令到法定最低工資提高，本集團員工成本將會增加。

儘管本集團過往一直能夠保持相對穩定的員工成本佔收入百分比，但有關比例日後可能會基於本集團無法控制的因素（包括通脹率、最低工資水平以及與僱員薪酬及福利有關的法例）而上升。本集團未必能透過加價而有效地將有關員工成本增幅轉嫁予顧客，甚至本集團可能會因加價而失去部分顧客，在此情況下，本集團的財務狀況及經營業績將會受到不利影響。

環保政策及表現

有關本集團對回顧財政年度內的環保政策及表現的討論載於本報告第50頁至第62頁的環境、社會及管治報告。環境、社會及管治報告構成本董事會報告的一部分。

遵守相關法律及規例

於回顧財政年度內，據董事會及管理層所深知，本集團並無重大違反或不遵守對本集團業務及營運有重大影響的適用法例及規例。

DIRECTORS' REPORT 董事會報告

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group understands the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term business goals. During the year ended 31 March 2021, there was no material and significant dispute between the Group and its employees, customers and suppliers.

DIVIDEND

The Board recommended the payment of a final dividend of HK2.5 cents per share for the year ended 31 March 2021 (for the year ended 31 March 2020: Nil).

SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in note 24 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 March 2021, the Company's reserve available for distribution to the shareholders of the Company amounted to approximately HK\$329,061,000 (2020: approximately HK\$286,272,000).

Details of the movements in the reserves of the Group and the Company during the year ended 31 March 2021 are set out in the consolidated statement of changes in equity on page 98 and note 25 to the consolidated financial statements.

與僱員、顧客及供應商的關係

本集團深明與其僱員、顧客及供應商保持良好關係對達到其當前及長遠業務目標的重要性。截至二零二一年三月三十一日止年度內，本集團與其僱員、顧客及供應商之間概無嚴重及重大糾紛。

股息

董事會建議派付截至二零二一年三月三十一日止年度的末期股息每股2.5港仙（截至二零二零年三月三十一日止年度：無）。

股本

有關本公司股本變動的詳情載於綜合財務報表附註24。

可分派儲備

於二零二一年三月三十一日，可供分派予本公司股東的本公司儲備金額約為329,061,000港元（二零二零年：約286,272,000港元）。

有關本集團及本公司於截至二零二一年三月三十一日止年度的儲備變動的詳情載於第98頁的綜合權益變動表及綜合財務報表附註25。

DIRECTORS

The Directors during the Financial Year under Review and up to the date of this report are as follows:

Executive Directors:

Mr. Lin Tsz Fung (*Chairman*)
Ms. Hui Ngai Fan

Independent non-executive Directors:

Mr. Sze Irons
Ms. Choy So Yuk
Mr. Lee Ka Lun

There have been no changes in Directors during the Financial Year under Review.

Article 84(1) of the articles of association of the Company (“**Articles of Association**”) provides that at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. According to Article 84(2), the Directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless otherwise agree among themselves) be determined by lot. Accordingly, Mr. Lee Ka Lun and Ms. Hui Ngai Fan shall retire by rotation at the forthcoming AGM in accordance with the Articles of Association. Mr. Lee Ka Lun and Ms. Hui Ngai Fan will retire and being eligible, offer themselves for re-election at the AGM.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANagements

Biographical details of the Directors and the senior management of the Group are set out on pages 32 to 36 of this report.

董事

於回顧財政年度內及截至本報告日期止的董事如下：

執行董事：

林子峰先生(主席)
許毅芬女士

獨立非執行董事：

施榮懷先生
蔡素玉女士
李家麟先生

董事於回顧財政年度內並無變更。

本公司的組織章程細則(「**組織章程細則**」)第84(1)條訂明，於每屆股東週年大會上，當時為數三分之一的董事(或如董事人數並非三的倍數，則取最接近但不少於三分之一的數目)須輪席退任，而每名董事須至少每三年在股東週年大會上輪席退任一次。根據第84(2)條，輪席退任的董事應為自上次連任或委任起計在任最長的董事，除非有數位董事於同日出任或連任董事，則將行退任的董事(除非彼等之間另有協議)須由抽籤決定。因此，李家麟先生及許毅芬女士須按照組織章程細則的規定於應屆股東週年大會上輪席退任。李家麟先生及許毅芬女士將於股東週年大會上退任，並符合資格及願意重選連任。

董事及高級管理層的履歷

本集團董事及高級管理層的詳細履歷載於本報告第32頁至第36頁。

DIRECTORS' REPORT 董事會報告

DIRECTORS' SERVICE AGREEMENTS/LETTERS OF APPOINTMENT

Each of the executive Directors has entered into a service agreement with the Company, pursuant to which each of them agreed to act as an executive Director for an initial term of three years commenced from 11 January 2019, i.e. the Listing Date. The term of the service agreement shall be renewed and extended automatically for successive terms of one year upon the expiry of the then current term until terminated by not less than six months' notice in writing served by either party on the other.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company, pursuant to which each of them agreed to act as an independent non-executive Director of the Company for an initial term of three years commenced from 11 January 2019, i.e. the Listing Date. The term of the letter of appointment shall be renewed and extended automatically for successive terms of one year upon the expiry of the then current term until terminated by not less than three months' notice in writing served by either party on the other.

Save as disclosed, none of the Directors has or is proposed to enter into a service contract or letter of appointment with the Company or any of its subsidiaries, which is not determinable by the Company within one year without the payment of compensation other than statutory compensation.

DIRECTORS' INTEREST IN TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Save as disclosed under the paragraph headed "Connected Transactions and Continuing Connected Transactions" in this section, no transaction, arrangement or contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which any Director had a material interest, whether directly or indirectly, subsisted at the end of the Financial Year under Review or at any time during the Financial Year under Review.

董事的服務協議／委任書

執行董事各自己與本公司訂立服務協議，據此，彼等各自同意擔任執行董事，年期由二零一九年一月十一日（即上市日期）起計初步為期三年。服務協議的年期可於當時訂立的現有年期屆滿時自動重續及連續延長一年，直至其中一方方向另一方發出不少於六個月的書面通知予以終止。

獨立非執行董事各自己與本公司訂立委任書，據此，彼等各自同意擔任本公司獨立非執行董事，年期由二零一九年一月十一日（即上市日期）起計初步為期三年。委任書的年期可於當時訂立的現有年期屆滿時自動重續及連續延長一年，直至其中一方方向另一方發出不少於三個月的書面通知予以終止。

除上文所披露者外，概無董事已或將與本公司或其任何附屬公司訂立不可由本公司以支付賠償金（法定賠償除外）的方式於一年內終結的服務合約或委任書。

董事於重大交易、安排或合約的權益

除本節「關連交易及持續關連交易」一段所披露者外，董事概無於本公司、其控股公司或其任何附屬公司所訂立且於回顧財政年度結束時或回顧財政年度內任何時間仍然存續的重大交易、安排或合約中直接或間接地擁有重大權益。

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

As at 31 March 2021, the interests and short positions of the Directors and chief executive officer of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (“SFO”)) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he or she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO to be entered in the register referred to therein, or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Listing Rules, will be as follows:

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於二零二一年三月三十一日，各董事及本公司最高行政人員於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份或債權證中，擁有須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所的權益及淡倉（包括彼等根據證券及期貨條例有關條文被假設或被視為擁有的權益及淡倉），或將須根據證券及期貨條例第352條記入該條所提及的登記冊內的權益及淡倉，或將須根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）通知本公司及聯交所的權益及淡倉如下：

Interest in the Shares of the Company

於本公司股份的權益

Name of Director	Nature of interests	Class and number of issued Shares held	Long/Short position	Approximate percentage of the issued Shares as at 31 March 2021
董事姓名	權益性質	所持已發行股份類別及數目	好倉／淡倉	於二零二一年三月三十一日佔已發行股份的概約百分比
Mr. Lin Tsz Fung	Interest in controlled corporation	375,000,000 ordinary Shares (Note 1)	Long position	37.5%
林子峰先生	於受控制法團的權益	股普通股 (附註1)	好倉	
Ms. Hui Ngai Fan	Interest in controlled corporation	375,000,000 ordinary Shares (Note 2)	Long position	37.5%
許毅芬女士	於受控制法團的權益	股普通股 (附註2)	好倉	

DIRECTORS' REPORT 董事會報告

Notes:

1. These 375,000,000 Shares are directly held as to 206,250,000 Shares (being approximately 20.63%) by United East Global Limited (“**United East**”) and as to 168,750,000 Shares (being approximately 16.87%) by Universal Tycoon Limited (“**Universal Tycoon**”), both of which in turn were wholly-owned by Mr. Lin Tsz Fung. Mr. Lin Tsz Fung is therefore deemed to be interested in the aggregate of 375,000,000 Shares held by United East and Universal Tycoon under the SFO.
2. These 375,000,000 Shares are directly held as to 200,000,000 Shares (being 20%) by Sea Wealth Ventures Limited (“**Sea Wealth**”), as to 95,000,000 Shares (being 9.5%) by Sino Sea Enterprises Limited (“**Sino Sea**”) and as to 80,000,000 Shares (being 8%) by Giant Blessing Global Limited (“**Giant Blessing**”), all of which in turn were wholly-owned by Ms. Hui Ngai Fan. Ms. Hui Ngai Fan is therefore deemed to be interested in the aggregate of 375,000,000 Shares held by Sea Wealth, Sino Sea and Giant Blessing under the SFO.

Save as disclosed above, as at 31 March 2021, none of the Directors nor chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

1. 該375,000,000股股份由聯東環球有限公司(「**聯東環球**」)直接持有當中206,250,000股股份(即約20.63%)及環亨有限公司(「**環亨**」)直接持有當中168,750,000股股份(即約16.87%)，而聯東環球及環亨均由林子峰先生全資擁有。因此，根據證券及期貨條例，林子峰先生被視為於聯東環球及環亨所持有的合共375,000,000股股份中擁有權益。
2. 該375,000,000股股份由海富創投有限公司(「**海富創投**」)直接持有當中200,000,000股股份(即20%)、華海企業有限公司(「**華海企業**」)直接持有當中95,000,000股股份(即9.5%)及高澤環球有限公司(「**高澤環球**」)直接持有當中80,000,000股股份(即8%)，而海富創投、華海企業及高澤環球均由許毅芬女士全資擁有。因此，根據證券及期貨條例，許毅芬女士被視為於海富創投、華海企業及高澤環球所持有的合共375,000,000股股份中擁有權益。

除上文所披露者外，於二零二一年三月三十一日，概無董事或本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中，擁有任何須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所的權益或淡倉(包括彼等根據證券及期貨條例有關條文被假設或被視為擁有的權益或淡倉)，或須根據證券及期貨條例第352條記入該條所提及的登記冊內的權益或淡倉，或須根據標準守則另行通知本公司及聯交所的權益或淡倉。

CONFIRMATIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. Based on such confirmation, the Company considers that all of its independent non-executive Directors are independent.

獨立非執行董事的確認函

本公司已根據上市規則第3.13條收到每名獨立非執行董事就其獨立性作出的年度確認函。基於有關確認，本公司認為其全體獨立非執行董事確屬獨立人士。

SHAREHOLDERS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Save as disclosed under the paragraph headed "Connected Transactions and Continuing Connected Transactions" in this section, no transaction, arrangement or contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a shareholder had a material interest, whether directly or indirectly, subsisted at the end of the Financial Year under Review or at any time during the Financial Year under Review.

股東於重大交易、安排或合約的權益

除本節「關連交易及持續關連交易」一段所披露者外，股東概無於本公司、其控股公司或其任何附屬公司所訂立且於回顧財政年度結束時或回顧財政年度內任何時間仍然存續的重大交易、安排或合約中直接或間接地擁有重大權益。

DIRECTORS' REPORT 董事會報告

DISCLOSURE OF INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 31 March 2021, so far as the Directors are aware, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who were directly or indirectly interested in 5% or more of the issued voting shares of the Company or any other member of the Group:

主要股東的權益披露

於二零二一年三月三十一日，據董事所深知，下列人士（董事或本公司最高行政人員除外）於本公司股份或相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及3分部的條文向本公司披露，或直接或間接擁有本公司或本集團任何其他成員公司已發行的有投票權股份5%或以上：

Name of Shareholder	Company concerned	Nature of interests	Class and number of securities held	Approximate percentage of total issued shares of the Company as at 31 March 2021
股東姓名／名稱	所涉公司	權益性質	所持證券類別及數目	於二零二一年三月三十一日佔本公司已發行股份總數的概約百分比
United East (Note 1)	the Company	Beneficial owner	206,250,000 ordinary shares	20.63%
聯東環球(附註1)	本公司	實益擁有人	206,250,000股普通股	
Universal Tycoon (Note 1)	the Company	Beneficial owner	168,750,000 ordinary shares	16.87%
環亨(附註1)	本公司	實益擁有人	168,750,000股普通股	
Sea Wealth (Note 2)	the Company	Beneficial owner	200,000,000 ordinary shares	20.00%
海富創投(附註2)	本公司	實益擁有人	200,000,000股普通股	
Sino Sea (Note 2)	the Company	Beneficial owner	95,000,000 ordinary shares	9.5%
華海企業(附註2)	本公司	實益擁有人	95,000,000股普通股	
Giant Blessing (Note 2)	the Company	Beneficial owner	80,000,000 ordinary shares	8.0%
高澤環球(附註2)	本公司	實益擁有人	80,000,000股普通股	
Ms. Lee Wai Bing (Note 3)	the Company	Interest of spouse	375,000,000 ordinary shares	37.50%
李惠冰女士(附註3)	本公司	配偶權益	375,000,000股普通股	

Notes:

1. Each of United East and Universal Tycoon is wholly owned by Mr. Lin Tsz Fung. Under the SFO, Mr. Lin Tsz Fung is deemed to be interested in the same number of shares held by United East and Universal Tycoon respectively.
2. Each of Sea Wealth, Sino Sea and Giant Blessing is wholly owned by Ms. Hui Ngai Fan. Under the SFO, Ms. Hui Ngai Fan is deemed to be interested in the same number of shares held by Sea Wealth, Sino Sea and Giant Blessing respectively.
3. Ms. Lee Wai Bing is the spouse of Mr. Lin Tsz Fung. Under the SFO, Ms. Lee Wai Bing is deemed to be interested in the same number of Shares in which Mr. Lin Tsz Fung is interested.

附註：

1. 聯東環球及環亨各自由林子峰先生全資實益擁有。根據證券及期貨條例，林子峰先生被視為於聯東環球及環亨所分別持有的相同數目股份中擁有權益。
2. 海富創投、華海企業及高澤環球各自由許毅芬女士全資實益擁有。根據證券及期貨條例，許毅芬女士被視為於海富創投、華海企業及高澤環球所分別持有的相同數目股份中擁有權益。
3. 李惠冰女士為林子峰先生的配偶。根據證券及期貨條例，李惠冰女士被視為於林子峰先生擁有權益的相同數目股份中擁有權益。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the scheme as disclosed in the section headed "Share Option Scheme" below, at no time during the year ended 31 March 2021 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. As at the date of this report, no share option has been granted under the Share Option Scheme.

購買股份或債權證的安排

除下文「購股權計劃」一節所披露的計劃外，於截至二零二一年三月三十一日止年度內任何時間，本公司或其任何附屬公司概無訂有任何讓董事藉收購本公司或任何其他法團的股份或債權證以取得利益的安排。於本報告日期，概無根據購股權計劃授出購股權。

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 in existence during the Financial Year under Review.

管理合約

於回顧財政年度內並無訂立或存在有關管理及經營本公司業務的全部或任何主要部分的合約。

REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and top five highest paid individuals of the Group are set out in note 11 to the consolidated financial statements.

董事及五名最高薪酬人士的薪酬

有關各董事及本集團五名最高薪酬人士的薪酬詳情載於綜合財務報表附註11。

SHARE OPTION SCHEME

On 18 December 2018, the Company adopted a share option scheme (“**Share Option Scheme**”). Details of the Share Option Scheme are set out below:

(a) Purpose of the Share Option Scheme

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

(b) Participants of the Share Option Scheme

The Directors (including a duly authorised committee thereof) may, at their absolute discretion, invite any person belonging to any of the following classes of participants (“**Eligible Participants**”), to take up options to subscribe for shares of the Company (“**Shares**”):

- (i) any employee (whether full-time or part-time, including any executive director but excluding any non-executive director) of the Company, any of the subsidiaries (“**Subsidiaries**”) or any entity (“**Invested Entity**”) in which the Group holds an equity interest (“**Eligible Employee**”);
- (ii) any directors (including independent non-executive directors of the Company), any Subsidiary or any Invested Entity;
- (iii) any supplier of goods or services to any member of the Group or any Invested Entity;
- (iv) any customer of any member of the Group or any Invested Entity;
- (v) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;

購股權計劃

於二零一八年十二月十八日，本公司採納了一項購股權計劃（「**購股權計劃**」）。購股權計劃的詳情載列如下：

(a) 購股權計劃的目的

購股權計劃旨在讓本集團向經篩選參與者授出購股權，作為彼等對本集團所作貢獻的獎勵或報酬。

(b) 可參與購股權計劃的人士

董事（包括獲正式授權的董事委員會）可按其絕對酌情權邀請屬於下列任何類別參與者的任何人士（「**合資格參與者**」）接受購股權以認購本公司股份（「**股份**」）：

- (i) 本公司、任何附屬公司（「**附屬公司**」）或本集團持有股權的任何實體（「**投資實體**」）的任何僱員（不論全職或兼職，並包括任何執行董事，惟不包括任何非執行董事）（「**合資格僱員**」）；
- (ii) 任何董事（包括本公司的獨立非執行董事）、任何附屬公司或任何投資實體；
- (iii) 本集團任何成員公司或任何投資實體的任何貨品或服務供應商；
- (iv) 本集團任何成員公司或任何投資實體的任何顧客；
- (v) 向本集團任何成員公司或任何投資實體提供研發或其他技術支援的任何人士或實體；

- (vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and
- (viii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group,

and, for the purposes of the Share Option Scheme, the options may be granted to any company wholly owned by one or more Eligible Participants.

(c) Maximum number of Shares

- (i) the maximum number of Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme adopted by the Group shall not exceed 10% of the Shares in issue from time to time;
- (ii) the total number of Shares which may be allotted and issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the Shares in issue on 11 January 2019 i.e. the Listing Date (i.e. not exceeding 100,000,000 Shares) (the “**General Scheme Limit**”), provided that:

(vi) 本集團任何成員公司或任何投資實體的任何股東或持有本集團任何成員公司或任何投資實體所發行任何證券的任何持有人；

(vii) 本集團任何成員公司或任何投資實體於任何業務或業務發展方面的任何顧問(專業或其他方面)或諮詢人；及

(viii) 已經或可能透過合營企業、業務聯盟或其他業務安排而對本集團的發展及增長作出貢獻的任何其他組別或類別的參與者，

以及就購股權計劃而言，購股權可授予由一名或多名合資格參與者全資擁有的任何公司。

(c) 股份數目上限

- (i) 根據購股權計劃及本集團已採納的任何其他購股權計劃授出但尚未行使的所有尚未行使購股權予以行使時可配發及發行的股份數目上限，不得超過不時已發行股份的10%；
- (ii) 根據購股權計劃及本集團任何其他購股權計劃授出的所有購股權(就此而言，不包括根據購股權計劃及本集團任何其他購股權計劃的條款為已失效的購股權)予以行使時可配發及發行的股份總數，合共不得超過於二零一九年一月十一日(即上市日期)已發行股份的10%(即不超過100,000,000股股份)(「**一般計劃限額**」)，惟：

(aa) Subject to paragraph (i) above and without prejudice to paragraph (bb) below, the Company may issue a circular to its Shareholders and seek approval of its Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option Scheme of the Group must not exceed 30% of the Shares in issue as at the date of approval of the limit, and for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme of the Group) previously granted under the Share Option Scheme and any other share option scheme of the Group will not be counted. The circular sent by the Company to its Shareholders shall contain, among other information, the information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.

(bb) Subject to paragraph (i) above and without prejudice to paragraph (aa) above, our Company may seek separate Shareholders' approval in general meeting to grant options beyond the General Scheme Limit or, if applicable, the refreshed limit referred to in paragraph (aa) above to Eligible Participants specifically identified by our Company before such approval is sought. In such event, our Company must send a circular to its Shareholders containing a generic description of the specified participants, the number and terms of options to be granted, the purpose of granting options to the specified participants with an explanation as to how the terms of the options serve such purpose and such other information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.

(aa) 在不抵觸上文(i)段及不影響下文(bb)段的情況下，本公司可向其股東發出通函及於股東大會上尋求其股東批准更新一般計劃限額，前提是根據購股權計劃及本集團任何其他購股權計劃授出的所有購股權予以行使時可配發及發行的股份總數，不得超過有關限額獲批准當日已發行股份的30%，而就計算有關限額而言，將不會計入過往根據購股權計劃及本集團任何其他購股權計劃授出的購股權（包括按照購股權計劃及本集團任何其他購股權計劃尚未行使、已註銷、已失效或已行使的購股權）。本公司向其股東發出的通函內須載有（其中包括）上市規則第17.02(2)(d)條規定的資料及上市規則第17.02(4)條規定的免責聲明。

(bb) 在不抵觸上文(i)段及不影響上文(aa)段的情況下，本公司可於股東大會上另行尋求股東批准，向於取得有關批准前已獲本公司特別指定的合資格參與者授予超過一般計劃限額或（如適用）超過上文(aa)段所指經更新限額的購股權。在此情況下，本公司必須向其股東寄發通函，當中載有對指定參與者的一般描述、將予授出的購股權數目及條款、向指定參與者授出購股權的目的並解釋購股權的條款如何達到有關目的，以及上市規則第17.02(2)(d)條規定的有關其他資料及上市規則第17.02(4)條規定的免責聲明。

(d) Maximum entitlement of each Eligible Participant

The total number of Shares issued and to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each Eligible Participant in any 12-month period shall not exceed 1% of the Shares in issue for the time being. Where any further grant of options to a grantee under the Share Option Scheme would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) under the Share Option Scheme and any other share option schemes of the Group in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by the Shareholders in general meeting with such grantee and his close associates (or his associates if the grantee is a connected person) abstaining from voting. The Company must send a circular to the Shareholders and the circular must disclose the identity of the grantee, the number and terms of the options to be granted (and options previously granted to such grantee), the information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules. The number and terms (including the exercise price) of options to be granted to such participant must be fixed before Shareholders' approval and the date of board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under the Listing Rules.

(e) Period of the Share Option Scheme

The Share Option Scheme will remain in force for a period of 10 years commenced on the adoption date, i.e. 18 December 2018.

(d) 每名參與者可獲授權益上限

每名合資格參與者於任何12個月期間根據購股權計劃及本集團任何其他購股權計劃獲授的購股權(包括已行使及尚未行使的購股權)予以行使時所發行及將發行的股份總數,不得超過當時已發行股份的1%。倘根據購股權計劃向承授人進一步授出購股權會導致於截至進一步授出當日(包括該日)止12個月期間根據購股權計劃及本集團任何其他購股權計劃向有關人士所授出及將授出的所有購股權(包括已行使、已註銷及尚未行使的購股權)予以行使時所發行及將發行的股份合共超過已發行股份的1%,則有關進一步授出必須經股東於股東大會上另行批准,方可作實,而會上該承授人及其緊密聯繫人或(如該承授人為關連人士)其聯繫人須放棄投票。本公司必須向股東寄發通函,而該通函必須披露承授人的身份、將授出的購股權(以及過往已向該承授人授出的購股權)的數目及條款、上市規則第17.02(2)(d)條規定的資料及上市規則第17.02(4)條規定的免責聲明。授予該參與者的購股權數目及授出條款(包括行使價)必須於股東批准前訂定,而根據上市規則,就計算行使價而言,將以就有關進一步授出提呈議案的董事會會議日期作為授出日期。

(e) 購股權計劃的期限

購股權計劃將自採納日期(即二零一八年十二月十八日)起計10年期間內持續有效。

(f) Time of acceptance and exercise of option

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on the date on which the offer for the grant of option is made but shall end in any event not later than 10 years from the date on which the offer for the grant of option is made subject to the provisions for early termination thereof. Unless otherwise determined by the Directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

(g) Subscription price for Shares and consideration for the option

The subscription price per Share under the Share Option Scheme shall be determined at the absolute discretion of the Directors, provided that it shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date on which the offer for the grant of option is made, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the date on which the offer for the grant of option is made; and (iii) the nominal value of the Shares.

A nominal consideration of HK\$1.00 is payable on acceptance of the grant of an option.

PRE-EMPTIVE RIGHTS

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

(f) 接納及行使購股權的時間

參與者可於提出授出購股權要約當日起計21天內接納購股權。

購股權可按照購股權計劃的條款於董事釐定並通知每名承授人的期間內任何時間行使，有關期間可由提出授出購股權要約當日開始，惟無論如何須於提出授出購股權要約當日起計不超過10年結束，並受相關提早終止條文所規限。除非董事另行釐定並在向承授人授出購股權的要約中列明，否則購股權計劃對購股權可予行使前須持有購股權的最短期限並無規定。

(g) 股份認購價及購股權代價

根據購股權計劃每股股份的認購價將按董事的絕對酌情權釐定，惟不得低於下列各項的最高者：(i)於提出授出購股權要約當日（須為營業日）在聯交所每日報價表所列股份的收市價；(ii)於緊接提出授出購股權要約當日前五個營業日在聯交所每日報價表所列股份的平均收市價；及(iii)股份面值。

於接納獲授的購股權時須支付名義代價1.00港元。

優先購買權

於組織章程細則或開曼群島法例中均無有關本公司須按比例向現有股東發售新股份的優先購買權條文。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed Shares during the Financial Year under Review.

SUBSIDIARIES

Details of the Company's subsidiaries as of 31 March 2021 are set out in note 28 to the consolidated financial statements.

REMUNERATION POLICY

Details of the Group's remuneration policy are set out in the section "Employees and Remuneration Policies" of the Management Discussion and Analysis on page 28 of this report.

Details of the remuneration of the Directors are set out in note 11 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

Due to the nature of the retail business of the Group, for the year ended 31 March 2021, walk-in customers from the general public are the major customers.

For the year ended 31 March 2021, the aggregate amount of purchases attributable to the Group's five largest suppliers accounted for approximately 18.6% of the Group's purchases and the purchases attributable to the Group's largest supplier accounted for approximately 5.1% of the Group's purchases.

None of the Directors, their respective close associates nor any shareholder (who or which to the best knowledge of the Directors owns more than 5% of the issued share capital of the Company) has any interest in the top five customers and top five suppliers of the Group during the Financial Year under Review.

購回、出售或贖回本公司上市證券

本公司或其任何附屬公司概無於回顧財政年度購回、出售或贖回本公司任何上市股份。

附屬公司

有關本公司於截至二零二一年三月三十一日止的附屬公司詳情載於綜合財務報表附註28。

薪酬政策

有關本集團的薪酬政策詳情載於本報告第28頁的管理層討論及分析中「僱員及薪酬政策」一節。

有關董事薪酬的詳情載於綜合財務報表附註11。

主要顧客及供應商

基於本集團零售業務的性質，於截至二零二一年三月三十一日止年度，來自公眾的街客為主要顧客。

截至二零二一年三月三十一日止年度，本集團五大供應商的採購額合共佔本集團採購額約18.6%，其中本集團最大供應商的採購額佔本集團採購額約5.1%。

於回顧財政年度內，概無董事、彼等各自的緊密聯繫人或任何股東（據董事所深知擁有本公司已發行股本5%以上的股東）於本集團五大顧客及五大供應商中擁有任何權益。

DIRECTORS' REPORT 董事會報告

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company, and so far as the Directors are aware of, the Company has maintained a sufficient public float during the year ended 31 March 2021.

DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST IN COMPETING BUSINESS

As at 31 March 2021, save for Mr. Lin Tsz Fung who is also the chairman and chief executive officer of other retail stores in Hong Kong principally engaged in the sales of footwear and lifestyle products as disclosed in the prospectus of the Company dated 28 December 2018, none of the Directors and substantial shareholders of the Company and its subsidiaries, or their respective close associate, had interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Company and its subsidiaries as required to be disclosed pursuant to the Listing Rules. Given the overall nature of such retail products of Mr. Lin's other business are substantially different from the principal products of the Company i.e. prepackaged leisure food, the Directors are of the view that the competition between such retail businesses of Mr. Lin and the Group is relatively minimal and remote.

DEED OF NON-COMPETITION

Each of Mr. Lin Tsz Fung and Ms. Hui Ngai Fan has confirmed to the Company of their full compliance with the non-competition undertakings and other terms provided to the Company under the deed of non-competition dated 27 December 2018 (the "Deed of Non-Competition").

The independent non-executive Directors have reviewed the status of compliance of the Deed of Non-Competition and confirmed that all the undertakings under the Deed of Non-Competition have been complied with and duly enforced during the year ended 31 March 2021.

公眾持股量

根據本公司可從公眾管道獲得的資料及據董事所深知，截至二零二一年三月三十一日止年度本公司已維持足夠的公眾持股量。

董事及主要股東於構成競爭的業務中擁有的權益

於二零二一年三月三十一日，除如本公司日期為二零一八年十二月二十八日的招股章程所披露，林子峰先生同時身兼香港其他多間零售店舖（主要從事銷售鞋類及生活產品）的主席及行政總裁外，本公司及其附屬公司的董事及主要股東或彼等各自的緊密聯繫人概無於與本公司及其附屬公司的業務直接或間接進行競爭或可能進行競爭的業務中擁有權益，而須根據上市規則予以披露。基於林先生其他業務涉及的該等零售產品的整體性質與本公司主要產品（即預先包裝休閒食品）顯著不同，董事認為，林先生與本集團各自的零售業務之間的競爭相對輕微且可能性極低。

不競爭契據

林子峰先生及許毅芬女士各自已向本公司確認，彼等將完全遵守本公司根據日期為二零一八年十二月二十七日的「不競爭契據」所訂的不競爭承諾及其他條款。

各獨立非執行董事已檢討不競爭契據的遵行情況，並確認於不競爭契據下的所有承諾於截至二零二一年三月三十一日止年度內已獲得遵守及妥善執行。

PERMITTED INDEMNITY PROVISIONS

During the year ended 31 March 2021 and up to date of this report, the Company has in force indemnity provisions for the benefit of the Directors. The permitted indemnity provisions are provided according to the Articles of Associations and the Company has maintained the directors and officers liability insurance in respect of potential liability and costs associated with any legal proceedings which may be brought against the Directors of the Company.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Group or existed during the Financial Year under Review.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTION

Save as disclosed below, there was no transaction which needed to be disclosed as connected transactions or continuing connected transactions in accordance with the Listing Rules.

On 21 March 2019, CIAO International Limited (“**Ciao International**”), a wholly-owned subsidiary of the Company (as tenant), entered into a renewal tenancy agreement (“**Renewal Belcher’s Street Tenancy Agreement**”) with Giant Fame Corporation Limited (“**Giant Fame**”) (as landlord) in relation to the property located at Shop F, Ground Floor, Kam Tong Building, 139-153 Belcher’s Street, Hong Kong (“**Belcher’s Street Property**”) for a term of 3 years commenced from 1 April 2019 and expiring on 31 March 2022 (both days inclusive) at a fixed monthly rent of HK\$80,000 (“**Fixed Monthly Rent**”) (exclusive of government rent, rates, management fees or charges and air-conditioning charges and other outgoings).

獲准許的彌償條文

截至二零二一年三月三十一日止年度內及截至本報告日期止，本公司已為各董事的利益而實施彌償條文。獲准許的彌償條文乃根據組織章程細則提供，而本公司已就與可能對本公司董事提起的任何法律程序相聯的潛在法律責任及訟費投購董事及高級管理人員責任保險。

股票掛鈎協議

於回顧財政年度內，本集團並無訂立或訂有任何股票掛鈎協議。

關連交易及持續關連交易

除下文所披露者外，概無任何須根據上市規則披露為關連交易或持續關連交易的交易。

於二零一九年三月二十一日，本公司全資附屬公司彩鷗國際有限公司（「彩鷗國際」）（作為租戶）與鵬銘有限公司（「鵬銘」）（作為業主）訂立續租租約協議（「卑路乍街續租租約」），內容有關租賃位於香港卑路乍街139-153號金堂大廈地下F號舖的物業（「卑路乍街物業」），為期3年，自二零一九年四月一日起至二零二二年三月三十一日止（首尾兩日包括在內），固定月租金為80,000港元（「固定月租」），不包括政府地租、差餉、管理費、空調費及其他支出。

Further, on 3 March 2020, Ciao International (as tenant) entered into another renewal tenancy agreement ("**Renewal Wah Kwai Tenancy Agreement**") with Smart Essence Development Limited ("**Smart Essence**") (as landlord) in relation to the property located at Shop Nos.2 and 3, Ground Floor, Commercial Areas of Commercial/Car Park Block within the Commercial/Car Park Accommodation (also known as Noble Square (Wah Kwai Shopping Centre)), Wah Kwai Estate, No.3 Wah Kwai Road, Hong Kong ("**Wah Kwai Property**") for a term of 3 years commenced from 8 March 2020 and expiring on 7 March 2023 (both days inclusive), at (i) monthly base rent of HK\$31,500 ("**Fixed Base Rent**"); and (ii) a turnover rent of 10% monthly gross receipts exceeding the Fixed Base Rent ("**Variable Turnover Rent**"), exclusive of government rates, management charge, air-conditioning charge and other outgoings and inclusive of government rent.

As (i) all of the issued shares of Giant Fame are wholly-owned by Mr Lin Tsz Fung, a controlling shareholder of the Company and an executive Director; (ii) all of the issued shares of Smart Essence are wholly-owned by Sura Magic International Limited ("**Sura Magic**"), which issued shares are, in turn, owned as to 50% by Mr Lin Tsz Fung and as to 50% by an independent third party; and (iii) Lin Tsz Fung is also the sole director of Giant Fame and Smart Essence and one of the directors of Sura Magic, each of Giant Fame and Smart Essence is a connected person of the Company under the Listing Rules. Hence, the transactions contemplated under the Renewal Belcher's Street Tenancy Agreement and the Renewal Wah Kwai Tenancy Agreement (collectively "**Renewal Tenancy Agreements**"), the payment of Fixed Monthly Rent under the Renewal Belcher's Street Tenancy Agreement and the payment of Fixed Base Rent under the Renewal Wah Kwai Tenancy Agreement are regarded as one-off connected transactions, whereas the payment of the Variable Turnover Rent under the Renewal Wah Kwai Tenancy Agreement is regarded as a continuing connected transaction under Rule 14A.31 of the Listing Rules.

此外，於二零二零年三月三日，彩鷗國際（作為租戶）與逸俊發展有限公司（「逸俊」）（作為業主）訂立另一項續租協議（「華貴續租租約」），內容有關租賃位於香港華貴道3號華貴邨商場／停車場內的商用／停車場大樓商用部分（亦稱為華貴坊（華貴商場））地下2及3號舖的物業（「華貴物業」），為期3年，自二零二零年三月八日起至二零二三年三月七日止（首尾兩日包括在內），租金為(i)每月基本租金為31,500港元（「固定基本租金」）；及(ii)按每月總收入10%計算超出固定基本租金的銷售租金（「可變動營業額租金」），不包括政府差餉、管理費、空調費及其他支出，但包括政府地租。

由於(i)鵬銘全部已發行股份由本公司控股股東兼執行董事林子峰先生全資擁有；(ii)逸俊全部已發行股份由Sura Magic International Limited（「Sura Magic」）全資擁有，而Sura Magic的已發行股份則由林子峰先生擁有50%及由一名獨立第三方擁有50%；及(iii)林子峰先生同時為鵬銘及逸俊的唯一董事，並為Sura Magic其中一名董事。因此，鵬銘及逸俊各自為上市規則下本公司的關連人士。因此，卑路乍街續租租約及華貴續租租約（統稱「該等續租租約」）項下擬進行的交易、卑路乍街續租租約下固定月租的支付，及華貴續租租約下固定基本租金的支付，被視為一次性的關連交易，而華貴續租租約下的可變動營業額租金的支付則被視為上市規則第14A.31條下的持續關連交易。

Given that the Renewal Belcher's Street Tenancy Agreement and the Renewal Wah Kwai Tenancy Agreement were entered into within a 12-month period and the landlords under the Renewal Belcher's Street Tenancy Agreement and the Renewal Wah Kwai Tenancy Agreement are connected persons, the transactions under the Renewal Belcher's Street Tenancy Agreement and the Renewal Wah Kwai Tenancy Agreement had been aggregated pursuant to Rules 14A.81 to 14A.83 of the Listing Rules.

The annual cap proposed by the Company ("**Annual Cap**") for the payment of Variable Turnover Rent under the Renewal Wah Kwai Tenancy Agreement is HK\$1,000,000 (exclusive of the Fixed Base Rent) for each of the year ending 31 March 2020, 2021, 2022 and 2023. Details of the terms of the Renewal Tenancy Agreements, the connected transactions, continuing connected transaction and the Annual Cap had been disclosed in the Company's announcement dated 3 March 2020.

During the year ended 31 March 2021, rent concession had been extended for the Fixed Monthly Rent payable under the Renewal Belcher's Street Tenancy Agreement and the Fixed Base Rent payable under the Renewal Wah Kwai Tenancy Agreement. For Belcher's Street Property, the Fixed Monthly Rent was reduced to HK\$55,000 for the period from 1 April 2020 to 31 May 2020, and was reduced to HK\$65,000 for the period from 1 June 2020 to 31 July 2020. For Wah Kwai Property, the Fixed Base Rent was reduced to HK\$21,500 for the period from 1 April 2020 to 31 May 2020.

For the year ended 31 March 2021, the total Fixed Monthly Rent paid for Belcher's Street Property was HK\$870,000, the total Fixed Base Rent paid for Wah Kwai Property was HK\$358,000, while the total Variable Turnover Rent paid for Wah Kwai Property was HK\$430,000. The total Variable Turnover Rent paid for the year ended 31 March 2021 is within the Annual Cap of HK\$1,000,000.

鑒於卑路乍街續租租約及華貴續租租約在同一個12個月期內訂立，且卑路乍街續租租約及華貴續租租約的業主為關連人士，因此，根據上市規則第14A.81條及第14A.83條，卑路乍街續租租約及華貴續租租約項下的交易已作合併計算。

就截至二零二零年、二零二一年、二零二二年及二零二三年三月三十一日止年度各年，本公司就華貴續租租約項下可變動營業額租金的支付而提議的年度上限（「**年度上限**」）為1,000,000港元（不包括固定基本租金）。該等續租租約的條款、關連交易、持續關連交易及年度上限的詳情於本公司日期為二零二零年三月三日的公告內披露。

於截至二零二一年三月三十一日止年度，卑路乍街續租租約下應付的固定月租及華貴續租租約下應付的固定基本租金獲租金寬減。就卑路乍街物業而言，固定月租於二零二零年四月一日至二零二零年五月三十一日期間減至55,000港元，並於二零二零年六月一日至二零二零年七月三十一日期間減至65,000港元。就華貴物業而言，固定基本租金於二零二零年四月一日至二零二零年五月三十一日期間減至21,500港元。

截至二零二一年三月三十一日止年度，就卑路乍街物業所支付的固定月租總額為870,000港元、就華貴物業所支付的固定基本租金總額為358,000港元及就華貴物業所支付的可變動營業額租金總額為430,000港元。截至二零二一年三月三十一日止年度的可變動營業額租金總額並無超出1,000,000港元的年度上限。

DIRECTORS' REPORT 董事會報告

The Directors (including all the independent non-executive Directors) had reviewed (i) the connected transaction under the Renewal Belcher's Street Tenancy Agreement; and (ii) the connected transaction and the continuing connected transaction under the Renewal Wah Kwai Tenancy Agreement, and had confirmed that such transactions were entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) in accordance with the Renewal Tenancy Agreements governing the transactions on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

BDO Limited, the Company's independent auditor, was engaged to report on the continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 "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 independent auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transaction in accordance with Rule 14A.56 of the Listing Rules. A copy of the independent auditor's letter has been provided by the Company to the Stock Exchange.

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules for the year ended 31 March 2021.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions carried out in the ordinary course of business are set out in note 29 to the consolidated financial statements. All of the said related party transactions constitute continuing connected transactions under Chapter 14A of the Listing Rules. Please refer to the section above headed "Connected transactions and continuing connected transaction" for details.

董事(包括全體獨立非執行董事)已審閱(i)卑路乍街續租租約項下的關連交易;及(ii)華貴續租租約項下的關連交易及持續關連交易,並確認該等交易於以下情況下訂立:

- (a) 於本集團日常及一般業務過程中;
- (b) 按正常或更佳的商業條款;及
- (c) 根據該等續租租約規管交易的條款屬公平合理,並符合本公司股東的整體利益。

本公司獨立核數師香港立信德豪會計師事務所有限公司獲委任根據香港會計師公會頒佈的香港核證聘用準則第3000號「非審核或審閱歷史財務資料的核證委聘工作」並參考實務說明第740號「香港上市規則規定的持續關連交易的核數師函件」就持續關連交易作出報告。獨立核數師已發出無保留意見函件,當中載列其根據上市規則第14A.56條就持續關連交易的發現及結論。本公司已向聯交所呈交獨立核數師函件的副本。

截至二零二一年三月三十一日止年度,本公司已遵守根據上市規則第14A章的披露規定。

關連方交易

有關於一般業務過程中進行的重大關連方交易的詳情載於綜合財務報表附註29。上述所有關連方交易均構成上市規則第14A章項下的持續關連交易。有關詳情請參閱上文「關連交易及持續關連交易」一節。

DONATIONS

The Group had made charitable or other donations of approximately HK\$35,000 during the Financial Year under Review.

捐款

本集團已於回顧財政年度內作出慈善或其他捐款約35,000港元。

USE OF PROCEEDS FROM SHARE OFFER

Details of the use of proceeds from the Share Offer is set out in the "Management Discussion and Analysis" on pages 26 to 27 of this report.

股份發售的所得款項用途

有關股份發售的所得款項用途的詳情載於本報告第26頁至第27頁的「管理層討論及分析」。

EVENTS AFTER THE END OF THE REPORTING PERIOD

Save as disclosed in the "Management Discussion and Analysis" on page 31 of this report, there were no other important events affecting the Group that have occurred since 31 March 2021 and up to the date of this report.

報告期末後事項

除本報告第31頁的「管理層討論及分析」所披露者外，自二零二一年三月三十一日起至本報告日期止，未有發生其他可影響本集團的重要事件。

INDEPENDENT AUDITOR

The consolidated financial statements for the Financial Year under Review have been audited by BDO Limited. A resolution will be submitted to the forthcoming AGM of the Company to re-appoint BDO Limited as the auditor of the Company.

獨立核數師

回顧財政年度的綜合財務報表已由香港立信德豪會計師事務所有限公司審閱。本公司將於應屆本公司股東週年大會上呈交一份決議案，以續聘香港立信德豪會計師事務所有限公司為本公司核數師。

On behalf of the Board

Best Mart 360 Holdings Limited
Lin Tsz Fung
Chairman

Hong Kong, 23 June 2021

代表董事會

優品360控股有限公司
主席
林子峰

香港，二零二一年六月二十三日

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



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TO THE SHAREHOLDERS OF BEST MART 360 HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

致優品360控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

OPINION

意見

We have audited the consolidated financial statements of Best Mart 360 Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 95 to 184, which comprise the consolidated statement of financial position as at 31 March 2021, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

本核數師行已審核第95頁至第184頁所載的優品360控股有限公司(「貴公司」)及其附屬公司(合稱「貴集團」)的綜合財務報表，包括於二零二一年三月三十一日的綜合財務狀況表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包含主要會計政策概要)。

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為，綜合財務報表已按照香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二一年三月三十一日的綜合財務狀況及其於截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

BASIS FOR OPINION

意見基礎

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.

我們已根據香港會計師公會頒佈的香港審計準則(「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」一節中作進一步闡述。根據香港會計師公會《職業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他職業道德責任。我們相信，我們所獲得的審計憑證能充分及適當地為我們的審計意見提供基礎。

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.

Valuation of inventories

The Group held significant inventories as at 31 March 2021, which comprised finished goods in respect of food and beverage, household and personal care products. Inventories are stated at the lower of cost and net realisable value.

Management assess the level of write-downs of inventories required at the reporting date after considering inventory ageing and other relevant factors. Such assessment involves significant management judgement and estimation in determining the value of inventories which will not be recoverable at the reporting date.

We identified the valuation of inventories as a key audit matter because inventories are significant to the consolidated financial statements and because of the significant degree of management judgement involved in determining the write-down of inventories.

關鍵審計事項

關鍵審計事項是根據我們的職業判斷，認為對本期綜合財務報表審計最為重要的事項。這些事項是在我們對綜合財務報表整體進行審計並形成意見的背景下來進行處理的。我們不會對這些事項提供單獨的意見。

存貨估值

貴集團於二零二一年三月三十一日持有大量存貨，包括食品及飲品、家居及個人護理產品等製成品。存貨按成本與可變現淨值兩者的較低者列賬。

管理層在考量存貨賬齡及其他相關因素後會評估於報告日期所需作出的存貨撇減金額。該類評估涉及管理層在釐定於報告日期無法收回的存貨的價值時作出重大判斷及估計。

由於存貨對綜合財務報表而言屬重大，同時鑒於在釐定存貨撇減金額的過程中涉及管理層作出重大判斷，我們將存貨估值確定為關鍵審計事項。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTERS (Cont'd)

Valuation of inventories (Cont'd)

Refer to Note 5 "Critical Accounting Judgement and Key Sources of Estimation Uncertainty" and Note 17 "Inventories" to the consolidated financial statements

Our response:

- obtaining an understanding of and assessing the application of the Group's key internal controls over the inventory write-down assessment process;
- comparing the cost of goods with third party supplier invoices, on a sample basis;
- selecting inventory items, on a sample basis, at the reporting date and comparing their carrying value with their subsequent selling prices as indicated in sales invoices subsequent to the reporting date; and
- assessing the historical accuracy of management's calculation of write-downs of inventories at the end of the previous financial year during the current financial year.

OTHER INFORMATION IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

關鍵審計事項(續)

存貨估值(續)

請參閱綜合財務報表附註5「重大會計判斷及估計不確定因素的主要來源」及附註17「存貨」

我們的回應：

- 瞭解並評估 貴集團對存貨撇減評估過程所採取的關鍵內部監控；
- 抽樣比較貨品成本與第三方供應商的發票金額；
- 於報告日期抽樣挑選存貨項目，並比較其賬面值與其銷售發票上所示於報告日期後的銷售價格；及
- 於本財政年度內評估管理層過往就上個財政年度所計算的存貨撇減金額的準確性。

刊載於年報內的其他資料

貴公司董事須對其他資料負責。其他資料包括 貴公司年報內所載資料，但不包括綜合財務報表及我們就此出具的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告有關事實。就此而言，我們並無任何事項需要報告。

DIRECTORS' RESPONSIBILITIES 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 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 also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而中肯的綜合財務報表，並對董事認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在編製綜合財務報表時，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

貴公司董事亦負責監督貴集團的財務報告過程。審核委員會協助董事履行此方面的責任。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

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

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

核數師就審計綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們按照應聘條款僅向閣下（作為整體）報告，除此之外本報告別無其他目的。我們不會就本報告的內容對任何其他人士負責或承擔責任。

合理保證為高水平的保證，但不能保證按照香港審計準則進行的審計總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期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。

作為根據香港審計準則進行審計其中一環，我們在審計過程中一直行使專業判斷並保持專業懷疑態度，我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審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，或凌駕於內部監控之上，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重大錯誤陳述的風險。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

核數師就審計綜合財務報表須承擔的責任(續)

- 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.
- 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.
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對 貴集團內部監控的成效發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計及相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘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、結構及內容，包括披露，以及綜合財務報表是否中肯地反映相關交易及事項。
- 就 貴集團內各實體或業務活動的財務資料獲得充足、適當的審計憑證，以便就綜合財務報表發表意見。我們負責指導、監督和執行集團審計。我們對審計意見承擔全部責任。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

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

From the matters communicated with the directors, 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.

BDO Limited
Certified Public Accountants
Chan Wing Fai
Practising Certificate no. P05443

Hong Kong, 23 June 2021

核數師就審計綜合財務報表須承擔的責任(續)

我們與審核委員會溝通了計劃的審計範圍、時間安排及重大審計發現等，包括我們在審計中識別出內部監控的任何重大缺陷。

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

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

香港立信德豪會計師事務所有限公司
執業會計師
陳永輝
執業證書編號：P05443

香港，二零二一年六月二十三日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

		Notes	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		附註		
Revenue	收入	7	1,627,891	1,230,437
Cost of sales	銷售成本		(1,107,737)	(818,945)
Gross profit	毛利		520,154	411,492
Other income and other gains, net	其他收入及其他收益淨額	8	32,815	5,301
Selling and distribution expenses	銷售及分銷開支		(399,140)	(347,906)
Administrative and other expenses	行政及其他開支		(52,161)	(43,513)
Operating profit	經營溢利		101,668	25,374
Finance costs	融資成本	9	(9,921)	(11,061)
Profit before income tax	除所得稅前溢利	10	91,747	14,313
Income tax expense	所得稅開支	12	(10,298)	(2,213)
Profit and total comprehensive income for the year	年度溢利及全面收益總額		81,449	12,100
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收益總額		81,449	12,100
Earnings per share attributable to owners of the Company:	本公司擁有人應佔每股盈利：			
– Basic and diluted (HK cents)	– 基本及攤薄(港仙)	14	8.1	1.2

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2021 於二零二一年三月三十一日

		Notes	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		附註		
ASSETS AND LIABILITIES	資產與負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	431,598	242,717
Deposits	按金	19	37,449	39,683
Deposits paid for purchase of property, plant and equipment	購入物業、廠房及設備的已付按金	19	7,108	800
Deferred tax assets	遞延稅項資產	21	1,902	1,496
			478,057	284,696
Current assets	流動資產			
Inventories	存貨	17	198,547	135,755
Trade receivables	貿易應收款項	18	2,927	2,488
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	19	50,359	41,450
Income tax recoverable	可收回所得稅		–	9,529
Cash and bank balances	現金及銀行結餘	20	91,312	215,911
			343,145	405,133
Total assets	總資產		821,202	689,829
Current liabilities	流動負債			
Trade payables	貿易應付款項	22	59,695	31,031
Accruals and other payables	應計費用及其他應付款項	22	39,229	23,563
Bank borrowings	銀行借款	23	107,496	79,242
Lease liabilities	租賃負債	16	142,571	119,026
Income tax payable	應付所得稅		8,083	–
			357,074	252,862
Net current (liabilities)/assets	流動(負債)/資產淨值		(13,929)	152,271
Total assets less current liabilities	總資產減流動負債		464,128	436,967

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2021 於二零二一年三月三十一日

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Accruals and other payables	應計費用及其他應付款項	22	2,163	2,229
Bank borrowings	銀行借款	23	–	20,300
Lease liabilities	租賃負債	16	93,834	107,756
			95,997	130,285
Net assets	資產淨值		368,131	306,682
EQUITY	權益			
Equity attributable to the owners of the Company	本公司擁有人應佔權益			
Share capital	股本	24	10,000	10,000
Reserves	儲備	25	358,131	296,682
Total equity	總權益		368,131	306,682

On behalf of the Directors of the Company

代表本公司董事：

Lin Tsz Fung
林子峰
Director
董事

Hui Ngai Fan
許毅芬
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Share capital 股本 HK\$'000 千港元 (Note 24) (附註24)	Share premium 股份溢價 HK\$'000 千港元 (Note 25) (附註25)	Other reserve 其他儲備 HK\$'000 千港元 (Note 25) (附註25)	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	10,000	349,284	(122,614)	132,912	369,582
Profit and total comprehensive income for the year	年度溢利及全面收益總額	-	-	-	12,100	12,100
Dividend paid (note 13)	已付股息(附註13)	-	-	-	(75,000)	(75,000)
At 31 March 2020 and 1 April 2020	於二零二零年三月三十一日及 二零二零年四月一日	10,000	349,284	(122,614)	70,012	306,682
Profit and total comprehensive income for the year	年度溢利及全面收益總額	-	-	-	81,449	81,449
Dividend paid (note 13)	已付股息(附註13)	-	(20,000)	-	-	(20,000)
At 31 March 2021	於二零二一年三月三十一日	10,000	329,284	(122,614)	151,461	368,131

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

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

			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		Notes 附註		
Cash flow from operating activities	經營業務的現金流量			
Profit before income tax	除所得稅前溢利		91,747	14,313
Adjustments for:	調整：			
Interest income from bank deposits	銀行存款利息收入	8	(1,020)	(3,938)
Finance costs	融資成本	9	2,359	2,711
Losses on written-off/disposal of property, plant and equipment, net	撤銷／出售物業、廠房及設備的虧損淨額	8	615	2,122
Interest expenses from lease liabilities	租賃負債利息開支	16	7,562	8,350
Depreciation of property, plant and equipment	物業、廠房及設備折舊	15	165,840	123,151
Written-off of inventories	撤銷存貨	10	8,203	9,825
			275,306	156,534
Increase in inventories	存貨增加		(70,995)	(12,741)
(Increase)/decrease in trade receivables	貿易應收款項(增加)／減少		(439)	2,931
Increase in deposits, prepayments and other receivables	按金、預付款項及其他應收款項增加		(6,400)	(14,132)
Increase in trade payables	貿易應付款項增加		28,664	4,076
Increase/(decrease) in accruals and other payables	應計費用及其他應付款項增加／(減少)		14,630	(2,294)
Cash generated from operations	經營所得現金		240,766	134,374
Income tax refunded/(paid)	退回／(已付)所得稅		6,791	(19,287)
Net cash generated from operating activities	經營業務所得現金淨額		247,557	115,087
Cash flows from investing activities	投資業務的現金流量			
Purchase of property, plant and equipment	購入物業、廠房及設備		(28,411)	(18,227)
Net cash outflow on acquisition of a subsidiary	收購附屬公司所產生現金流出淨額	2(a)	(178,227)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		19	19
Payments for reinstatement costs	支付修復成本		(140)	(160)
Decrease in pledged bank deposits	已抵押銀行存款減少		-	5,115
Bank interest received	已收銀行利息		1,020	3,938
Net cash used in investing activities	投資業務所用現金淨額		(205,739)	(9,315)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

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

		Notes	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		附註		
Cash flows from financing activities	融資業務的現金流量			
Proceeds from bank borrowings	銀行借款所得款項		198,791	99,983
Repayments of bank borrowings	償還銀行借款		(190,837)	(74,216)
Repayment of principal portion of the lease liabilities	償還租賃負債本金部分		(144,366)	(101,781)
Interest paid	已付利息		(10,005)	(11,126)
Dividend paid to owners of the Company	已向本公司擁有人支付股息	13	(20,000)	(75,000)
Net cash used in from financing activities	融資業務所用現金淨額		(166,417)	(162,140)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額		(124,599)	(56,368)
Cash and cash equivalents at beginning of year	年初現金及現金等值項目		215,911	272,279
Cash and cash equivalents at end of year	年末現金及現金等值項目		91,312	215,911

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

1. GENERAL

Best Mart 360 Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 24 January 2018. The address of the Company’s registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business in Hong Kong is 14/F., SML Tower, 165 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong.

The Company is an investment holding company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in retailing of food and beverage, household and personal care products under the “Best Mart 360° (優品360°)” brand stores in Hong Kong and Macau Special Administrative Region (“Macau”).

The consolidated financial statements for the year ended 31 March 2021 were approved and authorised for issue by the board of directors of the Company on 23 June 2021.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new or amended HKFRSs

The HKICPA has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group:

- Amendments to HKAS 1 and HKAS 8: Definition of Material
- Amendments to HKFRS 3: Definition of a Business

1. 一般事項

優品360控股有限公司(「本公司」)於二零一八年一月二十四日根據開曼群島法律第22章《公司法》(一九六一年第3號法律，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands，而其於香港的主要營業地點為香港九龍觀塘海濱道165號SML大廈14樓。

本公司為一間投資控股公司，其附屬公司(統稱「本集團」)的主要業務為在香港及澳門特別行政區(「澳門」)「Best Mart 360° (優品360°)」品牌店舖進行食品及飲品、家居及個人護理產品零售。

截至二零二一年三月三十一日止年度的綜合財務報表已於二零二一年六月二十三日獲本公司董事會批准並授權刊發。

2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納新訂或經修訂香港財務報告準則

香港會計師公會頒佈了多項新訂或經修訂香港財務報告準則，其於本集團的本會計期間首次生效：

- 香港會計準則第1號及香港會計準則第8號修訂本：重大性的定義
- 香港財務報告準則第3號修訂本：業務的定義

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

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Cont'd)

(a) Adoption of new or amended HKFRSs (Cont'd)

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

The impact of the adoption of Amendments to HKFRS 3 have been summarised in below. The other new amended HKFRSs that are effective from 1 April 2020 did not have any significant on the Group's accounting policies.

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. In particular, the Group has elected to apply the concentration test to an acquisition during the reporting period, as described below.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(a) 採納新訂或經修訂香港財務報告準則（續）

- 香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號修訂本：利率基準改革

採納香港財務報告準則第3號修訂本的影響乃於下文概述。其他自二零二零年四月一日起生效的新訂或經修訂香港財務報告準則對本集團會計政策並無任何重大影響。

香港財務報告準則第3號修訂本：業務的定義

此修訂本釐清業務的定義，並就如何確定某交易是否構成業務合併而提供進一步指引。此外，此修訂本引入了可選擇進行的「集中度測試」，當所收購的全部資產的公平值絕大部分都集中在單一可識別資產或一組類似的可識別資產時，運用集中度測試可簡單地評估所收購的一套活動及資產屬資產收購還是業務收購。

本集團已提前對收購日期為二零二零年四月一日或之後的交易應用此修訂本。具體而言，本集團已選擇於報告期內對下述收購事項運用集中度測試。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

(a) Adoption of new or amended HKFRSs (Cont’d)

Amendments to HKFRS 3: Definition of a Business (Cont’d)

On 17 July 2020, the Group entered into a sale and purchase agreement to acquire the entire issued shares of Allied Wide Limited (“Allied Wide”) and all debts owing by Allied Wide to Lee Wei Hsim, Luk Kau Ying and Lee Wai Man Karen (the “Vendors”) and their associates at the consideration of HK\$176,862,000. The consideration will be adjusted by adding all current tangible assets and deducting all liabilities (other than the debts owing by Allied Wide to the Vendors and their associates) of Allied Wide. The total cost, being the sum of the adjusted consideration and other directly attributable cost to the acquisition, was approximately HK\$178,227,000. The transaction was completed in September 2020 and was recognised as an acquisition of assets, rather than a business combination, given that substantially all of the fair value of the gross assets acquired is concentrated in a group of similar identifiable assets. The assets acquired and liabilities assumed at the date of acquisition of the entire issued shares of Allied Wide comprise the following:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	178,865
Deposits and prepayment	按金及預付款項	275
Accruals and other payables	應計費用及其他應付款項	(796)
Income tax payable	應付所得稅	(117)
		178,227

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(a) 採納新訂或經修訂香港財務報告準則（續）

香港財務報告準則第3號修訂本：業務的定義（續）

於二零二零七月十七日，本集團訂立買賣協議，以收購協弘有限公司（「協弘」）全部已發行股份及協弘結欠李維勳、陸扣英及李慧敏（「賣方」）及其聯繫人的所有債務，代價為176,862,000港元。代價將透過加入協弘所有現有有形資產及扣除協弘所有負債（協弘結欠賣方及其聯繫人的債務除外）而作出調整。總成本（即經調整代價與其他收購直接應佔成本的總和）約為178,227,000港元。上述交易已於二零二零年九月完成。由於所收購的全部資產的公平值絕大部分都集中在一組類似的可識別資產，故該交易已確認為資產收購，而非業務合併。以下為於收購協弘全部已發行股份當日所收購的資產及所承擔的負債：

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Cont'd)

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

2020 Amendments to HKFRS 16	COVID-19 Related Rent Concessions ¹
2021 Amendments to HKFRS 16	COVID-19 Related Rent Concessions beyond 30 June 2021 ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ⁵
HK Interpretation 5 (2020)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ⁵
Amendments to HKAS 16	Proceeds before Intended Use ⁴
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ⁴
HKFRS 17	Insurance Contract ⁵
Amendments to HKFRS 3	Reference to the Conceptual Framework ⁴
Amendments to HKFRS 10 and HKAS 28	Sale of Contribution of Assets between an Investor and its Associate or Joint Venture ⁶
Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2 ³
Amendments to HKFRS Standards	Annual Improvements to HKFRS Standards 2018-2020 ⁴

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則

下文所列可能與本集團財務報表有關聯的新訂／經修訂香港財務報告準則已經頒佈但尚未生效，且未獲本集團提早採納。本集團現打算於該等修訂生效當日應用有關修訂。

二零二零年香港財務報告準則第16號修訂本	COVID-19相關租金減免 ¹
二零二一年香港財務報告準則第16號修訂本	二零二一年六月三十日以後的COVID-19相關租金減免 ³
香港會計準則第1號修訂本	負債分類為流動或非流動 ⁵
香港詮釋第5號(二零二零年)	財務報表的呈列－借入人對具有按要求即時償還條款的定期貸款作出的分類 ⁵
香港會計準則第16號修訂本	達到預定用途前的所得款項 ⁴
香港會計準則第37號修訂本	條件繁苛的合約－履行合約的成本 ⁴
香港財務報告準則第17號	保險合約 ⁵
香港財務報告準則第3號修訂本	對概念框架的索引 ⁴
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間的資產銷售或注資 ⁶
香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號修訂本	利率基準改革－第二階段 ³
香港財務報告準則修訂本	香港財務報告準則二零一八年至二零二零年週期的年度改進 ⁴

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

(b) New/revised HKFRSs that have been issued but are not yet effective (Cont’d)

- 1 Effective for annual periods beginning on or after 1 June 2020
- 2 Effective for annual periods beginning on or after 1 January 2021
- 3 Effective for annual periods beginning on or after 1 April 2021
- 4 Effective for annual periods beginning on or after 1 January 2022
- 5 Effective for annual periods beginning on or after 1 January 2023
- 6 No mandatory effective date yet determined but is available for early adoption

Amendments to HKAS 1 – Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020), Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of ‘settlement’ to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

HK Int 5 (2020) was revised as a consequence of the Amendments to HKAS 1 issued in August 2020. The revision to HK Int 5 (2020) updates the wordings in the interpretation to align with the Amendments to HKAS 1 with no change in conclusion and do not change the existing requirements.

The directors of the Company are currently assessing the impact that the application of the amendments will have on the Group’s consolidated financial statements.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則（續）

- 1 於二零二零年六月一日或之後開始的年度期間生效
- 2 於二零二一年一月一日或之後開始的年度期間生效
- 3 於二零二一年四月一日或之後開始的年度期間生效
- 4 於二零二二年一月一日或之後開始的年度期間生效
- 5 於二零二三年一月一日或之後開始的年度期間生效
- 6 尚未確定強制生效日期但可予提早採納

香港會計準則第1號修訂本－負債分類為流動或非流動，香港詮釋第5號（二零二零年）：財務報表的呈列－借款人對具有按要求即時償還條款的定期貸款作出的分類

此修訂本釐清有關負債分類為流動或非流動，乃基於報告期末存在的權利，並特別指明負債的分類乃不受實體會否行使延遲清償負債的權利的預期所影響，並解釋倘於報告期末遵守契諾，則權利即屬存在。此修訂本亦引入「結算」的定義，以明確指出結算是指將現金、權益工具、其他資產或服務轉讓予合約對方。

香港詮釋第5號（二零二零年）已因應於二零二零年八月頒佈的香港會計準則第1號修訂本而作出修訂。經修訂的香港詮釋第5號（二零二零年）更新了詮釋中的措辭，以與香港會計準則第1號修訂本一致，但結論並無變動，亦不會更改現行規定。

本公司董事目前正評估應用此修訂本對本集團綜合財務報表造成的影響。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Cont'd)

(b) New/revised HKFRSs that have been issued but are not yet effective (Cont'd)

Amendments to HKAS 16 – Proceeds before Intended Use

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, the proceeds from selling such items, and the cost of producing those items, is recognised in profit or loss.

The directors of the Company are currently assessing the impact that the application of the amendments will have on the Group's consolidated financial statements.

Amendments to HKAS 37 – Onerous Contracts – Cost of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (e.g. direct labour and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g. the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The directors of the Company are currently assessing the impact that the application of the amendments will have on the Group's consolidated financial statements.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則（續）

香港會計準則第16號修訂本－達到預定用途前的所得款項

此修訂本禁止從物業、廠房及設備項目的成本中，扣除於出售任何使該資產項目達到能夠按管理層預定方式運作所需的位置及狀態時產生的項目所得款項。相反，出售該等項目所得的款項與生產該等項目的成本，均於損益內確認。

本公司董事目前正評估應用此修訂本對本集團綜合財務報表的影響。

香港會計準則第37號修訂本－條件繁苛的合約－履行合約的成本

此修訂本訂明，合約的「履行成本」包括「與合約直接有關的成本」。與合約直接有關的成本可以是履行該合約的增量成本（如直接勞工及材料）或是與履行合約直接有關的其他成本的分配（如在履行合約的過程中使用的物業、廠房及設備項目的折舊費用的分配）。

本公司董事目前正評估應用此修訂本對本集團綜合財務報表的影響。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

(b) New/revised HKFRSs that have been issued but are not yet effective (Cont’d)

HKFRS 17 – Insurance Contracts

The new standard establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes HKFRS 4, Insurance Contracts. The standard outlines a ‘General Model’, which is modified for insurance contracts with direct participation features, described as the ‘Variable Fee Approach’. The General Model is simplified if certain criteria are met by measuring the liability for remaining coverage using the Premium Allocation Approach.

The directors of the Company are currently assessing the impact that the application of the amendments will have on the Group’s consolidated financial statements.

Amendments to HKFRS 3 – Reference to the Conceptual Framework

The amendments update HKFRS 3 so that it refers to the revised Conceptual Framework for Financial Reporting 2018 instead of the version issued in 2010. The amendments add to HKFRS 3 a requirement that, for obligations within the scope of HKAS 37, an acquirer applies HKAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of HK(IFRIC)-Int 21 Levies, the acquirer applies HK(IFRIC)-Int 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The directors of the Company are currently assessing the impact that the application of the amendments will have on the Group’s consolidated financial statements.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則（續）

香港財務報告準則第17號 – 保險合約

此新訂準則確立了保險合約的確認、計量、呈列和披露的原則，並取代了香港財務報告準則第4號「保險合約」。此準則概述了一個「通用計量模型」，該模型針對具有直接參與分紅特徵的保險合約進行了修改，稱為「可變費用法」。而倘滿足若干標準，則可使用保費分配法簡化通用計量模型來計量剩餘保險責任負債。

本公司董事目前正評估應用此修訂本對本集團綜合財務報表造成的影響。

香港財務報告準則第3號修訂本 – 對概念框架的索引

此修訂本更新了香港財務報告準則第3號，使其參考經修訂的二零一八年財務報告概念框架，而非二零一零年頒佈的版本。此修訂本在香港財務報告準則第3號中增添一項規定：就香港會計準則第37號範圍內的義務而言，收購方應用香港會計準則第37號來釐定於收購日期是否因過往事件而存在現有義務。對於香港（國際財務報告詮釋委員會）— 詮釋第21號「徵款」範圍內的徵款，收購方應用香港（國際財務報告詮釋委員會）— 詮釋第21號來釐定導致出現支付徵款責任的義務事件是否已於收購日期前發生。此修訂本亦增添一項明確聲明：收購方不會確認在業務合併中收購的或然資產。

本公司董事目前正評估應用此修訂本對本集團綜合財務報表造成的影響。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Cont'd)

(b) New/revised HKFRSs that have been issued but are not yet effective (Cont'd)

2020 Amendment to HKFRS 16 – Covid-19-Related Rent Concessions

2020 Amendment to HKFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. The amendment is effective for annual periods beginning on or after 1 June 2020 with earlier application permitted and shall be applied retrospectively. The amendments did not have any impact on the financial position and performance of the Group as the Group does not expect to elect to apply the practical expedient.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則（續）

二零二零年香港財務報告準則第16號修訂本 – COVID-19相關租金減免

二零二零年香港財務報告準則第16號修訂本為承租人提供了一個實際權宜方法，承租人可選擇毋須對COVID-19直接引致的租金減免應用租賃修改的方式進行會計處理。此實際權宜方法僅適用於受到該大流行病直接影響所致的租金減免，且必須符合以下條件：(i)租賃付款的變動須致使修訂後所支付的租賃代價大致等同於或少於緊接變動前所支付的租賃代價；(ii)僅影響原到期日為二零二一年六月三十日或之前的任何租賃付款的減少；及(iii)其他租賃條款及條件並無重大改變。此修訂本於二零二零年六月一日或之後開始的年度期間生效，並可予提早適用（以及將追溯應用）。由於本集團預計不會選擇此實際權宜方法，故此修訂本對本集團財務狀況及表現並無任何影響。

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綜合財務報表附註

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

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

(b) New/revised HKFRSs that have been issued but are not yet effective (Cont’d)

2021 Amendment to HKFRS 16 – Covid-19-Related Rent Concessions beyond 30 June 2021

The 2021 Amendment to HKFRS 16 extends the availability of the practical expedient in paragraph 46A of HKFRS 16 so that it applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met. The amendment is effective for annual periods beginning on or after 1 April 2021 with earlier application permitted and shall be applied retrospectively. The amendments did not have any impact on the financial position and performance of the Group as the Group does not expect to elect to apply the practical expedient.

Amendments to HKFRS Standards – Annual Improvements to HKFRSs 2018-2020

The annual improvements amends a number of standards, including:

- HKFRS 1, First-time Adoption of Hong Kong Financial Reporting Standards, which permit a subsidiary that applies paragraph D16(a) of HKFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent’s date of transition to HKFRSs.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則（續）

二零二一年香港財務報告準則第16號修訂本—二零二一年六月三十日以後的COVID-19相關租金減免

二零二一年香港財務報告準則第16號修訂本擴大了香港財務報告準則第16號第46A段的實際權宜方法的適用範圍，使其適用於與原到期日為二零二二年六月三十日或之前的任何租賃付款的減少有關的租金減免，惟仍須符合有關應用實際權宜方法的其他條件。此修訂本於二零二一年四月一日或之後開始的年度期間生效，並可予提早適用（以及將追溯應用）。由於本集團預計不會選擇此實際權宜方法，故此修訂本對本集團財務狀況及表現並無任何影響。

香港財務報告準則修訂本—香港財務報告準則二零一八年至二零二零年週期的年度改進

是次年度改進對多項準則進行了修訂，包括：

- 香港財務報告準則第1號「首次採納香港財務報告準則」。有關的年度改進允許應用香港財務報告準則第1號第D16(a)段的附屬公司根據母公司過渡至香港財務報告準則的日期，使用母公司報告的金額計量累計匯兌差額。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Cont'd)

(b) New/revised HKFRSs that have been issued but are not yet effective (Cont'd)

Amendments to HKFRS Standards – Annual Improvements to HKFRSs 2018-2020 (Cont'd)

- HKFRS 9, Financial Instruments, which clarify the fees included in the '10 per cent' test in paragraph B3.3.6 of HKFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other's behalf are included.
- HKFRS 16, Leases, which amend Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.
- HKAS 41, Agriculture, which remove the requirement to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

The directors of the Company are currently assessing the impact that the application of the amendments will have on the Group's consolidated financial statements.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則（續）

香港財務報告準則修訂本－香港財務報告準則二零一八年至二零二零年週期的年度改進（續）

- 香港財務報告準則第9號「金融工具」。有關的年度改進釐清了香港財務報告準則第9號第B3.3.6段的「10%」測試在評估是否終止確認金融負債時所納入的費用，並解釋僅納入實體與貸款人之間已支付或已收取的費用，包括實體或貸款人代表其他方支付或收取的費用。
- 香港財務報告準則第16號「租賃」。有關的年度改進修訂了第13項範例，刪除了關於由出租人發還租賃物業裝修的說法，以解決該範例中因為對租賃優惠一詞的說法而可能產生對如何處理租賃優惠的任何潛在混淆。
- 香港會計準則第41號「農業」。有關的年度改進刪除了以現值法計量生物資產的公平值時須不包含稅項現金流量的規定。

本公司董事目前正評估應用此修訂本對本集團綜合財務報表造成的影響。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

(b) New/revised HKFRSs that have been issued but are not yet effective (Cont’d)

Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16, Interest Rate Benchmark Reform – Phase 2

The amendments address issues that might affect financial reporting when a company replaces the old interest rate benchmark with an alternative benchmark rate as a result of the interest rate benchmark reform (the “Reform”). The amendments complement those issued in November 2019 and relate to (a) changes to contractual cash flows in which an entity will not have to derecognise or adjust the carrying amount of financial instruments for changes required by the Reform, but will instead update the effective interest rate to reflect the change to the alternative benchmark rate; (b) hedge accounting in which an entity will not have to discontinue its hedge accounting solely because it makes changes required by the Reform, if the hedge meets other hedge accounting criteria; and (c) disclosures in which an entity will be required to disclose information about new risks arising from the Reform and how it manages the transition to alternative benchmark rates.

The directors of the Company are currently assessing the impact that the application of the amendments will have on the Group’s consolidated financial statements.

There are no other standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則（續）

香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號修訂本：利率基準改革－第二階段

此修訂本解決了利率基準改革（「改革」）導致公司以替代的基準利率代替舊有的利率基準時可能影響財務報告的問題。此修訂本補足了於二零一九年十一月頒佈的版本，其內容涉及：(a) 合約現金流量的變動。就此，實體毋須因應改革所規定的變動而終止確認或調整金融工具的賬面值，而是應更新實際利率以反映替代的基準利率的變動；(b) 對沖的會計處理法。就此，實體毋須僅因其作出改革所規定的變更，而中止其對沖的會計處理，前提是該項對沖須滿足其他對沖會計處理的標準；及(c) 披露事項。就此，實體須披露資料以說明有關改革所帶來的風險，以及其如何管理替代基準利率的過渡事宜。

本公司董事目前正評估應用此修訂本對本集團綜合財務報表造成的影響。

目前並無其他尚未生效且預期將於當前或未來報告期間對實體以及對可見將來的交易造成重大影響的準則。

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綜合財務報表附註

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

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

(b) Basis of measurement and going concern assumptions

The financial statements have been prepared under the historical cost basis.

As at 31 March 2021, the Group had net current liabilities of approximately HK\$13,929,000. This condition may affect the Group’s ability to continue as a going concern.

The net current liabilities as at 31 March 2021 included bank borrowings of approximately HK\$107,496,000 (Note 23). Within these bank borrowings, there was a mortgage loan of approximately HK\$86,858,000, out of which approximately HK\$82,436,000 is contractually due for repayment after one year, contains a discretionary repayable on demand clause and is therefore classified as current liabilities.

3. 編製基準

(a) 遵守聲明

綜合財務報表乃按照香港會計師公會（「香港會計師公會」）所頒佈的所有適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（以下統稱「香港財務報告準則」）以及香港公司條例的披露規定編製。此外，綜合財務報表載有香港聯合交易所有限公司（「聯交所」）證券上市規則規定的適用披露資料。

(b) 計量基準及持續經營假設

財務報表乃按歷史成本基準編製。

於二零二一年三月三十一日，本集團的流動負債淨值約為13,929,000港元。此情況可能影響本集團持續經營的能力。

於二零二一年三月三十一日的流動負債淨值中包括為數約107,496,000港元的銀行借款（附註23）。於該等銀行借款中有一筆為數約86,858,000港元的按揭貸款，其中約82,436,000港元按合約規定將於一年後償還，惟其包含按要償還的酌情權條款，故此屬流動負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. BASIS OF PREPARATION (Cont'd)

(b) Basis of measurement and going concern assumptions (Cont'd)

The directors of the Company considered that it is highly unlikely that the relevant bank will exercise the discretion to demand immediate repayment of the mortgage loan and believes that such mortgage loan will be repaid in accordance with the scheduled dates set out in the relevant loan agreement. A cash flow forecast covering a period of twelve months from the end of the reporting period was also prepared by the directors of the Company and it is considered that the Group would be able to meet the conditions set out in the existing banking facility letter and that these facilities will continue to be available to the Group over the forecast period. On this basis, the Group is able to maintain sufficient liquidity and working capital that enables the Group to realise its assets and discharge its liabilities in the normal course of business.

The directors of the Company have considered the Group's financial position to conclude that the Group has sufficient financial resources to meet its financial obligations as and when they fall due in the coming twelve months. Accordingly, the Group's consolidated financial statements have been prepared on a going concern basis.

(c) Functional and presentation currency

The consolidated financial statements are presented in Hong Kong Dollars ("HK\$"), which is also the functional currency of the Company and its subsidiaries and all values are rounded to the nearest thousand except when otherwise indicated.

3. 編製基準 (續)

(b) 計量基準及持續經營假設 (續)

本公司董事認為，相關銀行不大可能會行使其酌情權以要求即時償還該按揭貸款，並相信有關按揭貸款將按照相關貸款協議所載時間表內的日期償還。本公司董事亦已編製從報告期末起計涵蓋十二個月期間的現金流量預測，並認為本集團將能夠履行現有銀行融資函件中所載的條件，且該等融資將繼續供本集團於上述預測期內使用。在此基礎上，本集團能夠維持充足流動資金及營運資本，足以讓本集團於正常業務過程中變現其資產及解除其負債。

本公司董事已考慮本集團的財務狀況，並推斷本集團有足夠財務資源履行其於未來十二個月到期的財務責任。因此，本集團的綜合財務報表已按持續經營基準編製。

(c) 功能及呈列貨幣

綜合財務報表乃按港元（「港元」）呈列，港元亦為本公司及其附屬公司的功能貨幣，而所有價值除另有指明者外均湊整至最接近的千位數。

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the "Group"). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive processes and whether the acquired set has the ability to produce outputs.

4. 重大會計政策概要

(a) 業務合併及綜合基準

綜合財務報表由本公司及其附屬公司（「本集團」）的財務報表組成。在編製綜合財務報表的過程中，各集團公司之間的公司間交易及結餘連同未變現溢利均悉數對銷。除非就有關交易有證據顯示所轉讓資產出現減值（在此情況下，有關虧損於損益內確認），否則未變現虧損亦予以對銷。

年內購入或出售的附屬公司的業績乃計入綜合全面收益表，入賬日由收購日期起計或計至出售日期止（視情況而定）。如有需要，附屬公司的財務報表可作調整，以使其會計政策與本集團其他成員公司所用者一致。

當所收購的活動及資產組合符合業務的定義，且控制權已轉移至本集團，有關的業務合併乃採用收購法入賬。於釐定某特定的活動及資產組合是否屬於業務時，本集團會評估所收購的資產及活動組合是否至少包含一項投入及一個實質性過程，以及所收購的組合是否具備產出的能力。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Business combination and basis of consolidation (Cont'd)

The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

4. 重大會計政策概要(續)

(a) 業務合併及綜合基準(續)

收購成本按本集團(作為收購方)所轉讓資產、所承擔負債及所發行股權於收購日的公平值的總和計量。所收購的可識別資產及所承擔負債主要按收購日公平值計量。本集團先前所持收購對象的股權按收購日公平值重新計量，由此產生的收益或虧損則於損益內確認。本集團可視乎每項交易而選擇按公平值或按應佔收購對象的可識別資產淨值比例，來計量非控股權益(其代表於附屬公司的現有擁有權權益)。除非香港財務報告準則規定使用其他計量基準，否則，所有其他非控股權益均按公平值計量。所產生的收購相關成本乃列作開支，惟發行權益工具時產生者除外，在該情況下，成本乃自權益中扣除。

任何由收購方轉讓的或然代價均按收購日公平值確認。代價的後續調整只會於計量期(自收購日期起計最多12個月)內取得與收購日公平值有關的新資料時，方會於商譽確認。所有其他或然代價後續調整乃分類為資產或負債並於損益內確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee, (ii) exposure, or rights, to variable returns from the investee, and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investment in a subsidiary is stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

4. 重大會計政策概要(續)

(b) 附屬公司

附屬公司為本公司可對其行使控制權的投資對象。倘以下三項要素全部符合，則代表本公司控制投資對象：(i) 對投資對象擁有權力；(ii) 承擔或享有投資對象可變回報的風險或權利；及(iii) 可利用其權力影響該等可變回報。當事實及情況顯示上述任何控制權要素可能有變，有關控制權須予重新評估。

於本公司的財務狀況表中，於附屬公司的投資乃按成本減減值虧損(如有)列賬。本公司將附屬公司的業績按已收及應收股息基準入賬。

(c) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及累計減值虧損列賬。物業、廠房及設備項目的成本包括其購買價以及為使資產達到運作狀態並送到運作地點作擬定用途的任何直接相關成本。

只有在與該項目相聯的未來經濟利益可能流入本集團，且該項目的成本能可靠計量時，方會將後續成本計入資產的賬面值或確認為獨立資產(如適用)。被重置部分的賬面值會終止確認。所有其他成本(例如維修及保養)乃在其產生的財政期內於損益確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Property, plant and equipment (Cont'd)

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The estimated useful lives are as follows:

Leasehold improvements	Over shorter of the lease term or 5 years
Plant and equipment	5 years
Furniture and fixtures	5 years

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

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(d) Government grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

4. 重大會計政策概要(續)

(c) 物業、廠房及設備(續)

物業、廠房及設備按其估計可使用年期採用直線法計提折舊，以撇銷其成本減預期剩餘價值。可使用年期、剩餘價值及折舊方法於各報告期末予以檢討，並於適當情況下調整。估計可使用年期如下：

租賃物業裝修	租期或5年(以較短期間為準)
廠房及設備	5年
家具及固定裝置	5年

倘資產的賬面值高於其估計可收回金額，資產須即時撇減至其可收回金額。

出售物業、廠房及設備項目所產生的收益或虧損為有關出售的所得款項淨額與該項目賬面值之間的差額，其在出售時於損益內確認。

(d) 政府補助

除非可合理保證本集團會遵守政府補助所附帶的條件以及會收到有關補助，否則，不會確認政府補助。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) Government grant (Cont'd)

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable and are recognised as other revenue, rather than reducing the related expense.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

4. 重大會計政策概要 (續)

(d) 政府補助 (續)

政府補助乃於本集團將補助擬補償的相關成本確認為開支的期間，有系統地於損益內確認。具體而言，倘有關政府補助的首要條件為本集團應購入、建造或以其他方式收購非流動資產（包括物業、廠房及設備），該政府補助乃於財務狀況表內確認為遞延收入，並於有關資產的可使用年期內有系統地及合理地轉撥至損益。

用作補償已產生的開支或虧損，或旨在給予本集團即時財務支援（且並無任何未來相關成本）的應收政府補助，乃於該等補助成為應收款項的期間於損益內確認為其他收入（而非扣減相關開支）。

低於市場利率的政府貸款所給利益乃視為政府補助，其按所得收入款項與基於現行市場利率計算的貸款公平值之間的差額計量。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Leasing

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use assets

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-of-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The Group accounts for properties and office premise which are held for own use under HKAS 16 and are carried at cost less accumulated depreciation.

4. 重大會計政策概要(續)

(e) 租賃

所有租賃(不論是經營租賃或融資租賃)均須於綜合財務狀況表資本化為使用權資產及租賃負債,惟存在會計政策選項供實體選擇不把(i)屬短期租賃的租賃及/或(ii)相關資產價值較低的租賃資本化。本集團已選擇不就低價值資產確認使用權資產及租賃負債。與該等租賃相關的租賃款項已於租賃期內按直線法支銷。

使用權資產

使用權資產應按成本確認並將包括:(i)租賃負債的初步計量金額(見下文有關租賃負債入賬的會計政策);(ii)於開始日期或之前作出的任何租賃款項減任何已收租賃優惠;(iii)承租人產生的任何初步直接成本及(iv)承租人因拆除及移除相關資產至租賃條款及條件所規定的狀態而將產生的估計成本,除非該等成本乃為生產存貨而產生則作別論。本集團利用成本模式計量使用權資產。根據成本模式,本集團按成本減任何累計折舊及任何減值虧損計量使用權資產,並就任何重新計量的租賃負債作出調整。

本集團對根據香港會計準則第16號持作自用並按成本減累計折舊列賬的物業及辦公室物業進行入賬。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Leasing (Cont'd)

Lease liabilities

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

4. 重大會計政策概要(續)

(e) 租賃(續)

租賃負債

租賃負債按並非於租賃開始日期支付的租賃款項的現值確認。如可即時釐定租賃隱含的利率，則租賃款項使用該利率貼現。如不可即時釐定該利率，則本集團將使用本集團增量貸款利率貼現。

下列於租賃期內就相關資產的使用權作出的且並非於租賃開始日期支付的付款被視為租賃款項：(i)固定付款減任何應收租賃優惠；(ii)基於某指數或比率的可變租賃款項（於開始日期使用該指數或比率作初步計量）；(iii)承租人根據剩餘價值擔保預期應付的金額；(iv)購買選擇權的行使價（倘承租人合理確定行使該選擇權）；及(v)終止租賃的罰金付款（倘租賃期反映承租人行使選擇權終止租賃）。

於開始日期後，本集團將按以下方式計量租賃負債：(i)增加賬面值以反映租賃負債的利息；(ii)減少賬面值以反映已作出的租賃款項；及(iii)重新計量賬面值以反映任何重新評估或租賃修訂，如某指數或比率變動所產生的未來租賃款項變動、租賃期變動、實質固定租賃款項變動或針對購買相關資產的評估變動。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Leasing (Cont'd)

Lease modification

The Group accounts for a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

(f) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using first-in-first-out method. Net realisable value represents 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.

4. 重大會計政策概要(續)

(e) 租賃(續)

租賃修改

本集團對並無作為一項單獨租賃入賬的租賃修改進行入賬，本集團按經修改租賃的租期，透過採用該項修改生效日期的經修訂貼現率來貼現經修改租賃款項，藉此重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。當經修改合約包含租賃組成部分及一項或以上額外租賃或非租賃組成部分時，本集團按租賃組成部分的相對獨立價格及非租賃組成部分的總計獨立價格為基礎，將經修改合約中的代價分配至每項租賃組成部分。

(f) 存貨

存貨初始按成本確認，其後按成本與可變現淨值兩者的較低者確認。成本包括所有購買成本、轉換成本及為使存貨送到其現時所在地點並達到現時狀態所產生的其他成本。成本採用先進先出法計算。可變現淨值指在日常業務過程中的估計售價減估計完工成本及達致銷售所需的估計成本。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments.

A financial asset or financial liability (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(i) Financial assets

On initial recognition, the Group's financial assets are classified as measured at amortised cost.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

4. 重大會計政策概要 (續)

(g) 金融工具

金融資產及金融負債乃於集團實體成為金融工具合約條文訂約方時確認。

就並非按公平值計入損益(「按公平值計入損益」)的項目而言，金融資產或金融負債(並無重大融資成分的貿易應收款項除外)初始按公平值加與收購或發行直接相關的交易成本計量。並無重大融資成分的貿易應收款項初始按交易價格計量。

(i) 金融資產

於初始確認時，本集團的金融資產分類為按攤銷成本計量。

金融資產在初始確認後不會重新分類，除非是於本集團改變其管理金融資產的業務模式的期間，則作別論。

倘金融資產同時符合下列條件，且並未指定為按公平值計入損益，則其將按攤銷成本計量：

- 資產乃以目標為持有資產以收取合約現金流量的業務模式持有；及
- 該金融資產的合約條款引致於特定日期產生純為支付本金及未償還本金利息的現金流量。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Financial instruments (Cont'd)

(i) Financial assets (Cont'd)

The financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

(ii) Impairment loss on financial assets

The Group recognises a loss allowance for expected credit loss ("ECL") on the financial assets measured at amortised cost (including trade and other receivables and cash and bank balances). The Group measures loss allowances at an amount equal to lifetime ECLs.

4. 重大會計政策概要 (續)

(g) 金融工具 (續)

(i) 金融資產 (續)

按攤銷成本計量的金融資產其後採用實際利率法按攤銷成本計量。攤銷成本因減值虧損而減少。利息收入、匯兌收益及虧損以及減值均於損益內確認。終止確認時的任何收益或虧損於損益內確認。

終止確認金融資產

當自金融資產收取現金流量的合約權利屆滿，或當本集團於一項將金融資產所有權的絕大部分風險及回報轉移、或於一項本集團既無轉移亦無保留所有權的絕大部分風險及回報且並無保留對金融資產的控制權的交易中轉移收取合約現金流量的權利，本集團會終止確認金融資產。

(ii) 金融資產減值虧損

本集團就按攤銷成本計量的金融資產(包括貿易及其他應收款項以及現金及銀行結餘)的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。本集團以相等於全期預期信貸虧損的金額計量虧損撥備。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Financial instruments (Cont'd)

(ii) Impairment loss on financial assets (Cont'd)

Lifetime ECL represent the ECL that will result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk. For trade receivables, the Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which requires the use of the lifetime expected losses provision for all trade receivables.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Measurement of ECL

ECL is a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive, discounted at the original effective interest rate).

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

4. 重大會計政策概要 (續)

(g) 金融工具 (續)

(ii) 金融資產減值虧損 (續)

全期預期信貸虧損是指於金融工具的預計存續期內所有可能發生的違約事件所導致的預期信貸虧損。在估計預期信貸虧損時所考慮的最長期間乃本集團面臨信貸風險的最長合約期間。就貿易應收款項而言，本集團採用香港財務報告準則第9號就預期信貸虧損撥備所訂明的簡易方法，當中規定就所有貿易應收款項使用全期預期虧損撥備。

在釐定金融資產的信貸風險是否自初始確認以來顯著增加，以及在估算預期信貸虧損時，本集團會考慮相關及無須付出過多成本及努力即可獲得的合理有據資料。此包括根據本集團過往經驗及有充足依據的信貸評估所提供的定量及定性資料及分析，並包括前瞻性資料。

預期信貸虧損的計量

預期信貸虧損乃信貸虧損的概率加權估計。信貸虧損按全部現金虧絀（即根據合約應付予實體的現金流量與本集團預計收取的現金流量之間的差額，並按原有實際利率貼現）的現值計量。

倘金融資產逾期超過30日，本集團將假設該金融資產的信貸風險已顯著增加。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Financial instruments (Cont'd)

(ii) Impairment loss on financial assets (Cont'd)

Measurement of ECL (Cont'd)

The Group considers a financial asset to be in default when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

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

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

4. 重大會計政策概要 (續)

(g) 金融工具 (續)

(ii) 金融資產減值虧損 (續)

預期信貸虧損的計量 (續)

本集團在下列情況下視金融資產為違約：(1)除非本集團採取如變賣抵押品(如持有)等行動，否則借款人不大有可能向本集團償還全數信貸責任金額；或(2)金融資產逾期超過90日。

在估計預期信貸虧損時所考慮的最長期間乃本集團面臨信貸風險的最長合約期間。

違約的定義

本集團認為，就內部信貸風險管理而言，以下情況構成違約事件，原因是過往經驗顯示符合以下標準的應收款項一般無法收回。

- 當對方違反財務契諾；或
- 內部生成或自外部取得的資料顯示債務人不大有可能向其債權人(包括本集團)清償債務(在不計及本集團持有之任何抵押品的情況下)。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Financial instruments (Cont'd)

(ii) Impairment loss on financial assets (Cont'd)

Credit-impaired financial assets

At each reporting date, the Group assesses on a forward-looking basis whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

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

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the consolidated statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

4. 重大會計政策概要 (續)

(g) 金融工具 (續)

(ii) 金融資產減值虧損 (續)

出現信貸減值的金融資產

於各個報告日期，本集團按前瞻性基準評估以攤銷成本計量的金融資產是否出現信貸減值。倘發生一個或多個對金融資產的估計未來現金流量造成負面影響的事件，可視金融資產為「信貸減值」。

金融資產的信貸減值證據包括與下列事件有關的可觀察數據：

- 借款人或發行人出現重大財政困難；
- 違反合約，如拖欠或逾期事件；
- 借款人很可能破產或進行其他財務重組；或
- 因為財政困難而導致某抵押品失去活躍市場。

於綜合財務狀況表中呈報預期信貸虧損的撥備

以攤銷成本計量的金融資產的虧損撥備乃自資產的賬面總值中扣除。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Financial instruments (Cont'd)

(ii) Impairment loss on financial assets (Cont'd)

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the Write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(iii) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

4. 重大會計政策概要(續)

(g) 金融工具(續)

(ii) 金融資產減值虧損(續)

撇銷政策

本集團將基於日後無實際收回可能的理由，而撇銷(部分或全部)金融資產的賬面總值。有關情況通常出現在本集團確定債務人並無資產或收入來源以創造足夠現金流量來償還應予撇銷的金額時。然而，為遵守本集團的到期款項收款程序，已撇銷的金融資產仍可能須受限於強制收款行動。

(iii) 金融負債及權益工具

分類為債務或權益

由集團實體發行的債務及權益工具根據所訂立合約安排的實質內容以及按金融負債及權益工具的定義分類為金融負債或權益。

權益工具

權益工具是指能夠證明實體資產於扣除其所有負債後的剩餘權益的任何合約。集團實體所發行的權益工具按已收所得款項扣除直接發行成本後確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Financial instruments (Cont'd)

(iii) Financial liabilities and equity instruments (Cont'd)

Financial liabilities at amortised cost

The Group's financial liabilities are subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or 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 profit or loss.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the reporting period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

4. 重大會計政策概要 (續)

(g) 金融工具 (續)

(iii) 金融負債及權益工具 (續)

金融負債 (按攤銷成本入賬)

本集團的金融負債其後採用實際利率法按攤銷成本計量。

終止確認金融負債

本集團僅在本集團的責任獲解除、取消或屆滿時終止確認金融負債。已終止確認的金融負債的賬面值與已付及應付代價 (包括任何所轉讓非現金資產或所承擔負債) 之間的差額於損益內確認。

(iv) 實際利率法

實際利率法為一項計算金融資產或金融負債的攤銷成本以及攤分報告期內的利息收入或利息開支的方法。實際利率是按金融資產或負債的預計存續期或 (視乎情況) 更短的期間, 準確貼現估計未來現金收入或付款所用的利率。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(h) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash at bank and in hand, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash at banks and in hand, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

(i) Provision and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Provision for reinstatement costs represents the present value of the estimated cost for the restoration work of the Group's leased retail stores agreed to be carried out upon the expiry of the relevant leases using a risk-free pre-tax interest rate. The provision has been determined by the directors based on their best estimates. The related reinstatement costs have been included as right-of-use assets in the consolidated statement of financial position.

4. 重大會計政策概要(續)

(h) 現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括銀行及手頭現金，以及可隨時轉換為已知現金數額、價值變動風險輕微且一般於收購後三個月內到期的短期高流通性投資，並扣除須應要求償還並屬於本集團現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等值項目包括銀行及手頭現金，當中包括用途不受限制的定期存款及性質與現金類似的資產。

(i) 撥備及或然負債

當本集團因過去發生的事件而須承擔法定或推定責任，而該責任將很可能導致經濟利益外流，且能可靠估計該等經濟利益時，就會為時間或金額未明的負債確認撥備。

修復成本的撥備額相當於就相關租約屆滿時協定對本集團的租賃零售店舖進行修復的估計成本而採用無風險稅前利率計算的現值。該撥備額乃基於董事的最佳估計而釐定。有關修復成本已於綜合財務狀況表內列作使用權資產。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Provision and contingent liabilities (Cont'd)

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(j) Share-based payment

Where share options are awarded to employees and others providing similar services, the fair value of the services received is measured by reference to the fair value of the options at the date of grant. Such fair value is recognised in profit or loss over the vesting period with a corresponding increase in the share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all non-market vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

4. 重大會計政策概要(續)

(i) 撥備及或然負債(續)

倘經濟利益需要外流的可能性不大，或不能可靠估計有關數額，則除非經濟利益外流的可能性極低，否則有關責任將作為或然負債予以披露。除非經濟利益外流的可能性極低，否則可能出現的責任(其存在與否只有在一個或多個於未來發生的事件發生或不發生時方會確認)亦會作為或然負債予以披露。

(j) 股份支付交易

倘向僱員及其他提供類似服務的人士授出購股權，所接受的服務的公平值將參考購股權於授出日期的公平值計量。有關公平值於歸屬期內在損益確認，並於權益內的購股權儲備作相應增加。為計及非市場歸屬條件，將會透過調整預期於各報告期末歸屬的權益工具數目，從而使於歸屬期內確認的累計金額必然以最終歸屬的購股權數目為準。市場歸屬條件乃納入已授購股權的公平值計算中。只要達成所有非市場歸屬條件，則不論是否達成市場歸屬條件亦會作出扣賬。累計開支不會因未能達成市場歸屬條件而被調整。

倘購股權的條款及條件於歸屬前被修改，於緊接修改前及修改後計量的購股權公平值增加同樣會於餘下歸屬期內在損益確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets; and
- interests in subsidiaries

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as expense immediately, unless the relevant asset is carried at revalued amount under another HKFRS, in which case impairment loss is treated as revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as revaluation increase under HKFRS.

4. 重大會計政策概要(續)

(k) 非金融資產減值

於各報告期末，本集團會審閱下列資產的賬面值，以釐定是否有任何跡象顯示該等資產已招致減值虧損或先前確認的減值虧損已不復存在或可能已減少：

- 物業、廠房及設備；
- 使用權資產；及
- 於附屬公司的權益

倘某項資產的可收回金額(即公平值減出售成本與使用價值兩者的較高者)估計少於其賬面值，該項資產的賬面值將降至其可收回金額。減值虧損乃即時確認為開支，除非有關資產根據另一香港財務報告準則按重估金額列賬，在此情況下，減值虧損將根據該項香港財務報告準則視作重估減值處理。

倘其後撥回減值虧損，資產的賬面值將增加至其修改後的估計可收回金額，惟增加後的賬面值不得超過倘於過往年度該項資產並無確認減值虧損而原應釐定的賬面值。減值虧損的撥回乃即時確認為收入，除非有關資產根據另一香港財務報告準則按重估金額列賬，在此情況下，減值虧損的撥回將根據該項香港財務報告準則視作重估增值處理。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Impairment of non-financial assets (Cont'd)

Value in use is based on the estimate future cash flow expected to be derived from the asset discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset or cash generating unit.

(l) Employee benefits

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(ii) Defined contribution retirement plan

The Group operates a Mandatory Provident Fund Scheme (the "Scheme") for all qualifying employees in Hong Kong. The assets of the Scheme are held separately from those of the Group, in funds under the control of trustees. The Company contributes 5% of the relevant payroll to the Scheme, which contribution is matched by employees. The Company's employer contribution vest fully with the employees when contributed into the scheme.

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

4. 重大會計政策概要 (續)

(k) 非金融資產減值 (續)

使用價值乃基於預期將由資產產生的估計未來現金流量，採用可反映現時市場對貨幣時間價值及資產或現金產生單位的特定風險的評估的稅前貼現率，貼現至其現值釐定。

(l) 僱員福利

(i) 短期僱員福利

短期僱員福利是指預期在僱員提供有關服務的年度報告期末後十二個月內全數支付的僱員福利（離職福利除外）。短期僱員福利於僱員提供有關服務的年度內確認。

(ii) 定額供款退休金計劃

本集團為香港所有合資格僱員經營強制性公積金計劃（「該計劃」）。該計劃的資產與本集團資產分開，由受託人控制的基金持有。本公司按相關工資的5%向該計劃作出供款，而僱員亦會作出相應供款。本公司向該計劃所作的僱主供款於作出時全數歸屬於僱員。

(iii) 離職福利

離職福利於本集團不能再撤銷該等福利的要約時及本集團確認涉及支付離職福利的重組成本時（以較早者為準）確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Foreign currencies

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of each reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange difference arising on the retranslation of non-monetary item carried at fair value are included in profit or loss for period except for difference arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange difference are also recognised in other comprehensive income.

(n) Borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of any qualifying asset which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of these assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing cost capitalised. All other borrowing costs are recognised in profit or loss in the period which they are incurred.

4. 重大會計政策概要(續)

(m) 外幣

集團實體以其經營所在主要經濟環境的貨幣(「功能貨幣」)以外的貨幣進行的交易乃按交易發生時的通行匯率記賬。外幣貨幣資產及負債按各報告期末通行的匯率換算。以外幣計值按公平值列賬的非貨幣項目按釐定公平值當日通行的匯率重新換算。以外幣計值按歷史成本計量的非貨幣項目不會重新換算。

結算貨幣項目以及換算貨幣項目時所產生的匯兌差額於其產生期間於損益內確認。重新換算按公平值列賬的非貨幣項目時所產生的匯兌差額計入期內損益，惟重新換算有關收益及虧損於其他全面收益內確認的非貨幣項目所產生的差額則除外，在此情況下，匯兌差額亦於其他全面收益內確認。

(n) 借款成本

收購、建造或生產任何合資格資產(其需要大量時間以達致其擬定用途或可作銷售)所直接應佔的借款成本乃資本化為該等資產的一部分成本。將待用於該等資產的特定借款作短期投資所賺取的收入，會於資本化借款成本中扣除。所有其他借款成本於其產生期間在損益確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries 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.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

4. 重大會計政策概要(續)

(o) 所得稅

本年度所得稅包括即期稅項及遞延稅項。

即期稅項乃基於日常業務中的損益，並就毋須課所得稅或不可抵免所得稅的項目作出調整後採用報告期末已頒佈或實質上已頒佈的稅率計算。

遞延稅項乃就財務報告中的資產及負債賬面值與報稅所用的相應金額之間的暫時差額而確認。除不影響會計或應課稅溢利的商譽及已確認資產及負債外，遞延稅項負債會就所有應課稅暫時差額而確認。遞延稅項資產乃於可能出現可扣稅的暫時差額以抵銷應課稅溢利時確認。遞延稅項按變現資產賬面值或清償負債賬面值的預期方式所適用且於報告期末已頒佈或實質上已頒佈的稅率計量。

遞延稅項負債乃就於附屬公司的投資所產生的應課稅暫時差額而確認，惟倘本集團能夠控制暫時差額的撥回，且該暫時差額於可見將來很可能不會撥回，則作別論。

所得稅於損益內確認，惟倘所得稅與於其他全面收益內確認的項目有關，在此情況下，有關稅項亦在其他全面收益中確認；或倘所得稅與直接於權益內確認的項目有關，則在此情況下，所得稅亦直接於權益內確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(p) Revenue recognition

Sale of goods

The Group sell goods directly to retail customers within retail stores/warehouse. Revenue recognised from sale of goods to retail customers is recognised when the product is transferred to the customers upon sale. Payment of the transaction price is due immediately when the customers purchase the good. The payment is usually settled in cash or using credit cards, octopus card and Alipay online platform.

Discounts, coupons and other cash incentive to customers are accounted for as reduction of the transactions prices.

Customer loyalty programme

The Group operates a loyalty programme where retail customers accumulate points for purchases made which entitle them to redeem award points for discounts in future purchases. The transaction price is allocated to the product and the award points on a relative stand-alone selling price basis. Revenue from the award points is recognised when the award points are redeemed. Contract liabilities are recognised until the award points are redeemed. Contract liabilities in relation to customer loyalty programme were included in "Accruals and other payables".

Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

4. 重大會計政策概要(續)

(p) 收入確認

銷售貨品

本集團於零售店舖／倉庫內向零售顧客直接銷售貨品。將貨品銷售予零售顧客所產生的收入乃於銷售後轉移產品予顧客時確認。顧客購買貨品後須即時支付交易價格。有關款項通常以現金或使用信用卡、八達通卡及支付寶網上平台結算。

給予顧客的折扣、優惠券及其他現金獎賞乃入賬為交易價格扣減。

顧客忠誠計劃

本集團設有忠誠計劃，零售顧客可藉購物累積積分，並兌換獎賞積分作為未來購物折扣之用。交易價格基於相對獨立售價分配至產品與獎賞積分。獎賞積分所帶來的收益於獎賞積分獲兌換時確認；合約負債則一直確認，直至獎賞積分獲兌換為止。涉及顧客忠誠計劃的合約負債乃計入「應計費用及其他應付款項」。

利息收入

利息收入乃採用實際利率法按時間比例基準確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(q) Financial guarantee

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value. The fair value of a financial guarantee contract is the present value of the difference between the net contractual cash flows required under a debt instrument, and the net contractual cash flows that would have been required without the guarantee. The present value is calculated using a risk free rate of interest.

At the end of each subsequent reporting period financial guarantees are measured at the higher of

- the amount of the loss allowance; and
- the amount initially recognised less cumulative amortisation, where appropriate.

The amount of the loss allowance at each subsequent reporting period initially equal to 12-month ECL.

However, where there has been a significant increase in the risk that the specified debtor will default on the contract, the calculation is for lifetime ECL.

4. 重大會計政策概要(續)

(q) 財務擔保

財務擔保為一項要求發出人(即擔保人)在擔保受益人(「持有人」)因某指定債務人未能按照債務工具的條款如期付款而蒙受損失時,向持有人作出指定款項補償的合約。財務擔保合約於擔保發出時確認為金融負債。該負債初始按公平值計量。財務擔保合約的公平值為債務工具所要求的合約現金流量淨額與在並無擔保的情況下所要求的合約現金流量淨額之間所得差額的現值。有關現值乃採用無風險利率計算。

於其後的各報告期末,財務擔保乃按以下兩者的較高者計量:

- 虧損撥備金額;及
- 初始確認金額減累計攤銷(如適用)。

於其後各報告期間的虧損撥備金額最初相等於12個月的預期信貸虧損。

然而,倘指定債務人違約的風險顯著增加,則上述計算將以全期預期信貸虧損為基礎。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(q) Financial guarantee (Cont'd)

Expected credit losses for a financial guarantee contract are the cash shortfalls adjusted by the risks that are specific to the cash flows.

Cash shortfalls are the difference between:

- the expected payments to reimburse the holder for a credit loss that it incurs; and
- any amount that an entity expects to receive from the holder, the debtor or any other party.

(r) Related parties

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

4. 重大會計政策概要 (續)

(q) 財務擔保 (續)

財務擔保合約的預期信貸虧損為就現金流量特有的風險調整的現金缺口。

現金缺口為以下兩者之間的差額：

- 就補償持有人蒙受的信貸虧損而作出的預期付款；及
- 實體預期從持有人、債務人或任何其他方收取的任何款項。

(r) 關連方

- (a) 某人士倘符合以下條件，即代表該名人士或其家族的近親與本集團有關連：
- (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) 為本集團或本公司母公司的主要管理層成員。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(r) Related parties (Cont'd)

- (b) An entity is related to the Group if any of the following conditions apply:
- (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 the employees of the Group or an entity related to the Group;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a);
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity); or
 - (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. 重大會計政策概要 (續)

(r) 關連方 (續)

- (b) 符合以下任何條件即代表實體與本集團有關連：
- (i) 實體與本集團為同一集團的成員(即母公司、附屬公司及同系附屬公司各自互有關連)；
 - (ii) 一實體為另一實體的聯營公司或合營企業(或為一集團成員的聯營公司或合營企業，而另一實體為當中的成員)；
 - (iii) 兩實體均為同一第三方的合營企業；
 - (iv) 一實體為一第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體是為本集團僱員或與本集團有關連的實體的僱員而設的離職後福利計劃；
 - (vi) 該實體受(a)所指人士控制或共同控制；
 - (vii) (a)(i)所指人士對該實體擁有重大影響力或為該實體(或該實體的母公司)的主要管理層成員；或
 - (viii) 該實體或其所屬集團的任何成員向本集團或本集團母公司提供主要管理人員服務。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(r) Related parties (Cont'd)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

(s) Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except interest income, unallocated finance costs, and unallocated corporate expenses, which are not directly attributable to the business activities of any operating segment, are not included in arriving at the operating results of the operating segment.

No asymmetrical allocations have been applied to reportable segments.

4. 重大會計政策概要(續)

(r) 關連方(續)

某人士的家族近親是指有關人士與該實體進行交易時，預期可影響或受影響的家族成員，其包括：

- (i) 該名人士的子女及配偶或同居伴侶；
- (ii) 該名人士的配偶或同居伴侶的子女；及
- (iii) 該名人士或該名人士的配偶或同居伴侶的受養人。

(s) 分部報告

本集團根據定期向各執行董事匯報的內部財務資料，釐定經營分部並編製分部資料，以便執行董事就本集團各業務組成分部的資源分配作決定，以及供彼等審閱該等組成分部的表現。於向執行董事匯報的內部財務資料中的業務組成分部乃依據本集團的主要產品及服務線釐定。

本集團根據香港財務報告準則第8號就報告分部業績所採用的計量政策，與其根據香港財務報告準則編製的財務報表所採用者相同，惟利息收入、未分配融資成本及未分配企業開支(該等項目與任何經營分部的業務活動並無直接關係)並無計入經營分部的經營業績內。

並無對可報告分部採用非對稱分配。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements of the Group requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of each reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period, which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidation financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Useful lives and residual values of property, plant and equipment

In determining the useful life and residual value of an item of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvement in production, or from a change in the market demand for the products or service output of the asset, expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in similar way. The Group will revise the depreciation charge where useful lives are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

5. 重大會計判斷及估計不確定因素的主要來源

在編製本集團的財務報表上，管理層須於各報告期末作出判斷、估計及假設，其將影響收入、開支、資產與負債的呈報金額以及或然負債的披露內容。然而，與該等假設及估計有關的不確定因素帶來的結果可能是導致須於未來期間對受影響資產或負債的賬面值作出重大調整。

下文載述於各報告期末涉及未來的主要假設及其他估計不確定因素的主要來源，其均具有重大風險，導致資產及負債賬面值於下個財政年度出現重大調整。於編製綜合財務報表時，本集團根據現有參數作出其假設及估計。然而，由於可能發生非本集團能控制的市場變化或情況，故與未來發展有關的當前情況及假設或會有變。有關變動將在發生時反映在假設中。

物業、廠房及設備的可使用年期及剩餘價值

於釐定物業、廠房及設備項目的可使用年期及剩餘價值時，本集團須考慮不同因素，例如因生產變化或改良或因市場對資產所輸出的產品或服務的需求改變而引致的技術或商業過時、資產的預期用途、預期物理損耗、資產的護理及保養以及使用資產時的法律或類似限制。資產的可使用年期乃基於本集團從類似用途的類似資產所得經驗而作出估計。倘可使用年期與之前估計有異，本集團將修改折舊支出，或撇銷或撇減已放棄或出售的技術過時或非策略資產。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

Impairment loss for non-financial assets

The Group assesses at the end of each reporting period whether non-financial assets suffered any impairment in accordance with accounting policy stated in note 4(k). The non-financial assets are reviewed for the impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The determination of recoverable amount requires an estimation of future cash flows and the selection of appropriate discount rates. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or reversal of impairment in future periods, where applicable.

Income taxes

The Group is subject to income taxes in Hong Kong and Macau. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which ultimate tax determination is uncertain during the ordinary course of business. The Group recognised liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the income tax and deferred tax provision in the period in which such determination is made.

5. 重大會計判斷及估計不確定因素的主要來源(續)

滯銷存貨撥備

滯銷存貨撥備乃根據存貨的賬齡及估計可變現淨值作出。評估撥備額涉及判斷及估計。倘日後實際結果與原有估計不同，有關差額將影響估計有變期間的存貨賬面值及撥備支出／撥回。

非金融資產減值虧損

本集團於各報告期末根據附註4(k)所載的會計政策評估非金融資產是否遭受任何減值。凡有事件或情況變化顯示資產的賬面值超出其可收回金額，非金融資產將作減值檢討。在釐定可收回金額上，須估計未來現金流量及選擇適當的貼現率。該等估計如有變，其可能對資產賬面值造成重大影響，並可導致未來期間出現額外減值支出或減值撥回(視情況而定)。

所得稅

本集團須繳納香港及澳門所得稅。於釐定所得稅撥備時須作出重大判斷。於日常業務過程中，許多交易及計算的最終稅項決定均為不確定。本集團就預計稅務事項基於其對是否需要繳納額外稅項所作的估計而確認負債。倘該等事項的最終稅務結果與初始記賬金額不同，有關差額將影響作出有關稅項決定期間的所得稅及遞延稅項撥備。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

Provision of reinstatement costs of retail stores and offices

Most of the Group's retail stores are leased under operating lease and are subject to reinstatement obligation as stipulated in the lease agreements. Management assesses the amount of provision made for each store and offices based on various factors, including the size of the store and offices, the complexity of refurbishment and specific requirements from landlords. The Group's management assesses the adequacy of such provision at the end of each reporting period. As at 31 March 2021, the carrying amount of such provision was HK\$3,627,000.

6. SEGMENT INFORMATION

During the years ended 31 March 2021 and 2020, the Group operates one reportable and operating segment which is the retailing sales of food and beverage, household and personal care products under the "Best Mart 360° (優品360°)" brand stores in Hong Kong and Macau. The Group determines its operating segment based on information reported to executive directors of the Company who are also the chief operating decision-maker that are used to make strategic decisions. Accordingly, the Group does not present separately segment information.

Geographical segment

The Group's geographical segments are based on the location of the Group's assets. Revenue to external customers disclosed in geographical segments are based on the geographical location of its customers.

5. 重大會計判斷及估計不確定因素的主要來源(續)

零售店舖及辦公室的修復成本撥備

本集團大多數零售店舖乃根據經營租賃租用，並須承擔租賃協議所規定的修復責任。管理層根據多項因素評估對各店舖及辦公室所作的撥備額，包括店舖及辦公室大小、翻新的複雜程度及業主的特定要求。本集團管理層於各報告期末評估有關撥備是否充足。於二零二一年三月三十一日，有關撥備的賬面值為3,627,000港元。

6. 分部資料

於截至二零二一年及二零二零年三月三十一日止年度內，本集團有一個可報告經營分部，其為在香港及澳門「Best Mart 360° (優品360°)」品牌店舖進行食品和飲品、家居和個人護理產品零售業務。本集團根據向本公司執行董事（亦為主要經營決策者）匯報以使用於作出策略決定的資料釐定其經營分部。因此，本集團並無獨立呈列分部資料。

地域分部

本集團的地域分部乃根據本集團資產的位置而設立。在地域分部上公開的支付予外部客戶的收入乃根據客戶的地理位置劃分。

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6. SEGMENT INFORMATION (Cont'd)

Geographical segment (Cont'd)

The following table presents revenue and certain non-current assets information regarding the Group's geographical segments as at and for the years ended 31 March 2021 and 31 March 2020.

		Hong Kong 香港 HK\$'000 千港元	Macau 澳門 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2021	二零二一年三月三十一日			
Revenue	收入	1,582,240	45,651	1,627,891
Non-current assets*	非流動資產*	411,056	20,542	431,598
31 March 2020	二零二零年三月三十一日			
Revenue	收入	1,223,778	6,659	1,230,437
Non-current assets*	非流動資產*	228,674	14,043	242,717

* Excludes deposits and deferred tax assets.

Information about major customers

Since none of the Group's sales to a single customer amounted to 10% or more of the Group's total revenue for the year ended 31 March 2021 (2020: Nil), no information about major customers in accordance with HKFRS 8 Operating Segments is presented.

6. 分部資料(續)

地域分部(續)

下表顯示於二零二一年三月三十一日及二零二零年三月三十一日以及截至該等日期止年度的本集團地域分部的收入及若干非流動資產資料。

		Hong Kong 香港 HK\$'000 千港元	Macau 澳門 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2021	二零二一年三月三十一日			
Revenue	收入	1,582,240	45,651	1,627,891
Non-current assets*	非流動資產*	411,056	20,542	431,598
31 March 2020	二零二零年三月三十一日			
Revenue	收入	1,223,778	6,659	1,230,437
Non-current assets*	非流動資產*	228,674	14,043	242,717

* 不包括按金及遞延稅項資產。

有關主要顧客的資料

由於本集團向單一顧客的銷售概無佔本集團截至二零二一年三月三十一日止年度的收入總額10%或以上(二零二零年:無),故並無按照香港財務報告準則第8號經營分部呈列有關主要顧客的資料。

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7. REVENUE

The Group principally engages in retailing of food and beverage, household and personal care products under the “Best Mart 360° (優品360°)” brand stores in Hong Kong and Macau. All revenue of the Group is recognised at a point in time.

Revenue from the Group’s principal activities during the year is as follows:

7. 收入

本集團主要從事在香港及澳門「Best Mart 360° (優品360°)」品牌店舖進行食品和飲料、家居和個人護理產品零售的業務。本集團所有收入均於某個時間點確認。

年內，本集團主要業務的收入如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue from	收入來源		
Retailing sales	零售	1,633,304	1,235,175
Less: Sales discounts	減：銷售折扣	(5,413)	(4,738)
		1,627,891	1,230,437

8. OTHER INCOME AND OTHER GAINS, NET

8. 其他收入及其他收益淨額

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Interest income from bank deposits	銀行存款利息收入	1,020	3,938
Losses on written-off/disposal of property, plant and equipment, net	撇銷／出售物業、廠房及設備的虧損淨額	(615)	(2,122)
Promotion income	推廣收入	377	195
Government grant (Note)	政府補助(附註)	31,772	3,000
Others	其他	261	290
		32,815	5,301

Note:

The government grants recognised during the current period are mainly related to the COVID-19 related subsidy from Employment Support Scheme of Hong Kong government and government grant from Macau Government. During the year, the Group recognised government grants of HK\$31,636,000 and HK\$136,000 from Employment Support Scheme of Hong Kong Government and government grant from Macau government, respectively. The Group has elected to present this government grant separately, rather than reducing the related expense. The Group had to commit to spending the assistance on payroll expenses, and not reduce employee head count below prescribed levels for a specified period of time. The Group does not have any unfulfilled obligations relating to this government grants.

附註：

於本期間確認的政府補助主要與香港政府「保就業」計劃所提供的COVID-19相關補貼以及澳門政府所提供的政府補助有關。年內，本集團就香港政府「保就業」計劃補助及澳門政府補助分別確認政府補助31,636,000港元及136,000港元。本集團選擇獨立呈列該等政府補助，而非扣減相關開支。本集團須承諾將有關資助用作薪金開支，且於指定期限內不會將僱員人數削減至低於規定人數。本集團並無與該等政府補助有關的未履行責任。

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9. FINANCE COSTS

9. 融資成本

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Interest expenses on bank borrowings	銀行借款的利息開支	2,359	2,711
Interest expenses on lease liabilities	租賃負債的利息開支	7,562	8,350
		9,921	11,061

10. PROFIT BEFORE INCOME TAX

10. 除所得稅前溢利

Profit before income tax is arrived at after charging/(crediting):

除所得稅前溢利乃扣除／(計入)下列各項：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Directors' emoluments (Note 11(a))	董事酬金(附註11(a))	1,476	1,476
Staff costs:	員工成本：		
– Wages, salaries and other benefits	– 工資、薪金及其他福利	145,414	129,118
– Contributions to defined contribution pension plans	– 定額供款退休金計劃供款	6,219	5,855
Depreciation of property, plant and equipment	物業、廠房及設備折舊	165,840	123,151
Auditor's remuneration	核數師酬金	820	780
Exchange differences, net	匯兌差額淨額	(285)	(68)
Cost of inventories recognised as expenses	確認為開支的存貨成本	1,107,737	818,945
Written-off of inventories	撇銷存貨	8,203	9,825
Service expenses for using the operating facilities of warehouse	使用倉儲營運設施的服務開支	10,090	13,980
Operating lease payments in respect of retail stores	有關零售店舖的經營租賃款項		
– Short-term lease expenses	– 短期租賃開支	8,333	30,080
– Contingent rents	– 或然租金	14,115	7,328
		22,448	37,408

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11. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

11. 董事薪酬及五名最高薪酬人士

(a) Directors' remuneration

The remuneration of the directors for the years is set out below:

(a) 董事薪酬

本年度各董事的薪酬載列如下：

		Fees	Salaries and other benefits	Contributions to defined pension plans	Total
		袍金	薪金及其他福利	定額供款退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Year ended 31 March 2021	截至二零二一年三月三十一日止年度				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Lin Tsz Fung ("Mr. Lin")	林子峰先生(「林先生」)	-	360	18	378
Ms. Hui Ngai Fan ("Ms. Hui")	許毅芬女士(「許女士」)	-	360	18	378
<i>Independent Non-Executive directors</i>	<i>獨立非執行董事</i>				
Mr. Sze Irons	施榮懷先生	240	-	-	240
Ms. Choy So Yuk	蔡素玉女士	240	-	-	240
Mr. Lee Ka Lun	李家麟先生	240	-	-	240
		720	720	36	1,476

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11. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (Cont'd)

11. 董事薪酬及五名最高薪酬人士 (續)

(a) Directors' remuneration (Cont'd)

(a) 董事薪酬 (續)

		Fees	Salaries and other benefits	Contributions to defined contribution pension plans	Total
		袍金	薪金及其他福利	定額供款退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Year ended 31 March 2020	截至二零二零年三月三十一日止年度				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Lin	林先生	-	360	18	378
Ms. Hui	許女士	-	360	18	378
<i>Independent Non-Executive directors</i>	<i>獨立非執行董事</i>				
Mr. Sze Irons	施榮懷先生	240	-	-	240
Ms. Choy So Yuk	蔡素玉女士	240	-	-	240
Mr. Lee Ka Lun	李家麟先生	240	-	-	240
		720	720	36	1,476

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11. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (Cont'd)

(b) Five highest-paid individuals

The five highest-paid individuals of the Group included nil directors for the year ended 31 March 2021 (2020: Nil), whose emoluments are included in Note 11(a) above. The emoluments of remaining 5 highest-paid individuals for the year are set out below:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	5,376	4,472
Discretionary bonuses	酌情花紅	724	1,157
Contributions to defined contribution pension plans	定額供款退休金計劃供款	90	86
		6,190	5,715

Their remuneration fell within the following bands:

		2021 二零二一年	2020 二零二零年
Nil to HK\$1,000,000	零至1,000,000港元	3	2
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	1	3
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	1	–
HK\$3,000,001 to HK\$4,000,000	3,000,001港元至4,000,000港元	–	–
		5	5

During the year ended 31 March 2021 and 2020, no directors or any of the highest-paid individuals waived or agreed to waive any emoluments. No emoluments were paid by the Group to the directors or any of the highest-paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

11. 董事薪酬及五名最高薪酬人士 (續)

(b) 五名最高薪酬人士

截至二零二一年三月三十一日止年度，本集團的五名最高薪酬人士包括零名董事（二零二零年：零名），其酬金已於上文附註11(a)中記載。本年度餘下5名最高薪酬人士的酬金載列如下：

彼等的酬金介乎下列範圍：

截至二零二一年及二零二零年三月三十一日止年度內，概無董事或任何最高薪酬人士放棄或同意放棄任何酬金。本集團並無支付酬金予本集團董事或任何最高薪酬人士，作為吸引彼等加入本集團或於加入本集團時的報酬又或作為離職補償。

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12. INCOME TAX EXPENSE

The income tax expense in the consolidated statement of profit or loss and other comprehensive income during the year represents:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current income tax	即期所得稅		
– Hong Kong Profits Tax	– 香港利得稅	10,139	2,484
– Macau Complementary Income Tax (“MCIT”)	– 澳門所得補充稅 (「澳門所得補充稅」)	450	–
		10,589	2,484
– Under-provision/(over-provision) in respect of prior year	– 過往年度撥備不足/ (超額撥備)	115	(87)
		10,704	2,397
Deferred income tax (Note 21)	遞延所得稅(附註21)	(406)	(184)
Income tax expense	所得稅開支	10,298	2,213

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands and accordingly, is not subject to income tax in the Cayman Islands.

During the year ended 31 March 2021 and 2020, under the two-tiered profits tax rates regime, the first HK\$2 million of estimated assessable profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of other group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

MCIT has been provided at the progressive rate on the estimated assessable profits. The maximum tax rate is 12% for the year ended 31 March 2021. No provision of MCIT has been made as the Group has no assessable profit for MCIT for the year ended 31 March 2020.

12. 所得稅開支

年內綜合損益及其他全面收益表內的所得稅開支為：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current income tax		
– Hong Kong Profits Tax	10,139	2,484
– Macau Complementary Income Tax (“MCIT”)	450	–
	10,589	2,484
– Under-provision/(over-provision) in respect of prior year	115	(87)
	10,704	2,397
Deferred income tax (Note 21)	(406)	(184)
Income tax expense	10,298	2,213

本公司根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司，並因此毋須繳納開曼群島所得稅。

截至二零二一年及二零二零年三月三十一日止年度，在利得稅兩級制制度下，合資格集團實體首二百萬港元的估計應課稅溢利會按8.25%徵稅，超過二百萬港元的溢利則按16.5%徵稅。其他不符合利得稅兩級制制度的集團實體的溢利將繼續按16.5%劃一稅率徵稅。

澳門所得補充稅乃就估計應課稅溢利以累進稅率計提。截至二零二一年三月三十一日止年度的稅率上限為12%。截至二零二零年三月三十一日止年度，由於本集團並無錄得就澳門所得補充稅的應課稅溢利，故並無對澳門所得補充稅作出計提。

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12. INCOME TAX EXPENSE (Cont'd)

The income tax expense for the year can be reconciled to the profit before income tax in the consolidated statement of profit or loss and other comprehensive income as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	91,747	14,313
Tax on profit before income tax, calculated at the applicable Hong Kong profits tax rates	就除所得稅前溢利按適用香港利得稅稅率計算的稅項	14,973	2,197
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營的附屬公司稅率不同的影響	470	205
Tax effect of non-taxable income	毋須課稅收入的稅務影響	(5,234)	(553)
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	367	257
Tax effect of temporary difference not recognised	未確認暫時差額的稅務影響	(278)	107
Income tax expense	所得稅開支	10,298	2,213

12. 所得稅開支(續)

本年度所得稅開支可與綜合損益及其他全面收益表內的除所得稅前溢利對賬如下：

13. DIVIDENDS

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Proposed final dividend	所建議的末期股息	25,000	-
Final dividend in respect of previous financial year, approved and paid during the year	上個財政年度的末期股息，於本年內批准並派付	-	60,000
Interim dividend declared and paid	所宣派並派付的中期股息	20,000	15,000
		20,000	75,000

13. 股息

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13. DIVIDENDS (Cont'd)

On 7 August 2019, a final dividend of HK6.0 cents per share for the year ended 31 March 2019 was approved by the Company's shareholders ("2019 Final Dividend"). The 2019 Final Dividend of HK\$60,000,000 was paid during the year ended 31 March 2020.

On 27 November 2019, the Board has resolved to pay an interim dividend of HK1.5 cents per share, amounting to a total dividend of HK\$15,000,000 ("2020 Interim Dividend"), in respect of the six months ended 30 September 2019. The 2020 Interim Dividend of HK\$15,000,000 was paid during the year ended 31 March 2020.

On 26 November 2020, the Board has resolved to pay an interim dividend of HK2.0 cents per share, amounting to a total dividend of HK\$20,000,000, in respect of the six months ended 30 September 2020 which is approved by the shareholders at an extraordinary general meeting held on 16 December 2020 and paid out of the share premium account ("2021 Interim Dividend"). The 2021 Interim Dividend of HK\$20,000,000 was paid during the year ended 31 March 2021.

At a meeting hold on 23 June 2021, the directors recommended a final dividend of HK2.5 cents per ordinary share. The proposed dividends are subject to shareholders' approval in the forthcoming annual general meeting to be held on 18 August 2021 and are not reflected as a dividend payable in the consolidated financial statements for the year ended 31 March 2021.

14. EARNINGS PER SHARE

The basic earnings per share attributable to owners of the Company for the year is calculated based on the profit attributable to owners of the Company of HK\$81,449,000 (2020: HK\$12,100,000) and the weighted average number of ordinary shares of 1,000,000,000 in issue (2020: 1,000,000,000). The Company did not have any potential dilutive shares for the years ended 31 March 2021 and 2020. Accordingly, the diluted earnings per share are the same as the basic earnings per share.

13. 股息(續)

於二零一九年八月七日，截至二零一九年三月三十一日止年度的末期股息每股6.0港仙獲本公司股東批准（「二零一九年末期股息」）。於截至二零二零年三月三十一日止年度已派付二零一九年末期股息為60,000,000港元。

於二零一九年十一月二十七日，董事會議決就截至二零一九年九月三十日止六個月派付中期股息每股1.5港仙，股息總額為15,000,000港元（「二零二零年中期股息」）。二零二零年中期股息15,000,000港元已於截至二零二零年三月三十一日止年度派付。

於二零二零年十一月二十六日，董事會議決就截至二零二零年九月三十日止六個月派付中期股息每股2.0港仙，股息總額為20,000,000港元，其已獲股東於二零二零年十二月十六日舉行的股東特別大會上批准，並已自股份溢價賬中派付（「二零二一年中期股息」）。二零二一年中期股息20,000,000港元已於截至二零二一年三月三十一日止年度派付。

於二零二一年六月二十三日舉行的會議上，董事建議派發末期股息每股普通股2.5港仙。該項建議派發的股息須待股東於二零二一年八月十八日舉行的應屆股東週年大會上批准，且不會於截至二零二一年三月三十一日止年度的綜合財務報表中反映作應付股息。

14. 每股盈利

本公司擁有人應佔年度每股基本盈利乃按本公司擁有人應佔溢利81,449,000港元（二零二零年：12,100,000港元）以及已發行普通股加權平均數1,000,000,000股（二零二零年：1,000,000,000股）計算。本公司於截至二零二一年及二零二零年三月三十一日止年度並無任何潛在可攤薄股份。因此，每股攤薄盈利與每股基本盈利相同。

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Office premises 辦公室物業 HK'000 千港元	Properties 物業 HK\$'000 千港元	Plant and equipment 廠房及設備 HK\$'000 千港元	Furniture and fixtures 家具及固定裝置 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日						
Cost	成本	30,542	-	157,855	12,287	6,673	207,357
Accumulated depreciation	累計折舊	(19,262)	-	(1,381)	(5,374)	(2,963)	(28,980)
Net carrying amount	賬面淨值	11,280	-	156,474	6,913	3,710	178,377
Year ended 31 March 2020	截至二零二零年三月三十一日止年度						
Opening net carrying amount	年初賬面淨值	11,280	-	156,474	6,913	3,710	178,377
Additions	添置	9,450	-	133,368	6,592	2,657	152,067
Written off/disposals	撇銷/出售	(779)	-	-	(508)	(854)	(2,141)
Lease modification	租賃修改	-	-	37,565	-	-	37,565
Depreciation	折舊	(8,246)	-	(110,744)	(2,825)	(1,336)	(123,151)
Closing net carrying amount	年終賬面淨值	11,705	-	216,663	10,172	4,177	242,717
At 31 March 2020	於二零二零年三月三十一日						
Cost	成本	36,701	-	328,788	17,520	7,184	390,193
Accumulated depreciation	累計折舊	(24,996)	-	(112,125)	(7,348)	(3,007)	(147,476)
Net carrying amount	賬面淨值	11,705	-	216,663	10,172	4,177	242,717
Year ended 31 March 2021	截至二零二一年三月三十一日止年度						
Opening net carrying amount	年初賬面淨值	11,705	-	216,663	10,172	4,177	242,717
Additions	添置	11,540	-	145,553	7,289	2,834	167,216
Acquired on acquisition of assets (Note 2(a))	因收購資產而獲得(附註2(a))	-	178,865	-	-	-	178,865
Written off/disposals	撇銷/出售	(48)	-	-	(386)	(200)	(634)
Lease modification	租賃修改	-	-	9,274	-	-	9,274
Depreciation	折舊	(8,670)	(2,523)	(149,301)	(3,776)	(1,570)	(165,840)
Closing net carrying amount	年終賬面淨值	14,527	176,342	222,189	13,299	5,241	431,598
At 31 March 2021	於二零二一年三月三十一日						
Cost	成本	44,915	178,865	483,615	23,513	9,376	740,284
Accumulated depreciation	累計折舊	(30,388)	(2,523)	(261,426)	(10,214)	(4,135)	(308,686)
Net carrying amount	賬面淨值	14,527	176,342	222,189	13,299	5,241	431,598

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15. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

Right-of-use assets

The Group has acquired office premises through acquisition of Allied Wide during the year. Right-of-use assets of approximately HK\$178,865,000 (2020: Nil) (Note 2a) has been recognised for the year.

As at 31 March 2021, right-of-use assets of HK\$398,531,000 (Note 16) (2020: HK\$216,663,000) were included in the carrying amount of property, plant and equipment.

Included within additions in 2021 are additions under leasing arrangements amounting to HK\$145,553,000 (2020: HK\$133,368,000) as disclosed in Note 16 to the consolidated financial statements.

Security

As at 31 December 2021, the Group's property, plant and equipment with a total carrying value of HK\$176,342,000 (2020: Nil), are subject to a legal charge to secure a subsidiary's bank borrowing with a bank (Note 23).

16. LEASES

Nature of leasing activities (in the capacity as lessee)

The Group entered into various lease agreements for retail shops, warehouses and office premises. The leases for retail shops and warehouses have remaining non-cancellable lease terms of between 1 to 5 years and the lease for office premises have remaining non-cancellable lease term of 35 years. All leases held by the Group comprise fixed payments over the lease term or contingent rent based on turnover of the respective retail shops for the month.

15. 物業、廠房及設備(續)

使用權資產

本集團於年內透過收購協弘而獲得辦公室物業。本年度確認的使用權資產約178,865,000港元(二零二零年：無)(附註2a)。

於二零二一年三月三十一日，使用權資產398,531,000港元(附註16)(二零二零年：216,663,000港元)乃計入物業、廠房及設備的賬面值。

於二零二一年計入添置內的款項為綜合財務報表附註16所披露於租賃安排下的添置145,553,000港元(二零二零年：133,368,000港元)。

擔保

於二零二一年十二月三十一日，本集團賬面總值為176,342,000港元的物業、廠房及設備(二零二零年：無)受限於一項法定押記，以作為銀行授予附屬公司銀行借款的擔保(附註23)。

16. 租賃

租賃活動的性質(作為承租人)

本集團訂立了多項零售店舖、倉庫及辦公室物業的租賃協議。零售店舖及倉庫的餘下不可撤銷租期介乎1至5年，辦公室物業的餘下不可撤銷租期為35年。本集團所持有的租賃均訂明於租期內的固定付款或按各零售店舖每月營業額計算的或然租金。

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16. LEASES (Cont'd)

Nature of leasing activities (in the capacity as lessee) (Cont'd)

The analysis of the net book value of right-of-use assets by class of underlying assets is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Office premises, carried at depreciated cost	辦公室物業，按折舊成本列賬	176,342	-
Properties leased for own use, carried at depreciated cost	租賃作自用的物業，按折舊成本列賬	222,189	216,663
		Office premises 辦公室物業 HK\$'000 千港元	Properties 物業 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	-	156,474
Additions	添置	-	133,368
Depreciation	折舊	-	(110,744)
Lease modification	租賃修改	-	37,565
At 31 March 2020	於二零二零年三月三十一日	-	216,663
At 1 April 2020	於二零二零年四月一日	-	216,663
Additions	添置	-	145,553
Acquired on acquisition of assets	因收購資產而獲得	178,865	-
Depreciation	折舊	(2,523)	(149,301)
Lease modification	租賃修改	-	9,274
At 31 March 2021	於二零二一年三月三十一日	176,342	222,189

The Group elected to include the right-of-use assets within the same line item as that within which the corresponding underlying assets would be presented if they were owned.

16. 租賃 (續)

租賃活動的性質 (作為承租人) (續)

按相關資產類別劃分的使用權資產賬面淨值分析如下：

本集團選擇將使用權資產計入同一細列項目內，如同擁有相應的相關資產般呈列。

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16. LEASES (Cont'd)

16. 租賃(續)

LEASE LIABILITIES

租賃負債

		Office	Properties
		premises	物業
		辦公室物業	物業
		HK\$'000	HK\$'000
		千港元	千港元
At 1 April 2019	於二零一九年四月一日	–	158,089
Additions	添置	–	132,909
Interest expenses	利息開支	–	8,350
Lease payments	租賃款項	–	(110,131)
Lease modification	租賃修改	–	37,565
At 31 March 2020	於二零二零年三月三十一日	–	226,782
At 1 April 2020	於二零二零年四月一日	–	226,782
Additions	添置	–	144,715
Interest expenses	利息開支	–	7,562
Lease payments	租賃款項	–	(151,928)
Lease modification	租賃修改	–	9,274
At 31 March 2021	於二零二一年三月三十一日	–	236,405

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16. LEASES (Cont'd)

LEASE LIABILITIES (Cont'd)

Future lease payments are due as follows:

		Minimum lease payments 31 March 2021 最低租賃款項 二零二一年 三月三十一日 HK\$'000 千港元	Interest 31 March 2021 利息 二零二一年 三月三十一日 HK\$'000 千港元	Present value 31 March 2021 現值 二零二一年 三月三十一日 HK\$'000 千港元
Not later than one year	不遲於一年	146,738	4,167	142,571
Later than one year and not later than two years	遲於一年但 不遲於兩年	71,153	1,285	69,868
Later than two years and not later than five years	遲於兩年但 不遲於五年	19,601	261	19,340
More than five years	五年以上	4,708	82	4,626
		242,200	5,795	236,405

		Minimum lease payments 31 March 2020 最低租賃款項 二零二零年 三月三十一日 HK\$'000 千港元	Interest 31 March 2020 利息 二零二零年 三月三十一日 HK\$'000 千港元	Present value 31 March 2020 現值 二零二零年 三月三十一日 HK\$'000 千港元
Not later than one year	不遲於一年	125,285	6,259	119,026
Later than one year and not later than two years	遲於一年但 不遲於兩年	82,186	2,474	79,712
Later than two years and not later than five years	遲於兩年但 不遲於五年	27,248	864	26,384
More than five years	五年以上	1,680	20	1,660
		236,399	9,617	226,782

16. 租賃(續)

租賃負債(續)

未來租賃款項的到期情況如下：

		Minimum lease payments 31 March 2021 最低租賃款項 二零二一年 三月三十一日 HK\$'000 千港元	Interest 31 March 2021 利息 二零二一年 三月三十一日 HK\$'000 千港元	Present value 31 March 2021 現值 二零二一年 三月三十一日 HK\$'000 千港元
Not later than one year	不遲於一年	146,738	4,167	142,571
Later than one year and not later than two years	遲於一年但 不遲於兩年	71,153	1,285	69,868
Later than two years and not later than five years	遲於兩年但 不遲於五年	19,601	261	19,340
More than five years	五年以上	4,708	82	4,626
		242,200	5,795	236,405

		Minimum lease payments 31 March 2020 最低租賃款項 二零二零年 三月三十一日 HK\$'000 千港元	Interest 31 March 2020 利息 二零二零年 三月三十一日 HK\$'000 千港元	Present value 31 March 2020 現值 二零二零年 三月三十一日 HK\$'000 千港元
Not later than one year	不遲於一年	125,285	6,259	119,026
Later than one year and not later than two years	遲於一年但 不遲於兩年	82,186	2,474	79,712
Later than two years and not later than five years	遲於兩年但 不遲於五年	27,248	864	26,384
More than five years	五年以上	1,680	20	1,660
		236,399	9,617	226,782

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16. LEASES (Cont'd)

LEASE LIABILITIES (Cont'd)

The present value of future lease payments are analysed as:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current liabilities	流動負債	142,571	119,026
Non-current liabilities	非流動負債	93,834	107,756
		236,405	226,782

16. 租賃(續)

租賃負債(續)

未來租賃款項的現值分析如下：

17. INVENTORIES

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Finished goods	製成品	198,547	135,755

17. 存貨

18. TRADE RECEIVABLES

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade receivables	貿易應收款項	2,927	2,488

Trade receivables mainly represent the outstanding amounts receivable by the Group from Octopus Cards Limited and credit card companies. The settlement terms with credit card companies and octopus card sales are usually within two business days after the date on which the sales are made. No credit term has been granted to any customers of the retail stores.

18. 貿易應收款項

貿易應收款項主要為本集團應收八達通卡有限公司及各信用卡公司的未收款項。信用卡公司及八達通卡銷售的結算期通常為作出銷售當日後兩個營業日內。概無向零售店舖的任何顧客授予信貸期。

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18. TRADE RECEIVABLES (Cont'd)

The ageing analysis of the Group's trade receivables based on invoice date is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0-30 days	0至30日	2,699	2,251
31-60 days	31至60日	187	53
61-90 days	61至90日	22	180
Over 90 days	超過90日	19	4
		2,927	2,488

The ageing analysis of the Group's trade receivables based on due date is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Neither past due nor impaired	既未逾期亦無減值	2,697	2,249
Not more than 3 months past due	逾期不超過3個月	211	235
More than 3 months past due	逾期超過3個月	19	4
		2,927	2,488

18. 貿易應收款項(續)

本集團的貿易應收款項基於發票日期計算的賬齡分析如下：

本集團的貿易應收款項基於到期日計算的賬齡分析如下：

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19. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

19. 按金、預付款項及其他應收款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current:	非流動：		
Deposits	按金	37,449	39,683
Deposits paid for purchase of property, plant and equipment	購入物業、廠房及設備的已付按金	7,108	800
		44,557	40,483
Current:	流動：		
Prepayments	預付款項	24,205	18,230
Deposits	按金	24,248	17,612
Other receivables	其他應收款項	1,906	5,608
		50,359	41,450

The balances were unsecured, interest-free and with no fixed repayment terms. The Group's deposits and other receivables were neither past due nor impaired as at 31 March 2021 and 2020.

結餘乃無抵押、免息及並無固定還款期。於二零二一年及二零二零年三月三十一日，本集團的按金及其他應收款項既未逾期亦無減值。

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20. CASH AND BANK BALANCES

20. 現金及銀行結餘

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Cash at banks	銀行現金	90,249	215,051
Cash in hand	手頭現金	1,063	860
		91,312	215,911

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Hong Kong dollars	港元	75,583	210,317
Renminbi ("RMB")	人民幣(「人民幣」)	193	130
United States dollars ("US\$")	美元(「美元」)	875	326
Euro	歐元	99	92
Macau Pataca ("MOP")	澳門元(「澳門元」)	14,491	4,987
Other currencies	其他貨幣	71	59
		91,312	215,911

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21. DEFERRED INCOME TAX

The analysis of deferred income tax assets of the Group is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Deferred income tax assets to be recovered after more than 12 months	將於超過12個月後收回的遞延所得稅資產	1,902	1,496

21. 遞延所得稅

本集團的遞延所得稅資產分析如下：

Movements in deferred income tax assets of the Group during the current and prior year are as follows:

於本年度及過往年度內本集團的遞延所得稅資產變動如下：

		Decelerated tax depreciation 減速稅項折舊 HK\$'000 千港元
As at 1 April 2019	於二零一九年四月一日	1,312
Credited to the consolidated statement of profit or loss and other comprehensive income	計入綜合損益及其他全面收益表	184
As at 31 March 2020 and 1 April 2020	於二零二零年三月三十一日及 二零二零年四月一日	1,496
Credited to the consolidated statement of profit or loss and other comprehensive income	計入綜合損益及其他全面收益表	406
As at 31 March 2021	於二零二一年三月三十一日	1,902

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22. TRADE PAYABLES AND ACCRUALS AND OTHER PAYABLES

(a) Trade payables

The ageing analysis of the Group's trade payables based on invoice date is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0-30 days	0至30日	49,819	19,727
31-60 days	31至60日	8,996	10,343
61-90 days	61至90日	358	355
Over 90 days	超過90日	522	606
		59,695	31,031

22. 貿易應付款項以及應計費用及其他應付款項

(a) 貿易應付款項

本集團的貿易應付款項基於發票日期計算的賬齡分析如下：

(b) Accruals and other payables

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current:	流動：		
Accruals for employee benefit expenses	應計僱員福利開支	16,654	12,309
Accruals for rental expenses	應計租金開支	6,493	3,043
Accruals for logistic expenses	應計物流開支	11,429	4,582
Contract liabilities in relation to customer loyalty programme (Note (e))	涉及顧客忠誠計劃的合約負債(附註(e))	384	238
Accruals for property, plant and equipment	應計物業、廠房及設備費用	198	638
Contract liabilities in relation to cash coupon (Notes (d) and (e))	涉及現金券的合約負債(附註(d)及(e))	312	152
Provision for reinstatement costs (Note (c))	修復成本撥備(附註(c))	1,464	700
Accruals for operating expenses and other payables	應計經營開支及其他應付款項	2,295	1,901
		39,229	23,563
Non-current:	非流動：		
Provision for reinstatement costs (Note (c))	修復成本撥備(附註(c))	2,163	2,229
		2,163	2,229

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22. TRADE PAYABLES AND ACCRUALS AND OTHER PAYABLES (Cont'd)

22. 貿易應付款項以及應計費用及其他應付款項(續)

(c) Provision for reinstatement costs

(c) 修復成本撥備

Movements in the provision for reinstatement costs are as follows:

修復成本撥備變動如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At beginning of year	於年初	2,929	2,630
Provision for reinstatement costs	修復成本撥備	838	459
Utilisation of provision for reinstatement costs	動用修復成本撥備	(140)	(160)
At end of year	於年末	3,627	2,929

(d) Contract liabilities in relation to cash coupon

(d) 涉及現金券的合約負債

Movements in the contract liabilities in relation to cash coupon are as follows:

涉及現金券的合約負債變動如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At beginning of year	於年初	152	33
Issued during the year	年內發行	345	122
Expired during the year	年內到期	(29)	(3)
Redeemed during the year	年內兌換	(156)	-
At end of year	於年末	312	152

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22. TRADE PAYABLES AND ACCRUALS AND OTHER PAYABLES (Cont'd)

(e) Contract liabilities

The Group has recognised the following revenue related contract liabilities:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Contract liabilities in relation to customer loyalty programme	涉及顧客忠誠計劃的合約負債	384	238
Contract liabilities in relation to cash coupon	涉及現金券的合約負債	312	152
		696	390

The contract liabilities represented the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the year. The Group expects the transaction price allocated to the unsatisfied performance obligations will be recognised as revenue when the award points in relation to customer loyalty programme and the cash coupon are redeemed.

The following table shows the revenue recognised in the current reporting period related to carried-forward liabilities:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
For the year	本年度		
Revenue recognised that was included in the contract liabilities at beginning of the year	計入年初合約負債的已確認收入		
– Retailing sales	– 零售	267	436

22. 貿易應付款項以及應計費用及其他應付款項(續)

(e) 合約負債

本集團已確認以下收入相關合約負債：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Contract liabilities in relation to customer loyalty programme	384	238
Contract liabilities in relation to cash coupon	312	152
	696	390

合約負債指分配至各項於年末未達成的履約責任的交易價格總額。本集團預期，分配至該等未達成履約責任的交易價格將於顧客忠誠計劃的獎賞積分及現金券獲兌換時確認為收入。

下表顯示於本報告期已確認且涉及已結轉負債的收入：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
For the year		
Revenue recognised that was included in the contract liabilities at beginning of the year		
– Retailing sales	267	436

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22. TRADE PAYABLES AND ACCRUALS AND OTHER PAYABLES (Cont'd)

(e) Contract liabilities (Cont'd)

The following table shows unsatisfied performance obligations resulting from retailing sales:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At end of year	於年末		
Expected to be recognised within one year	預期於一年內確認	696	390

22. 貿易應付款項以及應計費用及其他應付款項(續)

(e) 合約負債(續)

下表顯示零售的未達成履約責任：

23. BANK BORROWINGS

Current:

Secured interest-bearing bank borrowings Repayable within one year

即期：
有抵押計息銀行借款
須於一年內償還

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
107,496	79,242

Non-current:

Secured interest-bearing bank borrowings Repayable between one and two years

非即期：
有抵押計息銀行借款
於一至兩年內償還

-	20,300
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23. 銀行借款

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23. BANK BORROWINGS (Cont'd)

Bank borrowings bear interest at floating interest rates. The effective interest rates of bank borrowings are ranging from HIBOR plus 1.3% to 1.5% (2020: HIBOR plus 1.4% to 2.0%) per annum for the year ended 31 March 2021.

As at 31 March 2021, the bank borrowings and other banking facilities of the Group are secured by:

- (i) the corporate guarantee provided by the Company and a subsidiary; and
- (ii) property, plant and equipment of office premises (Note 15) of the Group with carrying amount of HK\$176,342,000 (2020: Nil).

23. 銀行借款(續)

銀行借款按浮動利率計息。截至二零二一年三月三十一日止年度，銀行借款的實際利率介乎香港銀行同業拆息加年利率1.3%至1.5% (二零二零年：香港銀行同業拆息加年利率1.4%至2.0%)。

於二零二一年三月三十一日，本集團銀行借款及其他銀行融資以下列項目作抵押：

- (i) 本公司及一間附屬公司提供的企業擔保；及
- (ii) 賬面值為176,342,000港元(二零二零年：無)的本集團辦公室物業的物業、廠房及設備(附註15)。

24. SHARE CAPITAL

24. 股本

		Number 數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
At 31 March 2020, 1 April 2020 and 31 March 2021	於二零二零年三月三十一日、二零二零年四月一日及二零二一年三月三十一日	10,000,000,000	100,000
Issued and fully paid:	已發行及繳足：		
At 31 March 2020, 1 April 2020 and 31 March 2021	於二零二零年三月三十一日、二零二零年四月一日及二零二一年三月三十一日	1,000,000,000	10,000

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25. RESERVES

Details of the movements of the Group's reserves are as set out in the consolidated statement of changes in equity. Movement of the Company's reserves are as follows:

25. 儲備

本集團儲備變動詳情載於綜合權益變動表內。本公司儲備變動如下：

		Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	349,284	(443)	348,841
Profit and total comprehensive income for the year	年度溢利及全面收益總額	–	12,431	12,431
Dividend paid	已付股息	–	(75,000)	(75,000)
At 31 March 2020	於二零二零年三月三十一日	349,284	(63,012)	286,272
At 1 April 2020	於二零二零年四月一日	349,284	(63,012)	286,272
Profit and total comprehensive income for the year	年度溢利及全面收益總額	–	62,789	62,789
Interim dividend paid	已付股息	(20,000)	–	(20,000)
At 31 March 2021	二零二一年三月三十一日	329,284	(223)	329,061

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25. RESERVES (Cont'd)

The following describes the nature and purpose of each reserve within owners' equity.

25. 儲備 (續)

以下描述擁有人權益內各儲備的性質及用途。

Reserves 儲備	Description and purpose 描述及用途
Share premium 股份溢價	Share premium is the excess of the proceeds received over the nominal value of the shares of the Company issued at a premium, less the amount of expenses incurred in connection with the issue of the shares. 股份溢價是指本公司股份以溢價發行時收取的所得款項超出股份面值的數額，並扣除發行股份所產生的開支。
Other reserve 其他儲備	The other reserve of the Group represents the difference between the total equity of the subsidiaries and the aggregated share capital of the subsidiaries pursuant to the reorganisation where the transfer of the subsidiaries to the Company are satisfied by issue of new shares from the Company. 本集團的其他儲備反映重組後各附屬公司的總權益與各附屬公司的合計股本的差額，就此，根據重組轉移附屬公司予本公司乃透過本公司發行新股而達成。
Retained earnings 保留盈利	Cumulative net gains and losses recognised in profit or loss. 於損益內確認的累計收益及虧損淨額。

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26. COMMITMENTS

26. 承擔

(a) Capital commitments

(a) 資本承擔

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Commitments for acquisition of property, plant and equipment	購置物業、廠房及設備的承擔	4,855	500

(b) Other commitments

(b) 其他承擔

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Service expenses for using the operating facilities of warehouse: Not later than one year	使用倉儲營運設施的服務 開支： 不遲於一年	-	8,537

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27. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

27. 本公司財務狀況表

			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		Notes 附註		
ASSETS AND LIABILITIES	資產與負債			
Non-current asset	非流動資產			
Investment in a subsidiary	於附屬公司的投資	28	122,614	122,614
Current assets	流動資產			
Prepayment	預付款項		272	636
Amounts due from subsidiaries	應收附屬公司款項		214,103	172,765
Cash and bank balances	現金及銀行結餘		2,110	314
			216,485	173,715
Current liability	流動負債			
Accruals	應計費用		38	57
Net assets	資產淨值		339,061	296,272
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	24	10,000	10,000
Reserves	儲備	25	329,061	286,272
Total equity	總權益		339,061	296,272

On behalf of the Directors of the Company

代表本公司董事：

Lin Tsz Fung
林子峰
Director
董事

Hui Ngai Fan
許毅芬
Director
董事

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28. INTERESTS IN SUBSIDIARIES

Details of the Company's subsidiaries as at 31 March 2021 are as follows:

28. 於附屬公司的權益

於二零二一年三月三十一日，本公司附屬公司詳情如下：

Name 名稱	Country and date of incorporation and form of business structure 註冊成立國家、註冊成立日期及公司架構類型	Particulars of issued and fully paid up share capital 已發行及繳足股本詳情	Attributable equity interests		Principal activities 主要業務
			Direct	Indirect	
			直接	間接	
Best Mart 360 International Limited 優品360國際有限公司	BVI, 23 February 2018, limited liability company 英屬維爾京群島，二零一八年二月二十三日，有限公司	US\$1 1美元	100%	–	Investment holding in BVI 在英屬維爾京群島經營投資控股
Quality Food 360° (Holdings) Limited 優品360°食品(集團)有限公司	BVI, 25 April 2013, limited liability company 英屬維爾京群島，二零一三年四月二十五日，有限公司	US\$2 2美元	–	100%	Investment holding in BVI 在英屬維爾京群島經營投資控股
Best Mart 360 Macau Holdings Limited 優品360澳門控股有限公司	BVI, 14 March 2019, limited liability company 英屬維爾京群島，二零一九年三月十四日，有限公司	US\$1 1美元	–	100%	Investment holding in BVI 在英屬維爾京群島經營投資控股
Best Mart 360 China Holdings Limited 優品360中國控股有限公司	BVI, 8 November 2019, limited liability Company 英屬維爾京群島，二零一九年十一月八日，有限公司	US\$1 1美元	–	100%	Investment holding in BVI 在英屬維爾京群島經營投資控股

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28. INTERESTS IN SUBSIDIARIES (Cont'd)

Details of the Company's subsidiaries as at 31 March 2021 are as follows: (Cont'd)

28. 於附屬公司的權益(續)

於二零二一年三月三十一日，本公司附屬公司詳情如下：(續)

Name 名稱	Country and date of incorporation and form of business structure 註冊成立國家、註冊成立日期及公司架構類型	Particulars of issued and fully paid up share capital 已發行及繳足股本詳情	Attributable equity interests		Principal activities 主要業務
			Direct 直接	Indirect 間接	
CIAO International Limited 彩鷗國際有限公司	Hong Kong, 14 December 2012, limited liability company 香港，二零一二年十二月十四日，有限公司	HK\$20,000 20,000港元	-	100%	Retailing of food and beverage, household and personal care products under the "Best Mart 360°" (優品360°) brand stores in Hong Kong. 在香港「Best Mart 360° (優品360°)」品牌店舖進行食品及飲品、家居及個人護理產品零售
Best Mart 360 Hong Kong Limited 優品360香港有限公司	Hong Kong, 25 November 2019, limited liability company 香港，二零一九年十一月二十五日，有限公司	HK\$1 1港元	-	100%	Investment holding in Hong Kong 在香港經營投資控股

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28. INTERESTS IN SUBSIDIARIES (Cont'd)

Details of the Company's subsidiaries as at 31 March 2021 are as follows: (Cont'd)

28. 於附屬公司的權益(續)

於二零二一年三月三十一日，本公司附屬公司詳情如下：(續)

Name 名稱	Country and date of incorporation and form of business structure 註冊成立國家、註冊成立日期及公司架構類型	Particulars of issued and fully paid up share capital 已發行及繳足股本詳情	Attributable equity interests		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Best Mart 360 Macau Limited 優品360澳門有限公司	Macau, 21 May 2019, limited liability company 澳門，二零一九年五月二十一日，有限公司	MOP25,000 25,000澳門元	-	100%	Retailing of food and beverage, household and personal care products under the "Best Mart 360°" (優品360°) brand store in Macau. 在澳門「Best Mart 360° (優品360°)」品牌店舖進行食品及飲品、家居及個人護理產品零售
Shenzhen Best Mart 360 Commerce Limited 深圳優品叁陸零商業有限公司	The PRC, 24 December 2019, a wholly foreign-owned enterprise 中國，二零一九年十二月二十四日，外商獨資企業	HK\$10,000,000 10,000,000港元	-	100%	Inactive 不活躍
Abundant Year International Limited 溢年國際有限公司	BVI, 28 April 2020, limited liability Company 英屬維爾京群島，二零二零年四月二十八日，有限公司	US\$1 1美元	-	100%	Investment holding in BVI 在英屬維爾京群島經營投資控股
Allied Wide 協弘有限公司	Hong Kong, 28 October 2010, limited liability company 香港，二零一零年十月二十八日，有限公司	HK\$3 3港元	-	100%	Property holding in Hong Kong 在香港經營物業持有

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29. RELATED PARTY TRANSACTIONS

29. 關連方交易

(a) Related party transactions

Save as disclosed elsewhere in this consolidated financial statements, the Group had the following material transactions with related parties during the year:

Name of related parties 關連方名稱	Nature of transaction 交易性質	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Giant Fame Corporation Limited ("Giant Fame") (Note (i)) 鵬銘有限公司(「鵬銘」)(附註(i))	Lease payment 租賃款項	870	875
United Wealth Global (HK) Limited (Note (ii)) 聯富環球(香港)有限公司(附註(ii))	Lease payment 租賃款項	–	18
Smart Essence Development Limited ("Smart Essence") (Note (iii)) 逸俊發展有限公司(「逸俊」)(附註(iii))	Lease payment 租賃款項	788	598
		1,658	1,491

Name of related parties 關連方名稱	Nature of transaction 交易性質	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Giant Fame (Note (i)) 鵬銘(附註(i))	Acquire of right-of-use assets 收購使用權資產	–	2,718
Smart Essence (Note (iii)) 逸俊(附註(iii))	Acquire of right-of-use assets 收購使用權資產	–	1,077
		–	3,795

Notes:

- (i) Giant Fame is controlled by Mr. Lin, one of the directors of the Company.
- (ii) Mr. Lin, one of the directors of the Company, has significant influence over United Wealth Global (HK) Limited.
- (iii) Mr. Lin, one of the directors of the Company, has significant influence over Smart Essence.

附註：

- (i) 鵬銘由本公司其中一名董事林先生控制。
- (ii) 本公司其中一名董事林先生對聯富環球(香港)有限公司擁有重大影響力。
- (iii) 本公司其中一名董事林先生對逸俊擁有重大影響力。

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29. RELATED PARTY TRANSACTIONS (Cont'd)

29. 關連方交易 (續)

(b) Compensation of key management personnel

(b) 主要管理人員薪酬

Remuneration for key management personnel of the Group, including amounts paid to the executive directors of the Company as disclosed in Note 11(a), is as follows:

本集團主要管理人員的薪酬(包括附註11(a)所披露已付本公司執行董事的金額)如下:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Directors' fees	董事袍金	-	-
Short-term benefits	短期福利	6,953	5,782
Discretionary bonuses	酌情花紅	818	1,296
Post-employment benefits	離職後福利	147	140
		7,918	7,218

30. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

30. 按類別劃分的金融資產及金融負債概要

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial assets at amortised cost	金融資產(按攤銷成本入賬)		
Trade receivables	貿易應收款項	2,927	2,488
Deposits and other receivables	按金及其他應收款項	63,603	62,903
Cash and bank balances	現金及銀行結餘	91,312	215,911
		157,842	281,302

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30. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Cont'd)

30. 按類別劃分的金融資產及金融負債概要(續)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial liabilities at amortised cost	金融負債(按攤銷成本入賬)		
Trade payables	貿易應付款項	59,695	31,031
Accruals and other payables	應計費用及其他應付款項	37,692	22,562
Bank borrowings	銀行借款	107,496	99,542
Lease liabilities	租賃負債	236,405	226,782
		441,288	379,917

The directors of the Company considers the carrying value of financial instruments approximates their fair value.

本公司董事認為金融工具的賬面值與其公平值相若。

31. FINANCIAL RISK MANAGEMENT

31. 財務風險管理

The main risks arising from the Group's financial instruments in the normal course of the Group's business are credit risk, liquidity risk, foreign currency risk and interest rate risk.

於本集團正常業務過程中產生自本集團金融工具的主要風險為信貸風險、流動資金風險、外幣風險及利率風險。

These risks are limited by the Group's financial management policies and practices described below.

該等風險受下文所述的本集團財務管理政策及慣例所限制。

(a) Credit risk

(a) 信貸風險

The Group's maximum exposure to credit risk is the carrying amounts of cash and bank balances, and trade and other receivable. The Group has no concentration of credit risk from third party debtors.

本集團就信貸風險所面對的最高風險金額相當於現金及銀行結餘以及貿易及其他應收款項的賬面值。本集團並無來自第三方債務人的信貸集中風險。

As at 31 March 2021, substantially all of the Group's bank deposits were deposited with major financial institutions in Hong Kong, which management believes are of high-credit-quality without significant credit risk.

於二零二一年三月三十一日，本集團絕大部分銀行存款乃存放於管理層相信具有高信貸質素且並無面對重大信貸風險的香港主要金融機構。

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31. FINANCIAL RISK MANAGEMENT (Cont'd)

(a) Credit risk (Cont'd)

All of the Group's trade receivables and other receivables have no collateral. The Group assessed the credit quality of the counterparties by taking into account their financial position, credit history and other factors. Management also regularly reviews the recoverability of these receivables and follow up the disputes or amounts overdue, if any. The Directors are of the opinion that the risk of default by counterparties is low.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

31. 財務風險管理(續)

(a) 信貸風險(續)

本集團所有貿易應收款項及其他應收款項均無抵押品。本集團考慮對手方的財務狀況、信貸紀錄及其他因素，以評估其信貸質素。管理層亦定期檢討該等應收款項的可收回程度，並跟進爭議或逾期款項(如有)。董事認為，對手方的違約風險偏低。

本集團於初始確認資產時會考慮違約的可能性，並於各報告期持續評估信貸風險有否顯著增加。為評估信貸風險有否顯著增加，本集團將資產於報告日期發生違約的風險與於初始確認日期的違約風險進行比較。本集團會考慮可得的合理及具支持性的前瞻性資料。

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

31. FINANCIAL RISK MANAGEMENT (Cont'd)

(a) Credit risk (Cont'd)

(i) Trade receivables

The Group applies the simplified approach to providing for ECL prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The Group always measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The ECL on trade receivables is estimated by reference to past default experience of the debtor and current market condition in relation to each debtor's exposure. The ECL also incorporates forward-looking information with reference to general macroeconomic conditions that may affect the ability of the debtors to settle receivables. To measure the ECL, the trade receivables have been grouped based on share credit risk characteristics and the days past due according to the ageing as disclosed in note 18. Expected loss rate of current trade receivables are assessed to be 0.1% as the trade receivables mainly represent amounts due from Octopus Cards Limited and credit card companies with high credit rating and no history of default. For the past due trade receivables, due to the balances were immaterial, the management of the Group considered the loss allowance provision for these balances were immaterial. There is no change in the ECL rate for trade receivables during the years mainly due to no significant change in the historical default rates of trade receivables based on which the ECL rate is determined. The management of the Group considered the loss allowance provision for trade receivables was immaterial during the year ended 31 March 2021 (2020: immaterial).

31. 財務風險管理 (續)

(a) 信貸風險 (續)

(i) 貿易應收款項

本集團就預期信貸虧損的撥備計提採用香港財務報告準則第9號所訂明的簡易方法，該準則准許對所有貿易應收款項採用全期預期虧損撥備。本集團所計量的貿易應收款項的虧損撥備額必定相等於全期預期信貸虧損金額。貿易應收款項的預期信貸虧損乃參考有關債務人的過往違約紀錄及每名債務人承受風險所在的當前市場狀況而估計。預期信貸虧損亦考慮前瞻性資料，當中參考可對債務人結付應收款項的能力構成影響的整體宏觀經濟狀況。為計量預期信貸虧損，貿易應收款項乃按照附註18所披露的賬齡而根據共同信貸風險特徵及逾期天數進行歸類。由於貿易應收款項主要為應收八達通卡有限公司及各信用卡公司（有關公司具有高信貸評級及並無違約紀錄）的款項，故即期貿易應收款項的預期虧損率乃評估為0.1%。就逾期貿易應收款項而言，由於結餘並不重大，故本集團管理層認為該等結餘的虧損撥備計提並不重大。各年內貿易應收款項的預期信貸虧損率並無變動，原因是釐定預期信貸虧損率所依據的貿易應收款項過往違約率並無重大變動。本集團管理層認為，貿易應收款項的虧損撥備計提於截至二零二一年三月三十一日止年度內並不重大（二零二零年：不重大）。

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綜合財務報表附註

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

31. FINANCIAL RISK MANAGEMENT (Cont'd)

(a) Credit risk (Cont'd)

(ii) Other receivables

As at 31 March 2021, the management of the Group takes into account the historical default experience and forward-looking information, as appropriate, for example the Group considers the consistently low historical default rates of counterparties, and concludes that credit risk inherent in the Group's outstanding other receivables is insignificant. The management of the Group has assessed that other receivables do not have a significant increase in credit risk since initial recognition and risk of default is insignificant, therefore the ECL for these receivables were immaterial under the 12 months expected loss method and no loss allowance was recognised during the year ended 31 March 2021 (2020: Nil).

31. 財務風險管理(續)

(a) 信貸風險(續)

(ii) 其他應收款項

於二零二一年三月三十一日，本集團管理層視情況考慮過往違約紀錄及前瞻性資料，舉例而言，本集團考慮對手方的過往違約率持續偏低，並得出結論認為本集團尚未結清的其他應收款項的固有信貸風險並不顯著。本集團管理層已評定其他應收款項的信貸風險自初始確認以來並無顯著增加及違約風險並不顯著，因此，該等應收款項的預期信貸虧損根據12個月預期虧損法並不重大，並於截至二零二一年三月三十一日止年度內並無確認虧損撥備(二零二零年：無)。

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31. FINANCIAL RISK MANAGEMENT (Cont'd)

(b) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term. The management of the Company is satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future in the normal course of business. The following table details the remaining contractual maturities at the end of each reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payment computed using contractual rates or, if floating, based on the current rates at the reporting date) and the earliest date the Group may be required to pay.

31. 財務風險管理 (續)

(b) 流動資金風險

本集團的政策是定期監察其流動資金需求，以確保其維持足夠的現金儲備能應付其短期及長期流動資金需求。本公司管理層信納本集團將能夠在正常業務過程中履行其於可見將來到期的所有財務責任。下表詳述本集團金融負債於各報告期末的餘下合約到期日，其乃基於合約未貼現現金流量（包括採用合約利率計算或（倘為浮動）按報告日期的當前利率計算的利息付款）及本集團可能須付款的最早日期。

		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	Within 2 years to 5 years	Over 5 years
		賬面值	合約未貼現金流量總額	1年內或應要求	2至5年內	5年以上
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 31 March 2021	於二零二一年三月三十一日					
Trade payables	貿易應付款項	59,695	59,695	59,695	-	-
Accruals and other payables	應計費用及其他應付款項	37,692	37,692	37,692	-	-
Bank borrowings	銀行借款	107,496	134,241	26,640	23,751	83,850
Lease liabilities	租賃負債	236,405	242,200	146,738	90,754	4,708
		441,288	473,828	270,765	114,505	88,558

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31. FINANCIAL RISK MANAGEMENT (Cont'd)

31. 財務風險管理 (續)

(b) Liquidity risk (Cont'd)

(b) 流動資金風險 (續)

		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	Within 2 years to 5 years	Over 5 years
		賬面值	現金流量總額	1年內或應要求	2至5年內	5年以上
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 31 March 2020	於二零二零年三月三十一日					
Trade payables	貿易應付款項	31,031	31,031	31,031	-	-
Accruals and other payables	應計費用及其他應付款項	22,562	22,562	22,562	-	-
Bank borrowings	銀行借款	99,542	100,372	79,974	20,398	-
Lease liabilities	租賃負債	226,782	236,399	125,285	109,434	1,680
		379,917	390,364	258,852	129,832	1,680

(c) Foreign currency risk

(c) 外幣風險

The Group mainly operated in Hong Kong with most of the transactions settled in HK\$ and did not have significant exposure to risk resulting from changes in foreign currency exchange rates.

本集團主要於香港經營業務，其大部分交易以港元結算，且並無面對因外幣匯率變動而引致的重大風險。

(d) Interest rate risk

(d) 利率風險

The Group's exposure to interest rate risk relates principally to its bank deposits, pledged bank deposits and interest-bearing bank borrowings. Borrowings issued at variable rates expose the Group to cash flow interest-rate risk. The Group has not entered into any financial derivative instruments to hedge its exposure to interest rate risk. The Group's policy is to manage its interest rate risk, working within an agreed framework, to ensure that there are no unduly exposures to significant interest rate movements.

本集團面對的利率風險主要與其銀行存款、已抵押銀行存款及計息銀行借款有關。按可變利率發放的借款令本集團面對現金流量利率風險。本集團並無訂立任何金融衍生工具以對沖其利率風險。本集團的政策是按照協定的框架管理其利率風險，以確保不會承受過高的重大利率變動風險。

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31. FINANCIAL RISK MANAGEMENT (Cont'd)

31. 財務風險管理(續)

(d) Interest rate risk (Cont'd)

(d) 利率風險(續)

The following table details the interest rate profile of the Group's financial instruments at the end of each reporting period:

下表詳述本集團金融工具於各報告期末的利率狀況：

		2021 二零二一年		2020 二零二零年	
		Effective interest rate per annum 實際年利率	HK\$'000 千港元	Effective interest rate per annum 實際年利率	HK\$'000 千港元
Fixed-rate bank deposits	固定利率銀行存款	0.23%	20,000	2.03%	148,325
Floating-rate bank deposits	浮動利率銀行存款	—*	14,806	1.18%	23,378
Floating-rate bank overdrafts and borrowings	浮動利率銀行透支 及借款	2.37%	(107,496)	3.60%	(99,542)

* The effective interest rate per annum is lower than 0.01%.

* 實際年利率低於0.01%。

Sensitivity analysis

敏感度分析

At the respective end of each reporting period, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would (decrease)/increase the Group's profit for the year ended 31 March 2021 by approximately HK\$(607,000) (2020: HK\$603,000).

於各報告期末，倘利率整體上升／下降100個基點，而所有其他變數維持不變，估計將會令本集團於截至二零二一年三月三十一日止年度的溢利(減少)／增加約607,000港元(二零二零年：603,000港元)。

The sensitivity analysis above has been determined to assume that the change in interest rates had occurred at the end of each reporting period and had been applied to the exposure to interest rate risk for the bank deposits and interest-bearing bank overdrafts and borrowings in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the next twelve months period.

上述敏感度分析乃按假設利率變動已於各報告期末發生，並已適用於該日存在的銀行存款及計息銀行透支及借款的利率風險而釐定。上升或下降100個基點乃管理層對利率於未來十二個月期間的合理可能變化的評估。

The interest rate risk policies have been followed by the Group consistently throughout the years.

本集團於整個年度一直遵循利率風險政策。

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

32. CAPITAL MANAGEMENT

The Group's primary objective when managing capital is to safeguard the Group's ability to continue as a going concern and maximising the return to stakeholders. The Group's capital structure is regularly reviewed and managed by the directors of the Company. The Group is not subject to externally imposed capital requirements. To maintain or adjust capital structure, the Group may adjust dividend payment to shareholders or issue new shares. Adjustments will be made to the capital structure in light of changes in economic conditions affecting the Company or its subsidiaries, and the risk characteristics of the Group's underlying assets.

The capital structure of the Group consists of debts, which includes the bank borrowings, lease liabilities, cash and bank balance and equity attributable to owners of the Company, comprising share capital and reserves. The Group's risk management reviews the capital structure on a semi-annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital.

The net debt to equity ratio as at the reporting dates is as follows:

32. 資本管理

本集團管理資本的首要目標是維護本集團繼續按持續經營基準經營的能力，並最大限度地為持份者帶來回報。本集團的資本架構經本公司董事定期檢討及管理。本集團不受外部施加的資本要求所規限。為維持或調整資本架構，本集團可調整向股東派付的股息或發行新股份。對資本架構作出的調整將基於可對本公司或其附屬公司造成影響的經濟環境變化及本集團相關資產的風險特徵作出。

本集團的資本架構包括債務（其中包括銀行借款）、租賃負債、現金及銀行結餘及本公司擁有人應佔權益（其中包括股本及儲備）。本集團的風險管理層每半年檢討一次資本架構。作為此檢討的一部分，管理層考慮資本成本以及與各類資本相關的風險。

於報告日期淨債務對權益比率如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Bank borrowings	銀行借款	107,496	99,542
Lease liabilities	租賃負債	236,405	226,782
Less: Cash and bank balances	減：現金及銀行結餘	(91,312)	(215,911)
Net debt	淨債務	252,589	110,413
Total equity	總權益	368,131	306,682
Net debt to equity ratio	淨債務對權益比率	68.6%	36.0%

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33. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

33. 綜合現金流量表附註

Reconciliation of liabilities arising from financing activities:

融資活動產生的負債的對賬：

Year ended	截至二零二一年 三月三十一日止年度	As at 1 April 2020 於二零二零年 四月一日 HK\$'000 千港元	Financing cash flow 融資現金 流量 HK\$'000 千港元	Non-cash changes 非現金變動			As at 31 March 2021 於二零二一年 三月三十一日 HK\$'000 千港元
				Addition	Interest expenses	Lease modification	
				添置	利息開支	租賃修改	
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Bank borrowings	銀行借款	99,542	7,954	-	-	-	107,496
Other payables	其他應付款項	100	(2,443)	-	2,359	-	16
Lease liabilities	租賃負債	226,782	(151,928)	144,715	7,562	9,274	236,405
		326,424	(146,417)	144,715	9,921	9,274	343,917

Year ended	截至二零二零年 三月三十一日止年度	As at 1 April 2019 於二零一九年 四月一日 HK\$'000 千港元	Financing cash flow 融資現金 流量 HK\$'000 千港元	Non-cash changes 非現金變動			As at 31 March 2020 於二零二零年 三月三十一日 HK\$'000 千港元
				Addition	Interest expenses	Lease modification	
				添置	利息開支	租賃修改	
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Bank borrowings	銀行借款	73,775	25,767	-	-	-	99,542
Other payables	其他應付款項	165	(2,776)	-	2,711	-	100
Lease liabilities	租賃負債	158,089	(110,131)	132,909	8,350	37,565	226,782
		232,029	(87,140)	132,909	11,061	37,565	326,424



Best Mart 360 Holdings Limited
優品360控股有限公司